

POSTAL BALLOT NOTICE

[Pursuant to Section 110 read with 108 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), Regulation 44 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with the General Circular No. 14/2020 dated 08 April, 2020, General Circular No. 17/2020 dated 13 April, 2020, General Circular No. 22/2020 dated 15 June, 2020, General Circular No. 33/2020 dated 28 September, 2020, General Circular No. 39/2020 dated 31 December, 2020, General Circular No. 10/2021 dated 23 June, 2021, General Circular No. 20/2021 dated 08 December, 2021, General Circular No. 3/2022 dated 05 May, 2022, General Circular No. 11/2022 dated 28 December, 2022 and General Circular No. 09/2024 dated 19 September 2024 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "MCA Circulars"), and the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ("SS-2"), the items of special business as set out in this Notice below are proposed for consideration by the Members of Sai Life Sciences Limited ("the Company"), by way of Postal Ballot, only through remote e-voting process.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Accordingly, physical copy of the Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members and no physical ballot forms will be accepted. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

An explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, setting out the material facts concerning the said resolutions and the reasons thereof are annexed hereto for your consideration.

The Board of Directors of the Company have appointed M/s DSMR & Associates, Practicing Company Secretaries, Hyderabad, as the Scrutinizer, for conducting the Postal Ballot remote e-voting process in a fair and transparent manner.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the Company has engaged the services of KFin Technologies Limited, Registrar and Share Transfer Agent ("RTA") for the purpose of providing remote e-voting facility to the Members. Members are required to communicate their assent (FOR) or dissent (AGAINST) through remote e-voting system only. You are requested to carefully read / follow all the instructions given in the Notes under the section "Procedure for E-Voting" to this Notice. The remote e-voting period commences from Sunday May 18, 2025, from 9:00 a.m (IST) and ends on Monday June 16, 2025 at 5:00 p.m (IST).

After completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairman of the Company or Company Secretary and Compliance Officer, or any other person authorised by the Chairman and the results of the Postal Ballot shall be announced within two working days of the last day of remote-evoting i.e. on or before Wednesday June 18, 2025. The said results along with the Scrutinizer's Report shall be placed on the Company's website: www.sailife.com and on the website of RTA www.kfintech.com immediately. The Company shall simultaneously forward the results to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed. The resolution, if approved, shall be deemed to have been passed on the last date of remote e-voting i.e. on June 16, 2025.

Sai Life Sciences Limited (CIN: U24110TG1999PLC030970)

Corporate office

L4-01 & 02, SLN Terminus, Survey
#133, Gachibowli Miyapur Road,
Gachibowli, Hyderabad – 500032,
Telangana, India.

Registered office

Plot No. DS-7, IKP Knowledge Park, Turkapally (V),
Shameerpet Mandal, Medchal-Malkajgiri
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SPECIAL BUSINESS(ES):

1. To ratify ESOP Scheme 2008 of Sai Life Sciences Limited.

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

“RESOLVED THAT pursuant to applicable provisions of Section 62(1)(b) of the Companies Act, 2013 (**“Act”**), read with rules made thereunder and other applicable provisions, if any, of the Act, and pursuant to Regulation 12 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**“SEBI (SBEB & SE) Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**), the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder (**“FEMA Regulations”**) and other applicable provisions for the time being in force and as may be modified from time to time, and other laws, rules, regulations, circulars and guidelines of any / various statutory / regulatory authority(ies) that are or may become applicable (collectively referred to herein as the **“Applicable Laws”**), the memorandum of association and articles of association of Sai Life Sciences Limited (**“Company”**), and subject to any other approvals, consents, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which term shall include the Nomination and Remuneration Committee (**“NRC”**)), the ESOP Scheme 2008 (**“ESOP 2008”**) as originally approved by the NRC at its meeting held on 04th July, 2024 and the Board at its meeting held on 04th July, 2024 and approved by the Members by passing the special resolution at the Extra Ordinary General Meeting of the Company held on 04th July, 2024 prior to the listing of the equity shares of the Company on BSE Limited and National Stock Exchange of India Limited consequent to the IPO of the Company, be and is hereby ratified within the meaning of Regulation 12 of the SEBI (SBEB & SE) Regulations, as is detailed in the explanatory statement annexed hereto in accordance with SEBI (SBEB & SE) Regulations, along with the consent accorded to the Board of Directors of the Company being authorized to create, offer, issue and allot employee stock options (**“Options”**) to eligible employees under the ESOP 2008, and to grant the Options to the eligible employees on such terms and conditions as provided in the ESOP 2008 and as may be fixed or determined by the Board in accordance with the Act and other Applicable Laws.

RESOLVED FURTHER THAT the approval of the members of the Company be and is hereby accorded to the Board to create, grant, offer, issue, re-issue and/or allot in one or more tranches under ESOP 2008, at any time to or for the benefit of the eligible employees of the Company, whether working in India or out of India, present or future, as may be decided by the Board and permitted under the SEBI (SBEB & SE) Regulations, the total number of 60,99,820 Options, which on exercise would not entitle for more than 60,99,820 equity shares (subject to adjustments), at such price and on such terms and conditions as may be fixed or determined by the NRC under the ESOP 2008 in accordance with Applicable Laws as may be prevailing at that time.

RESOLVED FURTHER THAT the equity shares allotted pursuant to the exercise of the Options, as the case may be, shall rank pari-passu in all respects with the existing fully paid-up equity shares of the Company.

RESOLVED FURTHER THAT the Company shall conform to the applicable Accounting Policies, Guidelines, SEBI (SBEB & SE) Regulations or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, amalgamation/merger and sale of division or other re-organisation, split or consolidation of shares, change in capital structure of the Company, as applicable from time to time, if any additional Options are granted or equity shares are issued by the

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Company to the grantees for the purpose of making a fair and reasonable adjustment to the Options granted earlier, shall be in accordance with ESOP 2008.

RESOLVED FURTHER THAT consent be and is hereby accorded to the Board to modify, change, vary, alter, amend, suspend or terminate ESOP 2008 at any time subject to compliance with Applicable Laws and regulations and further subject to consent of the Members by way of a special resolution to the extent required under SEBI (SBEB & SE) Regulations and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of ESOP 2008 and do all other things incidental and ancillary thereto in conformity with the provisions of the Act, SEBI (SBEB & SE) Regulations, the relevant provisions of the Memorandum and Articles of Association of the Company and any other applicable laws in force.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts and deeds as are required for regulatory and legal compliance including making application to the recognized stock exchanges to seek in-principle and final listing approval for listing and trading of equity shares allotted under ESOP 2008 in terms of the SEBI (SBEB & SE) Regulations and SEBI Listing Regulations and for filing any required forms, applications with the registrar of companies, depositories and execution of all relevant documents as may be required in order to give effect to the above resolutions.

RESOLVED FURTHER THAT any Director of the Company or Company Secretary & Compliance Officer be and are hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to these resolutions, be and is hereby amended and ratified.

RESOLVED FURTHER THAT any Director of the Company or Company Secretary & Compliance Officer be and are hereby severally authorised to certify a copy of this resolution and issue the same to all concerned parties and to make necessary statutory filings with, if any, statutory authorities.”

2. Ratification of the extension of the benefits of ESOP Scheme 2008 to the employees of subsidiary companies and group companies of Sai Life Sciences Limited.

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

“RESOLVED THAT pursuant to applicable provisions of Section 62(1)(b) of the Companies Act, 2013 (**“Act”**), read with rules made thereunder and other applicable provisions, if any, of the Act, and pursuant to Regulation 12 of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**“SEBI (SBEB & SE) Regulations”**) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**), the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder (**“FEMA Regulations”**) and other applicable provisions for the time being in force and as may be modified from time to time, and other laws, rules, regulations, circulars and guidelines of any / various statutory / regulatory authority(ies) that are or may become applicable (collectively referred to herein as the **“Applicable Laws”**), the memorandum of association and articles of association of Sai Life Sciences Limited (**“Company”**), and subject to any other approvals, consents, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which term shall include the Nomination and Remuneration Committee (**“NRC”**)), the ESOP Scheme 2008 (**“ESOP 2008”**) as originally approved by the NRC at its meeting held on

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04th July, 2024 and the Board at its meeting held on 04th July, 2024 and approved by the Members by passing the special resolution at the Extra Ordinary General Meeting of the Company held on 04th July, 2024 prior to the Initial Public Offering (“IPO”) of equity shares of the Company on BSE Limited and National Stock Exchange of India Limited, to the Eligible participants of subsidiary companies in or outside India (as defined in the Act) or of group companies (as defined in the SEBI (SBEB & SE) Regulations) be and is hereby ratified and approved within the meaning of SEBI (SBEB & SE) Regulations, the salient features of which are furnished in the explanatory statement to the Notice.

RESOLVED FURTHER THAT the approval of the members of the Company be and is hereby accorded to the Board to create, grant, offer, issue, re-issue and/or allot in one or more tranches under ESOP 2008, at any time to or for the benefit of the eligible employees of the Company, the total number of 60,99,820 Options, which on exercise would not entitle for more than 60,99,820 equity shares (subject to adjustments), at such price and on such terms and conditions as may be fixed or determined by the NRC under the ESOP 2008 in accordance with Applicable Laws as may be prevailing at that time.

RESOLVED FURTHER THAT the equity shares allotted pursuant to the exercise of the Options, as the case may be, shall rank *pari-passu* in all respects with the existing fully paid-up equity shares of the Company.

RESOLVED FURTHER THAT the Company shall conform to the applicable Accounting Policies, Guidelines, SEBI (SBEB & SE) Regulations or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, amalgamation/merger and sale of division or other re-organisation, split or consolidation of shares, change in capital structure of the Company, as applicable from time to time, if any additional Options are granted or equity shares are issued by the Company to the grantees for the purpose of making a fair and reasonable adjustment to the Options granted earlier, shall be in accordance with ESOP 2008.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts and deeds as are required for regulatory and legal compliance including making application to the recognized stock exchanges to seek In-principle and final listing approval for listing and trading of equity shares allotted under the ESOP 2008 in terms of the SEBI (SBEB & SE) Regulations and SEBI Listing Regulations and for filing any required forms, applications with the Registrar of Companies, Depositories and execution of all relevant documents as may be required in order to give effect to the above resolutions.

RESOLVED FURTHER THAT the authority granted to the Board to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to these resolutions and to delegate all or any of the powers herein vested in the Board to any director(s), KMP(s) of the Company as may be required to give effect to these resolutions, be and is hereby approved and ratified.

RESOLVED FURTHER THAT any Director of the Company or Company Secretary & Compliance Officer be and are hereby authorised to certify a copy of this resolution and issue the same to all concerned parties and to make necessary statutory filings with, if any, statutory authorities.”

3. To ratify Management ESOP Scheme 2018 of Sai Life Sciences Limited.

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

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“RESOLVED THAT pursuant to applicable provisions of Section 62(1)(b) of the Companies Act, 2013 (**“Act”**), read with rules made thereunder and other applicable provisions, if any, of the Act, and pursuant to Regulation 12 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**“SEBI (SBEB & SE) Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**), the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder (**“FEMA Regulations”**) and other applicable provisions for the time being in force and as may be modified from time to time, and other laws, rules, regulations, circulars and guidelines of any / various statutory / regulatory authority(ies) that are or may become applicable (collectively referred to herein as the **“Applicable Laws”**), the memorandum of association and articles of association of Sai Life Sciences Limited (**“Company”**), and subject to any other approvals, consents, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which term shall include the Nomination and Remuneration Committee (**“NRC”**)), the Management ESOP Scheme 2018 (**“ESOP 2018”**) as originally approved by the NRC at its meeting held on 04th July, 2024 and the Board at its meeting held on 04th July, 2024 and approved by the Members by passing the special resolution at the Extra Ordinary General Meeting of the Company held on 04th July, 2024 prior to the Initial Public Offering (**“IPO”**) of equity shares of the Company on BSE Limited and National Stock Exchange of India Limited, and consequent to the IPO of the Company, be and is hereby ratified within the meaning of the SEBI (SBEB & SE) Regulations, as is detailed in the explanatory statement annexed hereto in accordance with SEBI (SBEB & SE) Regulations, along with the consent accorded to the Board of Directors of the Company being authorized to create, offer, issue and allot employee stock options (**“Options”**) to eligible employees under the ESOP 2018, and to grant the Options to the eligible employees on such terms and conditions as provided in the ESOP 2018 and as may be fixed or determined by the Board in accordance with the Act and other Applicable Laws.

RESOLVED FURTHER THAT the approval of the members of the Company be and is hereby accorded to the Board to create, grant, offer, issue, re-issue and/or allot in one or more tranches under ESOP 2018, at any time to or for the benefit of the eligible employees of the Company, the total number of 79,45,490 Options, which on exercise would not entitle for more than 79,45,490 equity shares (subject to adjustments), at such price and on such terms and conditions as may be fixed or determined by the NRC under the ESOP 2018 in accordance with Applicable Laws as may be prevailing at that time.

RESOLVED FURTHER THAT the equity shares allotted pursuant to the exercise of the Options, as the case may be, shall rank pari-passu in all respects with the existing fully paid-up equity shares of the Company.

RESOLVED FURTHER THAT the Company shall conform to the applicable Accounting Policies, Guidelines, SEBI (SBEB & SE) Regulations or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, amalgamation/merger and sale of division or other re-organisation, split or consolidation of shares, change in capital structure of the Company, as applicable from time to time, if any additional Options are granted or equity shares are issued by the Company to the grantees for the purpose of making a fair and reasonable adjustment to the Options granted earlier, shall be in accordance with ESOP 2018.

RESOLVED FURTHER THAT consent be and is hereby accorded to the Board to modify, change, vary, alter, amend, suspend or terminate ESOP 2018 at any time subject to compliance with Applicable Laws and regulations and further subject to consent of the Members by way of a special resolution to the extent required under SEBI (SBEB & SE) Regulations and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient

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to give effect to such modification, change, variation, alteration, amendment, suspension or termination of ESOP 2018 and do all other things incidental and ancillary thereto in conformity with the provisions of the Act, SEBI (SBEB & SE) Regulations, the relevant provisions of the Memorandum and Articles of Association of the Company and any other applicable laws in force.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts and deeds as are required for regulatory and legal compliance including making application to the recognized stock exchanges to seek in-principle and final listing approval for listing and trading of equity shares allotted under ESOP 2018 in terms of the SEBI (SBEB & SE) Regulations and SEBI Listing Regulations and for filing any required forms, applications with the registrar of companies, depositories and execution of all relevant documents as may be required in order to give effect to the above resolutions.

RESOLVED FURTHER THAT any Director of the Company or Company Secretary & Compliance Officer be and are hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to these resolutions, be and is hereby amended and ratified.

RESOLVED FURTHER THAT any Director of the Company or Company Secretary & Compliance Officer be and are hereby severally authorised to certify a copy of this resolution and issue the same to all concerned parties and to make necessary statutory filings with, if any, statutory authorities."

4. Ratification of the extension of the benefits of Management ESOP Scheme 2018 to the employees of subsidiary companies and group companies of Sai Life Sciences Limited.

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

"RESOLVED THAT pursuant to applicable provisions of Section 62(1)(b) of the Companies Act, 2013 ("**Act**"), read with rules made thereunder and other applicable provisions, if any, of the Act, and pursuant to Regulation 12 of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SEBI (SBEB & SE) Regulations**") the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder ("**FEMA Regulations**") and other applicable provisions for the time being in force and as may be modified from time to time, and other laws, rules, regulations, circulars and guidelines of any / various statutory / regulatory authority(ies) that are or may become applicable (collectively referred to herein as the "**Applicable Laws**"), the memorandum of association and articles of association of Sai Life Sciences Limited ("**Company**"), and subject to any other approvals, consents, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall include the Nomination and Remuneration Committee ("**NRC**")), the Management ESOP Scheme 2018 ("**ESOP 2018**") as originally approved by the NRC at its meeting held on 04th July, 2024 and the Board at its meeting held on 04th July, 2024 and approved by the Members by passing the special resolution at the Extra Ordinary General Meeting of the Company held on 04th July, 2024 prior to the Initial Public Offering ("**IPO**") of equity shares of the Company on BSE Limited and National Stock Exchange of India Limited, to the Eligible participants of subsidiary companies in or outside India (as defined in the Act) or of group companies (as defined in the SEBI (SBEB & SE) Regulations) be and is hereby ratified and approved within the meaning of SEBI (SBEB & SE) Regulations, the salient features of which are furnished in the explanatory statement to the Notice.

RESOLVED FURTHER THAT the approval of the members of the Company be and is hereby accorded to the Board to create, grant, offer, issue, re-issue and/or allot in one or more tranches under ESOP 2018, at any time to or for the benefit of the eligible employees of the Company, the total number of 79,45,490 Options, which on exercise would

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not entitle for more than 79,45,490 equity shares (subject to adjustments), at such price and on such terms and conditions as may be fixed or determined by the NRC under the ESOP 2018 in accordance with Applicable Laws as may be prevailing at that time.

RESOLVED FURTHER THAT the equity shares allotted pursuant to the exercise of the Options, as the case may be, shall rank *pari-passu* in all respects with the existing fully paid-up equity shares of the Company.

RESOLVED FURTHER THAT the Company shall conform to the applicable Accounting Policies, Guidelines, SEBI (SBEB & SE) Regulations or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, amalgamation/merger and sale of division or other re-organisation, split or consolidation of shares, change in capital structure of the Company, as applicable from time to time, if any additional Options are granted or equity shares are issued by the Company to the grantees for the purpose of making a fair and reasonable adjustment to the Options granted earlier, shall be in accordance with ESOP 2018.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts and deeds as are required for regulatory and legal compliance including making application to the recognized stock exchanges to seek In-principle and final listing approval for listing and trading of equity shares allotted under the ESOP 2018 in terms of the SEBI (SBEB & SE) Regulations and SEBI Listing Regulations and for filing any required forms, applications with the Registrar of Companies, Depositories and execution of all relevant documents as may be required in order to give effect to the above resolutions.

RESOLVED FURTHER THAT the authority granted to the Board to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to these resolutions and to delegate all or any of the powers herein vested in the Board to any director(s), KMP(s) of the Company as may be required to give effect to these resolutions, be and is hereby approved and ratified.

RESOLVED FURTHER THAT any Director of the Company or Company Secretary & Compliance Officer be and are hereby authorised to certify a copy of this resolution and issue the same to all concerned parties and to make necessary statutory filings with, if any, statutory authorities."

5. APPOINTMENT OF DR. DINESH V PATEL (DIN- 11010657) TO THE OFFICE OF INDEPENDENT DIRECTOR

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 160 and all other applicable provisions contained under the Companies Act, 2013 ("Act"), and in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr. Dinesh V Patel (DIN- 11010657), who was appointed as an Additional Director by the Board of Directors under Section 161(1) of the said Act and in accordance with the Articles of Association of the Company, effective March 24, 2025 and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature to the office of Director of the Company, and as recommended by the Nomination and Remuneration Committee, be and is hereby appointed to the office of Director of the Company.

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RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Act, as amended from time to time, and in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment of Dr. Dinesh V Patel (DIN- 11010657) to the office of Independent Director, who meets the criteria of Independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five (5) years commencing from 24th March 2025 to 23rd March 2030 and shall be paid a sitting fees and commission for attending meetings of the Board or any committees thereof in terms of the appointment letter dated 24th March, 2025 issued to Dr. Dinesh V Patel (DIN- 11010657), and as may be determined by the Board from time to time as recommended by the Nomination and Remuneration Committee, be and is hereby approved.

“RESOLVED FUTHER THAT pursuant to the provisions of Section 197 read with Schedule V of the Companies Act, 2013, the Shareholders hereby approve the commission at the rate of 1% of annual net profits, upto a maximum of Rs. 35,00,000 (Rupees Thirty Five Lakhs) per annum payable in equivalent USD, on a quarterly basis to Dr. Dinesh V Patel (DIN- 11010657), subject to the available profits and sitting fees attending Board Meeting and committee meeting, subject to applicable provisions as may be required to ensure compliance of the Companies Act 2013.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be considered necessary, and delegate to any of the Director(s) or Company Secretary or any other officer(s) of the Company for obtaining approvals, if any, required to give effect to the above resolution.”

6. APPOINTMENT OF MR. SIVARAMAKRISHNAN CHITTOR, (DIN: 01092158) AS WHOLE-TIME DIRECTOR OF THE COMPANY.

*To consider, and if thought fit, to pass with or without modification, the following resolution as **Ordinary Resolution**:*

“RESOLVED THAT pursuant to the provisions of Sections 152, 196, 197, and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Schedule V to the Act, Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the members be and is hereby accorded for the appointment of Mr. Sivaramakrishnan Chittor, (DIN: 01092158), who was appointed by the Board as an Additional Director (Executive category) effective April 28, 2025, , as a Whole-Time Director, to be designated as Whole-Time Director & Chief Financial Officer of the Company, liable to retire by rotation, for a period of 5 years with effect from the date of approval of the members, on the terms and conditions including remuneration as set out in the explanatory statement annexed to this notice.”

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorized to alter or vary the terms and conditions of the said appointment and/or remuneration, subject to applicable provisions of the Act and rules thereunder, and to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

**By the Order of the Board
For Sai Life Sciences Limited**

Sai Life Sciences Limited (CIN: U24110TG1999PLC030970)

Corporate office

L4-01 & 02, SLN Terminus, Survey
#133, Gachibowli Miyapur Road,
Gachibowli, Hyderabad – 500032,
Telangana, India.

Registered office

Plot No. DS-7, IKP Knowledge Park, Turkapally (V),
Shameerpet Mandal, Medchal-Malkajgiri
(Dist), Hyderabad -500078, Telangana, India.

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Sd/-

Runa Karan
Company Secretary and Compliance Officer
M. No.: A13721

Date: 15 May 2025
Place: Hyderabad, Telangana, India

Registered Office: Plot No. DS-7, IKP Knowledge Park, Turkapally (V), Shameerpet Mandal, Medchal Malkajgiri (Dist), Hyderabad -500078, Telangana, India.

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NOTES:

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 ("the Act") read with the applicable Rules made thereunder setting out the material facts is annexed hereto and forms part of this Postal Ballot Notice ("Notice").
2. In compliance with MCA Circulars, this Notice is being sent only through electronic mode to all the Members, whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on, May 9, 2025 ("cut-off date") and is being sent to all those Members whose e-mail address is registered with the Company or the Depository Participant(s).
3. All the Members of the Company as on the cut-off date (including those Members who may not have received this Notice due to non-registration of the email address with the Company /Depositories), shall be entitled to vote in relation to the resolutions specified in this Postal Ballot Notice.
4. A copy of this Postal Ballot Notice shall also be available on the Company's website at www.sailife.com, on the websites of the Stock Exchanges i.e. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") at www.bseindia.com and www.nseindia.com respectively, and on the website of the RTA at www.kfintech.com.
5. The voting rights of Members shall be in proportion to their shares in the total paid-up equity share capital of the Company, as on the cut-off date.
6. Resolutions, if approved, by the Members through Postal Ballot shall be deemed to have been passed on the last date of remote e-voting i.e. June 16, 2025.
7. All the documents referred to in this Postal Ballot Notice and Explanatory Statement shall be available for inspection through electronic mode and shareholders may write to Company Secretary & Compliance Officer at investors@sailife.com to access the same.
8. A member cannot exercise his/her vote through proxy on postal ballot. However, corporate and institutional members shall be entitled to vote through their authorized representatives. Corporate and institutional members are requested to provide a proof of authorization (board resolution /authority letter /power attorney, etc.) in favour of their authorised representatives to the scrutinizer through email ram.devata@gmail.com.
9. If the resolutions are approved by the members through Postal Ballot via remote e-Voting, they shall be deemed to have been passed as if the same have been passed at a General Meeting of the members convened in this regard.

10. Voting through Electronic Means

- I. In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09 December, 2020 in relation to e-voting facility provided by Listed Entities, the Company has provided the facility of remote e- voting to all Members, to enable them to cast their votes electronically. The Company has engaged the services of the RTA to provide remote e-voting facility to its Members.

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- II. The remote e-voting period commences on Sunday May 18, 2025, from 9:00 a.m (IST) and ends on Monday June 16, 2025 at 5:00 p.m (IST). The remote e-voting module shall be disabled by RTA for voting thereafter. Once the vote on a resolution is cast by a Member, the same will not be allowed to change subsequently.

VOTING INSTRUCTIONS:

- III. **The voting rights of the shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the Cut-off Date.**
- IV. Any person holding shares in physical form and non-individual shareholders holding shares as of the Cut-off Date, may obtain the login ID and password by sending a request at evoting@kfintech.com. In case they are already registered with KFin for remote e-voting, they can use their existing User ID and password for e-voting.
- V. In terms of SEBI e-voting Circular, e-voting process has been enabled for all 'individual demat account holders', by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participant(s) ("DP"). The detailed procedure for remote e-voting is given below.
- VI. Individual members having demat account(s) would be able to cast their vote without having to register again with the e-voting service provider ("ESP"), i.e. KFin, thereby not only facilitating seamless authentication but also ease and convenience of participating in the e-voting process. Members are advised to update their mobile number and email ID with their DPs to access the e-voting facility.
- VII. **The procedure for remote e-voting is as under:**
- I) **Method of login / access to Depositories (NSDL / CDSL) e-voting system in case of individual members holding shares in demat mode**

Type of member	Login Method
Individual members holding securities in demat mode with NSDL	<p>A. Instructions for existing Internet-based Demat Account Statement ("IDeAS") facility Users:</p> <ol style="list-style-type: none"> Visit the e-services website of NSDL https://eservices.nsdl.com. On the e-services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new page will open, Enter the existing user id and password for accessing IDeAS. After successful authentication, members will be able to see e-voting services under 'Value Added Services'. Please click on "Access to e-voting" under e-voting services, after which the e-voting page will be displayed. Click on company name, i.e. 'Sai Life Sciences Limited', or e-voting service provider, i.e. KFin. Members will be re-directed to KFin's website for casting their vote during the remote e-voting period and voting during the Meeting. <p>B. Instructions for those Members who are not registered under IDeAS:</p> <ol style="list-style-type: none"> Visit https://eservices.nsdl.com for registering. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.

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Type of member	Login Method
	<p>iii. Visit the e-voting website of NSDL https://www.evoting.nsdl.com/.</p> <p>iv. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open.</p> <p>v. Members will have to enter their User ID (i.e. the sixteen digits demat account number held with NSDL), password / OTP and a Verification Code as shown on the screen.</p> <p>vi. After successful authentication, members will be redirected to NSDL Depository site wherein they can see e-voting page.</p> <p>vii. Click on company name, i.e. Sai Life Sciences Limited, or e-voting service provider name, i.e. KFin, after which the member will be redirected to e-voting service provider website for casting their vote during the remote e-voting period and voting during the Meeting.</p> <p>C. NSDL Mobile APP</p> <p>i) Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div> </div>
<p><u>Individual members holding securities in demat mode with CDSL</u></p>	<p>A. Instructions for existing users who have opted for Electronic Access to Securities Information (“Easi / Easiest”) facility:</p> <p>i. Visit https://web.cdslindia.com/myeasitoken/home/login or www.cdslindia.com</p> <p>ii. Click on New System MyEasi.</p> <p>iii. Login to MyEasi option under quick login.</p> <p>iv. Enter the registered user ID and password for accessing Easi / Easiest.</p> <p>v. Members will be able to view the e-voting Menu.</p> <p>vi. The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast vote without any further authentication.</p> <p>B. Instructions for users who have not registered for Easi / Easiest</p> <p>i. Visit https://web.cdslindia.com/myeasitoken/home/login for registering.</p> <p>ii. Proceed to complete registration using the DP ID, Client ID (BO ID), etc.</p> <p>iii. After successful registration, please follow the steps given in point no.A above to cast vote.</p> <p>C. Alternatively, instructions for directly accessing the e-voting website of CDSL</p> <p>i. Visit www.cdslindia.com</p> <p>ii. Provide demat Account Number and PAN</p> <p>iii. System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account.</p> <p>iv. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz., ‘Sai Life Sciences Limited’ or select KFin.</p>

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Type of member	Login Method
	v. Members will be re-directed to the e-voting page of KFin to cast vote without any further authentication.
Individual members login through their demat accounts / Website of Depository Participant(s)	A. Instructions for login through Demat Account / website of Depository Participant <ol style="list-style-type: none"> Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility. Once logged-in, members will be able to view e-voting option. Upon clicking on e-voting option, members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature. Click on options available against Sai Life Sciences Limited or KFin. Members will be redirected to e-voting website of KFin for casting their vote during the remote e-voting period without any further authentication.
Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.	
Helpdesk for Individual members holding securities in demat mode for any technical issues related to login through NSDL / CDSL:	
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-48867000 and 022-24997000
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

II) [Method of login / access to KFin e-voting system in case of individual members holding shares in physical mode and non-individual members in demat mode](#)

Type of member	Login Method
Members whose email IDs are registered with the Company / Depository Participant(s)	A. Instructions for Members whose email IDs are registered with the Company / Depository Participant(s) <p>Members whose email IDs are registered with the Company / Depository Participant(s) will receive an email from KFin which will include details of E-voting Event Number (EVEN), USER ID and password. They will have to follow the following process:</p> <ol style="list-style-type: none"> Launch internet browser by typing the URL: https://evoting.kfintech.com/ Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number), followed by folio number. In case of Demat account, User ID will be DP ID and Client ID. However, if a member is registered with KFin for e-voting, they can use their existing User ID and password for casting the vote. After entering these details appropriately, click on "LOGIN". Members will now reach password change Menu wherein they are required to mandatorily change the password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt the member to change their password and update their contact details viz. mobile number, email ID etc. on first login. Members may also enter a secret question and answer of their choice to retrieve their password in case they forget it. It is strongly recommended that members do not share their password with any other person and that they take utmost care to keep their password confidential.

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Type of member	Login Method
	<ul style="list-style-type: none"> v. Members would need to login again with the new credentials. vi. On successful login, the system will prompt the member to select the “EVEN”, i.e. ‘Sai Life Sciences Limited’ and click on “Submit”. vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, a member may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed the total shareholding as mentioned herein above. A member may also choose the option ABSTAIN. If a member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head. viii. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account. ix. Voting has to be done for each item of the Notice separately. In case members do not desire to cast their vote on any specific item, it will be treated as abstained. x. Members may then cast their vote by selecting an appropriate option and click on “Submit”. xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once members have voted on the resolution(s), they will not be allowed to modify their vote. During the voting period, members can login any number of times till they have voted on the Resolution(s). xii. Corporate/ Institutional members (corporate / FIs / FIIs / trust / mutual funds / banks, etc.) are required to send scanned copy (pdf format) of the relevant board resolution to the Scrutinizer through e-mail to ram.devata@gmail.com with a copy to evoting@kfintech.com. The file scanned image / pdf file of the board resolution should be in the naming format “Sai Life Sciences Limited”.
Members whose email IDs are not registered with the Company / Depository Participants(s)	<p>B. Instructions for Members whose email IDs are not registered with the Company / Depository Participant(s), and consequently the Notice of Meeting and e-voting instructions cannot be serviced</p> <ul style="list-style-type: none"> i. Members, who have not registered their email address may send an email request at the email id einward.ris@kfintech.com along with scanned copy of the request letter, duly signed, providing their email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Notice and e-voting instructions. ii. After receiving the e-voting instructions, please follow all the above steps to cast vote by electronic means. iii. It is clarified that for permanent registration of the email address, <ul style="list-style-type: none"> • Shareholders holding shares in physical mode are hereby notified that based on SEBI Circular No.SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, all holders of physical securities in listed companies shall register the postal address along with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register their email IDs. Shareholders can register/update the contact details through submitting the requisite Form ISR-1 along with the supporting documents. Form ISR-1 can be obtained by clicking on the link https://ris.kfintech.com/. Form ISR-1 and the supporting documents can be provided by any one of the following modes:

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Type of member	Login Method
	<p>a) Through 'In Person Verification' (IPV), the authorised person of KFin shall verify the original documents furnished by the shareholder and retain copy(ies) with IPV stamping with date and initials;</p> <p>b) Through hard copies which are self-attested, which can be shared on the address of KFin;</p> <p>c) Through electronic mode with e-sign by following the link https://ris.kfintech.com/clientservices/isc/default.aspx. Detailed FAQs are available on KFin's weblink https://ris.kfintech.com/faq.html.</p> <ul style="list-style-type: none"> Shareholders holding shares in electronic mode may reach out to the respective Depository Participant(s), where the Demat account is being held for updating the email IDs and mobile number.

III) Method for obtaining User ID and password for shareholders who have forgotten the User ID and password

Members who have forgotten the User ID and password or any person who acquires shares of the Company and becomes a member after despatch of the Notice and holding shares as on Cut-off date	<p>Members who have forgotten the User ID and password or any person who acquires shares of the Company and becomes a member after despatch of the Notice and holding shares as on Cut-off date, may obtain / retrieve the same in the manner mentioned below:</p> <p>i) If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD<space>E-voting Event Number (EVEN) + Folio No. or DP ID Client ID to +91 9212993399 Example for NSDL: MYEPWD<SPACE> IN12345612345678 Example for CDSL: MYEPWD<SPACE> 1402345612345678 Example for Physical: MYEPWD<SPACE> XXXX1234567890</p> <p>ii) If email ID of the member is registered against Folio No. / DP ID Client ID, then on the home page of https://evoting.kfintech.com, the member may click 'Forgot password' and enter Folio No. or DP ID Client ID and PAN to generate a password.</p> <p>iii) Members may send an email request to evoting@kfintech.com. If the member is already registered with the KFin e-voting platform, then such member can use his / her existing User ID and password for casting the vote through remote e-voting.</p> <p>iv) Members may call KFin toll free number 1-800-309-4001 for any clarifications / assistance that may be required.</p>
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In case of any queries, the shareholders may refer the Frequently Asked Questions (FAQs) and e-voting User Manual available at the download section of <https://evoting.kfintech.com>. In case of any queries / concern / grievances, the shareholders may contact Mr. Ganesh Chandra Patro, Depy. Vice President, KFin, Selenium, Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Rangareddi-500032, Telangana India, at email: inward.ris@kfintech.com; 1-800-309-4001 (toll free).

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item Nos. 1, 2, 3 & 4:

Sai Life Sciences Limited (“**Company**”) values employees who are committed to building a successful organization and in order to incentivize, induce, reward and motivate the employees to contribute effectively towards the future growth and profitability of the Company, the Nomination and Remuneration Committee (“**NRC**”) and the Board of Directors (“**Board**”) of the Company in their meeting(s) held on 04th July, 2024, have recommended/ approved, amended ESOP Scheme 2008 and Management ESOP Scheme 2018 (collectively referred to as “**ESOP Schemes**”) in terms of the Companies Act, 2013 (“**Act**”) and provisions of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“**SEBI (SBEB & SE) Regulations**”). The same have been approved by the members by passing the special resolution at the extra-ordinary General Meeting held on 04th July, 2024. The amended ESOP Schemes came into effect from 04th July, 2024 and shall continue to be in force until its termination. The ESOP Schemes shall be administered by the NRC constituted by the Company.

The Board of Directors vide resolution dated 13 May 2025, subject to the approval of the members, has approved the proposal for ratification of the ESOP Schemes.

In terms of Regulation 12(1) of SEBI (SBEB & SE) Regulations, no company is permitted to make any fresh grants which involves allotment or transfer of shares to its employees under an employee stock option plan formulated prior to listing of its shares unless such plan is in conformity with the SEBI (SBEB & SE) Regulations and is ratified by its members after the listing of the shares of the Company. Approval of the members is being sought for ratification of the ESOP Schemes and the issue of employee stock options (“**Options**”) to the eligible participants as may be determined by the NRC in accordance with the ESOP Schemes.

The Company has completed its Initial Public Offer (“**IPO**”) of its equity shares and the shares were listed on the BSE Limited and the National Stock Exchange of India Limited with effect from 18 December 2024. Therefore, ESOP Schemes are required to be ratified by the members of the Company in terms of Regulation 12(1) of the SEBI (SBEB & SE) Regulations, prior to making any fresh grants thereunder. Accordingly, the same is referred to the members for ratification in terms Regulation 12(1) and other applicable provisions of the SEBI (SBEB & SE) Regulations. ESOP Schemes are in conformity with SEBI (SBEB & SE) Regulations and the Company has not granted any fresh grant of options to employees after the IPO.

The resolutions contained at Items Nos. 1,2,3 and 4 seeks to obtain the members’ approval to authorize the NRC to create, issue, offer and allot shares, from time to time, to the employees of the Company and its group companies (including holding company, subsidiary company and associate company) under ESOP Schemes and undertake such action as may be necessary for the administration of the Options.

The salient features and other details of the ESOP Schemes, as required under Regulation 12(1) of the SEBI (SBEB & SE) Regulations are as under:

Sr. No.	Particulars	ESOP 2008	ESOP 2018
a)	Brief description	The objective of the ESOP 2008 is to provide an incentive to attract, retain and reward employees performing Services for the Company and by motivating such employees to	The objective of the ESOP 2018 is to provide an incentive to attract, retain and reward employees performing Services for the Company and by motivating such employees to contribute to the

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Telangana, India.

Registered office

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		contribute to the growth and profitability of the Company.	growth and profitability of the Company.
b)	Total number of Options to be offered and granted	The total number of Options granted (pre and post listing) shall not exceed 60,99,820 Options in aggregate.	The total number of Options granted (pre and post listing) shall not exceed 79,45,490 Options in aggregate.
c)	Identification of classes of employees entitled to participate and be beneficiaries	<p><u>Prior to Listing</u></p> <p>(i) a permanent employee of the Company who has been working in India or out of India; or</p> <p>(ii) a Director of the Company, whether a whole-time Director or not but excluding an Independent Director; or</p> <p>(iii) an employee as defined in (i) and (ii) above of a Subsidiary, in India or outside India, or of a Holding Company of the Company;</p> <p>but does not include:</p> <p>(A) an employee, who is a Promoter or a person belonging to the Promoter Group; or</p> <p>(B) a Director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% (ten percent) of the outstanding Shares of the Company.</p> <p><u>Post Listing</u></p> <p>(i) an employee as designated by the Company, who is exclusively working in India or outside India; or</p> <p>(ii) a Director of the Company, whether a whole-time Director or not, including a non-executive Director who is not a Promoter or member of the Promoter group, but excluding an Independent Director; or</p> <p>(iii) an employee as defined in sub-clauses (i) or (ii) above, of a Group company including Subsidiary Company or its [Associate</p>	<p><u>Prior to Listing</u></p> <p>(i) a permanent employee of the Company who has been working in India or out of India; or</p> <p>(ii) a Director of the Company, whether a whole-time Director or not but excluding an Independent Director; or</p> <p>(iii) an employee as defined in (i) and (ii) above of a Subsidiary, in India or outside India, or of a Holding Company of the Company;</p> <p>but does not include:</p> <p>(A) an employee, who is a Promoter or a person belonging to the Promoter Group; or</p> <p>(B) a Director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% (ten percent) of the outstanding Shares of the Company.</p> <p><u>Post Listing</u></p> <p>(i) an employee as designated by the Company, who is exclusively working in India or outside India; or</p> <p>(ii) a Director of the Company, whether a whole-time Director or not, including a non-executive Director who is not a Promoter or member of</p>

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		<p>Company, in India or outside India, or of a Holding Company of the Company]</p> <p>but does not include:</p> <p>(A) an employee who is a Promoter or belongs to the Promoter Group; or</p> <p>(B) a Director who, either by himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% (ten per cent) of the outstanding Shares of the Company.</p>	<p>the Promoter group, but excluding an Independent Director; or</p> <p>(iii) an employee as defined in sub-clauses (i) or (ii) above, of a Group company including Subsidiary Company or its [Associate Company, in India or outside India, or of a Holding Company of the Company]</p> <p>but does not include:</p> <p>(A) an employee who is a Promoter or belongs to the Promoter Group; or</p> <p>(B) a Director who, either by himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% (ten per cent) of the outstanding Shares of the Company.</p>
d)	The appraisal process for determining the eligibility of employees	<p>The Administrator i.e., NRC will determine from time to time, the criteria and the entitlement for offering the Options.</p> <p>Based on the eligibility criteria and recommendation of the Managing Director & CEO, the Administrator will grant Options to the employees.</p>	<p>The Administrator i.e., NRC will determine from time to time, the criteria and the entitlement for offering the Options.</p> <p>Based on the eligibility criteria and recommendation of the Managing Director & CEO, the Administrator will grant Options to the employees.</p>
e)	Requirements of vesting and period of vesting	<p>The Options granted will be subject to multiple Vesting conditions. The Company has the right to grant Options under any Vesting condition as detailed below:</p> <p>1. <u>Time Vested Options</u></p> <ul style="list-style-type: none"> Vest equally over five years, at the end of every work year. The first vesting occurs on the first work anniversary, after one year from the grant date. 	<p>The Options granted will be subject to multiple Vesting conditions. The Company has the right to grant Options under any Vesting condition as detailed below:</p> <p>1. <u>Time Vested Options</u></p> <ul style="list-style-type: none"> Vest equally over five years, at the end of every work year.

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		<ul style="list-style-type: none"> For grants post IPO, the vesting schedule and conditions are set by the Administrator in the Notice of Grant Letter. The Exercise Price is determined for each grant and communicated in the Notice of Stock Option Grant. <p>2. <u>Performance Vested Options</u></p> <ul style="list-style-type: none"> Vest after one year from the grant date. Vest either equally over five years based on performance or upon other conditions communicated by the Administrator, whichever is earlier. For grants post IPO, the vesting schedule and conditions are set by the Administrator in the Notice of Grant Letter. Performance Options for a year lapse if performance objectives are not met. The Exercise Price is determined for each grant and communicated in the Notice of Stock Option Grant. <p>3. <u>Additional Performance Options</u></p> <ul style="list-style-type: none"> Vest upon meeting conditions communicated by the Administrator after one year from the grant date. The Exercise Price is determined for each grant and communicated in the Notice of Stock Option Grant. <p>Lapsed Performance Options, If re-granted, they vest after one year from the grant date upon meeting conditions communicated by the Administrator.</p> <p>Options vest only if the employee is in active service on the vesting date.</p>	<ul style="list-style-type: none"> The first vesting occurs on the first work anniversary, after one year from the grant date. For grants post IPO, the vesting schedule and conditions are set by the Administrator in the Notice of Grant Letter. The Exercise Price is determined for each grant and communicated in the Notice of Stock Option Grant. <p>2. <u>Performance Vested Options</u></p> <ul style="list-style-type: none"> Vest after one year from the grant date. Vest either equally over five years based on performance or upon other conditions communicated by the Administrator, whichever is earlier. For grants post IPO, the vesting schedule and conditions are set by the Administrator in the Notice of Grant Letter. Performance Options for a year lapse if performance objectives are not met. The Exercise Price is determined for each grant and communicated in the Notice of Stock Option Grant. <p>3. <u>Additional Performance Options</u></p> <ul style="list-style-type: none"> Vest upon meeting conditions communicated by the Administrator after one year from the grant date. The Exercise Price is determined for each grant
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		Time Vested Options due to vest will lapse if the employee is not in active service or leaves the company before the vesting date, and if vesting conditions are not satisfied.	<p>and communicated in the Notice of Stock Option Grant.</p> <p>Lapsed Performance Options, If re-granted, they vest after one year from the grant date upon meeting conditions communicated by the Administrator.</p> <p>Options vest only if the employee is in active service on the vesting date. Time Vested Options due to vest will lapse if the employee is not in active service or leaves the company before the vesting date, and if vesting conditions are not satisfied.</p> <p>For Grants made until June 18, 2023, all Unvested Time Options and Performance Options, excluding Lapsed Performance Options, subject to completion of one year from the date of the grant, will vest immediately on a change of Control event and/or the Investor selling all Shares before five years.</p>
f)	Maximum period within which the Options shall be vested	Subject to clause (e) above, the maximum vesting period of any Option granted shall not be greater than five years.	Subject to clause (e) above, the maximum vesting period of any Option granted shall not be greater than five years.
g)	The exercise price or the pricing formula for arriving at the same	The exercise price of the Options shall be as determined by the NRC in accordance with applicable law and accounting policies.	The exercise price of the Options shall be as determined by the NRC in accordance with applicable law and accounting policies.
h)	The exercise period and process of exercise	<p>1. <u>Exercise Period and Eligibility</u></p> <ul style="list-style-type: none"> Options can be exercised from the date of vesting during the employee's term of service with the company. The exercise period for options granted post IPO is within 5 years from the date of vesting. 	<p>1. <u>Exercise Period and Eligibility</u></p> <ul style="list-style-type: none"> Options can be exercised from the date of vesting during the employee's term of service with the company. The exercise period for options granted post IPO is

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		<ul style="list-style-type: none"> The employee or their nominee may exercise all vested Options at once or at various times within the exercise period. <p>2. <u>Exercise Upon Death</u></p> <ul style="list-style-type: none"> If an option grantee dies while in service, all granted Options immediately vest in the grantee's nominee/legal heir. The vested options may be exercised by the nominee/legal heir immediately but no later than 6 months from the date of the grantee's death. <p>3. <u>Exercise Upon Permanent Incapacity</u></p> <ul style="list-style-type: none"> If an employee separates from the company due to permanent incapacity, all granted Options immediately vest. The grantee may exercise their vested options immediately but no later than 6 months from the date of separation due to permanent incapacity. <p>4. <u>Exercise Upon Retirement</u></p> <ul style="list-style-type: none"> Until listing, Options that have not yet vested will be forfeited on the retirement date unless the Administrator decides otherwise. This decision is final. Any vested options must be exercised within six months of retirement. Post listing, unvested options will continue to vest according to the original schedule. These options must be exercised within six months of their vesting date. <p>5. <u>Exercise Upon Resignation</u></p>	<p>within 5 years from the date of vesting.</p> <ul style="list-style-type: none"> The employee or their nominee may exercise all vested Options at once or at various times within the exercise period. <p>2. <u>Exercise Upon Death</u></p> <ul style="list-style-type: none"> If an option grantee dies while in service, all granted Options immediately vest in the grantee's nominee/legal heir. The vested options may be exercised by the nominee/legal heir immediately but no later than 6 months from the date of the grantee's death. <p>3. <u>Exercise Upon Permanent Incapacity</u></p> <ul style="list-style-type: none"> If an employee separates from the company due to permanent incapacity, all granted Options immediately vest. The grantee may exercise their vested options immediately but no later than 6 months from the date of separation due to permanent incapacity. <p>4. <u>Exercise Upon Retirement</u></p> <ul style="list-style-type: none"> Until listing, Options that have not yet vested will be forfeited on the retirement date unless the Administrator decides otherwise. This decision is final. Any vested options must be exercised within six months of retirement.
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		<ul style="list-style-type: none"> • Upon resignation prior to retirement, all unvested options expire and terminate on the date of resignation. • Vested options as of the resignation date can be exercised within a period decided by the Administrator. <p>If vested options are not exercised within the specified time, they will be forfeited.</p> <p>If an employee abandons service without the company's consent, all granted Options, including vested options not exercised at the time of abandonment, are cancelled.</p> <p>If an employee's service is terminated for misconduct or breach of policies/terms of service, all granted Options, including vested options not exercised at the time of termination, are cancelled.</p> <p>The Administrator may determine if vested options can be settled in cash upon exercise. If cash settlement is chosen, the Administrator will inform the option holders, and the consideration payable to an option holder will be based on the value determined by the Administrator.</p>	<ul style="list-style-type: none"> • Post listing, unvested options will continue to vest according to the original schedule. These options must be exercised within six months of their vesting date. <p>5. <u>Exercise Upon Resignation</u></p> <ul style="list-style-type: none"> • Upon resignation prior to retirement, all unvested options expire and terminate on the date of resignation. • Vested options as of the resignation date can be exercised within a period decided by the Administrator. <p>If vested options are not exercised within the specified time, they will be forfeited.</p> <p>If an employee abandons service without the company's consent, all granted Options, including vested options not exercised at the time of abandonment, are cancelled.</p> <p>If an employee's service is terminated for misconduct or breach of policies/terms of service, all granted Options, including vested options not exercised at the time of termination, are cancelled.</p> <p>The Administrator may determine if vested options can be settled in cash upon exercise. If cash settlement is chosen, the Administrator will inform the option holders, and the consideration payable to an option holder will be based on the value determined by the Administrator.</p>
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			<p>For the Grants made until 18 June, 2023, in the event of change of management</p> <p>Control/management, all the Unvested Options shall vest on the date the change of Control takes place, if the Option Grantee has completed a minimum of 1 (one) year of Service with the Company from the date of Grant of such Employee Stock Options and the Employee shall have the right to Exercise them immediately on such Vesting.</p>
i)	Maximum quantum of benefits to be provided per employee	<p>The maximum quantum of benefits that may be provided under the ESOP 2008 shall not exceed 60,99,820 number of equity shares in aggregate (subject to adjustments as may be required due to any corporate action or change in capital structure of the Company).</p> <p>If the number of Options that may be offered to any specific Employee, during any 1 (one) year, equal to or exceeding 1% (one percent) or more of the issued capital (excluding warrants & conversion) of the Company at the time of grant of Options, then the Company shall obtain prior approval from Shareholders of the Company in accordance with Applicable Laws.</p>	<p>The maximum quantum of benefits that may be provided under the ESOP 2018 shall not exceed 79,45,490 number of equity shares in aggregate (subject to adjustments as may be required due to any corporate action or change in capital structure of the Company).</p> <p>If the number of Options that may be offered to any specific Employee, during any 1 (one) year, equal to or exceeding 1% (one percent) or more of the issued capital (excluding warrants & conversion) of the Company at the time of grant of Options, then the Company shall obtain prior approval from Shareholders of the Company in accordance with Applicable Laws.</p>
j)	Whether ESOP Schemes are to be implemented and administered directly by the company or through a trust	ESOP 2008 is to be implemented and administered directly by the NRC and not through a trust structure.	ESOP 2018 is to be implemented and administered directly by the NRC and not through a trust structure.
k)	Whether the ESOP Schemes involve new issue of shares by the company or secondary acquisition by the trust or both	Since the Options shall be granted directly to the employees (without trust route), this route would involve new/ fresh issue of shares by the Company.	Since the Options shall be granted directly to the employees (without trust route), this route would involve new/ fresh issue of shares by the Company.

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l)	The amount of loan to be provided for implementation of the ESOP Schemes by the Company to the trust, its tenure, utilization, repayment terms, etc	Not applicable	Not applicable
m)	Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the ESOP Schemes	Not applicable	Not applicable
n)	Period of lock-in	The shares issued pursuant to exercise of Options shall not be subject to any lock-in period.	The shares issued pursuant to exercise of Options shall not be subject to any lock-in period.
o)	Maximum number of Options to be granted per employee and in aggregate	Maximum number of Options to be granted per employee and in aggregate shall be as determined by the Administrator, subject to the maximum ceiling and other requirements under ESOP 2008	Maximum number of Options to be granted per employee and in aggregate shall be as determined by the Administrator, subject to the maximum ceiling and other requirements under ESOP 2018
p)	The method which the Company shall use to value its Options	The Company shall use Fair Value Method for valuation of Options as prescribed under the applicable Accounting Standards and Law, from time to time.	The Company shall use Fair Value Method for valuation of Options as prescribed under the applicable Accounting Standards and Law, from time to time.
q)	The following statement, if applicable: <i>In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost</i>	Not applicable	Not applicable

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	<i>that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report'.</i>		
r)	Terms & conditions for buyback, if any, of specified securities covered under SEBI (SBEB & SE) Regulations	The Administrator shall be entitled to formulate, the procedure for buy-back of specified securities (as defined under the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018) issued under the SEBI (SBEB & SE) Regulations, if to be undertaken at any time by the Company, and the applicable terms and conditions, including: (i) permissible sources of financing for buy-back; (ii) any minimum financial thresholds to be maintained by the Company as per its last financial statements; and (iii) limits upon quantum of specified securities that the Company may buy-back in a financial year.	The Administrator shall be entitled to formulate, the procedure for buy-back of specified securities (as defined under the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018) issued under the SEBI (SBEB & SE) Regulations, if to be undertaken at any time by the Company, and the applicable terms and conditions, including: (i) permissible sources of financing for buy-back; (ii) any minimum financial thresholds to be maintained by the Company as per its last financial statements; and (iii) limits upon quantum of specified securities that the Company may buy-back in a financial year.
s)	The conditions under which Option vested in employees may lapse	Kindly refer to the clause (h) above	Kindly refer to the clause (h) above
t)	The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of	Kindly refer to the clause (h) above	Kindly refer to the clause (h) above

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	employment or resignation of employee		
u)	A statement to the effect that the Company shall conform to the applicable accounting standards	The Company shall follow the laws/regulations applicable to accounting related to Options, including but not limited to the IND AS/Guidance Note on Accounting for Employee Share-based Payments (Guidance Note) and/ or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India (ICAI) from time to time, including any 'Guidance Note on Accounting for employee share-based payments' issued in that regard from time to time and comply with the disclosure requirements prescribed therein, in compliance with relevant provisions of SEBI (SBEB & SE) Regulations.	The Company shall follow the laws/regulations applicable to accounting related to Options, including but not limited to the IND AS/Guidance Note on Accounting for Employee Share-based Payments (Guidance Note) and/ or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India (ICAI) from time to time, including any 'Guidance Note on Accounting for employee share-based payments' issued in that regard from time to time and comply with the disclosure requirements prescribed therein, in compliance with relevant provisions of SEBI (SBEB & SE) Regulations.

Accordingly, the resolutions set as Item Nos. 1, 2, 3 and 4 are being placed for the approval of members.

Pursuant to Section 102 of the Act, the Board do hereby confirm that none of the directors and key managerial personnel (as defined under the Act) and their immediate relatives is concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company or to the extent of Options that have been or are to be granted to them, in accordance with the applicable law.

The Board hereby recommends the passing of the proposed resolution stated in Items Nos. 1, 2, 3 and 4 of the postal ballot notice for approval of members as a special resolution.

Item No. 5:

Pursuant to the provisions of Section 149, 161(1) of the Act read with the Articles of Association of the Company, the Nomination and Remuneration Committee (NRC) of the Company at its meeting held on March 24, 2025 recommended and the Board of Directors at their meeting held on March 24, 2025, approved the appointment of Dr. Dinesh V Patel (DIN- 11010657) as an Additional Director (Independent category) of the Company who shall hold the office of Independent Director of the Company for a period of five (5) consecutive years with effect from March 24, 2025 to March 23, 2030 which is subject to the approval of members of the Company.

Pursuant to the provisions of Section 160 of the Companies Act, 2013 ("the Act") read with Rules thereunder, any proposal to appoint a Director needs to be approved by the members in their General Meeting. Pursuant to Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, approval of shareholders for appointment of a person on the Board of Directors is required to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Further, in terms of Regulation 25(2A) of

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the SEBI Listing Regulations, the appointment, reappointment or removal of an Independent Director shall be subject to the approval of shareholders by way of a special resolution. Accordingly, the appointment Dr. Dinesh V Patel (DIN- 11010657) requires the approval of the members by way of a special resolution.

The Company has received a Notice from a Member in writing under Section 160(1) of the Act proposing his candidature for the office of Director. The Company has also received from Mr. Dinesh V Patel (DIN- 11010657) (i) consent in writing to act as Director in Form DIR-2; (ii) intimation in Form DIR-8 to the effect that he is not disqualified to act as Director under Section 164(2) of the Act; and (iii) a declaration to the effect that he meets the criteria of Independence;

Hence, in view of the aforementioned provisions, the Company is seeking the approval of its members for appointment of Dr. Dinesh V Patel (DIN- 11010657), as a Non-Executive Independent Director on the Board of the Company, who shall not be liable to retire by rotation. A copy of the letter of appointment, setting out the terms and conditions of appointment of Mr. Dinesh V Patel (DIN- 11010657), and all other documents referred to in the accompanying Notice and this Statement are available for inspection by the members, at the Company's registered office during business hours on all working days from the date of dispatch of this Notice.

Except Dr. Dinesh V Patel (DIN- 11010657), being an appointee, and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out in the Notice. This Explanatory Statement may also be regarded as a disclosure under Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. Your Board of Directors recommend the Special Resolution for your consideration and approval.

Item No. 6:

Mr. Sivaramakrishnan Chittor (DIN- 01092158) has been serving as **Senior Vice President & Head of Finance** from 21st January 2009 and was designated as **Chief Financial Officer (CFO)** on 14th May 2014 under the Companies Act, 2013 till 2nd May, 2019. He was again designated as a CFO w.e.f. 01st July 2021 and acting as such till date, overseeing the financial strategy, controls, and compliance of the Company.

In view of his continued contribution and involvement in strategic decision-making, the Board of Directors, upon the recommendation of the Nomination and Remuneration Committee, appointed Mr. Sivaramakrishnan Chittor (DIN- 01092158) as an **Additional Director (Executive category)** effective **April 28, 2025**, pursuant to Section 161(1) of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Pursuant to the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, approval of the members of the Company is required to be taken for appointment of a person on the board of directors within a time period of three months of such appointment. Accordingly, the Board has proposed to appoint and designate him as a **Whole-Time Director** of the Company for a period of 5 years commencing from the date of approval of members. He will continue to serve as the CFO of the Company in addition to his Directorship.

The Board considers that his continued association would be beneficial to the Company and recommends the resolution for approval of the members.

Brief terms of her appointment are as follows:

- **Designation:** Whole Time Director & Chief Financial Officer
- **Effective date of appointment:** w.e.f. the date of Shareholders' Approval through this postal ballot
- **Tenure:** 5 years from the effective date of appointment above

Sai Life Sciences Limited (CIN: U24110TG1999PLC030970)

Corporate office

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Telangana, India.

Registered office

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- **Remuneration:** Mr. Sivaramakrishnan Chittor will be entitled to the remuneration in the capacity of the CFO without any change. No additional remuneration is proposed to be paid in the capacity of the Whole-Time Director. The terms of his remuneration is detailed below:

a) Salary: Salary shall not be less than INR 17,11,930 (Indian Rupees Seventeen Lakhs Eleven Thousand Nine Hundred and Thirty only) per month. The salary may progressively go up subject to his performance and industry trends including any annual increments and subject to the confirmation of the board of directors based on the recommendations of the Nomination & Remuneration Committee.

b) Perquisites & other benefits: In addition to the a) above, Mr. Sivaramakrishnan Chittor shall be entitled to all perquisites, allowances, and reimbursement of expenses, as per the Human Resources Policy of the Company.

c) Overall Remuneration: The total remuneration (i.e., salary, perquisites, commission and allowances) in any one financial year shall be subject to the provisions of Sections 196, 197 and other applicable provisions of the Act read with Schedule V to the Act and/or any statutory modification(s) and re-enactment thereof. In case of any doubt / discrepancy / clarification that may arise with respect to payment of remuneration the same shall be determined and decided by the board of directors on the recommendation of Nomination & Remuneration committee. Further, within the overall remuneration, the individual components may be changed as desired by Mr. Sivaramakrishnan Chittor and accepted by the Nomination & Remuneration Committee.

- **Retirement by Rotation:** He will be liable to retire by rotation.

Mr. Sivaramakrishnan Chittor (DIN- 01092158) is not disqualified from being appointed as a director under Section 164 of the Act and has consented to act as a director.

Except Mr. Sivaramakrishnan Chittor (DIN- 01092158), none of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolution.

Information pursuant to the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards (SS-2) in respect to Appointment/Re-appointment of Directors.

Name of the Director	Dr. Dinesh V Patel	Mr. Sivaramakrishnan Chittor
Category	Independent Director	Whole-Time Director
DIN	11010657	01092158
Age	68 Years	54 Years
Qualification	Ph. D in Chemistry	Chartered Accountant
Brief Profile/ Nature of expertise in specific area	Dr. Dinesh V Patel has served as a member of the board of directors and as the President and Chief Executive Officer of Protagonist Therapeutics since December 2008. He has 38 years of executive, entrepreneurial, and scientific experience that span the pharmaceutical, biotechnology and biopharmaceutical industries. Prior to joining Protagonist, Dr. Patel served from 2006 to 2008 as the President and Chief Executive Officer of Arête Therapeutics, a privately held company focused on novel drugs for metabolic	Sivaramakrishnan Chittor is the Chief Financial Officer of our Company. He joined our Company on January 21, 2009 as the Senior Vice President & Head of Finance. He is responsible for strategic planning, operational oversight and financial management of our Company. He is a member of the Institute of Chartered Accountants of India. He has passed the final examination held by the Institute of Company Secretaries of India. He was previously associated with CGI Information Systems & Management Consultants, Inc. (formerly known as IMRglobal Corporation)

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	<p>syndrome. Previously, he was the Chief Executive Officer and Co-founder of Miikana Therapeutics, an oncology based company, from 2003 until acquired by Entremed (later renamed CASI Pharmaceuticals) in 2005. Prior to Miikana, Dr. Patel held positions of increasing responsibility at Versicor (later renamed Vicuron) from 1996 to 2003, most recently as Senior Vice President of Drug Discovery and Licensing. Vicuron research and development efforts led to two marketed drugs, anidulafungin (Eraxis®), and Dalbavancin (Dalvance®), and the Company was acquired by Pfizer in 2005 in a \$1.9 billion cash transaction. From 1993 to 1996, Dr. Patel was a director of chemistry at the combinatorial chemistry company Affymax. Dr. Patel was a medicinal chemist at Bristol-Myers Squibb from 1985 to 1993. He received his Ph.D. in Chemistry from Rutgers University, New Jersey and his M.Sc. and B.Sc. in Chemistry from S. P. University, Vallabh Vidyanagar, India.</p>	<p>as its administrative director and controller. He was last associated with Zavata as its senior vice president – shared services.</p>
Date of First appointment on the Board	24 th March 2025	28 th April 2025
Terms and conditions of appointment	As per the resolution of this Notice read with the explanatory statement thereto	As per the resolution of this Notice read with the explanatory statement thereto
Shareholding in the Company as on 31 March 2025	3,92,160	9,00,000
Directorship held in other Companies	Protagonist Therapeutics	Nil
Chairmanship/ membership of Committees of listed Companies	Nil	Nil
Name of listed entities from which the person has resigned in the past three years	NA	NA
Disclosure of Inter-se relationship between Directors and KMP's.	NA	He joined the Company on January 21, 2009 as the Senior Vice President & Head of Finance and was designated as CFO on May 14, 2014 under the Companies Act, 2013 till 2 nd May, 2019. He was again designated as

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		a CFO w.e.f. 01 st July 2021 and acting as such till date.
Number of Board meetings attended during the year.	NA	NA
Details of Remuneration sought to be paid, and the remuneration last drawn by such person.	<p>No remuneration has been drawn previously</p> <p>The details of remuneration sought to be paid is as per the resolution of this Notice read with the explanatory statement thereto</p>	The details of remuneration sought to be paid is as per the resolution of this Notice read with the explanatory statement thereto
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	He possesses extensive pharmaceutical industry expertise, regulatory knowledge and strategic leadership, making him well-suited for the role of Director role. His experience and expertise will significantly contribute to the organization's success.	He brings over a decade of strategic, financial, and operational leadership as CFO, with prior experience in senior roles at CGI and Zavata. A Chartered Accountant and Company Secretary, he offers strong financial acumen and governance expertise essential for the role of Director.

**By the Order of the Board
For Sai Life Sciences Limited**

Sd/-

Runa Karan
Company Secretary and Compliance Officer
M. No.: A13721

Date: 15 May 2025

Place: Hyderabad, Telangana, India

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