

SAI INDUSTRIES LIMITED

32ndAGM

ANNUAL REPORT

2022-23



Corporate Overview

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| BOARD OF DIRECTORS | Mr. Anil Kumar Jain Mr. Ajay Mr. Yogender | Independent Director Non-Executive Director Independent Director |
| BOARD COMMITTEES (As on 31.03.2023) | | |
| Audit Committee | Mr. Anil Kumar Jain Mr. Ajay Mr. Yogender | Independent Director Non-Executive Director Independent Director |
| Stakeholder Relationship Committee | Mr. Anil Kumar Jain Mr. Ajay Mr. Yogender | Independent Director Non-Executive Director Independent Director |
| Nomination and Remuneration Committee | Mr. Anil Kumar Jain Mr. Ajay Mr. Yogender | Independent Director Non-Executive Director Independent Director |
| STATUTORY AUDITORS | M/s Girotra & Co., Chartered Accountants | |
| SECRETARIAL AUDITORS | M/s Jain Preeti & Co., Company Secretaries | |
| REGISTERED OFFICE | 302, 3rd Floor, C-2/4, Community Centre Ashok Vihar, phase-2 New Delhi – 110052 | |
| REGISTRAR AND TRANSFER AGENT | Beetal Financial & Computer Services (P) Ltd 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 | |
| E- MAIL ID | saiindustrieslimited111@gmail.com | |
| STOCK EXCHANGE | 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: saiindustrieslimited111@gmail.com

NOTICE OF THE 32nd ANNUAL GENERAL MEETING

Notice is hereby given that the 32nd Annual General Meeting of the Shareholders of Sai Industries Ltd. ('SAI or the 'Company') will be held on Saturday 30th September, 2023 at 4:00 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 31st March, 2023, including the Audited Balance Sheet as at March 31st, 2023, 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 Mr. Ajay (DIN: 09212447), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **REGULARIZATION OF MR. YOGENDER AS INDEPENDENT DIRECTOR OF THE COMPANY**

To consider, and if thought fit, to pass, with or without modification(s), if any, following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149 and other applicable provisions, if any, of the Companies Act, 2013 and any other applicable law, Mr. Yogender (DIN : 09212447), who was appointed as an Additional Independent Director of the Company by the Board w.e.f. 06/10/2022, be and is hereby appointed as Independent Director of the company.

For and on behalf of the Board
For **Sai Industries Limited**

Sd/-
Ajay
Director
DIN: 09212447

Place: Delhi
Date: 08.09.2023

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 30.05.2023 has approved the Standalone Financial Statements of the Company as at 31st March, 2023.
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 24th September, 2023 to 30th September, 2023 (both days inclusive) for the purpose of Annual General Meeting.
6. Members may also note that the Notice of the 32nd Annual General Meeting, Attendance Slip, Proxy Form, Route Map, Ballot Paper and the Annual Report for 2022-23 will be available at the registered office of the company.

7. Members are requested to notify change in address (if any) immediately, at saiindustrieslimited111@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 25th September, 2023 through email on saiindustrieslimited111@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, Mr. Ajay, retires by rotation at this Meeting and being eligible, offers himself for re-appointment. The Board of Directors of the Company recommends his 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 saiindustrieslimited111@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 saiindustrieslimited111@gmail.com on or before 5.00 p.m. (IST) on 23th September, 2023 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 20th 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

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -

The remote e-voting period begins on 27th September, 2023 09.00 A.M. and ends on 29th September, 2023 at 05.00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 23rd September, 2023 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23rd September, 2023.

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: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDeAS ’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ Access to e-Voting ” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to |

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| | <p>e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>2. 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="779 1184 1284 1488" data-label="Image"> <p>The image shows a promotional banner for the NSDL Mobile App. At the top, it says 'NSDL Mobile App is available on' in blue text. Below this, there are two logos: the Apple App Store logo and the Google Play logo. Under each logo is a square QR code for scanning.</p> </div> |
| Individual Shareholders holding securities in demat mode with CDSL | <p>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links</p> |

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| | <p>of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p> |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |
| Individual Shareholders holding securities in demat mode with | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at |