

**CORPORATE GOVERNANCE REPORT**

1. Name of Listed Entity: **Sai Capital Limited**

2. Quarter Ended: **31-December-2019**

**i. Composition of Board of Director**

Title (Mr./ Ms)	Name of the Director	DIN	Category (Chairperson /Executive/ Non- Executive/ Independent/ Nominee)	Sub Category	Date of Birth	Initial Date of Appointment	Date of Re-appointment	Date of cessation	Tenure	No of Directorship in listed entities including this listed entity	Number of Independent Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Niraj Kumar Singh	00233396	Executive Director	Chairperson - MD	19-07-1961	14-06-1995	14-08-2015	-	-	2	-	-	-
Mrs.	Juhi Singh	02022313	Non-Executive - Non Independent Director	-	05-11-1965	14-06-1995	30-09-2019	-	-	2	-	4	-
Mrs.	Shikha Arora	07872000	Non-Executive - Independent Director	-	17-10-1981	29-12-2017	29-09-2018	-	60	1	1	1	1
Mr.	Kailash Chandra Sharma	00339013	Non-Executive - Independent Director	-	01-08-1957	14-11-2019	-	-	60	1	1	1	1

Company Remarks	Chairperson related to Promoter
Whether Permanent chairperson appointed	Yes

\* Upon appointment as Non-Executive, Independent Director, Mr. Kailash Chandra Sharma has been inducted as a member of the under mentioned Committees of the Board on November 14, 2019:

- i) Audit Committee
- ii) Nomination and Remuneration Committee
- iii) Stakeholders Relationship Committee

Consequently, the Committees have been reconstituted.

**ii. Composition of Committees****a. Audit Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/ Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>	<i>Remarks</i>
1	Mrs. Shikha Arora	Non-Executive - Independent Director	Chairperson	29-09-2018	-	-
2	Mrs. Juhi Singh	Non-Executive – Non Independent Director	Member	30-09-2015	-	-
3	Mr. Kailash Chandra Sharma	Non-Executive - Independent Director	Member	14-11-2019	-	-

Company Remarks	Mr. Kailash Chandra Sharma has been appointed as member of Audit Committee of the Company on November 14, 2019
Whether Permanent chairperson appointed	Yes

**b. Stakeholders' Relationship Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/ Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>	<i>Remarks</i>
1	Mr. Kailash Chandra Sharma	Non-Executive - Independent Director	Chairperson	14-11-2019	-	-
2	Mrs. Shikha Arora	Non-Executive - Independent Director	Member	29-09-2018	-	-
3	Mrs. Juhi Singh	Non-Executive - Non Independent Director	Member	30-09-2015	-	-

Company Remarks	Mr. Kailash Chandra Sharma has been appointed as Chairperson of Stakeholders' Relationship Committee of the Company on November 14, 2019
Whether Permanent chairperson appointed	Yes

**c. Risk Management Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/ Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>	<i>Remarks</i>
Not Applicable						

**d. Nomination and Remuneration Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/ Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>	<i>Remarks</i>
1	Mrs. Shikha Arora	Non-Executive - Independent Director	Chairperson	29-09-2018	-	-
2	Mr. Kailash Chandra Sharma	Non-Executive - Independent Director	Member	14-11-2019	-	-
3	Mrs. Juhi Singh	Non-Executive - Non Independent Director	Member	30-09-2015	-	-

Company Remarks	Mr. Kailash Chandra Sharma has been appointed as member of Audit Committee of the Company on November 14, 2019
Whether Permanent chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
14-08-2019	04-10-2019	50	N.A.	Yes	3	1
	14-11-2019	40	N.A.	Yes	3	1
	16-12-2019	31	N.A.	Yes	4	2

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requireme not of Quorum met (Yes/No)	Number of Directors present*	No. of Independe nt Directors attending the meeting*
Audit Committee	14-08-2019	-	-	-	Yes		
Audit Committee	04-10-2019	50	-	-	Yes	2	1
Audit Committee	14-11-2019	40	-	-	Yes	2	1
Nomination and Remuneration Committee	04-10-2019	-	-	-	Yes	2	1
Nomination and Remuneration Committee	14-11-2019	40	-	-	Yes	2	1

v. Related Party Transactions

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>	<i>If status is "No" details of non-compliance may be given here</i>
Whether prior approval of audit committee obtained	N.A.	-
Whether shareholder approval obtained for material RPT	N.A.	-
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N.A.	-

**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee - **Yes**
  - b. Nomination & remuneration committee - **Yes**
  - c. Stakeholders relationship committee - **Yes**
  - d. Risk management committee (applicable to the top 100 listed entities) - **Not Applicable**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**

**Name** : **NITIN GUPTA**  
**Designation** : **COMPANY SECRETARY & COMPLIANCE OFFICER**