SAI CAPITAL LIMITED

Regd. Office: G-25, GROUND FLOOR, RASVILAS SALCON D-1, SAKET DISTRICT CENTRE, SAKET, NEW DELHI, SOUTH DELHI -110017
(CIN: L74110DL1995PLC069787), E mail: cs@saicapital.co.in, Ph: 011-40234681
Website: www.saicapital.co.in

July 30, 2026

BSE Limited
Corporate Relationship Department
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001.

Scrip Code-531931

Subject: Notice of 31st Annual General Meeting of the Company for the Financial Year ended 31st March, 2026.

Dear Sirs,

In terms of Regulations 30 and 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the Notice of the 31st Annual General Meeting (AGM) of the Company scheduled to be held on **Tuesday, August 25, 2026 at 12:30 P.M. (IST)** through Video Conferencing / Other Audio Visual means (VC/OAVM).

The Annual Report containing the Notice of the 31st AGM has been uploaded on the Company's website and is available at: http://www.saicapital.co.in/share-holders.aspx

Please acknowledge receipt and take the above on record.

Thanking You,

Yours Truly,
For **Sai Capital Limited**

NIRAJ KUMAR SINGH
Digitally signed by NIRAJ KUMAR SINGH
Date: 2026.07.30 11:01:11 +05'30'

Dr. Niraj Kumar Singh
Chairman & Managing Director

Attachment: a.a.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 31ST ANNUAL GENERAL MEETING ("AGM" OR " 31ST AGM") OF THE MEMBERS OF M/s. SAI CAPITAL LIMITED ("THE COMPANY") WILL BE HELD ON TUESDAY, THE 25TH DAY OF AUGUST, 2026 AT 12:30 P.M. (IST) THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO VISUAL MEANS ("OAVM") FACILITY

In accordance with the applicable provisions, the Registered Office of the Company at G-25, Ground Floor, Rasvilas Salcon D-1, Saket District Centre, Saket, New Delhi-110017 shall be deemed to be the venue of the Meeting, and the proceedings of the AGM shall be deemed to have been conducted thereat, to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026 including the Balance Sheet as at March 31, 2026, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors, and Auditors thereon.

2. To appoint a Director in place of Mr. Ankur Rawat (DIN:07682969), who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. Re-appointment of Dr. Niraj Kumar Singh (DIN: 00233396) as Chairman and Managing Director of the Company.

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

"**RESOLVED That**pursuant to the provisions of Sections 196, 197, 198, 203 & 160 read with Schedule V of the Companies Act, 2013 and Rule 8 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, & other applicable provisions of the Companies Act, 2013, if any (including any statutory modification(s) or re-enactments(s) thereof, for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulation (s) including any statutory modification(s) or re-enactments(s), thereof, for the time being in force), subject to provisions of the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee of the Company, the approval of the Members of the Company be and is hereby accorded to re-appoint **Dr. Niraj Kumar Singh (DIN: 00233396) asChairman and Managing Director (Key Managerial Personnel)** of the Company, for a period of 5 (Five) consecutive years with effect from**June 25, 2027** to **June 24, 2032** (both days inclusive), whose period of office shall not be liable to retire by rotation, upon such terms and conditions as may be agreed, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment in such manner as may be agreed to between the Board of Directors and Dr. Niraj Kumar Singh.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to file the necessary applications, e-forms, documents with concerned statutory authorities/agencies such as the Registrar of Companies, Stock Exchanges, NSDL, CDSL, RTA, etc., in relation thereto, send intimation(s) to Stock Exchange(s) as per SEBI (LODR) Regulations, and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient, for the purpose of giving effect to the above Resolution and for matters connected therewith or incidental thereto**.”**

By Order of the Board
For Sai Capital Limited

Sd/-

Dr. Niraj Kumar Singh
Chairman & Managing Director
DIN: 00233396

Date : July 03, 2026
Place : New Delhi

IMPORTANT NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts concerning the Special Business under Item No. 3 of the accompanying Notice, is annexed hereto, and forms part of this Notice. The Board of Directors of the Company at their Meeting held on July 03, 2026 considered that the Special Business under Item No. 3, *being considered unavoidable in order to comply with Regulations*, be transacted at the 31st AGM of the Company.

2. The Ministry of Corporate Affairs, Government of India ("MCA") vide its General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 02/2022, 10/2022, 09/2023, 09/2024 & 03/2025 dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022, December 28, 2022, September 25, 2023, September 19, 2024 & September 22, 2025 respectively, and other Circulars issued in this respect ("MCA Circulars"), has allowed, inter-alia, to conduct AGMs through Video Conferencing/Other Audio-Visual Means ("VC/ OAVM"), in accordance with the requirements provided in Paragraph 3 and Paragraph 4 of the MCA General Circular No. 20/2020. The Securities and Exchange Board of India ("SEBI") also, vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 ("SEBI Circular") has provided certain relaxations from compliance with certain regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In compliance with these MCA Circulars, SEBI Circulars, provisions of the Act and the Listing Regulations, the 31st AGM of the Company is being conducted through VC/OAVM facility, which does not require physical presence of Members at a common venue. The deemed venue for the 31st AGM shall be the Registered Office of the Company.

3. In terms of the MCA Circular No. 17/2020 dated April 13, 2020, the Notice of the 31st AGM and Annual Report for the Financial Year ended March 31, 2026, will be available on the Company's website (www.saicapital.co.in); M/s. BSE Limited (www.bseindia.com) and M/s. National Securities Depository Limited ("NSDL") (www.evoting.nsdl.com).

4. In terms of the MCA Circulars as mentioned in Point No. 2, physical attendance of Members has been dispensed with, and, therefore, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 31st AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the 31st AGM through VC/ OAVM facility and e-Voting during the 31st AGM. As the 31st AGM is being held through VC/ OAVM facility, the Route Map is not annexed with this Notice.

5. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Secretarial Standards on General Meetings (SS-2), issued by the Institute of Company Secretaries of India ("ICSI"), and Regulation 44 of the Listing Regulations, read with MCA Circulars, as amended, the Company is providing remote e-Voting facility to its Members in respect of the Business to be transacted at the 31st AGM and facility for those Members participating in the 31st AGM to cast vote through remote e-Voting system during the 31st AGM. For this purpose, M/s. National Securities Depository Limited ("NSDL") has been appointed to provide facility for voting through remote e-Voting, for participation and remote e-Voting at the 31st AGM through VC/ OAVM facility and remote e-Voting during the 31st AGM. Members may note that NSDL may use a third party service provider for providing participation of the Members through VC/ OAVM facility.

6. Members may join the 31st AGM through VC/ OAVM facility by following the procedure as mentioned below. The joining window shall be kept open for the Members 15 minutes before the time scheduled for the commencement of the 31st AGM, and the Company may close the window for joining the VC/ OAVM facility 15 minutes after the scheduled time to commence the 31st AGM.

7. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc., who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

8. Attendance of the Members participating in the 31st AGM through VC/ OAVM facility using their login credentials shall be counted for the purpose of reckoning the Quorum under Section 103 of the Act.

9. Electronic copy of the Notice of the 31st AGM, inter-alia, indicating the process and manner of electronic voting ("e-Voting") and electronic copy of the Annual Report for the Financial Year ended March 31, 2026, are being sent to all the Members whose e-mail address is registered with the Company/ Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same.

Members desirous of obtaining hard copy of the Annual Report for the Financial Year ended March 31, 2026 may send a request to the Company's e-mail address at cs@saicapital.co.in mentioning their Folio no. / DP ID and Client ID.

10. Members, whose KYC details (i.e. e-mail address, postal address with PIN code, mobile number, bank account details, PAN details linked with Aadhaar, etc.) are not registered/ updated with the Company, or with their respective Depository Participant(s) ['DPs'], and who wish to receive the Notice of the 31st AGM, the Annual Report for the Financial Year ended March 31, 2026 and all other future communications sent by the Company from time to time, can get their KYC details registered/ updated by following the steps as given below:

a. Members holding Shares in Physical form by submitting duly filled and signed request letter in Form ISR-1 along with self-attested copy of the PAN Card linked with Aadhaar; and self-attested copy of any document in support of the address of the Member (such as Aadhaar Card, Driving Licence, Election Identity Card, Passport, etc.) and such other documents as prescribed in the Form ISR-1, by sending an e-mail at cs@saicapital.co.in followed by mandatorily sending the physical copies of the same through post at the Registered Office of the Company; and

b. Members holding Shares in Dematerialized form may update their KYC details including e-mail address with their Depository Participant(s).

Communication in this regard has been sent to all Members holding Shares in Physical form at their registered address from time to time.

11. For Members who hold Shares in Physical form, the Securities and Exchange Board of India ("SEBI"), vide its Master Circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 07th May 2024 read with SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated 10th June 2024, as amended from time to time, has mandated furnishing of PAN linked with Aadhaar, and KYC details (i.e. e-mail address, postal address with PIN code, mobile number, bank account details, PAN details linked with Aadhaar, etc.). In case any of the aforesaid documents/ details are not available in the record of the Company/ Registrar and Share Transfer Agent ("RTA"), the Member shall not be eligible to lodge grievance or avail any service request from the RTA until they furnish complete KYC details/ documents.

Further, SEBI has mandated that securities of listed companies can be transferred only in Dematerialized form. Therefore, Members are advised to Dematerialize Shares held by them in Physical form for ease in portfolio management.

However, SEBI vide their Circular SEBI/HO/MIRSD/MIRSDPoD/P/CIR/2025/97 dated July 02, 2025 read with HO/38/13/11(2)2026-MIRSD-POD/I/3750/2026 dated January 30, 2026, has opened a special window for transfer of Physical securities that were originally lodged prior to April 01, 2019, but were Rejected, Returned, or Not processed due to deficiencies in documentation or other procedural requirements.

For consolidation of Share Certificates, Members holding Shares in Physical form, in more than one Folio, with identical order of names, are requested to send the details of such Folios together with the Share Certificates along with the requisite KYC documents for consolidating their holdings in one Folio to the RTA. Requests for consolidation of Share Certificates shall only be processed in Dematerialized form.

Nomination facility as per the provisions of Section 72 of the Act is available to individuals holding Shares in the Company. Members may nominate a person in respect of all the Shares held by them severally or jointly. Members holding Shares in Physical form and who have not yet registered their nomination are requested to register the same by submitting Form SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the website of the Company and RTA. Members holding Shares in Dematerialized form may approach their respective DPs for completing the nomination formalities.

Online Dispute Resolution (ODR) Portal has been introduced by SEBI vide its Master Circular SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated 11th August 2023, which is in addition to the existing SCORES 2.0 portal that can be utilized by Investors and the Company for dispute resolution. Please note that Investors are advised to initiate dispute resolution through the ODR portal only if the Company does not resolve the issue itself, or it is not resolved through SCORES 2.0 portal.

Members may refer to SEBI Circular, relevant Investor Service Request Forms, Nomination Forms and contact details for sending requisite forms/ documents, available on the Company's website at https://www.saicapital.co.in.

12. Members holding Shares in Physical form may please ensure that all the KYC details in the Folio are updated as mentioned in the above Point Number 10 & 11 of the Notes. Members holding Shares in Dematerialized mode may please update their Electronic Bank Mandate through their Depository Participant(s).

13. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company/ Registrar and Share Transfer Agent ("RTA") 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 long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

14. Documents referred to in the accompanying Notice of the 31st AGM and the Explanatory Statement shall be available at the Registered Office of the Company for inspection without any Fee during normal business hours (09:00 A.M. to 05:00 P.M. IST) on all working days except Saturday, up to and including the date of the 31st AGM of the Company.

15. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested, maintained under Section 189 of the Act shall be made available at the commencement of the Meeting and shall remain open and accessible to the Members during the continuance of the 31st AGM. During the 31st AGM, Members may access the scanned copy of these documents, upon Log-in to NSDL e-Voting system at https://www.evoting.nsdl.com.

16. Details as required under Regulation 36 of the Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in respect of the appointment of Directors seeking appointment/ re-appointment at the 31st AGM, forms an integral part of the Notice of the 31st AGM. Requisite declarations have been received from the Directors seeking appointment/ re-appointment.

17. General instructions for accessing and participating in the 31st AGM through VC / OAVM facility and voting through electronic means including remote e-Voting: -

A. Instructions for Members for Remote e-Voting are as under: -

- The remote e-voting period begins on **Saturday, August 22, 2026 at 09:00 A.M. (IST)** and ends on **Monday, August 24, 2026 at 05:00 P.M. (IST).** The remote e-voting module shall be disabled by NSDL for voting thereafter. Members, whose names appear in the Register of Members / Beneficial Owners as on the Record Date (cut-off date) i.e. **Wednesday, August 19, 2026** 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 **Wednesday, August 19, 2026.**
- The details of the process and manner for remote e-Voting are explained herein 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.

Step 1: How to Log-in to NSDL e-Voting website?

I. Login method for e-Voting and joining virtual Meeting for Individual Members holding Securities in Dematerialized Mode

In terms of SEBI Circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding Securities in Dematerialized 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 Dematerialized mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in dematerialized mode with NSDL.	**A. OTP based login:** 1. Click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. 2. Enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. 3. Enter the OTP received on registered e-mail Id./mobile number and click on login. 4. After successful authentication, you will be redirected to NSDL Depository site wherein you can see the e-Voting page. 5. 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 or joining virtual meeting & voting during the meeting **B. NSDL IDeAS facility:** **If you are already registered, follow the below steps** 1. Visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. 2. 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. 3. 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. 4. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. **If you are not registered, follow the below steps** 1. Option to register is available at https://eservices.nsdl.com. 2. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3. Please follow steps given above in points 1-4. **C. E-Voting website of NSDL** 1. 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 ‘Shareholder/Member’ section. 3. A new screen will open. You will have to enter your User Id. (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.

	4. 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 or joining virtual meeting & voting during the meeting. D. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user Id. and Password. Option will be made available to reach e-Voting page without any further authentication. To login to Easi /Easiest users are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use their existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by the Company. On clicking the e-voting option, users will be able to see e-Voting page of the e-Voting service provider for casting their vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, links are provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com by clicking on login & New System Myeasi Tab and then clicking on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on the registered Mobile & E-mail as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and will also be able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	1. You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 2. Once logged 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. 3. 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 or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User Id./ Password are advised to use 'Forgot User Id.' and 'Forgot Password' options available at the above mentioned website.

Helpdesk for Individual Members holding Securities in Dematerialized mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Members 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 022 - 4886 7000.
Individual Members holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911.

II. Login method for e-Voting and joining virtual meeting for individual Members holding Securities in dematerialized mode and Members holding Securities in Physical form

a) 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 device.

b) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.

c) A new screen will open. You will have to enter your User Id, your Password/ OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL e-services i.e. IDeAS, you can log-in at https://eservices.nsdl.com/ with your existing IDeAS login credentials. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically

d) Your User Id. details are given below:

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	**Your User ID is:**
i. 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******
ii. 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**************
iii. 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***

e) Password details for Members other than individual Members are given below:

I. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

II. 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 prompt you to change your password.

III. How to retrieve your “initial password”?

- If your e-mail address is registered in your Demat account, or with the Company, your “initial password” is communicated to you on your e-mail address. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .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”.

- If your e-mail address is not registered, please follow steps mentioned below in process for those Members whose e-mail addresses are not registered.

f) If you are unable to retrieve or have not received the "initial password" or have forgotten your password:

   i. 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.

   ii. "**Physical User Reset Password**?" (If you are holding Shares in Physical form) option available on www.evoting.nsdl.com.

   iii. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your Demat account number/Folio Number, your PAN, your name and your registered address, etc.

   iv. Members can also use the OTP (One Time Password) based login for casting their votes on the e-Voting system of NSDL.

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

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

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

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

a) After successful login at Step 1, you will be able to see all the companies "EVEN" (e-Voting Event Number) in which you are holding shares and whose voting cycle and General Meeting is in active status.

b) Select "EVEN" of the Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

c) Now you are ready for e-Voting as the Voting page opens.

d) 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.

e) Upon confirmation, the message "Vote cast successfully" will be displayed.

f) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

g) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Members

a) 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 csritu.m@gmail.com with a copy marked to evoting@nsdl.com. Institutional Shareholders (i.e. other than individuals, HUF, NRI, etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter, etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

b) 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 to reset the password.

c) 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 or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com

Process for those Members whose e-mail addresses 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:

a) In case Shares are held in Physical form, please provide Folio No., Name of Member, scanned copy of the Share Certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card) to the Company’s e-mail address at cs@saicapital.co.in.

b) In case Shares are held in Dematerialized mode, please provide DP ID-Client ID (16-digit DP ID + Client ID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account Statement, PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card) to the Company’s e-mail address at cs@saicapital.co.in.

c) If you are an individual Member holding Securities in Dematerialized mode, you are requested to refer to the login method explained at Step 1 (I) i.e. login method for e-Voting and joining virtual Meeting for Individual Members holding Securities in Dematerialized mode.

d) Alternatively, Members may send a request to NSDL at evoting@nsdl.com for procuring User Id. and password for e-Voting by providing above mentioned documents.

e) In terms of SEBI Circular dated 09th December 2020 on e-Voting facility provided by listed companies, Individual Members holding Securities in Dematerialized mode are allowed to vote through their Demat account maintained with Depository Participant(s). Members are required to update their mobile number and e-mail address correctly in their Demat account in order to access e-Voting facility.

INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/Shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting, and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system at the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join Meeting"** menu against your Company's name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of your Company will be displayed. Please note that Members who do not have the User Id. and Password for e-Voting or have forgotten the User Id. and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.

4. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is, therefore, recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Members who wish to express their views or seek any queries during the 31st Annual General Meeting ("AGM") may register themselves as a Speaker by sending a request from their registered e-mail address to cs@saicapital.co.in, mentioning their Name, DP ID and Client ID/Folio Number, and mobile number. It may be noted that registration of Speakers at the AGM will strictly be on a "First Come First Served" basis. The Company reserves the right to limit the number of Speakers at the AGM depending upon constraints of time.

   Further, Members desirous of seeking any information regarding the Financial Statements or any matter to be placed before the 31st AGM are requested to send their queries in advance from their registered e-mail address to cs@saicapital.co.in so as to reach the Company latest by 05:00 P.M. (IST) on Monday, August 17, 2026, to enable the Company to suitably respond to such queries during the AGM. Only those Members who have registered themselves as a Speaker and submitted their queries within the aforementioned timeline shall be permitted to speak at the AGM.

6. When a pre-registered Speaker is invited to speak at the Meeting, but he/ she does not respond, the next Speaker will be invited to speak. Accordingly, all Speakers are requested to get connected to a device with a video/ camera along with good internet speed.

7. The Company reserves the right to restrict the number of questions and number of Speakers, as appropriate, to ensure the smooth conduct of the 31st AGM.

Other Guidelines for Members

a) The voting rights of Members shall be in proportion to their Share in the Paid-up Equity Share Capital of the Company as on the cut-off date i.e. **Wednesday, August 19, 2026.**

b) Any person, who acquires Shares of the Company and becomes a Member of the Company after the Company sends the Notice of the 31st AGM by e-mail and holds Shares as on the cut-off date i.e., **August 19, 2026**, may obtain the User Id. and Password by sending a request to the Company's e-mail address at cs@saicapital.co.in. However, if you are already registered with NSDL for remote e-Voting then you can use your existing User Id. and Password for casting your vote. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, or in case you have forgotten your password, you can reset your password by using "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.

   A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the 31st AGM.

c) During the 31st AGM, the Chairman shall, after response to the questions raised by the Members in advance, or as a Speaker at the 31st AGM, formally propose to the Members participating through VC/ OAVM facility to vote on the Resolutions as set out in the Notice of the 31st AGM and announce start of the voting process through the e-Voting system. After the Members participating through VC/ OAVM facility, eligible and interested to cast votes, have cast their votes, the e-Voting will be closed with the formal announcement of closure of the 31st AGM.

d) Ms. Ritu Mahajan (Membership No.: 35495 CP No.: 22918) Practising Company Secretary, has been appointed as the Scrutinizer to scrutinize the remote e-Voting process, and casting of Votes through the e-Voting system during the Meeting in a fair and transparent manner.

e) The Scrutinizer shall, after the conclusion of e-Voting at the 31st AGM, first download the Votes cast at the 31st AGM and, thereafter, unblock the Votes cast through remote e-Voting and make a consolidated Scrutinizer's Report of the total Votes cast in favour, or against, invalid Votes, if any, and whether the Resolution has been carried or not, and such Report shall then be sent to the Chairman of the Company, or a person authorized by him, who shall then countersign and declare the result of the voting forthwith.

f) The Result declared along with the Report of the Scrutinizer shall be placed on the website of the Company at www.saicapital.co.in and on the website of NSDL at www.evoting.nsdl.com immediately after the declaration of Results by the Chairman or a person authorized by him. The Results shall also be immediately forwarded to the Stock Exchange where Shares of the Company are listed i.e., M/s. BSE Limited.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE 31ST ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS 2015, AND SECRETARIAL STANDARD II ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA,

Re-appointment of Mr. Ankur Rawat (DIN: 07682969) as a Director (Item No. 2)

In terms of Section 152(6) of the Companies Act, 2013, Mr. Ankur Rawat (DIN: 07682969) retires by rotation at the forthcoming AGM, and being eligible, offers himself for re-appointment. Upon his re-appointment as a Director, Mr. Ankur Rawat shall continue to hold office as a Non-Executive, Non Independent Director.

Following are the details of the Director seeking appointment at the 31st Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, and Secretarial Standard II issued by the Institute of Company Secretaries of India, as on the date of Notice:

Particulars	**Details**
Name	Mr. Ankur Rawat
Director Identification Number (DIN)	07682969
Date of Birth (Age in years) & Nationality	July 22, 1986 (39 Years), Indian
Date of first appointment on the Board	June 03, 2022
Brief Resume including experience & Expertise in specific functional Areas	Mr. Ankur Rawat is an accomplished professional with rich and diverse experience in Finance, International Trade, HR Recruitment, and Merchandising. Over the years, he has successfully managed operations across these domains, bringing strategic insight and operational efficiency to the organizations he has worked with. In addition, Mr. Rawat has significant exposure to trade-related work with various State Governments. His versatile experience makes him a valuable asset in driving growth, compliance, and organizational development.
Qualifications	Mr. Ankur Rawat holds a Bachelor of Commerce (Hons.) Degree and a Diploma in Business Management.
Terms and Conditions of Reappointment	Non-Executive, Non Independent Director, liable to retire by rotation
Remuneration sought to be paid/ last drawn	Nil
Number of Meetings of Board attended during the year	2 Meetings out of 5 Meetings
Shareholding of Director in Company	Nil
Relationship between Directors inter-se	None
Directorship held in other companies in India	Five (5) Companies: o M/s. Health Care Energy Foods Private Limited, o M/s. Unisphere Industries Private Limited, o M/s. Sai Agencies Private Limited, o M/s. Sai Enterprises Private Limited and o M/s. Sai Business and Consultancy Systems Private Limited
Listed entities from which the person has resigned in the past three years	None

Membership/ Chairmanship of Committees	Mr. Rawat is a Member of Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee of the Board of Directors of the Company.

Except Mr. Rawat, none of the Directors or Key Managerial Personnel of the Company, or their relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 2 of the accompanying Notice of the 31st AGM.

Accordingly, the Board of Directors recommend his re-appointment to the Members for their approval by way of an Ordinary Resolution as set out at Item No. 2 of the Notice of the 31st AGM.

Re-appointment of Dr. Niraj Kumar Singh (DIN: 00233396) as Chairman and Managing Director of the Company (Item No. 3)

For details of Dr. Niraj Kumar Singh (DIN: 00233396), please refer to the Explanatory Statement in respect of the Special Business set out at Item No. 3 of the accompanying Notice of the 31st AGM pursuant to Section 102 of the Companies Act, 2013.

By Order of the Board
For Sai Capital Limited

Sd/-

Dr. Niraj Kumar Singh
Chairman & Managing Director
DIN: 00233396

Date : July 03, 2026
Place : New Delhi

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 3: RE-APPOINTMENT OF DR. NIRAJ KUMAR SINGH (DIN: 00233396) AS CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY

Dr. Niraj Kumar Singh (DIN: 00233396) is currently serving as the Chairman & Managing Director of the Company. At the 27th Annual General Meeting of the Company held on August 05, 2022, the Members had approved his appointment as Chairman & Managing Director for a period of five (5) years with effect from June 25, 2022, to June 24, 2027. Accordingly, his current tenure is scheduled to conclude on June 24, 2027.

The Nomination and Remuneration Committee (NRC) of the Company has evaluated Dr. Niraj Kumar Singh's (DIN: 00233396) diverse skill set, leadership abilities, extensive experience, and expertise in corporate management and governance. Based on such evaluation, the NRC and the Board of Directors are of the view that he is a person of integrity and possesses the requisite qualifications, experience, and capabilities that continue to be of significant value to the Company. The Board of Directors, upon the recommendation of the NRC, at its Meeting held on July 03, 2026, has proposed the re-appointment of Dr. Niraj Kumar Singh as the Chairman & Managing Director of the Company, not liable to retire by rotation, for a further term of five (5) years commencing from June 25, 2027 and ending on June 24, 2032 (both days inclusive), subject to the approval of the Members of the Company.

Further, as per the provisions of Section 196(3)(a) of the Companies Act, 2013, no company shall appoint or continue the employment of any person as Managing Director, Whole-Time Director or Manager who is below the age of twenty-one years or has attained the age of seventy years. However, Company may appoint such person as a Managing Director after obtaining approval of the Shareholders of the Company by way of special resolution.

The Nomination and Remuneration Committee and the Board of Directors of the Company, inter alia, considered that the continued presence of Dr. Niraj Kumar Singh as the Chairman & Managing Director on the Board of the Company, even after attaining the age of seventy (70) years, is essential for the sustained growth and development of the Company, owing to his vast industry experience, strategic vision, proven leadership, and significant contributions to the Company's performance and long-term objectives. Accordingly, the Committee and the Board are of the view that his continued association would be in the best interests of the Company and its stakeholders, for the following reasons:

A. **Vast Industry Experience**: Dr. Niraj Kumar Singh possesses rich and extensive experience of over 43 years in the industry and has been instrumental in the growth and development of the Company.

B. **Continued Valuable Leadership:** Under his dynamic leadership and guidance, the Company has achieved significant operational and business milestones. The Board believes that his continued stewardship will further strengthen the Company's growth trajectory and long-term value creation.

C. **Strategic Vision and Business Continuity:** Considering the ongoing strategic initiatives and long-term business plans of the Company, continuity in leadership is considered essential.

D. **Stable Management during Growth Phase:** The Company is currently in a phase of expansion and business development. His continued association would provide stability to the management team and facilitate the effective implementation of key business strategies and organizational objectives

E. No Adverse Impact on Governance: The Board is satisfied that, notwithstanding his attainment of the age of seventy (70) years, Dr. Niraj Kumar Singh continues to be physically fit, mentally agile, and actively engaged in the affairs of the Company. His continued tenure will not have any adverse impact on the governance, management, or functioning of the Company.

Dr. Niraj Kumar Singh satisfies all the conditions set out in Part I of Schedule V to the Act as also conditions set out under Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being re-appointed as Managing Director in terms of Section 164 of the Act.

Following are the details of the Director seeking re-appointment at the 31st Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, and Secretarial Standard II issued by the Institute of Company Secretaries of India, as on the date of Notice:

Particulars	**Details**
Name	Dr. Niraj Kumar Singh
Director Identification Number (DIN)	00233396
Date of Birth (Age in years) & Nationality	19-07-1961 (64 Years) Indian
Date of first appointment on the Board	June 14, 1995
Brief Resume including experience and Expertise in specific functional Areas	Dr. Niraj Kumar Singh has a Doctorate & is a Promoter of the Company. He has over 43 years rich and varied experience of Board level Corporate Management, Financial Services, International and Domestic Trade.
Qualifications	Ph.D.
Terms and Conditions of Re-appointment	Dr. Niraj Kumar Singh will serve for a term of 5 (Five) years commencing from June 25, 2027 to June 24, 2032.
Remuneration sought to be paid/ last drawn	Nil
Number of Meetings of Board attended during the year	5 out of 5 (Five) Board Meetings
Shareholding of Director in company.	138600 (4.81%) Equity Shares
Relationship between Directors inter-se	There is no inter-se relationship between Dr. Niraj Kumar Singh and other Members of the Board and Key Managerial Personnel of the Company.
Directorship held in other companies in India	Three (3) Companies: o M/s. Sai Enterprises Private Limited, o M/s. Sai Business and Consultancy Systems Private Limited, o M/s. Sai Agencies Private Limited
Listed entities from which the person has resigned in the past three years	Not Applicable
Membership/ Chairmanship of Committees	Not Applicable

None of the Directors, Key Managerial Personnel ('KMP') of the Company or their respective relatives except Dr. Niraj Kumar Singh and his relatives, are concerned or interested financially or otherwise, in the Resolution set out at Item No. 3 of the accompanying Notice

The Board of Directors of the Company, accordingly, recommend the **Special Resolution** set out at Item No. 3 of the Notice for the approval of the Members.

By Order of the Board
For Sai Capital Limited

Sd/-

Dr. Niraj Kumar Singh
Chairman & Managing Director
DIN: 00233396

Date : July 03, 2026
Place : New Delhi