

**CORPORATE GOVERNANCE REPORT**

1. Name of Listed Entity: **Sai Capital Limited**  
 2. Quarter Ended: **30-September-2020**

**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	14-08-2020	-	-	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

**ii. Composition of Committees**

**a. Audit Committee**

Sr. No.	Name of the Director	Category	Chairperson/ Membership	Appointment Date	Cessation Date	Remarks
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	-	-

Whether Permanent chairperson appointed	Yes
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**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	-	-

Whether Permanent chairperson appointed	Yes
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**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	-	-

Whether Permanent chairperson appointed	Yes
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**iii. Meeting of Board of Directors**

<b>Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)</b>	<b>Maximum gap between any two consecutive (in number of days)</b>	<b>Notes for not providing Date</b>	<b>Whether requirement of Quorum met (Yes/No)</b>	<b>Number of Directors present*</b>	<b>No. of Independent Directors attending the meeting*</b>
27-07-2020		N.A.	Yes	4	2
10-08-2020	13	N.A.	Yes	4	2
20-08-2020	9	N.A.	Yes	4	2
15-09-2020	35	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 requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
Audit Committee	27-07-2020			N.A.	Yes	3	2
Audit Committee	15-09-2020	49		N.A.	Yes	3	2
Nomination and Remuneration Committee	10-08-2020			N.A.	Yes	3	2

v. **Related Party Transactions**

Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here
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**

Sr.	Subject	Compliance status (Yes/No)
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
3	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 d. Risk management committee (applicable to the top 500 listed entities)	NA
6	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
7	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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

**Half Yearly Affirmations**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance Status (Yes/ No/ NA)</b>	<b>If status is “No” details of non-compliance may be given here</b>
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	NA	The Company is required to convene its Annual General Meeting (A.G.M.) for the Financial Year ended on March 31, 2020 on or before September 30, 2020.  In view of the disruption due to the Covid-19 Pandemic, the Company was hard pressed to hold its A.G.M. within the stipulated time period. Accordingly, the Company had filed an application with the Registrar of Companies (R.O.C.), Delhi seeking an extension in the period for holding the A.G.M.. The R.O.C. vide letter dated August 26, 2020 has since given an extension of 2 (Two) Months to the Company for holding the A.G.M. from the last date on which the A.G.M. should have been held.  As such, the Company shall now hold the A.G.M. on or before November 30, 2020 and ensure requisite compliances.
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	NA	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	NA	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	NA	
5	Whether “Corporate Governance Report” disclosed in Annual Report	34(3) read with para C of Schedule V	NA	

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