

*Twenty Third
Annual Report
2013-2014*

Sai Industries Limited

SAI INDUSTRIES LIMITED
Twenty Third Annual Report 2013-2014

BOARD OF DIRECTORS	Dr. Niraj K. Singh	Chairman & Managing Director
	Mrs. Juhi Singh	Director (Non Executive)
	Dr. S.M. Pathak	Director (Non Executive, Independent)
	Mr. Harish Kumar	Director (Non Executive, Independent)

BANKERS
INDIAN BANK,
Aurobindo Place,
Hauz Khas,
New Delh 110 016

AUDITORS
M/s. A K G & Co.
E-10, KAILASH COLONY,
NEW DELHI-110048

REGISTRAR & SHARE
TRANSFER AGENT
M/S. BEETAL FINANCIAL & COMPUTER
SERVICES PVT. LTD.
Beetal House 3rd Floor, 99, Madangir,
New Delhi - 110062

Company Secretaries
H.P. Sharma & Associates
1584/113, Tri Nagar,
Delhi - 110035

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

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SAI INDUSTRIES LIMITED

NOTICE FOR ANNUAL GENERAL MEETING

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

Day and Date Tuesday, 30th September 2014
Time 10.00 A.M.
Place 2nd Floor, Aurobindo Place, Hauz Khas, New Delhi - 110016.

The agenda for the meeting will be as follows:

ORDINARY BUSINESS

- 1 To receive, consider and adopt the Balance Sheet as on 31st March, 2014 and Profit & Loss Account for the year ended as on that date and reports of the Auditors and Directors thereon.
- 2 To appoint a Director in place of Mrs. Juhi Singh (DIN 02022313) who retires by rotation and being eligible offers herself for reappointment
- 3 To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modifications or re-enactment thereof, for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri Harish Kumar (DIN 01889511) who was appointed as Additional Director of the Company and holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a Notice u/s 160 of the Companies Act, 2013 from a Member signifying his intention to propose his candidature for the office of Director, be and is hereby appointed as Non-Executive Independent Director of the Company to hold office for 5 (five) consecutive years with effect from the date of passing of this resolution and he shall not be liable to retire by rotation".
- 4 "RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modifications or re-enactment thereof, for the time being in force) read with Schedule IV to the Companies Act, 2013, Dr. Surya Mani Pathak (DIN 02584931) who was appointed as Director liable to retire by rotation and holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a Notice u/s 160 of the Companies Act, 2013 from a Member signifying his intention to propose his candidature for the office of Director, be and is hereby appointed as Non-Executive Independent Director of the Company to hold office for 5 (five) consecutive years with effect from the date of passing of this resolution and he shall not be liable to retire by rotation".
- 5 To appoint Auditors who shall hold office, if appointed from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and to fix their remuneration and in this regard to consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution :
"RESOLVED that M/s. A K G & Co., Chartered Accountants (Firm Registration No. 004924N) be and are hereby appointed Auditors of the Company to hold office from the conclusion of this Annual General Meeting Until the conclusion of next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors exclusive of travelling and other out of pocket expenses"

NOTES :

- 1 The register of members and share transfer books of the company will remain closed from 16-09-2014 to 30-09-2014 (Both days inclusive).
- 2 A member entitled to attend and vote is entitled to appoint a proxy to attend and vote

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instead of himself/herself and the proxy need not be a member of the company. Proxies in order to be effective must be received by the company not less than 48 hours before the time of holding meeting.

- 3 Members desiring any information of the accounts at the annual general meeting are requested to write to the company at its registered office atleast 10 days in advance so as to enable the company to keep the information ready.
- 4 As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are therefore requested to bring the copy of the Annual Report with them at the Meeting.
- 5 In terms of Clause 49 of the Listing Agreement information on Directors seeking appointment/ reappointment at this Annual General Meeting is as under:

Particulars	Harish Kumar	Juhi Singh	Dr. Surya Mani Pathak
Date of Birth & Age	May 19, 1980/34 yrs	Nov 05, 1965/48 yrs	July 15.1931/82 yrs.
Appointed on	10/23/2013	30/9/2010	30/6/2009
Qualifications	Inter	B.A., P.G.D.B.M.	Ph.D.
Expertise in specific functional areas	10 years expeience in Marketing & Product Development	23 years rich experience in Marketing & General Admn	Retired Gen. Manager Bank of India

Directorship held in other Public Companies (excluding Foreign Companies)		M/s Sai Capital Ltd.	M/s. Software Tech. Group Intl. Ltd.
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Memberships/Chairmanships of committees across

Public Companies	3	4	5
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- 6 Members who have not registered their e-mail IDs yet are requested to do the same for receiving all communications from the Company including Annual Reports, Notices, etc. in electronic form.
- 7 The Securities and Exchange Board of India (SEBI) has made it mandatory for every participant in the Securities Market to submit Permanent Account Number (PAN). Members are requested to submit their PAN to the Company/RTA.
- 8 Members holding shares in single name are advised to register their nomination with the Company.

9. Voting through electronic means:

E-voting facility is being provided to all members pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and clause 35B of the Listing Agreement. The Company has engaged the services of Beetal Private Limited ("") for providing e-voting facilities. The e-voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date (i.e. the record date), being **day, 1, 2014. Detailed instructions for availing the e-voting facility indicating the process and manner of e-voting are given separately in the e-voting notice sent along with the Annual Report. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company, www. and on Beetal's website, <https://evoting.karvy.com> within two (2) days of passing of the resolutions and communication of the same to Bombay Stock Exchange Limited (BSE).

BY ORDER OF THE BOARD OF DIRECTORS

(DR. NIRAJ K. SINGH)
Chairman & Managing Director

PLACE : NEW DELHI
DATED : May 30, 2014

SAI INDUSTRIES LIMITED

DIRECTORS' REPORT

To the Shareholders of SAI INDUSTRIES LIMITED

The Directors take pleasure in presenting the Twenty Third Annual Report of your Company and the Audited Statement of Accounts for the year ended on March 31, 2014.

The financial results of your Company for the year ended on March 31, 2014 are as follows:

	2013-14	2012-13
Total Income	(1.11)	(0.42)
Profit/Loss before Depreciation and Tax	(3.72)	(3.56)
Depreciation	0.08	0.12
Profit/Loss before Tax	(3.80)	(3.68)
Provision for Income Tax (FBT)	0.00	0.00
Net Profit/Loss	(3.80)	(3.68)
Profit(+)/Loss(-) brought forward	(317.77)	(314.09)
Accumulated Loss	(321.56)	(317.77)

PERFORMANCE:The performance of your company remained stagnant during the year due to paucity of resources. Efforts are being made to augment the working capital of the Company.

DIVIDENDDue to inadequacy of profits, your Directors do not recommend payment of dividend for the year under report.

MANAGEMENT DISCUSSION & ANALYSIS REPORT

Industry Trends and Business AnalysisAlthough the global economic scenario remains uncertain, general elections have provided a stable government at the centre. Capital Markets are likely to show positive movements, however, Crude oil prices remain elevated. High inflation continues to be a cause of concern and could pose a hindrance in reduction of interest rates. A change in investment sentiment will be the key to spurring growth. A favourable monsoon will act as a catalyst in promoting growth.

OPPORTUNITIES AND THREATS

Opportunities :The Company hopes to capitalise on its experience and expertise and report a better performance in the coming years.

Threats :There is severe competition in the financial services sector. Margins have been impacted with Public Sector Banks and large Private Sector Banks offering retail financial services. Small and mid-size NBFC's have been marginalised.

Segment wise performance: The Company is engaged primarily in the business of Investments & Finance and accordingly there are no separate reportable as per Accounting Standard 17.

Future Prospects and Outlook: With retail financial services almost having been monopolised by Public & Private Sectors Banks, the Company will have to develop niche areas for itself and explore means to substantially increase its investible funds to participate in the growth of the economy. The Company is also looking to providing services to large corporates in India and abroad.

Risks and Concerns: The performance of the Company is very closely linked with the conditions of the economy (both domestic & global) and is also very sensitive to the fluctuations in the Capital Markets, interest rates fluctuations, inflation and credit risks.

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.

Financial Performance: The Company reported a loss of Rs. 3.80 Lacs during the year under review as against a loss of Rs. 3.68 Lacs during the previous year. The paid up capital of the Company stood at Rs. 296.76 Lacs. The issued and subscribed capital is Rs. 300 Lacs.

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Allotment money due but not received is Rs. 3.24 Lacs.

Human Resources: The management of the Company maintains cordial relations with the employees and considers human capital as one of the most valuable resources.

DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statement in terms of Section 217(2AA) of the Companies Act, 1956;

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

CORPORATE GOVERNANCE

A separate section on Corporate Governance forming part of the Director's Report and the certificate from the Company's Auditors confirming the compliance of conditions on Corporate Governance as stipulated in Clause 49 of the Listing Agreement is included in the Annual Report.

CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION

As the Company is not engaged in manufacturing/processing, it is not in a position to undertake any measure for energy conservation or technology absorption.

FOREIGN EXCHANGE EARNINGS AND OUTGO

There was no income or expenditure in Foreign Exchange during this period.

DEPOSITS The Company has no public deposits and has neither invited nor accepted any deposit from the public during this period.

DIRECTORS Mrs. Juhi Singh, Director retires by rotation and being eligible, offers herself for reappointment. The Board recommends the appointment of Dr. S. M. Pathak and Mr. Harish Kumar as Non Executive, Independent Directors to hold office for 5 (five) consecutive years. Dr. S. M. Pathak and Mr. Harish Kumar shall not be liable to retire by rotation.

LISTING OF EQUITY SHARES The Equity Shares of your company are listed on Delhi, Mumbai and Chennai Stock Exchanges. Your Company has paid the Listing Fee upto and including the financial year 2013-14 to BSE Limited. The pending listing fee due to Delhi and Chennai Stock Exchanges will be paid once the status of these stock exchanges is finalized.

EMPLOYEES During the year, there was no employee, whose particulars are required to be given under Section 217(2A) of the Companies Act, 1956.

AUDITORS In accordance with the provisions of Companies Act, 1956, M/s. A K G & Co., Chartered Accountants, statutory auditors, retire at the conclusion of the Annual General Meeting and being eligible offer themselves for re-appointment. The Company has received certificate from M/s. A K G & Co. to the effect that their appointment, if made, would be within the prescribed limit U/s 224(1-B) of the Companies Act, 1956.

ACKNOWLEDGMENTS

Your Directors take this opportunity of expressing their gratitude to Indian Bank, Hauz Khas, New Delhi and all associates for the cooperation and assistance extended to your Company.

BY ORDER OF THE BOARD OF DIRECTORS

(DR. NIRAJ K. SINGH)

Chairman & Managing Director

PLACE : NEW DELHI

DATED : May 30, 2014

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REPORT ON CORPORATE GOVERNANCE

In line with the requirement for providing a "Report on Corporate Governance" as per Clause 49 of the Listing Agreement with the Stock Exchanges, given below is the report on the Company's Corporate Governance norms.

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company's philosophy on Corporate Governance envisages transparency, accountability and propriety in the functioning of the Company and in the conduct of its business internally and externally, including its interactions with employees, shareholders, creditors and other lenders.

BOARD OF DIRECTORS

The composition of the Board, attendance at Board Meetings held during the financial year under review and at the last Annual General Meeting, number of Directorships and memberships/ chairmanships in public companies (including the Company) are given below:

Name of Director	Category	FY 2013-14		As on date	
		Attendance at		No. of Directorships	Committee Members
		BM	Last AGM		
Dr. Niraj Kumar Singh	Promoter Executive	6	Yes	1	0
Mrs. Juhi Singh	Promoter Non Executive	6	Yes	1	4
Dr. S. M. Pathak	Independent Non Executive	1	No	1	4
Mr. Harish Kumar	Independent Non Executive	2	No	0	3

During the year under review, 6 (Six) Board Meetings were held as follows:

Date of Board Meeting	Board Strength	No. of Directors Present
May 25, 2013	4	3
August 10, 2013	4	3
October 23, 2013	4	3
November 09, 2013	4	3
January 25, 2014	4	4
February 13, 2014	4	3

Change in Directorship

Mrs. Juhi Singh, Director retires by rotation and being eligible, offers herself for reappointment. The Board recommends the appointment of Dr. S. M. Pathak and Mr. Harish Kumar as Non Executive, Independent Directors to hold office for 5 (five) consecutive years. Dr. S. M. Pathak and Mr. Harish Kumar shall not be liable to retire by rotation.

AUDIT COMMITTEE

The Audit Committee consists of three directors. It provides direction to audit functions, reviews the financial accounts, interacts with statutory auditors and reviews matters of special interest. The Committee meets regularly to carry out its functions. The quorum for a meeting of audit committee is any two directors personally present at the meeting. Members of the Audit Committee are Mr. Harish Kumar, Dr. S. M. Pathak, and Mrs. Juhi Singh. Mr. Harish Kumar is the Chairman of the Audit Committee.

Date of Meeting	Strength	No. of Members Present
May 25, 2013	3	2
August 10, 2013	3	2
November 09, 2013	3	2
February 13, 2014	3	2

In terms of the requirements under corporate governance practices, arrangements for presence of Mr. Harish Kumar at the forthcoming AGM in September 2014 are being made.

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REMUNERATION COMMITTEE

The Company has constituted a Remuneration Committee consisting of Independent Non-Executive Directors, Dr. S. M. Pathak and Mr. Harish Kumar. The committee did not meet during the year.

REMUNERATION TO DIRECTORS

No remuneration was paid to the Directors during the year.

CODE OF CONDUCT FOR THE PREVENTION OF INSIDER TRADING

The Company has put in place a Code of Conduct for the prevention of Insider Trading. Directors, Promoter Group and Designated Employees of the Company can transact in the securities of the Company within the Trading Window, which shall remain closed during such periods as decided by the Company at the time of dissemination of any price sensitive information including declaration of financial results or any corporate actions.

DETAILS OF LAST THREE ANNUAL GENERAL MEETINGS

Year	Location	Date	Day	Time
2011	2nd Floor, Aurobindo Place, Hauz Khas, New Delhi-110016	30/09/2011	Friday	12.30 P.M.
2012	2nd Floor, Aurobindo Place, Hauz Khas, New Delhi-110016	29/09/2012	Saturday	10.00 A.M.
2013	2nd Floor, Aurobindo Place, Hauz Khas, New Delhi-110016	30/09/2013	Monday	10.00 A.M.

Whether Special Resolution were put through Postal Ballot, last year? No
Are votes proposed to be conducted through postal ballot, this year? No

DISCLOSURES

1 The Company has complied with various rules and regulations prescribed by Stock Exchanges, SEBI or any other Statutory Authorities relating to the Capital Markets during the last three years. No penalties or strictures have been imposed by them on the Company.

2 During the year under review, besides the transactions reported elsewhere in the Annual Report, there were no other related party transactions with its promoters, directors, management and associate companies.

SHAREHOLDERS INFORMATION

1. a)	Annual General Meeting	
	Date and Time	Tuesday, 30th September, 2014 at 10:00 a.m.
	Venue	2nd Floor, Aurobindo Place, Hauz Khas, New Delhi-110016
b)	Book Closure Date	16-09-2014 to 30-09-2014 (Both days inclusive)
c)	Financial Calendar	
	Financial Reporting for the Quarter ending June 30, 2014	Second week of August, 2014
	Financial Reporting for the Quarter ending September 30, 2014	Second week of Nov 2014
	Financial Reporting for the Quarter ending December 31, 2014	Second week of Feb, 2015
	Financial Reporting for the Quarter ending March 31, 2015	Last week of May, 2015
	AGM for the year ended March 31, 2015	Last week of September, 2015
d)	Dividend Payment Date	Not Applicable
e)	Stock Exchange Listing	Mumbai, Delhi and Chennai
f)	Stock Exchange Code	BSE Limited 530905 Delhi Stock Exchange 19475 Madras Stock Exchange SSIT

MARKET PRICE DATA (RS.)

Bombay Stock Exchange

Month	High	Low
Apr. 2013	—	—
May 2013	—	—

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June 2013	—	—
July 2013	—	—
Aug. 2013	—	—
Sept. 2013	—	—
Oct. 2013	—	—
Nov. 2013	—	—
Dec. 2013	—	—
Jan. 2014	—	—
Feb. 2014	—	—
Mar. 2014	—	—

REGISTRARS AND SHARE TRANSFER AGENT

The Company has appointed M/s. Beetal Financial & Computer Services (P) Ltd., Beetal House, 3rd Floor, 99, Madangir, New Delhi - 110062 as Share Transfer Agent. Share transfers and shareholder queries/complaints are handled by the Share Transfer Agent.

E-mail ID for Investor Grievance sai@vsnl.com
Website thesaigroup.in

The website displays all investor related information.

MEANS OF COMMUNICATIONS

i)	Half yearly report sent to each household of shareholder	No
ii)	Quarterly results sent to each shareholder	No
iii)	In which News Papers the results are normally published	The Pioneer and Hari Bhumi
iv)	Any website, where results are displayed	thesaigroup.in
v)	Whether MD & A are part of Annual Report	Yes
vi)	Whether shareholders information system is part of Annual Report	Yes

SHARE TRANSFER COMMITTEE

The share transfer committee considers and approves share transfers in the physical form

SHAREHOLDER & INVESTOR GRIEVANCE COMMITTEE

Shareholders/Investor Grievance Committee consists of Mr. Harish Kumar, Dr. S. M. Pathak and Mrs. Juhi Singh. The Committee is chaired by Mr. Harish Kumar. Share Transfer Committee deals with approval of issue of duplicate share certificates and reviews all matters connected with the security transfer and redressal of Shareholders and Investor Grievance like transfer of shares, non-receipt of Balance Sheet etc. One Complaint was received during the year and the same has been resolved. No shareholders investor grievance is pending against the Company.

Compliance Officer

The Board has designated Mr. Ved Parkash as the Compliance Officer.

ADDRESS FOR CORRESPONDENCE

All queries of investors may be sent at the following address:

204, Aurobindo Place, New Delhi-110016 or M/s Beetal Finance & Computer Service Pvt. Ltd., Beetal House, 3rd Floor, 99, Madangir, New Delhi-110062

Disclosures

1. The Company has complied with all mandatory requirements of the clause and is gradually moving towards compliance of non-mandatory requirements.
2. No penalty or strictures have been imposed on the Company by Stock Exchanges or SEBI during the last three years.
4. The Company maintains transparency in its operations and has a whistle blower policy in place. No person has been denied access to the Audit Committee.

LISTING ON STOCK EXCHANGE

Bombay, Delhi & Madras Stock Exchanges

The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments.

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SHAREHOLDING PATTERN OF THE COMPANY AS ON 31ST MARCH, 2014

Sl. No.	Category	No. of Shares	% of Shareholding
1	Promoters Holding		
	i) Indian Promoters	1231397	41.05
	ii) NRI Promoters	-	
2	Non-Promoters Holding		
	i) Banks	11200	0.37
	ii) Corporate Bodies	390000	13.00
	iii) Indian Public	1367403	45.58
	iv) NRI's	-	
	Total	3000000	100

DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2014

Share or Debenture holding of nominal value		Share/Debenture holders		Share/Debenture Amount	
Rs.	Rs.	Number	% of total	Rs.	% of total
(1)	(2)	(3)	(4)	(5)	
Upto	5000	1278	78.55	3149210	10.50
5001	10000	180	11.06	1558800	5.20
10001	20000	101	6.21	1606020	5.35
20001	30000	19	1.17	459010	1.53
30001	40000	6	0.37	217000	0.72
40001	50000	11	0.68	502000	1.67
50001	100000	10	0.61	803000	2.68
100001	and above	22	1.35	21704960	72.35
Total :		1627	100	30000000	100

SHARE TRANSFER SYSTEM

Share transfers in physical form are registered by the Company and returned to transferees within a period of fifteen days, provided the documents lodged are clear in all respects.

UNCLAIMED DIVIDEND

Not Applicable

BANK DETAILS

Shareholders are requested to notify/send the following to the Company to facilitate better service:

- any change in their address/bank details, and
- particulars of their bank account, in case the same have not been sent earlier.

DEPOSITORY SERVICES

The Company's securities have not yet been dematerialised

NOMINATION FACILITY

Shareholders desirous of making a nomination in respect of their shareholding in the Company, as permitted under section 109A of the Companies Act, 1956 are requested to submit the same to the Company in the prescribed Form 2B.

BY ORDER OF THE BOARD OF DIRECTORS

Sd/-

(DR. NIRAJ K. SINGH)

Chairman & Managing Director

Place: New Delhi

Dated: May 30, 2014

SAI INDUSTRIES LIMITED

AUDITORS CERTIFICATE

To the Members of Sai Industries Limited

We have examined the report of Corporate Governance presented by the Board of Directors of Sai Industries Limited for the year ended 31st March, 2013 as stipulated in clause 41 of the Listing Agreement of the said company with Stock Exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of the corporate governance. It is neither an audit nor an expression of opinion on the Financial Statements of the Company.

In our opinion and according to the information and explanations given to us the Company has taken step to comply with the conditions of corporate governance, to the extent applicable and as stipulated in the aforesaid listing agreement.

We state that no investor grievance is pending for the period exceeding one month against the Company as per records maintained by the Shareholder's Grievance Committee.

We further state that such compliance is neither any assurance as to future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

For AKG & Company
Chartered Accountants
Sd/-
Anil K. Goel
Partner

Place: New Delhi

Dated: May 30, 2014

CEO/CFO CERTIFICATION

I, Dr. Niraj Kumar Singh, in my capacity as Chairman & Managing Director do hereby confirm and certify that:

- a) I have reviewed the financial statements and cash the cash flow statement for the year and that to the best of my knowledge and belief, I state that:
 - i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of Company's code of conduct.
- c) I accept responsibility for establishing and maintaining internal controls for financial reporting and I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and I have disclosed to the Auditors and Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps I have taken or propose to take to rectify these deficiencies.
- d) During the year under reference:
 - i) There were no significant changes in the internal control over financial reporting;
 - ii) No significant changes in accounting policies were made that require disclosure in the notes to the financial statements; and
 - iii) No instances of significant fraud and the involvement therein, if any, of the Management or employee having a significant role in the Company's internal control system over financial reporting has come to my knowledge.

sd/-

Dr. Niraj Kumar Singh
Chairman & Managing Director

SAI INDUSTRIES LIMITED

Auditor's Report

TO THE MEMBERS

SAI INDUSTRIES LIMITED

Report on the Financial Statements

We have audited the accompanying Financial Statements of SAI INDUSTRIES LIMITED which comprise of the Balance Sheet as at 31st March, 2014, and the Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date, and a summary of significant accounting policies and Notes to Accounts annexed thereto.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 and in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. . An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the said Financial Statements read together with the Significant Accounting Policies and the Notes on Financial Statements appearing thereon, give the information required by the Companies Act, 1956, in the manner so required, and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (i) In so far as it relates to Balance Sheet, of the state of affairs of the company as at 31st March, 2014
- (ii) In so far as it relates to the Statement of Profit and Loss, of the Profit for the year ended on that date.

SAI INDUSTRIES LIMITED

- (iii) In so far as it relates to the Cash Flow Statement, of the Cash Flows for the year ended on that date.

Special Mention

Investments in equity investments is not ascertainable in absence of any reliable data / information with respect to the market price of quoted equity shares for the purpose of impairment testing, however, the management is of the opinion, the releasable value of investments is at least equal to the book value, hence no further provision for diminishment in value has been made.

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order 2003 as amended by the Companies (Auditor's Report) (Amendment) Order, 2004 ('the order') issued by the Central Government of India in terms of subsection (4A) of Section 227 of the Companies Act, 1956, we enclose in the annexure hereto a statement on the matters specified in paragraphs 4 and 5 of the said Order.
2. As required by section 227(3) of the Act, we report that:
 - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion, proper books of account, as required by law, have been kept by the Company, so far as appears from our examination of those books;
 - c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - d) In our opinion the Balance Sheet, the Statement of Profit & Loss and the Cash Flow Statement dealt with by this report comply with the Accounting Standards referred in sub-section (3C) of section 211 of the Companies Act read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013;

**PLACE : NEW DELHI
DATE : 30.05.2014**

**For AKG & Co
Chartered Accountants
(CA. Anil K. Goel)
PARTNER
M. NO. : 083454
Firm's Registration No. : 004924N**

SAI INDUSTRIES LIMITED

Annexure to the Auditors' report

- (i) In respect of fixed assets:
- (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
- (b) As explained to us, the fixed assets including equipment on lease have been physically verified by the Management during the year in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such verification.
- (c) In our opinion, the Company has not disposed off substantial part of fixed assets during the year, which may have affected the going concern status of the company, but Substantial Value of the Fixed Assets Written off through depreciation by the company during the year.
- (ii) In respect of inventories:
- (a) The company has no inventory during the year, accordingly clause (a) of the paragraph 4(ii) of the Order is not applicable.
- (b) Since the Company has no any inventory, the clause (b) of the paragraph 4(ii) is not applicable to the company.
- (c) Since the Company has no any inventory, the clause (c) of the paragraph 4(ii) is not applicable to the company.
- (iii) In respect of loans, secured or unsecured, granted or taken by the Company to/from companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956 :
- (a) The company has not granted any loans during the year to the Companies, Firms or other party covered in the register maintained under Section 301 of the Companies Act, 1956. The loan outstanding at the year end was Rs. 26,210/-.
- (b) In our opinion and according to the information and explanations given to us, the rate of interest, wherever applicable and other the terms and conditions are not prima-facie prejudicial to the interest of the company, as the company has no interest bearing funds.
- (c) The loans granted by the company is interest free and the principal amount is repayable on demand.
- (d) Since the loans taken and granted by the company are repayable on demand, no question of overdue amounts arises.
- (e) The company has not taken any loans during the year from the parties covered u/s 301 of the Companies Act, 1956. The loan outstanding as at the year end after adjusting opening outstanding and repayments during the year was Rs. 8.21 Lacs.
- (f) In our opinion and according to the information and explanations given to us, the rate of interest, wherever applicable and other terms and conditions are not prima facie prejudicial to the interest of the Company.
- (g) In our opinion and according to the information and explanations given to us the loans taken by the company is repayable on demand.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business for the purchase of inventory, fixed assets and also for the sale of goods. During the course of our audit, we have not observed any major weaknesses in internal controls.
- (v) In respect of transactions covered under Section 301 of the Companies Act, 1956:
- (a) In our opinion and according to the information and explanations given to us, the particulars of contracts or arrangements, that needed to be entered into in the register maintained under Section 301 of the Companies Act, 1956 have been so entered.
- (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under Section 301 of the Companies Act, 1956 aggregating during the year to Rs. 5,00,000/- (Rupees Five Lacs only) or more in respect of any party have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
- (vi) The Company has not accepted any deposits from the public.
- (vii) In our opinion, the company has an internal audit system commensurate with size and nature of its business.

SAI INDUSTRIES LIMITED

- (viii) The Central government has not prescribed maintenance of Cost Records under section 209(1)(d) of the Companies Act, 1956 in respect of manufacturing activities of the Company.
- (ix) In respect of statutory dues :
- (a) According to the records of the Company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-Tax, Sales-tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Cess and other statutory dues, whichever applicable have been regularly deposited with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March, for a period of more than six months from the date of become payable.
- (b) The disputed statutory dues aggregating to Rs. 12.51 Lacs plus interest due (not ascertained yet) that have not been deposited on account of matters pending before the appropriate authority are as under:-

S. No.	Name of the Statute	Nature of dues pending	Forum where dispute is pending	Period to which the amount pending
1	I.T. Act, 1961	Demand	Petition rejected by the Hon'ble Supreme Court,	
			however, company intends to file review petition before the same court.	
			AY 95-96	
(x)				Accumulated losses of the Company are more than fifty percent of its net worth. The company has incurred cash losses during the financial year covered by our audit, as well as in immediate preceding year.
(xi)				In our opinion and according to the information and explanations given to us, the company has defaulted in repayment of dues to financial institutions.
(xii)				In our opinion and according to the information and explanation given to us, no loans and advances have been granted by the Company on the basis of security by way of pledge of shares, debentures and other securities.
(xiii)				In our opinion, the Company is not a chit fund or a nidhi/mutual benefit fund/society. Therefore, clause 4(xiii) of the Companies (Auditor's Report) Order 2003 is not applicable to the Company
(xiv)				The company has maintained proper records of transactions and contracts in respect of trading in shares and timely entries have been made therein. The investments of the company are held in its own name except to the extent of the exemption granted under section 49 of the Companies Act, 1956.
(xv)				According to the information and explanations given to us, we are of the opinion that the company has not given guarantees for loans taken by others from banks or financial institutions the terms and conditions whereof are not prima facie prejudicial to the interest of the Company.
(xvi)				The Company has not raised any term loans during the year under report.
(xvii)				According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, we are of the opinion that the Company has not utilised any funds raised from short term sources towards long term investment or vice-versa.
(xviii)				During the year, the Company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under Section 301 of the Companies Act, 1956.
(xix)				According to the information and explanations given to us, no debentures have been issued by the company.
(xx)				According to the information and explanations given to us, the company has not raised any money by public issues during the year.
(xxi)				According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the year.

PLACE : NEW DELHI
DATE : 30.05.2014

For AKG & Co
Chartered Accountants
(CA. Anil K. Goel)
PARTNER
M. NO. : 083454
Firm's Registration No. : 004924N

SAI INDUSTRIES LIMITED**BALANCE SHEET AS AT 31ST MARCH, 2014**

PARTICULARS	Note No.	As at 31-03-2014	Amount in Rs
			As at 31-03-2013
<u>I. EQUITY AND LIABILITIES</u>			
(1) Shareholders Funds			
a) Share Capital	1	29,675,911	29,675,911
b) Reserve & Surplus	2	(32,156,333)	(31,776,711)
Sub Total (1)		(2,480,422)	(2,100,800)
(2) Non Current Liabilities			
a) Long Term Borrowings	3	881,232	881,232
Sub Total (2)		881,232	881,232
(3) Current Liabilities			
a) Trade Payables	4	20,389	90,299
b) Other Current liabilities	5	2,039,618	1,747,520
Sub Total (3)		2,060,007	1,837,818
TOTAL (1+2+3)		<u>460,817</u>	<u>618,250</u>
<u>II. ASSETS</u>			
(1) Non Current Assets			
a) Fixed Assets			
i) Tangible Assets	6	47,186	54,946
b) Non Current Investments	7	315,900	315,900
c) Long Term Loans and Advances	8	29,210	29,210
Sub Total (1)		392,296	400,056
(2) Current Assets			
a) Cash and Cash equivalents	9	12,591	16,448
b) Short term Loans and Advances	10	55,930	163,720
Sub Total (2)		68,521	218,195
TOTAL (1+2)		<u>460,817</u>	<u>618,250</u>

Significant Accounting Policies & Notes to the financial statements from Note No. 1 to 14 form an Integral part of this Balance Sheet

AUDITOR'S REPORT

As per our report of even date attached

For A K G & CO.

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

CHARTERED ACCOUNTANTS

Sd/-

(CA. Anil K. Goel)

PARTNER

M. NO. : 083454

Firm's Registration No. : 004924N

PLACE : NEW DELHI

DATE : 30.05.2014

Sd/-

(DR. NIRAJ K. SINGH)

MANAGING DIRECTOR

Sd/-

(JUHI SINGH)

DIRECTOR

SAI INDUSTRIES LIMITED

NOTE NO. — 1 SHARE CAPITAL PARTICULARS	As at 31-03-2014	As at 31-03-2013
Authorised		
5000000 Equity Shares of Rs. 10/- each (Previous Year 5000000 Equity Shares of Rs. 10/- each)	50,000,000	50,000,000
Issued & Subscribed		
3000000 Equity shares of Rs. 10/- each fully called (Previous Year 3000000 Equity shares of Rs. 10/- each fully called)	30,000,000	30,000,000
Paid up		
3000000 Equity shares of Rs. 10/- each fully called (Previous Year 3000000 Equity shares of Rs. 10/- each fully called)	30,000,000	30,000,000
Less : Calls in Arrears	324,089	324,089
TOTAL	29,675,911	29,675,911

Note 1.a

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

Note 1.b Shareholders holding more than 5 percent shares :

Name of Shareholder No. of Shares held	Equity Shares	As at 31-03-2014	
		% of Holding	% of Holding
Sai Agencies Private Limited	551,000	18.37	18.37
Sai Business & Consultancy Systems Pvt. Ltd.	316,000	10.53	10.53
Sai Enterprises Pvt Ltd.	202,800	6.76	6.76
Sidharth Construction Co. (P) Ltd	250,000	8.33	8.33

Note 1.c

Reconciliation of the number of Shares outstanding and the amount of Shares as at March 31, 2014 and March 31, 2013 :

Particulars	Equity Shares		As at 31-03-2014
	Number	Amount in Rs	Amount in Rs
Shares outstanding at the beginning of the year	3,000,000	29,675,911	29,675,911
Shares Issued during the year	-	-	-
Shares outstanding at the end of the year	3,000,000	29,675,911	29,675,911

NOTE NO. — 2 RESERVE AND SURPLUS

PARTICULARS	As at 31-03-2014	As at 31-03-2013
Profit & Loss Account		
Opening Balance	(31,776,712)	(31,408,921)
Add: Profit/ (Loss) for the Year	(379,622)	(367,791)
Closing Balance	(32,156,333)	(31,776,712)

NOTE NO. — 3

LONG TERM BORROWINGS

PARTICULARS	As at 31-03-2014	As at 31-03-2013
UNSECURED		
Loans from Related Parties	821,232	821,232
Loans from Others	60,000	60,000
TOTAL	881,232	881,232

SAI INDUSTRIES LIMITED

Note No. — 3.a Unsecured: Long Term Borrowings from the Related Parties

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

None of above are interest bearing loans.

Terms of Repayment : Payable on demand after 12 months.

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

Note No. — 3.b Unsecured: Long Term Borrowings from others

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

None of above are interest bearing loans.

Terms of Repayment : Payable on demand after 12 months.

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

NOTE NO. — 4 TRADE PAYABLES

PARTICULARS	As at 31-03-2014	As at 31-03-2013
Payable to Micro, Small and Medium Enterprises	-	-
Payable to others	20,389	90,299
TOTAL	20,389	90,299

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

NOTE NO. — 5 OTHER CURRENT LIABILITIES

PARTICULARS	As at 31-03-2014	As at 31-03-2013
Director's Remuneration Payable	603,000	555,000
Payable to Directors for Exp. Incurred on Company's behalf	1,274,596	1,016,818
Expenses Payable	162,022	175,702
TOTAL	2,039,618	1,747,520

NOTE NO. — 7 NON CURRENT INVESTMENTS

PARTICULARS	As at 31-03-2014	As at 31-03-2013
Investments		
a) Investments in Equity Instrument	4,889,648	4,889,648
b) Investments in debentures or bond	1,000	1,000
Sub-total	4,890,648	4,890,648
Less : Provision for diminution in value of investments	4,574,748	4,574,748
TOTAL	315,900	315,900

Note No. — 7.a Other Investments

Provision for loss in Investments amounting to Rs. 45,74,748/- provided in books of account considering the same permanent diminution in value of investments.

NOTE NO. — 8 LONG TERM LOANS AND ADVANCES

PARTICULARS	As at 31-03-2014	As at 31-03-2013
Security Deposits	3,000	3,000
Loan to Related Party	26,210	26,210
TOTAL	29,210	29,210

NOTE NO. — 9 CASH AND BANK BALANCES

PARTICULARS	As at 31-03-2014	As at 31-03-2013
CASH AND CASH EQUIVALENTS		
Balance with Banks		
Balance with Banks	4,931	4,931
Cash in Hand	7,660	11,517
TOTAL	12,591	16,448

NOTE NO. — 10 SHORT TERM LOANS AND ADVANCES

PARTICULARS	As at 31-03-2014	As at 31-03-2013
Claim Receivable	4,744	4,744
Other Advances	51,186	197,002
TOTAL	55,930	201,746

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

SAI INDUSTRIES LIMITED**PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014**

Amount in Rs

PARTICULARS	Note No.	Year ended 31-03-2014	Year ended 31-03-2013
I. Other Income	11	(111,479)	(42,050)
III. Total Revenue		(111,479)	(42,050)
IV. EXPENSES			
Employees Benefits Expenses	12	48,000	96,000
Depreciation and Amortization Expenses	6	7,760	11,718
Administrative and Selling Expenses	13	212,383	218,023
TOTAL EXPENSES		<u>268,143</u>	<u>325,741</u>
V. Profit/ (Loss) before exceptional, extraordinary items and tax (III - IV)		(379,622)	(367,791)
VI. Exceptional Items			
Prior Period Income/(Expenses).		-	-
VII. Profit/ (Loss) before extraordinary items and Tax		(379,622)	(367,791)
VIII. Extraordinary Items		-	-
IX. Profit/ (Loss) before Tax		<u>(379,622)</u>	<u>(367,791)</u>
X. Tax Expenses		-	-
Net Current Taxes		-	-
XI. Profit/ (Loss) for the period for the continuing operations (IX - X)		(379,622)	(367,791)
XII. Earning per equity share			
1) Basic		(0.13)	(0.12)
2) Diluted		(0.13)	(0.12)

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

AUDITOR'S REPORT

As per our report of even date attached

For A K G & CO.

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

CHARTERED ACCOUNTANTS

Sd/-
(CA. Anil K. Goel)
PARTNER
M. NO. : 083454
Firm's Registration No. : 004924N
PLACE : NEW DELHI
DATE : 30.05.2014

Sd/-
(DR. NIRAJ K. SINGH)
MANAGING DIRECTOR

Sd/-
(JUHI SINGH)
DIRECTOR

SAI INDUSTRIES LIMITED

NOTE NO. — 11**OTHER INCOME**

PARTICULARS	Year ended 31-03-2014	Year ended 31-03-2013
Profit/Loss on day trading of shares	(111,479)	(42,050)
TOTAL	(111,479)	(42,050)

NOTE NO. — 12**EMPLOYEES BENEFITS AND EXPENSES**

PARTICULARS	Year ended 31-03-2014	Year ended 31-03-2013
Remuneration to Directors	48,000	96,000
TOTAL	48,000	96,000

NOTE NO. — 13**ADMINISTRATIVE, SELLING AND DISTT. EXPENSES**

PARTICULARS	Year ended 31-03-2014	Year ended 31-03-2013
Payment to Auditors		
a. for Statutory Audits	28,090	28,090
b. for Other Services	-	28,090
Bank Charges	-	60
Brokerage	8,351	12,145
Director's Sitting Fee	-	7,500
Postage & Telegram Expenses	7,157	6,700
Printing & Stationary Expenses	15,225	10,500
Telephone & Telex	3,347	-
Legal & Professional Charges	57,590	56,180
Local Conveyance	20,035	17,250
Fees & Taxes	1,445	5,141
Publicity Expenses	46,517	46,283
Miscellaneous Expenses	24,625	84
TOTAL	212,383	218,023

SAI INDUSTRIES LIMITED**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014**

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
A. CASH FLOW FROM OPERATING ACTIVITIES		
NET PROFIT (LOSS) BEFORE TAX AND EXTRA ORDINARY ITEMS	(379,622)	(367,791)
Adjusted for :		
Depreciation	7,760	11,718
Provision for doubtful debts/assets (decrease)	- 7,760	- 11,718
Operating profit before working capital changes	(371,862)	(356,073)
Adjusted for :		
Trade and other receivable	-	(38,026)
Short Term Loan & Advances	145,817	683
Trade Payables	(69,910)	67,914
Other Current Liabilities	292,098	159,859
Cash flow before taxation and extra ordinary items	368,005	190,430
Cash Generated from Operations	(3,857)	(165,643)
Interest Paid	-	-
Cash Flow before Extra Ordinary items	(3,857)	(165,643)
Extraordinary Items	-	-
NET CASH FLOW FROM OPERATING ACTIVITIES	(3,857)	(165,643)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	-	-
NET CASH FLOW FROM INVESTING ACTIVITIES	-	-
C. CASH FLOW FROM FINANCING ACTIVITIES		
Increase/(Decrease) in Secured Loans	-	-
Increase/(Decrease) in Unsecured Loans	-	29,014
NET CASH FLOW FROM FINANCING ACTIVITIES	-	29,014
Net Increase / (decrease) in Cash or Cash Equivalent	(3,857)	(136,629)
Opening Cash and Cash Equivalent	16,449	153,078
Closing Cash and Cash Equivalent	12,592	16,449

As per our report of even date attached

For A K G & CO.

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

CHARTERED ACCOUNTANTS

Sd/-
(CA. Anil K. Goel)
PARTNERSd/-
(DR. NIRAJ K. SINGH)
MANAGING DIRECTORSd/-
(JUHI SINGH)
DIRECTOR

M. NO. : 083454

Firm's Registration No. : 004924N

PLACE : NEW DELHI

DATE : 30.05.2014

SCHEDULE OF FIXED ASSETS FOR THE YEAR ENDED 31.03.2014

Note - 6

PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK			
	Opening Balance	Addition	Sale TFR	Closing Balance	Up to 31.3.13	on sold Asset	For the year	Total Upto 31.3.14	As at 31.03.14	As At 31.3.13
I) TANGIBLE ASSETS (Under Lease)										
PLANT & MACHINERY	5040750	0.00	0.00	5040750	5035750	0.00	0.00	5035750	5000	5000
Sub Total (I)	5040750	0.00	0.00	5040750	5035750	0.00	0.00	5035750	5000	5000
II) TANGIBLE ASSETS (Not Under Lease)										
OFFICE EQUIPMENT	163600	0.00	0.00	163600	113654	0.00	7760	121414	42186	49946
Sub Total (II)	163600	0.00	0.00	163600	113654	0.00	7760	121414	42186	49946
TOTAL (I+II)	5204350	0.00	0.00	5204350	5149404	0.00	7760	5157164	47186	54946
PREVIOUS YEAR FIGURES	5300888	0.00	0.00	5300888	5234224	0.00	11718	5245942	54946	66664

Depreciation has been provided on Straight Line Method in accordance with the provisions of Section 205(2)(b) of the Companies Act, 1956 at the rates specified in Schedule XIV of the Companies Act, 1956 on pro-rate basis.
 No depreciation is charged on leased assets during the year as the substantial part of the block has already been written off during previous years.
 No asset has been re-valued or impaired during the year ended 31-03-2014 or previous year ended 31-03-2013

SAI INDUSTRIES LIMITED

NON CURRENT INVESTMENTS
B. Details of Other Investments
 Sr.No.Particulars

(1)	a)	(1)	Subsidiary/ Associate/ JV/ Controlled Special Purpose Entity / Others	No. of Shares / Units		Quoted/ Unquoted	Partly/ Fully paid	Extent of Holding(%)		Amount		Basis of Valuation
				2014 (4)	2013 (5)			2014 (6)	2013 (7)	2014 (10)	2013 (11)	
		(2)										
		(3)										
		(4)										
		(5)										
		(6)										
		(7)										
		(8)										
		(9)										
		(10)										
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		(13)										
		(14)										
		(15)										
		(16)										
		(17)										
		(18)										
		(19)										
		(20)										

SAI INDUSTRIES LIMITED

21	EL Forge Ltd. Equity Shares of Rs. 10/- each of Fly-up Fashions Ltd.	Others	25	25	Quoted	Fully paid	NA	NA	720	720	At Cost
22	Equity Shares of Rs. 10/- each of Gujarat Speciality Lubes Ltd.	Others	100	100	Quoted	Fully paid	NA	NA	1250	1250	At Cost
23	Equity Shares of Rs. 10/- each of Gujrat Ambuja Proteins Ltd.	Others	49	49	Quoted	Fully paid	NA	NA	490	490	At Cost
24	Equity Shares of Rs. 10/- each of Herdilia Unimers Ltd.	Others	100	100	Quoted	Fully paid	NA	NA	2500	2500	At Cost
25	Equity Shares of Rs. 10/- each of Harsh Polymers (India) Ltd.	Others	10	10	Quoted	Fully paid	NA	NA	1000	1000	At Cost
26	Equity Shares of Rs. 10/- each of Hissar Spinning Mills Ltd.	Others	100	100	Quoted	Fully paid	NA	NA	1000	1000	At Cost
27	Equity Shares of Rs. 10/- each of Hindustan Agro Chemicals Ltd.	Others	100	100	Quoted	Fully paid	NA	NA	1000	1000	At Cost
28	Equity Shares of Rs. 10/- each of H B Portfolio Leasing Ltd.	Others	100	100	Quoted	Fully paid	NA	NA	2000	2000	At Cost
29	Equity Shares of Rs. 10/- each of Hindustan Development Corporation Ltd.	Others	100	100	Quoted	Fully paid	NA	NA	6500	6500	At Cost
30	Equity Shares of Rs. 10/- each of HB Leasing & Finance Ltd.	Others	150	150	Quoted	Fully paid	NA	NA	6157	6157	At Cost
31	Equity Shares of Rs. 10/- each of Indian Polyfins Ltd.	Others	100	100	Quoted	Fully paid	NA	NA	5000	5000	At Cost
32	Equity Shares of Rs. 10/- each of Intec Securities Ltd.	Others	700	700	Quoted	Fully paid	NA	NA	1500	1500	At Cost
33	Equity Shares of Rs. 10/- each of J. K Synthetics Ltd.	Others	69	69	Quoted	Fully paid	NA	NA	2565	2565	At Cost
34	Equity Shares of Rs. 10/- each of Jolly Tea Ltd.	Others	100	100	Quoted	Fully paid	NA	NA	1000	1000	At Cost
35	Equity Shares of Rs. 10/- each of Janak Intermediates Ltd.	Others	300	300	Quoted	Fully paid	NA	NA	6500	6500	At Cost
36	Equity Shares of Rs. 10/- each of Jayaswal Neco Ltd.	Others	60	60	Quoted	Fully paid	NA	NA	3000	3000	At Cost
37	Equity Shares of Rs. 10/- each of Jay Bharat Fabric Mills Ltd.	Others	200	200	Quoted	Fully paid	NA	NA	50576	50576	At Cost
38	Equity Shares of Rs. 10/- each of Khatian Hostombe Spinels Ltd.	Others	1500	1500	Quoted	Fully paid	NA	NA	31800	31800	At Cost
39	Equity Shares of Rs. 10/- each of Kailan Spinning Mills Ltd.	Others	200	200	Quoted	Fully paid	NA	NA	1493	1493	At Cost
40	Equity Shares of Rs. 10/- each of Kothari Fermentation & Biochem Ltd.	Others	211	211	Quoted	Fully paid	NA	NA	6910	6910	At Cost
41	Equity Shares of Rs. 10/- each of Lohia Polyester Ltd.	Others	100	100	Quoted	Fully paid	NA	NA	1000	1000	At Cost
42	Equity Shares of Rs. 10/- each of Lakshmi Auto Components Ltd.	Others	100	100	Quoted	Fully paid	NA	NA	2016	2016	At Cost
43	Equity Shares of Rs. 10/- each of Modi Alkalies & Chemicals Ltd.	Others	100	100	Quoted	Fully paid	NA	NA	2016	2016	At Cost
44	Equity Shares of Rs. 10/- each of	Others	800	800	Quoted	Fully paid	NA	NA	31925	31925	At Cost

SAI INDUSTRIES LIMITED

45	Metal Box India Ltd. Equity Shares of Rs. 10/- each of	1000	1000	Quoted	Fully paid	NA	NA	53550	53550	At Cost
46	Magnus Rubber Industries Ltd. Equity Shares of Rs. 10/- each of	100	100	Quoted	Fully paid	NA	NA	1000	1000	At Cost
47	Mercard Ltd. Equity Shares of Rs. 10/- each of	500	500	Quoted	Fully paid	NA	NA	6725	6725	At Cost
48	Manali Petrochemical Ltd. Equity Shares of Rs. 10/- each of	300	300	Quoted	Fully paid	NA	NA	2445	2445	At Cost
49	Nova Iron & Steel Ltd. Equity Shares of Rs. 10/- each of	200	200	Quoted	Fully paid	NA	NA	2000	2000	At Cost
50	ORDE Industries Ltd. Equity Shares of Rs. 10/- each of	100	100	Quoted	Fully paid	NA	NA	1575	1575	At Cost
51	Osho Ceramics Ltd. Equity Shares of Rs. 10/- each of	100	100	Quoted	Fully paid	NA	NA	1000	1000	At Cost
52	Oberoi Associated Hotels Ltd. Equity Shares of Rs. 10/- each of	66	66	Quoted	Fully paid	NA	NA	3108	3108	At Cost
53	Punsumi India Ltd. Equity Shares of Rs. 10/- each of	100	100	Quoted	Fully paid	NA	NA	2000	2000	At Cost
54	Punjab Iron & Steel Company Ltd. Equity Shares of Rs. 10/- each of	100	100	Quoted	Fully paid	NA	NA	1000	1000	At Cost
55	Pro Fin Capital Services Ltd. Equity Shares of Rs. 10/- each of	5100	5100	Quoted	Fully paid	NA	NA	90055	90055	At Cost
56	Pace Elect Automation Ltd. Equity Shares of Rs. 10/- each of	100	100	Quoted	Fully paid	NA	NA	1000	1000	At Cost
57	Raam Drugs & Pharmaceuticals Ltd. Equity Shares of Rs. 10/- each of	500	500	Quoted	Fully paid	NA	NA	22250	22250	At Cost
58	Redex Protech Ltd. Equity Shares of Rs. 10/- each of	100	100	Quoted	Fully paid	NA	NA	1000	1000	At Cost
59	Real Value Appliances Ltd. Equity Shares of Rs. 10/- each of	100	100	Quoted	Fully paid	NA	NA	3000	3000	At Cost
60	Raghoji Cement Manufacturing Co. Ltd. Equity Shares of Rs. 10/- each of	100	100	Quoted	Fully paid	NA	NA	1000	1000	At Cost
61	Regency Hospital Ltd. Equity Shares of Rs. 10/- each of	100	100	Quoted	Fully paid	NA	NA	1000	1000	At Cost
62	R B Financial Consultants Ltd. Equity Shares of Rs. 10/- each of	12000	12000	Quoted	Fully paid	NA	NA	502750	502750	At Cost
63	Somkan Marine Food Ltd. Equity Shares of Rs. 10/- each of	200	200	Quoted	Fully paid	NA	NA	2000	2000	At Cost
64	Steelco Gujarat Ltd. Equity Shares of Rs. 10/- each of	4480	4480	Quoted	Fully paid	NA	NA	92512	92512	At Cost
65	Swaika Vanaspati Products Ltd. Equity Shares of Rs. 10/- each of	100	100	Quoted	Fully paid	NA	NA	1000	1000	At Cost
66	Sitapur Plywood Manufacturers Ltd. Equity Shares of Rs. 10/- each of	100	100	Quoted	Fully paid	NA	NA	1000	1000	At Cost
67	Sheel International Ltd. Equity Shares of Rs. 10/- each of	100	100	Quoted	Fully paid	NA	NA	1000	1000	At Cost
68	Sarla Gems Ltd. Equity Shares of Rs. 10/- each of	100	100	Quoted	Fully paid	NA	NA	1000	1000	At Cost

SAI INDUSTRIES LIMITED

69	Sandeep Industries Ltd. Equity Shares of Rs. 10/- each of	100	100	Quoted	Fully paid	NA	NA	1000	1000	At Cost
70	Sriman Organic Chemicals Ltd. Equity Shares of Rs. 10/- each of	200	200	Quoted	Fully paid	NA	NA	8705	8705	At Cost
71	Silverline India Ltd. Equity Shares of Rs. 10/- each of	150	150	Quoted	Fully paid	NA	NA	11195	11195	At Cost
72	Southern Iron & Steel Co. Ltd. Equity Shares of Rs. 10/- each of	201	201	Quoted	Fully paid	NA	NA	3742	3742	At Cost
73	Sudsun Housing Development India Ltd. Equity Shares of Rs. 10/- each of	2700	2700	Quoted	Fully paid	NA	NA	30141	30141	At Cost
74	Transasia Packaging Ltd. Equity Shares of Rs. 10/- each of	1000	1000	Quoted	Fully paid	NA	NA	10000	10000	At Cost
75	Thapar Exports Ltd. Equity Shares of Rs. 10/- each of	200	200	Quoted	Fully paid	NA	NA	2000	2000	At Cost
76	TVS Electronics Ltd. Equity Shares of Rs. 10/- each of	100	100	Quoted	Fully paid	NA	NA	5169	5169	At Cost
77	Trupti Twisters Ltd. Equity Shares of Rs. 10/- each of	100	100	Quoted	Fully paid	NA	NA	1000	1000	At Cost
78	Venus Sugar Ltd. Equity Shares of Rs. 10/- each of	100	100	Quoted	Fully paid	NA	NA	1000	1000	At Cost
79	VBC Industries Ltd. Equity Shares of Rs. 10/- each of	100	100	Quoted	Fully paid	NA	NA	2000	2000	At Cost
80	Vinayak Industries Ltd. Equity Shares of Rs. 10/- each of	100	100	Quoted	Fully paid	NA	NA	1000	1000	At Cost
81	Willard India Ltd. Equity Shares of Rs. 10/- each of	100	100	Quoted	Fully paid	NA	NA	3000	3000	At Cost
82	Yenepoya Minerals & Granites Ltd. Equity Shares of Rs. 10/- each of	300	300	Quoted	Fully paid	NA	NA	3950	3950	At Cost
83	Zenergy Ltd. Equity Shares of Rs. 10/- each of	1600	1600	Quoted	Fully paid	NA	NA	11488	11488	At Cost
84	Sai Capital Ltd. Equity Shares of Rs. 10/- each of	202500	202500	Quoted	Fully paid	NA	NA	2060500	2060500	At Cost
85	Sai Capital Ltd. Equity Shares of Rs. 10/- each of	387600	387600	Quoted	Partly paid	NA	NA	1217500	1217500	At Cost
	Sai Business & Consultancy Systems Pvt. Ltd.	Associate	41500	Unquoted	Fully paid	NA	NA	415000	415000	At Cost
	Sub-Total							4889648	4889648	
	Less : Provision for permanent diminution in value of investments.							4574748	4574748	
	Sub-Total (a)							314,900	314,900	
b)	Investments in Debentures or Bonds									
1	Debtentures of Rs. 10/- each of Herdillia Unimers Ltd.	Others	10	10	Quoted	Fully paid	NA	1000	1000	At Cost
	Sub-Total (b)							1,000	1,000	
	Total (a+b)							315,900	315,900	

Note: All the quoted shares mentioned above are not being traded in any stock exchange, so the Market price as on 31st March, 2014 cannot be determined.

SAI INDUSTRIES LIMITED

SCHEDULE-17

NOTES TO ACCOUNT

1 Significant Accounting Policies

a) Accounting Convention

These accounts are prepared under the historical cost convention and evaluated on a going concern basis. The Financial statements materially comply with and are in conformity with the mandatory accounting standards issued by The Institute of Chartered Accountants of India and the standards and the presentation requirements of the Companies Act, 1956.

b) Borrowing Costs

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

c) Valuation of Investments

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

d) Valuation of Fixed Assets

At Cost less accumulated depreciation.

e) Depreciation has been provided on Straight Line Method in accordance with the provisions of Section 205(2)(b) of the Companies Act, 1956 at the rates specified in Schedule XIV of the Companies Act, 1956 on pro-rate basis on existing assets. However, on leased assets, the substantial part of the block has been written off during the year.

f) Lease Rentals are accounted on accrued and due basis except in the case of leased rentals which have become NPA as per NBFC Prudential Norms (RBI) Directors 2000 which has been accounted on receipt basis.

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

3 Contingent liability in respect of Income Tax Demand Rs. 12.51 lacs besides interest accrued thereon till date of payment. The S.L.P. filed by the Company before the Hon'ble Supreme Court has been dismissed. However, the Company is exploring the option of filing a Review Petition before the Hon'ble Supreme Court and therefore has not provided for the liability in the books of account.

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

5 A) Related Party Disclosures

i) Associates

Sai Capital Limited
Sai Enterprises Pvt. Ltd.
Sai Business & Consultancy Systems Pvt. Ltd.

ii) Key Management Personnel & their Relatives

DR. NIRAJ K. SINGH
JUHI SINGH
DR. S. M. PATHAK
S. C. DWIVEDI

SAI INDUSTRIES LIMITED

B) Transactions with related parties

The following related party transactions were carried out during the year ended on 31.03.2014

(Rs. In Lacs)

Name of Related Party	Relationship	Nature of Transaction	Amount due as at 31.03.14	Amount Recd	Amount Paid
M/S Sai Business & Consultancy System (p) Ltd	Associates	Loan	0.26	0.00	0.00
Dr. Niraj Kumar Singh	Key Management Personnel	Imprest/Exp. incurred	12.75	2.58	0.00
		Loan	5.74	0.00	0.00
Juhi Singh	Key Management Personnel	Loan	2.47	0.00	0.00

6 As per information and explanations given to us the company does not owe more than Rs. 1.00 Lac and more than 30 days as at 31.03.2014 to any Small Scale Industries.

7 Earning Per Share

	2013-14	2012-13
a) No. of Equity Shares	3,000,000	3,000,000
b) Paid up Share Capital (Rs. In Lacs)	296.76	296.76
c) Profit/(Loss) (Rs. In Lacs)	(3.68)	(3.68)
d) Basic & Diluted EPS (Rs.)	(0.13)	(0.12)

8 Segment wise financial performance - AS -17

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

9 There are no significant events occurring after balance Sheet Date having any material impact on Balance Sheet as at 31.03.2014

10 Additional Information pursuant to paragraph 3 and 4D of part-II to Schedule VI of the Companies Act, 1956

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

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

(Rs. In Lacs)

LIABILITIES SIDE	Outstanding	Overdue
i) Loans and Advances availed by the NBFCs inclusive of interest accrued thereon but not paid		
a) Debentures : Secured	-	-
Unsecured (Other than falling within the meaning of Public deposits)	-	-
b) Deferred Credits	-	-
c) Term Loans	-	-
d) Inter-Corporate loans and borrowing	-	-

SAI INDUSTRIES LIMITED

e)	Commercial Paper	-	-
f)	Public Deposits	-	-
g)	<u>Other loans (Specify nature)</u>		
	- Unsecured Loans from Directors	8.21	0.00
ii)	Break-up of (i)(f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid)		
	a) In the form of Unsecured debentures	-	-
b)	In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security	-	-
c)	Other public deposits	-	-
	ASSETS SIDE		
iii)	Break-up of loans and advances including bills receivables (other than those included in (iv) below:		
a)	Secured	-	-
b)	Unsecured	0.56	0.00
iv)	Break up of Leased Assets and stock on hire and hypothecation loans counting towards EL/HP activities		
	a) Leased assets including lease Rentals under Sundry debtors		
1)	Financial Lease	-	-
2)	Operating Lease	-	-
b)	Stock on hire including hire charges under Sundry debtors		
	1) Assets on hire	-	-
	2) Repossessed Assets	-	-
c)	Hypothecation Loans counting towards EL/HP activities		
	1) Loans where assets have been repossessed	-	-
	2) Loans other than (1) above	-	-
v)	Break-up of Investments		
	Current Investments	2013-14	2012-13
1)	<u>Quoted</u>		
	a) Shares : i) Equity	--	--
	ii) Preference	--	--
b)	Debentures and Bonds	--	--
c)	Units of Mutual Funds	--	--
d)	Government Securities	--	--
e)	Others (Please specify)	--	--
2)	<u>Unquoted</u>		
	a) Shares : i) Equity	--	--
	ii) Preference	--	--
b)	Debentures and Bonds	--	--
c)	Units of Mutual Funds	--	--
d)	Government Securities	--	--
e)	Others (Please specify)	--	--

SAI INDUSTRIES LIMITED

Long Term Investments			
(At Cost reduced by provision for diminution in value)			
1)	<u>Quoted</u>		
a)	Shares :		
	i) Equity	3.15	3.15
	ii) Preference	--	--
b)	Debentures and Bonds	0.01	0.01
c)	Units of Mutual Funds	--	--
d)	Government Securities	--	--
e)	Others (Please specify)	--	--
2)	<u>Unquoted</u>		
a)	Shares :		
	i) Equity	--	--
	ii) Preference	--	--
b)	Debentures and Bonds	--	--
c)	Units of Mutual Funds	--	--
d)	Government Securities	--	--
e)	Others (Please specify)	--	--
vi)	Borrower group-wise classification of all leased assets and stock on hire and loans and advances		
	Category	Amount of Secured	Unsecured
			Net of Provision Total
i)	Related Parties		
a)	Subsidiaries	-	-
b)	Companies in the Group	-	0.26
c)	Other Related Parties	-	-
		-	-
ii)	Other than Related Parties	-	0.76
	Total	-	1.02
vii)	Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted)		
	Category	Market Value Break up or fair Value of NAV	Book Value (Net of Provisions)
i)	Related Parties		
a)	Subsidiaries	-	-
b)	Companies in the Group	NA	2.38
c)	Other Related Parties	-	-
ii)	Other than Related Parties	NA	0.78
	Total	0.00	3.16
viii)	Other Information		
	Particulars	Amount	
i)	Gross Non-Performing Assets		
a)	Related Parties	-	-
b)	Other than Related Parties	-	-
ii)	Net Non-Performing Assets		
a)	Related Parties	-	-
b)	Other than Related Parties	-	-
iii)	Assets acquired in satisfaction of debt	-	-

SAI INDUSTRIES LIMITED

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

ATTENDANCE SLIP

Members are requested to bring their copy of the Annual Report alongwith them to the Annual General Meeting. Please complete this attendance Slip and hand it over at the Enterance. Members or their Proxies are entitled to be present at the meeting.

Name & Address of the Shareholder/ Proxy	Folio No.
	No. of Shares held :

I hereby record my presence at the Twenty Third Annual General Meeting held at IInd Floor, Aurobindo Place, Hauz Khas, Mew Delhi - 110016 on Tuesday the 30th September, 2014 at 10.00 a.m

SIGNATURE OF THE SHAREHOLDER PROXY*

* Strike outwhichever not applicable.

SAI INDUSTRIES LIMITED

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

PROXY FORM

I/We of in this district of being a Member/members of the above named Company hereby appoint Mr./Mrs./Miss of in the district of or failing him/her/Mr./Mrs./Miss. of in the district as my/our Proxy and to vote for me/ us on my/our behalf at the 23rd Annual General Meeting of the Company to be held on Tuesday the 30th September, 2014

Signed this day of.....2014

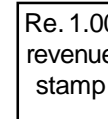
Signature

Folio No.

No. of Shares Held :

Note :

1. The Proxy need not be a Member
2. The form of Proxy, duly signed across Re. 1.00 revenue stamp should reach the company not less than 48 hours before the time fixed for the meeting.



BOOK - POST

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