

# Sai Capital Limited

Regd. Office: 204, Aurobindo Place, Hauz Khas, New Delhi – 110016.  
CIN : L74899DL1995PLC069787

Phone : 46051307  
Fax : 26185828  
E-mail : sai@vsnl.com  
Website: saicapital.net

Via: Listing Centre

November 22, 2016

BSE Limited,  
Department of Corporate Services  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai - 400 001.

Ref.: Company Code – 531931

Dear Sirs,

Subject: Submission of Annual Report 2015-16 Approved at AGM.

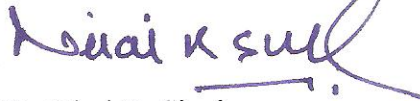
In compliance with Listing Regulation 34, please find attached Copy of the Annual Report of the Company for the year 2015-16 ended on March 31, 2016 duly approved at the A.G.M. held on September 30, 2016

Copy of Form A duly signed by the Managing Director, C.F.O., Chairman of the Audit Committee, and the Auditors of the Company is also attached.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,  
For Sai Capital Limited,



Dr. Niraj K. Singh  
Chairman & Managing Director

Attachment: Copy of the Annual Report for the year 2015-16 duly approved at A.G M.

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## FORM A

1. Name of the Company : Sai Capital Limited  
2. Annual financial statements for the year ended : March 31, 2016  
3. Type of Audit observation : Un Modified  
4. Frequency of observation : N.A.

For Sai Capital Limited

  
Dr. Niraj Kumar Singh  
Chairman & Managing Director

Dr. Niraj K. Singh, Chairman - cum - Managing Director



Mrs. Juhi Singh, C.F.O.


Auditor of the Company

x   
K. P. Mukherjee, Audit Committee Chairman

May 28, 2016

***Twenty first  
Annual Report  
2015-2016***

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***SAI CAPITAL LIMITED***

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**SAI CAPITAL LIMITED**  
Twenty First Annual Report 2015-2016

<b>BOARD OF DIRECTORS</b>	Dr. Niraj Kumar Singh Mrs. Juhi Singh Shri K. P. Mukerjee  Shri N. P. Sharma	Chairman & Managing Director Director (Non Executive) & CFO Director (Non Executive, Independent) Director (Non Executive, Independent)
<b>BANKERS</b>	Indian Bank Aurobindo Place, Hauz Khas, New Delhi - 110 016	
<b>AUDITORS</b>	M/s. A K G & Co. Chartered Accountants E-10, KAILASH COLONY, NEW DELHI-110048	
<b>REGISTRAR &amp; SHARE TRANSFER AGENT</b>	M/S. BEETAL FINANCIAL & COMPUTER SERVICES PVT. LTD. Beetal House 3rd Floor, 99, Madangir, New Delhi - 110062	
<b>COMPANY SECRETARIES</b>	AAA & Associates 105, C-2/4, Pragati Market, Ashok Vihar, Phase-II, Delhi - 110052	
<b>REGISTERED OFFICE</b>	204, Aurobindo Place Hauz Khas, New Delhi - 110 016	

Index	Page
Notice	1-6
Directors' Report	7-15
Corporate Governance Report	16-22
Auditor's Report	23-26
Balance Sheet & Notes	27-30
Profit & Loss Account & Notes	31-32
Cash Flow Statement & Schedule of Fixed Assets	33
Investment (7a)	34
Notes	35-38
Attendance Slip	39-41

## **SAI CAPITAL LIMITED**

### **NOTICE FOR ANNUAL GENERAL MEETING**

Notice is hereby given that the Twenty First Annual General Meeting of the Company will be held as scheduled below :

Day and Date	Friday, 30 <sup>th</sup> September 2016
Time	11.00 A.M.
Place	2nd Floor, Aurobindo Place, Hauz Khas, New Delhi-110016

The agenda for the meeting will be as follows:

#### **ORDINARY BUSINESS**

- 1 To receive, consider and adopt the Balance Sheet as on 31st March, 2016 and Profit & Loss Account for the year ended as on that date and reports of the Auditors and Directors thereon.
- 2 To appoint a Director in place of Mrs. Juhi Singh (DIN 02022313), who retires by rotation and being eligible, offers herself for re-appointment
- 3 To appoint Auditors who shall hold office, if appointed, from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and to fix their remuneration and in this regard to consider and, if thought fit to pass with or without modification the following resolution as an ordinary resolution :  
"RESOLVED that M/s. A K G & Co., Chartered Accountants be and are hereby appointed Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors exclusive of travelling and other out of pocket expenses"

#### **NOTES :**

1. The register of members and share transfer books of the company will remain closed from 16-09-2016 to 30-09-2016 (both days inclusive).
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company. Proxies in order to be effective must be received by the company not less than 48 hours before the time of holding meeting.
3. Members desiring any information of the accounts at the annual general meeting are requested to write to the company at its Registered Office at least 10 days in advance so as to enable the company to keep the information ready.
4. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are therefore requested to bring the copy of the Annual Report with them at the Meeting.
5. In terms of the Listing Regulations, information on Director seeking re-appointment at this Annual General Meeting is as under:

Particulars	Juhi Singh
Date of Birth & Age	Nov 05, 1965/50 Years
Appointed on June 14, 1995	
Qualifications	B.A., P.G.D.B.M.
Expertise in specific functional areas	25 Yrs. Rich exp. in Marketing & Gen. Admin.
Directorship held in other Public Companies (excluding Foreign Companies)	Sai Industries Limited
Memberships/Chairmanships of Committees across public companies	3

## ***SAI CAPITAL LIMITED***

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6. Members who have not registered their e-mail IDs yet are requested to do the same for receiving all communications from the Company including Annual Reports, Notices, etc. in electronic form.
7. A member entitled to attend and vote at the annual general meeting is entitled to appoint one or more proxies to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company. Pursuant to section 105 of the Companies Act, 2013 read with the Companies (Management and Administration) rules, 2014 a person shall not act as proxy for more than fifty (50) members and holding in the aggregate not more than ten percent of the total Share Capital of the Company carrying voting rights. A member holding more than 10% of the total Share Capital of the Company carrying Voting Rights may appoint a single person as proxy and such person shall not act as proxy for any other person or Shareholder.
8. A blank proxy form is attached.
9. The instrument appointing proxy, duly stamped, completed and signed, should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
10. Details of Directors seeking re-appointment at the Annual General Meeting pursuant to S.E.B.I. Listing Regulations are given herein.
11. All documents referred to, in the accompanying Notice and the Explanatory Statement are open to inspection by the Members at the Registered Office of the Company on all working days up to the date of Annual General Meeting between 10:00 AM and 12:00 PM.
12. Members are requested to notify change in address (if any) immediately, at the Registered Office of the Company.
13. The Register of Members and Share Transfer books of the Company will remain closed from 16<sup>th</sup> September, 2016 to 30<sup>th</sup> September, 2016 (both days inclusive), in terms of the provisions of the Companies Act, 2013, and the S.E.B.I. Listing Regulations for the purpose of Annual General Meeting.

### **Voting through electronics means**

In compliance with the provisions of S.E.B.I. Listing Regulations, Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company is offering e-voting facility to all its Members to enable them to exercise their right to vote on all matters listed in this Notice via electronics means.

For this purpose, the Company has entered into an agreement with CDSL for facilitating e-voting.

### **The instructions for members for voting electronically are as under:-**

#### **In case of members receiving e-mail:**

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are a first time user follow the steps given below:

## SAI CAPITAL LIMITED

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, Members holding Shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding Shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

## **SAI CAPITAL LIMITED**

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- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

### **In case of members receiving the physical copy:**

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on Monday, 26th September, 2016 at 9:00 A.M. and ends on Thursday, 29<sup>th</sup> September, 2016 at 5:00 P.M. During this period Shareholders’ of the Company, holding shares as on the record date of 16<sup>th</sup> September, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

### **General Instructions:**

- The e-voting period will commence on Monday, 26th September, 2016 (9:00 a.m.) and ends on Thursday, 29<sup>th</sup> September, 2016 (5:00 p.m.) (both days inclusive). During this period, Members holding shares may cast their vote electronically. The e-voting module shall be disabled by CDSL thereafter. Please note that once the vote on a resolution has been cast, Members cannot change it subsequently.
- The voting rights of Members shall be in proportion of their shares in the total paid-up equity Share Capital of the Company as on 16<sup>th</sup> September, 2016.



## **SAI CAPITAL LIMITED**

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- Mr. A. K. Popli, of M/s A. K. Popli & Co., Company Secretaries has been appointed by the Company to act as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- The Scrutinizer shall within a period of three working days from the conclusion of the e-voting period submit his report in respect of the votes cast in favour or against each of the Resolutions as set out in this Notice, to the Chairman of the Company.
- The Results shall be declared by the Chairman at the meeting of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website viz., [www.saicapital.net](http://www.saicapital.net) and on the website of CDSL.
- In terms of S.E.B.I. Listing Regulations, the Company in order to enable its Members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the Resolutions as set out in this Notice, is enclosing a Ballot Form along with this Notice.
- A Member desiring to exercise his/her vote by Postal Ballot shall complete the enclosed Ballot Form with assent (for) or dissent (against) and send it to the Scrutinizer in the enclosed self addressed pre-paid postage Business Reply Envelope. Postage charges will be borne and paid by the Company. However, in case a Member sends the Ballot Form by courier or registered post or delivers it in person at his expense, such Ballot Forms will also be accepted.
- The Ballot Form, duly completed and signed by the Member(s) should be returned in the enclosed self addressed pre-paid postage Business Reply Envelope directly to the Scrutinizer so as to reach the Scrutinizer before the close of working hours on Thursday, 29<sup>th</sup> September, 2016. Any Ballot Form received after the said date shall be treated as if the reply from the Member(s) has not been received.
- All documents referred to in this Notice and Statement setting out material facts and other statutory registers are open for inspection by the Members at the Registered Office of the Company between 10.00 a.m. to 12.00 noon on all working days except Saturdays, Sundays and National Holidays, from the date hereof up to Thursday, 29<sup>th</sup> September, 2016.
- For security reasons and for proper conduct of the Meeting, entry to the place of the Meeting will be regulated by the Attendance Slip, which is annexed to the Proxy Form. Members / Proxies are requested to bring their Attendance Slip complete in all respects and signed at the place provided there at and hand it over at the entrance of the Meeting venue.

on behalf of the Board  
For **Sai Capital Limited**

**Date: 28.08.2016**  
**Place: Delhi**

**Niraj Kumar Singh**  
**Managing Director**  
**DIN-00233396**

## **SAI CAPITAL LIMITED**

### **DIRECTORS' REPORT**

#### **To the Shareholders of Sai Capital Limited**

The Board of Directors take pleasure in presenting the 21st Annual Report of your Company on the business and operations of the Company together with the Audited Statement of Accounts for the financial year ended March 31, 2016 and Auditor's Report thereon.

#### **FINANCIAL HIGHLIGHTS:**

The Profit & Loss Account of your Company on standalone basis shows a loss of Rs. 0.13 lacs. The financial highlights for the year ended on March 31, 2016 are as under:

<b>Particulars</b>	<b>(Rs. In Lacs)</b>	
	<b>Year Ended Mar 31, 2016</b>	<b>Year Ended Mar 31, 2015</b>
Total Income	8.32	(7.49)
Profit/(Loss) before Depreciation and Tax	(0.13)	(13.22)
Depreciation	0.00	0.00
Profit/(Loss) before Tax	(0.13)	(13.22)
Provision for Tax	0.00	0.00
Net Profit /loss	(0.13)	(13.22)
Profit(+)/ Loss(-)brought forward	(312.80)	(299.58)
Accumulated Loss	(313.93)	(312.80)

#### **OPERATIONAL PERFORMANCE:**

During the financial year 2015-16, the Company has incurred loss of Rs.0.13 lacs as against a net loss of Rs.13.22 lacs in the previous year. The Directors are optimistic about the future performance of the Company. The performance of your Company remained stagnant during the year due to paucity of resources. Efforts are being made to augment of the working capital of the Company.

#### **EXTRACT OF THE ANNUAL RETURN**

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as "Annexure A"

#### **DIRECTORS RESPONSIBILITY STATEMENT**

In terms of Section 134 (5) of the Companies Act, 2013, the Directors would like to state that:

- i) In the preparation of the Annual Accounts, the applicable accounting standards have been followed.
- ii) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review.
- iii) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) The Directors have prepared the annual accounts on a going concern basis.

## **SAI CAPITAL LIMITED**

- v) The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- vi) The Directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

### **STATUTORY AUDITORS:**

In accordance with various provisions of the Companies Act, 2013, M/s. A K G & Co., Chartered Accountants, Statutory Auditors of the Company retire at the conclusion of the forthcoming Annual General Meeting, and being eligible offer themselves for re-appointment. The Company has received confirmation from M/s. A K G & Co. to the effect that their appointment, I made, would be within the prescribed limit under the provisions of the Companies Act, 2013.

### **AUDITORS OBSERVATIONS:**

The Auditor's Report does not contain any qualifications, reservations or adverse remarks.

### **SECRETARIAL AUDIT**

Pursuant to provisions of section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mr. A. K. Popli, Company Secretary (CP No. 2544) of M/s. AAA & Associates, Company Secretaries to undertake the Secretarial Audit of the Company.

### **SECRETARIAL AUDIT REPORT**

As required under section 204 (1) of the Companies Act, 2013 the Company has obtained a Secretarial Audit Report. The Secretarial Audit Report is attached as "**Annexure B**"

### **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

The Company has put in place an adequate system of Internal Controls which are monitored on a regular basis, commensurate with the nature of its business. All activities are monitored to prevent any unauthorised transactions or misuse of any assets. The Audit Committee of the Board oversees and reviews the adequacy of internal controls at regular intervals. The Company has put in place a whistle blower policy. The Company has appointed M/s. Goyal & Goyal, Chartered Accountants as Internal Auditors for the Financial Year 2016-18.

### **PARTICULARS OF LOAN, GUARANTEES AND INVESTMENTS**

The Company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013.

### **PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES**

Particulars of contracts or arrangements with related parties referred to in section 188(1) of the Companies Act, 2013, in the prescribed Form AOC-2, is appended as "**Annexure C**" to the Board's report. No related party.

### **PUBLIC DEPOSITS:**

Pursuant to the provision of Chapter V of the Companies Act, 2013, the Company has not accepted any deposits from the public during the Financial Year 2015-16 and that there is no outstanding balance of such public deposit as at March 31, 2016.

### **CODE OF CONDUCT:**

The Board of Directors has prescribed a Code of Conduct for all Members of the Board and Senior

## ***SAI CAPITAL LIMITED***

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Management of the Company, details of which are given in the Corporate Governance Report.

### **NUMBER OF BOARD MEETINGS:**

Four (4) Board Meetings were held during the year, the details of which are given under Corporate Governance Report.

### **TRANSFER TO RESERVES:**

Due to accumulated loss, the Company has not transferred any amount to reserves.

### **DIVIDEND**

Due to inadequacy of Profits, your Directors do not recommend any Dividend for the Financial Year ended on March 31, 2016.

### **MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY BETWEEN THE END OF THE FINANCIAL YEAR AND THE DATE OF THE REPORT**

During the year there are no material changes required to be disclosed according to section 134(3)(l) of Companies Act, 2013.

### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS & OUTGO:**

Pursuant to Section 134 (3) (m) of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014

<b>Particulars</b>	<b>CurrentYear 2015-16</b>	<b>Previous Year 2014-2015</b>
A. Conservation of Energy	Nil	Nil
B. Technology Absorption	Nil	Nil
C. Foreign Exchange Earnings & Outgo	Nil	Nil

### **BUSINESS RISK MANAGEMENT**

Pursuant to section 134 (3) (n) of the Companies Act, 2013 & S.E.B.I. Listing Regulations, the Company has put in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. These are discussed regularly at the meetings of the Audit Committee and the Board of Directors of the Company.

### **BOARD EVALUATION**

S.E.B.I. Listing Regulations mandate that the Board of Directors shall review and monitor the Board evaluation framework. The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its Committees and the individual Directors. Schedule IV of the Companies Act, 2013 prescribes that the performance evaluation of Independent Directors shall be done by the entire Board of Directors excluding the Director being evaluated. The evaluation of the Board of Directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board.

### **DIRECTORS**

Articles of Association of the Company provide that at least two-third of the Directors shall be subject to retirement by rotation. One-third of these retiring Directors must retire from office at each Annual General Meeting of the Shareholders. The Retiring Directors are eligible for re-election.

## ***SAI CAPITAL LIMITED***

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Mrs. Juhi Singh, Director who retires by rotation and being eligible, offer herself for re-appointment at the ensuing Annual General Meeting.

### **MATERIAL DEVELOPMENT IN HUMAN RESOURCES / INDUSTRIAL RELATION FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED:**

The Company believes in maintaining a cordial relationship with the employees. The Company did not have any employee during the year under review.

### **PARTICULARS OF EMPLOYEES:**

The information required pursuant to Section 197 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the reports and accounts are being sent to the members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the Members at the Registered office of the Company during business hours on working days of the Company up to the date of ensuing Annual General Meeting. If any Member is interested in inspecting the same, such Member may kindly write to the Company in advance.

### **CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORTS:**

The Corporate Governance and Management Discussion & Analysis Report, which form an integral part of this Report, are set out as separate Annexures, together with the Certificate from the Auditors of the Company regarding compliance with the requirements of Corporate Governance as stipulated under S.E.B.I. Listing Regulations.

### **VIGIL MECHANISM / WHISTLE BLOWER POLICY:**

The Board of Directors has approved the Whistle Blower Policy, a mechanism for employees to report to the Management, concerns about unethical behaviour, actual or suspected, fraud or violation of the Company's Code of Conduct. The mechanism also provides for adequate safeguards against victimization of employees who avail of the mechanism and also allows for direct access to the Chairman of the Audit Committee if so warranted.

During the year under review no personnel has been denied access to the Audit Committee.

The Company has adopted a formal Vigil Mechanism / Whistle-Blower policy. The approved policy is available on the Company's website [www.saicapital.net](http://www.saicapital.net)

### **ACKNOWLEDGEMENT**

The Directors take this opportunity place on record their appreciation to the Bankers and all associates for their valuable cooperation and assistance.

**Date: 28.08.2016**  
**Place: New Delhi**

on behalf of the Board  
For **Sai Capital Limited**

**Niraj Kumar Singh**  
**Managing Director**  
**DIN-00233396**

**SAI CAPITAL LIMITED**

**FORM NO. MGT 9**

**EXTRACT OF ANNUAL RETURN As on financial year ended on 31.03.2016**

**Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.**

**I. REGISTRATION & OTHER DETAILS:**

1. CIN	L74999DL1995PLC069787
2. Registration Date	14/06/1995
3. Name of the Company	Sai Capital Limited
4. Category/Sub-category of the Company	Company limited by shares
5. Address of the Regd. office & contact details	204, Aurobindo Place, Hauz Khas, New Delhi-110016.
6. Whether listed company	Listed
7. Name, Address & contact details of the Registrar & Transfer Agent, if any.	Beetal Financial & Computer Services Pvt. Ltd. Beetal House, 3 <sup>rd</sup> Floor, 99, Madangir, Behind Local Shopping Centre, New Delhi-110062.

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY** (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S.No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	To carry on and undertake all kinds of business of buying, selling or otherwise dealing in shares, debentures and/or securities of all kinds.	8030	100

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES-**

All the business activities contributing 10 % or more of the total turnover of the Company shall be stated:-

S.No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1		N.A.	
2			
3			

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2015]				No. of Shares held at the end of the year[As on 31-March-2016]				%change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	NIL	218000	218000	3.96	NIL	218000	218000	3.96	NIL
b) Central Govt	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
c) State Govt(s)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
d) Bodies Corp.	NIL	1668200	1668200	30.31	NIL	1668200	1668200	30.31	NIL
e) Banks / FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
f) Any other	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>(2) Foreign</b>									
a) Individual/ HUF	NIL	326500	326500	5.93	NIL	326500	326500	5.93	NIL
<b>Total shareholding of Promoters (A)</b>	NIL	2212700	2212700	40.20	NIL	2212700	2212700	40.20	NIL

**SAI CAPITAL LIMITED**

**B. Public Shareholding**

1. Institutions	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
a) Mutual Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
b) Banks / FI	NIL	84300	84300	1.53	NIL	84300	84300	1.53	NIL
c) Central Govt	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
d) State Govt(s)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
e) Vent. Capital Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
f) Insur, Companies	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
g) FIs	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
h) Foreign Venture Capital Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
i) Others (specify)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>Sub-total (B)(1):-</b>	NIL	84300	84300	1.53	NIL	84300	84300	1.53	NIL

**2. Non-Institutions**

a) Bodies Corp.	NIL	496900	496900	9.03	NIL	496900	496900	9.03	NIL
i) Indian	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
ii) Overseas	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
b) Individuals									
i) Individual share holders holding nominal share capital upto Rs. 1 lakh	NIL	1780700	1780700	32.36	NIL	1780700	1780700	32.36	NIL
ii) Individual share holders holding nominal share capital in excess of Rs1 lakh	NIL	909400	909400	16.52	NIL	909400	909400	16.52	NIL
c) Others (specify) HUF									
Non Resident Indians	NIL	19700	19700	0.36	NIL	19700	19700	0.36	NIL
Overseas Corp.Bodies	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Foreign Nationals	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Clearing Members	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Trusts	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Foreign Bodies - D R	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>Sub-total (B)(2):-</b>	NIL	3206700	3206700	58.27	NIL	3206700	3206700	58.27	NIL
Tot Public Shareholding (B)=(B)(1)+(B)(2)	NIL	3291000	3291000	59.80	NIL	3291000	3291000	59.80	NIL
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>Gr Total (A+B+C)</b>	NIL	5503700	5503700	100	NIL	5503700	5503700	100	NIL

**B) Shareholding of Promoter-**

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in Share holding during the year
		No. of Share	% of total Shares of the Company	% of Shares Pledged/ encumbered to total Share	No. of Share	% of total Shares of the Company	% of Shares Pledged/ encumbered to total Share	
1	Sai Agencies P Ltd.	916800	16.66	Nil	916800	16.66	Nil	Nil
2	Sai Business & Consult. Syst. P Ltd.	362600	6.59	Nil	316000	6.59	Nil	Nil
3	Sai Enterprises P Ltd.	361100	6.56	Nil	202800	6.56	Nil	Nil
4	Sanjiv Asthana	326500	5.93	Nil	326500	5.93	Nil	Nil

**SAI CAPITAL LIMITED**

5	Niraj Kumar Singh	190900	3.47	Nil	82596	3.47	Nil	Nil
6	Juhi Singh	17100	0.31	Nil	68901	0.31	Nil	Nil
7	Sai Udyog Limited	15000	0.27	Nil	8900	0.27	Nil	Nil
8	Sai Industries Limited	12700	0.23	Nil	12700	0.23	Nil	Nil
9	Niraj Kumar Singh HUF	10000	0.18	Nil	10000	0.18	Nil	Nil

**C) Change in Promoters' Shareholding (please specify, if there is no change)**

SN Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during of the year	
	No. of Share	% of total Shares of the company	No. of Share	% of total Shares of the company
At the beginning of the year	-	-	-	-
Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc):	-	-	-	-
At the end of the year	-	-	-	-

**D) Shareholding Pattern of top ten Shareholders:**

**(Other than Directors, Promoters and Holders of GDRs and ADRs):**

SNo For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
	No. of Share	% of total Shares of the company	No. of Share	% of total Shares of the company
1. Arun Prakash Panjrath	168500	3.06	168500	3.06
2. M/s B.P. Capital Limited	168500	3.06	168500	3.06
3. M/s Devoted Leasing & Fin Ltd.	168500	3.06	168500	3.06
4. Anand Subrahmaniyam	118000	2.15	118000	2.15
5. Amit Manakiwala	101100	1.84	101100	1.84
6. Union Bank of India	84300	1.53	84300	1.53
7. M/s Chamiers Investments P Ltd.	67,400	1.22	67400	1.22
8. M/s Yash Finvest Pvt. Ltd.	67400	1.22	67400	1.22
9. Khodidas J Patel	37100	0.67	37100	0.67
10. Suresh K Kandhari	33700	0.61	33700	0.61
TOTAL	1014500	18.42	1014500	18.42

**E) Shareholding of Directors and Key Managerial Personnel:**

SN Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Shareholding at the end of the year	
	No. of Share	% of total Shares of the company	No. of Share	% of total Shares of the company
1. Niraj Kumar Singh	190900	3.47	190900	3.47
2. Juhi Singh	17100	0.31	17100	0.31

**V) INDEBTEDNESS -**

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	Nil	24.40	Nil	24.40
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
<b>Total (i+ii+iii)</b>	Nil	24.40	Nil	24.40
<b>Change in Indebtedness during the financial year</b>				
* Addition	Nil	14.42	Nil	14.42
* Reduction	Nil	Nil	Nil	Nil
<b>Net Change</b>	Nil	14.42	Nil	14.42



## SAI CAPITAL LIMITED

Indebtedness at the end of the financial year

i) Principal Amount	Nil	38.82	Nil	38.82
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
<b>Total (i+ii+iii)</b>	Nil	38.82	Nil	38.82

### VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961		<b>NIL</b>
2	Stock Option		
3	Sweat Equity		
4	Commission- as % of profit - others, specify...		
5	Others, please specify		
	Total (A) Ceiling as per the Act		

B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors	Total Amount
1	Independent Directors		
	Fee for attending board committee meetings Commission		
	Others, please specify		
	Total (1)		
2	Other Non-Executive Directors		
	Fee for attending board committee meetings Commission	<b>NIL</b>	
	Others, please specify		
	Total (2)		
	Total (B)=(1+2)		
	Total Managerial Remuneration		
	Overall Ceiling as per the Act		

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	<b>NIL</b>			
2	Stock Option				
3	Sweat Equity				
4	Commission - as % of profit others, specify...				
5	Others, please specify				
	Total				

### VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/ Compounding fees imposed	Authority (RD/NCLT/ Court Details)	Appeal made if Give
<b>A. COMPANY</b>		<b>N.A.</b>			
Penalty Punishment Compounding					
<b>B. DIRECTORS</b>		<b>N.A.</b>			
Penalty Punishment Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>		<b>N.A.</b>			
Penalty Punishment Compounding					

## **SAI CAPITAL LIMITED**

### **Secretarial Audit Report** (For the year ended 31-03-2016)

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members Sai Capital Limited 204, Aurobindi Place, Hauz Khas, New Delhi

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Sai Capital Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon. Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period ended on 31-03-2016, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by **Sai Capital Limited** (“**The Company**”) for the period ended on 31-03-2016 according to the provisions of:
    - I. The Companies Act, 2013 (**the Act**) and the Rules made thereunder;
    - II. The Securities Contracts (Regulation) Act, 1956 (**‘SCRA’**) and the Rules made thereunder;
    - III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
    - IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; - There was no Foreign direct investment, overseas direct investment and external commercial borrowings during the year under review.
    - V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (**‘SEBI Act’**) to the extent applicable to the Company :-
      - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
      - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and SEBI (Prohibition of Insider Trading) Regulations, 2015 as applicable from December 2015
      - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009: (provisions thereof not applicable to the Company during the year under review);
      - d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
      - e. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (provisions thereof not applicable to the Company during the year under review); and
      - f. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (provisions thereof not applicable to the Company during the year under review);
      - g. the Company has complied with the requirements under the Equity Listing Agreements entered into with DSE Limited till the date of its derecognition;
      - h. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 and
      - i. The Memorandum and Articles of Association.
- I have also examined compliance with the applicable clauses of the following:**
- i) Secretarial Standards issued by The Institute of Company Secretaries of India. (provisions applicable w.e.f 1-7-2015)

## **SAI CAPITAL LIMITED**

2. I further report that the Company has, in my opinion, complied with the provisions of the Companies Act, 1956 and the Rules made under that Act and the provisions of Companies Act, 2013 as notified by Ministry of Corporate Affairs and the Memorandum and Articles of Association of the Company, with regard to:

<b>S.No.</b>	<b>Description</b>	<b>Observation</b>
a)	maintenance of various statutory registers and documents and making necessary entries therein;	Duly maintained.
b)	closure of the Register of Members	Done.
c)	forms, returns, documents and resolutions required to be filed with the Registrar of Companies and the Central Government	The company has duly filed forms, returns with the Registrar of Companies, Delhi.
d)	service of documents by the Company on its Members, Auditors and the Registrar of Companies	Duly made.
e)	notice of Board meetings and Committee meetings of Directors	Duly made
f)	the meetings of Directors and Committees of Directors including passing of resolutions by circulation	Duly made.
g)	the Annual General Meeting held on 30 <sup>th</sup> Sept. 2015	Duly convened.
h)	minutes of proceedings of General Meetings and of the Board and its Committee meetings;	Duly entered and signed
i)	approvals of the Members, the Board of Directors, the Committees of Directors and the government authorities, wherever required;	Duly made
j)	constitution of the Board of Directors / Committee(s) of Directors, appointment, retirement and reappointment of Directors including the Managing Director and Whole-time Directors;	Duly made
k)	payment of remuneration to Directors including the Managing Director and Whole-time Directors,	The Company has not paid managerial remuneration to any director
l)	appointment & remuneration of Auditors & Cost Auditors;	Duly made
m)	transfers and transmissions of the Company's shares & issue and dispatch of duplicate certificates of shares;	Duly made
n)	declaration and payment of dividends;	The Company has not declared dividend during the year under review.
o)	transfer of certain amounts as required under the Act to the Investor Education and Protection Fund and uploading of details of unpaid and unclaimed dividends on the websites of the Company and the Ministry of Corporate Affairs;	As per information, there was no transfer required to be made during the year under review.
p)	borrowings and registration, modification and satisfaction of charges wherever applicable;	Duly made
q)	investment of the Company's funds including investments and loans to others;	Duly made
r)	form of balance sheet as prescribed under Part I, form of statement of profit and loss as prescribed under Part II and General Instructions for preparation of the same as prescribed in Schedule VI to the Act;	Duly made
s)	Directors' report;	Duly made
t)	contracts, common seal, registered office and publication of name of the Company; and	Duly made
u)	Generally, all other applicable provisions of the Act and the Rules made under the Act.	Duly complied with

## **SAI CAPITAL LIMITED**

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### **3. I further report that:**

- i) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
  - ii) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
  - iii) Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.
  - iv) The Company has obtained all necessary approvals under the various provisions of the Act; and
  - v) There was no prosecution initiated and no fines or penalties were imposed during the year under review under the Act, SEBI Act, SCRA, Depositories Act, Listing Agreement and Rules, Regulations and Guidelines framed under these Acts against / on the Company, its Directors and Officers.
  - vi) The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, their being independent and compliance with the Code of Business Conduct & Ethics for Directors and Management Personnel;
4. The Company has complied with the provisions of the Securities Contracts (Regulation) Act, 1956 & the Rules made under that Act, with regard to maintenance of minimum public shareholding.
  5. I further report that the Company has complied with the provisions of the Depositories Act, 1996 and the Byelaws framed thereunder by the Depositories with regard to dematerialization/rematerialization of securities and reconciliation of records of dematerialized securities with all securities issued by the Company.
  6. The Company has complied with the provisions of the FEMA, 1999 and the Rules and Regulations made under that Act to the extent applicable.

### **7. I further report that:**

- a. the Company has complied with the requirements under the Equity Listing Agreements entered into with BSE Limited.
  - b. the Company has complied with the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 including the provisions with regard to disclosures and maintenance of records required under the said Regulations;
  - c. the Company has complied with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 as amended by SEBI (Prohibition of Insider Trading) Regulations 2015 including the provisions with regard to disclosures and maintenance of records required under the said Regulations;
8. I further report that based on the information received and records maintained there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

### **I further report that**

- a) there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
- b) Complied with the following laws specifically applicable to the Company: RBI Act, 1949. The company is registered as Category B NBFC and duly complied the norms as prescribed by RBI from time to time.
- c) Legal cases :There are no legal cases against the Company.

**Place : New Delhi**

**Date : 30-5-2016**

**for AAA & ASSOCITES.**

Company Secretaries

A K Popli

FCS/CP No.2544

## **SAI CAPITAL LIMITED**

### **REPORT ON CORPORATE GOVERNANCE**

In line with the requirement for providing a "Report on Corporate Governance " as per S.E.B.I. Listing Regulations, a report on the Company's Corporate Governance norms is given below.

#### **1. COMPANY'S PHILOSOPHY**

Company Philosophy on Corporate Governance envisages transparency, accountability and propriety in the functioning of the Company and in the conduct of its business internally and externally, including its interactions with Employees, Shareholders, Creditors and other lenders.

The Company has adopted a Code of Conduct for Directors & Senior Management. This Code is available on the Company's website.

The Company is in compliance with the requirements of the revised guidelines on Corporate Governance stipulated under S.E.B.I. Listing Regulations.

The Board considers itself as the Trustee of its Shareholders. During the period under review, the Board continued its pursuit by adopting and monitoring of corporate strategies, prudent business plans, major risks and ensuring that the Company pursues policies and procedures to satisfy its social, legal and ethical responsibilities.

#### **2. BOARD OF DIRECTORS**

##### **Composition of Board:**

The Board of Directors has an optimum combination of Executive and Non-Executive Directors. As on 31<sup>st</sup> March 2016, the Board comprised of 4 Directors. The Company is professionally managed and its Board of Directors comprised of professionally qualified Directors, who have rich experience in diversified fields.

##### **Non-Executive Directors' compensation and disclosures:**

No remuneration or sitting fees was being paid to the Non Executive Directors'. No stock options were granted to Non Executive Directors or Independent Directors during the year under review.

##### **Meeting of Board of Directors**

04 (Four) Board Meetings were held during the year ended March 31, 2016 on May 30, 2015, August 14, 2015, November 14, 2015, and February 13, 2016 respectively.

The period between two Board Meetings was within the maximum time gap as prescribed in the Listing Regulations / Companies Act, 2013.

The composition of the Board of Directors, their attendance at Board Meetings and last Annual General Meeting is as under:

<b>Name of Director</b>	<b>Number of Board Meetings under tenure</b>		<b>Last AGM attended</b>
	<b>Held</b>	<b>Attended</b>	
Dr. Niraj Kumar Singh	4	4	Yes
Ms. Juhi Singh	4	4	Yes
Mr. Narendra Prakash Sharma	4	1	No
Mr. K. P. Mukherjee	4	3	Yes

The last Annual General Meeting (AGM) was held on September 30, 2015.

None of the Directors of the Board serve as Members of more than 10 committees nor are they Chairman of more than 5 Committees as per the requirements of the Listing Agreement.

##### **Code of Conduct**

- The Board of Directors has prescribed a Code of Fair Disclosure and Code of Conduct for all Board Members and Senior Management Personnel of the Company. The Code of Fair Disclosure and Code of Conduct have been communicated to all concerned, as applicable, including Directors and Senior Management Personnel.

## **SAI CAPITAL LIMITED**

- ii. The Members of the Board of Directors and Senior Management personnel have affirmed the compliance with the Code applicable to them during the year ended 31<sup>st</sup> March, 2016.

### **AUDIT COMMITTEE**

The Audit Committee of the Company has been constituted in line with the provisions of S.E.B.I. Listing Regulations read with Section 177 of the Companies Act, 2013. The terms of reference of the Audit Committee is broadly as under:

- ✓ Overview of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements reflect a true and fair position.
- ✓ Recommending the appointment, re-appointment and removal of external and internal auditors, fixation of audit fee and also approval for payment for any other services.
- ✓ Reviewing the financial statements and draft audit report, including quarterly / half yearly financial information.
- ✓ Reviewing with Management the Annual Financial Statements before submission to the Board of Directors, focusing primarily on:
  - Any changes in accounting policies and practices;
  - Major accounting entries based on exercise of judgment by the Management;
  - Qualifications in draft audit report;
  - Significant adjustments arising out of audit;
  - Compliance with accounting standards;
  - Compliance with Listing Agreement with the Stock Exchange and legal requirements concerning financial statements;
  - Any related party transactions as per Accounting Standard 18.
  - Reviewing the Company's financial and risk management policies.
  - Disclosure of contingent liabilities.
  - Reviewing with the management, external and internal auditors and the adequacy of internal control systems.
  - Discussion with internal auditors of any significant findings and follow-up thereon.
  - Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
  - Looking into the reasons for substantial defaults in payments to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
  - Reviewing compliances as regards the Company's Whistle Blower Policy.
  - Mandatory review of following information:
    - ❖ Management discussion and analysis of financial condition and results of operations;
    - ❖ Statement of significant related party transactions, submitted by management;
    - ❖ Management letters / letters of internal control weaknesses issued by Statutory Auditors and:

During the year ended March 31, 2016, 4 (Four) Audit Committee Meetings were held on May 30, 2015, August 14, 2015, November 14, 2015 and February 13, 2016. Mr. K. P. Mukherjee, Chairman of the Audit Committee was present at the last Annual General Meeting held on September 30, 2015.

The composition of the Audit Committee and the attendance of the Members in the meetings are as under:

<b>Name of the Directors</b>	<b>Category</b>	<b>No. of Meetings attended</b>
Mr. K. P. Mukherjee	Director (Chairman)	3
Mr. N. P. Sharma	Director (Member)	1
Mrs. Juhi Singh	Director(Member)	4

## **SAI CAPITAL LIMITED**

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In terms of the requirements under Corporate Governance practices, arrangements are being made for the presence of Mr. K. P. Mukherjee at the forthcoming Annual General Meeting to be held on September 30, 2016.

### **3. SUBSIDIARY COMPANY**

The Company does not have any subsidiary company.

### **4. DISCLOSURES**

#### **(a) Related Party Transactions:**

All Related Party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the Company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict of interest of the Company at large.

#### **(b) Accounting Standards:**

The Company has followed the Accounting Standards as laid down by the Companies Act, 2013.

#### **(c) Risk Management:**

The Audit Committee regularly reviews the risk management strategy of the Company to ensure the effectiveness of risk management policies and procedures.

#### **(d) Compliance with Regulations:**

The Company has complied fully with requirements of regulatory authorities on capital markets. There have been no instances of non-compliance by the Company with respect to any matters related to the capital markets, nor has any penalty been imposed on the Company by the stock exchanges, SEBI or any other Statutory Authority

#### **(e) Auditors Certificate on Corporate Governance:**

The Secretarial Auditors of the Company have furnished the requisite Certificate to the Board of Directors as required by S.E.B.I. Listing Regulations.

#### **(f) Secretarial Audit**

A qualified practicing Company Secretary carried out quarterly Secretarial Audit to reconcile the total admitted capital with Depositories and the total issued capital. The Secretarial Audit report confirms that the total listed capital is in line with the total number of Shares in physical form.

#### **(g) Prohibition of Insider Trading:**

In compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has constituted a comprehensive Code of Fair Disclosure and Code of Conduct for its Senior Management, Staff, and relevant business associates. The code lays down guidelines, which advise them on procedure to be followed and disclosures to be made while dealing with the Shares of the Company.

### **5. NOMINATION & REMUNERATION COMMITTEE**

The Company has reconstituted a Nomination and Remuneration Committee for reviewing and determining the remuneration of Directors. The Committee comprises of two independent Directors. The Details of the remuneration policy is annexed as "AnnexureC"

#### **Name of the Director Category**

Mr. K. P. Mukherjee	Non-Executive Independent Director (Chairman)
Mr. N. P. Sharma	Non-Executive Independent Director (Member)
Mrs. Juhi Singh	Non-Executive Director (Member)

### **6. SHARE TRANSFER-CUM-SHAREHOLDERS GRIEVANCE COMMITTEE**

The "Shareholders Grievance Committee" looks in to redressing investor's grievances/complaints such as non-receipt of notices, annual reports, dividends, and share transfers related works. During the year ended March 31, 2016, one meeting of the Committee was held on 14.08.2015.

The composition of the Committee and attendance of the members at the meeting are as under:

## SAI CAPITAL LIMITED

Name of the Directors	Category	No. of Meetings attended
Mr. N. P. Sharma Director	(Chairman)	Nil
Mr. K. P. Mukherjee Director	(Member)	1
Ms. Juhi Singh	Director(Member)	1

Number of Shareholders complaints received during the year ended March 31, 2016 was Nil.

Number of Share pending transfer as on March 31, 2016 was Nil.

The Company has designated an E-mail ID: sai@vsnl.com for the purpose of receiving various queries, complaints etc. of the investors & to take necessary follow up action.

### 7. BRIEF PROFILE OF THE DIRECTOR PROPOSED TO BE RE-APPOINTED

Pursuant to the Listing Agreement and as a matter of good Corporate Governance, a brief profile of the Director(s) proposed to be re-appointed at the forthcoming Annual General Meeting shall be given as hereunder for information to the shareholders:

#### ➤ Ms. Juhi Singh

Mrs. Juhi Singh is a Bachelor in Arts with a Post Graduate Diploma in Business Management. She has vast experience of over 25 years in the areas of Corporate Management, Marketing and General Administration. She has been associated with the Company as Director since incorporation.

The Company has immensely benefited from the experience and expertise of Mrs. Juhi Singh. Her tenure is liable to retire by rotation at the forthcoming Annual General Meeting, and being eligible, she offers herself for re-appointment. The Board of Directors has recommended her re-appointment.

### Shareholding in the Company

Mrs. Juhi Singh holds 17,100 Equity Shares (0.31 %) of the Company.

### 8. MANAGEMENT DISCUSSION AND ANALYSIS:

A report on Management Discussion and Analysis forms a part of Corporate Governance Report.

### 9. MEANS OF COMMUNICATION

(i) The Audited Financial Results have been published in a Hindi National Newspaper and an English National Newspaper. The results were sent to the Stock Exchanges on quarterly basis. Details of publication of Financial Results are given below:

Period	Name of Newspaper
Audited Financial Results for the year ended 31.03.2016	Millennium Post (English) & Hari Bhoomi (Hindi)
Audited Financial Results for the Quarter ended on 31.12.2015	Millennium Post (English) & Hari Bhoomi (Hindi)
Audited Financial Results for the Quarter ended on 30.09.2015	Millennium Post (English) & Hari Bhoomi (Hindi)
Audited Financial Results for the Quarter ended on 30.06.2015	Millennium Post (English) & Hari Bhoomi (Hindi)

The Audited Quarterly and Yearly results of the Company are also displayed on the website of the Company at [www.saicapital.net](http://www.saicapital.net) as per the requirements of the S.E.B.I. Listing Regulations. The website of the Company is regularly updated.

(ii) Quarterly/Half yearly Results are not sent to Shareholders. Annual Report and Financial Statements are sent to all the Shareholders at their addresses registered with the Company/RTA

### 10. GENERAL BODY MEETINGS

#### (I) Annual General Meeting (AGM) Details

The last three Annual General Meetings were held as per details below:



## **SAI CAPITAL LIMITED**

<b>Year</b>	<b>Day</b>	<b>Date</b>	<b>Time</b>	<b>No. of Spl. Resolution passed at AGM</b>	<b>Venue</b>
2015	Wed.	Sept.30	12:00	NIL	2 <sup>nd</sup> Floor, Aurobindo Place, Hauz Khas, N.Delhi
2014	Tue.	Sept 30	12:30	NIL	2 <sup>nd</sup> Floor, Aurobindo Place, Hauz Khas, N.Delhi
2013	Mon.	Sept 30	12:30	NIL	2 <sup>nd</sup> Floor, Aurobindo Place, Hauz Khas, N.Delhi

### **11. GENERAL SHAREHOLDERS INFORMATION**

#### **(A) 21st Annual General Meeting**

**Date** : 30<sup>th</sup> September, 2016 **Time** : 11.00 A.M.

**Venue** : 2<sup>nd</sup> Floor, Aurobindo Place Hauz Khas, New Delhi - 110016.

#### **(B) Date of Book Closure**

The Company's Register of Members and Share Transfer Books will remain closed from September 16, 2016 to September 30, 2016 (both days inclusive)

#### **(C) Financial Year**

1<sup>st</sup> April to 31<sup>st</sup> March

#### **(D) Registered Office: 204, Aurobindo Place, Hauz Khas, New Delhi - 110016.**

#### **(E) Stock Exchanges: Shares of the Company are listed on: **BSE Limited (BSE)****

#### **(F) Stock/Scrip Code: BSE Ltd : 531931**

#### **(G) Registrar and Share Transfer Agents :**

**M/S BEETAL FINANCIAL & COMPUTER SERVICES (P) LTD.**, BEETAL HOUSE, 3<sup>rd</sup> Floor, 99, Madangir, Behind Local Shopping Complex, New Delhi - 110 062, is the Registrar and Share Transfer Agent of the Company.

#### **(H) Share Transfer System:**

- (i)** The Share Transfer Committee meets as often as required to approve transfers and related matters as may be required by the Registrars and Share Transfer Agent.
- (ii)** All matters connected with share transfer, issue of Duplicate Share Certificates and other related matters are handled by the RTA located at the address mentioned elsewhere in this report.
- (iii)** Shares lodged for transfer are processed within the stipulated fifteen days from the date of lodgment, if the documents are complete and clear in all respects. Grievances received from investors and other miscellaneous correspondence relating to change of address, mandates, etc. are dealt with promptly.
- (iv)** Certificates are being obtained and submitted to Stock Exchanges, on half-yearly basis, from a Company Secretary-in-practice towards due compliance of share transfer formalities by the Company within the due dates, in terms of S.E.B.I. Listing Regulations.
- (v)** Certificates have also been received from a Company Secretary-in-practice and submitted to the Stock Exchanges, on a quarterly basis, for reconciliation of the Share Capital of the Company, as required under SEBI (Depositories and Participants) Regulations, 1996
- (vi)** The Company, as required under the Listing Regulations, has designated e-mail ID [sai@vsnl.com](mailto:sai@vsnl.com) for the purpose of registering complaints, if any, by the investors and expeditious redressal of their grievances.
- (vii)** Shareholders are, therefore, requested to correspond with the RTA for transfer / transmission of shares, change of address and queries pertaining to their shareholding, dividend, etc., at their address given in this report

## SAI CAPITAL LIMITED

### (J) Dematerialization of Shares:

At present, facility of Dematerialization of the Company's Equity Shares is not available.

### (K) Shareholding Pattern as on March 31, 2015

Category	No. of shareholders	No. of Shares (Face value of Rs. 10/-each)	% of shareholding
Promoters	9	2212700	40.20
Body Corporate	13	496900	09.03
NRI/OCBs/Clearing Members/Trust/HUF	3	19700	00.36
Bank/Financial Institutions	1	84300	01.53
Indian Public	2094	2690100	48.88
<b>Total</b>	<b>2120</b>	<b>5503700</b>	<b>100.00</b>

### (L) Distribution Schedule of Shareholding as on March 31, 2015:

Shareholding of Nominal Value of Rs.	No. of Shareholders	% to Total	Amount in Rs.	% to Total
Up to 5000	1494	70.45	7393000	13.43
5001 to 10000	365	17.23	356900	6.48
10001 to 20000	69	3.26	1220000	2.22
20001 to 30000	13	0.61	333000	0.60
30001 to 40000	115	5.43	3960000	7.20
40001 to 50000	2	0.091	92000	0.17
50001 to 100000	27	1.27	1914000	3.48
100001 & ABOVE	35	1.65	36556000	66.42
	<b>2120</b>	<b>100.00</b>	<b>55037000</b>	<b>100.00</b>

### (M) Address for Correspondence:

Shareholders may address their communications / suggestions / grievances / queries to the Company's Registered Office or the Share Transfer Agent:

#### BEETAL FINANCIAL & COMPUTER SERVICES (P) LTD.

BEETAL HOUSE, 3<sup>rd</sup> Floor, 99 Madangir, Behind Local Shopping Complex, New Delhi-110 062,  
Ph: - 011-29961281-82, Fax: - 011-29961284, Email: beetalrta@gmail.com  
Website: www.beetalfinancial.com

### 12. CEO and CFO Certification

The Chairman & Managing Director of the Company has given the Certification on financial reporting and internal controls to the Board in terms of S.E.B.I. Listing Regulations. The Chairman & Managing Director also gives quarterly certification on Financial Results while placing the Financial Results before the Board in terms of Clause 41 of Listing Agreement.

### 13. Compliance Officer

The Board has Designated Mr. Ved Parkash as the Compliance Officer of the Company.

**Mr. Ved Parkash** (Compliance Officer)

**Sai Capital Limited** 204, Aurobindo Place, Hauz Khas, New Delhi - 110016.

E-mail: Sai@vsnl.com Phone: 011-46051307 Fax: 011-26185828

### 14. Non-Mandatory Requirements

#### (I) Non-Executive Chairman:

## **SAI CAPITAL LIMITED**

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The Company does not have a Non-Executive Chairman and no expenses are being incurred & reimbursed in this regard.

**(II) Shareholder Rights:**

The Quarterly and Half Yearly Results are not being sent to the personal address of Shareholders as the Quarterly performance and Financial Results of the Company are published in the Newspaper having wide circulation in India. The Quarterly / Half Yearly / Annual Financial Results are also posted on the website of the Company [www.saicapital.net](http://www.saicapital.net) and are also available at [www.bseindia.com](http://www.bseindia.com)

**(III) Vigil Mechanism/ Whistle Blower Policy:**

The Board has approved a Whistle Blower Policy, a mechanism for employees to report to the Management concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct. The mechanism also provide for adequate safeguards against victimization of employees who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases.

During the year under review no personnel has been denied access to the Audit Committee. The Company has adopted a formal Vigil Mechanism / Whistle-blower policy. The approved policy is available on the Company's website [www.saicapital.net](http://www.saicapital.net).

**DECLARATION**

I hereby confirm that all members of the Board of Directors and Senior Management Personnel of the Company have affirmed their compliance of the '**Code of Conduct for Members of the Board and Senior Management**' for the year ended March 31, 2016 in terms of the S.E.B.I. Listing Regulations.

Place: Delhi  
Date: 28.08. 2016

Chairman & Managing Director  
Niraj Kumar Singh  
DIN: 00233396

**CERTIFICATE ON CORPORATE GOVERNANCE**

To,

The Members **Sai Capital Limited**

We have examined all relevant records of Sai Capital Limited ('the Company') for the purpose of certifying of the conditions of Corporate Governance under S.E.B.I Listing Regulations for the financial year ended 31<sup>st</sup> March, 2016. We have obtained all the information and explanations, which are to the best of our knowledge and belief, were necessary for the purposes of certification.

The compliance of the condition of Corporate Governance is responsibility of the management. Our Examination has been limited to a review of the procedure and implementations thereof. This certificate is neither an assurance for the future viability of the company nor of the efficiency or effectiveness with which the management has conducted the affairs of the company.

On the basis of our examination of the records produced explanations and information furnished, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the S.E.B.I. Listing Regulations.

Place: Delhi  
Date: 28.08.2016

For AKG & Co.  
CHARTERED ACCOUNTANTS  
(C.A. Anil K. Goel)  
PARTNER  
M. No.: 083454  
Firm Regn. No.: 004924N

## **SAI CAPITAL LIMITED**

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### **Independent Auditor's Report TO THE MEMBERS SAI CAPITAL LIMITED**

**Report on the Standalone Financial Statements :** We have audited the accompanying Financial Statements of **SAI CAPITAL LIMITED**, which comprise of the Balance Sheet as at 31st March, 2016, and the Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date, and a summary of significant accounting policies and Notes to Accounts annexed thereto.

**Management's Responsibility for the Standalone Financial Statements :** The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility :** Our responsibility is to express an opinion on these Standalone Financial Statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Standalone Financial Statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Standalone Financial Statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Standalone Financial Statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the Standalone Financial Statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Financial Statements.

**Opinion :** In our opinion and to the best of our information and according to the explanations given to us, the said Standalone Financial Statements read together with the Significant Accounting Policies and the Notes on Standalone Financial Statements appearing thereon, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2016, and its profit and its cash flows for the year ended on that date.

#### **Emphasis Matter**

(a) ***The confirmation of transactions and balances of Loans & Advance are awaited from the respective parties till the conclusion of the audit and in absence of such confirmation the entries recorded in the books have been relied upon and therefore, such balances are as per books of accounts of the company and subject to reconciliation with respective parties.***

(b) ***Investments in equity investments is not ascertainable in absence of any reliable data / information with respect to the market price of quoted equity shares for the purpose of impairment***

## **SAI CAPITAL LIMITED**

**testing, however, the management is of the opinion, the releasable value of investments is at least equal to the book value, hence no further provision for diminishment in value has been made.**

Our opinion is not modified in respect of this matter.

### **Report on Other Legal and Regulatory Requirements**

As required by the Companies (Auditor's Report) Order, 2016 ("the order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure a statement on the matters specified in paragraph 3 and 4 of the said Order, to the extent applicable.

As required by section 143(3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- (b) In our opinion, proper books of account, as required by law, have been kept by the Company, so far as appears from our examination of those books;
- (c) The Balance Sheet and the Statement of Profit and Loss and Cash Flow dealt with by this Report are in agreement with the books of account;
- (d) In our opinion, the aforesaid Standalone Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (e) On the basis of the written representations received from the directors, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on Current Year from being appointed as a director in terms of Sub-section (2) of Section 164 of the Companies Act, 2013.

(f)

With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure to Auditors Report".

- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanation given to us:
  - i) There were no pending litigations which would impact the financial position of the Company.
  - ii) The Company did not have any material foreseeable losses on long-term contracts including derivative contracts.
  - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

AS PER OUR REPORT OF EVEN DATE

**28th May, 2016**  
**Place: New Delhi.**

**For A K G & CO.**  
**Chartered Accountants**  
**CA. Anil K. Goel**  
**PARTNER**  
**Membership No. : 083454**  
**Firm Registration No. : 004924N**

### **Annexure to the Auditors' report**

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31 March 2016, we report that:

- (i)(a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) As explained to us, all the fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.

## **SAI CAPITAL LIMITED**

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- (c) Since the company did not have any property during the year, so question verification of Title Deed does not arise. Hence, this point is not applicable.
- (ii) The company do not have any inventory during the period covered under audit. Thus Para (ii) of order not applicable.
- (iii) The company has not granted any loans to the parties covered in the register maintained under section 189 of the Companies Act, 2013. Thus para (iii) of order not applicable.
- (iv) In our opinion and according to the information and explanation given to us, the company has compiled with the provisions of section 185 and 186 of the Companies Act, 2013, with respect to the loans, investments, guarantees and securities given.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted deposit from the public. Thus, paragraph 3(v) of the Order is not applicable.
- (vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.
- (vii)(a) According to the records of the Company, undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Customs, Duty of Excise, Value Added Tax, Cess and other statutory dues have been generally regularly deposited with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at March 31, 2016 for a period of more than six months from the date of becoming payable.
- (b) According to the records examined by us and the information and explanations given to us, there are no disputed amounts due in respect of income tax, sales tax, excise duty, Employees provident fund, Employee state insurance fund and other statutory dues at the end of the year.
- (viii) In our opinion and based on our audit procedures company did not have any outstanding dues to financial institutions, banks or debenture holders during the year.
- (ix) In our opinion and according to the information and the explanations given to us, the Company has not raised any money by way of initial public offer or term loans. Thus, paragraph (ix) of the Order is not applicable.
- (x) In our opinion and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year. Thus, Para (x) of the order not applicable.
- (xi) As per the records obtained the company has not paid any managerial remuneration. Thus Para (XI) of the order not applicable.
- (xii) The said company does not fall under the provisions of Nidhi Company. Thus, paragraph (xii) of the Order is not applicable.
- (xiii) As per the records obtained, all transactions with related parties are in compliance with sections 177 and 188 of the Companies Act, 2013 and details have been disclosed in the Financial Statements as required by applicable accounting standards.
- (xiv) As per the records obtained the company has not made any preferential allotment or private placement of shares or debentures. Thus para (xiv) not applicable.
- (xv) As per the information obtained the company has not entered into any non-cash transactions.
- (xvi) As per the records obtained, the company is required to be registered under section 45-IA of the Reserve Bank of India and the registration has been obtained..

**For A K G & CO.**

**28th May, 2016  
Place: New Delhi.**

**Chartered Accountants  
CA. Anil K. Goel  
PARTNER  
Membership No. : 083454  
Firm Registration No. : 004924N**

**SAI CAPITAL LIMITED****BALANCE SHEET AS AT 31st MARCH, 2016**

PARTICULARS	Note No.	Amount in Rs	
		As at 31-03-2016	As at 31-03-2016
<b><u>I. EQUITY AND LIABILITIES</u></b>			
<b>(1) Shareholders Funds</b>			
a) Share Capital	1	36,311,000	36,311,000
b) Reserve & Surplus	2	(31,306,304)	(31,293,937)
<b>Sub Total (1)</b>		<b>5,004,696</b>	<b>5,017,063</b>
<b>(2) Non Current Liabilities</b>			
Long Term Borrowings	3	2,805,263	1,652,263
<b>(3) Current Liabilities</b>			
a) Trade Payables	4	20,000	20,000
b) Other Current liabilities	5	1,141,966	844,727
c) Short term provisions	6	-	-
<b>Sub Total (3)</b>		<b>1,161,966</b>	<b>864,727</b>
<b>TOTAL (1+2+3)</b>		<b>8,971,925</b>	<b>7,534,053</b>
<b><u>II. ASSETS</u></b>			
<b>(1) Non Current Assets</b>			
a) Fixed Assets	6		
i) Tangible Assets		9,148	9,148
b) Non Current Investments	7	5,521,745	5,521,745
<b>Sub Total (1)</b>		<b>5,530,893</b>	<b>5,530,893</b>
<b>(2) Current Assets</b>			
a) Current Investments	8	1,404,302	1,132,830
b) Cash and Cash equivalents	9	31,895	21,203
c) Short term Loans and Advances	10	2,004,835	849,127
<b>Sub Total (2)</b>		<b>3,441,032</b>	<b>2,003,160</b>
<b>TOTAL (1+2)</b>		<b>8,971,925</b>	<b>7,534,053</b>

Significant Accounting Policies & Notes to the financial statements from Note no. 1 to 14 form an Integral part of this Profit and Loss Statement  
Previous year figures have been re-grouped/re-arranged, wherever necessary to make comparable.  
**As per our report of even date attached**

**For A K G & CO.**  
**CHARTERED ACCOUNTANTS**  
**(CA. Anil K. Goel)**  
**PARTNER**  
**M. No. : 083454**  
**Regn. No.: 004924N**

**FOR AND ON BEHALF OF DIRECTORS**  
**(DR. NIRAJ K. SINGH) (JUHI SINGH)**  
**DIRECTOR DIRECTOR**  
**DIN No. 00233396 DIN No. 02022313Firm**

**Date : 28th May, 2016**  
**Place : New Delhi**

## SAI CAPITAL LIMITED

### NOTE NO. — 1

#### SHARE CAPITAL

PARTICULARS	As at 31-03-2016	As at 31-03-2015
<b>Authorised</b>	<b>60,000,000</b>	<b>60,000,000</b>
6000000 Equity Shares of Rs. 10/- each (Previous Year 6000000 Equity Shares of Rs. 10/- each )	60,000,000	60,000,000
<b>Issued, Subscribed</b>	<b>55,037,000</b>	<b>55,037,000</b>
5503700 Equity shares of Rs. 10/- each fully called up (Previous Year 5503700 Equity shares of Rs. 10/- each fully called up)	55,037,000	55,037,000
<b>Paid up</b>	<b>36,311,000</b>	<b>36,311,000</b>
5503700 Equity shares of Rs. 10/- each fully called up (Previous Year 5503700 Equity shares of Rs. 10/- each fully called )	55,037,000	55,037,000
<b>Less : Calls in Arrears</b>	<b>18,726,000</b>	<b>18,726,000</b>
<b>Total</b>	<b>36,311,000</b>	<b>36,311,000</b>

#### Note 1.a

- a) The company is having only one class of Shares referred to as Equity shares having a par value of Rs. 10/- each.
- b) Each holder of equity shares is entitled to one vote per share.
- c) No shares are reserved for issue under options and contracts/commitments for the sale of shares / disinvestment/ ESOP etc.
- d) The company has not declared any dividend during the year
- e) The company does not have any Holding company in the current or previous period, hence disclosure of shares held by holding and ultimate holding companies is not applicable.

#### Note 1.b

#### Shareholders holding more than 5 percent shares :

Name of Shareholder	No. of Equity Shares held*	
	As at 31-03-2016	As at 31-03-2015
Sai Agencies Private Limited	916,800 (16.66%)	916,800 (16.66%)
Sai Business & Consultancy Systems Pvt Ltd	362,600 (6.59%)	362,600 (6.59%)
Sai Enterprises Private Limited	361,100 (6.56%)	361,100 (6.56%)
Mr. Sanjiv Asihana	326,500 (5.93%)	326,500 (5.93%)

\* Figures in brackets denotes percentage of shareholding

#### Note 1.c

#### Reconciliation of the number of Shares outstanding and the amount of Shares as at March 31, 2016 and March 31, 2015 :

Particulars	Amount of Equity Share Capital*	
	As at 31-03-2016 Amount in Rs.	As at 31-03-2015 Amount in Rs.
Shares outstanding at the beginning of the year	55,037,000 (5503700)	55,037,000 (5503700)
Shares Issued during the year for cash	-	-
Shares outstanding at the end of the year	55,037,000 (5503700)	55,037,000 (5503700)

\* Figures in brackets denotes number of shares issued



**SAI CAPITAL LIMITED****NOTE NO. — 2****RESERVE AND SURPLUS****PARTICULARS**

	<b>As at 31-03-2016</b>	<b>As at 31-03-2015</b>
<b>Profit &amp; Loss Account</b>		
Opening Balance	(31,293,937)	(29,957,993)
Add: Profit/ (Loss) for the Year	(12,367)	(1,322,495)
Less: Profit Capitalisation by Issuance of Bonus Shares	-	-
Less: Adjustment of Depreciation as per Co. Act, 2013	-	(13,449)
<b>Closing Balance</b>	<b>(31,306,304)</b>	<b>(31,293,937)</b>
<b>TOTAL</b>	<b>(31,306,304)</b>	<b>(31,293,937)</b>

**NOTE NO. — 3****LONG TERM BORROWINGS****PARTICULARS**

	<b>As at 31-03-2016</b>	<b>As at 31-03-2015</b>
<b>Unsecured Loan</b>		
Loans from Related Parties	2,805,263	1,652,263
<b>TOTAL</b>	<b>2,805,263</b>	<b>1,652,263</b>

**Note 3.a****Unsecured Loans : from related parties and others**

None of the borrowings are gauranteed by directors or any other person.

None of above are interest bearing loans.

Terms of Repayment : Payable on demand after 12 months.

No default on account of repayment of principal or interest, where ever applicable.

**NOTE NO. — 4****TRADE PAYABLES****PARTICULARS**

	<b>As at 31-03-2016</b>	<b>As at 31-03-2015</b>
Payable to Micro, Small and Medium Enterprises	-	-
Payable to others	20,000	20,000
<b>TOTAL</b>	<b>20,000</b>	<b>20,000</b>

The confirmation of transactions and balances of some of the Trade Payables are awaited from the respective parties till the conclusion of the audit and in absence of such confirmation the entries recorded in the books have been relied upon and therefore, such balances are as per books of accounts of the company and subject to reconciliation with respective parties.

Disclosure regarding trade payables and overdue payments to Micro and Small Enterprises as required to be disclosed under the MSMED Act, 2006 is determined to the extent such parties have been identified by the Company on the basis of information supplied by the parties, which has been relied upon by the auditors.

**NOTE NO. —5****OTHER CURRENT LIABILITIES****PARTICULARS**

	<b>As at 31-03-2016</b>	<b>As at 31-03-2015</b>
Expenses Payable	65,400	56,769
Payable to Directors for Exp. incurred on Co. behalf	1,076,566	787,958
<b>TOTAL</b>	<b>1,141,966</b>	<b>844,727</b>

**SAI CAPITAL LIMITED****NOTE NO. —6****SHORT TERM PROVISIONS****PARTICULARS**

	<b>As at 31-03-2016</b>	<b>As at 31-03-2015</b>
Provisions for expenses	-	-
<b>TOTAL</b>	<b>-</b>	<b>-</b>

**NOTE NO. —7****NON CURRENT INVESTMENTS**

	<b>As at 31-03-2016</b>	<b>As at 31-03-2015</b>
Investment in Equity Instruments	13,939,995	13,939,995
<b>SUB TOTAL</b>	<b>13,939,995</b>	<b>13,939,995</b>
Less : Provision for diminution in value of investments	8,418,250	8,418,250
<b>TOTAL</b>	<b>5,521,745</b>	<b>5,521,745</b>

**NOTE NO. —8****CURRENT INVESTMENTS****PARTICULARS**

	<b>As at 31-03-2016</b>	<b>As at 31-03-2015</b>
Investment in Equity Shares	1,404,302	1,132,830
<b>TOTAL</b>	<b>1,404,302</b>	<b>1,132,830</b>

**NOTE NO. —9****CASH AND CASH EQUIVALENTS****PARTICULARS**

	<b>As at 31-03-2016</b>	<b>As at 31-03-2015</b>
Balance with Banks	16,365	5,673
Cash in Hand	15,530	15,530
<b>TOTAL</b>	<b>31,895</b>	<b>21,203</b>

**NOTE NO. — 10****SHORT TERM LOANS AND ADVANCES****PARTICULARS****01. Unsecured - Considered good**

	<b>As at 31-03-2016</b>	<b>As at 31-03-2015</b>
Other Advances	2,004,835	849,127
<b>TOTAL</b>	<b>2,004,835</b>	<b>849,127</b>

In the opinion of the Management loans and advances have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated.

**SAI CAPITAL LIMITED****PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31st MARCH, 2016**

PARTICULARS	Note No.	Amount in Rs	
		Year ended 31-03-2015	Year ended 31-03-2016
I. Revenue from operations	11	831,953	(962,015.00)
II. Other Income	12	-	213,143
<b>III. Total Revenue</b>		<b>831,953</b>	<b>(748,872)</b>
<b>IV. EXPENSES</b>			
Depreciation and Amortization Expenses	6	-	-
Other Expenses	13	844,320	573,623
<b>TOTAL EXPENSES</b>		<b>844,320</b>	<b>573,623</b>
<b>V. Profit/ (Loss) before exceptional, extraordinary items and tax (III - IV)</b>		<b>(12,367)</b>	<b>(1,322,495)</b>
<b>VI. Exceptional Items</b>			
Prior Period Income/(Expenses).		-	-
<b>VII. Profit/ (Loss) before extraordinary items and Tax</b>		<b>(12,367)</b>	<b>(1,322,495)</b>
<b>VIII. Profit/ (Loss) before Tax</b>		<b>(12,367)</b>	<b>(1,322,495)</b>
IX. Tax Expenses			
Current Taxes		-	-
<b>IX. Profit/ (Loss) for the period for the continuing operations (VIII - IX)</b>		<b>(12,367)</b>	<b>(1,322,495)</b>
<b>XII. Earning per equity share</b>			
1) Basic		(0.00)	(0.24)
2) Diluted		(0.00)	(0.24)

Significant Accounting Policies & Notes to the financial statements from Note no. 1 to 14 form an Integral part of this Profit and Loss Statement

Previous year figures have been re-grouped/re-arranged, wherever necessary to make comparable.

**As per our report of even date attached**

**For A K G & CO.**

**(CA. Anil K. Goel)**

**PARTNER**

**M. No. : 083454**

**Firm Regn. No.: 004924N**

**Date : 28th May, 2016**

**Place : New Delhi**

**FOR AND ON BEHALF OF DIRECTORS**

**CHARTERED ACCOUNTANTS**

**(DR. NIRAJ K. SINGH) (JUHI SINGH)**

**DIRECTOR**

**DIRECTOR**

**DIN No. 00233396**

**DIN No. 02022313**

**SAI CAPITAL LIMITED****NOTE NO. —11****REVENUE FROM OPERATIONS**

<b>PARTICULARS</b>	<b>Year ended 31-03-2016</b>	<b>Year ended 31-03-2015</b>
Profit/Loss on Trading of shares	815,953	(967,265)
Dividend Received	16,000	5,250
<b>Total</b>	<b>831,953</b>	<b>(962,015)</b>

**NOTE NO. —12****OTHER INCOME**

<b>PARTICULARS</b>	<b>Year ended 31-03-2016</b>	<b>Year ended 31-03-2015</b>
Miscellaneous Income	-	213,143
<b>Total</b>	<b>-</b>	<b>213,143</b>

**NOTE NO. —13****OTHER EXPENSES**

<b>PARTICULARS</b>	<b>Year ended 31-03-2016</b>	<b>Year ended 31-03-2015</b>
Payment to Auditors		
a. for Statutory Audits	28,080	28,090
Bad Debts	120,000	-
Bank Charges	75	884
Books & Periodicals	11,717	13,569
Brokerage Expenses	62,961	49,210
Business Promotion & Hospitality	13,048	-
Fees & Taxes	9,866	7,892
Legal and Professional Charges	53,080	28,090
Local Conveyance	30,436	48,505
Postage, Telegram & Fax	-	9,300
Printing & Stationery	1,150	13,000
Stock Exchange Listing Expenses	299,964	195,594
Telephone Expense	92,066	65,859
Water & Electricity Expense	121,878	113,630
<b>TOTAL</b>	<b>844,320</b>	<b>573,623</b>

**SAI CAPITAL LIMITED**

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31-03-2016**

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
NET PROFIT (LOSS) BEFORE TAX AND EXTRAORDINARY ITEMS (12,367)		(1,322,495)
Adjusted for :		
Depreciation	-	
Operating profit before working capital changes	(12,367)	(1,322,495)
Adjusted for :		
Increase in Short Term Loans & Advances	(1,155,708)	698,951
Trade Payables	-	(4,832)
Increase in Other Current Liabilities	297,239	297,314
Short Term Provisions	-	
Cash flow before taxation and extra ordinary items	-	(858,469)
	-	991,432
<b>Cash Generated from Operations</b>	<b>(870,836)</b>	<b>(331,063)</b>
Interest Paid	-	
Cash Flow before Extra Ordinary items	(870,836)	(331,063)
Short & Excess	-	
<b>NET CASH FLOW FROM OPERATING ACTIVITIES</b>	<b>(870,836)</b>	<b>(331,063)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Increase in Current Investments	(271,472)	(1,132,830)
Sale of Investments	-	
<b>NET CASH FLOW FROM INVESTING ACTIVITIES</b>	<b>(271,472)</b>	<b>(1,132,830)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Increase/(Decrease) in Capital	-	-
Increase/(Decrease) in Unsecured Loans	1,153,000	1,443,045
<b>NET CASH FLOW FROM FINANCING ACTIVITIES</b>	<b>1,153,000</b>	<b>1,443,045</b>
<b>Net Increase/(decrease) in Cash and Cash Equivalent</b>	<b>10,692</b>	<b>(20,848)</b>
<b>Opening Cash and Cash Equivalent</b>	<b>21,203</b>	<b>42,051</b>
<b>Closing Cash and Cash Equivalent</b>	<b>31,895</b>	<b>21,203</b>

As per our report of even date attached

For **A K G & CO.**

For and on behalf of the Board of Directors of the Company

Chartered Accountants

(ANIL K. GOEL)

(NIRAJ KUMAR SINGH)

(JUHI SINGH)

PARTNER

MANAGING DIRECTOR

DIRECTOR

PLACE : NEW DELHI

DIN No. 00233396

DIN No. 02022313

Date : 28th May, 2016

**SCHEDULE OF FIXED ASSETS FOR THE YEAR ENDED 31.03.2016**

PARTICULARS	Rate of Depr.	GROSS BLOCK				DEPRECIATION BLOCK					NET BLOCK	
		Opening Balance	Addition	SALE/ TFR	Closing Balance	Up to 31.3.15	for the Year	Adjustment	On Sold Assets	Total 31.03.16	AS AT 31.03.16	AS AT 31.3.15
Office Equip.	13.91%	182950	0.00	0.00	182950	173802	0.00	0.00	0.00	173802	9148	9149
Total		182950	0.00	0.00	182950	173802	0.00	0.00	0.00	173802	9148	9149
Previous Year		182950	0.00	0.00	182950	160353	0.00	13449	0.00	173802	9148	22597

**Note No. —7.a**

**NON CURRENT INVESTMENTS**

**Details of Other Investments**

Sr.No. Particulars	Subsidiary / Associate / JV/ Controlled Entity / Others	No. of Shares / Units		Quoted / Unquoted	Partly / Fully paid	Extent of Holding (%)		Amount		Basis of Valuation
		2016 (4)	2016 (5)			2016 (6)	2015 (9)	2016 (10)	2015 (11)	
<b>a) Investment in Equity Instruments</b>										
1 Equity Shares of Rs. 10/- each of Sai Industries Ltd.	Associate	972,800	972,800	Quoted	Fully paid	NA	NA	12,739,995	12,739,995	At Cost
2 Equity Shares of Rs. 10/- each of Singh Fin lease Pvt. Ltd.Others		120,000	120,000	Unquoted	Fully paid	NA	NA	1,200,000	1,200,000	At Cost
<b>Sub-Total</b>								<b>13,939,995</b>	<b>13,939,995</b>	
								8,418,250	8,418,250	
								<b>5,521,745</b>	<b>5,521,745</b>	

Less : Provision for permanent diminution in value of investments

**Note:**

- 1) Quoted shares of Sai Industries are not being traded in any stock exchange, so the Market Price as on 31st March, 2016 cannot be given.
- 2) Shares of Sai Industries Ltd. are yet to be transferred in name of Sai Capital Ltd. due to pending compliance formalities at transferor's end.

## **SAI CAPITAL LIMITED**

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### **Note No. 14**

#### **NOTES TO ACCOUNT**

##### **1 Significant Accounting Policies**

###### **a) Accounting Convention**

The financial statements are prepared under the Historical Cost Convention and evaluated on a going concern basis. These statements have been prepared in conformity with generally accepted accounting policies and in accordance with applicable mandatory Accounting Standards and relevant presentational requirements of Companies Act, 2013.

###### **b) Borrowing Costs**

Borrowing Costs attributable to the acquisition and construction of asset are capitalised as part of the cost of such asset up to the date when such asset is ready for its intended use. Other borrowing costs are treated as revenue.

###### **c) Valuation of Investments**

At Cost. Provision is made for permanent diminution in value of investments.

###### **d) Depreciation**

Depreciation has been provided on Written Down Value Basis in accordance with the provisions of the Companies Act, 2013 at the rates specified in Schedule II of the Companies Act, 2013. Depreciation has been provided on the pro-rata basis on the additions made during the year and assets sold transferred during the year. However, since all the assets have been used for more than their useful life, no further depreciation is charged during the year and assets are being shown at 5% of their Original cost being scrap value of assets.

2 In the opinion of the Board of Directors, the investments made by the Company are intended to be held for more than one year from the date on which such investment is made and have therefore been valued at cost. However, provision is made for provision for permanent diminution in value of investments.

3 Contingent liability in respect of unpaid liability on partly paid shares/debentures is Nil (Previous year Rs. Nil)

4 In the opinion of the Board of Directors, there is no tax effect of timing differences based on the estimated computation for a reasonable period, therefore, no provision for deferred tax in terms of accounting standard (AS 22) "Accounting for taxes on income" issued by the Institute of Chartered Accountants in India is made.

###### **5 A) Related Party Disclosures**

###### **i) Associates**

Sai Agencies Pvt. Ltd.  
Sai Industries Limited  
Sai Enterprises Pvt Ltd

###### **ii) Key Management Personnel & Relatives**

Dr. Niraj Kumar Singh  
Mrs. Juhi Singh  
Late Mr. Bhoj Raj Singh

###### **B) Transactions with related Parties**

The following related party transactions were carried out during the year ended on 31.03.2016

**SAI CAPITAL LIMITED**

Name of Related Party	Relationship	Nature of Transaction	Balance on 31.03.16	Amount Received	Amount Paid
Dr. Niraj Kumar Singh	Key Management Personnel	Unsecured Loans	2,427,327	1,158,000	5,000
Mrs. Juhi Singh	Key Management Personnel	Unsecured Loans	377,937	-	-
Dr. Niraj Kumar Singh	Key Management Personnel	Imprest/Expenses Incurred	1,076,566	288,608	-

As per information and explanations given to us the company does not owe any amount more than Rs. 1.00 Lac and outstanding for more than 30 days as at 31.03.2016 to any Small Scale Industries.

**6 Earning Per Share**

	2015-2016	2014-2015
7 No. of Equity Shares (In Lacs)	55.037	55.037
Paid up Share Capital (Rs. In Lacs)	363.11	363.11
a) Profit/(Loss) (Rs. In Lacs)	(0.12)	(13.22)
b) Basic & Diluted EPS (Rs.)	(0.00)	(0.24)

**c) Segment wise financial performance - AS -17**

8 Entire revenue and expenses of the company are considered as related to one segment only, hence no separate reporting under AS-17 is considered as required.

9 There are no significant events occurring after balance Sheet Date having any material impact on Balance Sheet as at 31.03.2016

**10 Additional Information as per Companies Act :**

	Current Year	Previous Year
a) Value of Imports on CIF basis	Nil	Nil
b) Expenditure in foreign Currency	Nil	Nil
c) Earnings in Foreign Exchange	Nil	Nil

**11 Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directors**

	Amount Outstanding	Amount Overdue
(Rs. In Lacs)		
<b>LIABILITIES SIDE</b>		
i) Loans and Advances availed by the NBFCs inclusive of interest accrued thereon but not paid		
a) Debentures : Secured	-	-
Unsecured (Other than falling within the meaning of Public deposits)		
b) Deferred Credits	-	-
c) Term Loans	-	-
d) Inter-Corporate loans and borrowing	-	-
e) Commercial Paper	-	-
f) Public Deposits	-	-



**SAI CAPITAL LIMITED**

g)	<u>Other loans (Specify nature)</u>		
	- Unsecured Loans from Directors	28.05	-
	- Unsecured Loans from related parties	-	-
ii)	Break-up of (i)(f)above (Outstanding public deposits inclusive of interest accrued thereon but not paid)		
a)	In the form of Unsecured debentures	-	-
b)	In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security	-	-
c)	Other public deposits	-	-
iii)	<b>ASSETS SIDE</b>		
	Break-up of loans and advances including bills receivables (other than those included in (iv) below:		
a)	Secured	-	-
b)	Unsecured	20.04	-
iv)	Break up of Leased Assets and stock on hire and hypothecation loans counting towards EL/HP activities		
a)	Leased assets including lease Rentals under Sundry debtors		
	1) Financial Lease	-	-
	2) Operating Lease	-	-
b)	Stock on hire including hire charges under Sundry debtors		
	1) Assets on hire	-	-
	2) Repossessed Assets	-	-
c)	Hypothecation Loans counting towards EL/HP activities		
	1) Loans where assets have been repossessed	-	-
	2) Loans other than (1) above	-	-
	<b>Break-up of Investments</b>		
v)	(At Cost reduced by provision for diminution in value )		
	<b>Current Investments</b>		
1)	<u>Quoted</u>		
a)	Shares : i) Equity	14.04	-
	ii) Preference	-	-
b)	Debentures and Bonds	-	-
c)	Units of Mutual Funds	-	-
d)	Government Securities	-	-
e)	Others (Please specify)	-	-
2)	<u>Unquoted</u>		
a)	Shares : i) Equity	-	-
	ii) Preference	-	-
b)	Debentures and Bonds	-	-
c)	Units of Mutual Funds	-	-
d)	Government Securities	-	-
e)	Others (Please specify)	-	-
	<b>Long Term Investments</b>		
1)	<u>Quoted</u>		
a)	Shares : i) Equity	43.22	-
	ii) Preference	-	-
b)	Debentures and Bonds	-	-
c)	Units of Mutual Funds	-	-

**SAI CAPITAL LIMITED**

d)	Government Securities	-	-
e)	Others (Please specify)	-	-
2)	<u>Unquoted</u>		
a)	Shares : i) Equity	12.00	-
	ii) Preference	-	-
b)	Debentures and Bonds	-	-
c)	Units of Mutual Funds	-	-
d)	Government Securities	-	-
e)	Others (Please specify)	-	-
vi)	<b>Borrower group-wise classification of all leased assets and stock on hire and loans and advances</b>		
			(Rs. In Lacs)

	Amount of Net of Provision		
Category	Secured	Unsecured	Total
i) <b>Related Parties</b>			
a) Subsidiaries	-	-	-
b) Companies in the Group	-	-	-
c) Other Related Parties	-	-	-
ii) <b>Other than Related Parties</b>	-	-	-
<b>Total</b>	-	-	-

**Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted)**

	(Rs. In Lacs)	
vii) Category	Market Value Break up or fair Value of NAV	Book Value (Net of Provisions)
i) <b>Related Parties</b>		
a) Subsidiaries	-	-
b) Companies in the Group	NA	43.22
c) Other Related Parties	-	-
ii) <b>Other than Related Parties</b>	NA	26.04
<b>Total</b>	<b>0.00</b>	<b>69.26</b>

viii) <b>Other Information</b>	Amount
<b>Particulars</b>	
i) <b>Gross Non-Performing Assets</b>	-
a) Related Parties	-
b) Other than Related Parties	-
ii) <b>Net Non-Performing Assets</b>	-
a) Related Parties	-
Other than Related Parties	-
iii) Assets acquired in satisfaction of debt	-

**As per our report of even date attached**

**For A K G & CO.  
CHARTERED ACCOUNTANTS**

**(ANIL K. GOEL)  
PARTNER  
PLACE : NEW DELHI  
Date : 28th May, 2016**

**For and on behalf of the Board of Directors of the Company**

**(NIRAJ KUMAR SINGH)  
MANAGING DIRECTOR  
DIN No. 00233396**

**(JUHI SINGH)  
DIRECTOR  
DIN No. 02022313**

**SAI CAPITAL LIMITED**

**SAI CAPITAL LIMITED**  
204, Aurobindo Place, Hauz Khas, New Delhi - 110016

**ATTENDANCE SLIP**

Please complete this Attendance Slip and hand it over at the Entrance of the Venue. Only Members or their Proxies are entitled to be present at the meeting.

Name and Address of the Member	Folio No.
	No. of Shares Held

I hereby record my Presence at the 21<sup>st</sup> Annual General Meeting of the Company being held on Friday, the 30<sup>th</sup> Day of September, 2016 at 11.00 P.M. at 2<sup>nd</sup> Floor, Aurobindo Place, Hauz Khas, New Delhi-110016.

Signature of the Shareholder	Signature of the Proxy

- Note:** 1. Shareholders are requested to carry their copy of the Annual Report to the Meeting.  
2. Due to security reasons, Briefcases, Hand Bags, etc. are not allowed inside the Venue.  
3. Please note that no gifts will be distributed at the Meeting.

**SAI CAPITAL LIMITED**

**SAI CAPITAL LIMITED**

204, Aurobindo Place, Hauz Khas, New Delhi - 110016

**Form No. MGT-11**

**Proxy form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L74899DL1995PLC069787

Name of the company: SAI CAPITAL LIMITED

Registered office: 204, Aurobindo Place, Hauz Khas, New Delhi - 110016.

Name of Member(s) :
Registered address :
E-mail Id :
Folio No:

I/We, being the holder (s) of \_\_\_\_\_ shares of the above named Company, hereby appoint

1. Name : Address :

E-mail Id : Signature :

or failing him

2. Name : Address :

E-mail Id : Signature :

or failing him

3. Name : Address :

E-mail Id : Signature :

**SAI CAPITAL LIMITED**

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 21<sup>st</sup> Annual General Meeting of the Company, to be held on 30th day of September, 2016 at 12:00 P.M. at 2<sup>nd</sup> Floor, Aurobindo Place, Hauz Khas, New Delhi -110016 and at any adjournment thereof in respect of such resolutions as are indicated below :

S.No.	Resolutions	Optional	
		For	Against
1	Ordinary Resolution for adoption of Audited Financial Statements for the year ended Mar 31, 2016		
2	Ordinary Resolution for the re-appointment of Ms. Juhi Singh as Director who retires by rotation and being eligible, offers herself for re-appointment as a Director of the Comapny		
3	Ordinary Resolution under Section 139 of the Companies Act, 2013 for re-appointment of M/s. AKG & Co., Chartered Accountants, as Statutory Auditors of the Company		

Signed this \_\_\_\_\_ Day of September 2016

Signature of shareholder

Signature of Proxy holder(s)

Affix  
revenue  
stamp

**Note:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

**SAI CAPITAL LIMITED**

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*If underdelivered please return to :*

**SAI CAPITAL LIMITED**

204, Aurobindo Place, Hauz Khas, New Delhi - 110016