

# SAI INDUSTRIES LIMITED

29<sup>TH</sup> AGM

ANNUAL REPORT

2019-2020



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## CORPORATE OVERVIEW

<b>BOARD OF DIRECTORS</b> (During the relevant financial year)	Mr. Niraj Kumar Singh Mr. Harish Kumar Ms. Juhi Singh Mr. Suryamani Uditnarian Pathak	Managing Director Independent Director Non- Executive Director Independent Director
<b>BOARD OF DIRECTORS</b> (As on date of Board Report)	Mr. Niraj Kumar Singh Mr. Harish Kumar Ms. Juhi Singh	Managing Director Independent Director Non- Executive Director
<b>BOARD COMMITTEES</b> (As on 31.03.2020)		
<b>Audit Committee</b>	Mr. Niraj Kumar Singh Mr. Harish Kumar Ms. Juhi Singh	
<b>Stakeholder Relationship Committee</b>	Mr. Niraj Kumar Singh Mr. Harish Kumar Ms. Juhi Singh	
<b>Nomination and Remuneration Committee</b>	Mr. Niraj Kumar Singh Mr. Harish Kumar Ms. Juhi Singh	
<b>STATUTORY AUDITORS</b>	M/s Dhillon & Associates Add: 408, R.D Chamber, 16/11, Arya Samaj Rd, Karol Bagh, New Delhi-110005	
<b>SECRETARIAL AUDITORS</b>	M/s Jain Preeti & Co., Company Secretaries, E21, 286 287 Sector 3 Rohini ,Delhi-110085 COP : 14964	
<b>COMPANY SECRETARY</b>	Mr. Keshav Ahuja ( Appointed on 18.10.2019 and Ceased on 01.04.2020) Ms. Chetna ( Ceased on 01.07.2019 ) Ms. Kriti Ahuja (Appointed on 3.12.2020)	
<b>CHIEF FINANCIAL OFFICER</b>	Mr. Niraj Kumar Singh	
<b>REGISTERED OFFICE</b>	302, 3rd Floor, C-2/4, Community Centre Ashok Vihar, phase-2 New Delhi - 110052	
<b>REGISTRAR AND TRANSFER AGENT</b>	<b>Beetal Financial &amp; Computer Services (P) Ltd</b> Beetal House, 3rd Floor 99 Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi- 110062 Phone- 91-11-2996 1281-83 Fax- 91-11-2996 1284 Email- beetal@beetalfinancial.com	
<b>E- MAIL ID</b>	<a href="mailto:saiindustries1609@gmail.com">saiindustries1609@gmail.com</a>	
<b>STOCK EXCHANGE</b>	Bombay Stock Exchange	

**SAI INDUSTRIES LIMITED**  
**CIN: L74999DL1991PLC045678**  
**Regd Off: 302, 3rd Floor, C-2/4, Community Centre Ashok Vihar, Phase-2 Delhi-110052**  
**Email: [saiindustries1609@gmail.com](mailto:saiindustries1609@gmail.com)**

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**NOTICE OF THE 29th ANNUAL GENERAL MEETING**

Notice is hereby given that the twenty-ninth 29th Annual General Meeting of the Shareholders of Sai Industries Ltd. ('SAI or the 'Company') will be held on Wednesday, 30<sup>th</sup> September, 2020 at 3:00 PM at 367, Kohat Enclave, Pitampura, Delhi-110034 to transact the following:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial year ended 31<sup>st</sup> March, 2020, including the Audited Balance Sheet as at March 31, 2020, 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 re-appoint Ms. Juhi Singh (DIN: 02022313), who retires by rotation and being eligible, offers herself for re-appointment.
3. Appointment of M/s Girotra & Co. as Statutory Auditors in place of retiring Statutory Auditors M/s Dhillon & Associates.

**"RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules framed there under, as amended from time to time, M/s. Girotra & Co, Chartered Accountants, (FRN No. 012351N) be and is hereby appointed as Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 34<sup>th</sup> AGM of the Company to be held in the year 2025, in place of M/s Dhillon & Associates, the retiring Auditors, at such remuneration as may be agreed upon between the Board of Directors and Statutory Auditor.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

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

**Sd/-**  
**Kriti Ahuja**  
**Company Secretary & Compliance Officer**  
**M. No. 62497**

**Place:** Delhi  
**Date:** 04.12.2020

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than 48 Hours before the commencement of the AGM. Proxies submitted on behalf of Companies, Societies etc., must be supported by appropriate resolutions / authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
2. A blank proxy form (MGT-11) is attached herewith.
3. The Board of Directors of the Company in their meeting held on 31.07.2020 has approved the Standalone Financial Statements of the Company as at 31<sup>st</sup> March, 2020.
4. Corporate members intending to authorize their representatives to attend the Meeting are requested to send a scanned certified copy of the board resolution (pdf /jpeg format) authorizing their representative to attend and vote on their behalf at the Meeting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to cspreetijain@gmail.com.
5. The Register of members and Share Transfer books will remain closed from 24<sup>th</sup> December, 2020 to 30<sup>th</sup> December, 2020 (both days inclusive) for the purpose of Annual General Meeting.
6. Members may also note that the Notice of the 29<sup>th</sup> Annual General Meeting, Attendance Slip, Proxy Form, Route Map, Ballot Paper and the Annual Report for 2019-20 will be available at the registered office of the company.
7. Members are requested to notify change in address (if any) immediately, at saiindustries1609@gmail.com.
8. Members, Proxies and Authorized Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No.
9. Members holding shares in physical Form are required to update their PAN and Bank Account details by providing self-attested copy of PAN and original cancelled cheque with preprinted name of the Shareholder/bank attested copy of passbook/statement showing name of account holder(s) by forwarding the above documents to the RTA i.e., Beetal Financial & Computer Services (P) Ltd Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre, Near Data Harsukhdas Mandir, New Delhi-110062 .Members are requested to register/update their e-mail addresses for receiving all communications Including Annual Report, Notices, Circulars, etc. from the Company electronically.
10. Alteration of shareholders holding shares in physical form is invited to the SEBI latest amendment to the listing regulations, vide which the SEBI has mandated the transfer of shares of a listed company in demat form only. Shareholders are therefore advised to dematerialize their physical shareholding at the earliest to avoid any inconvenience.
11. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
12. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 15<sup>th</sup> December, 2020 through email on saiindustries1609@gmail.com. The same will be replied by the Company suitably. Documents referred to in this Notice will be made available for inspection as per applicable statutory requirements.

13. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report will also be available on the websites of the Stock Exchanges i.e. BSE and on the website of NSDL.

14. In terms of Section 152 of the Act, Ms. Juhi Singh, retires by rotation at this Meeting and being eligible, offers herself for re-appointment. The Board of Directors of the Company recommends her re-appointment. Details of the Directors proposed to be re-appointed as required in terms of SEBI Listing Regulations, 2015 and Secretarial Standard on General Meetings (SS - 2) issued by The Institute of Company Secretaries of India, are provided below

15. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for a long time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

16. Members can send their requests, if any, to [saiindustries1609@gmail.com](mailto:saiindustries1609@gmail.com)

17. Process for registering e-mail addresses to receive this Notice electronically and cast votes electronically:

a. Registration of e-mail addresses: For registration of e-mail addresses of those Members (holding shares either in electronic or physical form) who wish to receive this Notice electronically and cast votes electronically. Eligible Members whose e-mail addresses are not registered with the Company/DPs are required to provide the same to Company on [saiindustries1609@gmail.com](mailto:saiindustries1609@gmail.com) or before 5.00 p.m. (IST) on 15<sup>th</sup> December, 2020 along with copy of PAN.

18. The Securities and Exchange Board of India (SEBI) vide circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20<sup>th</sup> April 2018 has mandated compulsory submission of Permanent Account Number (PAN) and bank details by every participant in the securities market. Members holding shares in the electronic form are, therefore requested to submit their PAN and bank details to their Depository Participant(s) and members holding shares in physical form shall submit the details to company.

#### **VOTING THROUGH ELECTRONIC MEANS**

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the members an electronic voting (e-voting) facility to exercise their right to vote on resolutions proposed to be considered at the 29<sup>th</sup> Annual General Meeting (AGM). The instructions for e-voting are given herein below.

1. The remote e-voting period commences on 27<sup>th</sup> December, 2020 at 9.00 AM and ends on 29<sup>th</sup> December, 2020 at 5.00 PM. During this period, members of the Company, holding shares in physical form or in dematerialized form, as on 23<sup>rd</sup> December, 2020, being the cut-off date, may cast their vote by remote e-voting. The remote e-voting module shall be forthwith blocked by NSDL after 5:00 PM on 29<sup>th</sup> December, 2020. Vote cast once by a member shall not be allowed to be changed subsequently. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

2. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

4. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. 23<sup>rd</sup> December, 2020.

5. Any person who acquires shares and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he / she is already registered with NSDL for remote e-voting then he / she can use his / her existing User ID and password for casting the vote.

6. Any queries or grievances in relation to the electronic voting may be addressed to Company Secretary and may be e-mailed to [saiindustries1609@gmail.com](mailto:saiindustries1609@gmail.com)

7. Ms. Preeti Jain, Proprietor of M/s Jain Preeti & Co., Practicing Company Secretary (M.No.- 29541 & COP No-14964 ) has been appointed as the Scrutinizer to scrutinize the remote E-voting process and voting at the AGM in a fair and transparent manner.

a. At the AGM, at the end of discussion on the resolutions on which voting is to be held, the Chairman shall with the assistance of the Scrutinizer order voting for all those Members who are present but have not cast their vote electronically using the remote E-voting facility.

b. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote E-voting in the presence of at least two witnesses, not in employment of the Company, and make, not later than three days of the conclusion of the AGM, prepare a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by the Chairman in writing, who shall countersign the same and declare the result of the voting forthwith.

c. The results declared along with the Scrutinizer's report shall be placed on the BSE website and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the result declared by the Chairman or any other person authorised by the Chairman and the same shall be communicated to BSE where the shares of the Company are listed. The results shall also be available for inspection at the Registered Office of the Company.

8. The process and manner for remote e-voting are as under:

#### **How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 is mentioned below:**

#### **How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 is given below:**



**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [cspreetijain@gmail.com](mailto:cspreetijain@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice :**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [saiindustries1609@gmail.com](mailto:saiindustries1609@gmail.com).  
In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [saiindustries1609@gmail.com](mailto:saiindustries1609@gmail.com).

## **General**

Please note that:

- Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.
- Your login ID and password can be used by you exclusively for e-voting on the Resolutions placed by the companies in which you are the Shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

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

**Sd/-**  
**Kriti Ahuja**  
**Company Secretary & Compliance Officer**  
**M. No. 62497**

**Place:** Delhi  
**Date:** 04.12.2020

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