

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

## **2022-23**

### **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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### **IMPORTANT COMMUNICATION TO MEMBERS**

The Ministry of Corporate Affairs has taken a “Green Initiative in Corporate Governance” by allowing paperless compliances by Companies and has issued Circulars stating that service of Notice / Documents including Annual Report can be sent by e-mail to its Members. To support this Green Initiative of the Government in full measure, Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holding with the Depository through concerned Depository Participants.

**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 (Up to June 03, 2022) Mr. Ankur Rawat (w.e.f. June 03, 2022)
<b>Non-Executive Independent Directors</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 (Up to 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 (Up to 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 (Up to 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 (Up to June 03, 2022) Mr. Ankur Rawat (w.e.f. June 25, 2022)
<b>Company Secretary and Compliance Officer</b>	Mr. Nitin Gupta, FCS
<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>	M/s. 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>	M/s. Indian Bank, Aurobindo Place, Hauz Khas, New Delhi – 110016 M/s. Axis Bank, Square One, Saket, New Delhi - 110017
<b>Statutory Auditors</b>	M/s. Mehrotra & Co., 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>28<sup>th</sup> Annual General Meeting</b>	29 <sup>th</sup> September, 2023 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 28<sup>th</sup> Annual General Meeting (“AGM / 28<sup>th</sup> AGM”) of the Members of M/s. SAI CAPITAL LIMITED (“the Company”) will be held on Friday, the 29<sup>th</sup> day of September, 2023, 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 Annual Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2023 including the Balance Sheet as at 31<sup>st</sup> March 2023, 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 appoint a Director in place of Mr. Ankur Rawat (DIN: 07682969), who retires by rotation and being eligible, offers himself for re-appointment.

### 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 provisions of the Companies Act, 2013 and all other applicable Rules, Schedules, Regulations, Circulars, Directions, Notifications, Press Notes, Guidelines and Laws (including any statutory modifications or re-enactments thereof for the time being in force), and subject to all applicable approvals, permissions and sanctions, and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals, permissions, sanctions, the consent of the Members of the Company be and is hereby accorded for the increase in the total Shareholding Limit of Foreign Investments by Non- Resident Indians (NRIs); Foreign Portfolio Investors (FPIs) and Foreign Institutional Investors (FIIs) as defined and registered under the relevant regulations by the Securities and Exchange Board of India (SEBI) on their own account and on behalf of each of their SEBI approved sub-accounts by whatever name called, to acquire and hold equity shares of the Company through primary issuances and/or secondary market purchases, up to an aggregate limit of 24% of the paid-up equity share capital of the Company, provided however that the shareholding of foreign investors including NRIs, FPIs or FIIs, on their own account and on behalf of each of their SEBI approved sub-accounts in the Company, shall not exceed such limits as may be prescribed from time to time, under applicable Acts, Laws, Rules and Regulations.”

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

**Date : 1<sup>st</sup> September, 2023**  
**Place : New Delhi**

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

**IMPORTANT NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out material facts concerning the business under Item No. 3 of the accompanying Notice, is annexed hereto and forms part of this Notice. The Board of Directors of the Company at its meeting held on November 14, 2022 considered that the special business under Item No. 3, *being considered unavoidable*, be transacted at the 28<sup>th</sup> AGM of the Company.
2. The Ministry of Corporate Affairs, Government of India (“MCA”) vide its General Circular Nos. 20/2020 and 10/2022 dated 5<sup>th</sup> May 2020 and 28<sup>th</sup> December 2022, respectively, and other circulars issued in this respect (“MCA Circulars”) allowed, *inter-alia*, conduct of AGMs through Video Conferencing/ Other Audio-Visual Means (“VC/ OAVM”) facility on or before 30<sup>th</sup> September 2023, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2020. The Securities and Exchange Board of India (“SEBI”) also vide its Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5<sup>th</sup> January 2023 (“SEBI Circular”) has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). In compliance with these Circulars, provisions of the Act and the Listing Regulations, the 28<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 28<sup>th</sup> AGM shall be the Registered Office of the Company.
3. 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 28<sup>th</sup> AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting through Board Resolution/ Power of Attorney/Authority Letter, etc., for participation in the 28<sup>th</sup> AGM through VC/ OAVM facility and e-Voting during the 28<sup>th</sup> AGM and since the 28<sup>th</sup> AGM is being held through VC/ OAVM facility, the Route Map is not annexed in this Notice.
4. In terms of the MCA Circulars, the Notice of the 28<sup>th</sup> AGM and the Annual Report for the financial year 2022-23, 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).
5. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, 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, as amended, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the 28<sup>th</sup> AGM and facility for those Members participating in the 28<sup>th</sup> AGM to cast vote through e-Voting system during the 28<sup>th</sup> AGM. Members may note that NSDL may use third party service provider for providing participation of the Members through VC/ OAVM facility.
6. Members may join the 28<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 28<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 28<sup>th</sup> AGM.

7. 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 28<sup>th</sup> AGM without any restriction on account of first-come-first-served basis.
8. Attendance of the Members participating in the 28<sup>th</sup> AGM through VC/ OAVM facility using their login credentials shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. Electronic copy of the Annual Report for the financial year 2022-23 including Notice of the 28<sup>th</sup> AGM of the Company, *inter-alia*, indicating the process and manner of electronic voting ("e-voting") is being sent to all the Members whose e-mail 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 2022-23, the Member may send a request at the Company's e-mail address at [cs@saicapital.co.in](mailto:cs@saicapital.co.in) mentioning Folio No. / DP ID and Client ID.

10. Members, whose e-mail address, bank account details or mobile number is not registered with the Company or with their respective Depository Participant(s) ['DPs'], and who wish to receive the Notice of the 28<sup>th</sup> AGM and the Annual Report for the financial year 2022-23 and all other communication sent by the Company, from time to time, can get their e-mail address, bank account details and mobile number registered by following the steps as given below:-
  - a) Members holding shares in physical form may send scanned copy of signed request letter mentioning the folio number, complete address, e-mail address to be registered along with scanned self-attested copy of the PAN and any other document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by e-mail to the Company's e-mail address at [cs@saicapital.co.in](mailto:cs@saicapital.co.in).
  - b) Members holding shares in Dematerialized mode may update the e-mail address, bank account details and mobile number through their respective Depository Participant (s).
11. General instructions for accessing and participating in the 28<sup>th</sup> AGM through VC / OAVM facility and voting through electronic means including remote e-Voting:-

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

- » The remote e-Voting period will commence from 26<sup>th</sup> September, 2023 (9:00 A.M. IST) and end on 28<sup>th</sup> September, 2023 (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., 22<sup>nd</sup> September, 2023, 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 28<sup>th</sup> AGM for information purpose only.

### How to Log-in to NSDL e-Voting website?

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*





#### **Step 1: Access to NSDL e-Voting system**

#### **A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in Dematerialized mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Dematerialized mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their Demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can 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, this will prompt you 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. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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> <li>If you are not registered for IDeAS e-Services, 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></li> <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. 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. Click on 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</li> </ol>

	<p>meeting.</p> <p>4. 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> <p><b>NSDL Mobile App is available on</b></p> <p> <b>App Store</b>       <b>Google Play</b></p> <p>      </p>
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <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. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on 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 &amp; 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 Shareholders holding securities in Dematerialized mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders 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 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders 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 toll free no. 1800 22 55 33

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in Demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

- 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 eservices 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:
a) 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*****.
b) 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*****.
c) 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 shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - 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.
  - How to retrieve your 'initial password'?
    - If your email ID is registered in your Demat account or with the company, your 'initial password' is communicated to you on your email ID. 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'.
    - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids 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.
  - After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  - Now, you will have to click on "Login" button.
  - 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 and join General Meeting on NSDL e-Voting system?**

- 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 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.

- f) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- g) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for Shareholders**

- a) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [csrashmi3011@gmail.com](mailto:csrashmi3011@gmail.com), with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
- b) 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.
- c) 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.: 022 - 4886 7000 and 022 - 2499 7000 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### **Process for those Shareholders whose e-mail Ids are not registered with the Depositories for procuring User Id and password and registration of e-mail Ids for e-voting for the Resolutions set out in this Notice:**

1. In case Shares are held in physical mode please provide Folio No., Name of Shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) by e-mail to [cs@saicapital.co.in](mailto:cs@saicapital.co.in).
2. 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), AADHAAR (self attested scanned copy of Aadhaar Card) to [cs@saicapital.co.in](mailto:cs@saicapital.co.in). If you are an Individual Shareholder 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 Shareholders holding securities in Demat mode.**
3. Alternatively Shareholders/Members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring User Id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and e-mail ID correctly in their Demat account in order to access e-Voting facility.

**INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members / Shareholders, who will be present at the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system at the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE 28<sup>TH</sup> AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush.
2. 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, 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.
3. Members can submit questions in advance with regard to the financial statements or any other matter to be placed at the 28<sup>th</sup> AGM, from their registered e-mail address, mentioning their Name, DP ID and Client ID number/ Folio Number and mobile number, so as to reach the Company’s e-mail address at [cs@saicapital.co.in](mailto:cs@saicapital.co.in) at least Seven Days in advance before the start of the meeting i.e. by 22<sup>nd</sup> September, 2023 by 12:30 P.M. (IST). Only such questions posed by the Members within the stipulated time shall be taken up during the AGM and replied by the Company suitably.
4. When a pre-registered speaker is invited to speak at the AGM, but 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.
5. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the AGM.
6. Institutional Investors who are members of the Company, are encouraged to attend and vote in the 28<sup>th</sup> AGM through VC / OAVM facility.

**C. Instructions for Members for e-Voting during the 28<sup>th</sup> AGM are as under:**

- a) Members may follow the same procedure for e-Voting during the 28<sup>th</sup> AGM as mentioned above for remote e-Voting.
- b) Only those Members/ Shareholders, who will be present in the 28<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 at the 28<sup>th</sup> AGM.
- c) Members who have cast their vote by remote e-Voting prior to the 28<sup>th</sup> AGM may also participate in the 28<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 28<sup>th</sup> AGM shall be the same persons mentioned for remote e-Voting and reproduced here for convenience:

Mr. Amit Vishal, Assistant Vice President or Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Ltd., Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013, at the designated e-mail 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 +91-22-24994545. 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 22<sup>nd</sup> September, 2023.
- b) Any person, who acquires shares of the Company and becomes member of the Company after the Company sends the Notice of the 28<sup>th</sup> AGM by e-mail and holds shares as on the cut-off date i.e., 22<sup>nd</sup> September, 2023, 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 28<sup>th</sup> AGM.
- d) During the 28<sup>th</sup> AGM, the Chairman shall, after response to the questions raised by the members in advance or as a speaker at the 28<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 28<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 28<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 28<sup>th</sup> AGM, first download the votes cast at the 28<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 BSE Limited, Mumbai.
12. 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.
13. The Securities and Exchange Board of India (SEBI) has mandated furnishing of PAN, KYC details (i.e., Postal Address with Pin Code, e-mail address, mobile number, bank account details) and nomination details by holders of securities in prescribed forms. Effective from 1st January 2022, any service requests or complaints received from the member, are being processed by the RTA on receipt of aforesaid details / documents. On or after 1st October, 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).
14. Nomination facility as per the provisions of Section 72 of the Act is available to individuals holding shares in the Company. Members can nominate a person in respect of all the shares held by him singly or jointly. Members holding shares in physical form and who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, the Member may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the website of the Company and RTA. Members holding shares in electronic form may approach their respective DPs for completing the nomination formalities.
15. SEBI has mandated that securities of listed companies can be transferred only in dematerialised form. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form, for ease in portfolio management.
16. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25<sup>th</sup> January 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz. Issue of duplicate securities certificate; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Further SEBI vide its circular No.

SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/65 dated 18<sup>th</sup> May 2022 has simplified the procedure and standardized the format of documents for transmission of securities. The relevant forms can be downloaded from the website of the Company and RTA.

17. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's RTA, the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
18. Documents referred to in the accompanying Notice of the 28<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 Saturdays, up to and including the date of the 28<sup>th</sup> AGM of the Company.
19. 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 28<sup>th</sup> AGM. During the 28<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>.
20. 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 Directors seeking re-appointment at the 28<sup>th</sup> AGM, forms an integral part of the Notice of the 28<sup>th</sup> AGM. Requisite declaration has been received from the Director seeking re-appointment.

**DETAILS IN TERMS OF REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURES REQUIREMENTS) REGULATIONS, 2015)**

**Item No. 2**

In terms of Section 152(6) of the Companies Act, 2013, Mr. Ankur Rawat (DIN: 07682969) shall retire by rotation at the forthcoming AGM and being eligible offers himself for re-appointment.

Mr. Ankur Rawat was redesignated as Non-Executive Non-Independent Director of the Company with effect from June 24, 2022, and appointed as Chief Financial Officer of the Company on June 25, 2022. Upon his re-appointment as a Director, Mr. Rawat shall continue to hold office as a Non-Executive Non Independent Director.

Mr. Rawat aged 37 years, holds 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.

Mr. Rawat is a Member of Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee of the Board of Directors of the Company and also a Director of M/s. Health Care Energy Foods Private Limited, M/s. Unisphere Industries Private Limited, M/s. Sai Agencies Private Limited, M/s. Sai Enterprises Private Limited and M/s. Sai Business and Consultancy Systems Private Limited. He does not hold any Equity Shares in the Company.

Except Mr. Rawat, 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. 2 of the accompanying Notice of the 28<sup>th</sup> AGM. During the year 2022-23, Mr. Rawat attended the 6 (six) Board Meetings of the Company.

Mr. Rawat is not related to any Director or Key Managerial Personnel of the Company. Accordingly, the Board of Directors recommend his re-appointment to the Members for their approval by way of an Ordinary Resolution as set out at Item No. 2 of the Notice of the 28<sup>th</sup> AGM.

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

**Dated : 1<sup>st</sup> September, 2023**  
**Place : New Delhi**

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

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT  
TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 3**

To make more space for NRIs/ FPIs/ FIIs to invest in the Equity Share Capital of the Company, it is proposed to enhance the shareholding limits of Foreign Investors including NRIs/ FPIs / FIIs in the Company from 10% to 24% of the Paid Up Equity Share Capital of the Company. This would result in widening the investor base of the Company, facilitating/ benefiting the Shareholders and the Company.

In terms of Foreign Exchange Management Act, 1999 ("FEMA") and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 ("Regulations"), the ceiling for total holdings of all Foreign Portfolio Investors ("FPIs", as defined in the Regulations) put together in the Company shall not exceed 24% of the paid up equity share capital of the Company on a fully diluted basis. Since the sectoral cap for foreign investment in the Company is 100.00%, the aggregate FPI Shareholding in the Company may be increased up to 24% of its total paid up capital on a fully diluted basis with approval of the Shareholders by way of Special Resolution.

The Resolution set out in the Notice will enable the NRIs, FPIs and FIIs to acquire shares of the Company in a manner permitted under FEMA and the Regulations within the revised ceiling as specified under the Resolution.

The Board recommends the Resolution as set out in Item No. 3 of the Notice for approval of Members as Special Resolution.

None of the Directors, Promoters, Key Managerial Personnel, and their Relatives are in any way concerned or interested in this Resolution.

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

**Dated : 1<sup>st</sup> September, 2023**  
**Place : New Delhi**

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

**Board's Report**

Dear Members,

Your Directors are pleased to present the 28<sup>th</sup> Annual Report along with the Audited Financial Statements of your Company for the financial year ended 31<sup>st</sup> March, 2023 (F.Y. 2022-23).

**Financial Performance**

The Audited Financial Statements of your Company as on 31<sup>st</sup> March, 2023, are prepared in accordance with the relevant applicable IND-AS and Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the provisions of the Companies Act, 2013 ("Act").

The summarized financial highlight is depicted below:

(Figure in Rs. Lacs)

Description	Standalone		Consolidated	
	2022-23	2021-22	2022-23	2021-22
Revenue from Operations & Other Income	0.33	1.98	1,594.62	1,841.57
Expenses	55.29	99.24	1,077.32	286.73
Profit before exceptional items and tax	(54.96)	(97.26)	517.30	1,554.84
Exceptional Items (Prior Period Income/ (Expenses))	0.30	Nil	0.30	Nil
Profit before tax	(55.25)	(97.26)	517.01	1,554.84
<i>Provision for taxation</i>				
Current Tax	Nil	Nil	242.96	441.05
Deferred Tax	Nil	Nil	14.30	8.30
Tax of earlier year	Nil	Nil	Nil	Nil
Profit after tax	(55.25)	(97.26)	259.74	1,105.49

**Performance Highlights**

During the financial year, total revenue of your Company on standalone basis stood at Rs. 0.33 Lacs as compared to Rs. 1.98 Lacs during the previous financial year 2021-22. The Net loss of the Company on standalone basis stood at Rs. 55.25 Lacs as compared to Net loss of Rs. 97.26 Lacs during the previous financial year 2021-22.

Further, during the financial year, the consolidated revenue from operations of the Company stood at Rs. 1,594.62 Lacs as compared to Rs. 1,841.57 Lacs during the previous financial year 2021-22. The Net profit for the financial year on consolidated basis stood at Rs. 259.74 Lacs as compared to Net Profit of Rs. 1,105.49 Lacs during the previous financial year 2021-22.

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

A list of Bodies Corporate which are Subsidiary / Step-Down Subsidiaries of your Company is provided as part of the notes to consolidated financial statements.

Pursuant to the provisions of Section 129, 134 and 136 of the Act read with rules made thereunder, and Regulation 33 of the SEBI Listing Regulations, the Company has prepared consolidated financial statements and a separate statement containing the salient features of financial statements of subsidiaries in Form AOC-1, which forms part of this Annual Report.

During the year under review, M/s. Butterfly Ayurveda Private Limited has become a Step-Down Subsidiary of your Company.

The financial statements of the Subsidiary Companies shall also be kept for inspection by any Shareholder during working hours at the Company's Registered Office and that of the respective Subsidiary company concerned.

In accordance with Section 136 of the Act, the Audited Financial Statements, including Consolidated Financial Statements and related information of the Company and audited accounts of each of its subsidiaries, are available on website of the Company at [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, 2023.

**c) Amount Transfer to Reserves**

There is no amount proposed to be transferred 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**

During the year under review, M/s. Butterfly Ayurveda Private Limited became a Step-Down Subsidiary of your Company.

During the year under review, M/s. Unisphere Industries Private Limited – Step-Down Subsidiary of your Company, has added three clauses to its Main Objects of Memorandum of Association, increased its Authorised Share Capital and approved variation of Shareholders' Rights.

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**

As on 31st March, 2023, your Company's Board of Directors had four Members comprising of one Executive Director, one Non-Executive, Non-Independent Director, and two Non-Executive, Independent Directors. The Board has one Woman Director. The details of composition of the Board and Committees, tenure of Directors, areas of expertise and other details are available in the Corporate Governance Report, which forms part of this Annual Report.

**Changes in Directors:**

During the year under review, 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 Annual General Meeting held in the year 2022 and further 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. Their appointments were approved by the Shareholders of the Company at the 27<sup>th</sup> Annual General Meeting held on August 05, 2022.

In accordance with the provisions of Section 152 of the Companies Act, 2013, read with rules made thereunder and Articles of Association of your Company, Mr. Ankur Rawat (DIN: 07682969) is liable to retire by rotation at the ensuing Annual General Meeting (AGM) and being eligible, offers himself for re-appointment.

Your Company has received declarations from all the Independent Directors confirming that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and there has been no change in the circumstances which may affect their status as an Independent Director.

**Change in Key Managerial Personnel:**

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 C.F.O. was accepted by the Board of Directors in their meeting held on June 06, 2022.

Pursuant to the provisions of Section 203 of the Companies Act, 2013, Dr. Niraj Kumar Singh – Managing Director, Mr. Ankur Rawat - Chief Financial Officer and Mr. Nitin Gupta - Company Secretary are the Key Managerial Personnel of your Company as on 31<sup>st</sup> March, 2023.

*Brief profile of the Director proposed to be re-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 re-appointment of Director for the approval of the Shareholders of the Company.*

**Committees of the Board**

Details of various Committees constituted by the Board, including the Committees mandated pursuant to the applicable provisions of the Act and SEBI Listing Regulations, are given in the Corporate Governance Report, which forms part of this Annual Report.

**Number of Meetings of the Board**

The Board met 8 (Eight) times during the year under review. The details of board meetings and the attendance of the Directors are provided in the Corporate Governance Report, which forms part of this Annual Report.

**Independent Directors' Meeting**

The Independent Directors met on 14<sup>th</sup> February, 2023, without the attendance of Non-Independent Directors and members of the management. The Independent Directors reviewed the performance of Non-Independent Directors, the Committees and the Board as a whole along with the performance of the Chairman of your Company and assessed the quality, quantity and timeliness of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

**Board Evaluation and Familiarization Programme**

The Board carried out an annual performance evaluation of its own performance and that of its Committees and Individual Directors as per the formal mechanism for such evaluation adopted by the Board.

The performance evaluation of the Chairman, the Non-Independent Directors, the Committees and the Board as a whole was carried out by the Independent Directors. The exercise of performance evaluation was carried out through a structured evaluation process covering various aspects of the Board functioning such as composition of the Board & Committees, experience & competencies, performance of specific duties & obligations, contribution at the meetings and otherwise, independent judgment, governance issues etc.

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>.

**Directors' Responsibility Statement**

Pursuant to Section 134(5) of the Act, the Board, to the best of their knowledge and based on the information and explanations received from your Company, confirm that:

- (a) in the preparation of the Annual Financial Statements for the financial year ended March 31, 2023, 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 2023 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 Financial Statements 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 2022-23, no cases of sexual harassment were reported.

### **CORPORATE GOVERNANCE REPORT**

Your Company is committed to maintain highest standards of corporate governance practices. The Corporate Governance Report, as stipulated by SEBI Listing Regulations, forms part of this Annual Report along with the required certificate from a Statutory Auditor, regarding compliance of the conditions of Corporate Governance, as stipulated.

In compliance with Corporate Governance requirements as per the SEBI Listing Regulations, your Company has formulated and implemented a Code of Conduct for all Board Members and senior management personnel of your Company ("Code of Conduct"), who have affirmed the compliance thereto. The Code of Conduct is available on the website of your Company at [www.saicapital.co.in](http://www.saicapital.co.in).

**ANNUAL RETURN**

Pursuant to Section 134(3) (a) of the Act, the draft annual return as on 31st March, 2023 prepared in accordance with Section 92(3) of the Act is made available on the website of your Company and can be assessed at [www.saicapital.co.in](http://www.saicapital.co.in).

**VIGIL MECHANISM**

Your Company has adopted a whistle blower policy and has established the necessary vigil mechanism for Directors and employees in confirmation with Section 177 of the Act and Regulation 22 of SEBI Listing Regulations, to facilitate reporting of the genuine concerns about unethical or improper activity, without fear of retaliation.

The vigil mechanism of your Company provides for adequate safeguards against victimization of Directors and employees who avail of the mechanism and also provides for direct access to the Chairperson of the Audit Committee in exceptional cases.

No person has been denied access to the Chairperson of the Audit Committee. The said policy is uploaded on the website of your Company at [www.saicapital.co.in](http://www.saicapital.co.in).

During the year under review, no complaint has been registered under this mechanism.

**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**

All transactions with related parties are placed before the Audit Committee for its approval. An omnibus approval from Audit Committee is obtained for the related party transactions which are repetitive in nature.

All transactions with related parties entered into during the financial year were at arm's length basis and in the ordinary course of business and in accordance with the provisions of the Act and the rules made thereunder, the SEBI Listing Regulations and your Company's Policy on Related Party Transactions.

Your Company has not entered into any transactions with related parties requiring approval of the Board of Directors in terms of Section 188 of the Act. Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Act, in Form AOC 2, is not applicable.

No loans / investments to / in the related party(ies) have been written off or classified as doubtful during the year under review. The Policy on Related Party Transactions is available on your Company's website i.e., [www.saicapital.co.in](http://www.saicapital.co.in).

### **PUBLIC DEPOSITS**

There were no outstanding deposits within the meaning of Section 73 and 74 of the Act read with rules made thereunder at the end of the FY 2022-23 or the previous financial years. Your Company did not accept any deposit during the year under review.

### **INVESTOR EDUCATION AND PROTECTION FUND (IEPF)**

The Company has not paid dividend in past. Hence, there is no requirement of transfer of unpaid dividend as per the requirements of the IEPF Rules.

### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

The particulars of Loans, Guarantees and Investments 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**

Pursuant to Section 139 of the Act read with rules made thereunder, as amended, M/s. Mehrotra & Co., Chartered Accountants (ICAI Firm Registration Number: 000720C) were appointed as the Statutory Auditors of your Company at the 27<sup>th</sup> AGM held on August 05, 2022, for the first term of five years till the conclusion of 32<sup>nd</sup> Annual General Meeting (AGM) of your Company to be held in the year 2027.

The Statutory Auditors had confirmed that they are not disqualified to continue as Statutory Auditors and are eligible to hold office as Statutory Auditors of your Company. Representative of the previous Statutory Auditors i.e., M/s Aditya Agarwal & Associates, Chartered Accountants, attended the previous AGM of your Company held on August 05, 2022.

The Notes to the financial statements referred in the Auditors' Report are self-explanatory. The Auditors' Report is enclosed with the financial statements in this Annual Report.

Previous Statutory Auditors i.e., 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 had expressed their intention not to seek reappointment as Statutory Auditors of the Company on conclusion of their 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 AGM held in the year 2022, 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 AGM of the Company held on 5<sup>th</sup> August, 2022.

The Board of Directors of the Company 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 5 (five) consecutive financial years from the conclusion of 27<sup>th</sup> AGM held in the year 2022 till the conclusion of the 32<sup>nd</sup> AGM on remuneration, terms and conditions as may approved by the Board. The Members of the Company at their 27<sup>th</sup> AGM held on 5<sup>th</sup> August, 2022 approved the appointment of M/s. Mehrotra & Co., Chartered Accountants as Statutory Auditors of the Company. In accordance with the provisions of the Act, the appointment of Statutory Auditors is not required to be ratified at every AGM.

Auditors' Report to the Shareholders for the financial year ended 31st March, 2023, does not contain any qualification.

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

During the year under review, the Statutory Auditor, Secretarial Auditor and Internal Auditor of your Company have not reported any instances of fraud committed in your Company by its officers or employees, to the Audit Committee under section 143(12) of the Companies Act, 2013.

#### **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, 2023. 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, 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.

Pursuant to the provisions of Section 204 of the Act, read with the rules made thereunder, the Board had appointed Ms. Rashmi Sahni - Practicing Company Secretary, to undertake the Secretarial Audit of your Company for the FY 2022-23. The Secretarial Audit Report for the year under review is provided as Annexure to this report. There are no qualifications, reservations or adverse remarks or disclaimers in the said Secretarial Audit Report.

#### **Secretarial Audit of Material Unlisted Indian Subsidiary**

As on 31st March, 2023 your Company had 1 (one) material subsidiary. As per the requirements of SEBI Listing Regulations, a Practicing Company Secretary was appointed by the material subsidiary of the Company to undertake secretarial audit for F.Y. 2022-23. The Secretarial Audit Report issued by the Secretarial Auditor confirms that the relevant material subsidiary has complied with the provisions of the Act, rules, regulations and guidelines and that there were no deviations or non-compliances.

#### **AUDIT COMMITTEE**

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

**INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY**

The Board of 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, 2023, 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 of Directors, designated persons and other connected persons have affirmed compliance with the Code.

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

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 the Company's future performance or financial condition. The forward-looking statements contained herein involve risks and uncertainties, including statements as to:

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

- 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 DISCLOSURES

Your Directors state that no disclosure or reporting is required in respect of the following items, as there were no transactions/events of such nature during the year under review:

1. Issue of equity shares with differential rights as to dividend, voting or otherwise.
2. Issue of Shares (Including Sweat Equity Shares) to employees of your Company under any scheme.
3. Voting rights which are not directly exercised by the employees in respect of shares for the subscription/ purchase of which loan was given by your Company (as there is no scheme pursuant to which such persons can beneficially hold shares as envisaged under section 67(3)(c) of the Act).
4. Application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016.

5. One-time settlement of loan obtained from the Banks or Financial Institutions.
6. Revision of financial statements and Directors' Report of your Company.

**CAUTIONARY STATEMENT**

Statements in this Report, particularly those which relate to Management Discussion and Analysis as explained in this 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**

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 : 1<sup>st</sup> September, 2023**  
**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	Equity 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 (Material Subsidiary)	INR	1.05	37,031.72	37,235.10	202.32	227.72	1,561.69	956.78	257.24	699.54	NIL	98.10%	India
2	Butterfly Ayurveda Private Limited (Step-Down Subsidiary)	INR	4,800.00	-1,906.52	3,950.01	1,056.53	NIL	57.19	-350.20	0.02	-350.22	NIL	98.10%	India
3	Unisphere Industries Private Limited (Step-Down Subsidiary)	INR	1.00	64.16	261.08	195.91	NIL	0.13	-34.33	NIL	-34.33	NIL	98.10%	India

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

- Names of subsidiaries which are yet to commence operations: NIL
- 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	None
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	

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 : 1<sup>st</sup> September, 2023  
Place : New Delhi

**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31.03.2023**

***[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 “**M/s. Sai Capital Limited**” (hereinafter called “**the Company**”). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conduct/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 systems 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 31.03.2023 (“**Audit Period**”), 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, 2023 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 Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations");
  - (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (c) The 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 and Sweat Equity) Regulations, 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 Non-Convertible Securities) Regulations, 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 since there is no action/ event in pursuance of said regulation)*
  - (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; *(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)*

I 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").

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

### **Recommendations as a matter of best practice:**

In the course of our audit, I have made certain recommendations for good corporate practices to the compliance team, for its necessary consideration and implementation by the Company.

I 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 I 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: 30-08-2023**

**Rashmi Sahni**  
**Practicing Company Secretary**  
**Membership No: 25681**  
**Certificate Practice No. 10493**  
**PRC No. 1614/2021**  
**UDIN: A025681E000894670**

**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 M/s. Sai Capital Limited (hereinafter called 'the Company') is the responsibility of the management of the Company. Our examination was limited to the verification 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. I 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. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.
- d. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- e. Where ever required, I 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 responsibility of management. Our examination was limited to the verification of procedures on test basis.
- g. For the purpose of other laws, I relied on the reports of the internal auditor and Compliance certificates provided by the Company.

**Disclaimer:**

- h. 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: 30-08-2023**

**Rashmi Sahni**

**Practicing Company Secretary**

**Membership No: 25681**

**Certificate Practice No. 10493**

**PRC No. 1614/2021**

**UDIN: A025681E000894670**

**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2023

[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 (LODR) Regulations, 2015]

**The Members,**  
**HEALTH CARE ENERGY FOODS PRIVATE LIMITED**  
**(CIN: U70109DL2007PTC161756)**  
**B-143, Okhla Industrial Area, Phase-I**  
**New Delhi-110020**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. **HEALTH CARE ENERGY FOODS PRIVATE LIMITED ("Company")**. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conduct/statutory compliances and expressing my Opinion thereon.

Based on my verification of the **HEALTH CARE ENERGY FOODS PRIVATE LIMITED** books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March 2023 ("**Audit Period**") 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 Audit Period, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws Framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings;- **Not Applicable During The Audit Period**
- (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 Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"); - **Not Applicable During The Audit Period**

- b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011- ***Not Applicable During The Audit Period***
- c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992- ***Not Applicable During The Audit Period***
- d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 - ***Not Applicable During The Audit Period***
- e. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (repealed w.e.f. 13th August 2021/ Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021(notified on 13th August) 2021; - ***Not Applicable During The Audit Period***
- f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008- ***Not Applicable During The Audit Period***
- 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 During The Audit Period***
- h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009- ***Not Applicable During The Audit Period***
- i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998- ***Not Applicable During The Audit Period***

Further I have also examined compliance with Secretarial Standards issued by The Institute of Company Secretaries of India.

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

**I/we further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive, Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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.

Majority decision is carried through while the dissenting members' views are captured and recorded, if any, as part of the minutes.

I further report that:

- Company under review is a material subsidiary of listed entity M/s. **SAI CAPITAL LIMITED** and hence a deemed public Company, accordingly all provisions of public company are applicable to the company except so far the restrictions in AOA shall hold as applicable to private Company
- the company had invested in optionally convertible 1 % preference shares of its subsidiary M/s. **UNISPHERE INDUSTRIES PRIVATE LIMITED** which have been converted to 7% non-convertible preference shares as per consent accorded by the company and shareholders of the subsidiary.
- the provisions of section 135 of Companies Act, 2013 are applicable to the Company and have been implemented by the Company
- 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.

**Place: Kanpur**

**Date: 31/08/2023**

**CS SAKSHI GUPTA**

**ACS59295**

**COP: 22952**

**UDIN: A059295E000905448**

**Note:** *This Report is to be read with our letter of even date which is annexed as 'Annexure - A' and forms an integral part of this Report.*

**Annexure – ‘A’**

**The Members,  
HEALTH CARE ENERGY FOODS PRIVATE LIMITED  
(CIN: U70109DL2007PTC161756)  
B-143, Okhla Industrial Area Phase-I,  
New Delhi-110020**

Our Report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the Management of the Company. Our responsibility is to express an opinion on the secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company like, Income Tax, GST, etc.
4. Wherever required, we have obtained the Management representations about the compliance of applicable Laws, Rules and Regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the Management in terms of Section 134 (5) (f) of the Companies Act, 2013. Our examination was limited to the verification of procedures on test basis.
6. 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.
7. The audit was conducted based on the verification of the Company's books, papers, minutes books, forms and returns filed, documents and other records furnished by them or obtained from the Company electronically and also the information provided by the company and its officers by audio and/or visual means.

**Place: Kanpur  
Date: 31/08/2023**

**CS SAKSHI GUPTA  
ACS59295  
COP: 22952  
UDIN: A059295E000905448**

**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 2022-23 is as follows:**

<b>Name of Director(s)/KMP</b>	<b>Designation</b>	<b>Total Remuneration (Rs.)</b>	<b>Ratio of remuneration of Director to the median remuneration of the employees</b>
Dr. Niraj Kumar Singh	Chairman and Managing Director	Nil	N.A.
Mrs. Juhi Singh (Resigned w.e.f. June 03, 2022)	Non-Executive Director and Chief Financial Officer	Nil	N.A.
Mr. Ankur Rawat (Appointed w.e.f. June 03, 2022)	Non-Executive Director and Chief Financial Officer	Nil	N.A.
Mr. Nitin Gupta	Company Secretary and Compliance Officer	17,10,000/-	1

**Note:**

1. The information provided above is on Standalone basis.
2. Average Salary has been taken into account.
3. 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 Director and KMPs are considered.
4. Median remuneration of the Company for all its employee is Rs. 17,10,000/- for the financial year 2022-23. 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 2022-23 are as follows:**

<b>Name</b>	<b>Designation</b>	<b>Remuneration</b>		<b>Increase/Decrease %</b>
		<b>2022-23</b>	<b>2021-22</b>	
Dr. Niraj Kumar Singh	Chairman and Managing Director	Nil	Nil	N.A.
Mrs. Juhi Singh (Resigned w.e.f. June 03, 2022)	Chief Financial Officer	Nil	Nil	N.A.
Mr. Ankur Rawat (Appointed w.e.f. June 03, 2022)	Chief Financial Officer	Nil	Nil	N.A.

Mr. Nitin Gupta	Company Secretary and Compliance Officer	17,10,000/-	15,50,004/-	<b>10.32%</b>
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**C. Percentage increase in the median remuneration of all employees in the financial year 2022-23:**

Particulars	2022-23 (Rs.)	2021-22 (Rs.)	Increase %
Median remuneration of all employees per annum*	17,10,000/-	15,50,004/-	10.32%

\* For calculation of median remuneration, the employee count taken is 3 and 3 for the financial year 2022-23 and 2021-22, 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, 2023: 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, and as approved by the Nomination and Remuneration Committee of the 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 2022-23, 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. 17,10,000/-	Company Secretary	More than 12 years	29 <sup>th</sup> May, 2019	37	Shalimar Paints Limited

3. Details of employees, employed for a part of the financial year 2022-23, 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 terminable by notice on either side.

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

**Dated : 1<sup>st</sup> September, 2023**  
**Place : New Delhi**

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

**REPORT ON CORPORATE GOVERNANCE FOR THE YEAR ENDED MARCH 31, 2023****1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE**

Corporate Governance is about meeting our strategic goals responsibly and transparently, while being fully accountable to our stakeholders. The Company is equipped with a robust framework of Corporate Governance that considers the interest of every stakeholder. We strive to operate with total commitment to integrity, fairness, equity, transparency, accountability and respect for values. The Corporate Governance framework adopted by the Company lays down procedures and mechanisms for enhancing leadership for smooth administration and productive collaboration among employees, value chain, community, investors and the Government.

The Company is in full compliance with the conditions of Corporate Governance as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as applicable.

**2. BOARD OF DIRECTORS**

The Board of Directors of the Company is responsible for the establishment of ethical, sustainable, accountable and cultural growth of the Company and, comprises of a high level of integrated, knowledgeable and committed professionals. The Board is at the helm of the Company's Corporate Governance practices. It provides strategic guidance and independent views to the Company's senior management while discharging its fiduciary responsibilities.

**Composition of the Board**

The Company has a balanced Board of Directors with optimum combination of Executive, Non-Executive Directors and Non-Executive Independent Directors, which plays a crucial role in Board processes and provides independent judgment on issues of strategy and performance.

The Board currently comprises of 4 (four) Directors out of which 1 (one) Director is an Executive Director, 1 (one) is a Non-Executive, Non-Independent Director and remaining 2 (two) are Independent Directors. The Independent Directors are Non-Executive Directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations. The maximum tenure of the Independent Directors is in compliance with the Companies Act, 2013 ("Act"). All the Independent Directors have confirmed that they meet the criteria of Independence as defined under regulation 16(1)(b) of the SEBI Listing Regulations and Section 149 of the Act.

The present strength of the Board reflects a judicious mix of professionalism, competence and sound knowledge which enables the Board to provide effective leadership to the Company. The Independent Directors have included their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014.

None of the Directors of the Company is related to each other. In compliance with Regulation 17A and 26 of the SEBI Listing Regulations, none of Company's Director is a member of

more than 10 (ten) committees or acts as an Independent Director in more than 7 (seven) listed companies or chairperson of more than 5 (five) committees (committees being, audit committee and stakeholders' relationship committee) across all the companies in which he/she is a Director. All the Directors have made necessary disclosures regarding Committee positions held by them in other companies and do not hold the office of Director in more than 10 (ten) public companies as on 31st March 2023.

The composition of the Board is in conformity with Regulation 17 of the SEBI Listing Regulations.

The details of the Board and the number of Directorships and Committee positions held by the Directors as on 31st March 2023 are as under:

Name, Designation, and DIN of Director	Age and Date of Appointment	Category of Directorship	No. of other Directorship held * (other than Sai Capital Limited)	Details of Committee ** (other than Sai Capital Limited)	
				Chairman	Member
Dr. Niraj Kumar Singh (Chairman and Managing Director) DIN: 00233396	62 Years 14.06.1995	<i>Promoter – Executive Director</i>	Nil	N.A.	N.A.
Mr. Ankur Rawat (Director) DIN: 07682969	37 Years 03.06.2022	<i>Non-Executive, Non Independent Director</i>	Nil	N.A.	N.A.
Mr. Kailash Chandra Sharma (Director) DIN: 00339013	66 Years 14.11.2019	<i>Non-Executive, Independent Director</i>	Nil	N.A.	N.A.
Mrs. Kamlesh Gupta (Director) DIN: 07243898	47 Years 26.03.2021	<i>Non-Executive, Independent Director</i>	1	Nil	1

\*Excluding Private Limited Companies, Foreign Companies, Section 8 Companies and Alternate Directorships.

\*\* Includes only Audit Committee and Stakeholders' Relationship Committee, as per Regulation 26 of the SEBI Listing Regulations.

Profiles of the Directors are available on the website of the Company at [www.saicapital.co.in](http://www.saicapital.co.in).

Details of name of other listed entities where Directors of the Company are Directors and the category of Directorship, as on 31st March 2023, are as under:

<b>Name of Director</b>	<b>Name of other Listed entities in which the concerned Director is a Director</b>	<b>Category of Directorship</b>
Mrs. Kamlesh Gupta (DIN: 07243898)	M/s. Pasupati Acrylon Limited	Non-Executive & Independent

During the year under review, Dr. Niraj Kumar Singh (DIN: 00233396) resigned from the position as Managing Director of the Company with effect from close of business on June 03, 2022. However, he continued to act as Director (Executive, Non-Independent) of the Company.

Further, on the recommendation of Nomination and Remuneration Committee, Dr. Niraj Kumar Singh (DIN: 00233396), was appointed 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. Mr. Ankur Rawat (DIN: 07682969), was appointed as Additional Director of the Company with effect from June 03, 2022. Their appointments were approved by the Members of the Company in their 27<sup>th</sup> Annual General Meeting held in the year 2022.

Mrs. Juhi Singh (DIN:02022313) resigned from the position as Director and Chief Financial Officer of the Company with effect from close of business on June 03, 2022. Mr. Ankur Rawat was re-designated as Chief Financial Officer of the Company with effect from June 25, 2022.

1. As on March 31, 2023, no Director is related to any other Director on the Board.
2. The number of directorships and committee positions is excluding your Company.

### **Board Meetings and Procedure**

The Board Meetings are governed by a structured agenda. All major agenda items are backed by comprehensive background information to enable the Board to take informed decisions. The Company Secretary, in consultation with the Senior Management, prepares the detailed agenda for the meetings.

Agenda papers and Notes on Agenda are circulated to the Directors, in advance, in the defined agenda format. All material information is being circulated along with agenda papers for facilitating meaningful and focused discussions at the meeting. Where it is not practicable to attach any document to the agenda, the same is tabled before the meeting with specific reference to this effect in the agenda. In special and exceptional circumstances, additional or supplementary item(s) on the Agenda are permitted.

In order to transact some urgent business, which may come up after circulation of agenda papers, the same is placed before the Board by way of table agenda or Chairman's agenda.

Minimum 4 (four) Board meetings are held every year.

The required information as enumerated in Part A of Schedule II to SEBI Listing Regulations is made available to the Board for discussions and consideration at every Board Meeting. The Board

periodically reviews compliance reports of all laws applicable to the Company, as required under Regulation 17(3) of the SEBI Listing Regulations.

The important decisions taken at the Board / Committee meetings are communicated to departments concerned promptly.

During the year under review, Board met 8 (eight) times i.e. on 30<sup>th</sup> May 2022, 6<sup>th</sup> June, 2022, 24<sup>th</sup> June, 2022, 25<sup>th</sup> June, 2022, 6<sup>th</sup> July, 2022, 13<sup>th</sup> August, 2022, 14<sup>th</sup> November, 2022 and 14<sup>th</sup> February 2023, The Board meets at least once in every quarter to review the Company's operations and financial performance. The maximum time gap between any two meetings is not more than 120 days. The necessary quorum was present in all the meetings.

The details of attendance of Directors at the Board Meetings and at the Annual General Meeting held during the FY 22-23, are as under:

Name of Directors (s)	No. of Meetings		Attendance at last AGM***	% of attendance
	Held during the tenure	Attended		
Dr. Niraj Kumar Singh	8	8	Yes	100.00
Mrs. Juhi Singh*	2	1	N.A.	50.00
Mr. Ankur Rawat**	7	6	Yes	86.00
Mr. Kailash Chandra Sharma	8	8	Yes	100.00
Mrs. Kamlesh Gupta	8	8	Yes	100.00

\* Mrs. Juhi Singh resigned from the position of Director of the Company with effect from June 03, 2022.

\*\* Mr. Ankur Rawat appointed as Additional Director of the Company with effect from June 03, 2022 and his appointment was confirmed as Non-Executive Non-Independent Director in AGM held on August 05, 2022

\*\*\*Directors attended AGM through Video Conference/ Other Audio-Visual Means.

During the year, the Board accepted all recommendations of the Committees of the Board, which were statutory in nature and required to be recommended by the Committee and approved by the Board. Hence, the Company is in compliance of stipulation under clause 10(j) of Schedule V of the SEBI Listing Regulations.

At the 27<sup>th</sup> Annual General Meeting held on Friday, 5<sup>th</sup> August, 2022 through Video Conferencing/ Other Audio Visual Means ("VC/OAVM facility"), the shareholders: i. Appointed M/s. Mehrotra & Co., Chartered Accountants as Statutory Auditors of the Company for a term of five consecutive years from the conclusion of 27<sup>th</sup> Annual General Meeting till the conclusion of 32<sup>nd</sup> Annual General Meeting of the Company to be held in the year 2027; ii. Appointed Dr. Niraj Kumar Singh as Chairman and Managing Director of the Company for a period of five consecutive years with effect from 25<sup>th</sup> June, 2022; iii. Appointed Mr. Ankur Rawat as Non-Executive, Non-Independent Director of the Company with effect from 3<sup>rd</sup> June, 2022.

The Company has adequate 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 is available on the website of the Company at [www.saicapital.co.in](http://www.saicapital.co.in).

During the year, a separate meeting of the Independent Directors was held on 14th February, 2023 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, 2023 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 of the Board of Directors:

The following is the list of core skills / competencies identified by the Board of Directors as required in the context of the Company's business and that the said skills are available within the Board Members:

Skills / Expertise / Competencies	Dr. Niraj Kumar Singh	Mrs. Juhi Singh*	Mr. Ankur Rawat*	Mr. Kailash Chandra Sharma	Mrs. Kamlesh Gupta
Business Leadership	√	√	√	√	√
Financial Expertise	√	√	√	√	√
Risk Management	√	√	√	√	√
Global Experience	√	√	√	√	√
Merger & Acquisition	√	√	√	√	√
Corporate Governance & ESG	√	√	√	√	√
Technology & Innovations	√	√	√	√	√

\* Mrs. Juhi Singh resigned from the position of Director of the Company with effect from June 03, 2022.

\* Mr. Ankur Rawat appointed as Additional Director of the Company with effect from June 03, 2022 and his appointment was confirmed as Non-Executive Non-Independent Director in AGM held on August 05, 2022

#### **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 2022-2023.

#### **Directors' selection, appointment, induction and familiarization:**

As per the delegation given by the Board to the Nomination and Remuneration Committee (NRC) of the Company, the NRC screens and selects the suitable candidates, based on the defined criteria and makes recommendations to the Board for the induction of new Directors. The Board appoints the Director, subject to the shareholders' approval.

All new Directors are taken through a detailed induction and familiarization program when they join the Board of the Company. The induction program is exhaustive and covers the background of the Company and its growth, present structure and an overview of the businesses and functions.

#### **Remuneration Policy:**

The Remuneration Policy of the Company is directed towards rewarding performance, based on review of achievements on a periodic basis. The Company endeavours to attract, retain, develop and motivate the high-caliber executives and to incentivize them to develop and implement the strategy, thereby enhancing the business value and maintain a high performance workforce. The said Policy ensures that the level and composition of remuneration of the Directors is optimum.

#### **Remuneration to Executive Directors:**

The remuneration of the Executive Director is recommended by the Nomination and Remuneration Committee to the Board based on criteria such as industry benchmarks, the Company's performance vis-à-vis the industry, responsibilities shouldered, performance/track record, macro-economic review on remuneration packages of heads of other organizations. The pay structure of Executive Director has appropriate success and sustainability matrices built in. On the recommendation of the Nomination and Remuneration Committee, the remuneration paid/payable by way of salary, perquisites and allowances (fixed component), incentive and/or commission (variable components), to its Executive Director(s), within the limits prescribed under the Act is approved by the Board and by the Members in the General Meeting. However, during the year under review, the Company has not paid any remuneration to its Executive Director.

The Executive Director is not being paid sitting fees for attending meetings of the Board and its Committees.

Details of shares of the Company held by Directors as on 31st March 2023 are as under:

<b>Name of the Director</b>	<b>Number of Shares</b>
Dr. Niraj Kumar Singh	138600
Mr. Kailash Chandra Sharma	29400

As on March 31, 2023, except above, none of Directors of the Company holds equity shares of the Company in their individual capacity. The Company does not have any Employees' Stock Option Scheme and there is no separate provision for payment of severance fees.

Note on appointment/re-appointment of Directors:

Mr. Ankur Rawat, Director is retiring at the ensuing AGM, and being eligible, has offered himself for reappointment.

### **3. Committees of the Board**

The Board Committees play a vital role in ensuring sound Corporate Governance practices. The Committees are constituted to handle specific activities and ensure speedy resolution of diverse matters. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by members of the Board, as a part of good governance practice. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action. The minutes of the meetings of all the Committees are placed before the Board for review.

As on 31st March 2023, the Board has following Committees:

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

#### **(a) AUDIT COMMITTEE**

The Audit Committee acts as a link among the Management, the Statutory Auditors, Internal Auditors and the Board to oversee the financial reporting process of the Company.

The Committee's purpose is to oversee the quality and integrity of accounting, auditing and financial reporting process including review of the internal audit reports and action taken report. 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 and Internal 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, 2023, the Audit Committee comprised of three members viz. Mrs. Kamlesh Gupta, Non-Executive, Independent Director (Chairperson), Mr. Ankur Rawat (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.

During the year, the Audit Committee met 6 (six) times on 30<sup>th</sup> May 2022, 25<sup>th</sup> June 2022, 6<sup>th</sup> July 2022, 13<sup>th</sup> August 2022, 14<sup>th</sup> November 2022 and 14<sup>th</sup> February 2023 and all members of the Audit Committee participated in the aforesaid meetings, except for Mr. Ankur Rawat who could not attend one meeting. The maximum gap between any two meetings was less than one hundred and twenty days.

The details of the Audit Committee meetings attended by its members during FY 2022-23, are given below:

Name and designation	Category	No. of Meetings		% of attendance
		Held during the tenure	Attended	
Mrs. Kamlesh Gupta (Chairperson)	Non-Executive & Independent Director	6	6	100.00%
Mrs. Juhi Singh (Member)	Non-Executive & Non-Independent Director	1	1	100.00%
Mr. Ankur Rawat (Member)	Non-Executive & Non-Independent Director	5	4	80.00%
Mrs. Kailash Chandra Sharma (Member)	Non-Executive & Independent Director	6	6	100.00%

During the 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 their 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).

All members of the Audit Committee have accounting and financial management knowledge and expertise / exposure.

The Board reviews the minutes of the Audit Committee Meetings at its subsequent meetings.

#### **Internal Audit:**

After the closure of year under review, on the recommendation of the Audit Committee, the Board of Directors of the Company, re-appointed M/s Gupta Singh and Associates, Chartered Accountants as Internal Auditors of the Company for the financial year 2023-24. 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 2023, the Nomination and Remuneration Committee comprised of Mrs. Kamlesh Gupta, Non-Executive, Independent Director (Chairperson), Mr. Ankur Rawat (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 2 (two) times on 3<sup>rd</sup> June, 2022 and 25<sup>th</sup> June, 2022 and all members of the Committee participated in the aforesaid meetings.

The details of the Nomination and Remuneration Committee meetings attended by its members during FY 2022-23, are given below:

Name and designation	Category	No. of Meetings		% of attendance
		Held during the tenure	Attended	
Mrs. Kamlesh Gupta (Chairperson)	Non-Executive & Independent Director	2	2	100.00%
Mrs. Juhi Singh (Member)	Non-Executive & Non-Independent Director	1	1	100.00%
Mr. Ankur Rawat (Member)	Non-Executive & Non-Independent Director	1	1	100.00%
Mrs. Kailash Chandra Sharma (Member)	Non-Executive & Independent Director	2	2	100.00%

During the 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 at 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 did not participate. 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 decisions. 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.

A brief profile and other particulars of the Director seeking re-appointment is given in the Notice of the 28<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, 2023, the Stakeholders' Relationship Committee comprised of Mr. Kailash Chandra Sharma, Non-Executive, Independent Director (Chairman), Mr. Ankur Rawat, 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 13<sup>th</sup> August, 2022.

All members of the Committee participated in the aforesaid meeting.

During the year, two complaints were received from shareholders. The complaints have been resolved to the entire 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 at 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)
27 <sup>th</sup>	5 <sup>th</sup> August, 2022 at 12:30 P.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>- Appointment of Dr. Niraj Kumar Singh as Chairman and Managing Director</li> <li>- Appointment of Mr. Ankur Rawat as Non – Executive, Non-Independent Director</li> </ul>
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>

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 Financial Express/ Millenium Post and Jansatta/ 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 (IST)	:	Friday, 29 <sup>th</sup> September, 2023 at 12:30 p.m.
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, Rasvillas Salcon, D-1, Saket District Centre, Saket, New Delhi - 110017</i>

### (ii) Financial Calendar 2023-2024 (tentative)

First Quarter Results	:	Second week of August, 2023
Second Quarter and Half-yearly Results	:	Second week of November, 2023
Third Quarter Results	:	Second week of February, 2024
Annual Results	:	Third/ Fourth week of May, 2024
Financial Year	:	1st April to 31st March
Annual Book Closure	:	23 <sup>rd</sup> September, 2023 to 29 <sup>th</sup> September, 2023

### 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, 2022-2023 on the BSE Ltd., Mumbai

Month	BSE			BSE (Sensex Closing)
	In Rs.			
	High	Low	Closing	
2022				
April	104.90	43.90	104.90	57,060.87
May	237.00	110.10	176.70	55,566.41
June	167.90	89.20	100.95	53,018.94
July	104.00	62.70	67.70	57,570.25
August	78.55	61.00	78.55	59,537.07
September	139.90	82.40	136.90	57,426.92
October	184.05	143.70	163.00	60,746.59
November	170.75	136.00	142.45	63,099.65
December	152.85	124.70	143.85	60,840.74

<b>2023</b>				
January	144.65	107.50	107.50	59,549.90
February	112.00	95.00	101.00	58,962.12
March	124.00	96.00	111.05	58,991.52

[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 2022-2023.

- 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, 2023

Category of Shareholder	Number of Shares	Percentage of Total Shares
Clearing Members	200	0.0069
Domestic Companies	1401	0.0487
Individuals/ HUF	702918	24.4128
NRI Directors / Promoters	326500	11.3396
NRI Rep	52081	1.8088
Promoters	1796200	62.3832
<b>Total</b>	<b>2879300</b>	<b>100.0000</b>

- vi) **Distribution of shareholding as on 31 March 2023:**

Group of Shares	No. of Shareholders	% to total no. of shareholders	No. of Shares held	% to total shares
1 – 500	1368	86.63	411518	14.28
501 - 1000	188	11.91	182709	6.35
1001 - 2000	8	0.51	11196	0.39
2001 - 3000	2	0.13	5084	0.18
3001 - 4000	0	0.00	0	0.00
4001 - 5000	1	0.06	5000	0.17
5001 - 10000	1	0.06	10000	0.35
10001 and above	11	0.70	2253793	78.28
<b>Total</b>	<b>1579</b>	<b>100.00</b>	<b>2879300</b>	<b>100.00</b>

- vii) **Dematerialization of Shares:**

68.82% equity shares of the Company have been dematerialised as on 31<sup>st</sup> March, 2023.

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 2022-23.

ix) **Address for Correspondence:**

Registered Office : G-25, Ground Floor, Rasvillas 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, 2023.

### 7. DISCLOSURES

During the year 2022-23, 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.

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 2022-23 or as on 31<sup>st</sup> March, 2023 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:**

The CIN of the Company is L74110DL1995PLC069787.

**Fees paid to Statutory Auditors:**

The Company has paid fees due to the Statutory Auditors during the financial year 2022-23.

**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 : 1<sup>st</sup> September, 2023**  
**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, 2023.

Date : 30<sup>th</sup> May, 2023

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, 2023 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.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	NIRAJ KUMAR SINGH	00233396	14/06/1995
2.	KAMLESH GUPTA	07243898	26/03/2021
3.	KAILASH CHANDRA SHARMA	00339013	14/11/2019
4.	ANKUR RAWAT	07682969	03/06/2022

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 : 17-08-2023**

**Rashmi Sahni**  
**Practicing Company Secretary**  
**M. No: 25681 COP No. 10493**  
**PRC NO. 1614/2021**  
**UDIN: A025681E000812555**

**CERTIFICATE ON CORPORATE GOVERNANCE**

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

We have examined the compliance of the conditions of Corporate Governance by Sai Capital Limited ('the Company') for the year ended on March 31, 2023, as stipulated under Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and para C, D & E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The compliance of the 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.

Our responsibility is limited to examining the procedures and implementation thereof, as adopted by the Company for ensuring compliance with conditions of 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.

We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India (the 'ICAI'), the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that perform Audits and reviews of Historical Financial Information, and other Assurances and related services Engagements.

Based on our examination of the relevant records and according to the information and explanation's provided to us and the representations provided by the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the Listing Regulations during the year under review.

We state that all investor grievances were addressed within 30 days of lodgment of grievances and as on 31/03/2023 & no investor complaint 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 the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For Mehrotra & Co.**  
**Chartered Accountants**  
**FRN no: 000720C**

**(CA Rakesh K.Agrawal)**  
**Partner**  
**Mem no: 401863**  
**UDIN: 23401863BQGBZB4943**

Place : Kanpur  
Date : 22nd August, 2023

**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 2023, 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 2023, 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 "Going Concern" under Notes to account in the standalone financial statements, wherein it is mentioned that the company has accumulated losses of Rs.563.63 Lakhs (previous year ended 31<sup>st</sup> March 2022 of Rs.508.38 Lakhs) net current liabilities of Rs.5.34 Lakhs (previous year ended 31<sup>st</sup> March 2022 of Rs. 4.53 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. 14 Company had written off Rs 0.05 Lacs in Profit/loss during the year which relates to diminution in value of Investment in other company 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 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2023 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 2023 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 Mehrotra & Co.  
Chartered Accountants  
FRN: 000720C**

**Place:** New Delhi  
**Date :** 30th May, 2023  
**UDIN :** 23401863BGQBYH8154

**R. K. Agrawal  
(Partner)  
Membership No. 401863**

**Annexure A to the Independent Auditor's report on the standalone financial statements of Sai Capital Limited for the year ended 31 March 2023**

(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 2023 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 have a vigil mechanism. Accordingly, clause 3(xi)(c) of the Order is 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. 55.25 Lacs in the current year and Rs. 97.36 Lacs in the immediately preceding financial year.
- (xviii) There has been a resignation of the statutory auditor during the year and we have taken into consideration the issues, objections or concerns raised by the outgoing auditor.
- (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 Mehrotra & Co.**  
**Chartered Accountants**  
**FRN: 000720C**

**Place:** New Delhi  
**Date :** 30th May, 2023  
**UDIN :** 23401863BGQBYH8154

**R. K. Agrawal**  
**(Partner)**  
**Membership No. 401863**

**Annexure B to the Independent Auditor's Report on the standalone financial statements of Sai Capital Limited for the year ended 31 March 2023****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 2023 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 2023, 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.

**For Mehrotra & Co.  
Chartered Accountants  
FRN: 000720C**

**Place:** New Delhi  
**Date :** 30th May, 2023  
**UDIN :** 23401863BGQBYH8154

**R. K. Agrawal  
(Partner)  
Membership No. 401863**

SAI CAPITAL LIMITED			
CIN: L74110DL1995PLC069787			
REGISTERED OFFICE : G-25, Ground Floor , Rasvillas Salcon, D-1, Saket District Centre Saket New Delhi - 110017			
BALANCE SHEET FOR THE YEAR ENDING ON 31st March 2023			
(Amounts In Lakhs)			
Particulars	Note	As at March 31, 2023	As at March 31, 2022
<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	25.75	25.80
ii) Loans	-	-	-
iii) Other financial assets	-	-	-
f) Income tax assets (net)	-	-	-
g) Other non-current assets	-	-	-
<b>Total non-current assets</b>		<b>25.75</b>	<b>25.80</b>
<b>2 Current assets</b>			
a) Inventories	-	-	-
b) Financial assets			
i) Trade receivables	-	-	-
ii) Cash and cash equivalents	3	1.79	5.36
iii) Bank balances other than cash and cash equivalents above	-	-	-
iv) Loans	-	-	-
v) Other financial assets	-	-	-
c) Other current assets	4	0.03	1.44
<b>Total Current assets</b>		<b>1.83</b>	<b>6.80</b>
<b>Total Assets</b>		<b>27.58</b>	<b>32.61</b>
<b>B EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
a) Equity share capital	5	287.93	287.93
b) Other equity	6	-563.63	-508.38
<b>Total equity</b>		<b>-275.70</b>	<b>-220.45</b>
<b>Liabilities</b>			
<b>1 Non-current liabilities</b>			
a) Financial liabilities			
i) Borrowings	7	297.94	248.54
ii) Other financial liabilities	-	-	-
b) Provisions	-	-	-
c) Deferred tax liabilities (net)	-	-	-
d) Other non-current liabilities	-	-	-
<b>Total non-current liabilities</b>		<b>297.94</b>	<b>248.54</b>
<b>2 Current liabilities</b>			
a) Financial liabilities			
i) Borrowings	-	-	-
ii) Trade payables	8	0.14	-
iii) Other financial liabilities	9	1.76	1.75
b) Other current liabilities	10	3.44	2.77
c) Provisions	-	-	-
d) Current tax liabilities (net)	-	-	-
<b>Total current liabilities</b>		<b>5.34</b>	<b>4.53</b>
<b>Total liabilities</b>		<b>303.28</b>	<b>253.06</b>
<b>Total equity and liabilities</b>		<b>27.58</b>	<b>32.61</b>
<b>The accompanying Notes &amp; SAP form an integral part of the Financial Statements 1-22</b>			
As per our attached report of even date			
<b>For Mehrotra &amp; Co.</b>		<b>For Sai Capital Limited</b>	
Chartered Accountants			
(CA R. K. Agrawal)		(Dr. Niraj K. Singh)	
Partner		Managing Director	
Membership No. 401863		DIN : 00233396	
Firm Registration No. 000720C		(Ankur Rawat)	
UDIN: 23401863BGQBYH8154		Director & CFO	
		DIN : 07682969	
		(Nitin Gupta)	
Place : New Delhi		Company Secretary	
Date: 30-05-2023		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 Profit and Loss for the period ended March 31, 2023			
(Amounts in Lakhs)			
Particulars	Note	As at March 31, 2023	As at March 31, 2022
<b>INCOME</b>			
Revenue from operations	-	-	-
Other income	11	0.33	1.98
<b>Total Income</b>		<b>0.33</b>	<b>1.98</b>
<b>EXPENSES</b>			
Cost of material consumed	-	-	-
Change in inventories of finished goods,	-	-	-
Employee benefits expenses	12	17.10	15.52
Finance costs	13	21.31	16.84
Depreciation and amortisation expenses	-	-	-
Other expenses	14	16.87	66.88
<b>Total expenses</b>		<b>55.29</b>	<b>99.24</b>
<b>Profit before exceptional items and tax</b>		<b>(54.96)</b>	<b>(97.26)</b>
Exceptional items		0.30	-
<b>Profit before tax</b>		<b>(55.25)</b>	<b>(97.26)</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>(55.25)</b>	<b>(97.26)</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 / (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 / (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>(55.25)</b>	<b>(97.26)</b>
<b>Earnings per Equity share</b>	<b>15</b>	<b>(1.92)</b>	<b>(3.38)</b>
<b>Basic and diluted earning Rs. Per equity share of Rs. 10 each</b>		<b>(1.92)</b>	<b>(3.38)</b>
<b>The accompanying Notes &amp; SAP form an integral part of the Financial Statements 1-22</b>			
As per our attached report of even date			
<b>For Mehrotra &amp; Co.</b>		<b>For Sai Capital Limited</b>	
Chartered Accountants			
(CA R. K. Agrawal)		(Dr. Niraj K. Singh) (Ankur Rawat)	
Partner		Managing Director Director & CFO	
Membership No. 401863		DIN : 00233396 DIN : 07682969	
Firm Registration No. 000720C			
UDIN : 23401863BGQBYH8154			
Place : New Delhi		(Nitin Gupta)	
Date: 30/05/2023		Company Secretary	
		M.No. F8485	

SAI CAPITAL LIMITED				
CIN: L74110DL1995PLC069787				
REGISTERED OFFICE : G-25, Ground Floor , Rasvilas Saloon, D-1, Saket District Centre Saket New Delhi - 110017				
Cash Flow Statement for the year ended 31-03-2023				
Particulars	F.Y. 2022-2023 Amount (In Lakhs)	F.Y. 2021-2022 Amount (In Lakhs)		
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>				
Net profit before tax	-55.25	-97.26		
<b>Adjustments for Non-Cash Items / Non-Operating Items:</b>				
Add: Depreciation/Assets Writtenoff	-	49.16		
Add: Interest Expense	21.31	16.84		
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>	-33.94	-31.26		
<b>Changes in current assets and liabilities:</b>				
<b>Change in Current Assets</b>				
Inventories	-	-		
Trade Receivable	-	-		
Short Term Loans And Advances	-	-		
Other Financial Assets	-	-		
Other Current Assets	1.41	3.19		
<b>Change in Current Liabilities</b>				
Short Term Borrowing	-	-		
Trade Payable	0.14	-		
Other Financial Liabilities	0.00	-0.09		
Other Current Liabilities	0.67	0.64		
Provision for Employee benefits	-	-		
<b>NET CASH GENERATED FROM OPERATING ACTIVITIES BEFORE INCOME TAX</b>	-31.72	-27.52		
Less: Income Tax Paid/ TDS (including Income Tax Demand)				
<b>NET CASH GENERATED FROM OPERATING ACTIVITIES</b>	-31.72	-27.52		
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>				
Purchases of Fixed Assets	-	-		
Sale of Fixed Assets	-	-		
Increase/(decrease) in Investment	0.05	-		
Increase/(decrease) in Non Current Financial Assets	-	-		
Increase in Non Current Assets	-	-		
Interest Income	-	-		
Loans & Advance	-	-		
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	0.05	-		
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>				
Share Capital	-	-		
Increase in Non- current other Financial Liability	49.40	41.16		
Secured Loans	-	-		
Interest Expense	-21.31	-16.84		
<b>NET CASH USED IN FINANCING ACTIVITIES</b>	28.09	24.32		
<b>NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	-3.58	-3.21		
<b>CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR</b>	5.36	8.57		
<b>CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR</b>	1.79	5.36		
<b>Reconciliation of liabilities arising from financing activities</b>				
Particulars	Short term borrowings	Long term borrowings	Lease liabilities	Total
<b>As at April 01, 2022</b>	-	248.54	-	248.54
<b>Cash flows</b>				
Lease rental paid	-	-	-	-
Receipt of loan	-	30.22	-	30.22
Repayment of loan	-	-	-	-
<b>Non cash changes</b>				
Interest on liability component of compound financial instruments	-	-	-	-
Additions of lease liabilities	-	-	-	-
Interest expense on Borrowing	-	19.18	-	19.18
	-	49.40	-	49.40
<b>Reconciliation of liabilities arising from financing activities</b>				
Particulars	As at 01 April 2022	Cash flows	Non cash changes	As at 31 March 2023
Short term borrowings	-	-	-	-
Long term borrowings	248.54	30.22	19.18	297.94
Lease liabilities	-	-	-	-
<b>The accompanying Notes from an integral part of the Financial Statements</b>				
As per our attached report of even date				
For Mehrotra & Co.			For Sai Capital Limited	
Chartered Accountants				
(CA R. K. Agrawal) Partner Membership No. 401863 Firm Registration No. 000720C UDIN : 23401863BGQBYH8154		(Dr. Niraj K. Singh) Managing Director DIN : 00233396		(Ankur Rawat) Director & CFO DIN : 07682969
Place : New Delhi Date: 30/05/2023		(Nitin Gupta) Company Secretary M.No. F8485		

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SAI CAPITAL LIMITED					
CIN: L74110DL1995PLC069787.					
REGISTERED OFFICE : G-25, Ground Floor , Rasvilas Salcon, D-1, Saket District Centre Saket New Delhi - 110017					
NOTE 5: SHARE CAPITAL					
(A) Authorised, Issued, Subscribed and paid up share capital				Amounts (in Lacs)	
PARTICULARS				AS AT 31-03-2023	AS AT 31-03-2022
<u>AUTHORISED SHARE CAPITAL</u> 60,00,000 EQUITY SHARES OF Rs. 10/- EACH (Previous Year 60,00,000 Equity Shares of Rs. 10/- each)				600.00	600.00
<u>ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL</u> 28,79,300 EQUITY SHARES OF Rs. 10/- EACH (Previous Year 28,79,300 Equity Shares of Rs. 10/- each)				287.93	- 287.93
				287.93	287.93
(B) Reconciliation of number of equity shares outstanding at the beginning and at the end of the reporting period					
PARTICULARS	31st March 2023		31st March 2022		
	No. of Shares	Amounts (in Lacs)	No. of Shares	Amounts (in Lacs)	
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					
Name of Shareholder	31st March 2023		31st March 2022		
	No. of Shares	% of Holding	No. of Shares	% of Holding	
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					
Name of Holding Company	31st March 2023		31st March 2022		
	No. of Shares	% of Holding	No. of Shares	% of Holding	
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 preceeding the reporting date					
	AS AT 31-03-2023	AS AT 31-03-2022	AS AT 31-03-2021	AS AT 31-03-2020	AS AT 31-03-2019
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

<b>SAI CAPITAL LIMITED</b>
<b>CIN: L74110DL1995PLC069787</b>
<b>REGISTERED OFFICE : G-25, Ground Floor , Rasvilas Salcon, D-1, Saket District Centre Saket New Delhi - 110017</b>

<b>NOTES OF BALANCE SHEET</b>		<b>Amounts (In Lakhs)</b>	
<b>PARTICULARS</b>		<b>As on 31.03.2023</b>	<b>As on 31.03.2022</b>
<b>NOTE-1 : FIXED ASSETS</b>			
a) Property, plant and equipment		-	-
<b>TOTAL</b>		-	-

**NOTE-2 : INVESTMENT**

<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	0.16	- 0.10	0.05
<b>TOTAL</b>		<b>25.75</b>	<b>25.80</b>

<b>Name of Subsidiary Company, Joint Venture and Associates company</b>			
<b>Subsidiary Company:</b>	<b>Principal place of Business</b>	<b>Ownership Interest</b>	<b>Method of Accounting</b>
Healthcare Energy Foods Private Limited	B-143, Okhla Industrial Area, Phase-I, New Delhi-110020	98.10%	At Cost
<b>Other Company Investment</b>			

\* Sai industries Limited 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 : CASH AND CASH EQUIVALENTS**

<b>a) Balance with Banks</b>			
i) Balance with schedule banks		1.00	4.83
<b>b) Cash in Hand</b>		0.79	0.53
<b>TOTAL</b>		<b>1.79</b>	<b>5.36</b>

**NOTE-4 : OTHER CURRENT ASSETS**

i) Prepaid Expenses		0.03	0.02
ii) Advance to Service Vendor		-	1.42
<b>TOTAL</b>		<b>0.03</b>	<b>1.44</b>

**NOTE-7 : LONG-TERM BORROWINGS****Unsecured Loan**

a) Loans from Related Parties		-	-
b) Loans from Others			
World Wide Holdings Limited*		297.94	248.54
<b>TOTAL</b>		<b>297.94</b>	<b>248.54</b>

\*Loan is unsecured and payable on demand interest rate (ROI) is 9% p.a. (7.5% p.a. in previous year)

**NOTE-8 : TRADE PAYABLE**

a) Payable to Micro, Small and Medium Enterprises		-	-
b) Payable to others		0.14	-
<b>TOTAL</b>		<b>0.14</b>	<b>-</b>

**NOTE-9 : OTHER FINANCIAL LIABILITIES**

a) Salary Payable to Employees		1.26	1.29
b) Expenses Payable		0.50	0.46
<b>TOTAL</b>		<b>1.76</b>	<b>1.75</b>

SAI CAPITAL LIMITED CIN: L74110DL1995PLC069787 REGISTERED OFFICE : G-25, Ground Floor , Rasvillas Salcon, D-1, Saket District Centre Saket New Delhi - 110017				
Amount in Lakhs				
Particulars		For the year ending 2022-23		For the year ending 2021-22
NOTE '16'				
EARNINGS IN FOREIGN CURRENCY				
Earning in Foreign Currency		-		-
		-		-
TOTAL				
NOTE '17' RELATED PARTY DISCLOSURES AS PER IND-AS 24 & COMPANIES ACT, 2013				
(i) List of Related Parties where control exists and relationships				
A. Entities that control or are controlled by or under common control with the reporting entity				
Name of the Related Party		Relationship		
a) Health Care Energy Foods Private Limited		Subsidiary Company		
b) Butterfly Ayurveda Private Limited		Step Down Subsidiary Company		
c) Unisphere Industries Private Limited		Step Down Subsidiary Company		
B. Associates & Joint Venture		NIL		
C. Individuals owning directly or indirectly, 20% or more voting power of the reporting enterprise& relatives of any such individual		Mr. Naveen Khandelwal		
D. Key Management personnel of Reporting Entity				
Mr Neeraj Kumar Singh		Managing Director		
Mr Kailash Chandra Sharma		Director		
Ms Kamlesh Gupta		Director		
Ms Juhi Singh		Director & CFO		
Mr Nitin Gupta		CS & Compliance Officer		
E. Enterprise over which KMP are able to exercise Significant Influence		% Holding		
Sai Agencies Private Limited		31.84%		
Sai Business and Consultancy Systems Private Limited		12.59%		
Sai Enterprises Private Limited		12.54%		
Mr Sanjiv Asthana		11.34%		
(ii) Transactions during the year with Related Parties				
As at 31-03-2023				
Name of the Related Party	Nature of Transactions	Transaction amount (In Lakhs)	Outstanding Balances as at 31-03-2023 (In Lakhs)	
Mr Nitin Gupta	Remuneration	17.10	1.25	
As at 31-03-2022				
Mr Nitin Gupta	Remuneration	15.50	1.29	
NOTE '18'				
Additional Regulatory Information :				
The Company do not have any pending charges or satisfaction of charge which is yet to be registered with ROC beyond the statutory period.				
The Company have not traded or invested in crypto currency or virtual currency during the financial year.				
The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:				
a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (ultimate beneficiaries) or				
b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.				
The Company have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).				
The company has not granted any loans or advances in the nature of loans to promoters, directors, KMPs, and the related parties(as defined under Companies Act, 2013), either severally or jointly with any other person, that are:				
a) repayable on demand; or				
b) granted without specifying any terms or period of repayment)				
The Company has not declared a wilful defaulter by any banks or any other financial institution at any time during the financial year.				
All the immovable properties are held in the name of the company.				
The Company has not revalued its Property, Plant and Equipment .				
The company does not have any subsidiary company.				
The company has no transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956				
The company does not have any working capital limit in excess of 5 crore rupees , in aggregate , from bank or financial institutions on the basis of security of current asset.				
NOTE '19'				
In the opinion of the Board, current assets and loans and advances have a value on realization in the ordinary course of the business at least equal to the amount at which they are stated in the balance sheet.				
NOTE '20'				
Details of loans and advances given and investment made as required to be disclosed as per provisions of section 186(4) of the Companies Act, 2013 have been disclosed under the respective heads. The company has not given any guarantee or provided any security in respect of loan taken by others.				
NOTE '21'				
Previous years' figures have been regrouped, reclassified and rearranged wherever considered necessary				

SAI CAPITAL LIMITED

NOTE 1: PROPERTY, PLANT & EQUIPMENTS AS ON 31-03-2023  
(WDV Method)

(WDV Method)												Amount in Lakhs	
NAME OF THE ASSET	RATE OF DEP	GROSS BLOCK				DEPRECIATION BLOCK					NET BLOCK		
		OPENING AS ON 01.04.2022	ADDITIONS	SALE	CLOSING BALANCE	UPTO 31.03.2022	DURING THE YEAR	ADJUSTME NTS	AT THE POINT OF SALE	TOTAL UPTO MAR'23	AS AT 31.03.23	AS AT 31.03.22	
I) TANGIBLE ASSETS (Not under Lease)													
		-	-	-	-	-	-	-	-	-	-	-	
		-	-	-	-	-	-	-	-	-	-	-	
TOTAL													
PREVIOUS YEAR FIGURES		-	-	-	-	-	-	-	-	-	-	-	

## **22. SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF FINANCIAL STATEMENT**

### **22.1 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.

The step down subsidiaries (wholly owned) of the company as per Section 2(87) of Companies Act 2013 are Butterfly Ayurveda Private Limited and Unisphere Industries Private Limited. The Company and its subsidiaries are referred to as the Group forthwith.

### **22.2 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, Division 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.

#### **(I) 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 participant's 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.

**23. 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. The Company has no employee in receipt of remuneration aggregating to Rs.60 Lakhs p.a. or employee for a part of the year Rs.5 Lakhs p.m.
- IV. In the opinion of the Board, there is no contingent liability related to the company (PY-NIL)

**V. 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, 2023	For the year ended March 31, 2022
Net Profit/(Loss) (in Lakhs)	(55.25)	(97.26)
No. of Equity shares	28,79,300	28,79,300
Basic & Diluted EPS (in Rs.)	(1.92)	(3.38)

- VI. 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.

**VII. 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 2022 of Rs. 411.12 Lakhs) net current liabilities of Rs.5.34 Lakhs (previous year ended 31<sup>st</sup> March 2022 of Rs.4.53 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 prepare on a going concern basis, which contemplates realisation of assets and settlement of liabilities in the normal course of business.

**VIII. 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 31,2023 (Amount in Lakhs)	As at March 31,2022 (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

#### IX. Dividends

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

#### X. 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.

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

The Company is taken an unsecured Loan of which outstanding balance as on 31-3-2022 was Rs 297.94 Lakhs (Previous year as on 31-3-2022 was Rs. 248.54 Lakhs) from Worldwide Holdings Ltd. (RBI Registered NBFC) at 9.00% p.a. rate of interest (pvs year 7.50%) 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.

#### X11- 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	31-03-2023	31-03-2022	% Variance	Reason for Variance
(a) Current Ratio	Current Asset	Current Liabilities				
	1.83	5.34	0.34			Note 1 (a)
	6.80	4.53		1.50	77.24%	
(b) Debt-Equity Ratio	Total Debt	Shareholder's Equity				
	297.94	-275.70	-1.08			Note 1 (b)
	248.54	-220.45		-1.13	4.15%	
(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				
	-33.94	21.31	-1.59			Note 1 (c)
	-31.26	16.84		-1.86	14.19%	
(d) Return on Equity Ratio	Net Profits after taxes	Average Shareholder's Equity				
	-55.25	-275.70	0.20			Note 1 (d)
	-97.26	-220.45		0.44	54.58%	
(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.	-3.51	N.A.			
	N.A.	2.28		N.A.	N.A.	N.A.
(i) Net profit ratio	Net Profit after taxes	Net sales = Total sales - sales return				
	-55.25	N.A.	N.A.			
	-97.26	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				
	-33.94	22.24	-1.53			Note 1 (e)
	-80.42	28.08		-2.86	46.70%	
(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

### XIII- Fair Value Measurement

#### Financial Instrument by Category

Amounts in Lakhs

Particulars	As at 31 March 2023			As at 31 March 2022		
	<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 in Subsidiaries	Nil	Nil	25.75	Nil	Nil	25.75
(ii) Investment other than	Nil	Nil	Nil	Nil	Nil	0.05

Subsidiaries						
(iii)Security Deposit	Nil	Nil	Nil	Nil	Nil	Nil
(iv) Other Financial Assets	Nil	Nil	Nil	NIL	Nil	Nil
<b><u>(B) Current</u></b>						
(i)Trade Receivable	Nil	Nil	Nil	Nil	Nil	Nil
(ii)Cash & Cash Equivalents	Nil	Nil	1.79	Nil	Nil	5.36
(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	297.94	Nil	Nil	248.54
(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	0.14	Nil	Nil	Nil
(iii)Other Financial Liabilities	Nil	Nil	1.76	Nil	Nil	1.75

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.

#### FOR SAI CAPITAL LIMITED

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

(Ankur Rawat)  
Director & CFO  
DIN: 07682969

(Nitin Gupta)  
Company Secretary  
M. No. F8485

Place-New Delhi  
Date-30-05-2023

**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 2023, 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 2023, 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 “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) In the Consolidated financial statements which disclose that the transactions and balances in subsidiary companies with respect to 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.
- 2) In the consolidated financial statements, which disclose the fact that the subsidiary company under Notes to account under "Contingent Liability", it is mentioned that the company name Barista Coffee Company Ltd. (hereinafter referred to as "BCCL") has filed a Commercial Civil Suit bearing Case no. CS (COMM)/110/2022 before District Judge (Commercial), South-East District, Saket District Court, New Delhi, for recovery of INR 12.88 Lacs for breach of Agreement dated 18.07.2017 against the subsidiary Company Butterfly Ayurveda Pvt Ltd (hereinafter referred to as "BAPL"). The said Agreement was executed for promotion of BAPL by way of Food and Beverages tie-up and for BAPL branding across selected Cafes across India under the brand name Barista. Thereafter, BAPL has filed its Statement/Reply.

Moreover, BAPL has filed a counter claim of INR 141.03 Lacs against BCCL in Case bearing no. CS (COMM)/315/2023 and BCCL has filed its Statement/Reply to the said Counter Claim.

The matter is listed before the Ld. Court as of now for Framing of Issues. The company has been advised that the demand is likely to be either deleted or substantially reduced and accordingly no provision is considered necessary.

- 3) Holding Company had written off fully Rs 0.05 Lacs in Profit/loss during the year which relates to Investment in other company as the same seems irrecoverable by the those charged with governance/management,
- 4) 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 2023 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 2023 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 2023 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 31/03/2023.

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 Mehrotra & Co.**  
**Chartered Accountants**  
**FRN: 000720C**

**Place:** New Delhi  
**Date :** 30th May, 2023  
**UDIN:** 23401863BGQBYI1931

R. K. Agrawal  
**(Partner)**  
**Membership No. 401863**

**Annexure A to the Independent Auditor's report on the Consolidated financial statements of Sai Capital Limited for the year ended 31 March 2023**

(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	Step-Down Subsidiary
Butterfly Ayurveda Private Limited	U74999DL2014PTC273557	Step-Down Subsidiary

**Annexure B to the Independent Auditor's Report on the Consolidated financial statements of Sai Capital Limited for the year ended 31 March 2023****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 31/03/2023 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 2023, 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.

**Place:** New Delhi  
**Date :** 30th May, 2023  
**UDIN:** 23401863BGQBYI1931

**For Mehrotra & Co.**  
**Chartered Accountants**  
**FRN:** 000720C

**R. K. Agrawal**  
**(Partner)**  
**Membership No.** 401863

SAI CAPITAL LIMITED			
CIN: L74110DL1995PLC069787			
REGISTERED OFFICE : G-25, Ground Floor , Rasvilas Salcon, D-1, Saket District Centre Saket New Delhi - 110017			
CONSOLIDATED BALANCE SHEET AS AT 31-03-2023			
		Amounts (in Lakhs)	
Particulars	Note	Amounts As at March 31, 2023	Amounts As at March 31, 2022
<b>A Assets</b>			
<b>1 Non-current assets</b>			
a) Property, plant and equipment	1	1,628.07	383.33
b) Capital work-in-progress		2,588.87	18.20
c) Goodwill		1,562.26	-
d) Investment properties	2	480.02	418.63
e) Intangible assets	-	61.48	-
f) Financial assets			
i) Investments	3	-	0.05
ii) Trade Receivables	-	-	-
iii) Loans	-	-	-
iv) Other financial assets	4	732.90	674.32
g) Deferred tax assets (net)	5	13.86	27.53
h) Other non-current assets	6	4,682.34	4,741.74
<b>Total non-current assets</b>		<b>11,749.79</b>	<b>6,263.80</b>
<b>2 Current assets</b>			
a) Inventories	7	113.86	81.20
b) Financial assets			
i) Investments	-	-	-
ii) Trade Receivables	8	1,679.05	2,080.77
iii) Cash and cash equivalents	9	1,598.28	2,248.10
iv) Bank balances other than cash and cash equivalents above	10	-	-
v) Loans	11	22,338.84	25,641.51
vi) Other financial assets	12	0.81	-
c) Current tax assets (net)	-	-	-
d) Other current assets	13	403.93	271.14
<b>Total Current assets</b>		<b>26,134.77</b>	<b>30,322.72</b>
<b>Total Assets</b>		<b>37,884.56</b>	<b>36,586.53</b>
<b>B EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
a) Equity share capital	14	287.93	287.93
b) Other equity	15	35,336.60	35,076.97
Equity attributable to the owners of Sai Capital Limited		35,624.53	35,364.90
Non Controlling Interest		697.48	691.48
<b>Total equity</b>		<b>36,322.01</b>	<b>36,056.38</b>
<b>Liabilities</b>			
<b>1 Non-current liabilities</b>			
a) Financial liabilities			
i) Borrowings	16	493.01	248.54
ii) Trade payables			
(A)Total outstanding dues of micro enterprises and small enterprises; and	-	-	-
(B) Total outstanding dues of creditors other than micro	-	-	-
iii) Other financial liabilities	-	-	-
b) Provisions	17	2.92	0.11
c) Deferred tax liabilities (net)	-	-	-
d) Other non-current liabilities	-	-	-
<b>Total non-current liabilities</b>		<b>495.94</b>	<b>248.64</b>
<b>2 Current liabilities</b>			
a) Financial liabilities			
i) Borrowings	-	1,015.09	-
ii) Trade payables			
(A)Total outstanding dues of micro enterprises and small enterprises; and	-	-	-
(B) Total outstanding dues of creditors other than micro	18	24.72	-
iii) Other financial liabilities	19	6.79	6.40
b) Other current liabilities	20	18.43	3.87
c) Provisions	21	1.58	100.86
d) Current tax liabilities (net)	22	-	170.36
<b>Total current liabilities</b>		<b>1,066.62</b>	<b>281.50</b>
<b>Total liabilities</b>		<b>1,562.55</b>	<b>530.14</b>
<b>Total equity and liabilities</b>		<b>37,884.56</b>	<b>36,586.53</b>
<b>The accompanying Notes form an integral part of the Financial Statements</b>			
As per our attached report of even date			
<b>For Mehrotra &amp; Co.</b>		<b>For Sai Capital Limited</b>	
Chartered Accountants			
(CA R. K. Agrawal)		(Dr. Niraj K. Singh)	
Partner		Managing Director	
Membership No. 401863		DIN : 00233396	
Firm Registration No. 000720C		(Ankur Rawat)	
UDIN- 23401863BGQBY11931		Director & CFO	
		DIN : 07682969	
		(Nitin Gupta)	
		Company Secretary	
		M.No. F8485	
Place : New Delhi			
Date: 30-05-2023			

SAI CAPITAL LIMITED			
CIN: L74110DL1995PLC069787			
REGISTERED OFFICE : G-25, Ground Floor , Rasvillas Salcon, D-1, Saket District Centre Saket New Delhi - 110017			
Consolidated Statement of Profit and Loss for the period ended March 31, 2023			
Particulars	Note	Amounts (In Lakhs)	
		Figures for the Current reporting period ended on 31-03-2023	Figures for the Previous reporting period ended on 31-3-2022
<b>INCOME</b>			
Revenue from operations	23	58.41	187.78
Other income	24	1,536.21	1,653.79
<b>Total Income</b>		<b>1,594.62</b>	<b>1,841.57</b>
<b>EXPENSES</b>			
Cost of material consumed		-	-
Purchases of Stock in trade	25	8.65	-
Change in inventories of finished goods,	26	30.85	-
Employee benefits expenses	27	115.05	33.83
Finance costs	28	75.77	16.84
Depreciation and amortisation expenses	1	30.41	44.36
Other expenses	29	816.60	191.69
<b>Total expenses</b>		<b>1,077.32</b>	<b>286.73</b>
<b>Profit before exceptional items and tax</b>		<b>517.30</b>	<b>1,554.84</b>
Exceptional items		0.30	-
<b>Profit before tax</b>		<b>517.00</b>	<b>1,554.84</b>
<b>Tax expenses</b>			
Current tax		242.96	441.05
Deferred tax		14.30	8.31
Tax of Earlier Year		-	-
<b>Total expenses</b>		<b>257.26</b>	<b>449.36</b>
<b>Profit for the year</b>		<b>259.74</b>	<b>1,105.49</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 / (loss) on defined benefit plans		0.18	0.10
iii) Income tax related to item no (ii) above		0.05	0.02
b) Items that will be reclassified to profit and loss			
i) Effective portion of gain / (loss) on cash flow hedges		-	-
ii) Income tax related to item no (i) above		-	-
<b>Other Comprehensive Income, net of tax</b>		<b>0.13</b>	<b>0.07</b>
<b>Total Comprehensive Income for the year</b>		<b>259.87</b>	<b>1,105.56</b>
Owner of the Company		253.74	1,082.58
Non-controlling interest		6.00	22.91
		259.74	1,105.49
<b>Other Comprehensive Income is attributable to :</b>			
Owner of the Company		0.12	0.07
Non-controlling interest		0.00	0.00
		0.13	0.07
<b>Total Comprehensive Income is attributable to :</b>			
Owner of the Company		253.86	1,082.65
Non-controlling interest		6.00	22.91
		259.87	1,105.56
<b>Earnings per Equity share (IN Rs.)</b>	<b>30</b>	<b>8.81</b>	<b>37.60</b>
<b>Basic and diluted earning Rs. Per equity share of Rs. 10 each (in Rs.)</b>		<b>8.81</b>	<b>37.60</b>
<p>The accompanying Notes form an integral part of the Financial Statements</p> <p>As per our attached report of even date</p> <p><b>For Mehrotra &amp; Co.</b> <span style="float: right;"><b>For Sai Capital Limited</b></span></p> <p>Chartered Accountants</p> <div style="display: flex; justify-content: space-between;"> <div> <p>(CA R. K. Agrawal)</p> <p>Partner</p> <p>Membership No. 401863</p> <p>Firm Registration No. 000720C</p> <p>UDIN- 23401863BGQBY11931</p> </div> <div> <p>(Dr. Niraj K. Singh)</p> <p>Managing Director</p> <p>DIN : 00233396</p> </div> <div> <p>(Ankur Rawat)</p> <p>Director &amp; CFO</p> <p>DIN : 07682969</p> </div> </div> <div style="display: flex; justify-content: space-between;"> <div> <p>Place : New Delhi</p> <p>Date: 30-05-2023</p> </div> <div> <p>(Nitin Gupta)</p> <p>Company Secretary</p> <p>M.No. F8485</p> </div> </div>			

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 period ended 31-03-2023		
Particulars	F.Y. 2022-23 Amount (In Lakhs)	F.Y. 2021-22 Amount (In Lakhs)
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net profit before tax	517.00	1,554.84
<b>Adjustments for Non-Cash Items / Non-Operating Items:</b>		
Add: Depreciation/Assets Writtenoff	30.41	93.52
Add: Interest Expense	75.77	16.84
Add: Pre-Acquisition profit of Subsidiary	-5.76	-
Less: Profit on sale of Fixed Asset	-4.60	-0.51
Add: Gratuity (Net of Payment)	2.99	0.10
Less: Interest Income	1,535.88	1,649.44
<b>NET PROFIT FROM OPERATING ACTIVITIES BEFORE WORKING CAPITAL CHANGES</b>	<b>-910.85</b>	<b>16.37</b>
<b>Changes in current assets and liabilities:</b>		
<b>Change in Current Assets</b>		
Inventories	-32.66	-
Trade Receivable	401.72	-33.64
Short Term Loans And Advances	-	-
Other Financial Assets	-0.81	-0.54
Other Current Assets	-20.59	41.44
<b>Total Change in Current Assets</b>	<b>347.66</b>	<b>7.26</b>
<b>Change in Current Liabilities</b>		
Short Term Borrowing	1,015.09	-
Trade Payable	24.72	-0.97
Other Financial Liabilities	0.39	-10.94
Other Current Liabilities	14.55	-0.10
Other Provision	-99.28	38.10
Provision for Employee benefits	-	-1.84
<b>Total Change in Current Liabilities</b>	<b>955.47</b>	<b>24.24</b>
NET CASH GENERATED FROM OPERATING ACTIVITIES BEFORE INCOME TAX	392.30	47.88
Less: Income Tax Paid/ TDS (including Income Tax Demand)	525.52	270.69
<b>NET CASH GENERATED FROM OPERATING ACTIVITIES</b>	<b>-133.22</b>	<b>-222.80</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchases of Fixed Assets	-1,275.86	-166.33
Purchases of Investment Property	-61.34	-25.00
Capital Work-in-Progress	-2,579.22	-
Increase in Intangible Assets	-61.48	-
Increase/(decrease) in Non Current Financial Assets	-58.58	-37.10
Decrease In Investment	2.00	-
Increase in Non Current Assets	59.40	-3,917.34
Purchase of Goodwill	-1,562.26	-
Interest Income	1,535.88	1,649.44
Sale of PPE	4.68	8.59
Bank Balance other than Cash and Cash Equivalents	-	980.00
Loans & Advance to others	3,302.67	739.86
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>-694.11</b>	<b>-767.88</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Share Capital	-	-
Increase in Non- current other Financial Liability	49.40	41.16
Secured Loans	195.07	-
Bank Balance oither than Cash & Cash equivalents	8.79	-
Interest Expense	-75.77	-16.84
<b>NET CASH USED IN FINANCING ACTIVITIES</b>	<b>177.50</b>	<b>24.32</b>
<b>NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>-649.83</b>	<b>-966.37</b>
<b>CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR</b>	<b>2,248.10</b>	<b>3,214.47</b>
<b>CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR</b>	<b>1,598.28</b>	<b>2,248.10</b>
<b>Reconciliation of liabilities arising from financing activities</b>		
<b>The accompanying Notes form an integral part of the Financial Statements</b>		
As per our attached report of even date		
<b>For Mehrotra &amp; Co.</b>	<b>For Sai Capital Limited</b>	
Chartered Accountants		
(CA R. K. Agrawal)	(Dr. Niraj K. Singh)	(Ankur Rawat)
Partner	Managing Director	Director & CFO
Membership No. 401863	DIN : 00233396	DIN : 07682969
Firm Registration No. 000720C		
UDIN- 23401863BGQBYY1931		
	(Nitin Gupta)	
	Company Secretary	
	M.No. F8485	
Place : New Delhi		
Date: 30-05-2023		

SAI CAPITAL LIMITED							
CIN: L74110DL1995PLC069787							
REGISTERED OFFICE : G-25, Ground Floor , Rasvillas Salcon, D-1, Saket District Centre Saket New Delhi - 110017							
Consolidated Statement of changes in equity for the year ending March 31,2023							
B Note No. 15: Other equity							
Particulars	Reserve and surplus			Other reserves		Non-Controlling Interest	Amount in Lakhs Total other equity
	Securities premium reserve	Capital Reserve	Retained earnings	FVOCI equity Instruments	Effective portion of cash flow hedges		
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 l (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, 2022	-	25,540.49	9,536.48	-	-	-	35,076.97
Profit for the year	-	-	253.74	-	-	-	253.74
Other Comprehensive Income	-	-	0.12	-	-	-	0.12
Total Comprehensive Income for the year			253.86			-	253.86
Pre Acquisition Profit	-	-	5.76	-	-	-	5.76
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 Mar 31, 2023	-	25,540.49	9,796.11	-	-	-	35,336.59
The accompanying Notes form an integral part of the Financial Statement							
As per our attached report of even date							
For Mehrotra & Co.							
Chartered Accountants							
(CA R. K. Agrawal) Partner Membership No. 401863 Firm Registration No. 000720C UDIN- 23401863BGQBY11931				(Dr. Niraj K. Singh) Managing Director DIN : 00233396		(Ankur Rawat) Director & CFO DIN : 07682969	
Place : New Delhi Date: 30-05-2023				(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					
NOTE 14: SHARE CAPITAL					
(A) Authorised, Issued, Subscribed and paid up share capital			Amounts In Lakhs		
PARTICULARS	AS AT 31-03-23		AS AT 31-03-2022		
<u>AUTHORISED SHARE CAPITAL</u> 60,00,000 EQUITY SHARES OF Rs. 10/- EACH (Previous Year 60,00,000 Equity Shares of Rs. 10/- each)					
	600.00		600.00		
<u>ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL</u> 28,79,300 EQUITY SHARES OF Rs. 10/- EACH (Previous Year 28,79,300 Equity Shares of Rs. 10/- each)					
	287.93		287.93		
	287.93		287.93		
(B) Reconciliation of number of equity shares outstanding at the beginning and at the end of the reporting period					
PARTICULARS	31st March 2023		31st March 2022		
	No. of Shares	Amounts (in Lacs)	No. of Shares	Amounts (in Lacs)	
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	
Shares Bought back					
PARTICULARS	31st March 2023		31st March 2022		
	No. of Shares	Amounts (in Lacs)	No. of Shares	Amounts (in Lacs)	
	-	-	-	-	
(C) Term / Right attached to Equity shares					
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.					
(D) Detail of Share Holders holding more than 5% shares in the Company					
Name of Shareholder	No. of Shares		No. of Shares		
	No. of Shares	% of Holding	No. of Shares	% of Holding	
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 preceeding the reporting date					
	AS AT 31-03-2023	AS AT 31-03-2022	AS AT 31-03-2021	AS AT 31-03-2020	AS AT 31-03-2019
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

<b>SAI CAPITAL LIMITED</b>		
<b>CIN : L74110DL1995PLC069787</b>		
<b>REGISTERED OFFICE : G-25, Ground Floor , Rasvillas Salcon, D-1, Saket District Centre Saket New Delhi - 110017</b>		

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

As on 31.03.2023

Amounts in Lakhs  
As on 31.03.2022

**NOTE-2 : INVESTMENT IN PROPERTY**

GOA Property	227.30	227.30
GOA Property Renovation	25.00	25.00
Investment in Property - Camellia (520 B)	227.72	166.33
	<b>480.02</b>	<b>418.63</b>

**NOTE-3 : INVESTMENTS****A) Investment in 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	0.16	-0.00	0.10	0.05

**TOTAL****(0.00)****0.05****(B) Investments in Equity Instruments :**

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
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**TOTAL****25.75****25.80****NOTE-4 : OTHER FINANCIAL ASSETS**

a) Security Deposits	46.53	20.45
b) Security Deposit (Including Accrued Interest) with ICDS (Lien Marked FDR in favour of ICDS)	686.37	653.87
c) Reliance ETF Liquid Fund	-	-
d) Advance for Shares	-	-
<b>TOTAL</b>	<b>732.90</b>	<b>674.32</b>

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

Opening Balance	27.53	35.86
Add(Less):Created/(Written Off) during The Year	(14.28)	(8.33)
Closing Balance Deferred Tax Assets/(Liability)	13.25	27.53
	<b>13.25</b>	<b>27.53</b>
Created/(Written Off) during The Year	<b>0.61</b>	<b>-</b>
<b>Total</b>	<b>13.86</b>	<b>27.53</b>

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

a) U.P. VAT Deposit under Protest	30.75	30.31
b) GST under Protest	5.32	5.32
c) Advance for Purchase of Immovable Property	4,637.61	4,637.61
d) Advance for Interior Work of Immovable Property	-	61.40
e) Fdr Haridwar Vat Registration	0.79	-
f) Fdr Mumbai Vat Registration	0.69	-
g)Security Deposit -Society at GOA	6.03	6.03
h) Fixed Deposit for Security Deposit(VAT)	1.15	1.07
	<b>4,682.34</b>	<b>4,741.74</b>

**CURRENT ASSETS****NOTE-7 : INVENTORIES**

a) Raw Material	-	-
b) Finished Goods	32.66	-
c) Packing Material	-	-
d) Fuel & Oil	1.48	1.49
e) Consumable Store	79.72	79.71
f) Empty Bags & Refrection	-	-
<b>TOTAL</b>	<b>113.86</b>	<b>81.20</b>

**NOTE - 8 : TRADE RECEIVABLE****Unsecured, (Considered good & Less than Six Months)**

Receivables considered good - Unsecured (Less than Six Months)

Director ICDS Lucknow	33.64	33.64
Smriti Products (P) Ltd	-	-
Receivables considered good - Unsecured	98.72	-
(-) Loss Allowance	-56.73	

**Unsecured, (Considered good & More than Six Months)**

Director ICDS Lucknow	2,044.90	2,044.90
Smriti Products (P) Ltd	-	2.23
Other Trade Receivables		0.00
(-) Loss Allowance	-441.48	

<b>TOTAL</b>	<b>1,679.05</b>	<b>2,080.77</b>
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**NOTE-9 : CASH AND CASH EQUIVALENTS**

a) Balance with banks

i) Balance with schedule banks	24.50	398.63
ii) Fixed Deposit with Bank	1,568.00	1848.10

b) Cash in Hand	5.77	1.37
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<b>TOTAL-A</b>	<b>1598.28</b>	<b>2248.10</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)

<b>TOTAL-B</b>	<b>-</b>	<b>-</b>
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<b>TOTAL-A+B</b>	<b>1,598.28</b>	<b>2,248.10</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	2,554.48	2,074.35
b) Loan to WorldWide Holdings Limited	19,734.27	23,567.15
c) Butterfly Ayurveda Bakery Pvt Ltd	49.90	
d) Ba Bakery Pvt Ltd	0.18	-

<b>TOTAL</b>	<b>22,338.84</b>	<b>25,641.51</b>
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**NOTE -12 : OTHER FINANCIAL ASSETS**

a) Advance to Supplier	0.81	1.42
b) Security Deposit (Including Accrued Interest) with ICDS (Lien Marked FDR of ICDS)	-	-

<b>TOTAL</b>	<b>0.81</b>	<b>1.42</b>
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**NOTE-13 : OTHER CURRENT ASSETS**

Advance to Employees	5.07	
Input Tax Credit Receivable	0.18	0.13
Interest accrued but not due	24.01	1.47
Electronic Cash Ledger GST	0.06	64.85
Electronic Credit Ledger GST	2.46	0.07
GST TDS receivable	155.99	-
Income Tax Refundable for AY 2021-22	1.62	1.62
Advance given for CSR Initiative	100.56	200.11
Other Current assets	-	0.04
Prepaid Expenses	1.17	1.43
Income Tax Refundable for AY 2022-23	0.61	
Income Tax Refundable for AY 2023-24	112.20	

<b>TOTAL</b>	<b>403.93</b>	<b>269.73</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		
Opening Balance	9536.48	8,453.84
Add: Capital Reserve	-	-
Less: Pre-Acquisition Profit	-5.49	-
Add: Other Comprehensive Income(OCI)	0.12	0.07
Add: Current year Profit	253.74	1,082.58
Less: Dividend Paid	-	-
<b>TOTAL</b>	<b>35336.32</b>	<b>35076.97</b>

**NOTE-16 : LONG TERM BORROWINGS****Financial Borrowings****Unsecured Loan (Repayable on Demand)**

Worldwide Holdings	297.94	248.54
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**TOTAL****297.94****248.54****Secured Loans (Repayable on demand)**

ICICI Loan - Land Cruiser Loan	195.07	-
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**Total****493.01****SHORT-TERM BORROWINGS****Unsecured Loan****a) Loans from Directors**

Akshi Khandelwal	331.36	
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**b) Loans from Related Parties**

Naveen Khandelwal	230.28	
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Sangeeta Khandelwal	46.00	
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**c) Loans from Others**

World Wide Holdings Limited	407.46	
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**1,015.09****NON CURRENT LIABILITIES****NOTE-17 : LONG TERM PROVISION****Provisions**

Provision for Gratuity	2.92	0.11
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**2.92****0.11****CURRENT LIABILITIES****NOTE-18 : TRADE PAYABLES**

(a) Total outstanding dues of micro enterprises and small enterprises; and	-	-
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(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	24.72	-
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**24.72****-****NOTE-19 : OTHER FINANCIAL LIABILITIES****a) Lease Liability**

b) Other Creditor	0.54	2.12
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c) Expenses Payable	4.99	4.28
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d) Salary Payable to Employees	1.26	-
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**TOTAL****6.79****6.40****NOTE-20 : OTHER CURRENT LIABILITIES**

a) Expenses Payable	1.43	0.09
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b) Duties & Taxes Payable	6.26	1.01
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c) Advance from Customer	7.30	-
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c) Other Current Liabilities	3.44	2.77
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**TOTAL****18.43****3.87****NOTE-21 : SHORT TERM PROVISION**

Provision For Bonus	1.13	1.42
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CSR Expenditure to be Spent	-	99.44
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Audit Fees Payable	0.45	-
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**TOTAL****1.58****100.86****NOTE-22 : Current Tax Liabilities (Net)**

Provision for Current Income Tax	242.96	441.05
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<b>Less: Advance Tax</b>	200.00	100.00
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<b>Less: Tax Collected at Source</b>	2.32	-
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<b>Less: Tax deducted at Source</b>	152.84	170.69
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**TOTAL****(112.20)****170.36**

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

	As on 31.03.2023	As on 31.03.2022
<b>NOTE - 23: REVENUE FROM OPERATION</b>		
Sales - ICDS Food Supplements	-	187.78
Sales - Empty Bags	-	-
Sales - Refraction & Others	4.61	-
Sales-Other Operations	43.96	-
Other Direct Income	9.84	-
<b>TOTAL Revenue from Contracts with Customer</b>	<b>58.41</b>	<b>187.78</b>
<b>NOTE - 24 : OTHER INCOME</b>		
Interest Earned	1,535.79	1,649.44
Miscellaneous Income	0.04	1.42
Profit on Sale of Fixed Assets	0.05	0.18
Consultancy Fees	0.33	0.33
Sundry Balance Written Off	-	2.43
<b>TOTAL</b>	<b>1,536.21</b>	<b>1,653.79</b>
<b>NOTE - 25 : PURCHASE OF STOCK IN TRADE</b>		
Freight Outward Charges	0.06	-
Purchase of stock	8.59	-
	<b>8.65</b>	<b>-</b>
<b>NOTE- 26 : CHANGES IN INVENTORIES OF FINISHED GOODS</b>		
Add : Opening Stock of Finished Goods	63.51	-
Less: Closing Stock of Finished Goods	32.66	-
Add : Opening Stock of Gunny Bags	-	-
Less: Closing Stock of Gunny Bags	-	-
(Increase) /Decrease in Stock	<b>30.85</b>	<b>-</b>
<b>NOTE- 27: EMPLOYEE BENEFIT EXPENSES</b>		
Director's Remuneration	13.50	-
Salary	99.37	30.16
Wages	-	-
Ex- Gratia Payments to Employee	-	0.28
Bonus on Salary & Wages	0.09	1.42
Admin. Charges -PF	0.09	0.09
Employer's Contt. to P.F.	0.65	0.72
Staff Welfare Expenses	1.08	1.06
Gratuity Expenses	0.27	0.10
	<b>115.05</b>	<b>33.83</b>
<b>NOTE- 28: FINANCE COST</b>		
Bank Charges	0.18	-
Interest on Unsecured Loan	75.59	16.84
	<b>75.77</b>	<b>16.84</b>

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

Consumable Lab	-	-	-
Consumable Store	0.02	0.02	-
Add : Opening Stock	79.71	79.71	-
Less : Closing Stock	79.71	79.71	-
Freight Inward			-
Insurance Exps- Factory		0.05	0.71
Loading & Unloading Expenses		0.02	-
Packing Material	-	-	-
Add : Opening Stock	-	-	-
Less : Closing Stock	-	-	-
Power & Fuel	2.03	2.04	-
Add : Opening Stock	1.49	1.49	-
Less : Closing Stock	1.48	1.49	-
Repair & Maintenance - Plant & Machinery		0.34	0.22
Repair & Maintenance - Building		-	-
Sample & Testing Charges		-	-
<b>TOTAL (A)</b>		<b>2.46</b>	<b>0.93</b>

**B : ADMINISTRATION & SELLING EXPENSES**

Payment to Auditor as		4.49	3.95	3.95
a) Auditor	4.49		3.95	
Consultancy Charges			-	
AMC				
Advertisement Expenses		0.99		0.61
Bank Charges		0.05		0.06
Business Development Expenses		35.42		
Books & Periodicals		0.00		0.03
Computer Software & Maintenance		0.13		0.10
Commission Expenses		2.24		-
Conveyance		0.05		0.08
Courier Expenses		1.48		-
CSR Expenses		45.16		66.28
Marketing Expenses				
Demat A/c Charges		0.17		0.26
Electricity and Water Expenses		8.18		18.75
ESI & PF on Security Charges				0.04
Fee, Rate & Taxes		26.64		2.82
Festival Expenses		1.75		0.00
Freight & Cartage				0.01
Interest On TDS payable		0.00		0.28
Insurance Expenses		1.36		5.47
Internet & Networking Expense		0.25		
Intt on Statutory Dues and Late Fees		16.03		0.17
JCB Hiring charges		0.99		
Legal & Professional Charges		46.71		6.76
Loss on Sale of Fixed Assets		4.65		0.51
Lift & AMC Charges		0.49		0.48
Late filing Fees (GST)		0.00		
Maintenance Expense		0.30		-
Miscellaneous Expenses		0.03		-
Office Expenses		0.39		0.34
Other Expenses		6.51		
Postage & Couriers Charges		0.02		0.02
Packaging Expenses				-
Professional Expenses		6.41		
Printing & Stationery		0.73		0.07
Preliminary Expense W/off		0.04		
Prior period expenses		0.06		
Rent Expenses		13.35		14.37
Repair & Maintenance		1.33		0.25
Repair & Maintenance (Vehicle)		0.41		
Reversal of GST Credit		0.15		-
Recruitment & Training Expenses		0.25		
ROC fees for Authorised Capital		4.41		
ROC Fees		0.19		4.14
Round Off		0.00		
Security Charges		12.06		6.38
Sundry Balance Written off		59.11		49.84
Stock Exchange Listing Expenses		3.76		3.54
Telephone Expenses		1.31		0.57
Tours & Travelling Expenses		2.67		-
Preliminary Expenses W/off				0.02
Vehicle Running & Maintenance		4.03		4.55
Loss in Investment W/off		0.05		
Website Development Expenses		0.08		
Loss Allowance on Trade receivables		498.21		-
Write off/Writeback		1.09		-
<b>TOTAL (B)</b>		<b>814.14</b>		<b>190.77</b>
<b>GRAND TOTAL (A+B)</b>		<b>816.60</b>		<b>191.69</b>

**NOTE- 30 : Earning Per Share**

(i) Net Profit After Tax as Profit & Loss	253.74	1082.58
(ii) Weighted Average number of equity shares	2879300	2879300
(iii) Basic & Diluted Earning Per Share	8.81	37.60
(iv) Face Value of Shares	10	10

SAI CAPITAL LIMITED CIN: L74110DL1995PLC069787 REGISTERED OFFICE : G-25, Ground Floor , Rasvillas Salcon, D-1, Saket District Centre Saket New Delhi - 110017													
Note No.1: DEPRECIATION													
S. No.	Particulars	Rate of Depreciation	GROSS BLOCK				DEPRECIATION				NET BLOCK		
			As on 01.04.2022	Impact on IND-As Transition	Additions	Deletion	As on 31.03.2023	Up to 01.04.2022	Deletion	Apr-Mar 2023	Dep. Adjusted to Comply with Provision of Schedule-II of Co. Act - 2013	Total	As on 31.03.2023
1	Land	0%	302.01	740.72	-	-	1,042.73	-	-	-	-	1,042.73	302.01
2	Building	10.00%	452.67	-	-	-	452.67	269.06	-	6.95	-	276.01	176.66
3	Road	0.00%	4.55	-	-	-	4.55	4.32	-	-	-	4.32	0.23
4	Plant & Machinery	27.82%	860.47	-	-	-	860.47	754.66	-	6.08	-	760.74	99.73
5	Transformer	13.91%	96.67	-	-	-	96.67	91.84	-	1.13	-	91.84	4.83
6	Office Equipments	13.91%	26.77	-	3.17	-	29.94	25.02	-	0.01	-	26.14	3.80
7	Lab Equipments	18.10%	7.30	-	-	-	7.30	6.84	-	0.12	-	6.96	0.45
8	Furniture & Fixture	40.00%	19.67	-	-	-	19.67	18.20	-	0.10	-	18.32	1.35
9	Computer	25.89%	10.13	-	0.51	-	10.64	9.61	-	0.10	-	9.72	0.92
10	Vehicle	40.00%	135.97	-	277.32	15.13	398.16	104.03	14.16	14.71	-	104.57	293.59
11	Trucks	40.00%	-	-	-	-	-	-	-	-	-	-	-
12	Laptop & Computer	63.16%	11.62	-	-	-	11.62	10.57	-	0.46	-	11.03	0.59
13	Printer	63.16%	1.08	-	-	-	1.08	0.99	-	0.04	-	1.03	0.05
14	Equipments	31.23%	3.41	-	-	-	3.41	3.12	-	0.07	-	3.19	0.22
15	Almirah	25.89%	1.72	-	-	-	1.72	0.60	-	0.29	-	0.89	0.82
16	Machinery	18.10%	5.37	-	-	-	5.37	2.81	-	0.46	-	3.28	2.10
TOTAL (Rs.)			1,939.41	740.72	281.00	15.13	2,946.00	1,301.69	14.16	30.41	-	1,317.94	1,628.07
PREVIOUS YEAR (Rs.)			1,849.19	-	-	182.26	1,666.93	1,412.39	173.16	44.36	-	1,283.60	436.80
Capital WIP													
Plant and Machinery			Op Balance		Capitalised	Deletion	Closing						
			18.20		-	8.55	9.66						
Total			18.20		-	8.55	9.66						

## CWIP aging schedule

Particulars	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
CWIP	-	-	2.68	15.53	18.20
Projects temporarily suspended	-	-	-	-	-
Projects in progress	-	-	-	-	-
Total	-	-	2.68	15.53	18.20

**31. SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF 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.

The step down subsidiaries (wholly owned) of the company as per Section 2(87) of Companies Act 2013 are Butterfly Ayurveda Private Limited and Unisphere Industries Private Limited. The Company and its subsidiaries are referred to as the Group forthwith.

**31.2 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, Division 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.

**32. OTHER NOTES ON 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. The Bank account with Allahabad bank is dormant & the balance is subject to confirmation.
- 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.** The Company has no employee in receipt of remuneration aggregating to Rs.60 lakhs p.a. or employee for a part of the year Rs.5 Lakhs p.m.
- IV.** In the opinion of the Board, there is no contingent liability related to the company except the following as mentioned:

**Contingent Liability**

1.A contingent liability to the extent of Rs.510 Lakhs on account of Performance guarantee given by the 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. The Bank Guarantee submitted with bank expired wef 01<sup>st</sup> November, 2020.

2.Following Disputes of 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 the 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.
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.

@ The Above amount of Rs. 5,32,012/- has been deposited by the company under protest.

3.In case of Butterfly Ayurveda Private Limited (Subsidiary Company), a company name Barista Coffee Company Ltd. (hereinafter referred to as “BCCL”) has filed a Commercial Civil Suit bearing Case no. CS (COMM)/110/2022 before District Judge (Commercial), South-East District, Saket District Court, New Delhi, for recovery of INR 12.88 Lacs for breach of Agreement dated 18.07.2017 against the Company Butterfly Ayurveda Pvt Ltd (hereinafter referred to as “BAPL”). The said Agreement was executed for promotion of BAPL by way of Food and Beverages tie-up and for BAPL branding across selected Cafes across India under the brand name Barista. Thereafter, BAPL has filed its Statement/Reply.

Moreover, BAPL has filed a counter claim of INR 141.03 Lacs against BCCL in Case bearing no. CS (COMM)/315/2023 and BCCL has filed its Statement/Reply to the said Counter Claim.

The matter is listed before the Ld. Court as of now for Framing of Issues. The company has been advised that the demand is likely to be either deleted or substantially reduced and accordingly no provision is considered necessary

#### **V. Capital Commitments**

Capital expenditure contracted for at the end of the reporting period, but not recognised as liabilities

a. The 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.

b. The Company has entered in to an agreement dated 03-10-2021 to purchase of commercial land for Rs. 2700 Lakhs. Against which the company has given an advance of Rs. 2000 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.

#### **VI. Note on Going Concern assumption of the Subsidiary Company**

The Subsidiary Company (Health Care Energy Foods Private Limited) 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 was 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.

#### **VII. 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, 2023 comprises of the following:

	<b>FY 2022-23</b>	<b>FY 2021-22</b>
Related to Property, Plant & Equipment	Rs.13.46 Lakhs	Rs.27.14 Lakhs
Related to Gratuity	Rs.0.12 Lakhs	Rs.00.03 Lakhs
Related to Unpaid Bonus	Rs.0.28 Lakhs	Rs.00.36 Lakhs
Closing Deferred Tax Assets	Rs 13.86 Lakhs	Rs 27.53 Lakhs
Income Tax on Remeasurment gain/(loss) on defined benefit plans	Rs 14.35 Lakhs	Rs 8.33 Lakhs

The 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.

#### **VIII. 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, 2023 (Amount in Lakhs)	As at March 31, 2022 (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

#### IX. Disclosure related to CSR Activities

(a) Gross Amount required to be spent by the company during the year.

**Rs 45.16 Lakhs.**

(b) Amount approved by the Board of Directors to be spent during the year-

**Rs 45.16 Lakhs**

Amount spent during the year on:

S.No.	Particulars	In Cash/Through Banking Channel	Yet to be paid	Total
(i)	Construction/ Acquisition of any Asset	26.42 Lakhs	NIL	NIL
(ii)	On purposes other than (i) above	18.74 Lakhs	NIL	NIL

(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): NIL

(d) A Donation of Rs 100.56 lakhs has been paid as advance to Radhey Shyam Charitable Trust. During the current financial year, the trust did not utilize the amount and therefore the advance paid is deemed to be spent in the forthcoming financial years.

**X. Disclosure requirements as per IND-AS 19 “Employee benefits”**

<b>Change in present value of Obligation</b>		<b>Amounts (in Lakhs)</b>
<b>Particulars</b>	<b>For the period ending 31 March, 2023</b>	<b>For the period ending 31 March, 2022</b>
Present value of obligation as at the beginning	0.11	0.11
Current service cost	2.85	0.09
Interest Expense or cost	0.13	0.01
Actual Return on Plan Assets	--	--
Benefits Paid	--	--
Actuarial (Gain)/Loss on Obligation	(0.17)	(0.10)
Closing Value of Obligation	2.92	0.11

<b>Change in the fair value of plan assets are as follows</b>		<b>Amounts (in Lakhs)</b>
<b>Particulars</b>	<b>Gratuity</b>	
	<b>For the period ending 31 March, 2023</b>	<b>For the period ending 31 March, 2022</b>
Opening Fair value of Plan Assets	--	--
Expected Return	--	--
Contribution By employer	--	--
Benefits Paid	--	--
Actuarial Gain/(Losses)	--	--
Closing Fair Value of Plan Asset	--	--

<b>Net Employee Benefit expense debited to Profit &amp; Loss Account</b>		<b>Amounts (in Lakhs)</b>
<b>Particulars</b>	<b>Gratuity</b>	
	<b>For the period ending 31st March, 2023</b>	<b>For the period ending 31st March, 2022</b>
Current Service Cost	0.30	0.09
Interest Cost	0.05	0.01
Expected Return on Plan Asset	--	--
Actuarial (Gain)/Loss on Obligation, Recognised in OCI	0.03	(0.10)
Net benefit Expense	--	--
Recognised in Profit & Loss	0.35	0.10
Recognised in OCI	0.05	(0.10)

<b>Movement in the liability recognised in the Balance Sheet</b>		<b>Amounts in Lakhs</b>
<b>Particulars</b>	<b>Gratuity</b>	
	<b>For the period ending 31 March, 2023</b>	<b>For the period ending 31 March, 2022</b>
Opening Net Liability	0.11	0.11
Current Year Expense	2.81	0.00
Closing Net Liability	2.92	0.11

**Actuarial Assumption**

Particulars	Gratuity	
	For the period ending 31 March, 2023	For the period ending 31 March, 2022
Mortality Table	2012-2014	2012-2014
Discount Rate	7.37%	7.45%
Rate of Escalation in salary per annum	2.50%	2.50%

**XI. Dividends**

The company has not paid dividend during the current financial year.

**XII. Segment**

The 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.

**XIII. 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:

Rs in Lakhs

Particulars	As at 31 Mar 2023	As at 31 Mar 2022
Opening Balance	0.00	0.00
Additions	0.00	0.00
Deletions	0.00	0.00
Depreciation/ Amortisation	0.00	0.00
<b>Closing Balance</b>	<b>0.00</b>	<b>0.00</b>

ii) **Following Movement in Lease Liability:**

Rs in Lakhs

Particulars	As at 31 Mar 2023	As at 31 Mar 2022
Opening Balance	0.00	0.00
Additions	0.00	0.00
Deletions	0.00	0.00
Finance cost Accrued	0.00	0.00
Payment of Lease Liabilities	0.00	0.00
<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:

Rs in Lakhs

Particulars	Undiscounted Basis	Discounted Basis	Undiscounted Basis	Discounted Basis
	As at 31 Mar 2023	As at 31 Mar 2022	As at 31 Mar 2023	As at 31 Mar 2022
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 or leave 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.

**XIV. 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 and Butterfly Ayurveda Private Limited. There are one subsidiary company and two step down subsidiary and no Joint venture or Associate of the Company.

**XV. 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. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risk. Credit risk is controlled by analysing credit limits and credit-worthiness of customers on a continuous basis to whom the credit has been granted after Obtaining necessary approvals for credit.

Financial instruments that are subject to concentration of credit risk principally consist of trade receivables, investments, loans, cash and cash equivalents, other balances with banks and other financial assets. None of the financial instruments of the Company result in material concentration of credit risk.

**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 net of Impairment (Major Debtor-ICDS) that were not impaired is as follows:

Particulars	Carrying amount(In Lakhs)	
		As at March 31, 2022
Neither past due nor impaired		
Past due 1-30 days	NIL	NIL
Past due 31-90 days	NIL	33.64
Past due 91-120 days	NIL	NIL
Past due 121-180 days	NIL	NIL
Past due 181-360 days	10.26	NIL
More than 360 days	1668.79	2044.90

**Other financial assets**

The Company maintains exposure in cash and cash equivalents, term deposits with banks, unsecured loans to companies.

The company held cash equivalents and other bank balances of Rs 1598.28 Lakhs as at March 31, 2023 (PY Rs. 2248.10 Lakhs) and bank balance other than cash & cash equivalent is Rs 0.00 lakhs (PY Rs. 0.00 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.

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.

The ageing of loan and advance given that were not impaired is as follows:

Particulars	Carrying amount(In Lakhs)	
	As at March 31, 2023	As at March 31, 2022
Neither past due nor impaired		
Past 1-30 days	NIL	1710.13
Past 31-90 days	NIL	Nil
Past 91-120 days	1050.08	Nil
Past 121-180 days	1125	1000.00
Past 181-360 days	429.48	1125.00
More than 360 days	19734.27	21806.37

**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 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, 2023)	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	1508.10	1508.10	1058.65	47.62	103.89	297.94

Trade payables	24.72	24.72	24.72	0	0	0
Other payables	1.80	1.80	1.80	0	0	0
Other Expenses Payable	4.99	4.99	4.99	0	0	0
Duties & Taxes Payable	6.26	6.26	6.26	0	0	0

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	0	0	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

### 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.

### 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 capital using adjusted net debt to equity ratio. For this purpose, adjusted net debt is defined as total debt less cash and bank balances.

Particulars	Amount in Lakhs	
	As at March 31, 2023	As at March 31, 2022
Total Debt	493.01	248.54
Total equity	36322.01	36056.38
Debt - equity ratio	0.01	0.01

**XVI. Fair Value Measurement****Financial Instrument by Category**  
**Amounts in Lakhs**

Particulars	As at 31 March 2023			As at 31 March 2022		
	<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	Nil	Nil	Nil	0.05
(ii)Security Deposit	Nil	Nil	732.90	Nil	Nil	674.31
<b>(B) Current</b>				NIL	Nil	NIL
(i)Trade Receivable	Nil	Nil	1679.05			2,080.77
(ii)Cash & Cash Equivalents	Nil	Nil	1598.28	Nil	Nil	2,248.10***
(iii)Bank Balance other than Cash & Cash Equivalents	Nil	Nil	Nil	Nil	Nil	Nil
(iv)Loans	Nil	Nil	22338.84	Nil	Nil	25,641.51
(v)Other Financial Assets	Nil	Nil	0.81	Nil	Nil	1.42
<b>Financial Liabilities</b>						
<b>(A)Non-Current</b>						
(i)Borrowings	Nil	Nil	493.01	Nil	Nil	248.54
(ii)Trade Payable	Nil	Nil	Nil	Nil	Nil	Nil
(iii)Other Financial Liabilities	Nil	Nil	Nil	Nil	Nil	Nil
<b>(B) Current</b>						
(i)Borrowings	Nil	Nil	1015.09	Nil	Nil	Nil
(ii)Trade Payable	Nil	Nil	24.72	Nil	Nil	Nil
(iii)Other Financial Liabilities	Nil	Nil	6.79	Nil	Nil	6.12

• 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.

• \*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.

• \*\*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.

**XVII. Related Party Disclosures (As per 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) Step Down Subsidiary Companies : Unisphere Industries Private Limited  
Butterfly Ayurveda Private Limited
- (B) Associates and Joint Ventures : NIL

(C) **Individuals owning, directly or indirectly, 20% or more voting power of the reporting enterprise and relatives of any such individual:** Mr. Naveen Khandelwal

**(D) Key management personnel of the Reporting Entity**

Mr. Neeraj Kumar Singh	Managing Director
Mr Kailash Chandra Sharma	Director (Reporting Entity and Subsidiary Company)
Ms Kamlesh Gupta	Director (Reporting Entity and Subsidiary Company and Step Down Subsidiary)
Ms. Juhi Singh	Director & CFO
Mr Nitin Gupta	CS & Compliance Officer
Mr Ankur Rawat	Director (Subsidiary Company & Step Down Subsidiary)
Mr Devendra Singh	Director (Subsidiary Company) (Ceased to be a Director w.e.f 10-11-2022)
Ms Akshi Khandelwal	Director (Step Down Subsidiary Company)
Mr Suresh Kumar	Director (Step Down Subsidiary Company)
Ms Supriya	Key Management Personnel of (Step Down Subsidiary Company)
Mr Naveen Khandelwal	Relative of Director of Step Down Subsidiary
Ms Sangeeta Khandelwal	Relative of Director of Step Down Subsidiary

**(E)Enterprises owned/membership by directors or major shareholders of the reporting entity**

Sl.No	Name of Enterprises	% Holding
1	Sai Agencies Private Limited	31.84%
2	Sai Business and Consultancy Systems Private Limited	12.59%
3	Sai Enterprises Private Limited	12.54%
4	Mr. Sanjiv Asthana	11.34%
5	Butterfly Ayurveda Bakery Private Limited	Ms. Akshi Khandelwal is Director/ Member (Holding 74% Shareholding), Mr. Suresh Kumar is Director
6	Butterfly Ayurveda India Global Private Limited (formerly known as BA Bakery Private Limited)	Ms. Akshi Khandelwal is Director/ Member (Holding 74% Shareholding), Mr. Suresh Kumar is Director
7	Breakpoint Foods Private Limited	Ms. Akshi Khandelwal is Director/ Member (Holding 98% Shareholding), Mr. Suresh Kumar is Director
8	World Wide Holdings	Ms. Akshi Khandelwal is significant shareholder holding 25.93% Equity Shares
9	Peerage Industries Private Limited	Mr. Suresh Kumar is the Director/ Member holding 50% Shares of the Company

**(F) A Firm, in which a Director, Manager or his Relative is a Partner**

M/s Naveen Brothers	Mr. Naveen Khandelwal and Mr. Akshat Khandelwal (Relative of Director of Step Down Subsidiary) are partners.
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M/s Naveen Enterprises	Mr. Naveen Khandelwal (Relative of Director of Step Down Subsidiary) is Partner.
M/s India Iron Supply Co.	Mr. Naveen Khandelwal (Relative of Director of Step Down Subsidiary) is Partner.

**(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	
	31.03.2023	31.03.2022	31.03.2023	31.03.2022
<b><u>Remuneration Paid</u></b>				
Mr. Nitin Gupta	17.10 Lakhs	15.50 Lakhs	1.25 Lakhs	1.29 Lakhs
Mr Ankur Rawat	13.50 Lakhs	NIL	1.30 Lakhs	NIL
Ms Supriya	2.47 Lakhs	NIL	(0.45)Lakhs	NIL

**(ii) Transactions other than (i) with Related Parties**  
**As on 31.03.2023**

<b><u>Name of Related Party</u></b>	<b><u>Nature of Transactions</u></b>	<b><u>Transaction Amounts</u></b>	<b><u>Outstanding Balance as at 31-03-2023</u></b>
Ms. Akshi Khandelwal	Net Loans & Advances given/(returned)	135.00 Lakhs	(331.36) Lakhs
Mr Naveen Khandelwal	NIL	NIL	(230.28) Lakhs
Ms Sangeeta Khandelwal	NIL	NIL	(46 Lakhs)
Butterfly Ayurveda Bakery Private Limited	Interest Received on Loan & Net Loans & Advances given/(returned)	3.08 Lakhs and 6.27 Lakhs	49.90 Lakhs
Butterfly Ayurveda Bakery Private Limited	Sale of Investments to KMP & Close family members	1.00 Lakhs	NIL
Butterfly Ayurveda India Global Private Limited (formerly known as BA Bakery Private Limited)	Sale of Investments to KMP & Close family members	1.00 Lakhs	NIL
Butterfly Ayurveda India Global Private Limited (formerly known as BA Bakery Private Limited)	Net Loans & Advances given/(returned)	0.17 Lakhs	0.18 Lakhs

World Wide Holdings	Net Loans & Advances given/(returned) & Interest Paid on Loan	(4,691 Lakhs) & 54.28 Lakhs	(407.46 Lakhs)
Unisphere Industries Private Limited	Investments by Subsidiary in Step Down Subsidiary	(300 Lakhs)	NIL
Unisphere Industries Private Limited	Investments by Subsidiary in Step Down Subsidiary	300 Lakhs**	300 Lakhs**
Butterfly Ayurveda Private Limited	Investments by Subsidiary in Step Down Subsidiary	4800 Lakhs	4800 Lakhs

**As on 31.03.2022**

<b><u>Name of Related Party</u></b>	<b><u>Nature of Transactions</u></b>	<b><u>Transaction Amounts</u></b>	<b><u>Outstanding Balance as at 31-03-2022</u></b>
Unisphere Industries Private Limited	Investments by Subsidiary in Step Down Subsidiary	300 Lakhs*	300 Lakhs*
Unisphere Industries Private Limited	Receipt against Unsecured Loan paid by subsidiary to step down subsidiary	(297.40 Lakhs)	NIL
Unisphere Industries Private Limited	Interest received on loan against Unsecured Loan paid by subsidiary to step down subsidiary	16.43 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.*

\*1% Optionally Convertible Cumulative Redeemable Preference Shares ("OCCRPS") have been Classified as compound financial instruments.

Note: The company has, during the year, converted its 30,00,000 1% OCCRP (Optionally Convertible Cumulative Redeemable Preference Shares) of Rs. 10/- each to 30,00,000 7% NCCRP (Non-convertible Cumulative Redeemable Preference Shares) of Rs. 10/- each through variation of rights as per provisions of Section 48 and other applicable provisions of Companies Act, 2013. The approvals of the 100% shareholders' i.e holding company (Health Care Energy Foods Private Limited) have been obtained through resolution dated 28th February 2023. The exchange ratio was 1:1.

\*\* The 7% NCCRPS (Non-convertible Cumulative Redeemable Preference Shares), being cumulative in nature, have the right to dividend every year and they are non-convertible but are redeemable. On applying the provisions of IND AS 109, the company determined that the fixed-to-fixed test is not fulfilled (i.e. conversion at fixed number of shares for a fixed amount is not ascertainable) hence the company has concluded that the 7% NCCRPS shall not be divided into equity and liability components and shall be treated as liability only. As the financial instrument is financial liability in nature but interest rates are issued at concessional rates by the holding company. Therefore, after applying amortisation cost method as per Ind AS 109, equity component and financial liability component are segregated.

**I. 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%	-275.70	100%	-55.25	100%	0	100%	-55.25
<b><u>Subsidiaries</u></b>								
<b>Indian</b>								
Healthcare Enrgy Foods Pvt. Ltd.	98.10%	35925.99	98.10%	309.00	98.10%	0.13	98.10%	309.13
<b>Foreign</b>	-	-	-	-	-	-	-	-
<b><u>Non-controlling Interests in all subsidiaries</u></b>	1.90%	697.48	1.90%	6.00	1.90%	0.00	1.90%	6.00
<b><u>Associates (Investment as per the equity method)</u></b>								
<b>Indian</b>	100.00%	36,623.47	100.00%	315.00	100.00%	0.13	100.00%	315.13
<b>Foreign</b>	-	-	-	-	-	-	-	-
<b><u>Joint Ventures (as per pro-portionate consolidation / investment as per the equity method)</u></b>								
<b>Indian</b>	-	-	-	-	-	-	-	-
<b>Foreign</b>	-	-	-	-	-	-	-	-

<b>Total</b>	<b>100%</b>	<b>36,347.77</b>		<b>259.74</b>		<b>0.13</b>		<b>259.87</b>
<b>Less: Elimination</b>	-	<b>-25.75</b>	-	-	-	-	-	-
<b>G.Total</b>		<b>36,322.01</b>		<b>259.74</b>		<b>0.13</b>		<b>259.87</b>

**FOR SAI CAPITAL LIMITED**

(Dr. Niraj K. Singh)

Managing Director

DIN : 00233396

(Ankur Rawat)

Director &amp; CFO

DIN : 07682969

(Nitin Gupta)

Company Secretary

M. No. : F8485