

# **27<sup>TH</sup> ANNUAL REPORT**

## **2021-22**

### **SAI CAPITAL LIMITED**

**CIN: L74110DL1995PLC069787**

**Regd. Office:** G-25, Ground Floor, Rasvilas Salcon D-1, Saket District Centre, Saket, New Delhi, South Delhi -110017

**E mail:** [cs@saicapital.co.in](mailto:cs@saicapital.co.in), Ph: 011-40234681

**Website:** [www.saicapital.co.in](http://www.saicapital.co.in)

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**SAI CAPITAL LIMITED**

**Composition of Board**

<b>Chairman and Managing Director (Executive – Non Independent)</b>	Dr. Niraj Kumar Singh
<b>Non-Executive Non-Independent Director</b>	Mrs. Juhi Singh (Upto June 03, 2022) Mr. Ankur Rawat (w.e.f. June 03, 2022)
<b>Non-Executive Independent Director</b>	Mr. Kailash Chandra Sharma Mrs. Kamlesh Gupta
<b>Composition of Audit Committee</b>	Mrs. Kamlesh Gupta - Chairperson Mr. Kailash Chandra Sharma – Member Mrs. Juhi Singh – Member (Upto June 03, 2022) Mr. Ankur Rawat – Member (w.e.f. June 24, 2022)
<b>Composition of Nomination and Remuneration Committee</b>	Mrs. Kamlesh Gupta - Chairperson Mr. Kailash Chandra Sharma – Member Mrs. Juhi Singh – Member (Upto June 03, 2022) Mr. Ankur Rawat – Member (w.e.f. June 24, 2022)
<b>Composition of Stakeholders’ Relationship Committee</b>	Mr. Kailash Chandra Sharma - Chairman Mrs. Kamlesh Gupta – Member Mrs. Juhi Singh – Member (Upto June 03, 2022) Mr. Ankur Rawat – Member (w.e.f. June 24, 2022)

**SAI CAPITAL LIMITED**

**Corporate Information**

<b>Chief Financial Officer</b>	Mrs. Juhi Singh (Upto June 03, 2022) Mr. Ankur Rawat (w.e.f. June 25, 2022)
<b>Company Secretary and Compliance Officer</b>	Mr. Nitin Gupta
<b>Registered Office</b>	G-25, Ground Floor, Rasvilas Salcon, D-1, Saket District Centre, Saket, South Delhi, New Delhi-110017
<b>Corporate Identity Number</b>	L74110DL1995PLC069787
<b>Website</b>	www.saicapital.co.in
<b>Email Id</b>	cs@saicapital.co.in
<b>Registrar &amp; Share Transfer Agent</b>	Alankit Assignments Limited Alankit House, 4E/2 Jhandewalan Extension, New Delhi – 110055 Phone Nos. 011-4254 1234, Fax.: 011-4254 1201 Email Id: info@alankit.com
<b>Bankers</b>	Indian Bank, Aurobindo Place, Hauz Khas, New Delhi – 110016 Axis Bank, Square One, Saket, New Delhi - 110017
<b>Statutory Auditors</b>	M/s Aditya Agarwal & Associates, Chartered Accountants, Kanpur
<b>Secretarial Auditors</b>	Ms. Rashmi Sahni, Practicing Company Secretary, New Delhi
<b>Listing of Equity Shares</b>	BSE Limited, Mumbai, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001 (Scrip Code: 531931)
<b>27<sup>th</sup> Annual General Meeting</b>	5 <sup>th</sup> August, 2022 at 12:30 P.M. IST  AGM through Video Conferencing/ Other Audio Visual Means (VC/OAVM) Facility [Deemed Venue for meeting : Registered Office: G-25, Ground Floor, Rasvilas Salcon D-1, Saket District Centre, Saket, New Delhi, South Delhi -110017]
<b>Financial Year</b>	1 <sup>st</sup> April to 31 <sup>st</sup> March



# 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

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## NOTICE

NOTICE is hereby given that the 27<sup>th</sup> Annual General Meeting (“AGM/ 27<sup>th</sup> AGM”) of the Members of SAI CAPITAL LIMITED (“the Company”) will be held on Friday, the 5<sup>th</sup> day of August, 2022, at 12:30 P.M., Indian Standard Time (“IST”), through Video Conferencing / Other Audio Visual Means (“VC/OAVM”) facility to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2022 including the Balance Sheet as at 31<sup>st</sup> March 2022, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. **To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to recommendation of Audit Committee and Board of Directors of the Company, M/s. Mehrotra & Co., Chartered Accountants (Firm Registration No.: 000720C), be and are hereby appointed as the Statutory Auditors of the Company, in lieu of retiring Statutory Auditors, M/s. Aditya Agarwal & Associates, Chartered Accountants (Firm Registration No.: 004568C), who are not seeking their reappointment at the forthcoming Annual General Meeting for another term due to their internal reasons, at such remuneration, as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and M/s. Mehrotra & Co. Chartered Accountants from time to time, who shall hold office for a term of five consecutive years from the conclusion of Twenty Seventh Annual General Meeting till the conclusion of the Thirty Second Annual General Meeting of the Company to be held in the year 2027.”

### SPECIAL BUSINESS:

3. **To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:**

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee, Board of Directors of the Company and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013 and Articles of Association of the Company, the approval of the members of the Company be and is hereby accorded for the appointment of Dr. Niraj Kumar Singh (DIN: 00233396) as Chairman and Managing Director of the Company for a period of 5 (Five) consecutive years with effect from 25<sup>th</sup> June, 2022, whose period of office shall not be liable to retire by rotation, upon such terms and conditions as may be agreed, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Dr. Niraj Kumar Singh.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of their powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

**4. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a *Special Resolution*:**

**“RESOLVED THAT** Mr. Ankur Rawat (DIN: 07682969) who was appointed as an Additional Director of the Company w.e.f. June 03, 2022 by the Board of Directors and who holds office up to the date of this Annual General Meeting in terms of Section 161 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Articles of Association, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, and being eligible, offer himself for appointment, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member signifying his intention to propose Mr. Ankur Rawat’s candidature for the office of Director, be and is hereby appointed as a Non-Executive, Non-Independent Director of the Company with effect from June 03, 2022, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of their powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

**By Order of the Board  
For Sai Capital Limited**

**Dr. Niraj Kumar Singh  
Chairman & Managing Director  
DIN: 00233396**

**Date : July 06, 2022  
Place : New Delhi**

**IMPORTANT NOTES:**

1. In accordance with the provisions of Section 152(6) of the Companies Act, 2013, not less than two-thirds of total number of directors shall be liable to retire by rotation and not less than one-third of the total number of directors shall retire by rotation at every Annual General Meeting and it does not include Independent Directors of the Company.

Dr. Niraj Kumar Singh, Chairman and Managing Director of the Company is not liable to retire by rotation by virtue of his appointment. Mr. Ankur Rawat, Additional Director (Non-Executive, Non-Independent) of the Company shall hold office up to the date of ensuing General Meeting of the Company and his appointment as Director is proposed at the Meeting. Therefore, for the purpose of ensuing Annual General Meeting, the Company does not have any director on its Board who shall retire by rotation.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) and SEBI Regulations setting out material facts concerning the business under Item No. 2, 3 & 4 of the accompanying Notice, is annexed hereto. The Board of Directors of the Company at its meeting held on July 06, 2022 considered that the ordinary business under Item No. 2 and special business under Item No. 3 & 4, being considered unavoidable, be transacted at the 27<sup>th</sup> AGM of the Company.
3. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs, Government of India (“MCA”) issued General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021 and 02/2022 dated 8th April 2020, 13th April 2020, 5th May 2020, 13th January 2021, 14th December 2021 and 5<sup>th</sup> May 2022, respectively, (“MCA Circulars”) allowing, *inter-alia*, conduct of AGMs through Video Conferencing/ Other Audio-Visual Means (“VC/ OAVM”) facility on or before 31<sup>st</sup> December 2022, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2020. In compliance with these Circulars, provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 27<sup>th</sup> AGM of the Company is being conducted through VC/ OAVM facility, which does not require physical presence of members at a common venue. The deemed venue for the 27<sup>th</sup> AGM shall be the Registered Office of the Company.
4. In terms of the MCA Circulars, physical attendance of members has been dispensed with and therefore, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by members under Section 105 of the Act will not be available for the 27<sup>th</sup> AGM. However, in pursuance of Section 113 of the Act, representatives of the members may be appointed for the purpose of voting through remote e-Voting, for participation in the 27<sup>th</sup> AGM through VC/ OAVM facility and e-Voting during the 27<sup>th</sup> AGM.
5. In terms of the MCA Circulars, the Notice of the 27<sup>th</sup> AGM and Annual Financial Statements for the financial year 2021-22, will be available on the website of the Company at [www.saicapital.co.in](http://www.saicapital.co.in), on the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com) and also on the website of National Securities Depositories Limited (“NSDL”) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). Since the 27<sup>th</sup> AGM will be held through VC/ OAVM facility, the Route Map is not annexed in this Notice.
6. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (“ICSI”) and Regulation 44 of Listing Regulations read with MCA Circulars, the Company is providing remote e-Voting facility to its members in respect of the business to be transacted at the 27<sup>th</sup> AGM and facility for those members participating in the 27<sup>th</sup> AGM to cast vote through e-Voting system during the 27<sup>th</sup> AGM. For this purpose, NSDL will be providing facility for voting through remote e-Voting, for participation in the 27<sup>th</sup> AGM through VC/ OAVM facility and e-Voting during the 27<sup>th</sup> AGM.

7. Members may join the 27<sup>th</sup> AGM through VC/ OAVM facility by following the procedure as mentioned below which shall be kept open for the members from 12:00 Noon IST i.e. 30 minutes before the time scheduled to start the 27<sup>th</sup> AGM and the Company may close the window for joining the VC/ OAVM facility 30 minutes after the scheduled time to start the 27<sup>th</sup> AGM.
8. Members may note that the VC/ OAVM facility provided by NSDL, allows participation of at least one thousand members on a first-come-first-served basis. The large members (i.e. members holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors, etc. can attend the 27<sup>th</sup> AGM without any restriction on account of first-come-first-served basis.
9. Attendance of the members participating in the 27<sup>th</sup> AGM through VC/ OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. General instructions for accessing and participating in the 27<sup>th</sup> AGM through VC/ OAVM facility and voting through electronic means including remote e-Voting:-

**A. Instructions for Members for Remote e-Voting are as under: -**

- » The remote e-Voting period will commence from 2<sup>nd</sup> August, 2022 (9:00 A.M. IST) and end on 4<sup>th</sup> August, 2022 (5:00 P.M. IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., 29<sup>th</sup> July, 2022, may cast their vote electronically. The voting right of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- » A person who is not a member as on the cut-off date should treat this Notice of the 27<sup>th</sup> AGM for information purpose only.
- » The details of the process and manner for remote e-Voting are explained herein below:
  - Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>
  - Step 2: Cast your vote electronically on NSDL e-Voting system.

**Step 1: How to Log-in to NSDL e-Voting website?**




**I Login method for e-Voting and joining virtual meeting for Individual Members holding securities in demat mode**

In terms of SEBI circular dated 9th December 2020 on “e-Voting facility provided by Listed Companies”, e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat account(s)/ websites of Depositories/ Depository Participant(s) (“DPs”) in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (“ESP”) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.

Members are advised to update their mobile number and e-mail address with their DPs in order to access e-voting facility.

Login method for Individual members holding securities in demat mode is given below:

Type of members	Login Method
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<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<p><b>Users registered for NSDL IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>Visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section,</li> <li>You will be prompted to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page.</li> <li>Click on the Company name or <b>e-Voting service provider</b> i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol> <p><b>Users not registered for NSDL IDeAS facility:</b> Option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p><b>e-Voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.</li> <li>A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</li> <li>Click on the Company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol> <p><b>e-Voting mobile application of NSDL</b></p> <p>Shareholders/ Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
<p>Individual Members holding securities in demat mode with CDSL</p>	<p><b>Existing users who have opted for Easi/ Easiest</b></p> <ol style="list-style-type: none"> <li>Login through their user id and password. Option will be made available to reach e-Voting page without any further authentication.</li> <li>The URL for users to login to Easi/ Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/ Easiest the user will be also able to see the e-Voting Menu. The Menu will have links of <b>e-Voting service</b></li> </ol>

	<p><b>provider i.e., NSDL. Click on NSDL to cast your vote.</b></p> <p><b>Users not registered for Easi/ Easiest</b> Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</p> <p><b>Visit the e-Voting website of CDSL</b></p> <p>a) Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</p> <p>b) After successful authentication, user will be provided links for the respective ESP i.e., NSDL where the e-Voting is in progress.</p>
Individual Members (holding securities in demat mode) login through their depository participants	<p>a) Members can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility.</p> <p>b) Upon logging in, you will be able to see e-Voting option.</p> <p>c) Click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>d) Click on the Company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

## II. Login Method for e-Voting and joining virtual meeting for Individual Members holding securities in demat mode and members holding securities in physical form

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login.*

Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

d) Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
i. For members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
ii. For members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
iii. For members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

e) Password details for members other than Individual members are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email addresses are registered in your demat account or with the Company, your 'initial password' is communicated to you on your email addresses. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email address is not registered, please follow steps mentioned below in **process for those members whose email addresses are not registered.**

- f) If you are unable to retrieve or have not received the “initial password” or have forgotten your password:
- Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- g) After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- h) Now, you will have to click on “Login” button
- i) After you click on the “Login” button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically?**

- After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “**VC/OAVM**” link placed under “Join General Meeting”.
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- Upon confirmation, the message “Vote cast successfully” will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution(s), you will not be allowed to modify your vote.

**General Guidelines for Members**

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 18001020990 and 1800224430 or send a request to Mr. Amit Vishal, Senior Manager or Ms. Pallavi Mhatre, Manager, National Securities Depository Ltd., Trade World, ‘A’ Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013, at the designated email address: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [AmitV@nsdl.co.in](mailto:AmitV@nsdl.co.in) or [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) or at telephone nos.: +91-22-24994360 or +91-9920264780 or +91-22-24994545, who will also address the grievances connected with the voting by electronic means. Members may also write to the Company Secretary at the Company’s email address [cs@saicapital.co.in](mailto:cs@saicapital.co.in).



**Process for those Members whose email address are not registered with the depositories for procuring user id and password and registration of email address for e-voting for the resolutions set out in this notice:**

- a) In case shares are held in physical form please provide Folio No., Name of Member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to the Company's email address at [cs@saicapital.co.in](mailto:cs@saicapital.co.in).
- b) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to the Company's email address at [cs@saicapital.co.in](mailto:cs@saicapital.co.in).
- c) If you are an individual member holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual members holding securities in demat mode.**
- d) Alternatively shareholders/members may send a request to NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
- e) In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by listed companies, individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participant(s). Members are required to update their mobile number and email address correctly in their demat account in order to access e-Voting facility.

**B. INSTRUCTIONS FOR MEMBERS FOR PARTICIPATING IN THE 27<sup>TH</sup> AGM THROUGH VC/OAVM ARE AS UNDER:**

- a) The members will be provided with a facility to attend the 27<sup>th</sup> AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same by following the steps mentioned above for "Access to NSDL e-Voting system". The link for VC/ OAVM will be available in "Shareholder/ Member login" where the EVEN ("E-voting Event Number") of the Company will be displayed. After successful login, the members will be able to see the link of ("VC/ OAVM") placed under the tab "Join General Meeting" against the name of the Company. On clicking this link, the members will be able to attend the 27<sup>th</sup> AGM. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID/ Password may retrieve the same by following the remote e-Voting instructions mentioned above in the notice, to avoid last minute rush.
- b) Members may join the Meeting through Laptops, Smartphones and Tablets. Further, members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from Smartphones or Tablets or through Laptops connecting via mobile hotspot may experience Audio/ Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
- c) Members can submit questions in advance with regard to the financial statements or any other matter to be placed at the 27<sup>th</sup> AGM, from their registered email address, mentioning their name, DP ID and Client ID number/ folio number and mobile number, to reach the Company's email address at [cs@saicapital.co.in](mailto:cs@saicapital.co.in) at least 48 hours in advance before the start of the meeting i.e. by 3<sup>rd</sup> August, 2022 by 12:30 P.M. (IST). Such questions by the members shall be taken up during the meeting and replied by the Company suitably.
- d) Members, who would like to express their view/ ask questions during the 27<sup>th</sup> AGM with regard to the financial statements or any other matter to be placed at the 27<sup>th</sup> AGM, need to pre-register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number/ folio number and mobile number, to reach the Company's email address at

[cs@saicapital.co.in](mailto:cs@saicapital.co.in) at least 48 hours in advance before the start of the meeting i.e. by 3<sup>rd</sup> August, 2022 by 12:30 P.M. (IST). Those members who have pre-registered themselves as a speaker will be allowed to express their view/ ask questions during the 27<sup>th</sup> AGM, depending upon the availability of time.

- e) When a pre-registered speaker is invited to speak at the meeting, but he/ she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
- f) The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the 27<sup>th</sup> AGM.
- g) Institutional Investors who are members of the Company, are encouraged to attend and vote in the 27<sup>th</sup> AGM through VC/ OAVM facility.

**C. Instructions for Members for e-Voting during the 27<sup>th</sup> AGM are as under:**

- a) Members may follow the same procedure for e-Voting during the 27<sup>th</sup> AGM as mentioned above for remote e-Voting.
- b) Only those members/ shareholders, who will be present in the 27<sup>th</sup> AGM through VC/ OAVM facility and have not cast their vote on the Resolution(s) through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the 27<sup>th</sup> AGM.
- c) Members who have cast their vote by remote e-Voting prior to the 27<sup>th</sup> AGM may also participate in the 27<sup>th</sup> AGM through VC/ OAVM facility. However, they shall not be entitled to cast their vote again.
- d) The Helpline details of the person who may be contacted by the member needing assistance with the use of technology, before or during the 27<sup>th</sup> AGM shall be the same persons mentioned for remote e-Voting and reproduced here for convenience:

Mr. Amit Vishal, Senior Manager or Ms. Pallavi Mhatre, Manager, National Securities Depository Ltd., Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013, at the designated email address: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [AmitV@nsdl.co.in](mailto:AmitV@nsdl.co.in) or [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) or at telephone nos.: +91-22-24994360 or +91-9920264780 or +91-22-24994545. Members may also write to the Company Secretary at the Company's email address at [cs@saicapital.co.in](mailto:cs@saicapital.co.in).

**Other Guidelines for Members**

- a) The voting rights of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date of 29<sup>th</sup> July, 2022.
- b) Any person, who acquires shares of the Company and becomes member of the Company after the Company sends the Notice of the 27<sup>th</sup> AGM by email and holds shares as on the cut-off date i.e., 29<sup>th</sup> July, 2022, may obtain the User ID and password by sending a request to the Company's email address at [cs@saicapital.co.in](mailto:cs@saicapital.co.in). However, if you are already registered with NSDL for remote e-Voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the 27<sup>th</sup> AGM.
- d) During the 27<sup>th</sup> AGM, the Chairman shall, after response to the questions raised by the members in advance or as a speaker at the 27<sup>th</sup> AGM, formally propose to the members participating through VC/ OAVM facility to vote on the resolutions as set out in the Notice of the 27<sup>th</sup> AGM and announce the start of the casting of vote through the e-Voting system. After the members participating through VC/ OAVM facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the 27<sup>th</sup> AGM.

- e) Ms. Rashmi Sahni, Practicing Company Secretary (Membership No. 25681), has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and casting of vote through the e-Voting system during the meeting in a fair and transparent manner.
  - f) The Scrutinizer shall after the conclusion of e-Voting at the 27<sup>th</sup> AGM, first download the votes cast at the 27<sup>th</sup> AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, who shall then countersign and declare the result of the voting forthwith.
  - g) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at [www.saicapital.co.in](http://www.saicapital.co.in) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the declaration of Results by the Chairman or a person authorized by him. The Results shall also be immediately forwarded to the BSE Limited, Mumbai.
11. Electronic copy of the Annual Report for the financial year 2021-22 is being sent to all the members whose email addresses are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same.

In case any member is desirous of obtaining hard copy of the Annual Report for the financial year 2021-22 and Notice of the 27<sup>th</sup> AGM of the Company, may send request to the Company's email address at [cs@saicapital.co.in](mailto:cs@saicapital.co.in) mentioning Folio No./ DP ID and Client ID.

12. Members, whose email address is not registered with the Company or with their respective Depository Participant(s), and who wish to receive the Notice of the 27<sup>th</sup> AGM and the Annual Report for the financial year 2021-22 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-
- a. Members holding shares in physical form may send scan copy of a signed request letter mentioning the folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's email address at [cs@saicapital.co.in](mailto:cs@saicapital.co.in).
  - b. Members holding shares in demat mode may update the email address through their respective Depository Participant(s).
13. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address as soon as possible. Demise of any member may be notified by next of kin or legal heir(s). Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
14. The Securities and Exchange Board of India (SEBI) has recently mandated furnishing of PAN, KYC details (i.e., Postal Address with Pin Code, email address, mobile number, bank account details) and nomination details by holders of securities. Effective from 1st January 2022, any service requests or complaints received from the member, will not be processed by the RTA till the aforesaid details/documents are provided to the RTA. On or after 1st April 2023, in case any of the above cited documents/ details are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s).
15. Members may note that, in terms of the Listing Regulations, equity shares of the Company can only be transferred in dematerialised form.
16. Documents referred to in the accompanying Notice of the 27<sup>th</sup> AGM shall be available at the Registered Office of the Company for inspection without any fee during normal business hours (9:00 A.M. to 5:00

P.M.) on all working days except Saturday, up to and including the date of the 27<sup>th</sup> AGM of the Company.

- 17.** The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act shall be made available at the commencement of the meeting and shall remain open and accessible to the members during the continuance of the 27<sup>th</sup> AGM. During the 27<sup>th</sup> AGM, Members may access the scanned copy of these documents, upon Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>.
- 18.** Details as required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meeting (SS-2) issued by The Institute of Company Secretaries of India, in respect of the appointment of Auditors and Directors seeking appointment at the 27<sup>th</sup> AGM, forms an integral part of the Notice of the 27<sup>th</sup> AGM. Requisite declarations have been received from the Auditors and Directors seeking appointment.

**PROFILE OF DIRECTORS SEEKING APPOINTMENT**

(Pursuant to the Regulation 36(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015)

**Appointment of Dr. Niraj Kumar Singh (DIN: 00233396) Chairman and Managing Director of the Company (Executive, Non-Independent) (Item No. 3)**

For the details of Dr. Niraj Kumar Singh, please refer to the Explanatory Statement in respect of the Special Business set out at Item No. 3 of the accompanying Notice of 27th AGM pursuant to Section 102 of the Act.

**Appointment of Mr. Ankur Rawat (DIN: 07682969) as a Director (Non-Executive, Non-Independent) (Item No. 4)**

For the details of Mr. Ankur Rawat, please refer to the Explanatory Statement in respect of the Special Business set out at Item No. 4 of the accompanying Notice of 27th AGM pursuant to Section 102 of the Act.

**By Order of the Board  
For Sai Capital Limited**

**Dated : July 06, 2022  
Place : New Delhi**

**Dr. Niraj Kumar Singh  
Chairman & Managing Director  
DIN: 00233396**

**EXPLANATORY STATEMENT****ITEM NO. 2**

The Members of the Company at the 22<sup>nd</sup> Annual General Meeting held on 29<sup>th</sup> September, 2017 had approved the appointment of M/s Aditya Agarwal & Associates, Chartered Accountants (Firm Regn. No. 004568C), Kanpur as the Statutory Auditors of the Company for a period of 5 (five) consecutive financial years from the conclusion of the 22<sup>nd</sup> AGM till the conclusion of the 27<sup>th</sup> AGM. M/s Aditya Agarwal & Associates, Chartered Accountants will complete their present term on conclusion of this Annual General Meeting in terms of the said approval and as per Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014. The present remuneration of M/s Aditya Agarwal & Associates, Chartered Accountants for conducting the statutory audit for the financial year 2021-2022 is Rs. 1,98,000/- (excluding out of pocket expenses and statutory levies).

M/s Aditya Agarwal & Associates, Chartered Accountants have expressed their intent to not seek re-appointment as Statutory Auditors of the Company on conclusion of the present term vide their letter dated 22<sup>nd</sup> June, 2022 addressed to the Audit Committee and to the Board of Directors of the Company. The Audit Committee and the Board of Directors at their meeting held on 6<sup>th</sup> July, 2022 took note that M/s Aditya Agarwal & Associates, Chartered Accountants are not seeking re-appointment as Statutory Auditors at the forthcoming AGM purely on account of their internal reasons and it has nothing to do with the Company in any manner whatsoever, and acceded to their request to retire at the conclusion of the forthcoming AGM of the Company.

The Board of Directors of the Company have, at their meeting held on 6<sup>th</sup> July, 2022, on the basis of the recommendations of the Audit Committee, recommended for the approval of the Members, the appointment of M/s Mehrotra & Co., Chartered Accountants (Firm Regn. No.: 000720C), Kanpur as the Statutory Auditors of the Company for a period of five consecutive financial years from the conclusion of the 27<sup>th</sup> AGM till the conclusion of the 32<sup>nd</sup> AGM on a remuneration and, terms and conditions as may be approved by the Board.

M/s Mehrotra & Co., Chartered Accountants have more than six decades of experience and specialize in conducting statutory audit, tax audit, transfer pricing audit, internal audit, concurrent audit, compliance audit, inspections of regulated entities on behalf of regulators, GST and Income Tax consulting and compliance etc. The firm has a clientele that includes major companies spread across all industries including banking and financial services.

The fees proposed to be paid to the Statutory Auditor will be decided by the Board of Directors every year during their tenure of five years. For the financial year 2022-2023, it is proposed to pay a remuneration of Rs. 1,98,000/- (excluding out of pocket expenses and statutory levies). The remuneration proposed is not materially higher than that paid to the outgoing auditor. The Audit Committee while recommending the appointment of M/s Mehrotra & Co., Chartered Accountants, to the Board also considered various parameters like relevant audit experience, market standing of the firm, clientele served, technical knowledge etc., and found M/s Mehrotra & Co., Chartered Accountants to be adequately suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

M/s Mehrotra & Co., Chartered Accountants have given their consent to act as the Statutory Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

None of the Directors and key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the above resolution.

Accordingly, the Board recommends this Ordinary Resolution for the approval of the shareholders.

**ITEM NO. 3:**

After the closure of the financial year under review, Dr. Niraj Kumar Singh resigned from the position of Managing Director of the Company with effect from close of business on June 03, 2022 due to some compelling personal reasons. While resigning, Dr. Singh had committed to offer himself for the position of Chairman and Managing Director once he was free from his personal commitments. However, to aid the Company with his enormous experience, he continued to act as Director –Executive, Non Independent of the Company.

In terms of the Companies Act, 2013 and Rules made thereunder and Articles of Association of the Company, and on the recommendation of the Nomination and Remuneration Committee, and subject to approval of the Members, the Board of Directors of the Company at its meeting held on June 25, 2022, approved the appointment of Dr. Niraj Kumar Singh (DIN: 00233396) as Chairman and Managing Director of the Company for a period of five consecutive years with effect from June 25, 2022 on the terms and conditions of appointment as may be set out in the draft agreement for appointment.

Dr. Niraj Kumar Singh, aged about 60 years, has a Doctorate & is a Promoter of the Company. He has over 39 years rich & varied experience of Board Level Corporate Management, Financial Services, International & Domestic Trade.

He holds 138600 Equity Shares in the Company, constituting 4.81% of share capital of the Company.

Approval of the Members is being sought to the terms, conditions and stipulations for the appointment of Dr. Niraj Kumar Singh as Chairman and Managing Director of the Company and the remuneration payable to him. The terms and conditions proposed (fixed by the Board of Directors at their meeting held on 25<sup>th</sup> June 2022 based on the recommendation of Nomination and Remuneration Committee) continue to be in line with the remuneration package that is necessary to encourage good professional managers with a sound career record to important position as that occupied by Dr. Singh.

The material terms of appointment and remuneration as contained in the draft agreement are given below: -

1. Salary (hereinafter referred to as “Remuneration”): Gross Salary: Rs. 1,50,000/- Per Month; and
2. The Board of Directors or Committee thereof may, on their discretion, revise/modify any of the terms from time to time, within the limits stipulated.
3. Other Terms: Subject to the superintendence, control and direction of the Board of Directors, Dr. Singh shall manage and conduct the business and affairs of the Company. He shall not be paid any sitting fees for attending meetings of the Board or Committee thereof.

Considering that the position of Chairman and Managing Director has to be filled and the fact that Dr. Niraj Kumar Singh has already successfully served as the Chairman and Managing Director of the Company till recently, the Board concurred with the recommendation of the Nomination and Remuneration Committee for the 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, and in view of the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013, recommends the Special Resolution as set out at Item No. 3 of the accompanying Notice of the 27th AGM, for the approval of the Members.

Except Dr. Niraj Kumar Singh, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice of the 27th AGM.

This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36 of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) of Institute of Company Secretaries of India.

**ITEM NO. 4**

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, had at their meeting held on June 6, 2022 appointed Mr. Ankur Rawat (DIN: 07682969) as an Additional Director (Executive, Non-Independent) of the Company with effect from June 03, 2022. Thereafter, the Board at its meeting held on June 24, 2022 re-designated Mr. Rawat as Additional Director – Non Executive, Non Independent.

Under Section 161(1) of the Companies Act, 2013 read with the Articles of Association of the Company, he holds office up to the date of the ensuing General Meeting of the Company. The Company has received a notice from a member of the Company under section 160 of the Companies Act, 2013, signifying his intention to propose the candidature of Mr. Ankur Rawat for the office of Director of the Company.

Mr. Ankur Rawat holds a B. Com (Hons.) Degree and a Diploma in Business Management. He has wide experience in Finance, managing International Trade, HR Recruitment and Merchandising. He also has significant exposure of Trade Work with State Governments, Event Management, and Celebrity Management.

Mr. Rawat is also a member of Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee with effect from June 24, 2022. He does not hold any Equity Shares in the Company.

The approval of Members is being sought by way of passing a Special Resolution as set out at Item No. 4 of the accompanying Notice of the 27th AGM, for the approval of the Members.

Except Mr. Ankur Rawat, being an appointee, none of the Directors and Key Managerial Personnel of the Company and his relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the accompanying Notice of 27th AGM.

Mr. Rawat is not related to any Director of the Company. He also holds the position of Chief Financial Officer of the Company with effect from June 25, 2022.

This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI.

**By Order of the Board  
For Sai Capital Limited**

**Dated : July 06, 2022  
Place : New Delhi**

**Dr. Niraj Kumar Singh  
Chairman & Managing Director  
DIN: 00233396**



**Board's Report**

Dear Members,

Your Directors are pleased to present their report and financial statements for the financial year ended 31<sup>st</sup> March, 2022.

**Financial Results and State of Company's Affairs****(Figure in Rs. Lacs)**

Description	Standalone		Consolidated	
	2021-22	2020-21	2021-22	2020-21
Revenue from Operations & Other Income	1.98	51.82	1,841.57	10,150.07
Expenses	99.24	55.66	286.73	9,299.34
Profit before exceptional items and tax	(97.26)	(3.84)	1,554.84	850.73
Exceptional Items (Prior Period Income/ (Expenses)	Nil	Nil	Nil	Nil
Profit before tax	(97.26)	(3.84)	1,554.84	850.73
<i>Provision for taxation</i>				
Current Tax	Nil	Nil	441.05	340.13
Deferred Tax	Nil	Nil	8.30	34.75
Tax of earlier year	Nil	Nil	Nil	(7.40)
Profit after tax	(97.26)	(3.84)	1,105.49	483.25

\* *Financial Statements prepared in accordance with Section 133 of the Companies Act, 2013 read with the rules made thereunder and Indian Accounting Standards (Ind AS) along with the Auditor's Report form part of the Annual Report.*

During the financial year, revenue from the operations of your Company on standalone basis stood at Rs. 1.98 Lacs as compared to Rs. 51.82 Lacs during the previous financial year 2020-21. The Net loss of the Company on standalone basis stood at Rs. 97.26 Lacs as compared to Net loss of Rs. 3.84 Lacs during the previous financial year 2020-21.

Further, during the financial year, the consolidated revenue from operations of the Company stood at Rs. 1,841.57 Lacs as compared to Rs. 10,150.07 Lacs during the previous financial year 2020-21. The Net profit for the financial year on consolidated basis stood at Rs. 1,105.49 Lacs as compared to Net Profit of Rs. 483.25 Lacs during the previous financial year 2020-21.

**Overview of Company Performance**

The maturity, responsiveness and resilience shown by all the stakeholders is unparalleled and is a testimony of the spirit of the organisation. Your Company shall continuously review the long term impact of the pandemic and endeavour to take all steps necessary to adapt itself to emerging changes and the new normal.

**a) Subsidiaries, Associates and Joint Ventures**

A report on the financial performance of each of the Subsidiaries and Associates included in the Consolidated Financial Statements is provided in Form AOC-1 and forms part of this Annual Report.

The audited financial statements of the subsidiary Companies are available on the website of the Company [www.saicapital.co.in](http://www.saicapital.co.in).

**b) Dividend**

Considering the financial requirements and in the absence of distributable profit, your Directors have not recommended any dividend for the year ended March 31, 2022.

**c) Amount Transfer to Reserves**

Your Directors do not propose to transfer any amount to the reserves.

**d) Share Capital**

There is no change in Share Capital of the Company during the year under review.

**e) Material changes affecting the Company**

There has been a change in the nature of business of the Company in accordance with the alteration in the Main Objects and Ancillary Objects of the Memorandum of Association of the Company approved by Members of the Company at its 26<sup>th</sup> Annual General Meeting.

There have been no material changes and commitments affecting the financial position of the Company between the end of the financial year and date of this report.

**DIRECTORS AND KEY MANAGERIAL PERSONNEL****a) Appointments**

In accordance with the provisions of Section 152(6) of the Companies Act, 2013, not less than two-thirds of total number of directors shall be liable to retire by rotation and one-third shall retire by rotation at every Annual General Meeting and it does not include Independent Directors of the Company.

Dr. Niraj Kumar Singh, Chairman and Managing Director of the Company is not liable to retire by rotation by virtue of his appointment. Mr. Ankur Rawat, Additional Director (Non-Executive, Non-Independent) of the Company shall hold office upto the date of ensuing General Meeting of the Company. Therefore, for the purpose of ensuing Annual General Meeting, the Company has no director on its Board who shall be liable to retire by rotation.

The Members at their 26<sup>th</sup> Annual General Meeting of the Company held on 27th December, 2021, approved the appointment of Mrs. Kamlesh Gupta (DIN: 07243898) as an Independent Non-Executive Director for a term of five consecutive years w.e.f 26<sup>th</sup> March, 2021.

After closure of the financial year, on the recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on June 06, 2022 considered and approved the appointment of Mr. Ankur Rawat (DIN: 07682969) as an Additional Director (Executive - Non Independent Director) with effect from June 03, 2022 and accepted the resignation of Mrs. Juhi Singh (DIN: 02022313) (Non-Executive, Non-Independent Director) from the position of Director with effect from close of business on June 03, 2022 and also accepted the resignation of Dr. Niraj Kumar Singh (DIN: 00233396), from the position of Managing Director with effect from close of business on June 03, 2022. However, Dr. Niraj Kumar Singh, continued to act as Director – Executive, Non Independent of the Company.

Further, the Board of Directors at their meeting held on June 24, 2022 considered and approved the re-designation of Mr. Ankur Rawat (DIN: 07682969), Additional Director of the Company as a Non-Executive, Non-Independent Director, who shall hold office up to the date of ensuing General Meeting. Your Board recommends his appointment as a Director (Non-Executive, Non-Independent) at the ensuing Annual General Meeting of the Company.

The Board of Directors at their meeting held on June 25, 2022, on the recommendation of the Nomination and Remuneration Committee, considered and approved the appointment of Dr. Niraj Kumar Singh (DIN: 00233396) as Chairman and Managing Director (Executive - Non Independent) of the Company for a period of 5 (Five) consecutive years with effect from June 25, 2022 whose period of office shall not be liable to retire by rotation. Your Board recommends his appointment as Chairman and Managing Director (Executive, Non-Independent) for

a period of five consecutive years with effect from June 25, 2022 for the approval of the shareholders at the ensuing Annual General Meeting of the Company.

The Board of Directors at their meeting held on June 25, 2022, on the recommendation of the Nomination and Remuneration Committee and Audit Committee, considered and approved the appointment of Mr. Ankur Rawat as Chief Financial Officer of the Company with effect from June 25, 2022 as Mrs. Juhi Singh resigned from the position of Chief Financial Officer (CFO) of the Company w.e.f. close of business on June 03, 2022 and her resignation as CFO accepted by the Board of Directors in their meeting held on June 06, 2022.

Both the Independent Directors of your Company have submitted their declaration confirming that they meet the criteria of 'Independence' as prescribed under the Act and the Listing Regulations and are not disqualified from continuing as Independent Directors. The Board is of the opinion that the Independent Directors of the Company possess requisite qualifications, experience and expertise and they hold highest standards of integrity. The Independent Directors of the Company have confirmed compliance of relevant provisions of Rule 6 of the Companies (Appointments and Qualifications of Directors) Rules, 2014. The Nomination and Remuneration Committee had adopted principles for identification of Key Managerial Personnel, Senior Management including the executive directors. The policy of the Company on appointment and remuneration includes criteria for determining qualifications, positive attributes and independence of a director. The same is also available on the website of the Company at <https://www.saicapital.co.in>.

An annual evaluation has been made by the Board of its own performance and that of its Committees and individual directors and the details of manner of performance evaluation of Directors, Board and its Committees are available in the Corporate Governance Report which forms an integral part of the Annual Report.

The details of familiarization programmes to Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates and related matters are available on the website of the Company at <https://www.saicapital.co.in>.

*Brief profiles of the Directors proposed to be appointed, as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, are appended as an Annexure to the Notice of the ensuing AGM. The Board recommends the appointment of Managing Director and Director for the approval of the shareholders of the Company.*

### **c) Directors' Responsibility Statement**

The Directors state that:

- (a) in the preparation of the annual accounts for the financial year ended March 31, 2022, the applicable accounting standards have been followed and no material departures have been made from the same;
- (b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March 2022 and of the profit or (loss) of the Company for the financial year ended on that date;
- (c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) they have prepared the annual accounts on a going concern basis;
- (e) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and

- (f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### **CORPORATE SOCIAL RESPONSIBILITY (CSR)**

The Company is not required to constitute a Corporate Social Responsibility Committee as it does not fall within purview of Section 135(1) of the Companies Act, 2013 and hence it is not required to formulate policy on Corporate Social Responsibility.

#### **INFORMATION REGARDING EMPLOYEES AND RELATED DISCLOSURES**

Your Company has put concerted efforts in talent management and succession planning practices, strong performance management and learning and training initiatives to ensure that your Company consistently develops inspiring, strong and credible leadership.

The statement of Disclosure of Remuneration under Section 197 of the Act and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ('Rules'), is annexed and forms an integral part of this Report.

As per second proviso to Section 136(1) of the Act and second proviso of Rule 5 of the Rules, the Report and Financial Statements are being sent to the Members of the Company.

During the year under review, your Company has not floated any Scheme in relation to Employees Stock Option.

As per the requirement of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH), your Company has a robust mechanism in place to redress complaints reported under it. The Company has complied with provisions relating to the POSH. In the financial year 2021-22, no cases of sexual harassment were reported.

#### **CORPORATE GOVERNANCE**

Your Directors reaffirm their commitment to good corporate governance practices. During the year under review, your Company was compliant with the provisions relating to corporate governance. The compliance report is provided in the Corporate Governance section of the Annual Report.

The Auditor's Certificate on compliance with the conditions of corporate governance forming part of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") is provided in this Report.

#### **ANNUAL RETURN**

The Annual Return as required under Section 92 and Section 134 of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is available on the Company's website: <https://www.saicapital.co.in>.

#### **VIGIL MECHANISM**

The Vigil Mechanism of the Company is governed by its policy. The policy is available on the website of the Company at <https://www.saicapital.co.in>. The Code/ Policy provides for adequate safeguards against victimization of director(s)/ employee(s) who avail of the mechanism and also provides for direct access to the Chairperson of the Audit Committee in exceptional cases. It is affirmed that no person has been denied access to the Audit Committee.

The Company sensitizes the availability of the above vigil mechanism from time to time to the directors and employees of the Company.

#### **NOMINATION AND REMUNERATION POLICY**

The details of the Nomination and Remuneration Policy are given in the Corporate Governance Report forming part of this Annual Report. The Nomination and Remuneration Policy is posted on the website of your Company i.e., [www.saicapital.co.in](http://www.saicapital.co.in)

#### **RISK MANAGEMENT**

The purpose of Risk Management is to assist the Board in fulfilling its responsibilities with regard to the identification, evaluation and mitigation of operational, strategic and environmental risks. It involves identifying potential events and threats that may affect the Company and formulating strategy to manage these events while ensuring that the risk exposure remains at the defined appropriate levels. The detailed risk review is provided in the Management Discussion & Analysis section forming integral part of Annual Report.

#### **RELATED PARTY TRANSACTIONS**

Your Company has formulated a policy on related party transactions which is available on Company's website at [www.saicapital.co.in](http://www.saicapital.co.in). This policy deals with the review and approval of related party transactions.

The Board of Directors of the Company has approved the criteria to grant omnibus approval by the Audit Committee within the overall framework of the policy on related party transactions. Prior omnibus approval is obtained for related party transactions which are of repetitive nature and entered in the ordinary course of business and at arm's length.

All related party transactions are placed before the Audit Committee for review and approval. All related party transactions entered during the financial year 2021-22 were in the ordinary course of business and were on an arm's length basis. In terms of the Act, no material related party transactions were entered during the Financial Year by your Company. Members may refer to the financial statement which sets out related party disclosures pursuant to IND AS-24.

#### **PUBLIC DEPOSITS**

Your Company has not accepted any Public Deposits under Chapter V of the Companies Act, 2013.

#### **TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND**

Your Company is not required to transfer any amount to Investor Education and Protection Fund during the financial year ended March 31, 2022.

#### **DETAILS OF LOANS AND INVESTMENTS**

The particulars of Investments, Loans and Guarantees covered under the provisions of Section 186 of the Companies Act, 2013 read with the rules made thereunder are given in the Financial Statements.

#### **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS**

No significant or material orders were passed by the Regulators or Courts or Tribunals which impacts the going concern status and Company's operations in future.

#### **STATUTORY AUDITORS AND AUDITOR'S REPORT**

M/s Aditya Agarwal & Associates, Chartered Accountants (Firm Regn. No. 004568C) were appointed as Statutory Auditors of the Company for a term of 5 (five) consecutive years, at the Annual General Meeting (AGM) of the Company held on 29<sup>th</sup> September, 2017.

M/s Aditya Agarwal & Associates, Chartered Accountants will complete their present term on conclusion of this AGM in terms of the said approval and as per Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014.

M/s Aditya Agarwal & Associates have expressed their intention not to seek reappointment as Statutory Auditors of the Company on conclusion of the present term vide their letter dated 22<sup>nd</sup> June, 2022 addressed to the Audit Committee and to the Board of Directors of the Company. The Audit Committee and the Board of Directors at their meeting held on 6<sup>th</sup> July, 2022 took note that M/s Aditya Agarwal & Associates, Chartered Accountants are

not seeking re-appointment as Statutory Auditors at forthcoming AGM purely on account of their internal reasons and that it has nothing to do with the Company in any manner whatsoever, and accepted their request to retire at the conclusion of the forthcoming AGM of the Company.

The Board of Directors of the Company at its meeting held on 6<sup>th</sup> July, 2022 on the basis of the recommendations of the Audit Committee, recommended for the approval of the Members, the appointment of M/s Mehrotra & Co., Chartered Accountants (Firm Regn No.: 000720C), Kanpur, as the Statutory Auditors of the Company, for a period of 5 (five) consecutive financial years from the conclusion of this AGM till the conclusion of the 32<sup>nd</sup> AGM on remuneration, terms and conditions as may approved by the Board.

The proposal for appointment of M/s Mehrotra & Co., Chartered Accountants as Statutory Auditors of the Company is listed as an item in the Notice convening the forthcoming AGM of the Company, for necessary approval of the shareholders. M/s. Mehrotra & Co., is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India. It has its office at 3A/130, Azad Nagar, Near Saraswati Gyan Mandir, Kanpur - 208002.

*A brief profile/ details of the Statutory Auditors proposed to be appointed, as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, is appended as an Annexure to the Notice of the ensuing AGM. The Board recommends the appointment of the Statutory Auditors for the approval of the shareholders of the Company.*

Auditors' Report to the shareholders for the financial year ended 31st March, 2022, does not contain any qualification.

#### **REPORTING OF FRAUDS BY AUDITORS**

During the year under review, the Statutory Auditors have not reported any instances of frauds committed in the Company by its Officers or Employees to the Audit Committee under Section 143(12) of the Companies Act, 2013.

#### **INTERNAL AUDITORS**

M/s Gupta Singh and Associates, Chartered Accountants, New Delhi (Firm Registration No. 023310C) have been appointed as Internal Auditors of the Company for the Financial Year 2022-23 in the meeting of Board of Directors of the Company held on May 30, 2022 duly recommended by the Audit Committee, in place of M/s Rakesh Kumar Singhal & Co., Chartered Accountants, whose period of appointment as Internal Auditors of the Company has expired.

#### **COST RECORD AND COST AUDIT**

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148(1) of the Companies Act, 2013 are not applicable on the Company.

#### **SECRETARIAL AUDITORS AND SECRETARIAL STANDARDS**

The Secretarial Audit was carried out by Ms. Rashmi Sahni, Practicing Company Secretary (Membership No.: 25681) for the financial year ended 31<sup>st</sup> March, 2022. The Report given by the Secretarial Auditors is annexed and forms an integral part of this Report. The Secretarial Audit Report is self-explanatory and does not call for any further comments. The Secretarial Audit Report does not contain any qualification, reservation, adverse remark or disclaimer.

During the year under review, the Secretarial Auditors had not reported any matter under Section 143 (12) of the Act, therefore no detail is required to be disclosed under Section 134 (3) (ca) of the Act.

During the year, your Company has complied with applicable Secretarial Standards i.e. SS-1 and SS-2, relating to "Meetings of the Board of Directors" and "General Meetings", respectively.

In terms of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Ms. Rashni Sahni – Practicing Company Secretary (Membership No.: 25681) was appointed as Secretarial Auditors of the Company from the financial year 2018-19 for a term of 5 (five) consecutive years till the financial year 2022-23.

#### **AUDIT COMMITTEE**

The details pertaining to composition of Audit Committee are included in the Corporate Governance Report which forms part of this Annual Report.

#### **MEETINGS OF THE BOARD**

Six Meetings of the Board of Directors of the Company were held during the financial year 2021-22. The particulars of the meetings held and attended by Directors are detailed in the Corporate Governance Report, which is annexed and forms an integral part of this Report.

#### **INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY**

The Directors had laid down internal financial controls to be followed by the Company and such policies and procedures adopted by the Company for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information. The Audit Committee evaluates the internal financial control system periodically.

#### **INFORMATION REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

Information required under Section 134(3)(m) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014 for the financial year ended 31<sup>st</sup> March, 2022, in relation to the Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo is as under:

- A) CONSERVATION OF ENERGY
- i. Energy conservation measures taken - N.A.
  - ii. Additional Investments and proposals, if any, being implemented for reduction of consumption of energy - N.A.
  - iii. Impact of the measures at (i) and (ii) above for reduction of energy consumption and consequent impact in the cost of production of goods – N.A.
  - iv) Steps taken by the Company for utilizing alternate sources of energy - N.A.
  - v) Capital investment on energy conservation Equipment – N.A.
- B) TECHNOLOGY ABSORPTION
- i. Efforts made in technology absorption – N.A.
  - ii. Specific areas in which R & D carried out by the Company and Benefits derived as a result of R & D - N.A.
  - iii. Technology imported during last three years – None
  - iv. The future plan of action – None
  - v. Expenditure in R & D – Nil
  - vi. Technology Absorption, adaptation and innovation efforts & benefits to the Company – N.A.
- C) FOREIGN EXCHANGE EARNINGS AND OUTGO
- i. Efforts and initiative in relation to the exports – N.A.
  - ii. Total foreign exchange used and earned – N.A.

#### **PREVENTION OF INSIDER TRADING**

In terms of the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“Insider Trading Regulations”), as amended, your Company has adopted a ‘Code of Practices

& Procedures for fair disclosure of Unpublished Price Sensitive Information' (UPSI) to regulate, monitor and report trading by designated persons in listed securities of your Company ("the Code").

The Code aims at preserving and preventing misuse of UPSI. All Designated Persons of your Company are covered under the Code, which provides inter alia for periodical disclosures and obtaining pre-clearances for trading in securities of your Company. PAN based online tracking mechanism for monitoring of the trade in your Company's securities by the "Designated Persons" and their relatives is in place to ensure real time detection and taking appropriate action, in case of any non-compliance with the provisions of the Code.

The Board, designated persons and other connected persons have affirmed compliance with the Code.

### MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The recovery that has been underway in the Indian economy with the ebbing of the second wave of the pandemic encountered headwinds from a rapid surge in infections in a third wave marked by the rapid transmissibility of the Omicron variant. Momentum weakened in the second quarter, weighed down by increasing infections in many emerging markets and developing economies.

Advanced economies and many middle-income countries attained substantial vaccination rates, and sizable fiscal support helped cushion some of the adverse economic impacts of the pandemic. However multidimensional challenges confronted the global economy such as subdued employment growth and rising debt levels.

In terms of Regulation 34 of the Listing Regulations, the Management Discussion and Analysis report on your Company's performance industry trends and other material changes with respect to the Company are as under:

- i. Industry Structure and Developments & Outlook, Opportunities & Threats and Discussion on financial performance with respect to operational performance:

The following analysis of Company's financial condition and results of operations should be read in conjunction with our financial statements and the notes thereto contained elsewhere in this report. Some of the statements in this report constitute forward-looking statements, which relate to future events or our future performance or financial condition. The forward-looking statements contained herein involve risks and uncertainties, including statements as to:

- our future operating results;
- our business prospects
- the impact of investments that we expect to make;
- the dependence of our future success on the general economy and its impact on the industries in which we invest;
- our expected financing operations and investments; and
- the adequacy of our cash resources and working capital;

We generally use words such as "anticipates," "believes," "expects," "intends" and similar expressions to identify forward-looking statements. Our actual results could differ materially from those projected in the forward-looking statements for any reason.

- ii. Segment wise or product wise performance: N.A.
- iii. Risk and Concerns: The Company has such risk and concerns similar to the industry in which it operates.
- iv. Internal Control Systems and their adequacy: The Company has appropriate Internal Control Systems and they are adequate and commensurate to the size of the business.
- v. Material Developments in Human Resources / Industrial Relations front, including number of people employed: There is no material development in Human Resources during the year under review. Number of people employed during the financial year under consideration are 3.



**GENERAL**

During the year, there were no transaction requiring disclosure or reporting in respect of matters relating to: (a) issue of equity shares with differential rights as to dividend, voting or otherwise; (b) issue of shares (including sweat equity shares) to employees of the Company under any scheme; (c) raising of funds through preferential allotment or qualified institutions placement; (d) pendency of any proceeding under the Insolvency and Bankruptcy Code, 2016; and (e) instance of one-time settlement with any bank or financial institution.

**CAUTIONARY STATEMENT**

Statements in this Report, particularly those which relate to Management Discussion and Analysis as explained in the Corporate Governance Report, describing the Company's objectives, projections, estimates and expectations may constitute 'forward looking statements' within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied in the statement depending on the circumstances.

**APPRECIATION**

Your Company has been able to operate efficiently because of the culture of professionalism, creativity, adaptability, integrity and continuous improvement in all functions and areas as well as the efficient utilization of the Company's resources for sustainable and profitable growth.

The Directors hereby wish to place on record their appreciation of the efficient and loyal services rendered by each and every employee, without whose whole-hearted efforts, the overall satisfactory performance would not have been possible. Your Directors look forward to the long-term future with confidence.

**On behalf of the Board of Directors  
For Sai Capital Limited**

**Date : July 06, 2022  
Place : New Delhi**

**Dr. Niraj Kumar Singh  
Chairman & Managing Director  
DIN: 00233396**

**FORM AOC-1**

(Statement Pursuant to first proviso to sub-section (3) of section 129 read with Rule 5 of Companies (Accounts) Rules, 2015)  
Statement containing salient features of the financial statement of Subsidiaries / Associate companies / Joint Ventures

**PART - A Subsidiaries**

(Figures in Rs. Lacs)

S. No.	Name of the Subsidiary Company	Reporting Currency	Share Capital	Reserves & Surplus (Other Equity)	Total Assets	Total Liabilities (excluding shareholders funds)	Investments (except investment in subsidiaries)	Turnover (revenue from operations + other income)	Profit Before Tax	Provision for Tax	Profit After Tax	Proposed Dividend	% Of Shareholding	Country
1	Health Care Energy Foods Private Limited	INR	1.05	36332.26	36609.36	276.05	0.00	1855.84	1674.21	449.36	1224.86	0.00	98.10	India
2	Unisphere Industries Private Limited (Fellow Subsidiary)	INR	1.00	179.76	271.30	90.54	252.30	0.18	(22.12)	0.00	(22.12)	0.00	98.10	India

**Notes: The following information shall be furnished at the end of the statement:**

1. Names of subsidiaries which are yet to commence operations: **NIL**
2. Names of subsidiaries which have been liquidated or sold during the year: **NIL**

**PART – B Associates**

S. No.	Name of the Associate Company
1	Latest Unaudited Balance Sheet Date
2	Share of Associate held by the Company on the year end
3	Number of Shares
4	Amount of Investment in Associate/joint Venture
5	Extent of Holding %
6	Description of how there is significant influence
7	Reason why the associate/joint venture is not consolidated
8	Net worth attributable to Shareholding as per latest unaudited Balance Sheet
9	Profit / Loss for the year
	(i) Considered in consolidation
	(ii) Not Considered in consolidation
	None

1. Names of associates or joint ventures which are yet to commence operations: NIL
2. Names of associates or joint ventures which have been liquidated or sold during the year: NIL

By Order of the Board of Directors  
For Sai Capital Limited

Dr. Niraj Kumar Singh  
Chairman & Managing Director  
DIN: 00233396

Dated : July 06, 2022  
Place : New Delhi

**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31.03.2022**

*[Pursuant to Section 204(1) of the Companies Act, 2013 and the rules made thereunder for the purpose of compliance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015]*

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

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by “Sai Capital Limited” (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

**Management’s Responsibility for Secretarial Compliances**

The Company’s Management is responsible for preparation and maintenance of Secretarial records and for devising proper system to ensure compliance with the provisions of applicable laws and regulations.

**Auditor’s Responsibility**

My responsibility is to express an opinion on the Secretarial records, Standards, Procedures followed by the Company with respect to Secretarial Compliances.

**Opinion**

Based on my verification of the Company’s books, papers, minute books, forms and returns filed and soft copies of other records maintained by the Company and also the electronically provided information by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit and subject to Management Representation Letter, I hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31.03.2022, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2022 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder, as applicable;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; *(not applicable since there is no action/ event in pursuance of said regulation)*
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):-
  - (a) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’);

- (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; *(not applicable since there is no action/ event in pursuance of said regulation)*
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (repealed w.e.f. 13<sup>th</sup> August 2021/ Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021(notified on 13<sup>th</sup> August) 2021; *(not applicable since there is no action/ event in pursuance of said regulation)*
- (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (repealed w.e.f. 9<sup>th</sup> August 2021) / Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021(notified on 9<sup>th</sup> August 2021); *(not applicable since there is no action/ event in pursuance of said regulation)*
- (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; *(not applicable)*
- (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; *(not applicable since there is no action/ event in pursuance of said regulation)* and
- (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; *(not applicable since there is no action/ event in pursuance of said regulation)*

We have also examined compliance with the applicable clauses of the Secretarial Standards 1 and 2 issued by the Institute of Company Secretaries of India (“Standards”).

The Company has identified and confirmed the following laws also specifically applicable to the Company and/or followed by the Company:

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. except as mentioned herein:

*The Company has paid fine due to delay in submission of the Consolidated Financial Statement for the quarter and year ended March 31, 2021 with the Stock Exchange within the prescribed time as per Regulation 33 of the SEBI Regulations. Further, the Company made representation on valid grounds before concerned Committee<sup>#</sup> of the BSE (Stock Exchange) and requested for waiver of fine paid and the fine has since been waived off.*

<sup>#</sup> *“Committee for Reviewing Representations for Waiver of Fines Levied under Standard Operating Procedure (SOP)”*

further report that

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition, if any, of the Board of Directors and its committees that took place during the period under review were carried out in compliance with the provisions of the Act.
2. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
3. The minutes of the Board Meetings and Committee Meetings have not identified any dissent by members of the Board/Committee of the Board; respectively hence we have no reason to believe that the decisions by the Board were not approved by all the directors present.

4. The Company has proper Board processes.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the financial year under review, there are no specific events having any major bearing on the Company's affairs in pursuance of the law, regulations, guidelines, standards, etc., referred to above.

Place: Delhi  
Date: 30-06-2022  
UDIN: A025681D000546531

Rashmi Sahni  
Practicing Company Secretary  
Membership No: 25681  
Certificate Practice No. 10493

**Annexure A**

To,

The Members

**Sai Capital Limited,**

G-25, Ground Floor, Rasvilas Salcon,

D-1, Saket District Centre, Saket,

New Delhi – 110017

Our report of even date is to be read along with this letter:

Management's Responsibility:

- a. The compliance of provisions of all laws, rules, regulations, standards applicable to Sai Capital Limited (hereinafter called 'the Company') is the responsibility of the management of the Company. Our examination was limited to the verifications of records and procedures on test check basis for the purpose of issue of the Secretarial Audit Report.
- b. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

Auditor's Responsibility:

- c. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
- d. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- e. Where ever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
- f. The Compliance of the provisions of corporate and other applicable laws, and regulations, standards is the applicability of management. Our examination was limited to the verification of procedures on test basis.

Disclaimer:

- g. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Delhi

Date: 30-06-2022

UDIN: A025681D000546531

Rashmi Sahni

Practicing Company Secretary

Membership No: 25681

Certificate Practice No. 10493

**DETAILS OF REMUNERATION OF DIRECTORS, KMPs AND EMPLOYEES**  
**[Pursuant to Section 197(12) of the Companies Act 2013 read with Rule 5(1) of the Companies**  
**(Appointment and Remuneration of Managerial Personnel) Rules, 2014 including amendments**  
**thereto]**

**A. Ratio of Remuneration of each Director to the median remuneration of all the employees of your Company for the financial year 2021-22 is as follows:**

Name of Director(s)/KMP	Designation	Total Remuneration (Rs.)	Ratio of remuneration of Director to the median remuneration of the employees
Dr. Niraj Kumar Singh	Chairman and Managing Director	Nil	N.A.
Mrs. Juhi Singh	Non-executive Director and Chief Financial Officer	Nil	N.A.
Mr. Nitin Gupta	Company Secretary and Compliance Officer	15,50,004/-	1

**Note:**

- The information provided above is on a standalone basis.
- Average Salary has been taken into account.
- For calculation of median remuneration, the number of employees as on the end date of the financial year has been taken into consideration and only executive directors and KMPs are considered.
- Median remuneration of the Company for all its employee is Rs. 15,50,004/- for the financial year 2021-22. For calculation of median remuneration, the employee count taken is 3.

**B. Details of percentage increase in the remuneration of each Director, Chief Executive Officer, Chief Financial Officer and Company Secretary in the financial year 2021-22 are as follows:**

Name	Designation	Remuneration		Increase/Decrease %
		2021-22	2020-21	
Dr. Niraj Kumar Singh	Chairman and Managing Director	Nil	Nil	N.A.
Mrs. Juhi Singh	Chief Financial Officer	Nil	Nil	N.A.
Mr. Nitin Gupta	Company Secretary and Compliance Officer	15,50,004/-	15,50,004/-	Nil

**C. Percentage increase in the median remuneration of all employees in the financial year 2021-22:**

Particulars	2021-22 (Rs.)	2020-21 (Rs.)	Increase %
Median remuneration of all employees per annum*	15,50,004/-	15,50,004/-	Nil



\* For calculation of median remuneration, the employee count taken is 3 and 3 for the financial year 2021-22 and 2020-21, respectively, which comprises employees who have served for the whole of the respective financial years.

**D. Number of permanent employees on the rolls of the Company as of March 31, 2022: 3 (Three)**

**E. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: Not Applicable**

**F. Affirmation that the remuneration is as per the remuneration policy of the company;**

It is affirmed that the remuneration paid to the Directors, Key Managerial Personnel and senior management is as per the Nomination and Remuneration Policy of your Company

**Statement containing the particulars of employees in accordance with Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

**1. Details of employees, employed throughout the financial year 2021-22, who were in receipt of remuneration for that year which in aggregate, was not less than One Crore and Two Lacs Rupees**

Name	Designation	Remuneration Received	Qualification (years)	Experience	Joining Date	Age (years)	Last employment
Nil							

**2. Details of top 10 (Ten) employees in terms of remuneration drawn during the year:**

Name	Designation	Remuneration Received	Qualification (years)	Experience	Joining Date	Age (years)	Last employment
Mr. Nitin Gupta	Company Secretary & Compliance Officer	Rs. 15,50,004/-	Company Secretary	More than 11 years	29 <sup>th</sup> May, 2019	36	Shalimar Paints Limited

**3. Details of employees, employed for a part of the financial year 2021-22, who were in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than Eight Lacs and Fifty Thousand Rupees per month: NIL**

**4. Details of employees, employed throughout the financial year or part thereof, who were in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company: NIL**

5. Details of employees posted outside India and in receipt of a remuneration of Rs. 60 lakhs or more per annum or Rs. 5 lakhs or more a month: **N.A.**

Notes:

1. Employees mentioned above are neither relative of any director or manager of the Company, nor hold 2% or more of the paid-up equity share capital of the Company as per Clause (iii) of sub-rule (2) of Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
2. Remuneration includes basic salary, allowances, contribution towards provident fund, statutory bonus, performance linked variable pay, gratuity and excludes leave encashment.
3. All appointments are contractual and terminable by notice on either side.

**By Order of the Board of Directors  
For Sai Capital Limited**

**Dated : July 06, 2022**  
**Place : New Delhi**

**Dr. Niraj Kumar Singh**  
**Chairman & Managing Director**  
**DIN: 00233396**

## REPORT ON CORPORATE GOVERNANCE FOR THE YEAR ENDED MARCH 31, 2022

Corporate Governance is about promoting fairness, transparency, accountability, commitment to values, ethical business conduct and about considering all stakeholders' interests while conducting business operations.

In accordance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments thereto, (SEBI Listing Regulations), given below are the corporate governance policies and practices of Sai Capital Limited ('the Company') for F.Y. 2021-22.

### 1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Your Company firmly believes that the objective of prudent Corporate Governance can be achieved by maintaining transparency and accountability in all its dealings, creating robust policies and practices for key processes and systems with a clear focus on integrity, ethical and transparent governance practices, and the highest standards of regulatory compliances.

For us, corporate governance is a reflection of principles entrenched in our values and policies and also embedded in our day to day business practices, leading to value driven growth. The commitment of the Company to the highest standards of good corporate governance practices predates SEBI and the provisions of the SEBI Listing Regulations. Ethical dealings, transparency, fairness, disclosure and accountability are the main thrust of the working of the Company. The Company continues to maintain the same tradition and commitment.

### 2. BOARD OF DIRECTORS

In line with the commitment to the principles of integrity and transparency in business operations for good corporate governance, the Company's policy is to have an appropriate blend of independent and non-independent directors to maintain the independence of the Board; and to appropriately segregate the Board functions of governance and management.

In compliance with the provisions of the SEBI Listing Regulations, the Company has an optimum combination of executive and non-executive directors with a woman independent director on the Board.

**Composition and Category of Directors, attendance of each Director at the Board Meetings and the last Annual General Meeting, number of other Board of Directors or Committees in which a Director is a member or chairperson, name of the other listed companies, where such director is a Director and Category of Directorship**

Above information as on 31st March, 2022, as applicable, is tabulated hereunder:

Director- Category	DIN	No. of Board Meetings attended	Attendance at the last AGM on 27 <sup>th</sup> December, 2021	No. of outside Directorship held	No. of Membership/ Chairpersonship in other Board Committees		Category of Directorship and name of the other Listed Companies as on 31 <sup>st</sup> March 2022
					Member	Chairperson	
Dr. Niraj Kumar Singh – Promoter – Executive Director*	00233396	6	Yes	Nil	N.A.	N.A.	N.A.
Mrs. Juhi Singh – Promoter – Non Executive Director**	02022313	6	Yes	Nil	N.A.	N.A.	N.A.
Mr. Kailash Chandra Sharma – Non-Executive, Independent Director	00339013	6	Yes	Nil	N.A.	N.A.	N.A.
Mrs. Kamlesh Gupta – Non-Executive, Independent Director ***	07243898	6	Yes	1	1	Nil	Pasupati Acrylon Limited – Casual Vacancy Director – Independent Director

\* Resignation of Dr. Niraj Kumar Singh (DIN: 00233396), from the position as Managing Director of the Company with effect from close of business on June 03, 2022. However, he shall continue to act as Director (Executive, Non-Independent) of the Company.

Further, on the recommendation of Nomination and Remuneration Committee, Appointment of Dr. Niraj Kumar Singh (DIN: 00233396), as Chairman and Managing Director of the Company for a period of 5 (Five) consecutive years with effect from June 25, 2022, whose period of office shall not be liable to retire by rotation, subject to approval of members at the ensuing Annual General Meeting

\*\* Resignation of Mrs. Juhi Singh (DIN:02022313), from the position as Director of the Company with effect from close of business on June 03, 2022.

\*\*\* On the recommendation of Nomination and Remuneration Committee, Appointment of Mrs. Kamlesh Gupta as Director (Non-Executive, Independent) for a first term of five consecutive years with effect from March 26, 2021 by the members of the Company at 26<sup>th</sup> Annual General Meeting of the Company held on 27<sup>th</sup> December, 2021.

1. Appointment of Mr. Ankur Rawat (DIN:07682969) as Additional Director (Non-Executive, Non-Independent) with effect from June 03, 2022.
2. No Director is related to any other Director on the Board, except for Dr. Niraj Kumar Singh and Mrs. Juhi Singh (Mrs. Singh resigned as Director with effect from close of business on June 03, 2022), who are spouse respectively.

3. Mrs. Kamlesh Gupta resigned from the directorship of M/s. Marda Commercial & Holdings Limited with effect from July 01, 2021.
4. The number of directorships and committee positions is excluding your Company.
5. Directors attended AGM through Video Conference/ Other Audio-Visual Means.
6. In terms of Regulation 26(1) of the Listing Regulations:
  - Directorship in Companies registered under the Companies Act, 2013 or any earlier enactments, excluding Companies under Section 8 of the Companies Act, 2013.
  - Only covers Membership/Chairpersonship of Audit Committee and Stakeholders' Relationship Committee of public limited companies.
  - None of the Directors held membership in more than ten public limited companies and were members of more than ten committees or chairperson of more than five committees across all listed companies in which they were Directors.

The Board of your Company has a good and diverse mix of Executive and Non-Executive Directors with optimum composition of the Board Members comprising Independent Directors and the same is also in line with the Companies Act, 2013 ("the Act") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

As on 31st March, 2022, the Board of Directors consisted of Four Directors comprising one Executive Chairman and Managing Director, one Non-Executive, Non Independent Director, two Non-Executive, Independent Directors, including one Woman Director. None of the Independent Directors of the Company serves as an Independent Director in more than seven listed companies and where any Independent Director is serving as whole-time director in any listed company, such director is not serving as Independent Director in more than three listed companies.

During the year, the Board of Directors met six times on 30<sup>th</sup> June, 2021, 14<sup>th</sup> August, 2021, 25<sup>th</sup> August, 2021, 12<sup>th</sup> November, 2021, 1<sup>st</sup> December, 2021 and 14<sup>th</sup> February, 2022. The meetings and agenda items taken up during the meetings complied with the Companies Act, 2013 and Listing Regulations read with various circulars issued by Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India ("SEBI"). The maximum gap between any two Board Meetings was less than one hundred and twenty days. All material information was circulated to the directors before the meeting or placed at the meeting, including minimum information required to be made available to the Board of Directors as prescribed under Part-A of Schedule II of sub-regulation 7 of Regulation 17 of the Listing Regulations.

At the 26<sup>th</sup> Annual General Meeting held on Monday, 27<sup>th</sup> December, 2021 through Video Conferencing/ Other Audio Visual Means ("VC/OAVM facility"), the shareholders: Appointed Mrs. Kamlesh Gupta as a Non-Executive, Independent Director to hold office for a first term of five consecutive years with effect from March 26, 2021; Approved the adoption of new set of Articles of Association of the Company as per Companies Act, 2013; Approved the alteration in main objects of Memorandum of Association of the Company; Approved the adoption of new set of Memorandum of Association of the Company as per Companies Act, 2013.

The Company has proper systems to enable the Board to review on a half yearly basis, compliance reports of all laws applicable to the Company, as prepared by the Company as well as to assess the steps taken by the Company to rectify instances of non-compliances, if any.

### **Independent Directors**

The Company has formulated a familiarisation programme for Independent Directors with regard to their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, the

business model of the Company, etc. The familiarisation programme along with details of the same imparted to the Independent Directors during the year are available on the website of the Company at <https://www.saicapital.co.in>.

During the year, a separate meeting of the Independent Directors was held on 14th February, 2022 without the attendance of Non-Independent Directors and members of the management. Both the Independent Directors attended the said meeting.

None of the Non-Executive, Independent Directors held any equity shares of the Company during the financial year ended 31<sup>st</sup> March, 2022 except Mr. Kailash Chandra Sharma who holds 29,400 Equity Shares comprising of 1.02% of the paid up capital of the Company. Further, none of the Directors had any relationships inter-se. The Independent Directors provided an annual confirmation that they meet the criteria of independence.

Based on the confirmations/ disclosures received from the Independent Directors in terms of Regulation 25(9) of the Listing Regulations, the Board of Directors is of the opinion that the Independent Directors fulfil the criteria or conditions specified under the Act and under the Listing Regulations and are independent from the management.

During the year, none of the Independent Directors of the Company had resigned before the expiry of their respective tenure(s).

#### **Skills/ Expertise/ Competencies Matrix**

The core skills / expertise / competencies as identified by the Board of Directors as required in the context of the Company's business(es) and sector(s) for it to function effectively and those actually available with the Board of Directors are given below. The matrix below highlights the skills and expertise, which are currently available with the Board of Directors of the Company:

<b>Skills / Expertise / Competencies</b>	<b>Dr. Niraj Kumar Singh</b>	<b>Mrs. Juhi Singh</b>	<b>Mr. Kailash Chandra Sharma</b>	<b>Mrs. Kamlesh Gupta</b>
Industry knowledge	√	√	√	√
Financial literacy & Risk Management	√	√	√	√
Corporate Governance, Legal & Compliance	√	√	√	√
Marketing	√	√	√	√
Sustainability	√	√	√	√
Strategic expertise	√	√	√	√
Innovation, technology & digitisation	√	√	√	√
Human Resource Development	√	√	√	√
General Management	√	√	√	√

#### **Compliance with the Code of Conduct**

The Company has adopted a 'Code of Conduct' ('the Code'). The Code is available on the website of the Company i.e., [www.saicapital.co.in](http://www.saicapital.co.in). The Chairman and Managing Director declares that the members of the Board and Senior Management Personnel have affirmed compliance with the Code during the year 2021-2022.

#### **3. (a) AUDIT COMMITTEE**

The powers, roles and terms of reference of the Audit Committee covers the areas as contemplated under Section 177 of the Act and Regulation 18 of the Listing Regulations, as applicable, besides other terms as referred to it, by the Board.

The powers include investigating any activity within its terms of reference as specified by the Board and seeking information from any employee, obtain professional advice from external sources, secure attendance of outsiders with relevant expertise, if considered to be required and have full access to information contained in the records of the Company.

The role includes oversight of Company's financial reporting process and disclosure of financial information to ensure that the financial statements are correct, sufficient and credible; recommending the appointment, re-appointment, remuneration and terms of appointment of auditors and approval of payment for any other services rendered by statutory auditors; reviewing with the management quarterly results and annual financial statements before submission to the Board of Directors for approval; approval or any subsequent modification of any transactions of the Company with related parties; review and monitor the auditor's independence and performance and effectiveness of audit process; scrutiny of inter-corporate loans and investments, if any; evaluation of internal financial controls and reviewing the functioning of the vigil mechanism / whistle blower policy; reviewing the internal controls to ensure compliance with the applicable provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations") and verifying that the system for internal control under PIT Regulations are adequate and are operating effectively.

The Committee mandatorily reviews information such as internal audit reports related to internal control weakness, management discussion and analysis of financial condition and result of operations, statement of significant related party transactions and such other matters as prescribed.

As on 31st March, 2022, the Audit Committee comprised of Mrs. Kamlesh Gupta, Non-Executive, Independent Director (Chairperson), Mrs. Juhi Singh (Non-Executive, Non Independent Director) and Mr. Kailash Chandra Sharma (Non-Executive, Independent Director) as members. All members of the Audit Committee are financially literate and have related financial management expertise by virtue of their comparable experience and background. The Company Secretary acts as the Secretary to the Committee. The Secretarial Auditors are invited to the meeting of the Audit Committee to present the Secretarial Audit Report and their findings.

During the year, the Audit Committee met five times on 8<sup>th</sup> June 2021, 30<sup>th</sup> June 2021, 14<sup>th</sup> August 2021, 12<sup>th</sup> November 2021 and 14<sup>th</sup> February 2022 and all members of the Audit Committee participated in the aforesaid meetings. The maximum gap between any two meetings was less than one hundred and twenty days. On 30<sup>th</sup> June 2021, the Audit Committee had a meeting with the Statutory Auditors without the presence of anyone else.

After closure of the financial year under review, Mrs. Juhi Singh, Member of Audit Committee resigned as Director of the Company with effect from close of business on June 03, 2022 and her resignation was accepted by the Board of Directors in their meeting held on June 06, 2022. Consequently, upon her resignation as Director of the Company, she also ceased to be the member of the Audit Committee.

The Board of Directors of the Company in their meeting held on June 06, 2022 appointed Mr. Ankur Rawat as an Additional Director (Executive, Non-Independent) with effect from June 03,

2022. He was further re-designated as Additional Director (Non-Executive, Non-Independent) by the Board of Directors in their meeting held on June 24, 2022.

The Audit Committee of the Board of Directors of the Company was reconstituted by the Board in its meeting held on June 24, 2022. Presently, the Audit Committee comprises, Mrs. Kamlesh Gupta (Chairperson) and Mr. Kailash Chandra Sharma and Mr. Ankur Rawat (Members).

#### **Internal Audit:**

On the recommendation of the Audit Committee, the Board of Directors of the Company, appointed M/s Gupta Singh and Associates, Chartered Accountants as Internal Auditors of the Company for the financial year 2022-23 in place of M/s Rakesh Kumar Singhal & Co. Chartered Accountants whose tenure of appointment as Internal Auditor has expired. The reports and findings of the Internal Auditor are periodically reviewed by the Audit Committee.

#### **(b) NOMINATION AND REMUNERATION COMMITTEE:**

The powers, role and terms of reference of the Nomination and Remuneration Committee covers the areas as contemplated under Section 178 of the Act and Regulation 19 of the Listing Regulations, besides other terms as referred by the Board. The role includes formulation of criteria for determining qualifications, positive attributes and independence of a director, recommending to the Board of Directors a policy relating to the nomination and remuneration for the directors, key managerial personnel and other employees; formulation of criteria for evaluation of Independent Directors and the Board; devising a policy on diversity of Board of Directors; and identification of persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommending to the Board of Directors their appointment, removal and noting their cessation; recommendation on extension or continuation of the terms of appointment of the Independent Directors; and recommendation to the Board of all remuneration, in whatever form, payable to senior management.

As on 31<sup>st</sup> March 2022, the Nomination and Remuneration Committee comprised of Mrs. Kamlesh Gupta, Non-Executive, Independent Director (Chairperson), Mrs. Juhi Singh (Non-Executive, Non Independent Director) and Mr. Kailash Chandra Sharma (Non-Executive, Independent Director) as members. The Company Secretary acts as the Secretary to the Nomination and Remuneration Committee. During the year, the Nomination and Remuneration Committee met on 12<sup>th</sup> November, 2021 and all members of the Committee participated in the aforesaid meeting.

After closure of the financial year under review, Mrs. Juhi Singh, Member of Nomination and Remuneration Committee resigned as Director of the Company with effect from close of business on June 03, 2022 and her resignation was accepted by the Board of Directors in their meeting held on June 06, 2022. Consequently, upon her resignation as Director of the Company, she also ceased to be the member of the Nomination and Remuneration Committee.

The Board of Directors of the Company in their meeting held on June 06, 2022 appointed Mr. Ankur Rawat as an Additional Director (Executive, Non-Independent) with effect from June 03, 2022. He was further re-designated as Additional Director (Non-Executive, Non-Independent) by the Board of Directors in their meeting held on June 24, 2022.

The Nomination and Remuneration Committee was reconstituted by the Board in its meeting held on June 24, 2022. Presently, the Nomination and Remuneration Committee comprises, Mrs. Kamlesh Gupta (Chairperson) and Mr. Kailash Chandra Sharma and Mr. Ankur Rawat (Members).



### Performance Evaluation

In terms of the requirement of the Act and the Listing Regulations, an annual performance evaluation of the Board, its Committees and the Directors was undertaken which included the evaluation of the Board as a whole, Board Committees and peer evaluation of the Directors. The criteria for performance evaluation cover the areas relevant to the functioning of the Board and Board Committees such as its composition and operations, Board as whole and group dynamics, oversight and effectiveness, performance, skills and structure etc. The performance of individual directors was evaluated on the parameters such as preparation, participation, flow of information, conduct, independent judgement, and effectiveness. The performance evaluation of Independent Directors was done by the entire Board of Directors and in the evaluation of the Directors, the Directors being evaluated had not participated. As an outcome of the evaluation, it was noted that board as a whole has a composition that is diverse in experience, skills, expertise, competence, gender balance, and fosters lively, free expression of ideas and constructive debates. The discussion quality is robust, well intended and leads to clear direction and decision. The presentations by the Senior Management and their team provides an insight at a deeper level and exposure to various segments. It was also noted that the Board Committees function professionally and smoothly and besides the Board Committee's terms of reference as mandated by law, important issues are brought up and discussed in the respective Board Committees. The Board of Directors provide their inputs, *inter-alia*, on the on-boarding process of new directors, time allocation for the meetings and bringing in broad perspective on the global developments, strategies and priorities.

The Company does not have any stock option scheme.

A brief profile and other particulars of the Director seeking appointment is given in the Notice of the 27<sup>th</sup> Annual General Meeting and forms part of the Report.

### (c) STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholders' Relationship Committee oversees, *inter-alia*, redressal of shareholder and investor grievances, transmission/ transposition of shares, non-receipt of annual report, issue of duplicate shares, exchange of new design share certificates, reviewing dematerialization of shares and related matters. The roles and responsibilities of the Stakeholders' Relationship Committee are as prescribed under Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations.

As on 31st March, 2022, the Stakeholders' Relationship Committee comprised of Mr. Kailash Chandra Sharma, Non-Executive, Independent Director (Chairman), Mrs. Juhi Singh, Non-Executive, Non Independent Director and Mrs. Kamlesh Gupta – Non-Executive, Independent Director (Members). The Company Secretary acts as the Compliance Officer to the Committee.

The Committee met once during the year on 12th November, 2021.

All members of the Committee participated in the aforesaid meeting.

During the year, one complaint was received from shareholder and investor. The complaint has been resolved to the satisfaction of the complainant and no investor complaint was pending at the beginning or at the end of the year.

Shareholders Complaints are redressed through SEBI Complaints Redress System (SCORES).

After closure of the financial year under review, Mrs. Juhi Singh, Member of Stakeholders' Relationship Committee resigned as Director of the Company with effect from close of business on June 03, 2022 and her resignation was accepted by the Board of Directors in their meeting held on June 06, 2022. Consequently, upon her resignation as Director of the Company, she also ceased to be the member of the Stakeholders' Relationship Committee.

The Board of Directors of the Company in their meeting held on June 06, 2022 appointed Mr. Ankur Rawat as an Additional Director (Executive, Non-Independent) with effect from June 03, 2022. He was further re-designated as Additional Director (Non-Executive, Non-Independent) by the Board of Directors in their meeting held on June 24, 2022.

The Stakeholders' Relationship Committee of the Board of Directors of the Company was reconstituted by the Board in its meeting held on June 24, 2022. Presently, the Stakeholders' Relationship Committee comprises, Mr. Kailash Chandra Sharma (Chairman), Mrs. Kamlesh Gupta and Mr. Ankur Rawat (Members).

#### 4. GENERAL BODY MEETINGS

Required details of last three Annual General Meetings (AGMs), are as below:

AGM	Date & Time	Venue	Special Resolution (s)
26 <sup>th</sup>	27 <sup>th</sup> December, 2021 at 11:30 A.M. (IST)	Through Video Conferencing / Other Audio-Visual Means (Deemed venue of the meeting: G-25, Ground Floor, Rasvilas Salcon, D-1, Saket District Centre, Saket, New Delhi - 110017)	<ul style="list-style-type: none"> <li>- Adoption of new set of Articles of Association of the Company as per the Companies Act, 2013</li> <li>- Alteration of main objects of Memorandum of Association of the Company</li> <li>- Adoption of new set of Memorandum of Association of the Company as per the Companies Act, 2013</li> </ul>
25 <sup>th</sup>	28 <sup>th</sup> December, 2020 at 11:30 A.M. (IST)	Through Video Conferencing / Other Audio-Visual Means (Deemed venue of the meeting: G-25, Ground Floor, Rasvilas Salcon, D-1, Saket District Centre, Saket, New Delhi - 110017)	<ul style="list-style-type: none"> <li>- Re-appointment of Dr. Niraj Kumar Singh as Chairman and Managing Director</li> </ul>
24 <sup>th</sup>	30 <sup>th</sup> September, 2019 at 11:30 A.M. (IST)	42/1, Hemkunt Colony, Greater Kailash - 1, New Delhi - 110048	<ul style="list-style-type: none"> <li>- Authorisation to board to borrow money</li> <li>- Authorisation to board to invest money</li> </ul>

During the year, no special resolution was passed through postal ballot.

## 5. MEANS OF COMMUNICATION:

The quarterly results of the Company were widely published in newspapers such as Millenium Post and Hari Bhoomi and also displayed at the Company's website [www.saicapital.co.in](http://www.saicapital.co.in) and all other general information about the Company are also available on the website of the Company.

## 6. GENERAL SHAREHOLDER INFORMATION:

### i) Annual General Meeting

Day, Date and Time	:	Friday, 5 <sup>th</sup> August, 2022 at 12:30 p.m. (IST)
Venue	:	Annual General Meeting through Video Conferencing/ Other Audio-Visual Means (VC/OAVM facility) <i>Deemed Venue for Meeting: Registered Office: G-25, Ground Floor, Rasvilas Salcon, D-1, Saket District Centre, Saket, New Delhi - 110017</i>

### (ii) Financial Calendar 2022-2023 (tentative)

First Quarter Results	:	Second week of August, 2022
Second Quarter and Half-yearly Results	:	Second week of November, 2022
Third Quarter Results	:	Second week of February, 2023
Annual Results	:	Third/ Fourth week of May, 2023
Financial Year	:	1st April to 31st March
Annual Book Closure	:	30 <sup>th</sup> July, 2022 to 5 <sup>th</sup> August, 2022

### iii) Listing on Stock Exchange and Stock Code

Shares of the Company are listed at BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001. The Company's Stock Code is 531931.

The ISIN of Sai Capital Limited on both the NSDL and CDSL is INE531X01018.

Market Price Data: High/Low in each month of Financial Year, 2021-2022 on the BSE Ltd., Mumbai

Month	BSE			BSE (Sensex Closing)
	In Rs.			
	High	Low	Closing	
<b>2021</b>				
April	<i>The monthly high and low quotations is not available as no trade took place in the Company's shares and the performance of the price of the Company's shares on BSE vis-à-vis BSE Sensex is not available as no trade took place in the Company's shares.</i>			
May				
June				
July				
August				

September				
October				
November				
December				
<b>2022</b>				
January	16.90	16.90	16.90	58,014.17
February	17.70	17.70	17.70	56,247.28
March	41.85	18.55	41.85	58,568.51

[Source: [www.bseindia.com](http://www.bseindia.com)]

The Company has paid Annual Listing Fees to the Stock Exchange up to, and including the Financial Year 2021-2022.

- iv) Registrar and Share Transfer Agents:  
M/s. Alankit Assignments Limited, 4E/2, Jhandewalan Extension, New Delhi – 110055
- v) Share Transfer System

In terms of the Listing Regulations, equity shares of the Company can only be transferred in dematerialised form. Requests for dematerialisation of shares are processed and confirmation thereof is given to the respective depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services India Limited (CDSL), within the statutory time limit from the date of receipt of share certificates/ letter of confirmation after due verification.

#### Shareholding Pattern as on 31st March, 2022

Category of Shareholder	Number of Shares	Percentage of Total Shares
Clearing Members	2	0.0001
Domestic Companies	4010	0.1393
Individuals	648588	22.5259
Nationalised Banks	84300	2.9278
NRI Directors / Promoters	326500	11.3396
NRI Rep	19700	0.6842
Promoters	1796200	62.3832
<b>Total</b>	<b>2879300</b>	<b>100.0000</b>

- vi) **Distribution of shareholding as on 31 March 2022:**

Group of Shares	No. of Shareholders	% to total no. of shareholders	No. of Shares held	% to total shares
1 – 500	815	81.09	387996	13.48
501 - 1000	174	17.31	172800	6.00
1001 - 2000	1	0.10	1300	0.05
2001 - 3000	2	0.20	5150	0.18
3001 - 4000	1	0.10	3200	0.11
4001 - 5000	1	0.10	5000	0.17
5001 - 10000	1	0.10	10000	0.35
10001 and above	10	0.99	2293854	79.67

<b>Total</b>	<b>1005</b>	<b>100.00</b>	<b>2879300</b>	<b>100.00</b>
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vii) **Dematerialization of Shares:**

68.61% equity shares of the Company have been dematerialised as on 31<sup>st</sup> March, 2022.

viii) **Outstanding ADRs/ GDRs/ Warrants or any convertible instruments, conversion date and likely impact on equity**

No GDRs/ ADRs/ Warrants or any convertible instruments have been issued by the Company during the financial year 2021-22.

ix) **Address for Correspondence:**

Registered Office : G-25, Ground Floor, Rasvilas Salcon D-1, Saket District Centre, Saket, New Delhi, South Delhi -110017  
 Phone : +91 11 40234681;  
 E-mail Id : [cs@saicapital.co.in](mailto:cs@saicapital.co.in)

SEBI toll-free helpline service for investors : 1800 22 7575 or 1800 266 7575  
 (available on all days from 9:00 a.m. to 6:00 p.m. excluding declared holidays).

SEBI investors' contact for feedback and assistance : Tel. 022-2644 9000, e-mail: [sebi@sebi.gov.in](mailto:sebi@sebi.gov.in)

**CEO/ CFO Certification**

The Chairman and Managing Director and the CFO of the Company have certified to the Board of Directors, *inter-alia*, the accuracy of financial statements and adequacy of internal controls for the financial reporting as required under Regulation 17(8) of the Listing Regulations for the financial year ended 31<sup>st</sup> March, 2022.

**7. DISCLOSURES**

During the year 2021-22, the Company had no materially significant related party transaction, which is considered to have potential conflict with the interests of the Company at large. Transactions with related parties are disclosed in the Annual Audited Financial Statements. The Company has formulated a policy on materiality of Related Party Transactions and also on dealing with Related Party Transactions. The said policy is available on the website of the Company (web link [www.saicapital.co.in](http://www.saicapital.co.in)).

The equity shares of the Company are listed on BSE Limited, Mumbai and the Company has complied with all the applicable Regulations of capital markets.

The Company has obtained a certificate from Ms. Rashmi Sahni - Practicing Company Secretary (Membership No. 25681), Secretarial Auditors of the Company, confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of the Company by the SEBI/ MCA or any such Statutory Authority. The said Certificate is annexed and forming a part of this report.

During the year, the Board of Directors had accepted all recommendation of the Committees of the Board of Directors, which are mandatorily required to be made.

The Company has *inter-alia* complied with all the mandatory requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub – regulation (2) of Regulation 46 of the Listing Regulations.

The Corporate Governance Report of the Company for the financial year 2021-22 or as on 31<sup>st</sup> March, 2022 is in compliance with all applicable requirements of Listing Regulations.

The status of adoption of the non-mandatory requirements as specified in sub – regulation 1 of Regulation 27 of the Listing Regulations are as follows:

**(a) The Board:** The Company has an Executive Chairman; **(b) Shareholder Rights:** Half-yearly and other quarterly financial results are published in newspapers and uploaded on the website of the Company at [www.saicapital.co.in](http://www.saicapital.co.in); **(c) Modified opinion(s) in audit report:** The Company already has a regime of un-qualified financial statements. Auditors have raised no qualification on the financial statements; **(d) Reporting of Internal Auditor:** The Internal Auditor of the Company administratively reports to the Managing Director and CFO with functional independence and has direct access to the Audit Committee.

**Management:**

The Management Discussion and Analysis forms part of the Directors' Report and is in accordance with the requirements of the Listing Regulations.

No material transaction has been entered into by your Company with the promoters, directors, the management, or their relatives, etc. that may have a potential conflict with interests of your Company.

**Website Disclosures:**

The information as required to be disseminated on your Company's website [www.saicapital.co.in](http://www.saicapital.co.in) pursuant to the Listing Regulations have been uploaded.

**Corporate Identity Number (CIN) of the Company:**

Pursuant to change in business activities of the Company, the Registrar of Companies, Delhi has allotted new CIN i.e., L74110DL1995PLC069787 with effect from December 31, 2021.

**Fees paid to Statutory Auditors:**

The Company has paid fees due to the Statutory Auditors during the financial year 2021-22.

**Accounting Standards:**

Your Company has followed all relevant accounting standards while preparing the financial statements.

**By Order of the Board of Directors  
For Sai Capital Limited**

**Dated : July 06, 2022  
Place : New Delhi**

**Dr. Niraj Kumar Singh  
Chairman & Managing Director  
DIN: 00233396**

**DECLARATION ON CODE OF CONDUCT**

As provided under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors and the Senior Management Personnel have confirmed compliance with the Code of Conduct for the year ended 31st March, 2022.

Date : 30<sup>th</sup> May, 2022

Place: New Delhi

Dr. Niraj Kumar Singh  
Chairman and Managing Director  
(DIN: 00233396)

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**  
***(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015)***

**To,**  
**The Members of**  
**Sai Capital Limited**  
**G-25, Ground Floor, Rasvilas Salcon, D-1,**  
**Saket District Centre, Saket,**  
**New Delhi - 110017**

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Sai Capital Limited having CIN: L74110DL1995PLC069787 and having registered office at G-25, Ground Floor, Rasvilas Salcon, D-1, Saket District Centre, Saket, New Delhi-110017 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31<sup>st</sup> March, 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

<b>Sr. No.</b>	<b>Name of Director</b>	<b>DIN</b>	<b>Date of appointment in Company</b>
1.	NIRAJ KUMAR SINGH	00233396	14/06/1995
2.	JUHI SINGH	02022313	14/06/1995
3.	KAMLESH GUPTA	07243898	26/03/2021
4.	KAILASH CHANDRA SHARMA	00339013	14/11/2019



Ensuring the eligibility of for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**Place: New Delhi**  
**Date : 27-06-2022**  
**UDIN: A025681D000535608**

**Rashmi Sahni**  
**Practicing Company Secretary**  
**Membership No: 25681**  
**Certificate Practice No. 10493**

**Report on Corporate Governance**  
**As per SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015**

To,  
**The Members of Sai Capital Limited**

We have examined the compliance of conditions of Corporate Governance by **Sai Capital Limited**, for the year ended March 31, 2022, as stipulated in Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

**Management's Responsibility**

The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

**Auditor's Responsibility**

Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have examined the relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with corporate governance requirements by the Company.

**Opinion**

Based on our examination of the relevant records & according to the information & explanations provided to us & the representations provided by the management, we certify that the Company has complied with the conditions of corporate governance as stipulated in Schedule V of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (the Listing Regulations)

We further state that such compliance is neither an assurance as to the future viability of the Company, nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

We state that all Investor grievances were redressed within 30 days of lodgement of grievance and as on 31/03/2022 no Investor complaints are pending against the Company as per the records maintained by the Stakeholder's Relationship Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company, nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Aditya Agarwal & Associates,**  
**Chartered Accountants**

Date: 24/06/2022  
Place: Kanpur

CA Micky Bhatia  
Partner  
Membership no: 438412  
Firm Registration no: 004568C  
UDIN 22438412ALPFEI1137

## INDEPENDENT AUDITOR'S REPORT

To,  
The Members of  
**Sai Capital Limited**

### REPORT ON THE AUDIT OF ANNUAL STANDALONE FINANCIAL STATEMENTS

#### Opinion

We have audited the Standalone Financial statements of Sai Capital limited (hereinafter referred to as "the Company") which comprise the Standalone Balance Sheet as at 31 March 2022, and the Standalone Statement of Profit and Loss (including other comprehensive income), Standalone Statement of Changes in Equity and Standalone Statement of Cash Flows for the year then ended, and notes to the standalone financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2022, and its profit and other comprehensive loss, changes in equity and its cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

#### Material Uncertainty Related to Going Concern

We draw attention to note no. 20 (VIII) "Going Concern" under Notes to account in the standalone financial statements, wherein it is mentioned that the company has accumulated losses of Rs.508.38 Lakhs (previous year ended 31<sup>st</sup> March 2021 of Rs.411.12 Lakhs) net current liabilities of Rs.4.53 Lakhs (previous year ended 31<sup>st</sup> March 2021 of Rs.3.97 Lakhs). These conditions indicate the existence of material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. However as a result of the mitigating factors elaborated in the aforesaid note i.e. business strategies & operating plans of the Company, management believes that it will be able to pay its obligations as they fall due & continue as a going concern. Accordingly management has prepared these standalone financial statements on going concern basis & consequently, no adjustments have been made to the carrying values of the assets & liabilities in the attached standalone financial statements.

Our opinion is not modified in respect of this matter.

#### Emphasis of matter

We draw attention to the Financial Statement in which the Company describes:

- As per note no. 17 Company had written off fully Rs 43.16 Lacs in Profit/loss during the year which relates to advance for shares as the same seems irrecoverable by the those charged with governance/management,
- As per note no. 17 Company had written off fully Rs 6.00 Lacs in Profit/loss during the year which relates to Investment in liquid bees fund as the same seems irrecoverable by the those charged with governance/management,
- Continuing uncertainties in business operations of company arising from the COVID 19 pandemic & other factors.

Our report is not modified in respect of this matter.

### **Key Audit Matters**

Key Audit Matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Reporting of Key audit matters as per SA 701, Key audit matters are applicable to the company as it is a listed company.

### **Other Information**

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and our auditors' report thereon. The Company's annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the standalone financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Company's annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the relevant laws and regulations.

### **Management and Board of Directors' Responsibilities for the Standalone Financial Statements**

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit/loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Board of Directors is also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of standalone financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters.

We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. **(A)** As required by Section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Standalone Balance Sheet, the Standalone Statement of Profit and Loss (including other comprehensive income), the Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
  - e) On the basis of the written representations received from the directors as on 31 March 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2022 from being appointed as a director in terms of Section 164(2) of the Act.
  - f) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- (B)** With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - a) The Company has no pending litigations as at 31 March 2022 on its financial position in its standalone financial statements.
  - b) The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
  - c) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
  - d) (i) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
    - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or
    - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

- (ii) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:
- directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or
  - provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries; and
- (iii) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub clause (d) (i) and (d) (ii) contain any material mis-statement.
- e) The Company has not declared any dividend during the current financial year.
- (C) With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act: In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is Nil. The Ministry of Corporate Affairs has not prescribed other details under Section 197 (16) of the Act which are required to be commented upon by us.

**For Aditya Agarwal & Associates**  
**Chartered Accountants**  
**FRN: 004568C**

**Place:** New Delhi  
**Date:** 30th May, 2022  
**UDIN:** 22438412AMOYVR7748

Micky Bhatia  
**(Partner)**  
**Membership No.** 438412

**Annexure A to the Independent Auditor's report on the standalone financial statements of Sai Capital Limited for the year ended 31 March 2022**

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- (i)(a) (A) According to the information and explanations given to us and on the basis of our examination of the records of the Company, The company does not have any value of Property, plant and equipment & accordingly clause 3(i) (a)(A) of the Order is not applicable.
- (B) According to the information and explanations given to us and on the basis of our examination of the records of the Company, The company does not have any value of Intangible assets & accordingly clause 3(i) (a)(B) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company is not having Property, plant and equipment & accordingly clause 3(i) (b) of the Order is not applicable.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company is not having title deeds of immovable properties (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) & accordingly clause 3(i) (c) of the Order is not applicable.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, plant and equipment (including Right-of-use assets) or Intangible assets or both during the year. Accordingly, clause 3(i)(d) of the Order is not applicable.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder. Accordingly clause 3(i)(e) of the Order is not applicable.
- (ii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, The company does not have any value of inventory & accordingly clause 3(ii)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not taken any working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets. Accordingly, clause 3(ii)(b) of the Order is not applicable.
- (iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments, provided guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year. Accordingly, clause 3 (iii) (a to f) of the Order is not applicable.
- (iv) According to the information and explanations given to us and on the basis of our examination of the records, the Company has not given any loans, or provided any guarantee or security as specified under Section 185 of the Companies Act, 2013 and the Company has not provided any guarantee or security as specified under Section 186 of the Companies Act, 2013.
- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.
- (vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2013 for the products manufactured by it (and/or services provided by it). Accordingly, clause 3(vi) of the Order is not applicable.
- (vii)(a) The Company does not have liability in respect of Sales tax, Service tax, Duty of excise and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST. According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Goods and



Services Tax ('GST'), Provident fund, Employees' State Insurance, Income-tax, Duty of Customs, Cess and other material statutory dues have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of GST, Provident fund, Employees' State Insurance, Income-tax, Duty of Customs, Cess and other material statutory dues were in arrears as at 31 March 2022 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, there are no dues pending on account of disputed dues of GST, Provident fund, Employees' State Insurance, Income-tax, Sales tax, Service tax, Duty of Customs, Value added tax, Cess or other statutory dues which have not been deposited by the Company.
- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year.
- (ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company have loans or borrowings from lender which are repayable on demand. There is no repayment of the loan or borrowing done during the year. Accordingly, clause 3(ix)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.
- (c) According to the information and explanations given to us by the management, the Company has not obtained any term loans. Accordingly, clause 3(ix)(c) of the Order is not applicable.
- (d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds have been raised on short-term basis by the Company. Accordingly, clause 3(ix) (d) of the Order is not applicable.
- (e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(e) of the Order is not applicable.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(f) of the Order is not applicable.
- (x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- (xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) According to the information and explanations given to us, the Company is not mandatory required to have a vigil mechanism in the Company. Accordingly, clause 3(xi)(c) of the Order is not applicable.
- (xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Sections 177 and 188 of the Companies Act, 2013, where applicable, and the details of the

related party transactions have been disclosed in the standalone financial statements as required by the applicable Indian Accounting Standards.

- (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.
- (b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (d) According to the information and explanations provided to us during the course of audit, the Group does not have any CIC. Accordingly, the requirements of clause 3(xvi)(d) are not applicable.
- (xvii) The Company has incurred cash losses Rs. 97.26 Lacs in the current and Rs. 3.84 Lacs in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, we believe that material uncertainty exists as on the date of the audit report. However as a result of business strategies & operating plans of the Company, management believes that it will be able to pay its obligations as they fall due & continue as a going concern. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) In our opinion and according to the information and explanations given to us, CSR provisions are not applicable to the company & hence there is no unspent amount under sub-section (5) of Section 135 of the Companies Act, 2013 pursuant to any project. Accordingly, clauses 3(xx) (a) and 3(xx) (b) of the Order are not applicable.

**For Aditya Agarwal & Associates**  
**Chartered Accountants**  
**FRN: 004568C**

**Place:** New Delhi  
**Date:** 30th May, 2022  
**UDIN:** 22438412AMOYVR7748

Micky Bhatia  
**(Partner)**  
**Membership No.** 438412

**Annexure B to the Independent Auditor's Report on the standalone financial statements of Sai Capital Limited for the year ended 31 March 2022****Report on the internal financial controls with reference to the aforesaid standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013**

(Referred to in paragraph 2(A) (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

**Opinion**

We have audited the internal financial controls with reference to standalone financial statements of Sai Capital Limited ("the Company") as of 31 March 2022 in conjunction with our audit of the standalone financial statements of the Company as at and for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such internal financial controls were operating effectively as at 31 March 2022, based on the internal financial controls with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

**Management's and Board of Directors' Responsibilities for Internal Financial Controls**

The Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls with reference to standalone financial statements based on the criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to standalone financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements were established and maintained and whether such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to standalone financial statements.

**Meaning of Internal Financial Controls with Reference to Standalone Financial Statements**

A company's internal financial controls with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to standalone financial statements include those policies and procedures that

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and

(3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

**Inherent Limitations of Internal Financial Controls with Reference to Standalone Financial Statements**

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial controls with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Place:** New Delhi

**Date:** 30th May, 2022

**UDIN:** 22438412AMOYVR7748

**For Aditya Agarwal & Associates  
Chartered Accountants  
FRN: 004568C**

Micky Bhatia

**(Partner)**

**Membership No.** 438412

<b>SAI CAPITAL LIMITED</b>			
CIN: L74110DL1995PLC069787			
REGISTERED OFFICE: G-25, Ground Floor, Rasvillas Salcon, D-1, Saket District Centre, Saket, New Delhi - 110017			
<b>BALANCE SHEET AS AT 31-03-2022</b>			
(Amounts In Lakhs)			
Particulars	Note	As at March 31, 2022	As at March 31, 2021
<b>A Assets</b>			
<b>1 Non-current assets</b>			
a) Property, plant and equipment	1	-	-
b) Capital work-in-progress	-	-	-
c) Investment properties	-	-	-
d) Intangible assets	-	-	-
e) Financial assets			
i) Investments	2	25.80	25.80
ii) Loans	-	-	-
iii) Other financial assets	3	-	49.16
f) Income tax assets (net)	-	-	-
g) Other non-current assets	-	-	-
<b>Total non-current assets</b>		<b>25.80</b>	<b>74.97</b>
<b>2 Current assets</b>			
a) Inventories	-	-	-
b) Financial assets			
i) Trade receivables	4	-	-
ii) Cash and cash equivalents	5	5.36	8.57
iii) Bank balances other than cash and cash equivalents above	-	-	-
iv) Loans	-	-	-
v) Other financial assets	-	-	-
c) Other current assets	6	1.44	4.63
<b>Total Current assets</b>		<b>6.80</b>	<b>13.19</b>
<b>Total Assets</b>		<b>32.61</b>	<b>88.16</b>
<b>B EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
a) Equity share capital	7	287.93	287.93
b) Other equity	8	-508.38	-411.12
<b>Total equity</b>		<b>-220.45</b>	<b>-123.19</b>
<b>Liabilities</b>			
<b>1 Non-current liabilities</b>			
a) Financial liabilities			
i) Borrowings	9	248.54	207.38
ii) Other financial liabilities	-	-	-
b) Provisions	-	-	-
c) Deferred tax liabilities (net)	-	-	-
d) Other non-current liabilities	-	-	-
<b>Total non-current liabilities</b>		<b>248.54</b>	<b>207.38</b>
<b>2 Current liabilities</b>			
a) Financial liabilities			
i) Borrowings	-	-	-
ii) Trade payables	10	-	-
iii) Other financial liabilities	11	1.75	1.84
b) Other current liabilities	12	2.77	2.13
c) Provisions	-	-	-
d) Current tax liabilities (net)	-	-	-
<b>Total current liabilities</b>		<b>4.53</b>	<b>3.97</b>
<b>Total liabilities</b>		<b>253.06</b>	<b>211.36</b>
<b>Total equity and liabilities</b>		<b>32.61</b>	<b>88.16</b>
<b>The accompanying Notes from an integral part of the Financial Statements</b>			
As per our attached report of even date			
<b>For Aditya Agarwal &amp; Associates</b>		<b>For Sai Capital Limited</b>	
Chartered Accountants			
(CA Micky Bhatia)		(Dr. Niraj K. Singh)	(Juhi Singh)
Partner		Managing Director	Director & CFO
Membership No. 438412		DIN : 00233396	DIN : 02022313
Firm Registration No. 004568C			
UDIN : 22438412AMOYVR7748			
		(Nitin Gupta)	
Place : New Delhi		Company Secretary	
Date: 30-05-2022		M.No. F8485	

<b>SAI CAPITAL LIMITED</b>			
CIN : L74110DL1995PLC069787			
REGISTERED OFFICE: G-25, Ground Floor, Rasvilas Salcon, D-1, Saket District Centre, Saket, New Delhi - 110017			
Statement of Profit and Loss for the period ended March 31, 2022			
(Amounts In Lakhs)			
Particulars	Note	Figures for the Current reporting period ended on 31-03-2022	Figures for the Current reporting period ended on 31-03-2021
<b>INCOME</b>			
Revenue from operations	13	-	51.50
Other income	14	1.98	0.32
<b>Total Income</b>		<b>1.98</b>	<b>51.82</b>
<b>EXPENSES</b>			
Cost of material consumed	-	-	-
Change in inventories of finished goods,	-	-	-
Employee benefits expenses	15	15.52	15.50
Finance costs	16	16.84	16.43
Depreciation and amortisation expenses	-	-	-
Other expenses	17	66.88	23.73
<b>Total expenses</b>		<b>99.24</b>	<b>55.66</b>
<b>Profit before exceptional items and tax</b>		<b>(97.26)</b>	<b>(3.84)</b>
Exceptional items		-	-
<b>Profit before tax</b>		<b>(97.26)</b>	<b>(3.84)</b>
<b>Tax expenses</b>			
Current tax		-	-
Deferred tax		-	-
Tax of Earlier Year		-	-
<b>Tax expenses</b>		<b>-</b>	<b>-</b>
<b>Profit for the year from Continuing Operations</b>		<b>(97.26)</b>	<b>(3.84)</b>
<b>Other Comprehensive Income</b>			
a) Items that will not be reclassified to profit and loss			
i) Fair value of equity instruments through other Comprehensive Income (FVOCI)			
ii) Remeasurment gain I (loss) on defined benefit plans		-	-
iii) Income tax related to item no (ii) above		-	-
b) Items that will be reclassified to profit and loss			
i) Effective portion of gain I (loss) on cash flow hedges			
ii) Income tax related to item no (i) above			
<b>Other Comprehensive Income, net of tax</b>		<b>-</b>	<b>-</b>
<b>Total Comprehensive Income for the year</b>		<b>(97.26)</b>	<b>(3.84)</b>
<b>Earnings per Equity share</b>	<b>18</b>	<b>(3.38)</b>	<b>(0.13)</b>
<b>Basic and diluted earning Rs. Per equity share of Rs. 10 each</b>		<b>(3.38)</b>	<b>(0.13)</b>
<b>The accompanying Notes from an integral part of the Financial Statements</b>			
As per our attached report of even date			
<b>For Aditya Agarwal &amp; Associates</b>		<b>For Sai Capital Limited</b>	
Chartered Accountants			
(CA Micky Bhatia)		(Dr. Niraj K. Singh) (Juhi Singh)	
Partner		Managing Director Director & CFO	
Membership No. 438412		DIN : 00233396 DIN : 02022313	
Firm Registration No. 004568C			
UDIN : 22438412AMOYVR7748			
		(Nitin Gupta)	
		Company Secretary	
		M.No. F8485	
Place : New Delhi			
Date: 30-05-2022			

<b>SAI CAPITAL LIMITED</b>				
CIN : L74110DL1995PLC069787				
REGISTERED OFFICE: G-25, Ground Floor, Rasvilas Salcon, D-1, Saket District Centre, Saket, New Delhi - 110017				
Cash Flow Statement for the year ended 31-03-2022				
Particulars	F.Y. 2021-2022 Amount (In Lakhs)	F.Y. 2020-2021 Amount (In Lakhs)		
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>				
Net profit before tax	-97.26	-3.84		
<b>Adjustments for Non-Cash Items / Non-Operating Items:</b>				
Add: Depreciation/Assets Writtenoff	-	0.09		
Add: Advances and Investment Writtenoff	49.16	-		
Add: Interest Expense	16.84	16.43		
Add: Loss on sale of Fixed Asset	-	-		
Less: Profit on sale of Fixed Asset	-	-		
Add: Gratuity	-	-		
Less: Interest Income	-	-		
<b>NET PROFIT FROM OPERATING ACTIVITIES BEFORE WORKING CAPITAL CHANGES</b>	<b>-31.26</b>	<b>12.68</b>		
<b>Changes in current assets and liabilities:</b>				
<b>Change in Current Assets</b>				
Inventories	-	0.24		
Trade Receivable	-	-		
Short Term Loans And Advances	-	-		
Other Financial Assets	-	-		
Other Current Assets	3.19	2.13		
<b>Change in Current Liabilities</b>				
Short Term Borrowing	-	-		
Trade Payable	-	-		
Other Financial Liabilities	-0.09	0.17		
Other Current Liabilities	0.64	-17.82		
Provision for Employee benefits	-	-		
<b>NET CASH GENERATED FROM OPERATING ACTIVITIES BEFORE INCOME TAX</b>	<b>-27.52</b>	<b>-2.60</b>		
Less: Income Tax Paid/ TDS (including Income Tax Demand)	-	-		
<b>NET CASH GENERATED FROM OPERATING ACTIVITIES</b>	<b>-27.52</b>	<b>-2.60</b>		
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>				
Purchases of Fixed Assets	-	-		
Sale of Fixed Assets	-	-		
Increase/(decrease) in Investment	-	-		
Increase/(decrease) in Non Current Financial Assets	-	-		
Increase in Non Current Assets	-	-		
Interest Income	-	-		
Loans & Advance	-	-		
<b>NET CASH FROM INVESTING ACTIVITIES</b>	<b>-</b>	<b>-</b>		
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>				
Share Capital	-	-		
Increase in Non- current other Financial Liability	41.16	24.10		
Secured Loans	-	-		
Interest Expense	-16.84	-16.43		
<b>NET CASH FROM FINANCING ACTIVITIES</b>	<b>24.32</b>	<b>7.67</b>		
<b>NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>-3.20</b>	<b>5.07</b>		
<b>CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR</b>	<b>8.57</b>	<b>3.50</b>		
<b>CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR</b>	<b>5.36</b>	<b>8.57</b>		
<b>Reconciliation of liabilities arising from financing activities</b>				
<b>Particulars</b>	<b>Short term borrowings</b>	<b>Long term borrowings</b>	<b>Lease liabilities</b>	<b>Total</b>
<b>As at April 01, 2021</b>	-	207.38	-	207.38
<b>Cash flows</b>				
Lease rental paid	-	-	-	-
Receipt of loan	-	26.00	-	26.00
Repayment of loan	-	-	-	-
<b>Non cash changes</b>				
Interest on liability component of compound financial instruments	-	-	-	-
Additions of lease liabilities	-	-	-	-
Interest expense on lease liabilities	-	15.16	-	15.16
	-	41.16	-	41.16
<b>Reconciliation of liabilities arising from financing activities</b>				
<b>Particulars</b>	<b>As at 01 April 2021</b>	<b>Cash flows</b>	<b>Non cash changes</b>	<b>As at 31 March 2022</b>
Short term borrowings	-	-	-	-
Long term borrowings	207.38	26.00	15.16	248.54
Lease liabilities	-	-	-	-
<b>The accompanying Notes from an integral part of the Financial Statements</b>				
As per our attached report of even date				
For Aditya Agarwal & Associates Chartered Accountants			<b>For Sai Capital Limited</b>	
(CA Micky Bhatia) Partner Membership No. 438412 Firm Registration No. 004568C UDIN : 22438412AMOYVR7748			(Dr. Niraj K. Singh) Managing Director DIN : 00233396	(Juhi Singh) Director & CFO DIN : 02022313
Place : New Delhi Date: 30-05-2022			(Nitin Gupta) Company Secretary M.No. F8485	

SAI CAPITAL LIMITED						
CIN : L74110DL1995PLC069787						
REGISTERED OFFICE: G-25, Ground Floor, Rasvillas Salcon, D-1, Saket District Centre, Saket, New Delhi - 110017						
Statement of changes in equity for the year ended March 31, 2022						
Note - 7 : Equity Share Capital						
Particulars	Note	(Amount in Lakhs)				
As at March 31, 2021	C	287.93				
Change in equity share capital during the year		-				
As at March 31, 2022	C	287.93				
Note - 8 : Other Equity						
Particulars	Reserve and surplus			Other reserves		Total other equity
	Securities premium reserve	Capital Redemption Reserve	Retained earnings	FVOCI equity Instruments	Effective portion of cash flow hedges	
As at March 31, 2020	-	-	-407.28	-	-	-407.28
Profit for the year	-	-	-3.84	-	-	-3.84
Other Comprehensive Income	-	-	-	-	-	-
Total Comprehensive Income for the year			-3.84			-3.84
Transfer to retained earnings on disposal of FVOCI Equity Instrument	-	-	-	-	-	-
Hedging gain I (loss) reclassified to Statement of Profit & Loss	-	-	-	-	-	-
Transactions with owners in their capacity as owners: Income Tax Demand For FY 2012-13			-			-
Dividend paid (including dividend distribution tax)	-	-	-	-	-	-
As at March 31, 2021	-	-	-411.12	-	-	-411.12
Profit for the Period	-	-	-97.26	-	-	-97.26
Other Comprehensive Income	-	-	-	-	-	-
Total Comprehensive Income for the year			-97.26			-97.26
Transfer to retained earnings on disposal of FVOCI Equity Instrument	-	-	-	-	-	-
Hedging gain I (loss) reclassified to Statement of Profit & Loss	-	-	-	-	-	-
Transactions with owners in their capacity as owners: Dividend paid (including dividend distribution tax)	-	-	-	-	-	-
As at March 31, 2022	-	-	-508.38	-	-	-508.38
The accompanying Notes form an integral part of the Financial Statement						
As per our attached report of even date For Aditya Agarwal & Associates Chartered Accountants			For Sai Capital Limited			
(CA Micky Bhatia) Partner Membership No. 438412 Firm Registration No. 004568C			(Dr. Niraj K. Singh) Managing Director DIN : 00233396		(Juhi Singh) Director & CFO DIN : 02022313	
Place : New Delhi Date: 30-05-2022			(Nitin Gupta) Company Secretary M.No. F8485			



**SAI CAPITAL LIMITED**  
**CIN: L74110DL1995PLC069787**

**REGISTERED OFFICE: G-25, Ground Floor, Rasvilas Salcon, D-1, Saket District Centre, Saket, New Delhi - 110017**

**NOTE 7: SHARE CAPITAL****(A) Authorised, Issued, Subscribed and paid up share capital****(Amounts in Lakhs)**

<b>PARTICULARS</b>	<b>AS AT 31-03-2022</b>	<b>AS AT 31-03-2021</b>
<b><u>AUTHORISED SHARE CAPITAL</u></b>		
60,00,000 EQUITY SHARES OF Rs. 10/- EACH (Previous Year 60,00,000 Equity Shares of Rs. 10/- each)	600.00	600.00
<b><u>ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL</u></b>		
28,79,300 EQUITY SHARES OF Rs. 10/- EACH (Previous Year 28,79,300 Equity Shares of Rs. 10/- each)	287.93	287.93
	<b>287.93</b>	<b>287.93</b>

**(B) Reconciliation of number of equity shares outstanding at the beginning and at the end of the reporting period**

<b>PARTICULARS</b>	<b>31st March 2022</b>		<b>31st March 2021</b>	
	<b>No. of Shares</b>	<b>Amounts in Lacs</b>	<b>No. of Shares</b>	<b>Amounts in Lacs</b>
At the beginning of the period	28,79,300	287.93	28,79,300	287.93
Add: Issued during the period	-	-	-	-
Less: Bought back during the period	-	-	-	-
At the end of the period	28,79,300	287.93	28,79,300	287.93

**(C) Detail of Share Holders holding more than 5% shares in the Company**

<b>Name of Shareholder</b>	<b>31st March 2022</b>		<b>31st March 2021</b>	
	<b>No. of Shares</b>	<b>% of Holding</b>	<b>No. of Shares</b>	<b>% of Holding</b>
Sai Agencies Private Limited	9,16,800	31.84%	9,16,800	31.84%
Sai Business & Consultancy Systems Pvt. Ltd	3,62,600	12.59%	3,62,600	12.59%
Sai Enterprises Private Limited	3,61,100	12.54%	3,61,100	12.54%
Mr. Sanjiv Asthana	3,26,500	11.34%	3,26,500	11.34%

**(D) Shares held by Holding Company, Ultimate Holding Company and or their subsidiary and associates**

<b>Name of Holding Company</b>	<b>31st March 2022</b>		<b>31st March 2021</b>	
	<b>No. of Shares</b>	<b>% of Holding</b>	<b>No. of Shares</b>	<b>% of Holding</b>
Sai Agencies Private Limited	9,16,800	31.84%	9,16,800	31.84%
Sai Business & Consultancy Systems Pvt. Ltd	3,62,600	12.59%	3,62,600	12.59%
Sai Enterprises Private Limited	3,61,100	12.54%	3,61,100	12.54%
Mr. Sanjiv Asthana	3,26,500	11.34%	3,26,500	11.34%

**(E) During the period of five years immediately preceding the reporting date**

	<b>AS AT 31-03-2022</b>	<b>AS AT 31-03-2021</b>	<b>AS AT 31-03-2020</b>	<b>AS AT 31-03-2019</b>	<b>AS AT 31-03-2018</b>
Share allotted as fully paid up without payment being received in cash	NIL	NIL	NIL	NIL	NIL
Share allotted as fully paid up by way of bonus shares	NIL	NIL	NIL	NIL	NIL
Shares forfeited	NIL	NIL	NIL	NIL	NIL

**SAI CAPITAL LIMITED**  
CIN: L74110DL1995PLC069787

**REGISTERED OFFICE: G-25, Ground Floor, Rasvillas Salcon, D-1, Saket District Centre, Saket, New Delhi - 110017**

**NOTES OF BALANCE SHEET****(Amounts In Lakhs)**

PARTICULARS	As on 31.03.2022	As on 31.03.2021
<b>NOTE-1 : FIXED ASSETS</b>		
a) Property, plant and equipment	-	-
<b>TOTAL</b>	-	-
<b>NOTE-2 : INVESTMENT</b>		
<b>(A) Investments in Equity Instruments :</b>		
<b>a) Investment in Subsidiary Company</b>		
i) Healthcare Energy Foods Private Limited		
(Unquoted 10300 Equity Shares( PY: 10,300 Shares) of Rs 10 each fully paid up majored at cost)	25.75	25.75
<b>b) Investment in Other Company</b>		
i) M/s. Sai Industries Limited*		
(Quoted 1,200 Equity Shares( PY: 1,200 Shares) of Rs 10 each fully paid up majored at cost)	0.16	0.16
Less : Provision for diminution in value of investments	0.10	0.05
<b>TOTAL</b>	<b>25.80</b>	<b>25.80</b>

**Name of Subsidiary Company, Joint Venture and Associates company**

Subsidiary Company:	Principal place of Business	Ownership Interest	Method of Accounting
Healthcare Energy Foods Private Limited	B-143, Okhla Industrial Area, Phase-I, New Delhi-110020	98.10%	At Cost

**Other Company Investment**

\* Sai industries shares are need to present at fair value but its carrying amount value is very nominal and the share has not been traded in stock Exchange. So its fair value calculation is not available. However company disclose the investment value cost less diminution of share value.

**NOTE-3 : OTHER FINANCIAL ASSETS**

a) Reliance ETF liquid Fund	-	6.00
b) Advance for Shares	-	43.16
<b>TOTAL</b>	-	<b>49.16</b>

**NOTE - 4 : TRADE RECEIVABLE**

Receivables considered good - Unsecured (Less than Six Months)	-	-
<b>TOTAL</b>	-	-

**NOTE-5 : CASH AND CASH EQUIVALENTS**

a) Balance with banks		
i) Balance with schedule banks	4.83	7.64
b) Cash in Hand	0.53	0.93
<b>TOTAL</b>	<b>5.36</b>	<b>8.57</b>

**NOTE-6 : OTHER CURRENT ASSETS**

i) Prepaid Expenses	0.02	0.09
ii) Sam Globe Security Limited	-	6.72
Less: Provision for Bad debts	-	6.05
iii) TDS Receivable	-	3.86
iv) Advance to Service Vendor	1.42	-
<b>TOTAL</b>	<b>1.44</b>	<b>4.63</b>

**NOTE-9 : LONG-TERM BORROWINGS****Unsecured Loan**

a) Loans from Related Parties		-
b) Loans from Others		
World Wide Holdings Limited*	248.54	207.38
<b>TOTAL</b>	<b>248.54</b>	<b>207.38</b>

\* Loan is unsecured and payable on demand. Interest rate(ROI) is 7.5% P.A.

**NOTE-10 : TRADE PAYABLE**

a) Payable to Micro, Small and Medium Enterprises	-	-
b) Payable to others	-	-
<b>TOTAL</b>	<b>-</b>	<b>-</b>

**NOTE-11 : OTHER FINANCIAL LIABILITIES**

a) Salary Payable to Employees	1.29	1.29
b) Expenses Payable	0.46	0.55
<b>TOTAL</b>	<b>1.75</b>	<b>1.84</b>

**NOTE-12 : OTHER CURRENT LIABILITIES**

a) Advance From Customer	-	-
b) Other Current Liabilities	2.77	2.13
<b>TOTAL</b>	<b>2.77</b>	<b>2.13</b>

**NOTES OF STATEMENT OF PROFIT & LOSS****PARTICULARS**

As on 31.03.2021

**NOTE - 13 : REVENUE FROM OPERATION**

a) Profit/(Loss) on Trading of shares	-	-
b) Dividend Received	-	51.50
<b>TOTAL</b>	<b>-</b>	<b>51.50</b>

**NOTE - 14 : OTHER INCOME**

a) Consultancy Fees	0.33	0.27
b) Misc. Income	1.42	0.05
c) Interest Earned	0.23	-
<b>TOTAL</b>	<b>1.98</b>	<b>0.32</b>

**NOTE- 15: EMPLOYEE BENEFIT EXPENSES**

a) Salary	15.52	15.50
<b>TOTAL</b>	<b>15.52</b>	<b>15.50</b>

**NOTE- 16 : FINANCE COST**

a) Interest on Unsecured Loan	16.84	16.43
<b>TOTAL</b>	<b>16.84</b>	<b>16.43</b>

**NOTE-17 : ADMINISTRATION & SELLING EXPENSES**

Payment to Auditor as	2.57	2.04
a) Auditor	2.57	2.04
b) For Certification Charges	-	-
Bank Charges	0.03	0.05
Advertisement Expenses	0.61	0.62
Fees & Taxes	0.65	0.92
Internet & Software expenses	0.03	0.06
Legal and Professional Charges	2.23	2.79
Misc Exps.	-	0.01
Interest & penalty on late deposit of taxes	0.01	0.01
Fixed Assets Writtenoff	-	0.09
Sundry Balance Writtenoff	49.17	-
Printing & Stationery	0.02	0.01
Rent Exps	7.08	7.08
Stock Exchange Listing Expenses	3.54	3.54
Telephone Expenses	0.19	0.18
Travelling & Conveyance Expenses	-	0.20
Bad Debts	0.67	6.05
Website Development Expenses	0.07	0.09
<b>TOTAL (B)</b>	<b>66.88</b>	<b>23.73</b>

**NOTE-18 : Earning Per Share (Amount in Rs.)**

(i) Net Profit After Tax as Profit & Loss	(97.26)	(3.84)
(ii) Weighted Average number of equity shares	28,79,300	28,79,300
(iii) Basic & Diluted Earning Per Share	(3.38)	(0.13)
(iv) Face Value of Shares	<b>10.00</b>	<b>10.00</b>

## SAI CAPITAL LIMITED

NOTE: PROPERTY, PLANT & EQUIPMENTS AS ON 31-03-2022  
(WDV Method)

NAME OF THE ASSET	RATE OF DEPR.	GROSS BLOCK			DEPRECIATION BLOCK				NET BLOCK			
		OPENING BALANCE	ADDIT-IONS	SALE/ TFR	CLOSING BALANCE	UPTO 31.3.2022	FOR THE YEAR	Adjustment s	ON SOLD ASSETS	TOTAL UPTO 31.03.2022	AS AT 31.03.2022	AS AT 31.03.2021
<b>I) TANGIBLE ASSETS (Not under Lease)</b>												
OFFICE EQUIPMENT	13.91%	1.83			1.83	1.83				1.83	-	-
<b>TOTAL</b>		<b>1.83</b>	-	-	<b>1.83</b>	<b>1.83</b>	-	-	-	<b>1.83</b>	-	-
<b>PREVIOUS YEAR FIGURES</b>	-	<b>1.83</b>	-	-	<b>1.83</b>	<b>1.74</b>	-	<b>0.09</b>	-	<b>1.83</b>	-	-

**SAI CAPITAL LIMITED  
FINANCIAL YEAR 2021-2022****19. SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF  
FINANCIAL STATEMENT****19.1 Background and Operations**

Sai Capital Limited (“the company”) is engaged in business of buying, selling or otherwise dealing in shares, debentures and securities of all kinds. The company is public limited company incorporated and domiciled in India and has its registered office at G-25, Ground Floor, Rasvilas Salcon, D-1, Saket District Centre, Saket New Delhi-110017.

The Company is a Holding Company of Health Care Energy Foods Pvt. Ltd. which hold 98.10% of the ordinary share Capital of the company, and has the ability to significantly influence the Company’s Operation.

**19.2 Significant Accounting Policies****1.1. Basis of preparation and presentation****(a) Statement of Compliance with IND-AS**

The Financial Statements comply in all material aspect with Indian Accounting Standards (referred to as “Ind AS”) notified under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act.

**(b) Basis of preparation**

The financial statements have been prepared on historical cost basis unless otherwise stated. The historical cost basis has been followed except certain financial assets and liabilities measured at fair value.

These standalone financial statements have been prepared in all material respects in accordance with the Indian Accounting Standards (Hereinafter referred as ‘Ind AS’ as notified by Ministry of Corporate Affairs under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Act. The company has uniformly applied the accounting policies during the periods presented.

The Standalone Financial Statements have been prepared on accrual and going concern basis.

**Current versus Non-current classification:**

The company presents assets and liabilities in statement of financial position based on current / noncurrent classification.

The company has presented non- current and current assets before equity, non-current liabilities and current liabilities in accordance with Schedule III, Divison II of the companies Act, 2013 notified by MCA.

An asset is classified as current when it is:

- a) Expected to be realised or intended to be sold or consumed in normal operating cycle,
- b) Held primarily for the purpose of trading
- c) Expected to be realised within twelve months after the reporting period, or
- d) Cash or cash equivalent unless restricted from being exchanged or used to settle liability for at least twelve months after reporting period.

All other assets are classified as non-current.

A liability is classified as current when it is

- a) Expected to be settled in normal operating cycle
- b) Held primarily for the purpose of trading
- c) Due to be settled within twelve months after the reporting period, or
- d) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. Assets and liabilities are classified as current to the extent they are expected to be realized / are contractually repayable within 12 months from the Balance Sheet date and as non-current, in other cases. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

### **(c) Use of Estimates and Judgments**

The preparation of financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the company to make judgements, estimates and assumptions, that affect the application of accounting policies and the reported amounts of revenues and expenses for the years presented. Actual results may differ from these estimates.

Estimates and underlying assumptions about significant are reviewed at each balance sheet date. Revisions to accounting estimates are recognised in the period in which the estimate is revised and future period affected.

#### *Impairment of Investments*

The company reviews its carrying value of Investment carries at amortised cost annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

#### *Useful life of property, plant and equipment*

The company reviews the useful life and residual value of property, plant and equipment at the end of each reporting period. Thus assessment may result in change in depreciation expense in future periods.

*Valuation of Deferred assets/ Liabilities*

The company reviews the carrying amount of deferred tax assets / liabilities at the end of each reporting period.

**(d) Revenue Recognition****(i) Revenue from Contract with customers**

Revenue is recognised when control of goods is transferred to a customer in accordance with the terms of the contract. The control of the goods is transferred upon delivery to the customers. A receivable is recognised by the Company when the goods are delivered to the customer as this represents the point in time at which the right to consideration becomes unconditional, as only the passage of time is required before payment is due.

Revenue from services including corporate advisory services, is recognised upon completion of services.

Revenue is measured based on the consideration to which the Company expects to be entitled as per contract with a customer. The consideration is determined based on the price specified in the contract, net of the estimated variable consideration. Accumulated experience is used to estimate and provide for the variable consideration, using the expected value method and revenue is only recognised to the extent that it is highly probable that a significant reversal will not occur.

Revenue excludes any taxes or duties collected on behalf of the government which are levied on sales such as goods and services tax.

No element of financing is deemed present as sales are made with a credit term which is consistent with market practise.

**(ii) Other Revenue**

Interest income from financial assets is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Presently all the Financial assets i.e. loans given on which interest income is recognized are short term loans receivable on demand.

**(e) Cost Recognition**

Cost and expenses are recognized when incurred and are classified according to their nature.

**(f) Provisions and contingencies**

Provisions are recognized when the company has a present obligation (legal or constructive) as a result of past event, it is probable that an outflow of resources

embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount to the obligation. If the time value of money is material, provisions are discounted using equivalent period government security interest rate. Provisions are reviewed at each balance sheet date and are adjusted to reflect the current best estimate.

Contingent liabilities are disclosed when there is a possible obligation arising from the past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not only within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Information on contingent liability is disclosed in the Notes to Financial Statement. Contingent assets are not recognized. However, when the realisation of income is reasonable certain, then the related asset is no longer a contingent asset, but it is recognized as an asset.

**(g) Foreign Currency**

The company has not entered into any transaction in foreign currency.

**(h) Income Taxes**

Income tax expenses comprise current and deferred taxes. Income tax expense is recognized in the statement of Profit and Loss except when they relate to items that are recognized outside profit or loss, in which case tax is also recognized outside profit or loss.

Current tax provision is computed for Income calculated after considering allowances and exemptions under the provisions of the applicable Income Tax Laws. Current tax assets and current tax liabilities are set off, and presented as net.

Deferred tax is recognized on difference between the carrying amount of asset and liabilities in the Balance sheet and the corresponding tax bases used in the computation of taxable profit and are accounted for using the liability method. Deferred tax assets are generally recognized for all deductible temporary differences, carry forward tax losses and allowances to the extent that it is probable that future taxable profits will be available against which those deductible temporary differences, carry forward tax losses and allowances can be utilised. Deferred tax assets and liabilities are measured at the applicable tax rates. Deferred tax assets and Deferred tax liabilities are set off and presented as net.

The carrying amount of Deferred tax assets / liabilities is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient profits will be available against which the temporary differences can be utilised.

**(i) Inventories**

Inventories are valued at lower of cost and net realizable value. Cost of raw materials, components and consumables are ascertained on a FIFO basis. Cost includes fixed and variable production overhead and net realizable value is the estimated selling price in the ordinary course of business less estimated cost of completion and selling expenses.



**(j) Property, Plant and Equipment and depreciation / amortisation**

Property, plant and equipment are stated at their cost of acquisition / construction, net of accumulated depreciation and impairment losses, if any. Subsequent costs are included in the assets carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

Property Plant & Equipment, which are not ready for intended use as on the date of Balance Sheet are disclosed as Capital Work in Progress.

Borrowing cost directly attributable to acquisition of property, plant and equipment which take substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready for intended use.

The gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the assets and is recognized in statement of profit and loss.

The Residual Value, useful life, and method of depreciation, of Property, Plant and equipment is reviewed at each financial year end and adjusted prospectively, if appropriate.

Property, plant and equipment are depreciated on Written Down Value method on the basis of useful life of asset as specified in Schedule II of the companies Act, 2013.

**(k) Leases****Lease payments**

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in the arrangement.

**As a lessee**

The Company assesses whether a contract is, or contains a lease, at inception of the contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: i) the contract involves the use of an identified asset ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and iii) the Company has the right to direct the use of the asset.

At the commencement date of lease, the Company recognise a right to use assets and a corresponding lease liability for all lease arrangement in which it is lessee, except for short term leases (leases with term of 12 months or less), leases of low value assets and for contract where the lessee and lessor has right to terminate a lease without permission from other party with no more than an insignificant penalty. The lease expense of such

short term leases, low value assets and cancellable are recognised as an operating expense on a straight-line basis over the term of the lease.

At the commencement, lease liability is measured at the present value of the lease payments to be paid during non-cancellable period of contract, discounted using the incremental borrowing rate. The right of use assets is initially recognised at the amount of the initial measurement of the corresponding lease liability, lease payments made at or before commencement date less any lease incentives received and any initial direct costs.

Subsequently the right of use assets is measured at cost less accumulated depreciation and any impairment losses. Lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using effective interest rate method) and reducing the carrying amount to reflect the lease payments made. The right of use of assets and lease liability are also adjusted to reflect any lease modifications or revised in-substance fixed lease payments.

Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

#### **As a lessor**

Leases in which the company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognized on a straight line basis over the term of the relevant lease unless such payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increase.

Lease Rental attributable to the operating lease are credited to Statement of Profit & Loss as lease income whereas lease income attributable to finance lease is recognised as finance lease receivable and recognised on the basis of effective interest rate.

#### **(l) Impairment of assets:**

The carrying amount of assets are reviewed at each Balance Sheet date to assess if there is any indication of impairment based on internal | external factors. An impairment loss on such assessment will be recognised wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount of the assets is net selling price or value in use, whichever is higher. While assessing value in use, the estimated future cash flows are discounted to the present value by using weighted average cost of capital. A previously recognised impairment loss is further provided or reversed depending on changes in the circumstances and to the extent that carrying amount of the assets does not exceed the carrying amount that will be determined if no impairment loss had previously been recognised.

#### **(m)Employee Benefit Expense**

- (a) Short term employee benefits: All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages, and bonus etc. Are recognized in the profit and loss account.
- (b) The company does not have the policy of leave encashment, so there is no liability has been booked on this account.

- (c) Gratuity benefit is accounted for on the basis of actuarial valuation made at the end of the year and is not funded. The actuarial method used for measuring the liability is the Projected Unit Credit Method. Gains and losses arising out of actuarial valuations on defined benefits plans i.e. gratuity is recognized immediately in the statement of comprehensive income as income or expense.

Expense or service cost, net of interest on net defined benefit liability (asset) is charged to Statement of Profit and loss.

IND AS 19 does not require segregation of provision in current and non-current, however net defined liability (asset) is shown as current and non-current provision in Balance sheet as per IND AS 1.

## **(n) Investments and other Financial assets**

A financial instrument is any contract that gives a right to a financial asset on one entity and a financial liability or equity instrument of another entity.

### **a) Financial Asset**

#### **I. Classification**

The company classifies its financial asset in the following measurement categories

- (i) those to be measured subsequently at amortized cost at fair value either through other comprehensive Income (FVOCI) or fair value through profit or loss (FVPL),
- (ii) those measured at amortised cost

The classification depends on its business model for managing those financial assets and the assets contractual cash flow characteristics.

#### **II. Initial recognition and measurement**

The company recognizes financial assets when it becomes a party to the contractual provisions of the instruments. All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction cost that are attributable to the acquisition of the financial asset.

#### **III. Subsequent measurement**

For the purpose of subsequent measurement, the financial assets are classified in three categories

1. Financial assets at amortized cost.
2. Financial assets measured at fair value through profit or loss.
3. Financial assets measured at fair value through OCI.

#### 4. Equity Investments.

##### Measured at amortized cost

A Financial asset is measured at the amortized cost if both the following conditions are met:

1. The assets is held within a business model objective is to hold assets for collecting contractual cash flows, and
2. Contractual terms of the assets give rise on specified dates to cash flows that are solely payments of principal and interest of the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium and fee or costs that are an integral part of the EIR.

##### Measured at fair value through other comprehensive income (FVOCI):

Financial assets that are held within a business model whose objective is achieved by both, selling financial assets and collecting contractual cash flows that are solely payments of principal and interest, are subsequently measured at fair value through other comprehensive income. Fair value movements are recognised in the OCI. Interest income measured using the EIR method and impairment losses, if any are recognised in the Standalone Statement of Profit and Loss. On derecognition, cumulative gain | (loss) previously recognised in OCI is reclassified from the equity to other income in the Standalone Statement of Profit and Loss.

##### Measured at fair value through Profit or loss

A financial asset not classified as either amortised cost or FVOCI, is classified as FVPL. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognized as other income in the Standalone Statement of Profit and Loss.

##### **Equity Instruments**

The Company subsequently measures all investments in equity instruments other than subsidiary companies, associate company and joint venture company at fair value. The Company has elected to present fair value gains and losses on such equity investments in other comprehensive income and there is no subsequent reclassification of these fair value gains and losses to the Standalone Statement of Profit and Loss. Dividends from such investments continue to be recognised in profit or loss as other income when the right to receive payment is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognised in the Standalone Statement of Profit and Loss. Impairment losses (and reversal of impairment losses) on equity

investments measured at FVOCI are not reported separately from other changes in fair value.

Investments in subsidiary companies, associate companies and joint venture company:

Investments in subsidiary companies, associate companies and joint venture company not held for trading are carried at cost less accumulated impairment losses as per Ind-As27, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiary companies, associate companies and joint venture company, the difference between net disposal proceeds and the carrying amounts are recognised in the Standalone Statement of Profit and Loss.

IV. Impairment of financial assets

The company applies “simplified approach” measurement and recognition of impairment loss on the following financial asset and credit risk exposure:

- Financial assets that are debt instruments, and are measured at amortised cost e.g. loans, debt securities, deposits and bank balances.
- Trade receivables

The application of simplified approach does not require the company to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime Expected Credit Loss at each reporting date, right from its initial recognition.

**b) Financial Liabilities**

I. Classification

The company classifies all financial liabilities as subsequently measured at amortized cost.

II. Recognition and measurements

All financial liabilities are recognized initially at fair value less transaction costs and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

In case of loan repayable within one year the carrying amount is considered as fair value of the financial liability.

**c) De-recognition of Financial assets and Financial liabilities**

The company derecognises a financial asset only when the contractual rights to the cash flows from the asset expires, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognized in profit or loss as other income or finance costs.

#### **(o) Borrowing Costs**

Borrowing costs relating to construction of qualifying asset under project are capitalized till the time all substantial activities necessary to prepare the qualifying assets project for their intended use or sale as the case may be are complete. A qualifying asset is an asset that necessarily takes substantial period or time to get ready for its intended use / sale. All other borrowing costs not eligible for capitalization are charged to revenue.

#### **(p) Cash and Cash Equivalents**

Cash and cash equivalents comprise cash at bank and in hand and short term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

#### **(q) Fair Value Measurement**

The company measures financial instruments, such as investments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either.

- a) In the principal market for the asset or liability, or
- b) In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the company. The fair value of an asset or a liability is measured using the assumptions that the market participants would use when pricing the asset or liability, assuming that market participant act in their economic best interest.

A fair value measurement of a non-financial asset takes place into account a market participants ability to generate economic benefit by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimizing the use of unobservable inputs.

**20. NOTES ON FINANCIAL STATEMENTS**

- I.** The transactions and balances in respect of Loans taken other than bank loans, Loans and advances given, from whom confirmations have been received, are reconciled.
- II.** In the opinion of the Board, the Current assets, Loans and Advances are approximately of the value stated, if realized in the ordinary course of business except otherwise stated. The provision for all known liabilities is adequate and not in excess of the amount considered reasonable necessary.
- III.** COVID-19 has caused significant disruptions to businesses across India. The management has considered the possible effects, if any, that may impact the carrying amounts of Property and Loans given. In making the assumptions and estimates relating to the uncertainties as at the balance sheet date in relation to the recoverable amounts of the said assets, the management has considered subsequent events, internal and external information, risk profile of the customer and borrower based on their industry and evaluated economic conditions prevailing as at the date of approval of these financials results. The management expects no impairment to the carrying amounts of these assets. The management will continue to closely monitor any changes to future economic conditions and assess its impact on the operations.
- IV.** The Company has no employee in receipt of remuneration aggregating to Rs.60,00,000/- p.a. or employee for a part of the year Rs.5,00,000/-p.m.
- V.** In the opinion of the Board, there is no contingent liability related to the company (PY-NIL)
- VI. Earnings Per Share**  
In accordance with Ind-AS 33 “Earning Per Share” Basic Earnings per share has been computed by dividing profit/loss for the year attributable to the Shareholders by the weighted average number of shares outstanding during the year. Diluted Earnings per share has been computed using weighted average number of shares and dilutive potential shares, except where the result would be anti-dilutive.

<b>Particulars</b>	<b>For the year ended March 31, 2022</b>	<b>For the year ended March 31, 2021</b>
Net Profit (Loss)(in Lakhs)	(97.26)	(3.84)
No. of Equity shares	28,79,300	28,79,300
Basic & Diluted EPS (in Rs.)	(3.38)	(0.13)

- VII.** Previous year figures have been regrouped / rearranged / reclassified wherever considered necessary to confirm to current year classification as per Schedule III of the Companies Act, 2013 and IND-AS requirements.

**VIII. Going Concern:**

As at 31<sup>st</sup> March 2022, the Company has accumulated losses of Rs.508.38 Lakhs (previous year ended 31<sup>st</sup> March 2021 of Rs.411.12 Lakhs) net current liabilities of Rs.4.53 Lakhs (previous year ended 31<sup>st</sup> March 2021 of Rs.3.97 Lakhs).

Management believes that the company will be able to continue operation as a going concern and meet all its liabilities, as they fall due for payment in the foreseeable future.

Accordingly, the management is confident that the financial statement does not require any adjustment and are continued to be prepared on a going concern basis, which contemplates realisation of assets and settlement of liabilities in the normal course of business.

**IX. Disclosure requirements u/s 22 of Micro, Small and Medium Enterprises Development (MSMED) Act, 2006**

The Company has certain transactions with supplier (trade & Capital) registered under Micro, Small and Medium Enterprises Development Act,2006 (MSMED Act). The disclosure pursuant to the said MSMED Act are as follows:

<b>Particulars</b>	<b>As at March 31,2022 (Amount in Lakhs)</b>	<b>As at March 31,2021 (Amount in Lakhs)</b>
Principal amount due to supplier registered under the MSMED Act and remaining unpaid as at year end	NIL	NIL
Interest due to supplier registered under the MSMED Act and remaining unpaid as at year end	NIL	NIL
Principal amount paid to supplier registered under the MSMED Act, beyond the appointed day during the year	NIL	NIL
Interest paid, other than section 16 of the MSMED act, due to supplier registered under the MSMED Act, beyond the appointed day during the year	NIL	NIL
Interest paid, under section 16 of the MSMED act, due to supplier registered under the MSMED Act, beyond the appointed day during the year	NIL	NIL



Interest due and payable toward suppliers registered under MSMED Act, for the payment already made.	NIL	NIL
Further interest remaining due and payable for the earlier years	NIL	NIL

#### X. **Dividends**

No dividend has been declared by the board for the current financial year.

#### XI. **Segment**

The company is engaged mainly in the business of buying, selling or otherwise dealing in shares, debentures and securities of all kinds. These in the context of Ind AS 108- Operation Segment reporting are considered to constitute one reporting segment.

#### XII. **Disclosures Related to Unsecured Loans taken by the Company to Non Related Party**

- (I) The Company is taken an unsecured Loan of which outstanding balance as on 31-3-2022 was Rs.248.54 Lakhs (Previous year as on 31-3-2021 was Rs. 207.38 Lakhs) from Worldwide Holdings Ltd. (RBI Registered NBFC) at 7.50% p.a. rate of interest pursuant to the decision of Board of Directors of the company. The loan is repayable on demand and to be utilized by the company for its business purpose.

#### XIII. **Related Party Disclosures (as prescribed under IND AS-24)**

##### (I) **Relationships**

- (A) Enterprises that control or are controlled by or are under common control with the reporting enterprises –

- |                                  |   |  |
|----------------------------------|---|--|
| (i) Subsidiary Company           | : | Health Care Energy Foods Private Limited |
| (ii) Fellow Subsidiary Companies | : | Unisphere Industries Private Limited     |

- (B) Associates and Joint Ventures : NIL

- (C) Key management personnel and relatives of such personnel

- i. Mr. Neeraj Kumar Singh (Managing Director)
- ii. Kailash Chand Sharma (Director)
- iii. Ms. Kamlesh Gupta: Independent Director
- iv. Ms. Juhi Singh (Director & CFO)
- v. Mr. Nitin Gupta (CS & Compliance Officer)

(D) Enterprises over which any person described in (c) is able to exercise significant influence. This includes enterprises owned by directors or major shareholders of the reporting enterprise and enterprises that have a member of key management in common with the reporting enterprise:

Sl.No.	Name of Relatives	Position Held
1	Avadh Food & Beverages Private Limited	Common Director
2	Health Care Energy Foods Private Limited	Subsidiary Company
3	Pawanputra Hotels and Resorts Private Limited	Common Director
4	Sai Agencies Private Limited	Promoter Group & Shareholder
5	Sai Business and Consultancy Systems Private Limited	Promoter Group & Shareholder
6	Sai Enterprises Private Limited	Promoter Group & Shareholder
7	Unisphere Industries private Limited	Fellow Subsidiary
8	Pasupati Acrylon Limited	Common Director
9	Marda Commercial & Holding Limited	Common Director
10	Leo Capital Services Limited	Common Director

(II) **The Following transactions were carried out with related parties in the ordinary course of business**

(i) **Short Term Employee Benefits (Remuneration Paid)**

Nature of Transaction	Key Management Personal and their Relatives		Outstanding Balance as on	
	31.03.2022	31.03.2021	31.03.2022	31.03.2021
<b><u>Remuneration Paid</u></b>				
Mr. Nitin Gupta	15.50 Lakhs	15.50 Lakhs	1.29 Lakhs	1.29 Lakhs

- During the year company has provided Covid Kavach policy to its employee worth Rs.0.02 lacs.

**XIX- Financial risk management**

The company has exposure to the following risk arising from financial instruments.

**a. Capital management**

For the purpose of the company's capital management, capital includes issued capital and other equity. The primary objective of the company's capital management is to maximize

shareholders value. The company manages its capital structure and makes adjustment in the light of changes in economic environment and requirements of the financial covenants.

The company have monitors following ratios:

**Amounts in Lakhs**

Particulars	Numerator	Denominator	31-03-2022	31-03-2021	% Variance	Reason for Variance
(a) Current Ratio	Current Asset	Current Liabilities				
	6.80	4.53	1.50		54.73%	Note 1 (a)
	13.19	3.97		3.32		
(b) Debt-Equity Ratio	Total Debt	Shareholder's Equity				
	248.54	-220.45	-1.13		33.03%	Note 1 (b)
	207.38	-123.19		-1.68		
(c) Debt Service Coverage Ratio	Earnings for debt service = Net profit after taxes + Non-cash operating expenses+ finance cost	Debt service = Interest & Lease Payments + Principal Repayments				
	-31.26	16.84	-1.86		342.31%	Note 1 (c)
	12.58	16.43		0.77		
(d) Return on Equity Ratio	Net Profits after taxes	Average Shareholder's Equity				
	-97.26	-220.45	-ve		-1313.78%	Note 1 (d)
	-3.84	-123.19		-ve		
(e) Trade Receivables turnover ratio	Net credit sales = Gross credit sales - sales return	Average Trade Receivable				
	N.A.	N.A.	N.A.			
	N.A.	N.A.		N.A.	N.A.	N.A.

(f) Trade payables turnover ratio	Other expenses + Employee benefit expenses	Average Trade Payable				
	N.A.	N.A.	N.A.			
	N.A.	N.A.		N.A.	N.A.	N.A.
(g) Inventory turnover ratio	Cost of Goods Sold	Average Inventory				
	N.A.	N.A.	N.A.			
	N.A.	N.A.		N.A.	N.A.	N.A.
(h) Net capital turnover ratio	Net sales = Total sales - sales return	Working capital = Current assets – Current liabilities				
	N.A.	2.28	N.A.			
	N.A.	9.22		N.A.	N.A.	N.A.
(i) Net profit ratio	Net Profit after taxes	Net sales = Total sales - sales return				
	-97.26	N.A.	N.A.			
	-3.84	N.A.		N.A.	N.A.	N.A.
(j) Return on Capital employed	Earnings before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt				
	-80.42	28.08	-2.86		2015.67%	Note 1 (e)
	12.58	84.19		0.15		
(k) Return on investment	Finance Income	Time weighted average Investment				
	N.A.	N.A.	N.A.			
	N.A.	N.A.		N.A.	N.A.	N.A.

Note 1(a) : Due to loss of current year

Note 1(b) : Due to loss of current year and Increase of Borrowing

Note 1(c) : Due to loss of current year

Note 1(d) : Due to loss of current year

Note 1(e) : Due to loss of current year

## XX- Fair Value Measurement

### Financial Instrument by Category

#### Amounts in Lakhs

Particulars	As at 31 March 2022			As at 31 March 2021		
	<u>FVPL</u>	<u>FVOCI</u>	<u>Amortised Cost</u>	<u>FVPL</u>	<u>FVOCI</u>	<u>Amortised Cost</u>
<b><u>Financial Assets</u></b>						
<b><u>(A) Non-Current</u></b>						
(i) Investment in Subsidiaries	Nil	Nil	25.75	Nil	Nil	25.75
(ii) Investment other than Subsidiaries	Nil	Nil	0.05	Nil	Nil	0.05
(iii) Security Deposit	Nil	Nil	Nil	Nil	Nil	Nil
(iv) Other Financial Assets	Nil	Nil	Nil	6.00	Nil	43.16**
<b><u>(B) Current</u></b>						
(i) Trade Receivable	Nil	Nil	Nil	Nil	Nil	Nil
(ii) Cash & Cash Equivalents	Nil	Nil	5.36	Nil	Nil	8.57
(iii) Bank Balance other than Cash & Cash Equivalents	Nil	Nil	Nil	Nil	Nil	Nil
(iv) Loans	Nil	Nil	Nil	Nil	Nil	Nil
(v) Other Financial Assets	Nil	Nil	Nil	Nil	Nil	Nil
<b><u>Financial Liabilities</u></b>						
<b><u>(A) Non-Current</u></b>						
(i) Borrowings	Nil	Nil	248.54	Nil	Nil	207.38
(ii) Trade Payable	Nil	Nil	Nil	Nil	Nil	Nil
(iii) Other Financial Liabilities	Nil	Nil	Nil	Nil	Nil	Nil
<b><u>(B) Current</u></b>						
(i) Borrowings	Nil	Nil	Nil	Nil	Nil	Nil
(ii) Trade Payable	Nil	Nil	Nil	Nil	Nil	Nil
(iii) Other Financial Liabilities	Nil	Nil	1.75	Nil	Nil	1.84

The carrying amounts of trade receivables, cash and cash equivalents, other bank balances, dividend receivables, other receivables, trade payables, capital creditors, other liabilities are considered to be the same as their fair values due to the current and short-term nature of such balances.

\*\*The Company had invested in 9,72,800 shares of Sai Industries Limited, of which 9,71,600 shares have not been transferred in the name of the Company. During the year company has written off advance for share amounting to Rs. 43.16 Lacs.

**FOR SAI CAPITAL LIMITED**

(Dr. Niraj K. Singh)  
Managing Director  
DIN : 00233396

(Juhi Singh)  
Director & CFO  
DIN : 02022313

(Nitin Gupta)  
Company Secretary  
M. No. F8485

**Place-New Delhi**  
**Date- 30-05-2022**

## INDEPENDENT AUDITOR'S REPORT

To,  
The Members of  
**Sai Capital Limited**

### REPORT ON THE AUDIT OF ANNUAL CONSOLIDATED FINANCIAL STATEMENTS

#### Opinion

We have audited the consolidated financial statements of Sai Capital Limited (hereinafter referred to as "the Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), which comprise the consolidated balance sheet as at 31 March 2022, and the consolidated statement of profit and loss (including other comprehensive income), consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 March 2022, of its consolidated profit and other comprehensive loss, consolidated changes in equity and consolidated cash flows for the year then ended.

#### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

#### Material Uncertainty related to Going Concern

We draw attention to note no. 31 (VII) "Going Concern" under Notes to account in the consolidated financial statements, wherein it is mentioned that the Company is principally engaged in the business of manufacturing of Micronutrients Fortified Energy Dense Food against fixed rates and term contract with ICDS Department, Government of UP. The said contract which has expired in the month of August 2020 & company is looking for new contracts. These conditions indicate the existence of material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. However as a result of the mitigating factors elaborated in the aforesaid note i.e. business strategies & operating plans of the Company, management believes that it will be able to pay its obligations as they fall due & continue as a going concern. Accordingly management has prepared these consolidated financial statements on going concern basis & consequently, no adjustments have been made to the carrying values of the assets & liabilities in the attached consolidated financial statements.

Our opinion is not modified in respect of this matter.

#### Emphasis of Matter

We draw attention to the following matters in the Notes to the financial statements:

- 1) Note no 31 (XVIII) in the Consolidated financial statements which disclose the fact that the company is giving unsecured loans to companies having closing balance of the loan outstanding as on 31-03-2022 is Rs. 25641.50 Lacs. Our opinion is not modified in respect of this matter.

- 2) Note no 31 (I) in the Consolidated financial statements which disclose the transactions and balances in respect of Trade Payable / Creditors, Trade Receivables / Debtors, Advances to Suppliers, Advances from Customers, Loans taken other than bank loans, Loans and advances given, from whom confirmations have been received, are reconciled. Few parties (including Debtors) confirmations of transactions and balances are awaited till the closure of the books and in absence of such confirmations, the transactions recorded in the books of accounts have been relied upon, therefore such transactions and balances are as per books of accounts of the company and subject to reconciliation and confirmation with respective parties. The Bank account with Allahabad bank is status as dormant & the balance is subject to confirmation. Our Opinion is not modified in respect of this matter.
- 3) As per note no. 29 (B) Company had written off fully Rs 43.16 Lacs in Profit/loss during the year which relates to advance for shares as the same seems irrecoverable by the those charged with governance/management,
- 4) As per note no. 29 (B) Company had written off fully Rs 6.00 Lacs in Profit/loss during the year which relates to Investment in liquid bees fund as the same seems irrecoverable by the those charged with governance/management,
- 5) Continuing uncertainties in business operations of company arising from the COVID 19 pandemic & other factors.

### **Key Audit Matters**

Key Audit Matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Reporting of Key audit matters as per SA 701, Key audit matters are applicable to the company as it is a listed company.

### **Other Information**

The Holding Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Holding Company's Annual Report, but does not include the financial statements and our auditor's report thereon. The Holding Company's annual report is expected to be made available to us after the date of this auditor's report Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Holding Company's annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the relevant laws and regulations.

### **Management's and Board of Directors' Responsibilities for the Consolidated Financial Statements**

The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit/ loss and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective Management and Board of Directors of the Companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each Company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls that were operating effectively for



ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the

Management and Board of Directors of the Holding Company, as aforesaid. In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group are responsible for assessing the ability of each Company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The respective Board of Directors of the Companies included in the Group are responsible for overseeing the financial reporting process of each Company.

### **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on the internal financial controls with reference to the consolidated financial statements and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management and Board of Directors.
- Conclude on the appropriateness of Management and Board of Directors use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of entities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the consolidated financial statements. We remain solely responsible for our audit opinion. We communicate with those charged with governance of the Holding Company and such other Companies included in the

consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. **(A)** As required by Section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of consolidated financial statements.
  - d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.
  - e) On the basis of the written representations received from the directors of the Holding company as on 31 March 2022 taken on record by the Board of Directors of the Holding company & on the basis of the written representations received from the directors of the subsidiaries companies, none of its directors of the group company is disqualified as on 31 March 2022 from being appointed as a director in terms of Section 164(2) of the Act.
  - f) With respect to the adequacy of the internal financial controls with reference to consolidated financial statements of the Holding Company & its subsidiaries companies and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- (B)** With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - a) The consolidated financial statements Company disclose the impact of pending litigations as at 31 March 2022 on the consolidated financial position of the group. Refer note no 31 (V) under notes to accounts to the Consolidated financial statements.
  - b) The Group did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
  - c) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company & its subsidiaries during the year ended 31/03/2022.

- d) (i) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company & its subsidiaries companies to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Holding Company or its subsidiaries companies,
  - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (ii) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Holding Company or its subsidiaries companies from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or its subsidiaries companies shall:
- directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or
  - provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries; and
- (iii) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub clause (d) (i) and (d) (ii) contain any material mis-statement.
- e) The Holding Company & its subsidiaries companies has not declared any dividend during the current financial year.

**(C)** With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid during the current year by the Holding Company & its subsidiaries companies to its directors during the current year is Nil. The Ministry of Corporate Affairs has not prescribed other details under Section 197 (16) of the Act which are required to be commented upon by us.

**For Aditya Agarwal & Associates  
Chartered Accountants  
FRN: 004568C**

**Place:** New Delhi  
**Date:** 30th May, 2022  
**UDIN:** 22438412AMPJWL3484

Micky Bhatia  
**(Partner)**  
**Membership No.** 438412

**Annexure A to the Independent Auditor's report on the Consolidated financial statements of Sai Capital Limited for the year ended 31 March 2022**

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(xxi) According to the information and explanations given to us, in respect of the following companies incorporated in India and included in the consolidated financial statements, we report that nothing adverse is reported in CARO of respective subsidiaries companies.

<b>Name of the Company</b>	<b>CIN</b>	<b>Subsidiary</b>
Health Care Energy Foods Private Limited	U70109DL2007PTC161756	Subsidiary
Unisphere Industries Private Limited	U70109DL2019PTC358253	Subsidiary

**Annexure B to the Independent Auditor's Report on the Consolidated financial statements of Sai Capital Limited for the year ended 31 March 2022****Report on the internal financial controls with reference to the aforesaid Consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013**

(Referred to in paragraph 2(A) (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

**Opinion**

In conjunction with our audit of the Consolidated financial statements of the Sai Capital Limited ("the Holding Company") as of and for the year ended 31/03/2022 we have audited the internal financial controls with reference to consolidated financial statements of the Holding company & its subsidiary companies as of that date.

In our opinion, the Holding Company & its subsidiaries has, in all material respects, adequate internal financial controls with reference to Consolidated financial statements and such internal financial controls were operating effectively as at 31 March 2022, based on the internal financial controls with reference to Consolidated financial statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

**Management's and Board of Directors' Responsibilities for Internal Financial Controls**

The respective Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the criteria established by the respective company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013

**Auditors' Responsibility**

Our responsibility is to express an opinion on the internal financial controls with reference to Consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to Consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to Consolidated financial statements included obtaining an understanding of internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to Consolidated financial statements.

**Meaning of Internal Financial Controls with Reference to Consolidated Financial Statements**

A company's internal financial controls with reference to Consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to Consolidated financial statements include those policies and procedures that

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and

(3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the Consolidated financial statements.

**Inherent Limitations of Internal Financial Controls with Reference to Consolidated Financial Statements**

Because of the inherent limitations of internal financial controls with reference to Consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to Consolidated financial statements to future periods are subject to the risk that the internal financial controls with reference to Consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**For Aditya Agarwal & Associates**  
**Chartered Accountants**  
**FRN: 004568C**

**Place:** New Delhi  
**Date:** 30th May, 2022  
**UDIN:** 22438412AMPJWL3484

Micky Bhatia  
**(Partner)**  
**Membership No.** 438412

<b>SAI CAPITAL LIMITED</b>			
CIN : L74110DL1995PLC069787			
REGISTERED OFFICE : G-25, Ground Floor, Rasvilas Salcon, D-1, Saket District Centre, Saket, New Delhi - 110017			
<b>CONSOLIDATED BALANCE SHEET AS AT 31-03-2022</b>			
(Amounts in Lakhs)			
Particulars	Note	Amounts As at March 31, 2022	Amounts As at March 31, 2021
<b>A Assets</b>			
<b>1 Non-current assets</b>			
a) Property, plant and equipment	1	383.33	436.80
b) Capital work-in-progress	1A	184.53	18.20
c) Right to Use Assets	1A	-	-
d) Investment properties	2	252.30	227.30
e) Intangible assets	-	-	-
f) Financial assets			
i) Investments	3	0.05	0.05
ii) Trade Receivables	-	-	-
iii) Loans	-	-	-
iv) Other financial assets	4	674.31	686.38
g) Deferred tax assets (net)	5	27.53	35.86
h) Other non-current assets	6	4,741.74	824.40
<b>Total non-current assets</b>		<b>6,263.80</b>	<b>2,229.00</b>
<b>2 Current assets</b>			
a) Inventories	7	81.20	81.20
b) Financial assets			
i) Investments	-	-	-
ii) Trade Receivables	8	2,080.77	2,047.13
iii) Cash and cash equivalents	9	2,248.10	3,214.47
iv) Bank balances other than cash and cash equivalents above	10	-	980.00
v) Loans	11	25,641.51	26,381.37
vi) Other financial assets	12	1.42	0.87
c) Current tax assets (net)	-	-	-
d) Other current assets	13	269.73	311.17
<b>Total Current assets</b>		<b>30,322.73</b>	<b>33,016.22</b>
<b>Total Assets</b>		<b>36,586.53</b>	<b>35,245.22</b>
<b>B EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
a) Equity share capital	14	287.93	287.93
b) Other equity	15	35,076.97	33,994.32
Equity attributable to the owners of Sai Capital Limited		35,364.90	34,282.25
Non Controlling Interest		691.48	668.57
<b>Total equity</b>		<b>36,056.38</b>	<b>34,950.83</b>
<b>Liabilities</b>			
<b>1 Non-current liabilities</b>			
a) Financial liabilities			
i) Borrowings	16	248.54	207.38
ii) Trade payables			
(A) Total outstanding dues of micro enterprises and small enterprises; and			-
(B) Total outstanding dues of creditors other than micro enterprises and small enterprises			-
iii) Other financial liabilities	-	-	-
b) Provisions	17	0.11	0.11
c) Deferred tax liabilities (net)	-	-	-
d) Other non-current liabilities	-	-	-
<b>Total non-current liabilities</b>		<b>248.64</b>	<b>207.49</b>
<b>2 Current liabilities</b>			
a) Financial liabilities			
i) Borrowings	18	-	-
ii) Trade payables			
(A) Total outstanding dues of micro enterprises and small enterprises; and			-
(B) Total outstanding dues of creditors other than micro enterprises and small enterprises			0.97
iii) Other financial liabilities	19	6.40	17.34
b) Other current liabilities	20	3.87	3.98
c) Provisions	21	100.86	64.60
d) Current tax liabilities (net)	22	170.36	-
<b>Total current liabilities</b>		<b>281.50</b>	<b>86.90</b>
<b>Total liabilities</b>		<b>530.14</b>	<b>294.39</b>
<b>Total equity and liabilities</b>		<b>36,586.53</b>	<b>35,245.22</b>
<b>The accompanying Notes form an integral part of the Financial Statements</b>			
As per our attached report of even date			
<b>For Aditya Agarwal &amp; Associates</b>		<b>For Sai Capital Limited</b>	
Chartered Accountants			
(CA Micky Bhatia)	(Dr. Niraj K. Singh)	(Juhi Singh)	(Nitin Gupta)
Partner	Managing Director	Director & CFO	Company Secretary
Membership No. 438412	DIN : 00233396	DIN : 02022313	M.No. F8485
Firm Registration No. 004568C			
UDIN- 22438412AMPJWL3484			
Place : New Delhi			
Date: 30-05-2022			

<b>SAI CAPITAL LIMITED</b>			
CIN: L74110DL1995PLC069787			
REGISTERED OFFICE : G-25, Ground Floor, Rasvilas Salcon, D-1, Saket District Centre, Saket, New Delhi - 110017			
<b>Consolidated Statement of Profit and Loss for the year ended March 31, 2022</b>			
Particulars	Note	(Amounts In Lakhs)	
		Figures for the Current reporting period ended on 31-3-2022	Figures for the Current reporting period ended on 31-3-2021
<b>INCOME</b>			
Revenue from operations	23	187.78	8,856.31
Other income	24	1,653.79	1,293.76
<b>Total Income</b>		<b>1,841.57</b>	<b>10,150.07</b>
<b>EXPENSES</b>			
Cost of material consumed	25	-	7,274.27
Change in inventories of finished goods,	26	-	1.79
Employee benefits expenses	27	33.83	380.30
Finance costs	28	16.84	16.50
Depreciation and amortisation expenses	1A	44.36	68.76
Other expenses	29	191.70	1,557.72
<b>Total expenses</b>		<b>286.73</b>	<b>9,299.34</b>
<b>Profit before exceptional items and tax</b>		<b>1,554.84</b>	<b>850.73</b>
Exceptional items		-	-
<b>Profit before tax</b>		<b>1,554.84</b>	<b>850.73</b>
<b>Tax expenses</b>			
Current tax		441.05	340.13
Deferred tax		8.30	34.75
Tax of Earlier Year		-	-7.40
<b>Total expenses</b>		<b>449.35</b>	<b>367.48</b>
<b>Profit for the year</b>		<b>1,105.49</b>	<b>483.25</b>
<b>Other Comprehensive Income</b>			
a) Items that will not be reclassified to profit and loss			
i) Fair value of equity instruments through other Comprehensive Income (FVOCI)			
ii) Remeasurement gain / (loss) on defined benefit plans		0.10	20.30
iii) Income tax related to item no (ii) above		0.02	5.11
b) Items that will be reclassified to profit and loss			
i) Effective portion of gain I (loss) on cash flow hedges			
ii) Income tax related to item no (i) above			
<b>Other Comprehensive Income, net of tax</b>		<b>0.07</b>	<b>15.19</b>
<b>Total Comprehensive Income for the year</b>		<b>1,105.56</b>	<b>498.43</b>
Owner of the Company		1,082.58	473.97
Non-controlling interest		22.91	9.28
		<b>1,105.49</b>	<b>483.25</b>
<b>Other Comprehensive Income is attributable to :</b>			
Owner of the Company		0.07	14.90
Non-controlling interest		0.00	0.29
		<b>0.07</b>	<b>15.19</b>
<b>Total Comprehensive Income is attributable to :</b>			
Owner of the Company		1,082.65	488.87
Non-controlling interest		22.91	9.57
		<b>1,105.56</b>	<b>498.43</b>
<b>Earnings per Equity share (IN Rs.)</b>	<b>30</b>	<b>37.60</b>	<b>16.46</b>
<b>Basic and diluted earning Rs. Per equity share of Rs. 10 each (in Rs.)</b>		<b>37.60</b>	<b>16.46</b>
<b>The accompanying Notes form an integral part of the Financial Statements</b>			
As per our attached report of even date			
<b>For Aditya Agarwal &amp; Associates</b>		<b>For Sai Capital Limited</b>	
Chartered Accountants			
(CA Micky Bhatia) Partner Membership No. 438412 Firm Registration No. 004568C UDIN- 22438412AMPJWL3484		(Dr. Niraj K. Singh) Managing Director DIN : 00233396	
		(Juhi Singh) Director & CFO DIN : 02022313	
		(Nitin Gupta) Company Secretary M.No. F8485	
Place : New Delhi Date: 30-05-2022			



SAI CAPITAL LIMITED				
CIN: L74110DL1995PLC069787				
REGISTERED OFFICE : G-25, Ground Floor, Rasvillas Salcon, D-1, Saket District Centre Saket New Delhi - 110017				
Consolidated Cash Flow Statement for the year ended 31-03-2022				
Particulars	F.Y. 2021-22 Amount (In Lakhs)	F.Y. 2020-21 Amount (In Lakhs)		
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>				
Net profit before tax	1,554.84	850.73		
<b>Adjustments for Non-Cash Items / Non-Operating Items:</b>				
Add: Depreciation	44.36	68.76		
Add: Advance and Investment Writtenoff	49.16	-		
Add: Interest Expense	16.84	16.50		
Less: Profit on sale of Fixed Asset	(0.51)	-		
Add: Gratuity (Net of Payment)	0.10	(82.41)		
Less: Interest Income	1,649.44	1,271.62		
<b>NET PROFIT FROM OPERATING ACTIVITIES BEFORE WORKING CAPITAL CHANGES</b>	<b>16.37</b>	<b>(418.03)</b>		
<b>Changes in current assets and liabilities:</b>				
<b>Change in Current Assets</b>				
Inventories	-	686.87		
Trade Receivable	(33.64)	(42.67)		
Short Term Loans And Advances	-	-		
Other Financial Assets	(0.54)	579.36		
Other Current Assets	41.44	12.73		
<b>Change in Current Liabilities</b>				
Short Term Borrowing	-	-		
Trade Payable	(0.97)	(391.99)		
Other Financial Liabilities	(10.94)	(31.30)		
Other Current Liabilities	(0.10)	(75.80)		
Other Provision	38.10	61.34		
Provision for Employee benefits	(1.84)	(32.43)		
OPERATING ACTIVITIES BEFORE INCOME TAX	47.88	348.08		
Less: Income Tax Paid/ TDS (including Income Tax Demand)	270.69	373.96		
<b>NET CASH GENERATED FROM OPERATING ACTIVITIES</b>	<b>(222.80)</b>	<b>(25.88)</b>		
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>				
Purchases of Fixed Assets	(166.33)	(0.77)		
Purchases of Investment Property	(25.00)	(227.30)		
Sale of Fixed Assets	8.59	0.22		
Increase/(decrease) in Investments	-	-		
Increase/(decrease) in Non Current Financial Assets	(37.09)	(616.61)		
Increase in Non Current Assets	(3,917.34)	(127.28)		
Interest Income	1,649.44	1,271.62		
Bank balance other than Cash & Cash Equivalent	980.00	(130.00)		
Loans & Advance	739.86	(662.81)		
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>(767.87)</b>	<b>(492.93)</b>		
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>				
BuyBack Of Shares	-	-		
Increase in Non- current other Financial Liability	41.16	24.10		
Payments towards Lease Liability	-	(2.96)		
Dividend Paid	-	(52.50)		
Interest Expense	(16.84)	(16.50)		
<b>NET CASH USED IN FINANCING ACTIVITIES</b>	<b>24.32</b>	<b>(47.86)</b>		
<b>NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>(966.37)</b>	<b>(566.67)</b>		
<b>CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR</b>	<b>3,214.47</b>	<b>3,781.14</b>		
<b>CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR</b>	<b>2,248.10</b>	<b>3,214.47</b>		
<b>Reconciliation of liabilities arising from financing activities</b>				
Particulars	Short term borrowings	Long term borrowings	Lease liabilities	Total
<b>As at April 01, 2021</b>	-	207.38	-	207.38
<b>Cash flows</b>				
Lease rental paid	-	-	-	-
Receipt of loan	-	26.00	-	26.00
Repayment of loan	-	-	-	-
<b>Non cash changes</b>				
Interest on liability component of compound financial instruments	-	-	-	-
Additions of lease liabilities	-	-	-	-
Interest expense on lease liabilities	-	15.16	-	15.16
	-	41.16	-	41.16
<b>Reconciliation of liabilities arising from financing activities</b>				
Particulars	As at 01 April 2021	Cash flows	Non cash changes	As at 31 March 2022
Short term borrowings	-	-	-	-
Long term borrowings	207.38	26.00	15.16	248.54
Lease liabilities	-	-	-	-
1. The Above Cash Flow Statement has been prepared under the "Indirect Method" and provide reconciliation of financing activity.				
2. Figures in bracket indicate cash outgo, except for adjustments for operating activities.				
<b>The accompanying Notes form an integral part of the Financial Statements</b>				
As per our attached report of even date				
<b>For Aditya Agarwal &amp; Associates</b>		<b>For Sai Capital Limited</b>		
Chartered Accountants				
(CA Micky Bhatia) Partner Membership No. 438412 Firm Registration No. 004568C UDIN- 22438412AMPJWL3484		(Dr. Niraj K. Singh) Managing Director DIN : 00233396		(Juhi Singh) Director & CFO DIN : 02022313
Place : New Delhi Date: 30-05-2022		(Nitin Gupta) Company Secretary M.No. F8485		

SAI CAPITAL LIMITED								
CIN: L74110DL1995PLC069787								
REGISTERED OFFICE : G-25, Ground Floor, Rasvilas Salcon, D-1, Saket District Centre, Saket, New Delhi - 110017								
Consolidated Statement of changes in equity for the year ended March 31, 2022								
A Equity share capital								
							(Amount in Lakhs)	
Particulars							Note	Amount
As at March 31, 2022							13	287.93
B Other equity								
Particulars	Reserve and surplus			Other reserves		Non-Controlling Interest	Total other equity	
	Securities premium reserve	Capital Reserve	Retained earnings	FVOCI equity Instruments	Effective portion of cash flow hedges			
As at March 31, 2020	-	25,540.49	8,016.47	-	-	-	33,556.96	
Profit for the year	-	-	473.97	-	-	-	473.97	
Other Comprehensive Income	-	-	14.90	-	-	-	14.90	
Total Comprehensive Income for the year			488.87			-	488.87	
Transfer to retained earnings on disposal of FVOCI Equity Instrument	-	-	-	-	-	-	-	
Hedging gain / (loss) reclassified to Statement of Profit & Loss	-	-	-	-	-	-	-	
Transactions with owners in their capacity as owners:								
Income Tax Demand For FY 2012-13			-			-	-	
Dividend paid (including dividend distribution tax)	-	-	51.50	-	-	-	51.50	
As at March 31, 2021	-	25,540.49	8,453.84	-	-	-	33,994.32	
Profit for the year	-	-	1,082.58	-	-	-	1,082.58	
Other Comprehensive Income	-	-	0.07	-	-	-	0.07	
Total Comprehensive Income for the year			1,082.65			-	1,082.65	
Transfer to retained earnings on disposal of FVOCI Equity Instrument	-	-	-	-	-	-	-	
Hedging gain / (loss) reclassified to Statement of Profit & Loss	-	-	-	-	-	-	-	
Transactions with owners in their capacity as owners:								
Dividend paid (including dividend distribution tax)	-	-	-	-	-	-	-	
As at March 31, 2022	-	25,540.49	9,536.48	-	-	-	35,076.97	
<b>The accompanying Notes form an integral part of the Financial Statement</b>								
As per our attached report of even date								
<b>For Aditya Agarwal &amp; Associates</b>								
Chartered Accountants								
(CA Micky Bhatia) Partner Membership No. 438412 Firm Registration No. 004568C UDIN- 22438412AMPJWL3484				(Dr. Niraj K. Singh) Managing Director DIN : 00233396		(Juhi Singh) Director & CFO DIN : 02022313		
Place : New Delhi Date: 30-05-2022				(Nitin Gupta) Company Secretary M.No. F8485				

SAI CAPITAL LIMITED					
CIN: L74110DL1995PLC069787					
REGISTERED OFFICE : G-25, Ground Floor, Rasvilas Salcon, D-1, Saket District Centre, Saket, New Delhi - 110017					
<b>NOTE 13: SHARE CAPITAL</b>					
<b>(A) Authorised, Issued, Subscribed and paid up share capital</b>					<b>(Amounts In Lakhs)</b>
<b>PARTICULARS</b>		<b>AS AT 31-03-2022</b>	<b>AS AT 31-03-2021</b>		
<b>AUTHORISED SHARE CAPITAL</b> 60,00,000 EQUITY SHARES OF Rs. 10/- EACH (Previous Year 60,00,000 Equity Shares of Rs. 10/- each)		600.00	600.00		
<b>ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL</b> 28,79,300 EQUITY SHARES OF Rs. 10/- EACH (Previous Year 28,79,300 Equity Shares of Rs. 10/- each)		287.93	287.93		
		<b>287.93</b>	<b>287.93</b>		
<b>(B) Reconciliation of number of equity shares outstanding at the beginning and at the end of the reporting period</b>					
<b>PARTICULARS</b>		<b>31st March 2022</b>		<b>31st March 2021</b>	
		<b>No. of Shares</b>	<b>Amounts in Rs.(In Lakhs)</b>	<b>No. of Shares</b>	<b>Amounts in Rs.(In Lakhs)</b>
At the beginning of the period		28,79,300	287.93	28,79,300	287.93
Add: Issued during the period		-	-	-	-
Less: bought back during the period		-	-	-	-
At the end of the period		28,79,300	287.93	28,79,300	287.93
<b>Shares Bought back</b>					
<b>PARTICULARS</b>		<b>31st March 2022</b>		<b>31st March 2021</b>	
		<b>No. of Shares</b>	<b>Amounts</b>	<b>No. of Shares</b>	<b>Amounts</b>
		-	-	-	-
<b>(C) Term / Right attached to Equity shares</b>					
The company has only one class of equity shares having par value of Rs.10/- per share. Each holder of equity share is entitled to one vote per share.					
In the event of liquidation of the company, the holders of equity shares will be entitled to receive the realised value of the assets of the company, remaining after payment of all preferential dues. The distribution will be in proportion to the number of equity shares held by the share holders.					
<b>(D) Detail of Share Holders holding more than 5% shares in the Company</b>					
<b>Name of Shareholder</b>		<b>31st March 2022</b>		<b>31st March 2021</b>	
		<b>No. of Shares</b>	<b>% of Holding</b>	<b>No. of Shares</b>	<b>% of Holding</b>
Sai Agencies Private Limited		9,16,800	31.84%	9,16,800	31.84%
Sai Business & Consultancy Systems Pvt. Ltd		3,62,600	12.59%	3,62,600	12.59%
Sai Enterprises Private Limited		3,61,100	12.54%	3,61,100	12.54%
Mr. Sanjiv Asthana		3,26,500	11.34%	3,26,500	11.34%
<b>(E) During the period of five years immediately preceding the reporting date</b>					
	<b>AS AT 31-03-2022</b>	<b>AS AT 31-03-2021</b>	<b>AS AT 31-03-2020</b>	<b>AS AT 31-03-2019</b>	<b>AS AT 31-03-2018</b>
Share allotted as fully paid up without payment being received in cash	NIL	NIL	NIL	NIL	NIL
Share allotted as fully paid up by way of bonus shares	NIL	NIL	NIL	NIL	NIL
Shares forfeited	NIL	NIL	NIL	NIL	NIL

**SAI CAPITAL LIMITED**  
CIN: L74110DL1995PLC069787

REGISTERED OFFICE : G-25, Ground Floor, Rasvillas Salcon, D-1, Saket District Centre, Saket, New Delhi - 110017

**CONSOLIDATED NOTES OF BALANCE SHEET****PARTICULARS**

As on 31.03.2022

(Amounts In Lakhs)

As on 31.03.2021

**NOTE-2 : INVESTMENT IN PROPERTY**

GOA Property

252.30

227.30

**TOTAL****252.30****227.30****NOTE-3 : INVESTMENTS****a) Other Company**

i) M/s. Sai Industries Limited\*

(Quoted 1200 Equity Shares( PY: 1200 Shares) of Rs 10 each fully paid up majored at cost)

0.16

0.16

Less : Provision for diminution in value of investments

0.10

0.05

0.10

0.05

**TOTAL****0.05****0.05****Other Company Investment**

\* Sai industries shares are need to present at fair value but its carrying amount value is very nominal and the share has not been traded in stock Exchange. So its fair value calculation is not available. However company disclose the investment value cost less diminution of share value.

**NOTE-4 : OTHER FINANCIAL ASSETS**

a) Security Deposits

20.45

20.24

b) Security Deposit (Including Accrued Interest) with ICDS (Lien Marked FDR in favour of ICDS)

653.87

616.98

c) Reliance ETF Liquid Fund

-

6.00

d) Advance for Shares

-

43.16

**TOTAL****674.31****686.38****NOTE-5 : DEFERRED TAX ASSETS(LIABILITY)(NET)**

Opening Balance

35.86

75.71

Add(Less):Created/(Written Off) during The Year

-8.33

(39.86)

Closing Balance Deffered Tax Assets/(Liability)

27.53

35.86

**27.53****35.86****NOTE-6 : OTHER NON-CURRENT ASSETS**

a) U.P. VAT Deposit under Protest

30.31

30.31

b) GST under Protest

5.32

5.32

c) Advance for Purchase of Immovable Property

4,637.61

637.61

d) Advance for Interior Work of Immovable Property

61.40

119.13

e) Advance Given to Turnest Capital Pvt Ltd

-

18.00

f) Advance Given to Uday Kaul

-

7.00

g) Security Deposit -Society at GOA

6.03

6.03

h) Fixed Deposit for Security Deposit(VAT)

1.07

1.01

**4,741.74****824.40****CURRENT ASSETS****NOTE-7 : INVENTORIES**

a) Raw Material

b) Finished Goods

c) Packing Material

d) Fuel &amp; Oil

1.49

1.49

e) Consumable Store

79.71

79.71

f) Empty Bags &amp; Refrection

**TOTAL****81.20****81.20**

**NOTE - 8 : TRADE RECEIVABLE**

Unsecured, (Considered good &amp; Less than Six Months)

Receivables considered good - Unsecured (Less than Six Months)

Director ICDS Lucknow	33.64	-
Janta Logistics	-	-
Smriti Products (P) Ltd	-	2.23
Consultancy Fee Receivable	-	-
<b>Unsecured, (Considered good &amp; More than Six Months)</b>		
Director ICDS Lucknow	2,044.90	2,044.90
Smriti Products (P) Ltd	2.23	-
<b>TOTAL</b>	<b>2,080.77</b>	<b>2,047.13</b>

**NOTE-9 : CASH AND CASH EQUIVALENTS**

a) Balance with banks

i) Balance with schedule banks	398.63	1660.95
ii) Fixed Deposit with Bank	1,848.10	1550.87

b) Cash in Hand	1.37	2.65
-----------------	------	------

<b>TOTAL-A</b>	<b>2248.10</b>	<b>3214.47</b>
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**NOTE -10: BANK BALANCE OTHER THAN CASH & CASH EQUIVALENTS**

Fixed Deposits with bank (maturity more than 3 months upto 12 month)

	-	980.00
<b>TOTAL-B</b>	<b>-</b>	<b>980.00</b>

<b>TOTAL-A+B</b>	<b>2,248.10</b>	<b>4,194.47</b>
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**NOTE -11 : SHORT TERM LOAN AND ADVANCES****Loans Receivables considered good – Unsecured:****(Unsecured Loan Repayable on Demand)**

a) Loan to Beta Edibles Processing Private Limited	2,074.35	4,986.27
b) Loan to WorldWide Holdings Limited	23,567.15	21,395.10

<b>TOTAL</b>	<b>25,641.51</b>	<b>26,381.37</b>
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**NOTE -12 : OTHER FINANCIAL ASSETS**

a) Advance to Supplier	1.42	0.87
------------------------	------	------

b) Security Deposit (Including Accrued Interest) with ICDS (Lien Marked FDR of ICDS)	-	-
--	---	---

<b>TOTAL</b>	<b>1.42</b>	<b>0.87</b>
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**NOTE-13 : OTHER CURRENT ASSETS**

Input Tax Credit Receivable	0.13	0.05
-----------------------------	------	------

Interest accrued but not due	1.47	1.19
------------------------------	------	------

Electronic Cash Ledger GST	64.85	30.83
----------------------------	-------	-------

Electronic Credit Ledger GST	0.07	1.33
------------------------------	------	------

GST TDS receivable	-	66.57
--------------------	---	-------

Income Tax Refundable for FY 2020-21	1.62	1.62
--------------------------------------	------	------

TDS Receivable FY 2020-21	-	3.86
---------------------------	---	------

Advance to Employees	-	0.31
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Fastag Wallets	-	0.02
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Advance given for CSR Initiative	200.11	200.00
----------------------------------	--------	--------

Other Current assets	0.04	0.06
----------------------	------	------

Sam Globle Security Limited	-	0.67
-----------------------------	---	------

Prepaid Expenses	1.43	4.66
------------------	------	------

<b>TOTAL</b>	<b>269.73</b>	<b>311.17</b>
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**NOTE-15 : RESERVE & SURPLUS****a) Reserves:**

Capital Reserve		25,540.49		25540.49
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**b) Surplus:**

Profit & Loss Account				
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Opening Balance	8453.84		8,016.47	
Add:Capital Reserve	-		-	
Less:Premium on Redemption	-		-	
Add: Other Comprehensive Income(OCI)	0.07		14.90	
Add: Current year Profit	1,082.58		473.97	
Less:Dividend Paid	-	9536.48	51.50	8453.84
<b>TOTAL</b>		<b>35076.97</b>		<b>33994.32</b>

**NON CURRENT LIABILITIES****NOTE-16 : LONG TERM BORROWINGS****Loans from Others:**

World Wide Holdings Limited		248.54		207.38
<b>TOTAL</b>		<b>248.54</b>		<b>207.38</b>

**NOTE-17 : LONG TERM PROVISION****Provision For Employee Benefits**

Provision for Gratuity		0.11		0.11
<b>TOTAL</b>		<b>0.11</b>		<b>0.11</b>

**CURRENT LIABILITIES****NOTE-18 : TRADE PAYABLES**

(a)Total outstanding dues of micro enterprises and small enterprises; and		-		-
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises		-		0.97
<b>TOTAL</b>		<b>-</b>		<b>0.97</b>

**NOTE-19 : OTHER FINANCIAL LIABILITIES**

a) Lease Liability		-		-
b) Other Creditor		2.12		3.41
c) Expenses Payable		4.28		13.93
<b>TOTAL</b>		<b>6.40</b>		<b>17.34</b>

**NOTE-20 : OTHER CURRENT LIABILITIES**

a) Expenses Payable		0.09		0.61
b) Duties & Taxes Payable		1.01		1.24
c) Advance from Customer		-		-
c) Other Current Liabilities		2.77		2.13
<b>TOTAL</b>		<b>3.87</b>		<b>3.98</b>

**NOTE-21 : SHORT TERM PROVISION**

Provision For Bonus		1.42		3.27
CSR Expenditure to be Spent		99.44		61.34
Provision For Gratuity		0.00		0.00
<b>TOTAL</b>		<b>100.86</b>		<b>64.60</b>

**NOTE-22 : Current Tax Liabilities (Net)**

Provision for Current Income Tax	441.05		340.13	
<b>Less:</b> Advance Tax	100.00		50.00	
<b>Less:</b> Tax Collected at Source	-		0.32	
<b>Less:</b> Tax deducted at Source	170.69	170.36	289.81	-
<b>TOTAL</b>		<b>170.36</b>		<b>-</b>

**CONSOLIDATED NOTES OF STATEMENT OF PROFIT & LOSS  
PARTICULARS****NOTE - 23: REVENUE FROM OPERATION**

	As on 31.03.2022	As on 31.03.2021
Sales - ICDS Food Supplements	187.78	8,324.42
Sales - Empty Bags		35.70
Sales - Refraction & Others		12.55
Sales-Other Goods		432.13
Dividend Received		51.50
<b>TOTAL Revenue from Contracts with Customer</b>	<b>187.78</b>	<b>8,856.31</b>

**NOTE - 24 : OTHER INCOME**

Lease Rental Income(Trucks)	-	21.60
Interest Earned	1,649.44	1,271.62
Commission Receipt	0.18	0.15
Late Delivery Deduction	-	-
Miscellaneous Income	1.42	0.13
Profit on Sale of Fixed Assets	-	-
Consultancy Fees	0.33	0.27
Sundry Balance Written Off	2.43	-
<b>TOTAL</b>	<b>1,653.79</b>	<b>1,293.76</b>

**NOTE - 25 : COST OF MATERIAL CONSUMED**

Opening Stock of Raw Material	-	651.15
Purchase - Edible Vegetable Oil	-	1,186.27
Purchase - Ground Nut	-	400.11
Purchase - Soya Bengal Gram Mix(Laddu)	-	310.61
Purchase - Soya Bengal Gram Mix(WF)	-	478.59
Purchase - Soya Ragi Mix(MD)	-	389.87
Purchase - Soya Ragi Mix(ND)	-	351.49
Purchase - Spice Mix	-	61.32
Purchase - Toor Dal	-	474.05
Purchase - Skimmed Milk Powder	-	817.66
Purchase - Whole Milk Powder	-	443.68
Purchase - Sugar	-	1,023.22
Purchase - Vitamin & Mineral	-	140.53
Purchase - Wheat	-	545.72
	-	7,274.27
Less : Closing Stock of Raw Material	-	-
	-	<b>7,274.27</b>

**NOTE- 26 : CHANGES IN INVENTORIES OF FINISHED GOODS**

Add : Opening Stock of Finished Goods	-	-
Less: Closing Stock of Finished Goods	-	-
Add : Opening Stock of Gunny Bags	-	1.79
Less: Closing Stock of Gunny Bags	-	-
(Increase) /Decrease in Stock	-	1.79

**NOTE- 27: EMPLOYEE BENEFIT EXPENSES**

Director's Remuneration	-	19.80
Salary	30.16	139.50
Wages		100.79
Ex- Gratia Payments to Employee	0.28	0.76
Bonus on Salary & Wages	1.42	23.09
Admin. Charges -PF	0.09	1.09
Employer's Contt. to P.F.	0.72	12.24
Staff Welfare Expenses	1.06	6.27
Retirement Benefit		69.69
Gratuity Expenses	0.10	7.07
	<b>33.83</b>	<b>380.30</b>

**NOTE- 28: FINANCE COST**

Interest on Lease Liability	-	0.07
Interest on Unsecured Loan	16.84	16.43
	<b>16.84</b>	<b>16.50</b>

**NOTE- 29: OTHER EXPENSES****A : MANUFACTURING EXPENSES**

Consumable Lab	-	-	0.46
Consumable Store	-	15.10	11.49
Add : Opening Stock	79.71	76.10	
Less : Closing Stock	79.71	79.71	
Freight Inward	-	-	41.81
Insurance Exps- Factory	0.71	-	3.90
Loading & Unloading Expenses	-	-	81.64
Packing Material	-	220.94	257.97
Add : Opening Stock	-	37.03	
Less : Closing Stock	-	-	
Power & Fuel	-	72.41	72.91
Add : Opening Stock	1.49	2.00	
Less : Closing Stock	1.49	1.49	
Repair & Maintenance - Plant & Machinery	-	0.22	0.48
Repair & Maintenance - Building	-	-	0.62
Sample & Testing Charges	-	-	20.06
<b>TOTAL (A)</b>		<b>0.93</b>	<b>491.35</b>

**B : ADMINISTRATION & SELLING EXPENSES**

Payment to Auditor as		3.95	4.38
a) Auditor	3.95	4.38	
b) for Certification Charges	-	-	
Advertisement Expenses	-	0.61	0.62
Annual General Meeting Exp.	-	-	-
Bank Charges	-	0.06	0.08
Brokerage Expenses	-	-	-
Books & Periodicals	-	0.03	0.10
Computer Software & Maintenance	-	0.10	0.73
Conveyance	-	0.08	3.39
Deduction by ICDS	-	-	21.30
Demat A/c Charges	-	0.26	0.16
Corporate Social Responsibility(CSR Donation)	-	66.28	591.16
Electricity and Water Expenses	-	18.75	2.74
ESI & PF on Security Charges	-	0.04	0.22
Fee, Rate & Taxes	-	2.82	2.47
Festival Expenses	-	0.00	0.72
Freight & Cartage	-	0.01	0.23
Freight Outward	-	-	319.19
Guest House Expenses	-	0.00	1.79
House Keeping Expense	-	-	1.09
Internet & Software expenses	-	0.28	0.48
Insurance Expenses	-	5.47	1.96
Intt on Statutory Dues and Late Fees	-	0.17	1.04
Interest under MSMED ACT 2006	-	-	-
Legal & Professional Charges	-	6.76	18.41
Loss on Sale of Fixed Assets	-	0.51	-
Lift & AMC Charges	-	0.48	0.12
Medical Expenses	-	0.00	0.31
Misc Exps.	-	-	0.01
Office Expenses	-	0.34	6.68
Postage & Couriers Charges	-	0.02	0.22
Printing & Stationery	-	0.07	1.65
Rent Expenses	-	14.37	24.32
Repair & Maintenance	-	0.25	1.23
Reversal of GST Credit on Goods destroyed	-	-	0.73
ROC Fees	-	4.14	0.07
Security Charges	-	6.38	27.09
Sundry Balance Written off	-	49.84	6.20
Stock Exchange Listing Expenses	-	3.54	3.54
Tax for Earlier Years(Indirect)	-	-	2.67
Telephone Expenses	-	0.57	2.53
Tours & Travelling Expenses	-	-	1.36
Preliminary Expenses W/off	-	0.02	0.02
Vehicle Running & Maintenance	-	4.55	15.34
<b>TOTAL (B)</b>		<b>190.77</b>	<b>1,066.37</b>
<b>GRAND TOTAL (A+B)</b>		<b>191.70</b>	<b>1,557.72</b>

**NOTE- 30 : Earning Per Share**

(i) Net Profit After Tax as Profit & Loss	1082.58	473.97
(ii) Weighted Average number of equity shares	2879300	2879300
(iii) Basic & Diluted Earning Per Share	37.60	16.46
(iv) Face Value of Shares	10	10



## NOTE -1A: DEPRECIATION ON PROPERTY PLANT AND EQUIPMENT

## SAI CAPITAL LIMITED

REGISTERED OFFICE : G-25, Ground Floor, Rasvillas Salcon, D-1, Saket District Centre, Saket, New Delhi - 110017.  
AS PER COMPANIES ACT, 2013

S. No.	Particulars	GROSS BLOCK			DEPRECIATION			NET BLOCK				
		As on 01.04.2021	Additions	Deletion	As on 31.03.2022	Up to 01.04.2021	Deletion	2021-22	Dep. Adjusted to Comply with Provision of Schedule-II of Co. Act - 2013	Total	As on 31.03.2022	As on 31.03.2021
1	Land	52.73	-	-	52.73	-	-	-	-	-	52.73	52.73
2	Building	452.67	-	-	452.67	254.61	-	14.45	-	269.06	183.61	198.06
3	Road	4.55	-	-	4.55	4.32	-	-	-	4.32	0.23	0.23
4	Plant & Machinery	860.47	-	-	860.47	741.49	-	13.18	-	754.67	105.80	118.98
5	Transformer	96.67	-	-	96.67	90.24	-	1.59	-	91.83	4.84	6.43
6	Office Equipments	28.59	-	-	28.59	26.28	-	0.57	-	26.85	1.74	2.31
7	Lab Equipments	7.30	-	-	7.30	6.70	-	0.13	-	6.83	0.47	0.60
8	Furniture & Fixture	19.67	-	-	19.67	17.88	-	0.32	-	18.20	1.47	1.79
9	Computer	10.12	-	-	10.12	9.50	-	0.10	-	9.61	0.51	0.62
10	Vehicle	135.97	-	-	135.97	90.02	-	14.01	-	104.03	31.94	45.95
11	Trucks	182.26	-	-	182.26	173.16	-	173.16	-	-	0.00	9.11
	<b>TOTAL (Rs.)</b>	<b>1,951.00</b>	<b>-</b>	<b>182.26</b>	<b>1,668.74</b>	<b>1,414.20</b>	<b>173.16</b>	<b>44.36</b>	<b>-</b>	<b>1,285.40</b>	<b>383.33</b>	<b>436.81</b>
	PREVIOUS YEAR (Rs.)	1,853.03	0.77	2.79	1,851.00	1,350.79	2.57	65.97	-	1,414.19	436.80	502.24

Capital WIP	Op Balance	Purchase	Capitalised	Closing
Plant and Machinery	18.20	-	-	18.20
Building	166.33	166.33	-	166.33
<b>Total</b>	<b>18.20</b>	<b>166.33</b>	<b>-</b>	<b>184.53</b>

## Amortisation on Right of Use of Assets (Lease Assets)

S. No.	Particulars	Opening ROU As on 01-04-2021	Addition	Deletion	Gross ROU as on 31-03-2022	Amortisation	Net ROU as on 31-03-2022
1	Lease of Immovable Property	0.00	0.00	0.00	0.00	0.00	0.00
	<b>TOTAL (Rs.)</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
	PREVIOUS YEAR (Rs.)	2.79	0.00	0.00	2.79	2.79	0.00

S. No.	Particulars	Amounts
1	Depreciation on Property, Plant & Equipment	44.36
2	Depreciation on Right to Use Assets	-
	<b>Total</b>	<b>44.36</b>

**SAI CAPITAL LIMITED  
FINANCIAL YEAR 2021-2022****31. SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF  
CONSOLIDATED FINANCIAL STATEMENT****31.1. Background and Operations**

Sai Capital Limited (“the company”) is engaged in business of buying, selling or otherwise dealing in shares, debentures and securities of all kinds. The company is public limited company incorporated and domiciled in India and has its registered office at G-25, Ground Floor, Rasvilas Salcon, D-1, Saket District Centre, Saket New Delhi-110017.

The Company is a Holding Company of Health Care Energy Foods Pvt. Ltd. which hold 98.10% of the ordinary share Capital of the company, and has the ability to significantly influence the Company’s Operation.

Subsidiary Company has incorporated a wholly owned subsidiary Company as per Section 2(87) of Companies Act 2013 in the Name of Unisphere Industries Private Limited. The Company and its subsidiary companies are referred to as the Group here under.

**31.2. Significant Accounting Policies****1.1. Basis of preparation and presentation****(a) Statement of Compliance with IND-AS**

The Consolidated Financial Statements comply in all material aspect with Indian Accounting Standards (referred to as “IndAS”) notified under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act.

**(b) Basis of preparation**

The consolidated financial statements have been prepared on historical cost basis unless otherwise stated. The historical cost basis has been followed except certain financial assets and liabilities measured at fair value.

These consolidated financial statements have been prepared in all material respects in accordance with the Indian Accounting Standards (Hereinafter referred as ‘Ind AS’ as notified by Ministry of Corporate Affairs under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Act. The company has uniformly applied the accounting policies during the periods presented.

The Consolidated Financial Statements have been prepared on accrual and going concern basis.

Current versus Non-current classification:

The company presents assets and liabilities in statement of financial position based on current / noncurrent classification.

The company has presented non-current and current assets before equity, non-current liabilities and current liabilities in accordance with Schedule III, Divison II of the companies Act, 2013 notified by MCA.

An asset is classified as current when it is:

- a) Expected to be realised or intended to be sold or consumed in normal operating cycle,
- b) Held primarily for the purpose of trading
- c) Expected to be realised within twelve months after the reporting period, or
- d) Cash or cash equivalent unless restricted from being exchanged or used to settle liability for at least twelve months after reporting period.

All other assets are classified as non-current.

A liability is classified as current when it is

- a) Expected to be settled in normal operating cycle
- b) Held primarily for the purpose of trading
- c) Due to be settled within twelve months after the reporting period, or
- d) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. Assets and liabilities are classified as current to the extent they are expected to be realized / are contractually repayable within 12 months from the Balance Sheet date and as non-current, in other cases. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

### **(c) Basis of Consolidation**

The consolidated financial statements of SAI CAPITAL LIMITED (the Parent company) and its subsidiaries have been prepared on the following basis:-

- a. The financial statements of the Parent company and its subsidiaries have been consolidated on the line-by-line basis by adding together with the book value of like items of assets, liabilities, incomes & expenses after eliminating the intra group balances and transactions in accordance with Ind AS-110 “Consolidated Financial Statements” of Indian Accounting standard.
- b. As far as possible, the consolidated Ind AS financial statements have been prepared using uniform policies for like transactions and in similar circumstance and are presented to the extent possible in the same manner as the company’s separate financial statements.
- c. The difference between cost of investment in each subsidiary, at the time of acquisition of share in subsidiary over the Group’s share in the net worth of the subsidiary, is recognized in the consolidated Ind AS financial statements as Goodwill or Capital Reserve, as the case may be.

- d. Profit or Loss and each component of other comprehensive income are attributed to the owners of the parent Company and to the non-controlling interests and have been shown separately in the Consolidated Financial Statements.
- e. Non-Controlling interests represents that part of the total comprehensive income and net assets of subsidiaries attributable to interests which are not owned, directly or indirectly by the Parent Company.
- f. Particulars of subsidiaries considered in the consolidated financial Statements is given hereunder:

**As at 31st March 2022**

Name of the Subsidiary	Relationship	Country of Incorporation	Proportion of Ownership Interest
Healthcare Energy Foods Private Limited	Subsidiary of Sai Capital Ltd	India	98.10%

**As at 31st March 2022**

Name of the Subsidiary	Relationship	Country of Incorporation	Proportion of Ownership Interest
Unisphere Industries Private Limited	Wholly owned Subsidiary of Healthcare Energy Foods Private Limited	India	100%

- e. Previous year figures has been regrouped / rearranged / reclassified wherever considered necessary to confirm to current year classification as per Schedule III of the Companies Act, 2013 and IND-AS requirements.

**(d) Use of Estimates and Judgments**

The preparation of consolidated financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the company to make judgements, estimates and assumptions, that affect the application of accounting policies and the reported amounts of revenues and expenses for the years presented. Actual results may differ from these estimates.

Estimates and underlying assumptions about significant are reviewed at each balance sheet date. Revisions to accounting estimates are recognised in the period in which the estimate is revised and future period affected.

*Impairment of Investments*

The company reviews its carrying value of Investment carries at amortised cost annually, or more frequently when there is indication for impairment. If the

recoverable amount is less than its carrying amount, the impairment loss is accounted for.

#### *Useful life of property, plant and equipment*

The company reviews the useful life and residual value of property, plant and equipment at the end of each reporting period. Thus assessment may result in change in depreciation expense in future periods.

#### *Valuation of Deferred assets/ Liabilities*

The company reviews the carrying amount of deferred tax assets / liabilities at the end of each reporting period.

### **(e) Revenue Recognition**

#### **(i) Revenue from Contract with customers**

Revenue is recognised when control of goods is transferred to a customer in accordance with the terms of the contract. The control of the goods is transferred upon delivery to the customers. A receivable is recognised by the Company when the goods are delivered to the customer as this represents the point in time at which the right to consideration becomes unconditional, as only the passage of time is required before payment is due.

Revenue from services including corporate advisory services, is recognised upon completion of services.

Revenue is measured based on the consideration to which the Company expects to be entitled as per contract with a customer. The consideration is determined based on the price specified in the contract, net of the estimated variable consideration. Accumulated experience is used to estimate and provide for the variable consideration, using the expected value method and revenue is only recognised to the extent that it is highly probable that a significant reversal will not occur.

Revenue excludes any taxes or duties collected on behalf of the government which are levied on sales such as goods and services tax.

No element of financing is deemed present as sales are made with a credit term which is consistent with market practise.

#### **(ii) Other Revenue**

Interest income from financial assets is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Presently all the Financial assets i.e. loans given on which interest income is recognized are short term loans receivable on demand.

### **(f) Cost Recognition**

Cost and expenses are recognized when incurred and are classified according to their nature.

**(g) Provisions and contingencies**

Provisions are recognized when the company has a present obligation (legal or constructive) as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount to the obligation. If the time value of money is material, provisions are discounted using equivalent period government security interest rate. Provisions are reviewed at each balance sheet date and are adjusted to reflect the current best estimate.

Contingent liabilities are disclosed when there is a possible obligation arising from the past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not only within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Information on contingent liability is disclosed in the Notes to Financial Statement. Contingent assets are not recognized. However, when the realisation of income is reasonable certain, then the related asset is no longer a contingent asset, but it is recognized as an asset.

**(h) Foreign Currency**

The company has not entered into any transaction in foreign currency.

**(i) Income Taxes**

Income tax expenses comprise current and deferred taxes. Income tax expense is recognized in the statement of Profit and Loss except when they relate to items that are recognized outside profit or loss, in which case tax is also recognized outside profit or loss.

Current tax provision is computed for Income calculated after considering allowances and exemptions under the provisions of the applicable Income Tax Laws. Current tax assets and current tax liabilities are set off, and presented as net.

Deferred tax is recognized on difference between the carrying amount of asset and liabilities in the Balance sheet and the corresponding tax bases used in the computation of taxable profit and are accounted for using the liability method. Deferred tax assets are generally recognized for all deductible temporary differences, carry forward tax losses and allowances to the extent that it is probable that future taxable profits will be available against which those deductible temporary differences, carry forward tax losses and allowances can be utilised. Deferred tax assets and liabilities are measured at the applicable tax rates. Deferred tax assets and Deferred tax liabilities are set off and presented as net.

The carrying amount of Deferred tax assets / liabilities is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient profits will be available against which the temporary differences can be utilised.

**(j) Inventories**

Inventories are valued at lower of cost and net realizable value. Cost of raw materials, components and consumables are ascertained on a FIFO basis. Cost includes fixed and variable production overhead and net realizable value is the estimated selling price in the ordinary course of business less estimated cost of completion and selling expenses.

**(k) Property, Plant and Equipment and depreciation / amortisation**

Property, plant and equipment are stated at their cost of acquisition / construction, net of accumulated depreciation and impairment losses, if any. Subsequent costs are included in the assets carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

Borrowing cost directly attributable to acquisition of property, plant and equipment which take substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready for intended use.

• **Disposal or Retirement of PPE:**

The gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the assets and is recognized in statement of profit and loss.

The Residual Value, useful life, and method of depreciation, of Property, Plant and equipment is reviewed at each financial year end and adjusted prospectively, if appropriate.

• **Depreciation:**

Property, plant and equipment are depreciated on Written Down Value method on the basis of useful life of asset as specified in Schedule II of the companies Act, 2013.

• **Capital Work-in-Progress:**

Property Plant & Equipment, which are not ready for intended use as on the date of Balance Sheet are disclosed as Capital Work in Progress.

**(l) Leases**

**Lease payments**

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in the arrangement.

**As a lessee**

The Company assesses whether a contract is, or contains a lease, at inception of the contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: i) the contract involves the use of an identified asset ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and iii) the Company has the right to direct the use of the asset.

At the commencement date of lease, the Company recognise a right to use assets and a corresponding lease liability for all lease arrangement in which it is lessee, except for short term leases (leases with term of 12 months or less), leases of low value assets and for contract where the lessee and lessor has right to terminate a lease without permission from other party with no more than an insignificant penalty. The lease expense of such short term leases, low value assets and cancellable are recognised as an operating expense on a straight-line basis over the term of the lease.

At the commencement, lease liability is measured at the present value of the lease payments to be paid during non-cancellable period of contract, discounted using the incremental borrowing rate. The right of use assets is initially recognised at the amount of the initial measurement of the corresponding lease liability, lease payments made at or before commencement date less any lease incentives received and any initial direct costs.

Subsequently the right of use assets is measured at cost less accumulated depreciation and any impairment losses. Lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using effective interest rate method) and reducing the carrying amount to reflect the lease payments made. The right of use of assets and lease liability are also adjusted to reflect any lease modifications or revised in-substance fixed lease payments.

Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

#### **As a lessor**

Leases in which the company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognized on a straight line basis over the term of the relevant lease unless such payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increase.

Lease Rental attributable to the operating lease are credited to Statement of Profit & Loss as lease income whereas lease income attributable to finance lease is recognised as finance lease receivable and recognised on the basis of effective interest rate.

#### **(m) Impairment of assets:**

The carrying amount of assets are reviewed at each Balance Sheet date to assess if there is any indication of impairment based on internal | external factors. An impairment loss on such assessment will be recognised wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount of the assets is net selling price or value in use, whichever is higher. While assessing value in use, the estimated future cash flows are discounted to the present value by using weighted average cost of capital. A previously recognised impairment loss is further provided or reversed depending on changes in the circumstances and to the extent that carrying amount of the assets does



not exceed the carrying amount that will be determined if no impairment loss had previously been recognised.

**(n) Employee Benefit Expense**

- (a) Short term employee benefits: All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages, and bonus etc. Are recognized in the Consolidated profit and loss account.
- (b) The company does not have the policy of leave encashment, so there is no liability has been booked on this account.
- (c) Gratuity benefit is accounted for on the basis of actuarial valuation made at the end of the year and is not funded. The actuarial method used for measuring the liability is the Projected Unit Credit Method. Gains and losses arising out of actuarial valuations on defined benefits plans i.e. gratuity is recognized immediately in the statement of comprehensive income as income or expense.

Expense or service cost, net of interest on net defined benefit liability (asset) is charged to Statement of Profit and loss.

IND AS 19 does not require segregation of provision in current and non-current, however net defined liability (asset) is shown as current and non-current provision in Consolidated Balance sheet as per IND AS 1.

**Post-employment benefit plans**

**i. Defined contribution plan:**

The Group pays provident fund contribution to the appropriate government authorities. The company has no further payment obligations once the contribution has been paid. The contributions are accounted for as defined contribution plan and the contribution is recognised as employee benefit expenses when they are due.

**ii. Defined benefit plan:**

Defined benefit plans of the company comprises gratuity.

The Group has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plans provides for a lump sum payment to vested employees retirement, death while in employment or on termination of employment, of an amount based on the respective employee's salary and the tenure of employment. Vesting occurs upon completion of five year of service. The gratuity plan of the company is unfunded.

The liability recognised in the Consolidated Balance Sheet in respect of defined benefit plan is the present value of the defined benefit obligation at the end of reporting period. The defined benefit obligation is calculated by actuary using the projected unit credit method.

The present value of the defined obligation is determined by discounting the estimated future cash outflow by reference to market yield at the end of the

reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation. This cost and other cost are included in employee benefit expenses in the Consolidated Statement of Profit and Loss.

Remeasurement gain and losses arising from experience adjustment and changing in actuarial assumptions are recognised in the period in which they are occur, directly in other comprehensive income. They are included in “other equity” in the Consolidated Statement of Change in Equity and in the Consolidated Balance Sheet.

Changes in present value of the defined benefit obligation resulting from settlement or curtailments are recognised immediately in the Consolidated Statement of Profit and Loss as past service cost.

#### **(o) Investments and other Financial assets**

A financial instrument is any contract that gives a right to a financial asset on one entity and a financial liability or equity instrument of another entity.

##### **a) Investment in property**

Investment property is property held either to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes. Upon initial recognition, an investment property is measured at cost. Subsequent to initial recognition, investment property is measured at cost less accumulated depreciation and accumulated impairment losses, if any. Any gain or loss on disposal of an investment property is recognised in statement of profit and loss.

##### **b) Financial Asset**

###### **I. Classification**

The company classifies its financial asset in the following measurement categories

- (i) those to be measured subsequently at amortized cost at fair value either through other comprehensive Income (FVOCI) or fair value through profit or loss (FVPL),
- (ii) those measured at amortised cost

The classification depends on its business model for managing those financial assets and the assets contractual cash flow characteristics.

###### **II. Initial recognition and measurement**

The company recognizes financial assets when it becomes a party to the contractual provisions of the instruments. All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction cost that are attributable to the acquisition of the financial asset.

### III. Subsequent measurement

For the purpose of subsequent measurement, the financial assets are classified in three categories

1. Financial assets at amortized cost.
2. Financial assets measured at fair value through profit or loss.
3. Financial assets measured at fair value through OCI.
4. Equity Investments.

#### Measured at amortized cost

A Financial asset is measured at the amortized cost if both the following conditions are met:

1. The assets are held within a business model objective is to hold assets for collecting contractual cash flows, and
2. Contractual terms of the assets give rise on specified dates to cash flows that are solely payments of principal and interest of the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium and fee or costs that are an integral part of the EIR.

#### Measured at fair value through other comprehensive income (FVOCI):

Financial assets that are held within a business model whose objective is achieved by both, selling financial assets and collecting contractual cash flows that are solely payments of principal and interest, are subsequently measured at fair value through other comprehensive income. Fair value movements are recognised in the OCI. Interest income measured using the EIR method and impairment losses, if any are recognised in the Standalone Statement of Profit and Loss. On derecognition, cumulative gain | (loss) previously recognised in OCI is reclassified from the equity to other income in the Standalone Statement of Profit and Loss.

#### Measured at fair value through Profit or loss

A financial asset not classified as either amortised cost or FVOCI, is classified as FVPL. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognized as other income in the Standalone Statement of Profit and Loss.

#### Equity Instruments

The Company subsequently measures all investments in equity instruments other than subsidiary companies, associate company and joint venture company at fair value. The Company has elected to present fair value gains and losses on such equity investments in other comprehensive income and there is no subsequent reclassification of

these fair value gains and losses to the Standalone Statement of Profit and Loss. Dividends from such investments continue to be recognised in profit or loss as other income when the right to receive payment is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognised in the Standalone Statement of Profit and Loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

Investments in subsidiary companies, associate companies and joint venture company:

Investments in subsidiary companies, associate companies and joint venture company not held for trading are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiary companies, associate companies and joint venture company, the difference between net disposal proceeds and the carrying amounts are recognised in the Standalone Statement of Profit and Loss.

IV. Impairment of financial assets

The company applies “simplified approach” measurement and recognition of impairment loss on the following financial asset and credit risk exposure:

- Financial assets that are debt instruments, and are measured at amortised cost e.g. loans, debt securities, deposits and bank balances.
- Trade receivables

The application of simplified approach does not require the company to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime Expected Credit Loss at each reporting date, right from its initial recognition.

c) Financial Liabilities

I. Classification

The company classifies all financial liabilities as subsequently measured at amortized cost.

II. Recognition and measurements

All financial liabilities are recognized initially at fair value less transaction costs and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

In case of loan repayable within one year the carrying amount is considered as fair value of the financial liability.

**d) De-recognition of Financial assets and Financial liabilities**

The company derecognises a financial asset only when the contractual rights to the cash flows from the asset expires, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognized in profit or loss as other income or finance costs.

**(p) Borrowing Costs**

Borrowing costs relating to construction of qualifying asset under project are capitalized till the time all substantial activities necessary to prepare the qualifying assets project for their intended use or sale as the case may be are complete. A qualifying asset is an asset that necessarily takes substantial period or time to get ready for its intended use / sale. All other borrowing costs not eligible for capitalization are charged to revenue.

**(q) Cash and Cash Equivalents**

Cash and cash equivalents comprise cash at bank and in hand and short term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

**(r) Fair Value Measurement**

The Group measures financial instruments, such as investments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either.

- a) In the principal market for the asset or liability, or
- b) In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the company. The fair value of an asset or a liability is measured using the assumptions that the market participants would use when pricing the asset or liability, assuming that market participant act in their economic best interest.

A fair value measurement of a non-financial asset takes place into account a market participants ability to generate economic benefit by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimizing the use of unobservable inputs.

**32. NOTES ON CONSOLIDATED FINANCIAL STATEMENTS**

- I.** The transactions and balances in respect of Trade Payable / Creditors, Trade Receivables / Debtors, Advances to Suppliers, Advances from Customers, Loans taken other than bank loans, Loans and advances given, from whom confirmations have been received, are reconciled. Few parties (including Debtors) confirmations of transactions and balances are awaited till the closure of the books and in absence of such confirmations, the transactions recorded in the books of accounts have been relied upon, therefore such transactions and balances are as per books of accounts of the company and subject to reconciliation and confirmation with respective parties.
- II.** In the opinion of the Board, the Current assets, Loans and Advances are approximately of the value stated, if realized in the ordinary course of business except otherwise stated. The provision for all known liabilities is adequate and not in excess of the amount considered reasonable necessary.
- III.** COVID-19 has caused significant disruptions to businesses across India. The management has considered the possible effects, if any, that may impact the carrying amounts of Property, plant & Equipment, inventories, receivables and Loans given. In making the assumptions and estimates relating to the uncertainties as at the balance sheet date in relation to the recoverable amounts of the said assets, the management has considered subsequent events, internal and external information, risk profile of the customer and borrower based on their industry and evaluated economic conditions prevailing as at the date of approval of these financials results. The management expects no impairment to the carrying amounts of these assets. The management will continue to closely monitor any changes to future economic conditions and assess its impact on the operations.
- IV.** The Group has no employee in receipt of remuneration aggregating to Rs.60,00,000/- p.a. or employee for a part of the year Rs.5,00,000/-p.m.
- V.** In the opinion of the Board, there is no contingent liability related to the company except the following as mentioned:

**Contingent Liability****On Account of Performance Guarantee Given to ICDS**

A contingent liability to the extent of Rs.510 Lakhs on account of Performance guarantee given by the Subsidiary Company to the ICDS U.P. in case of a breach of agreement with ICDS or non-supply of ICDS Food supplement as per the terms of the Contract of the company with ICDS.

**On account of Statutory Dues:**

Following Disputes of Subsidiary Company are pending on which the company has not deposited following amounts due disputes or have deposited under protest.

Name of the Statute	Nature of dues	Amount (in Rs.)	Period to which amount relates	Forum where dispute is pending
UP VAT Act	UP VAT	14,04,490#	FY 2009-10	Addl. Commissioner (A) Azamgarh, U.P.
UP VAT Act	UP VAT	15,37,750#	FY 2010-11	Addl. Commissioner (A) Azamgarh, U.P.

UP VAT Act	UP VAT	5,19,562**	FY 2012-13	Addl. Commissioner (A) Azamgarh, U.P.
GST Act	GST	5,32,012@	FY 2019-20	Addl. Commissioner, Commercial Tax (A) Jaunpur, U.P.

# The Above amount of Rs. 14,04,,490/- and Rs. 15,37,750/- has been deposited by the company under protest.

\*\* Out of the amount of Rs. 5,19,562/-, the company has deposited Rs. 2,59,781/- under protest and has taken a stay for the balance amount of Rs. 2,59,781/-.

@ The Above amount of Rs. 5,32,012/- has been deposited by the company under protest.

## VI. Capital Commitments

Capital expenditure contracted for at the end of the reporting period, but not recognised as liabilities

- a. The Subsidiary Company has entered into an agreement dated 05-02-2020 to purchase of a Residential Immovable Property for Rs.2775 Lakhs. Against which the company has given an advance of Rs.2510.61 Lakhs (including TDS) to the seller. The Balance amount of Rs.264.39 Lakhs is to be paid by the Company at the time of execution of the sale deed of the same in favour of the Company as per the terms and conditions of the agreement to purchase the property. Further in addition to the above, the company is also required to incur the fit out cost also on the said property. Due to non-availability of the sufficient evidence, the estimate of the fit out cost could not be made.
- b. The Subsidiary Company has entered in to an agreement dated 03.10.2021 to purchase of commercial land for Rs. 2700 Laks. Against which the company has given an advance of Rs. 2000.00 Lakhs (Including TDS) to the seller. The Balance amount of Rs. 700 Lakhs is to be paid by the company at the time of execution of the sale deed of the same in favour of the company as per term and condition of the above agreement.

## VII. Note on Going Concern assumption of the Subsidiary Company

The Subsidiary Company (Healthcare Energy Foods Pvt. Ltd.) is principally engaged in the business of manufacturing of Micronutrients Fortified Energy Dense Food against fixed rates and term contract with ICDS Department, Government of UP. The said contract which has expired in the month of August 2020.

Management is exploring new customers and is expecting fresh tender to be floated soon and intends to starts its manufacturing activities on availability of tenders and customers.

Management believes that the company will be able to continue operation as a going concern and meet all its liabilities, as they fall due for payment in the foreseeable future. Company business strategies and operating plan of the company provides assurance that the company will continue to generate adequate cash flow to meet all its liabilities as they fall due.

Accordingly, the management is confident that the financial statement does not require any adjustment and are continued to be prepare on a going concern basis, which contemplates realisation of assets and settlement of liabilities in the normal course of business.

**VIII. Earnings Per Share**

In accordance with Ind-AS 33 “Earning Per Share” Basic Earnings per share has been computed by dividing profit/loss for the year attributable to the Shareholders by the weighted average number of shares outstanding during the year. Diluted Earnings per share has been computed using weighted average number of shares and dilutive potential shares, except where the result would be anti-dilutive.

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Net Profit (Loss)(in Lakhs)	1082.58	473.97
No. of Equity shares	28,79,300	28,79,300
Basic & Diluted EPS (in Rs.)	37.60	16.46

**IX.** Previous year figures have been regrouped / rearranged / reclassified wherever considered necessary to confirm to current year classification as per Schedule III of the Companies Act, 2013 and IND-AS requirements.

**X. Disclosure requirements as per IND AS-12 (Income Tax Expenses)**

As per IND AS-12 on Accounting for Income Tax the Deferred Tax Assets as at 31<sup>st</sup>March, 2022 comprises of the following:

	FY 2021-22	FY 2020-21
Related to Property, Plant & Equipment	Rs.27.14 Lakhs	Rs.35.01 Lakhs
Related to Gratuity	Rs.00.03 Lakhs	Rs.00.03 Lakhs
Related to Unpaid Bonus	Rs.00.36 Lakhs	Rs.00.82 Lakhs
Income Tax Rate	25.168%	25.168%
Deferred Tax Assets as on 31.03.2022	Rs 27.53 Lakhs	Rs 35.86 Lakhs
Income Tax on Remeasurment gain / (loss) on defined benefit plans	Rs 8.33 Lakhs	Rs 5.11Lakhs

The Subsidiary Company has elected to exercise the option permitted under Section 115BAA of the Income-tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance, 2019. Accordingly, the Company has recognized tax expenses, deferred tax assets / liabilities have been recomputed and impact of this has been recognized in the year ended 31st March, 2022 at the new tax rates.

**XI. Disclosure requirements u/s 22 of Micro, Small and Medium Enterprises Development (MSMED) Act, 2006**

The Company has certain transactions with supplier (trade & Capital) registered under Micro, Small and Medium Enterprises Development Act,2006 (MSMED Act). The disclosure pursuant to the said MSMED Act are as follows:

Particulars	As at March 31,2022 (Amount in Lakhs)	As at March 31,2021 (Amount in Lakhs)
Principal amount due to supplier registered under the MSMED Act and remaining unpaid as at year end	NIL	NIL



Interest due to supplier registered under the MSMED Act and remaining unpaid as at year end	NIL	NIL
Principal amount paid to supplier registered under the MSMED Act, beyond the appointed day during the year	NIL	NIL
Interest paid, other than section 16 of the MSMED act, due to supplier registered under the MSMED Act, beyond the appointed day during the year	NIL	NIL
Interest paid, under section 16 of the MSMED act, due to supplier registered under the MSMED Act, beyond the appointed day during the year	NIL	NIL
Interest due and payable toward suppliers registered under MSMED Act, for the payment already made.	NIL	NIL
Further interest remaining due and payable for the earlier years	NIL	NIL

## **XII. Disclosure related to CSR Activities**

(a) Gross Amount required to be spent by the Subsidiary company during the year.  
**Rs 66.28 Lakhs.**

(b) Amount approved by the Board of Directors to be spent during the year  
**Rs.66.28 Lakhs.**

(c) Amount spent during the year on:

S.No.	Particulars	In Cash/Through Banking Channel	Yet to be paid in Cash	Total
(i)	Construction/ Acquisition of any Asset	NIL	NIL	NIL
(ii)	On purposes other than (i) above	28.18 Lakhs	NIL	34.82 Lakhs

(c) Details of related party transactions, e.g. contribution to a trust controlled by the company in relation to CSR expenditure as per IND AS (IND-AS 24), Related Party Disclosures:  
**NIL**

(d) During the Current Year an amount of Rs.99.44 Lakhs has been shown as CSR Expenses payable. Against this payable amount the Company has given a donation of Rs.200 Lakhs to a Charitable Trust in preceeding Financial Year. The Charitable has not utilized the

amount of Rs.200 Lakhs. Hence this amount of Rs.200 Lakhs paid during the preceeding year has been shown as advance given for CSR purpose.

### XIII. Retirement benefit obligation

#### Change in present value of Obligation

Particulars	Amounts in Lakhs	
	For the period ending 31 March, 2022	For the period ending 31 March, 2021
Present value of obligation as at the beginning	0.11	102.82
Current service cost	0.09	0.11
Interest Expense or cost	0.01	6.96
Actual Return on Plan Assets	0.00	N.A
Benefits Paid	0.00	(89.48)
Acturial (Gain)/Loss on Obligation	(0.10)	(20.30)
Closing Value of Obligation	0.11	0.11

#### Change in the fair value of plan assets are as follows (Rs. In Lakhs)

Particulars	Gratuity	
	For the period ending 31 March, 2022	For the period ending 31 March, 2021
Opening Fair value of Plan Assets	Nil	Nil
Expected Return	Nil	Nil
Contribution By employer	Nil	Nil
Benefits Paid	Nil	Nil
Acturial Gain (Losses)	Nil	Nil
Closing Fair Value of Plan Asset	Nil	Nil

#### Net Employee Benefit expense debited to Profit & Loss Account

(Rs. in Lakhs)

Particulars	Gratuity	
	For the period ending 31 March, 2022	For the period ending 31 March, 2021
Current Service Cost	0.09	0.11
Interest Cost	0.01	6.96
Expected Return on Plan Asset	N.A	N.A
Acturial (Gain)/Loss on Obligation, Recognised in OCI	(0.10)	(20.30)
Net benefit Expense	0.00	(13.23)
Recognised in Profit & Loss	0.10	7.07
Recognised in OCI	(0.10)	(20.30)

#### Movement in the liability recognised in the Balance Sheet (Rs. In Lakhs)

Particulars	Gratuity
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	For the period ending 31 March, 2022	For the period ending 31 March, 2021
Opening Net Liability	0.11	102.82
Current Year Expense	0.00	(102.71)
Closing Net Liability	0.11	0.11

**Actuarial Assumption**

Particulars	Gratuity	
	For the period ending 31 March, 2022	For the period ending 31 March, 2021
Mortality Table	(2012-2014)	(2012-2014)
Discount Rate	7.45%	7.08%
Rate of Escalation in salary per annum	2.50%	2.50%
Expected Rate of return on plan assets	N.A.	N.A.

**XIV. Dividends**

No dividend has been declared and paid during the financial year.

**XV. Segment**

The subsidiary company is engaged mainly in the business of manufacturing and supplying of supplementary nutrition foods to the government sponsored nutritive programme for infant, preschool children, adolescent girl etc. These in the context of Ind AS 108-Operation Segment reporting are considered to constitute one reporting segment.

**XVI. Leases  
As Lessee - Operating Lease**

The Company adopted IND AS 116, Lease effective from April 01,2019 and has elected to apply this standard to its leases with modified retrospective approach.

Initial lease liability has been measured at present value of the remaining lease payments and discounted at incremental borrowing rate @12% as on April 01, 2019, with an equivalent amount for the right of use assets. The comparative information of previous year is not restated as permitted by IND AS 116.

During the current financial there is only short term lease

i) Following are the changes in the carrying value of right of use Assets:

Particulars	Rs in Lakhs	
	As at 31 Mar 2022	As at 31 Mar 2021
Opening Balance	0.00	2.79
Additions	0.00	0.00
Deletions	0.00	0.00
Depreciation/ Amortisation	0.00	2.79

<b>Closing Balance</b>	<b>0.00</b>	<b>0.00</b>
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ii) Following Movement in Lease Liability:

Particulars	Rs in Lakhs	
	As at 31 Mar 2022	As at 31 Mar 2021
Opening Balance	0.00	2.96
Additions	0.00	0.00
Deletions	0.00	0.00
Finance cost Accrued	0.00	0.04
Payment of Lease Liabilities	0.00	3.00
<b>Closing Balance</b>	<b>0.00</b>	<b>0.00</b>

iii) Table below provides details regarding the contractual maturities of lease liabilities as at 31 March 2022:

Particulars	Rs in Lakhs			
	Undiscounted Basis As at 31 Mar 2022	Discounted Basis As at 31 Mar 2022	Undiscounted Basis As at 31 Mar 2021	Discounted Basis As at 31 Mar 2021
Less than one year	0.00	0.00	0.00	0.00
One to Five Year	0.00	0.00	0.00	0.00
More than Five Years	0.00	0.00	0.00	0.00
<b>Total</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>

#### **As Lessor - Operating Lease**

The Subsidiary company given some Trucks under operating lease and license agreement. These are generally cancellable, having a term between 11 months and have no specific obligation for renewal. As the lease is short-term therefore the recognition principles of IND AS-116 does not apply for the same. Income from leases are recognized in the statement of Profit & Loss under Lease Rental Income in Note No.24.

#### **XVII. Investment in Subsidiaries, Joint Ventures and Associates**

Subsidiary company has a wholly owned subsidiary Company as per Section 2(87) of Companies Act 2013 in the Name of Unisphere Industries Private Limited. There is one subsidiary company and no Joint venture or Associate of the Company.

#### **XVIII. Disclosures Related to Unsecured Loans given by the Company to Non Related Party**

(I) The Subsidiary Company has given an unsecured Loan of which outstanding balance as on 31-3-2022 was Rs.23567.15 Lakhs (Previous year as on 31-3-2021 was Rs. 21395.10 Lakhs) to Worldwide Holdings Limited (RBI Registered NBFC) at 6.00% p.a. rate of interest pursuant to the decision of Board of Directors of the company. The loan is repayable on demand and to be utilized by the borrower for its business purpose. The Loan amount given by the company is within the limit prescribed by Section 186 of the Companies Act-2013. In the opinion of the Management of the Company the Loan is considered good.

- (II) The Subsidiary Company has given an unsecured Loan of which outstanding balance as on 31-3-2022 was Rs.2074.35 Lakhs (Previous year as on 31-3-2021 was Rs. 4986.27 Lakhs) to Beta Edibles Processing Private Limited at 6.00% p.a. rate of interest pursuant to the decision of Board of Directors of the company. The loan is repayable on demand and to be utilized by the borrower for its business purpose. The Loan amount given by the company is within the limit prescribed by Section 186 of the Companies Act-2013. In the opinion of the Management of the Company the Loan is considered good.
- (III) The Holding Company is taken an unsecured Loan of which outstanding balance as on 31-3-2022 was Rs.248.54 Lakhs (Previous year as on 31-3-2021 was Rs. 207.38 Lakhs) from Worldwide Holdings Ltd. (RBI Registered NBFC) at 7.50% p.a. rate of interest pursuant to the decision of Board of Directors of the company. The loan is repayable on demand and to be utilized by the company for its business purpose.

**XIX. Related Party Disclosures (as prescribed under IND AS-24)**

**(I) Relationships**

- (A) Enterprises that control or are controlled by or are under common control with the reporting enterprises –

- (i) Subsidiary Company : Health Care Energy Foods Private Limited
- (ii) Fellow Subsidiary Companies : Unisphere Industries Private Limited

- (B) Associates and Joint Ventures : NIL

- (C) Key management personnel and relatives of such personnel

**Sai Capital Limited**

- i. Mr. Neeraj Kumar Singh (Managing Director)
- ii. Mr. Kailash Chandra Sharma (Independent Director)
- iii. Ms. Kamlesh Gupta: Independent Director
- iv. Ms. Juhi Singh (Director & CFO)
- v. Mr. Nitin Gupta (CS)

**Health Care Energy Foods Private Limited**

- i. Mr. Devendra Singh (Whole Time Director)
- ii. Mr. Ankur Rawat (Director)
- iii. Mrs. Shikha Arora (Independent Director) (Resigned on 17-4-2021)
- iv. Mr. Kailash Chandra Sharma (Independent Director)
- v. Mr. Kamlesh Gupta (Independent Director) (Join on 17.04.2021)

**Unisphere Industries Private Limited Company**

- i. Mr. AnkurRawat (Director)
- ii. Mr. Kamlesh Gupta(Director)

- (D) Enterprises over which any person described in (c) is able to exercise significant influence. This includes enterprises owned by directors or major shareholders of the reporting enterprise and enterprises that have a member of key management in common with the reporting enterprise:

Sl.No.	Name of Relatives	Position Held
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1	Avadh Food & Beverages Private Limited	Common Director
2	Health Care Energy Foods Private Limited	Subsidiary Company
3	Pawanputra Hotels and Resorts Private Limited	Common Director
4	Sai Agencies Private Limited	Shareholder
5	Sai Business and Consultancy Systems Private Limited	Shareholder
6	Sai Enterprises Private Limited	Shareholder
7	Pasupati Acrylon Limite	Common Director
8	Marda Commercial & Holdings Limited	Common Director
9	Leo Capital Services Limited	Common Director
10	Unisphere Industries private Limited	Fellow Subsidiary

(II) **The Following transactions were carried out with related parties in the ordinary course of business**

(i) **Short Term Employee Benefits (Remuneration Paid)**

Nature of Transaction	Key Management Personal and their Relatives		Outstanding Balance as on	
	31.03.2022	31.03.2021	31.03.2022	31.03.2021
Devendra Singh	NIL	22.15 Lakhs*	NIL	NIL
Ankur Rawat	NIL	08.55 Lakhs*	NIL	NIL
Mr. Nitin Gupta	15.50 Lakhs	15.50 Lakhs	1.29 Lakhs	1.29 Lakhs

\*Including notice pay, Gratuity and Leave encashment

(ii) **Post Retirement Benefit**

Nature of Transaction	Key Management Personal and their Relatives	
	31.03.2022	31.03.2021
Post Retirement Benefit to Key Managerial Person (Director)	NIL	NIL

(iii) **Other Transactions**

Nature of Transaction	Term and Condition of Transaction	Transaction carried out during the Financial Year ending on		Outstanding Balance as on	
		31.03.2022	31.03.2021	31.03.2022	31.03.2021
Loan given/(Receipt) to/from Unisphere Industries Private Limited	Unsecured repayable on demand	(297.40) Lakhs	266.57 Lakhs	NIL	272.61 Lakhs

<b>Interest received on loan from Unisphere Industries Private Limited</b>	Interest is 6% per annum	16.43 Lakhs	6.53 Lakhs	NIL	NIL
<b>Dividend Paid to Sai Capital Limited</b>	Dividend paid as and when approved by the Board	NIL	51.50 Lakhs	NIL	NIL
<b>Investment in Preference share (OCCRPS) of – Unisphere Industries Private Limited</b>	<b>1% Optionally Convertible Cumulative Redeemable Preference Shares on or before 10 years (“OCCRPS”)</b>	300.00 Lakhs*	NIL	300.00 Lakhs	NIL

- All transactions with related parties are made on terms equivalent to those that prevail in an arm’s length transactions and within the ordinary course of business.

\*As per Ind AS classification of OCCRPS:

- Equity component of compound financial instruments Rs. 210.48 Lakhs
- Liability component of compound financial instruments Rs. 89.52 Lakhs

## XX. Investment in property:

**Owner occupied property:** Company had acquired residential property at Goa for leasing and held for capital appreciation:

Relevant line item in Balance Sheet	Description of items of Property	Gross Carrying Value (Rs. in Lakhs)	Title Deed held in the name of	Whether title deed holder is a promoter, director or relative# of promoter*/director or employee of promoter/director	Property held since which date	Reason for not being held in the name of the company **
Investment property	Residential Building	252.30	Unisphere Industries	N.A.	18-12-2020	N.A.

	(Land & Building)		Private Limited			
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- a) **Address of Property:** House No. ADG/19/309 at Village Curca, Bambolim and Talaulim, Taluka Tiswadi, Goa.
- b) Due to property is under renovation and same has been completed during current financial year. So fair value of property is same as carrying amount.
- c) Expenses of property reported as Under:

Nature of expenses	Amount (Rs.in Lakhs)
Interest on borrowing	16.43
Electricity Expenses	0.65
Lift AMC	0.48
Maintenance Charges	0.24
Water Charges	0.20
<b>Total</b>	<b>18.00</b>

- d) There is no restriction in existence and amounts of restrictions on the realisability of investment property or the remittance of income and proceeds of disposal.

## XXI. Financial risk management

The company has exposure to the following risk arising from financial instruments.

- Credit risk
- Liquidity risk, and
- Market risk

### a. Credit Risk

Credit risk is the risk that a counter party will not meet its obligation under a financial instrument or customer contract, leading to a financial loss.

#### Trade Receivable

Credit risk on its receivables is recognised on the statement of financial position at the carrying amount of those receivable assets, net of any provisions for doubtful debts. Receivable balances and deposit balances are monitored on a monthly basis with the result that the company's exposure to bad debts is not considered to be material.

The company has no significant concentrations of credit risk as the principal customer of the company is the government departments. The company does not have any credit risk outside India.

The ageing of trade receivable (Major Debtor-ICDS) that were not impaired is as follows:

Particulars	Carrying amount(In Lakhs)	
	As at March 31, 2022	As at March 31, 2021
Neither past due nor impaired		



Past due 1-30 days	NIL	NIL
Past due 31-90 days	33.64	NIL
Past due 91-120 days	NIL	NIL
Past due 121-180 days	NIL	NIL
Past due 181-360 days	NIL	2044.90
More than 360 days	2044.90	NIL

#### Other financial assets

The Company maintains exposure in cash and cash equivalents, term deposits with banks, Unsecured loans to companies.

The Group held cash equivalents and other bank balances of Rs 2248.10 lakhs as at March 31, 2022 (Previous Year Rs. 3214.47 Lakhs) and bank balance other than cash & cash equivalent is Rs 0.00 lakhs (Previous Year of Rs. 980.00 Lakhs). The cash balances are held within bank counterparties with good credit ratings. Further the companies to whom the unsecured loans have been given are financially sound and have well market reputation. The company keep regular track of the financial activities of the companies to whom unsecured loans have been given.

The ageing of loan and advance given that were not impaired is as follows

Particulars	Carrying amount(In Lakhs)	
	As at March 31, 2022	As at March 31, 2021
Neither past due nor impaired		
Past 1-30 days	1710.13	1121.65
Past 31-90 days	Nil	Nil
Past 91-120 days	Nil	Nil
Past 121-180 days	1000.00	1241.57
Past 181-360 days	1125.00	1255.00
More than 360 days	21806.37	23035.76

Management believes that the unimpaired amounts that are past due by more than 30 days are still collectible in full, based on historical payment behaviour and extensive analysis of customer credit risk.

#### b. Liquidity Risk

Liquidity risk is defined as the risk that the company will not be able to settle or meet its obligations on time, or at a reasonable price. The company's treasury department is responsible for liquidity, funding as well settlement management. In addition, processes and policies related such to risk are overseen by senior management. Management monitors company's net liquidity position rolling forecasts on the basis of expected cash flows.

Maturity pattern of financial liabilities

Non derivative financial liabilities (March 31, 2022)	Carrying amounts in Lakhs	Contractual cash flows				
		Total	0-1 years	1-2 years	2-5 years	More than 5 years

Borrowings and interest thereon	248.54	248.54	0	0	0	248.54
Trade payables	0.00	0.00	0.00	0	0	0
Other payables	4.89	4.89	4.89	0	0	0
Other Expenses Payable	4.10	4.10	4.10	0	0	0
Duties & Taxes Payable	1.01	1.01	1.01	0	0	0

Non derivative financial liabilities (March 31, 2021)	Carrying amounts in Lakhs	Contractual cash flows				
		Total	0-1 years	1-2 years	2-5 years	More than 5 years
Borrowings and interest thereon	207.38	207.38	0	0	0	207.38
Trade payables	0.97	0.97	0.97	0	0	0
Other payables	5.54	5.54	4.57	0.97	0	0
Other Expenses Payable	14.54	14.54	14.54	0	0	0
Duties & Taxes Payable	1.24	1.24	1.24	0	0	0

**c. Market risk**

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise two types of risk: interest rate risk and other price risk, such as equity price risk and commodity risk. Financial instrument affected by market risk include loans and borrowings, deposits and investments. Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

**d. Capital management**

For the purpose of the company's capital management, capital includes issued capital and other equity. The primary objective of the company's capital management is to maximize shareholders value. The company manages its capital structure and makes adjustment in the light of changes in economic environment and requirements of the financial covenants.

The company monitors following ratios as under:

**Amounts in Lakhs**

Particulars	Numerator	Denominator	31-03-2022	31-03-2021	% Variance	Reason for Variance
(a) Current Ratio	Current Asset	Current Liabilities				
	30,322.73	281.22	107.83		71.62%	Note 1 (a)
	33,016.22	86.90		379.94		
(b) Debt-Equity Ratio	Total Debt	Shareholder's Equity				

	248.54	36,056.38	0.01		-16.17%	
	207.38	34,950.83		0.01		
(c) Debt Service Coverage Ratio	Earnings for debt service = Net profit after taxes + Non-cash operating expenses+ finance cost	Debt service = Interest & Lease Payments + Principal Repayments				
	1,216.53	16.84	72.24		-	Note 1 (b)
	568.51	16.50		34.45	109.71%	
(d) Return on Equity Ratio	Net Profits after taxes	Average Shareholder's Equity				
	1,105.49	36,056.38	0.03		-	Note 1 (c)
	483.25	34,950.83		0.01	121.75%	
(e) Trade Receivables turnover ratio	Net credit sales = Gross credit sales - sales return	Average Trade Receivable				
	N.A.	N.A.	N.A.		N.A.	N.A.
	N.A.	N.A.		N.A.		
(f) Trade payables turnover ratio	Other expenses + Employee benefit expenses	Average Trade Payable				
	N.A.	N.A.	N.A.		N.A.	N.A.
	N.A.	N.A.		N.A.		
(g) Inventory turnover ratio	Cost of Goods Sold	Average Inventory				
	N.A.	N.A.	N.A.		N.A.	N.A.
	N.A.	N.A.		N.A.		
(h) Net capital turnover ratio	Net sales = Total sales - sales return	Working capital = Current assets – Current liabilities				
	N.A.	30,041.51	N.A.		N.A.	N.A.
	N.A.	32,929.32		N.A.		
(i) Net profit ratio	Net Profit after taxes	Net sales = Total sales - sales return				

	1,105.49	N.A.	N.A.		N.A.	N.A.
	483.25	N.A.		N.A.		
(j) Return on Capital employed	Earnings before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt				
	1,571.68	36,304.92	0.04		-75.50%	Note 1 (e)
	867.23	35,158.21		0.02		
(k) Return on investment	Finance Income	Time weighted average Investment				
	N.A.	N.A.	N.A.			
	N.A.	N.A.		N.A.	N.A.	N.A.

Note 1(a) : During the year company has invested in non-current assets from cash and cash equivalents and other Bank balance and increase in provision and tax liability.

Note 1(b) : Due to increase in interest income and Supplementary invoice of wheat rate difference which was related to previous financial year and decrease in other expenses as compare to preceding financial year.

Note 1(c) : Due to increase in interest income and Supplementary invoice of wheat rate difference which was related to previous financial year and decrease in other expenses as compare to preceding financial year.

Note 1(d) : Due to increase in interest income and Supplementary invoice of wheat rate difference which was related to previous financial year and decrease in other expenses as compare to preceding financial year.

## XXII. Fair Value Measurement

### a) Financial Instrument by Category:

Particulars	As at 31 March 2022			As at 31 March 2021		
	<u>FVPL</u>	<u>FVOCI</u>	<u>Amortised Cost</u>	<u>FVPL</u>	<u>FVOCI</u>	<u>Amortised Cost</u>
<b>Financial Assets</b>						
<b>(A) Non-Current</b>						
(i) Investment other than Subsidiaries	Nil	Nil	0.05	Nil	Nil	0.05
(ii) Security Deposit	Nil	Nil	674.31	Nil	Nil	637.22
(iii) Other Financial Assets	NIL	Nil	NIL	6.00	Nil	43.16**
<b>(B) Current</b>						
(i) Trade Receivable	Nil	Nil	2,080.77	Nil	Nil	2,047.13
(ii) Cash & Cash Equivalents	Nil	Nil	2,248.10***	Nil	Nil	3,214.47
(iii) Bank Balance other than Cash & Cash Equivalents	Nil	Nil	Nil	Nil	Nil	980

(iv)Loans	Nil	Nil	25,641.51	Nil	Nil	26,381.37
(v)Other Financial Assets	Nil	Nil	1.42	Nil	Nil	0.87
<b><u>Financial Liabilities</u></b>						
<b><u>(A)Non-Current</u></b>						
(i)Borrowings	Nil	Nil	248.54	Nil	Nil	207.38
(ii)Trade Payable	Nil	Nil	Nil	Nil	Nil	Nil
(iii)Other Financial Liabilities	Nil	Nil	Nil	Nil	Nil	Nil
<b><u>(B) Current</u></b>						
(i)Borrowings	Nil	Nil	Nil	Nil	Nil	Nil
(ii)Trade Payable	Nil	Nil	Nil	Nil	Nil	0.97
(iii)Other Financial Liabilities	Nil	Nil	6.12	Nil	Nil	17.34

The carrying amounts of trade receivables, cash and cash equivalents, other bank balances, dividend receivables, other receivables, trade payables, capital creditors, other liabilities are considered to be the same as their fair values due to the current and short-term nature of such balances

\*\*The Company had invested in 9,72,800 shares of Sai Industries Limited, of which 9,71,600 shares have not been transferred in the name of the Company. During the year company has written off advance for share amounting to Rs. 43.16 Lacs.

\*\*\* Cash and cash equivalents includes bank balance of Allahabad bank of Rs.0.46 lacs, this account is convert in dormant account due to this balance confirmation is not available and management has considered this balance good and fully recoverable.

#### b) Fair value of Preference share (“OCCRPS”):

The fair value measurement for preference share capital (1% Optionally Convertible Cumulative Redeemable Preference Shares (“OCCRPS”)) have been categorized as “*estimate using with and Without Approach*” fair value based on the inputs to the valuation techniques used.

##### With Scenario:

- The Company raised INR 3.0 Crores through convertible note financing. Given the proximity of the financing to the Valuation Date, the Precedent Transaction Method was deemed an appropriate methodology to use in estimating the equity value of the company. The implied equity value was estimated at INR 3,00,88,244.
- The estimated equity value was then allocated using an OPM between all classes of shares. The key inputs to the OPM were:
  - o Time = 10 years; based on the expiry of the OCCRPS
  - o Risk-free rate = 7.09%; based on the yield on a 10-year government bond
  - o Volatility = 51.16%; based on peer group historical volatility for a 10-year look back period.
- In the with Scenario, the Note was modeled as a non-participating instrument, where the investor will first receive their invested capital and dividends and then convert to common shares when favorable.
- The fair value of Note under the with Scenario was estimated at INR 3.0 Crores.

**Without Scenario:**

- The equity value estimated in the with Scenario was allocated using an OPM between all classes of shares. The key inputs to the OPM were:
  - o Time = 10 years; based on the expiry of the OCCRPS
  - o Risk-free rate = 7.09%; based on the yield on a 10-year government bond
  - o Volatility = 51.16%; based on peer group historical volatility for a 10-year look back period.
- In the Without Scenario, the Note was modeled as a plain vanilla debt instrument and will only receive the invested capital and dividends. No conversion rights were included in the Without Scenario.
- The fair value of Note under the Without Scenario was estimated at INR 0.90 Crores.

**Conclusion**

- The fair value of the Feature was then estimated as the fair value of note under the With Scenario less the fair value of note under the Without Scenario.
- The concluded fair value of the Feature was INR 2.1 Crores.
- Please refer to Exhibit 1 for details.

[1] With Scenario - Fair Value of OCCRPS Series - I (a)	₹ 30,000,000
[2] Without Scenario - Fair Value of OCCRPS Series - I (b)	₹ 8,951,580

Value of the Conversion Feature (a - b) ₹ 21,048,420

Balance Sheet:

Liability	₹ 8,951,580
Equity	₹ 21,048,420

**XXIII. Additional Information as per Part-II of Schedule-III of the Companies Act, 2013**

Name of the entity in the	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss		Share in other comprehensive Income		Share in total comprehensive Income	
	As% of consolidated net assets	Amount	As% of consolidated profit & loss	Amount	As% of consolidated Other comprehensive income	Amount	As% of total comprehensive income	Amount
1	2	3	4	5	6	7	8	9
<b>Parent</b>	100%	-220.45	100%	-97.26	100%	0	100%	-97.26
<b>Subsidiaries</b>								
<b>Indian</b>								
Healthcare Enrgy Foods Pvt. Ltd.	98.10%	35,611.11	98.10%	1,179.84	98.10%	0.07	98.10%	1,179.91
<b>Foreign</b>	-	-	-	-	-	-	-	-

<b><u>Non-controlling Interests in all subsidiaries</u></b>	1.90%	691.48	1.90%	22.91	1.90%	0.00	1.90%	22.91
<b><u>Associates (Investment as per the equity method)</u></b>								
<b>Indian</b>	100.00%	36,302.59	100.00%	1,202.75	100.00%	0.07	100.00%	1,202.82
<b>Foreign</b>	-	-	-	-	-	-	-	-
<b><u>Joint Ventures (as per proportionate consolidation / investment as per the equity method)</u></b>								
<b>Indian</b>	-	-	-	-	-	-	-	-
<b>Foreign</b>	-	-	-	-	-	-	-	-
<b>Total</b>	<b>100%</b>	<b>36,082.14</b>		<b>1,105.49</b>		<b>0.07</b>		<b>1,105.56</b>
<b>Less: Elimination</b>	-	-25.75	-	-	-	-	-	-
<b>G.Total</b>		<b>36,056.38</b>		<b>1,105.49</b>		<b>0.07</b>		<b>1,105.56</b>

## FOR SAI CAPITAL LIMITED

(Dr. Niraj K. Singh)  
 Managing Director  
 DIN : 00233396

(Juhi Singh)  
 Director & CFO  
 DIN : 02022313

(Nitin Gupta)  
 Company Secretary  
 M. No. : F8485

Place-New Delhi  
 Date- 30-05-2022











