

SAI CAPITAL LIMITED

Regd. Office: G-25, GROUND FLOOR, RASVILAS SALCON D-1, SAKET DISTRICT CENTRE, SAKET, NEW DELHI, SOUTH DELHI -110017

(CIN: L74899DL1995PLC069787), E mail: sai@vsnl.com or cs@saicapital.co.in

www.saicapital.co.in

Dated :29.09.2018

The Manager
Listing Department
Bombay Stock Exchange Ltd.
Phiroza Jeejeebhoy Towers,
Dalal Street
Mumbai – 400001
Tel: 022 – 22722375, 2066
Fax : 022 – 22722037, 39, 41,61

Scrip Code: 531931

Sub: Summary of proceedings of 23rd Annual General Meeting ('AGM') and voting results

Reg: Compliance with the provisions of Regulations 30 and 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Compliance Officer: Megha Bansal(Company Secretary)

Contact Address: G-25, Ground Floor, Rasvilas Salcon D-1, Saket District Centre, Saket, New Delhi, South Delhi -110017

Dear Sir/Madam

With reference to the above subject, we would like to inform you that the 23rd Annual General Meeting of the Company convened on Saturday, 29th September, 2018 at 11:00 A.M. at 42/1, Hemkunt Colony, Greater Kailash-1, New Delhi-110048 have transacted the business mentioned in the Notice dated 14th August, 2018.

In this regard, please find enclosed the following-

- (1) Summary of proceedings as required under Regulation 30, Part-A of Schedule -III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as **Annexure – I**
- (2) Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as **Annexure – II**.

(3) Scrutinizers' Report on remote e-voting and poll conducted at AGM of the Company as **Annexure III**.

(4) Submission of Annual Report for the Financial Year 2017-18 as required under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations duly approved and adopted by the members as **Annexure IV**.


The above results are also being uploaded on the website of the Company

The above AGM concluded at 11.30 A.M. on the same date.

Please take the above information on your records and acknowledge the receipt of the same.

Thanking you

Sincerely yours

For Sai Capital Ltd

Dr. Niraj Kumar Singh,
Managing Director

Encl: a/a

Summary of proceedings of the 23rd Annual General Meeting:

The 23rd Annual General meeting (AGM) of the Members of Sai Capital Limited ("the Company") was convened on Saturday, 29th September, 2018 at 11.00 A.M at 42/1, Hemkunt Colony, Greater Kailash-1, New Delhi-110048.

Megha Bansal, Company Secretary commenced the meeting by welcoming the Directors, invitees and Members present at the 23rd Annual General Meeting of the Company. Dr. Niraj Kumar Singh, Managing Director was elected as Chairman of the Meeting. After ascertaining the requisite quorum which remained throughout the meeting, the Chairman called the meeting in order. All the directors of the Company (except Mr. Narendra Prakash Sharma) attended the meeting except. Members were present in person and through proxy at the meeting.

Megha Bansal, Company Secretary informed that the Company had provided the Members the facility to cast their vote electronically, on all resolutions set forth in the Notice. Members who were present at the AGM and had not cast their votes electronically were provided facility to cast their votes at the meeting. It was further informed that there would be no voting by show of hands. Megha Bansal Company Secretary read the Auditor's Report for the information of the members. The Ballot Papers were distributed to the Members at the AGM.

The following items of business, as per Notice of 23rd AGM dated 14th August, 2018 were transacted at the meeting:

Ordinary Business:

Item No. 1-

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial year ended March 31, 2018 together with the Reports of the Board of Directors and the Auditors thereon.

"RESOLVED THAT Audited Financial Statements of the Company for the financial year ended 31st March, 2018 together with Board Report and Auditors' Report thereon be and are hereby adopted."

Item No. 2-

To appoint a Director in place of Mrs. Juhi Singh (DIN- 02022313), who retires by rotation and being eligible offers herself for re-appointment.

RESOLVED THAT Mrs. Juhi Singh (DIN: 02022313) retiring by rotation pursuant to the provisions of Section 152 of Companies Act 2013 and Schedule IV of the Companies Act 2013, be and is hereby re-appointed as Director of the Company."

Special Business:

Item No. 3-

Appointment of Ms. Shikha Arora (DIN-07872000) as a Director.

“RESOLVED THAT Ms. Shikha Arora pursuant to provisions of Section 152 and 149 and schedule IV of the Companies Act, 2013 be and is hereby appointed as a Director of the Company.”

Item No. 4-

Raising of fund by Right Issue

“RESOLVED THAT in pursuance of Section 42, 62 and other applicable provisions of Companies Act, 2013 read with The Companies (Share Capital and Debenture) Rules, 2014 or other applicable rules and SEBI Guidelines and regulations thereto and Articles of Association of the Company and subject to such necessary regulatory and statutory compliances and approvals, if any, under any applicable Act and Enactment, the proposal of raising of funds by offering, issuing and allotment of equity shares on rights basis be and hereby approved.

During the course of meeting queries, explanations asked by the member's present were properly addressed and clarified.

The members were informed that the Board of Directors had appointed Ms. Rashmi Sahni Practicing Company Secretary as scrutinizer for the purpose of scrutinizing remote-voting and ballot voting process on the above mentioned resolutions(s).

After completion of voting by Poll at the AGM the locked Ballot Boxes were unlocked by the Scrutinizer in the presence of two witnesses, not in employment of the Company and counted the votes cast at the meeting. Thereafter Scrutinizer unblocked the votes cast through remote e-voting and counted the votes cast through remote e-voting in the presence of two witnesses, not in employment of the Company and submitted his report on the results of remote e-voting and by poll conducted at the AGM to the Chairman of the Meeting. The Chairman announced the results at the end of the AGM for information of the members present. As per the scrutinizer report all the resolutions as set out in the 23rd AGM notice were passed by the Members with requisite majority.

It was also announced in the meeting that the results of the voting on the resolutions will also be uploaded on the website of the Company and submitted with the Stock Exchanges.

SCRUTINIZERS' REPORT ON REMOTE E-VOTING, AND POLL PROCESS FOR 23rd ANNUAL GENERAL MEETING OF SAI CAPITAL LIMITED HELD ON SATURDAY 29TH SEPTEMBER, 2018 AT 11:00 AM AT 42/1, HEMKUNT COLONY, GREATER KAILASH-1, NEW DELHI-110048

(Section 108 of the Companies Act read with Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 and any amendment thereof including Companies (Management & Administration), Amendment Rules, 2015)

REPORT OF SCRUTINIZER

29th September, 2018

To
**The Chairman
Sai Capital Limited**

Sub: SCRUTINIZER'S REPORT ON REMOTE E-VOTING AND POLL CONDUCTED AT THE 23rd ANNUAL GENERAL MEETING OF THE COMPANY

I, Rashmi Sahni, Practicing Company Secretary appointed as Scrutinizer by the Board of Directors of M/s. Sai Capital Ltd. ("the Company") vide board resolution passed on 14th August, 2018 for the purpose of scrutinizing remote E-voting and Poll on the below mentioned resolutions(s), for 23rd Annual General Meeting (AGM) of Sai Capital Ltd. ("the Company"), held on Saturday, 29th September, 2018 at 11:00 A.M. at the Registered Office of the Company, submit my report as under:

1. To enable wider participation of shareholders, pursuant to the provisions of Section 108 of the Companies Act, 2013 and the rules framed there under vide Companies (Management & Administration) Rules, 2014 and any amendment thereof including Companies (Management and Administration), Amendment Rules, 2015, Companies listed on BSE Limited (BSE), are required to provide remote e-voting facility to their shareholders on all resolutions to be passed at General Meeting or through Ballot Papers. Hence the Company has provided the above voting facilities to its shareholders through remote e-voting facilitated by CDSL to cast their votes on the resolutions mentioned in the notice of the Annual General Meeting dated 14th August, 2018. The Remote E-voting was commenced on Tuesday, 25th September, 2018 at 9:30 a.m. and ends on Friday 28th September, 2018 at 5:00 p.m.
2. The members of the Company whose name appear in the Register of Members as on close of business hours of Saturday, 22nd September, 2018 were entitled to vote on the resolutions (as set out in the notice of 23rd Annual General Meeting of the Company). The electronic votes cast were taken into account and at the end of said voting period, the e-voting platform provided by CDSL was blocked for voting. I have also received the Ballot paper from the shareholders who have duly cast their votes for the respective resolutions in the poll conducted at AGM. Immediately after the conclusion of voting at the AGM, first I have counted the votes cast at the meeting, thereafter unblocked the votes cast through remote-e voting.



3. The votes cast were unblocked on Saturday, 29th September, 2018 in the presence of two witnesses Mr. Amit Chhabra and Ms. Ritu Mahajan who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Name: Mr. Amit Chhabra

Name Ms. Ritu Mahajan

Signature:

Signature:

The register has been maintained electronically to record the assent or dissent, received, mentioning the particulars of name, address, folio number or Client ID of the Shareholders, numbers of shares held by them and nominal value of such shares. There were no shares with differential voting rights in the Company; hence there is no requirement of maintaining of list of shares with differential voting rights.

The details containing, inter alia, list of Equity Shareholders, who voted FOR or AGAINST each of the resolution put to vote, were generated from the e-voting website of CDSL, the consolidated result of Remote E- voting and Poll conducted at AGM are as under:

Sr. No	Subject Matter (as set out in the Notice to the 23 rd AGM)	Voting Process	Votes in favour of the Resolution	Votes against the Resolution	Invalid Votes	Abstained
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial year ended March 31, 2018 together with the Reports of the Board of Directors and the Auditors thereon.	E-Voting	1670500	-	-	-
		Poll at AGM	200700	-	-	-
		Total	1871200	-	-	-

2.	To appoint a Director in place of Ms. Juhi Singh (DIN- 02022313), who retires by rotation and	E-Voting	1670500	-	-
		Poll at AGM	72700	-	-



	himself re-appointment	offers for	Total	1743200		-	-
3.	Appointment of Ms. Shikha Arora (DIN-07872000) as a Director		E-Voting	1670500		-	-
			Poll at AGM	200700		-	-
			Total	1871200		-	-
4	Raising of fund by Right Issue		E-Voting	1670500		-	-
			Poll at AGM	200700		-	-
			Total	1871200		-	-

Based on the foregoing, the above Resolution Nos. 1 to 4 of 23rd Annual General Meeting held on 29th September, 2018 at 42/1, Hemkunt Colony, Greater Kailash-1, New Delhi-110048 shall be deemed to have been passed with the requisite majority of shareholders.

Thanking you
Yours Faithfully
For Sai Capital Ltd.
Niraj Kumar Singh
Niraj Kumar Singh
Chairman of the Meeting



Rashmi Sahni
Practicing Company Secretary
[Scrutinizer for Remote E-Voting
And AGM Poll Process]
Membership No.25681

Date: 29th September, 2018
Place: Delhi

VOTING RESULTS

Saturday, 29th September, 2018

971

Date of the AGM: _____
 Total number of shareholders on record date: _____
 No. of shareholders present in the meeting either in person or through proxy: _____

Promoters and Promoter Group: 6
 Public: 3

No of Shareholders attended the meeting through Video
 Promoters and Promoter Group: NIL
 Public: NIL

Agenda-wise disclosure

ORDINARY BUSINESS:

Item No. 1:

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial year ended March 31, 2018 together with the Reports of the Board of Directors and the Auditors thereon.

Ordinary Resolution

Resolution Required: Ordinary/Special		No							
Whether promoter/promoter group are interested in									
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of Votes-in favor	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled	
Promoter and Promoter Group	E-Voting	1	2	$(3) = \frac{[(2)]}{(1)]} * 100$	4	5	$(6) = \frac{[(4)]}{(2)]} * 100$	$(7) = \frac{[(5)]}{(2)]} * 100$	
			1640500	77.28	1640500	0	100	0	0
	Poll	2122700	140700	6.63	140700	0	100	0	0
	Total		1781200	83.91	1781200	0	100	0	0
	E-Voting		0	0.00	0	0	0	0	0
	Poll	84300	0	0.00	0	0	0	0	0
	Total		0	0.00	0	0	0	0	0



Public - Non Institutions	E-Voting		30000	4.46	30000	0	100	0
	Poll	672300	60000	8.92	60000	0	100	0
	Total		90000	13.39	90000	0	100	0
Total		2879300	1871200	64.99	1871200	0	100	0

Item No. 2
 To appoint a Director in place of Ms. Juhi Singh (DIN- 02022313), who retires by rotation and being eligible offers himself for re-appointment.

Resolution Required: Ordinary/Special

Whether promoter/promoter group are interested in the agenda/resolution

Category	Mode of Voting	No. of shares held	No. of votes polled	%of votes Polled on outstanding shares	No. of Votes-in favor	No. of Votes against	%of Votes in favour on votes polled	%of Votes against on votes polled
Promoter and Promoter Group	E-Voting		1640500	77.28	1640500	0	100	0
	Poll	2122700	12700	0.60	12700	0	100	0
	Total		1653200	77.88	1653200	0	100	0
Public – Institutions	E-Voting		0	0.00	0	0	0	0
	Poll	84300	0	0.00	0	0	0	0
	Total		0	0.00	0	0	0	0
Public - Non Institutions	E-Voting		30000	4.46	30000	0	100	0
	Poll	672300	60000	8.92	60000	0	100	0
	Total		90000	13.39	90000	100	100	0
Total		2879300	1743200	60.54	1743200	100	100	0



SPECIAL BUSINESS:

Item No-3

Appointment of Ms. Shikha Arora (DIN-07872000) as a Director

Resolution Required: Ordinary/Special
 Whether promoter/promoter group are interested in the agenda/resolution

Ordinary Resolution
 No

Category	Mode of Voting	No. of shares held	No. of votes polled	%of votes Polled on outstanding	No. of Votes- in favor	No. of Votes against	%of Votes in favour on votes polled	%of Votes against on votes polled
Promoter and Promoter Group	E-Voting	1	1640500	77.28	4	0	100	0
	Poll	2122700	140700	6.63	140700	0	100	0
	Total		1781200	83.91	1781200	0	100	0
Public – Institutions	E-Voting	84300	0	0.00	0	0	0	0
	Poll		0	0.00	0	0	0	0
	Total		0	0.00	0	0	0	0
Public -Non Institutions	E-Voting	672300	30000	4.46	30000	0	100	0
	Poll		60000	8.92	60000	0	100	0
	Total		90000	13.39	90000	0	100	0
Total		2879300	1871200	64.99	1871200	0	100	0

Item No. 4-

Raising of fund by Right Issue

Resolution Required: Ordinary/Special

Special Resolution

Whether promoter/promoter group are interested in the agenda/resolution

No
 To the extent of their entitlement in the proposed right issue

Category	Mode of Voting	No. of shares held	No. of votes polled	%of votes Polled on outstanding	No. of Votes- in favor	No. of Votes against	%of Votes in favour on votes polled	%of Votes against on votes polled
		1	2	(3) = [(2)/(1)]*100	4	5	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2122700	1640500	77.28	1640500	0	100	0
	Poll		140700	6.63	140700	0	100	0
	Total		1781200	83.91	1781200	0	100	0
Public – Institutions	E-Voting	84300	0	0.00	0	0	0	0
	Poll		0	0.00	0	0	0	0
	Total		0	0.00	0	0	0	0
Public -Non Institutions	E-Voting	672300	30000	4.46	30000	0	100	0
	Poll		60000	8.92	60000	0	100	0
	Total		90000	13.39	90000	0	100	0
Total		2879300	1871200	64.99	1871200	0	100	0

All the resolutions, as set out in the Notice dated 14th August, 2018, were passed by the Members by requisite majority.