

**CORPORATE GOVERNANCE REPORT**

1. Name of Listed Entity: **Sai Capital Limited**  
 2. Half Year ending: **30-September-2019**

**i. Composition of Board of Director**

Title (Mr./ Ms)	Name of the Director	DIN/ PAN	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 Directors hip in listed entities including this listed entity	Number of Independent Director ship in listed entities including this listed entity	No of members hips in Audit/ Stakeholder Committ ee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company	Remarks
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	-	Audit Committee	-
Mrs.	Shikha Arora	07872000	Non-Executive - Independent Director	-	17-10-1981	29-12-2017	29-09-2018	-	60	1	1	-	2	Stakeholders' Relationship Committee Nomination & Remuneration Committee	*
Mr.	Narendra Prakash Sharma	01136906	Non-Executive - Independent Director	-	30-06-1954	30-06-2009	30-09-2014	29-09-2019	60	0	-	-	-	-	-

Company Remarks	Chairperson related to Promoter
Whether Permanent chairperson appointed	Yes

\* Mr. Narendra Prakash Sharma was appointed as a Non Executive, Independent Director for a term of five consecutive years at the Annual General Meeting of the Company held on September 30, 2014.

The term of his appointment came to an end on September 29, 2019. Mr. Narendra Prakash Sharma ceased to be a Director of the Company with effect from September 29, 2019 on the completion of the term of his appointment as Non Executive, Independent Director.

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	Mr. Narendra Prakash Sharma	Non-Executive - Independent Director	Member	30-09-2014	29-09-2019	-
3	Mrs. Juhi Singh	Non-Executive – Non Independent Director	Member	30-09-2015	-	-

Company Remarks	-
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. Narendra Prakash Sharma	Non-Executive - Independent Director	Chairperson	30-09-2014	29-09-2019	-
2	Mrs. Shikha Arora	Non-Executive - Independent Director	Chairperson	29-09-2018	-	-
3	Mrs. Juhi Singh	Non-Executive - Non Independent Director	Member	30-09-2015	-	-

Company Remarks	-
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						

Company Remarks	-
Whether Permanent chairperson appointed	-

**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	Shikha Arora	Non-Executive - Independent Director	Chairperson	29-09-2018	-	-
2	Narendra Prakash Sharma	Non-Executive - Independent Director	Member	30-09-2014	29-09-2019	-
3	Juhi Singh	Non-Executive - Non Independent Director	Member	30-09-2015	-	-

Company Remarks	-
Whether Permanent chairperson appointed	Yes

**iii. Meeting of Board of Directors**

<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</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>
28-May-2019	14-Aug-2019	Yes	3	1
29-Jun-2019			3	1

Company Remarks	-
Maximum gap between any two consecutive (in number of days)	45

**iv. Meeting of Committees**

<b>Name of the Committee</b>	<b>Date(s) of meeting during of the committee in the previous quarter</b>	<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Requirement of Quorum met (details)</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>
Audit Committee	28-05-2019	14-08-2019	Required quorum of 2 members was met	Yes	2	1
Stakeholders' Relationship Committee		16-07-2019		Yes	2	1

Company Remarks	-
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	77

v. **Related Party Transactions**

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>	<i>Remark</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. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**  
 b. Any comments/observations/advice of Board of Directors may be mentioned here:

Mr. Narendra Prakash Sharma was appointed as a Non Executive, Independent Director for a term of five consecutive years at the Annual General Meeting of the Company held on September 30, 2014.  
 The term of his appointment came to an end on September 29, 2019. Mr. Narendra Prakash Sharma ceased to be a Director of the Company with effect from September 29, 2019 on the completion of the term of his appointment as Non Executive, Independent Director.

6. Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website - Regulation 46(2) - **Yes**
7. Presence of Chairperson of Audit Committee at the Annual General Meeting - Regulation 18(1)(d) - **Yes**
8. Presence of Chairperson of the nomination and remuneration committee at the annual general meeting- Regulation 19(3) - **Yes**
9. Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting – Regulation 20(3) - **Yes**
10. Whether “Corporate Governance Report” disclosed in Annual Report - Regulation 34(3) read with para C of Schedule V - **Yes**

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