

# **24th**

## **ANNUAL REPORT**

**2014-2015**

**SAI INDUSTRIES LIMITED**

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## SAI INDUSTRIES LIMITED

### CORPORATE INFORMATION

**BOARD OF DIRECTORS** : Dr . Niraj Kumar Singh Chairman & MD  
: Dr . S .M. Pathak Director  
: Mr. Harish Kumar Director  
: Ms. Juhi Singh Director

**COMPANY SECRETARY** : Mr. Rakesh Bisht

**STATUTORY AUDITORS** : M/s. A K G & Co.  
Chartered Accountants  
E-10, Kailash Colony,  
New Delhi-110048.

#### REGISTRAR AND TRANSFER AGENT :

Beetal Financial & Computer Services Pvt. Ltd.  
Beetal House, 3<sup>rd</sup> Floor,  
99, Mandangir, Behind Local Shopping Centre,  
New Delhi-110062

**BANKERS** : INDIAN BANK  
Aurobindo Place,  
Hauzkhas, New Delhi-110016.

**REGISTERED OFFICE** : 204, Aurobindo Place,  
Hauzkhas, New Delhi-110016.

**CORPORATE OFFICE** : 204, Aurobindo Place,  
Hauzkhas, New Delhi-110016.  
Ph. No. 011-46051307;  
Fax: 011-26185828

**EMAIL** : [sai@vsnl.com](mailto:sai@vsnl.com)

**INVESTORS HELPDESK** : Ph. No. 011-46051307

**EMAIL** : [sai@vsnl.com](mailto:sai@vsnl.com)

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## NOTICE

Notice is hereby given that the 24<sup>th</sup> Annual General Meeting of the Company will be held on Friday, 25<sup>th</sup> Day of September, 2015 at 3:00 P.M. at Shalimar Bagh Club, Plot No.9, B-Block, Community Centre, Club Road, Shalimar Bagh, New Delhi-110088 to transact the following businesses:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited financial statements of the Company for the year ended March 31, 2015, including the audited Balance Sheet as at March 31, 2015, the Statement of Profit and Loss for the year ended on that date and the Cash Flow Statement for the year ended on that date together with the Reports of the Directors and Auditors thereon.
2. To appoint Ms. Juhi Singh (holding DIN 02022313), who retires by rotation and, being eligible, offers herself for re-appointment.
3. To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:  

**“RESOLVED THAT** pursuant to the provisions of Sections 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s Dhillon & Associates, Chartered Accountants, having firm registration No. 02783N be and are hereby appointed as Statutory Auditors in place of retiring auditor, M/s A K G & Co. Chartered Accountants, having firm registration No. 004924N, as they are showing their unwillingness to act as auditor of the Company, to hold office from the conclusion of ensuing Annual General Meeting till the conclusion of 29<sup>th</sup> Annual General Meeting, subject to ratification at every Annual General Meeting on such remuneration as may be fixed in this behalf by the Board of Directors of the Company .”

By Order of the Board of Directors  
For **Sai Industries Limited**

Place: **New Delhi**

Date: **25.08.2015**

sd/-

**Company Secretary**

**Name- Rakesh Bisht**

**Membership No.31834**

### Notes:

1. **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 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.**
2. A blank proxy form is sent herewith.
3. 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.
4. Details of Directors seeking appointment / re-appointment in Annual General Meeting pursuant to Clause 49 (IV)(G)(i) of listing agreement is given herein.
5. 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.
6. Members are requested to notify change in address (if any) immediately, at the registered office of the Company.
7. The Register of members and Share Transfer books of the Company will remain closed from 19<sup>th</sup> September, 2015 to 25<sup>th</sup> September, 2015 (both days inclusive), in terms of the provisions of the Companies Act, 2013, and the listing agreement with the stock exchanges where the shares of the Company are listed for the purpose of Annual General Meeting.

### Voting through electronics means

In compliance with the provisions of clause 35B of the Equity Listing Agreements, 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 by 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 holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then

your existing password is to be used.

- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>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.</p> <p>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.</p>
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#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>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.</p>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) 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, 21<sup>st</sup> September, 2015 at 10.00 A.M. and ends on Thursday, 24<sup>th</sup> September, 2015 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of

19<sup>th</sup> September, 2015, 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, 21<sup>st</sup> September, 2015 (10.00 a.m.) and ends on Thursday, 24<sup>th</sup> September, 2015 (5.00 p.m.) (both days inclusive). During this period, Members holding shares either in physical form or in dematerialized form 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 19<sup>th</sup> September, 2015.
- Ms. Preeti Jain, Proprietor of M/s Jain Preeti & Company, 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.shrisaiindustries.com](http://www.shrisaiindustries.com) and on the website of CDSL on or before Monday, 28<sup>th</sup> September, 2015.
- In terms of clause 35B of the Equity Listing Agreements, 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, 24<sup>th</sup> September, 2015. 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 upto Thursday, 24<sup>th</sup> September, 2015.
- 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.

**MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM AND PROXIES THEREOF, ARE REQUESTED TO BRING THEIR DP ID AND CLIENT ID FOR IDENTIFICATION.**

**DIRECTORS' REPORT**

**Dear Members,  
Sai Industries Limited**

On behalf of the Board of Directors of your Company, it is my privilege to present the 24<sup>th</sup> Annual Report on the business and operations of the Company together with the Audited Statement of Accounts for the financial year ended March 31, 2015 and Auditor's Report thereon.

**FINANCIAL HIGHLIGHTS:**

The Financial results of your company for the year ended on March 31st, 2015 are as follows :

(Rs. In Lacs)

Particulars	Year Ended March 31, 2015	Year Ended March 31, 2014
Total Income	0.49	(1.11)
Profit/Loss before Depreciation & Tax	(2.22)	(3.72)
Depreciation	0.00	0.08
Profit/Loss before Tax	0.00	0.00
Provision for Income Tax (FBT)	0.00	0.00
Net Profit /loss	(2.22)	(3.80)
Profit(+)/ Loss(-)brought forward	(321.56)	(317.77)
Accumulated Loss	(324.13)	(321.56)

**OPERATIONAL PERFORMANCE:**

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

- In the preparation of the annual accounts, the applicable accounting standards have been followed.
- 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.
- 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.
- The directors have prepared the annual accounts on a going concern basis.
- 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.
- 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:**

Your Company has proposed the resolution for appointment of M/s. Dhillon & Associates, Chartered Accountants, having Firm Registration No.02783N as the Statutory Auditors of the Company from the conclusion of this ensuing Annual General Meeting subject to the ratification of the same by the shareholders of the company in every annual general Meeting.

**AUDITORS OBSERVATIONS:**

The auditor's report does not contain any qualifications, reservations or adverse remarks.

**SECRETARIAL AUDITOR**

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 Ms. Preeti Jain, Proprietor of M/s. Jain Preeti & Co, 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 annexed herewith 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.

**PARTICULARS OF LOANS, 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 ARRANGEMENT 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 2014-15 and that there is no outstanding balance of such public deposit as at 31<sup>st</sup> March 2015.

**UPDATES ON PROPOSED MERGER:**

In the Board Meeting held on January 25, 2014, the Board of Directors of the Company had approved the Scheme of Amalgamation which consists of Merger of Skyway Ventures Ltd (SVL) [**Transferor Companies**] with Sai Industries Ltd. (SIL) [**Transferee Company**]. The Application under clause 24(f) of the listing agreement had already been submitted to the Designated and Regional Stock Exchange(s) where the Sai Industries Limited are listed. The petition under section 391-394 of the Companies Act, 1956 has been submitted to Hon'ble High Court of Delhi, New Delhi. The Meeting of Shareholders of the Transferee Company for the Scheme of Amalgamation shall be convened on September 25, 2015 vide order dated 18<sup>th</sup> August 2015 read with Order Dated 21<sup>st</sup> August, 2015 of Hon'ble High Court of Delhi, New Delhi. The necessary court proceedings are in process.

**CODE OF CONDUCT:**

The Board of Directors has laid down Code of Conduct for all Board Members and Senior Management of the Company. The details of which are given under Corporate Governance Report.

**NUMBER OF BOARD MEETING:**

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

**TRANSFER TO RESERVES:**

Due to accumulated loss, the company did not transfer any amount to reserves.

**DIVIDEND**

In view of the accumulated loss, your Directors do not recommend any Dividend for the Financial Year ended on 31<sup>st</sup> March, 2015.

**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 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

**BUSINESS RISK MANAGEMENT**

Pursuant to section 134 (3) (n) of the Companies Act, 2013 & Clause 49 of the listing agreement, The Company has in place a mechanism to identify,

	Particulars	Current Year 2014-15	Previous Year 2013-14
A.	Conservation of Energy	Nil	Nil
B.	Technology Absorption	Nil	Nil
C.	Foreign Exchange Earnings & Outgo	Nil	Nil

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 at the meetings of the Audit Committee and the Board of Directors of the Company.

**BOARD EVALUATION**

Clause 49 of Listing Agreement mandates that the Board 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 states that the performance evaluation of independent directors shall be done by the entire Board of Directors excluding the director being evaluated.

The evaluation of 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 our 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.

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

The Company has received necessary declaration from each independent Director u/s 149(7) of the Companies Act, 2013 that he/she meets the criteria of independence laid down in u/s 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

**COMPANY SECRETARY**

Mr. Rakesh Bisht, an associate member of the Institute of Company Secretaries of India (ICSI), Delhi has been appointed, by the Board of Directors of the Company, as the Company Secretary of the Company with effect from 14<sup>th</sup> August, 2015.



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

The employees are satisfied and have good relationship with the Management.

**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 write to the company secretary 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 in Clause 49 of the Listing Agreement.

**SEXUAL HARASSMENT POLICY**

The Company has in place a Prevention of Sexual Harassment policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment.

During the year 2014-2015, no complaints were received by the Company related to sexual harassment

**VIGIL MECHANISM/WHISTLE BLOWER POLICY:**

The Board 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 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.shrisaiindustries.com](http://www.shrisaiindustries.com)

**FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS**

To provide insights into the Company to enable the Independent Directors to understand the Company's business in depth the Company has initiated the programme. Details of the familiarization programme of the independent directors are available on Company's website [www.shrisaiindustries.com](http://www.shrisaiindustries.com).

**NOMINATION & REMUNERATION COMMITTEE**

The Company has reconstituted a Nomination and Remuneration Committee for Nominating and determining the remuneration of Directors. Details of the familiarization programme of the independent directors is available on Company's website [www.shrisaiindustries.com](http://www.shrisaiindustries.com)

**INSIDER TRADING POLICY**

In accordance with SEBI (Prohibition of Insider Trading) Regulation, 2015, the Board of Directors has adopted the Insider policy for prevention of insider trading to be followed by Directors, Employees and other connected persons. The approved policy is available on the Company's website [www.shrisaiindustries.com](http://www.shrisaiindustries.com)

**ACKNOWLEDGEMENT**

The Directors are thankful to the Bankers, Customers, Dealers, and Vendors for their valuable support and assistance.

The Directors wish to place on record their appreciation of the commendable work done, dedication and sincerity by all the employees of the Company at all levels during the year under review.

The Company will make every effort to meet the aspirations of its shareholders and wish to sincerely thank them for their whole hearted co-operation and support at all times.

On behalf of the Board  
For Sai Industries Limited

Date: 25th August, 2015

Place: New Delhi

sd/-  
Managing Director  
Niraj Kumar Singh  
DIN-00233396



**FORM NO. MGT 9**  
**EXTRACT OF ANNUAL RETURN**

As on financial year ended on 31.03.2015

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	L74999DL1991P)LC045678
2.	Registration Date	16/09/1991
3.	Name of the Company	Sai Industries Limited
4.	Category/Sub-category of the Company	Company limited by shares
5.	Address of the Registered office & contact details	204, Aurobindo Place, Hauzkhas, 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
<b>1</b>	To carry on the business of trading of shares.	<b>64990</b>	<b>100</b>

**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

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

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

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2014]				No. of Shares held at the end of the year[As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter s</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	NIL	151497	151497	5.05	NIL	151497	151497	5.05	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	1079900	1079900	36.00	NIL	1079900	1079900	36.00	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>Total shareholding of Promoter (A)</b>	NIL	1231397	1231397	41.05	NIL	1231397	1231397	41.05	NIL