

# Integrated Governance

## SAI CAPITAL LIMITED

### General information about company

|   |              |   |
|---|--------------|---|
| Scrip code  | 531931       |   |
| NSE Symbol  | NOTLISTED    |   |
| MSEI Symbol   | NOTLISTED    |   |
| ISIN  | INE531X01018 |   |
| Date of start of financial year   | 01-04-2025   |   |
| Date of end of financial year   | 31-03-2026   |   |
| Reporting Quarter Type  | Quarterly    |   |
| Date of Quarter Ending  | 31-12-2025   |   |
| Type of company   | Equity       |   |
| Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?                                  | true         |   |
| Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?  | true         |   |
| Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity? | false        | The Company has not acquired any Shares or Voting Rights in Unlisted Companies during the Quarter ended on December 31, 2025. |
| Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?                                | false        | No fine or penalty was imposed on the Company during the Quarter ended on December 31, 2025.                                  |
| Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?               | false        | There are no tax litigations or disputes pending against the Company during the Quarter ended on December 31, 2025.           |
| Risk management committee   | false        |   |
| Market Capitalisation as per immediate previous Financial Year  | Any other    |   |
| Is SCORE ID Available ?   | true         |   |
| SCORE Registration ID   | s00027       |   |
| Reason For No SCORE ID  |              |   |
| Type of Submission  | Original     |   |
| Remarks (website dissemination)   |              |   |

Annexure I

| Annexure I to be submitted by listed entity on quarterly basis       |              |                        |          |  |                         |                         |  |                                |                              |                             |                |   |                                    |                             |                        |                   |                               |   |  |   |  |                      |                             |                             |
|--|--------------|------------------------|----------|--|-------------------------|-------------------------|--|--------------------------------|------------------------------|-----------------------------|----------------|---|------------------------------------|-----------------------------|------------------------|-------------------|-------------------------------|---|--|---|--|----------------------|-----------------------------|-----------------------------|
| I. Composition of Board of Directors                                 |              |                        |          |  |                         |                         |  |                                |                              |                             |                |   |                                    |                             |                        |                   |                               |   |  |   |  |                      |                             |                             |
| Disclosure of notes on composition of board of directors explanatory |              |                        |          |  |                         |                         |  |                                |                              |                             |                |   |                                    |                             |                        |                   |                               |   |  |   |  |                      |                             |                             |
| Whether the listed entity has a Regular Chairperson                  |              |                        |          |  |                         | true                    |  |                                |                              |                             |                |   |                                    |                             |                        |                   |                               |   |  |   |  |                      |                             |                             |
| Whether Chairperson is related to MD or CEO                          |              |                        |          |  |                         | true                    | Disqualification of Directors under section 164 of the Companies Act, 2013 |                                |                              |                             |                |   |                                    |                             |                        |                   |                               |   |  |   |  |                      |                             |                             |
| Sr no.   | Title(Mr/Ms) | Name of the Director   | DIN      | Category 1 of directors                  | Category 2 of directors | Category 3 of directors | Whether the director is disqualified?                                      | Start Date of disqualification | End Date of disqualification | Details of disqualification | Current status | Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations] | Date of passing special resolution | Initial Date of appointment | Date of Re-appointment | Date of cessation | Tenure of director(in months) | No of Directorship in listed entities including this listed entity(Refer Regulation 17A of Listing Regulations) | No of Independent Directorship in listed entities including this listed entity(Refer Regulation 17A(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) | Reason for Cessation | Notes for not providing PAN | Notes for not providing DIN |
| 1  | Mr           | NIRAJ KUMAR SINGH      | 00233396 | Executive Director                       | Chairperson             | MD                      | false  |                                |                              |                             |                | NA  |                                    | 14-06-1995                  | 25-06-2022             |                   |                               | 1   | 0  | 0   | 0  |                      |                             |                             |
| 2  | Mr           | ANKUR RAWAT            | 07682969 | Non-Executive - Non Independent Director | Not Applicable          |                         | false  |                                |                              |                             |                | NA  |                                    | 03-06-2022                  |                        |                   |                               | 1   | 0  | 2   | 0  |                      |                             |                             |
| 3  | Mrs          | KAMLESH GUPTA          | 07243898 | Non-Executive - Independent Director     | Not Applicable          |                         | false  |                                |                              |                             |                | NA  |                                    | 26-03-2021                  |                        |                   | 58                            | 2   | 2  | 3   | 1  |                      |                             |                             |
| 4  | Mr           | KAILASH CHANDRA SHARMA | 00339013 | Non-Executive - Independent Director     | Not Applicable          |                         | false  |                                |                              |                             |                | NA  |                                    | 14-11-2019                  | 14-11-2024             |                   | 74                            | 1   | 1  | 2   | 1  |                      |                             |                             |

Annexure I

| II. Composition of Committees                                |  |
|--|--|
| Disclosure of notes on composition of committees explanatory |  |

Audit Committee Details

|   |            |                           |  |                         |                     |                   |         |
|---|------------|---------------------------|--|-------------------------|---------------------|-------------------|---------|
| Whether the Audit Committee has a Regular Chairperson |            |                           |  |                         |                     | true              |         |
| Sr  | DIN Number | Name of Committee members | Category 1 of directors                  | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1   | 07243898   | KAMLESH GUPTA             | Non-Executive - Independent Director     | Chairperson             | 26-03-2021          |                   |         |
| 2   | 00339013   | KAILASH CHANDRA SHARMA    | Non-Executive - Independent Director     | Member                  | 14-11-2019          |                   |         |
| 3   | 07682969   | ANKUR RAWAT               | Non-Executive - Non Independent Director | Member                  | 24-06-2022          |                   |         |

Nomination and remuneration committee

|   |            |                           |  |                         |                     |                   |         |
|---|------------|---------------------------|--|-------------------------|---------------------|-------------------|---------|
| Whether the Nomination and remuneration committee has a Regular Chairperson |            |                           |  |                         |                     | true              |         |
| Sr  | DIN Number | Name of Committee members | Category 1 of directors                  | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1   | 07243898   | KAMLESH GUPTA             | Non-Executive - Independent Director     | Chairperson             | 26-03-2021          |                   |         |
| 2   | 00339013   | KAILASH CHANDRA SHARMA    | Non-Executive - Independent Director     | Member                  | 14-11-2019          |                   |         |
| 3   | 07682969   | ANKUR RAWAT               | Non-Executive - Non Independent Director | Member                  | 24-06-2022          |                   |         |

Stakeholders Relationship Committee

|   |            |                           |  |                         |                     |                   |         |
|---|------------|---------------------------|--|-------------------------|---------------------|-------------------|---------|
| Whether the Stakeholders Relationship Committee has a Regular Chairperson |            |                           |  |                         |                     | true              |         |
| Sr  | DIN Number | Name of Committee members | Category 1 of directors                  | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1   | 00339013   | KAILASH CHANDRA SHARMA    | Non-Executive - Independent Director     | Chairperson             | 14-11-2019          |                   |         |
| 2   | 07682969   | ANKUR RAWAT               | Non-Executive - Non Independent Director | Member                  | 24-06-2022          |                   |         |
| 3   | 07243898   | KAMLESH GUPTA             | Non-Executive - Independent Director     | Member                  | 26-03-2021          |                   |         |

## Risk Management Committee

| Whether the Risk Management Committee has a Regular Chairperson |            |                           |                         |                         |                     |                   |         |
|---|------------|---------------------------|-------------------------|-------------------------|---------------------|-------------------|---------|
| Sr  | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| No records available  |            |                           |                         |                         |                     |                   |         |







Annexure I

| III. Meeting of Board of Directors                               |   |   |                              |  |   |  |   |
|--|---|---|------------------------------|--|---|--|---|
| Disclosure of notes on meeting of board of directors explanatory |   |   |                              |  |   |  |   |
| Sr   | 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) | Notes for not providing Date | Whether requirement of Quorum met (Yes/No) | Total Number of Directors as on date of the meeting | Number of Directors present*(All directors including Independent Director) | No. of Independent Directors attending the meeting* |
| 1  | 14-08-2025  |   |                              | true                                       | 4   | 3  | 2   |
| 2  | 14-11-2025  | 91  |                              | true                                       | 4   | 3  | 2   |
| 3  | 01-12-2025  | 16  |                              | true                                       | 4   | 3  | 2   |

Annexure I

| IV. Meeting of Committees                                |                                       |   |   |                         |                              |  |  |  |   |  |
|--|---------------------------------------|---|---|-------------------------|------------------------------|--|--|--|---|--|
| Disclosure of notes on meeting of committees explanatory |                                       |   |   |                         |                              |  |  |  |   |  |
| Sr   | Name of 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 | Reson for not providing date | Whether requirement of Quorum met (Yes/No) | Total Number of Directors in the Committee as on date of the meeting | Number of Directors Present (All Directors including Independent Director) | No. of Independent Directors attending the meeting* | No. of members attending the meeting (other than Board of Directors) |
| 1  | Audit Committee                       | 14-08-2025  |   |                         |                              | true                                       | 3  | 2  | 2   | 0  |
| 2  | Audit Committee                       | 14-11-2025  | 91  |                         |                              | true                                       | 3  | 2  | 2   | 0  |
| 3  | Audit Committee                       | 01-12-2025  | 16  |                         |                              | true                                       | 3  | 2  | 2   | 0  |
| 4  | Nomination and remuneration committee | 14-08-2025  |   |                         |                              | true                                       | 3  | 2  | 2   | 0  |

Annexure I

| V. 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  | true                       |
| 2               | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee  | true                       |
| 3               | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee                                 | true                       |
| 4               | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c.Stakeholders relationship committee                                  | true                       |
| 5               | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable the top 1000 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.                            | true                       |
| 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.                | true                       |
| 8               | This report and/or the report submitted in the previous quarter has been placed before Board of Directors.   | true                       |
| 9               | Any comments/observations/advice of Board of Directors may be mentioned here:  |                            |

Annexure I

| Sr | Subject           | Compliance status                        |
|----|-------------------|--|
| 1  | Name of signatory | Karan Mehra                              |
| 2  | Designation       | Company Secretary and Compliance Officer |

Details of Cyber security incidence

|  |                   |                            |
|--|-------------------|----------------------------|
| Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter |                   | false                      |
| Other details of cyber security incidence or breaches or loss of data event  |                   |                            |
| Number of cyber security incidence or breaches or loss of data event occurred during the quarter   |                   |                            |
| Sr.  | Date of the event | Brief details of the event |
| No records available   |                   |                            |

Signatory Details

|                       |  |
|-----------------------|--|
| Name of signatory     | Karan Mehra                              |
| Designation of person | Company Secretary and Compliance Officer |
| Place                 | New Delhi                                |
| Date                  | 08-01-2026                               |

Investor Grievance Details

|   |   |
|---|---|
| No. of investor complaints pending at the beginning of Quarter                  | 0 |
| No. of investor complaints received during the Quarter                          | 0 |
| No. of investor complaints disposed off during the Quarter                      | 0 |
| No. of investor complaints those remaining unresolved at the end of the Quarter | 0 |



**Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies-** The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below:

| Any Other Information for Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies |  |                     |   |   |  |
|--|--|---------------------|---|---|--|
| Sr.No.   | Name of the unlisted company in which shares or voting rights have been acquired | Date of acquisition | Aggregate holding (% shares or voting rights) as at the end of the previous quarter | % shares or voting rights acquired during the quarter | Aggregate holding (% shares or voting rights) as at the end of the quarter |
| No records available   |  |                     |   |   |  |

**Disclosure of Imposition of Fine or Penalty** The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:

| Any Other Information for Disclosure of Imposition of Fine or Penalty |                       |  |  |  |  |
|---|-----------------------|--|--|--|--|
| Sr.No.  | Name of the authority | Nature and details of the action(s) taken or order(s) passed | Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority | Details of the violation(s)/ contravention(s) committed or alleged to be committed | Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible |
| No records available  |                       |  |  |  |  |

**Disclosure of Updates to Ongoing Tax Litigations or Disputes** The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

|  |                            |  |   |  |
|--|----------------------------|--|---|--|
| Any Other Information for Disclosure of Updates to Ongoing Tax Litigations or Disputes |                            |  |   |  |
| Sr.No.   | Name of the opposing party | Date of initiation of the litigation / dispute | Status of the litigation / dispute as per last disclosure | Current status of the litigation / dispute |
| No records available   |                            |  |   |  |