

**DISCLOSURE UNDER REGULATION 25(7) AND 46(2) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**DETAILS OF FAMILIARIZATION PROGRAMMES CONDUCTED AND INFORMATION IMPARTED TO INDEPENDENT DIRECTORS:**

We, M/s. Sai Capital Limited (“the Company”) strongly believe that an effective familiarisation programme apart from being a regulatory requirement, tremendously helps the Independent Directors, to not only have greater insight into the Company’s business activities and functioning, but also contributes immensely to their active participation and decision making at Board / Committee Meetings.

After due consideration, the Company has formulated an orientation process/familiarization programme for its Independent Directors that includes but is not limited to:

- i) Briefing the Independent Directors on their role, responsibilities, duties, and obligations as a Member of the Board and its Committees.
- ii) Nature of business and business model of the Company, Company’s strategic and operating plans.
- iii) Matters relating to Corporate Governance, Code of Business Conduct, Compliance Programs, Internal Audit, etc.
- iv) Anticipated calendar of Board, Committee, and General Meetings so that the Independent Directors could make themselves available for such Meetings.

As a matter of routine, immediately upon the appointment of an Independent Director, the familiarization programme as described above is conducted by the senior management team. This process is also followed as and when a new member is appointed as a member of any Board Committee. In addition, complete information relevant to the functioning of the particular Committee is provided. Further, the Director is also fully briefed on the role and responsibility of Committee members.

Each of the Company’s Independent Directors has attended such orientation process/familiarization programme when they were inducted into the Board and these programmes are generally conducted before the Board / Committee Meetings. The Board and Committee Meetings of the Company are held at least on a Quarterly basis and Members of the Board get themselves further familiarized with the business/operations and challenges faced by the industry on an ongoing basis.

Details of Familiarization Programmes imparted to Independent Directors:

<p><b>Number of programmes attended by Independent Directors (during the year and on a cumulative basis till date)</b></p>	<p>January 04, 2018                  August 20, 2018                  November 20, 2019                  March 30, 2021                  November 24, 2021                  June 30, 2022                  July 19, 2023                  November 22, 2024                  December 23, 2025                  February 12, 2026</p> <p>On cumulative basis Independent Director have attended 10 familiarization programmes till date.</p>																																												
<p><b>Number of hours spent by Independent Directors in such programmes (during the year and on cumulative basis till date)</b></p>	<table border="1"> <thead> <tr> <th>S.No</th> <th>FY</th> <th>Number of Hours spent during FY</th> <th>Cumulative Hours</th> </tr> </thead> <tbody> <tr> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>1.</td> <td>FY 2017-18</td> <td>2</td> <td>2</td> </tr> <tr> <td>2.</td> <td>FY 2018-19</td> <td>1.5</td> <td>3.5</td> </tr> <tr> <td>3.</td> <td>FY 2019-20</td> <td>1.5</td> <td>5</td> </tr> <tr> <td>4.</td> <td>FY 2020-21</td> <td>1.5</td> <td>6.5</td> </tr> <tr> <td>5.</td> <td>FY 2021-22</td> <td>2</td> <td>8.5</td> </tr> <tr> <td>6.</td> <td>FY 2022-23</td> <td>2.5</td> <td>11</td> </tr> <tr> <td>7.</td> <td>FY 2023-24</td> <td>1.2</td> <td>12.2</td> </tr> <tr> <td>8.</td> <td>FY 2024-25</td> <td>1.3</td> <td>13.5</td> </tr> <tr> <td>9.</td> <td>FY 2025-26</td> <td>3</td> <td>16.5</td> </tr> </tbody> </table>	S.No	FY	Number of Hours spent during FY	Cumulative Hours					1.	FY 2017-18	2	2	2.	FY 2018-19	1.5	3.5	3.	FY 2019-20	1.5	5	4.	FY 2020-21	1.5	6.5	5.	FY 2021-22	2	8.5	6.	FY 2022-23	2.5	11	7.	FY 2023-24	1.2	12.2	8.	FY 2024-25	1.3	13.5	9.	FY 2025-26	3	16.5
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<p><b>Purpose of Programme</b></p>	<p>1) To familiarize the Independent Directors of the Company regarding the Industry and environment in which the Company operates;</p> <p>2) Business Model, Strategy, and Activities of the Company;</p> <p>3) Overview of Companies Act, 2013, Corporate Governance norms, Listing Regulations, and any relevant amendments, thereto;</p> <p>4) Role, Rights and Responsibilities of Independent Directors;</p> <p>5) Code of Conduct of the Company applicable to all Directors including Independent Directors;</p> <p>6) Other regulatory Updates, if any.</p>																																												