

Notice of 26th Annual General Meeting

Notice is hereby given that the 26th (Twenty-Sixth) Annual General Meeting of the Members of Sai Life Sciences Limited will be held on Thursday, the 11th day of September, 2025 at 10.30 AM IST (“Notice”) through Video conferencing (“VC”)/ Other Audio Visual Means (“OAVM”) facility, to transact the following businesses:

The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.

ORDINARY BUSINESS

1. **To receive, consider and adopt:**
 - a. the Audited Standalone Financial Statements of the Company for the year ended 31 March 2025, together with the reports of the Board of Directors and the auditors thereon, and
 - b. the Audited Consolidated Financial Statements of the Company for the year ended 31 March 2025 together with the report of the auditors thereon.
2. To appoint a director in place of Dr. Ranga Raju Kanumuri (DIN: 00043186), who retires by rotation and being eligible, offers himself for re-appointment

SPECIAL BUSINESS

3. To appoint the Secretarial Auditors of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as an

Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 204 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s) or reenactment thereof, for the time being in force), read with Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended from time to time, pursuant to recommendation of the Audit Committee and the Board of Directors, consent of the members of the Company be and is hereby accorded for appointment of M/s. P S Rao & Associates, Practicing Company Secretaries as the Secretarial Auditors of the Company for a period of 5 (Five) consecutive financial years commencing from commencing from 1 April 2025 till 31 March 2030, at such remuneration as may be determined by the Board of Directors of the Company (including its Committee thereof) in consultation with the Secretarial Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof if any) be and is hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

4. RE-APPOINTMENT OF MR. KRISHNAM RAJU KANUMURI (DIN: 00064614) AS MANAGING DIRECTOR & CEO OF THE COMPANY

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and any other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other rules, regulations, guidelines of any / various authorities that are or may become applicable (including statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) (collectively referred to as “Applicable Laws”), subject to provisions of the Articles of Association of the Company and pursuant to the approval and recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, and subject to such other approvals as may be necessary, consent of the Members of the Company, be and is hereby accorded for the re-appointment of Mr. Krishnam Raju Kanumuri (DIN: 00064614) as Managing Director and CEO of the Company for a period of five (5) years effective from 1 September 2025 on such terms and conditions including remuneration, as set out in the explanatory statement no. 4 & 5 annexed to the notice issued to the Members of the Company, and approved by the Members of the Company.

RESOLVED FURTHER THAT Mr. Krishnam Raju Kanumuri (DIN: 00064614), being hereby re-appointed as a Director liable to retire by rotation, shall continue to hold his office of Managing Director and CEO, and the re-appointment as such director shall not be deemed to constitute a break in his office.

RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) or Company Secretary of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, appropriate and desirable to give effect to this Resolution and delegate

NOTES FOR MEMBERS' ATTENTION:

- The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act'), in respect of item Nos. 3 in the Notice of the 26th Annual General Meeting ('AGM' or 'Meeting'), is annexed hereto. The Board of Directors ('the Board') have considered and decided to include item nos. 4 to 6 as Special Business as they are unavoidable in nature. Additional information, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and Secretarial Standards on General Meetings, in respect of the Directors seeking appointment / re-appointment at the AGM is furnished as Annexure to this Notice.
- Meeting through VC/OAVM: Ministry of Corporate Affairs ('MCA') vide its Circular No. 09/2024 dated 19th September 2024 (In continuation with the Circulars issued earlier in this regard) ('MCA Circulars') and Securities and Exchange Board of India ('SEBI') Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October 2023 (collectively as 'MCA and SEBI Circulars' or 'the Circulars') has allowed conducting AGM through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) without the physical presence of Members at a common venue till 30th September 2025. The MCA Circulars prescribe the procedures and manner of conducting the AGM through VC/OAVM. In compliance with the applicable provisions of the Act and MCA Circulars, the AGM of the Members will be held through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only.
- Members who are shareholders as on 4th September, 2025, (₹ cut-off date) can join the AGM 30 minutes before the commencement of the AGM i.e. at 10.30 A.M. and till the time of the conclusion of the Meeting by following the procedure mentioned in this Notice.

The attendance through VC/OAVM is restricted and hence members will be allowed on first come first serve basis. However, as per the MCA Circulars, attendance of Members holding more than 2% of the shares of the Company, Institutional Investors as on the Cut-off Date, Directors, Key Managerial Personnel and Auditors will not be restricted on first come first serve basis.

Members attending the Meeting through VC/OAVM will be counted for the purposes of quorum under Section 103 of the Act.

- The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company at Plot No. DS-7, IKP Knowledge Park, Turkapally (V), Shameerpet Mandal, Medchal-Malkajgiri (Dist), Hyderabad -500078, Telangana, India, which shall be deemed venue of the AGM. The route

map for the venue of the AGM is therefore not annexed to this Notice.

- Since this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility of appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Sections 112 and 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting through Board / Governing body resolution / Authorisation etc. They are requested to email certified copy of the Board / Governing body resolution / Authorisation etc authorizing their representatives to attend and vote on their behalf. The documents shall be emailed to evoting@kfintech.com with the subject line 'Sai Life Sciences Limited 26th AGM'.
- KFin Technologies Limited ('KFinTech' / 'RTA'), the Company's Registrar and Transfer Agent will provide the facility for voting through remote e-voting, for participating in the AGM through VC / OAVM and e-voting ('Insta-Poll') during the AGM.
- Dispatch of Annual Report through electronic mode in compliance with the Circulars, Notice of the AGM along with the Annual Report for the financial year 2024-25 is being sent only through electronic mode to those Members, whose e-mail IDs are registered with KFinTech/Depositories. Members may note that the Notice and the Annual Report for the financial year 2024-25 are available on the following websites:

Sr. No.	Particulars	Website
1.	Sai Life Sciences Limited	https://www.sailife.com
2.	BSE Limited	www.bseindia.com
3.	National Stock Exchange of India Limited	www.nseindia.com
4.	KFinTech	https://evoting.kfintech.com

The Audited Accounts of the Company's subsidiaries are available on the Company's website at <https://www.sailife.com/investors/>.

Members who have still not registered / updated their e-mail IDs are requested to register/ update at the earliest:

- Members holding shares in physical mode and who have not registered / updated their e-mail IDs with the Company are requested to register / update their e-mail IDs by sending duly filled in Form ISR-1 (Form for registering PAN, KYC details or changes / updation thereof) to KFinTech at Selenium Building, Tower-B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India

— 500 032. Form ISR-1 is available on the website of the Company at <https://www.sailife.com/investors/>

- b) Members holding shares in electronic mode are requested to register / update their e-mail IDs with the relevant Depository Participants.

We urge Members to support this Green Initiative effort of the Company and get their email IDs registered.

8. Procedure for Inspection of Documents

The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, the Register of contracts or arrangements in which Directors are interested under Section 189 of the Act and the Certificate from Secretarial Auditor of the Company certifying that the ESOP Schemes of the Company are being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and the relevant documents referred to in this Notice will be available electronically for inspection by the Members during the AGM.

All documents referred to in this Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice upto the date of the AGM.

Members who seek to inspect such documents can send an e-mail to investors@sailife.com email id.

9. Procedure for Remote e-voting

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFinTech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the individual demat account holders, by way of

single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.

- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The remote e-Voting period commences (9:00 a.m. IST) on 8th September, 2025 to (5:00 p.m. IST) on 10th September, 2025
- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on 4th September, 2025, the cut-off date.
- vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@kfintech.com. However, if he / she is already registered with KFinTech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- vii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under “Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.”
- viii. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:
- Step 1:** Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2:** Access to KFinTech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.
- Step 3:** Access to join virtual meetings(e-AGM) of the Company on KFin system to participate e-AGM and vote at the AGM.

Details on Step 1 are mentioned below:

D) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of Member	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. User already registered for IDeAS facility:</p> <p>I. Visit URL: https://eservices.nSDL.com</p> <p>II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</p> <p>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</p> <p>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</p>
	<p>2. User not registered for IDeAS e-Services</p> <p>I. To register click on link : https://eservices.nSDL.com</p> <p>II. Select “Register Online for IDeAS” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>III. Proceed with completing the required fields.</p> <p>IV. Follow steps given in point no.1</p>
	<p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <p>I. Open URL: https://www.evoting.nSDL.com/</p> <p>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</p> <p>IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e., KFintech.</p> <p>V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</p>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing user who have opted for Easi / Easiest</p> <p>I. Visit URL: https://web.cdslindia.com/myeasitoken/home/login OR URL: www.cdslindia.com</p> <p>II. Click on New System Myeasi</p> <p>III. Login with your registered user id and password.</p> <p>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.</p> <p>V. Click on e-Voting service provider name to cast your vote.</p>
	<p>2. User not registered for Easi/Easiest</p> <p>I. Option to register is available at https://web.cdslindia.com/myeasitoken/home/login OR URL: www.cdslindia.com</p> <p>II. Proceed with completing the required fields.</p> <p>III. Follow the steps given in point 1</p>
	<p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <p>I. Visit URL: www.cdslindia.com</p> <p>II. Provide your demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e- Voting is in progress.</p>

Type of Member	Login Method
Individual Shareholder login through their demat accounts / Website of Depository Participant	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against company name or e-Voting service provider – Kfintech and you will be redirected to e-Voting website of Kfintech for casting your vote during the remote e-Voting period without any further authentication.</p>

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

Members facing any technical issue – NSDL	Members facing any technical issue - CDSL
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Details on Step 2 are mentioned below:

II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- (A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from Kfintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Kfintech for e-voting, you can use your existing User ID and password for casting the vote.
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your 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 you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly

recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVENT" i.e., 'Sai Life Sciences Limited – 26th Annual General Meeting '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, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the 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 accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your 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 you have voted on the resolution (s),

you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id ram.devata@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Sai Life Sciences Limited "
- (B) Members whose email IDs are not registered with the Company/ Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:

Procedure for Registration of email and Mobile: securities in physical mode

Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/ CIR/2023/37, dated March 16th, 2023, All holders of physical securities in listed companies shall register the postal address 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 e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

ISR 1 Form can be obtained by following the link: <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>

ISR Form(s) and the supporting documents can be provided by any one of the following modes.

- a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
- b) Through hard copies which are self-attested, which can be shared on the address below; or

Name	KFIN Technologies Limited
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.

- c) Through electronic mode with e-sign by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx#>

Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

- iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Details on Step 3 are mentioned below:

- III) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.
- i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/KFintech. After logging in, click on the Video Conference tab and select the EVENT of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
- ii. Facility for joining AGM through VC/ OAVM shall open atleast 30 minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops / Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id. Questions / queries received by the Company till 9th September, 2025 shall only be considered and responded during the AGM.
- vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting

system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.

- vii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- viii. Facility of joining the AGM through VC / OAVM shall be available for at least 2000 members on first come first served basis.
- ix. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

OTHER INSTRUCTIONS

- I. Speaker Registration: The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration' which will opened from Friday, 5th September, 2025 (9:00 a.m. IST) to Tuesday, 9th September, 2025 (5:00 p.m. IST). Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
- II. Post your Question: The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option which will opened from Friday, 5th September, 2025 (9:00 a.m. IST) to Tuesday, 9th September, 2025 (5:00 p.m. IST).
- III. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (Kfintech Website) or contact Mr. Anandan, at evoting@kfintech.com or call Kfintech's toll free No. 1-800-309-4001 for any further clarifications.
- IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Thursday, 4th September, 2025, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

- V. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:

If e-mail address or mobile number 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.

- i) Members who may require any technical assistance or support before or during the AGM are requested to contact Kfintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.
- VI. The results of the electronic voting shall be declared to the Stock Exchanges after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.

10. Information and instructions for e-voting facility (Insta Poll) at AGM

- I. Facility to cast vote through e-voting (Insta Poll) at the AGM will be made available on the Video Conference screen and will be activated once the e-voting (Insta Poll) is announced at the AGM.
- II. The 'Vote Now Thumb sign' on the left-hand corner of the video screen will be activated upon instructions of the Chairman during the AGM proceedings. Members shall click on the same to take them to the "Insta-poll" page and Members shall click on the "Insta-poll" icon to reach the resolution page and follow the instructions to vote on the resolutions.
- III. Those Members, who will be present in the AGM through VC/ OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting facility (Insta Poll) during the AGM. Members who have already cast their votes by remote e-voting are eligible to attend the AGM. However, those Members are not entitled to cast their vote again at the AGM.

Results of remote e-Voting and e-Voting (Insta Poll) at the 26th AGM

The Scrutiniser after the conclusion of e-voting at the Meeting, will scrutinise the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutiniser's Report and submit the same to the Chairman.

The Scrutiniser's decision on the validity of the vote shall be final. The result of e-voting along with the consolidated Scrutiniser's Report, will be displayed at the Registered

Office of the Company and will be placed on the following websites as under:

Particulars	Website
Sai Life Sciences Limited	www.sailife.com
BSE Limited	www.bseindia.com
National Stock Exchange of India Limited	www.nseindia.com
KFinTech	https://evoting.kfintech.com

11. General Information

- I. Members are requested to read the 'Shareholder Information' section of the Annual Report for useful information.
- II. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are requested to submit their PAN to their DPs, and those holding shares in physical form are requested to submit their PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers to the RTA.
- III. If there is any change in the e-mail address already registered with the Company, Members are requested to immediately notify such change to the Company's RTA, in respect of shares held in physical form, and to their DPs in respect of shares held in electronic form.
- IV. In terms of the amendments to the SEBI Listing Regulations, with effect from 1st April 2019, requests for effecting transfer of securities in physical form shall not be processed unless the securities are held in dematerialised Form with the depository, i.e. NSDL and CDSL. Members are, Therefore, requested to demat their physical holding for any Further transfer. Members can, however, continue to make Request for various services other than transfer for securities held in physical form but the processing will be done in demat form.
- V. Members who hold shares in the dematerialised form and desire a change / correction in the bank account details, should intimate the same to their concerned DPs and not to the Company's RTA. Members are also requested to give the MICR Code of their banks to their DPs. The Company / Company's RTA will not entertain any direct request from such Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. The said details will be considered as will be furnished by the DPs to the Company.
- VI. Members may utilise the facility extended by the RTA for redressal of queries. Members may visit <http://karisma.kfintech.com> and click on INVESTOR option for query registration through free identity registration process.
- VII. KPRISM — Mobile service application by KFinTech: Members are requested to note that KFinTech has launched a mobile application — KPRISM and website <https://kprism.kfintech.com/signin.aspx> online service to Members. Members can download the mobile application, register themselves (one time) for availing host of services viz., consolidated portfolio view serviced by KFinTech, dividend status and send requests for change of address, change / update bank mandate. Through the mobile application, Members can download annual reports, standard forms and keep track of upcoming general meetings and dividend disbursements. The mobile application is available for download from Android Play Store.
- VIII. Members holding shares in physical form need to ensure that before submitting any service request their folios are KYC compliant. If the folios of physical security holders are not KYC compliant then the security holders need to comply with SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7th May 2024, without which any investor service requests will not be processed. Members holding shares in electronic form have to approach their DPs for completing the nomination formalities.
- IX. Non-resident Indian Members are requested to inform the Company or RTA or to the concerned DPs, as the case may be, immediately:
 - a) the change in the residential status on return to India for permanent settlement.
 - b) the particulars of the NRE Account with a Bank in India, if not furnished earlier.
 - c) Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company or KFinTech quoting their Folio number or their Client ID with DP ID, as the case may be.
- X. **Dispute Resolution Mechanism (SMART ODR)**

In order to strengthen the dispute resolution mechanism for all disputes between a listed company and/or registrars & transfer agents and its shareholder(s)/investor(s), SEBI had issued a Standard Operating Procedure ('SOP') vide Circular dated 30th May 2022. As per this Circular, shareholder(s)/investor(s) can opt for Stock Exchange Arbitration Mechanism for resolution of their disputes against the Company or its RTA. Further, SEBI vide Circular dated 31st July 2023 (updated as on 20th December 2023), introduced the Online Dispute Resolution (ODR) Portal. Through this ODR portal, the aggrieved party can initiate the mechanism, after exercising the primary options to resolve its issue, directly with the Company and through the SEBI Complaint Redress System (SCORES) platform. The Company has complied with the above circulars and the same are available at the website of the Company: www.sailife.com

For ease of participation by Members, provided below are key details regarding the AGM for reference:

Sr. No.	Particulars	Details of access
1	Link for live webcast of the AGM and for participation through VC/OAVM	https://emeetings.kfintech.com by using e-voting credentials and clicking on video conference
2	Link for posting AGM queries and speaker registration and period of registration	https://emeetings.kfintech.com by using e-voting credentials and clicking on 'Speaker registration'. Period of registration: Friday, 5 th September, 2025 (9:00 a.m. IST) to Tuesday, 9 th September, 2025 (5:00 p.m. IST) https://emeetings.kfintech.com by using e-voting credentials and clicking on 'Post Your Queries'. The window will close on Tuesday, 9 th September, 2025 (5:00 p.m. IST)
3	Link for remote e-voting	https://evoting.kfintech.com
4	Username and password for VC	Members may attend the AGM through VC by accessing the link https://emeetings.kfintech.com by using the remote e-voting credentials. Please refer the instructions provided in the Notice.
5	Helpline number for VC participation and e-voting	Contact KFin Technologies Limited at 1800-3454-001 or write to them at evoting@kfintech.com Contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact on 022- 23058738 or 022-23058542-43 Contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call on toll free number: 1800 1020 990 and 1800 224 430
6	Cut-off date for e-voting	Thursday, 4 th September, 2025
7	Time period for remote e-voting	Monday 8 th September, 2025 (9.00 a.m. 1ST) and ends on Wednesday, 10 th September, 2025 (5:00 p.m. IST).
8	Link for Members to update email ID (for physical Members)	https://ris.kfintech.com/clientservices/mobileereg/mobileemailreg.aspx or send email on einward.ris@kfintech.com
9	Registrar and Transfer Agent - Contact details	KFin Technologies Limited Selenium Building, Tower-B Plot No. 31 & 32, Financial District Nanakramguda, Serilingampally Hyderabad, Rangareddy, Telangana India - 500 032 Email ID: einward.ris@kfintech.com Toll Free/Phone Number: 1800 309 4001 WhatsApp Number: (91) 910 009 4099 RTA Website: https://ris.kfintech.com
10	Sai Life Sciences Limited – Contact details	# L4-01 & 02, SLN Terminus, Survey #133, Gachibowli Miyapur Road, Gachibowli, Hyderabad – 500032, Telangana, India. Tel: +91 40 6815 6000 Email: investor@sailife.com

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

Item No. 3

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended from time to time, every listed public Company is required to annex with its Board's Report

made out in terms of Section 134(3) of the Companies Act, 2013, a Secretarial Audit Report given by a Company Secretary in practice.

M/s. P S Rao & Associates, Practicing Company Secretaries, being eligible, has consented to act as Secretarial Auditors of the Company for a period of five consecutive financial years i.e., from 2025-26 to 2029-30 as required under Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015. Based on the profile and experience of M/s P S Rao & Associates, Practicing Company Secretaries, the Audit Committee has recommended the appointment of M/s P S Rao & Associates, Practicing Company Secretaries as the Secretarial Auditors of the Company for a period of five financial years i.e., for the Financial Year 1st April, 2025 – 31st March, 2026 to 1st April, 2029 - 31st March, 2030. The Board of Directors, based on the said recommendation of the Audit Committee, recommends resolution No. 4 for approval of members as set out in the Notice convening the annual general meeting.

None of the Directors and Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financially or otherwise in the resolution.

Item No. 4

Mr. Krishnam Raju Kanumuri (DIN: 00064614) is the Managing Director and Chief Executive Officer of Sai Life Sciences Limited, a fast-growing global CRO-CDMO that partners with innovator pharmaceutical and biotechnology companies to accelerate the discovery, development, and manufacture of complex small molecules.

With over 25 years of cross-industry experience, Mr. Krishnam Raju Kanumuri has played a pivotal role in shaping Sai Life Sciences into one of India's most respected and capable CRDMOs, with a growing international presence. Since joining the company in 2004 as Vice President – Business Development, he has been instrumental in driving Sai Life Sciences' transformation from a domestic service provider into a trusted global partner for some of the world's leading drug innovators.

In early 2019, recognizing the growing shift toward integrated service models, Mr. Krishnam Raju Kanumuri proactively positioned Sai Life Sciences to capitalize on this trend. Under his guidance,

Sai Life Sciences made significant strategic investments, setting up R&D centres in Boston and Manchester. This not only brought the organization's scientific expertise closer to key customers but also helped attract world-class talent. Mr. Krishnam Raju Kanumuri led the Sai Life Sciences' early ventures into innovative modalities and technologies, laying a strong foundation for Sai Life Sciences to become a preferred, high-value partner for global innovators.

Under his leadership, Sai Life Sciences has made multiple strategic pivots, evolving from a services-focused company into a fully integrated, global CRDMO with scale and depth across both Discovery and CMC (Chemistry, Manufacturing and Controls) verticals. The Company has significantly expanded its R&D and manufacturing infrastructure, embraced global quality systems, attracted top scientific talent and built enduring relationships with clients across North America, Europe, and Asia. These strategic initiatives catalyzed a robust growth trajectory for the Company, resulting in a revenue CAGR of 25% between 2022 and 2025, as well as notable improvements in operating metrics. In December 2024, Mr. Krishnam Raju Kanumuri successfully led the Company through its Initial Public Offering (IPO), marking a major milestone in Sai Life Sciences' journey and reinforcing its position as a next-generation, science-led partner to global pharma and biotech companies. During this period, Sai Life Sciences increased large pharma clients from 15 to 18, added 10 new commercial molecules, partnered with a major US innovator to establish a dedicated R&D Center, and successfully passed regulatory audits by both the USFDA and the Japanese PMDA. At the time of the Initial Public Offering (IPO), the shares were priced at ₹ 549 per equity share, however, as of July 30, 2025, the share price of the Company was ₹ 846.3 per share representing 54% growth over a 7-month period.

Prior to joining Sai Life Sciences, Mr. Krishnam Raju Kanumuri worked in the telecommunications sector with Fortune 100 companies Sprint and Telmex, where he held key strategic roles involving product launches, marketing alliances, and M&A initiatives. This early experience honed his skills in managing business complexity, scaling operations, and building high-impact partnerships skills he later brought into the pharmaceutical services domain.

Mr. Krishnam Raju Kanumuri holds a bachelor's degree in chemical engineering from Mangalore University and an MBA in Finance from the University of Kansas, USA. His combined technical and business education enables him to bridge science and strategy effectively, contributing to Sai Life Sciences' consistent growth in a highly competitive global environment.

A passionate advocate of the company's promise, "Make it Better Together", Mr. Krishnam Raju Kanumuri continues to lead Sai Life Sciences on its mission to accelerate the development of complex,

life-changing medicines through collaborative innovation, scientific rigor, and a strong sense of purpose. Today, Mr. Krishnam Raju Kanumuri remains highly attuned to the evolving needs of customers, steering Sai Life Sciences with an unwavering focus on innovation, agility, and sustainable long-term value creation.

In view of Mr. Krishnam Raju Kanumuri's profile, knowledge, skills, valuable contribution to the Company and in line with the current industry standards, the nomination and remuneration committee of the Company ("NRC"), and the Board have approved and recommended his re-appointment as the Managing Director and CEO with effect from 01 September 2025 for a period of five (5) years.

While approving the proposed re-appointment, the NRC and the Board also considered the following factors, with an aim to recognise Mr. Krishnam Raju Kanumuri's for the past and continuing efforts and contributions and to ensure parity with prevailing market practices:

- (i) the remuneration paid to Mr. Krishnam Raju Kanumuri since financial year 2015 and noted that the compensation (comprising fixed salary and commission payable as a percentage of the net profits earned by the Company based on the audited financial statements approved by the Board);
- (ii) the nature of the Company's business, its growth trajectory, responsibilities entrusted to the Managing Director and Chief Executive Officer; Sai Life Sciences' revenue increased from ₹ 870 Crores in FY 2022 to ₹ 1695 Crores in FY 2025 at a CAGR of 25%, while EBITDA and profit after tax rose from ₹ 131 Crores and ₹ 6 Crores to ₹ 425 Cr and ₹ 170 Cr over the same period at a CAGR of 48% and 201%, respectively.
- (iii) Mr. Krishnam Raju Kanumuri having successfully achieved the performance targets that were set during his previous tenure resulting in significant value creation for the investors. Under Mr. Krishnam Raju's leadership, Sai Life Sciences completed its initial public offering in December 2024, at an initial price of ₹ 549 per equity share. As of July 30, 2025, the share price of the company of the company was ₹846.3 per share representing 54% growth over a 7-month period.
- (iv) prevailing trends and practice followed by peers in CDMO and pharmaceutical space for a position of this nature. Specifically, a comparative analysis was undertaken on the compensation paid by Indian companies such as Syngene International, Anthem Biosciences, Neuland Laboratories, Granules Indian Limited, Gland Pharma, Cohance Life Sciences (formerly Suven Pharma), Aragen, JB Pharma, Laurus Labs and international companies including Wuxi Apptec, Pharmaron; Charles River Laboratories; and
- (v) the increase in responsibilities and targets for his upcoming proposed tenure as the Managing Director and Chief Executive

Officer, which include managing growing complexities within the existing business, leading growth capabilities in newer modalities and areas of drug development while managing added responsibilities that come as a listed company.

The terms and conditions of re-appointment of Mr. Krishnam Raju Kanumuri with effect from 01 September 2025 are as follows:

❖ **Designation**

Mr. Krishnam Raju Kanumuri is proposed to be re-appointed as the Managing Director and CEO of the Company.

❖ **Effective date and tenure**

The re-appointment of Mr. Krishnam Raju Kanumuri as the Managing Director and CEO of the Company will be effective from 01 September 2025 for a period of five (5) years. He shall be liable for retirement by rotation, and the re-appointment as a Director shall not be deemed to constitute a break in his office of Managing Director and CEO.

❖ **Malus**

The Company reserves the right to reduce, cancel, or withhold any part of the variable compensation (including net profit-based commission) that has not yet been paid to Mr. Krishnam Raju Kanumuri due to willful misconduct, violation of applicable and breach of employment terms, or Company policies.

❖ **Clawback**

The Company shall have the right to recover any variable compensation already paid to Mr. Krishnam Raju Kanumuri, including net profit-based commission, if the Company's financial statements are restated due to fraud and any incentive was paid based on performance metrics that are subsequently found to be materially misstated or manipulated. The clawback may be enforced within 12 months from the date of payment, subject to applicable laws and after providing Mr. Krishnam Raju Kanumuri an opportunity to be heard.

❖ **Termination**

Board or Mr. Krishnam Raju Kanumuri shall be entitled to terminate the appointment by giving 6 months' notice.

Accordingly, the Board seeks the approval of the members of the Company for the re-appointment of Mr. Krishnam Raju Kanumuri.

The Board of Directors, considered the recommendation of the NRC and Audit Committee and further recommended to the members for Re-appointment of Mr. Krishnam Raju Kanumuri as Managing Director & CEO of the Company for a further period of five (5) years commencing effective 1 September 2025 on the terms and conditions of appointment and remuneration as set out in this Notice.

The Company has received a notice in writing from a member of the Company under Section 160(1) of the Act proposing his candidature

for the office of a Director of the Company and has also received the requisite consent/declarations from Mr. Krishnam Raju Kanumuri for his re-appointment under the Act.

Members approval is also being sought through this Special Resolution, pursuant to Regulation 17(6)(e) and other applicable provisions of the SEBI Listing Regulations in respect of payment of remuneration to Mr. Krishnam Raju Kanumuri in excess of limits mentioned in Regulation 17(6)(e) (if applicable), and the same will be valid till the expiry of his term as Managing Director and CEO for both the terms which is proposed to take effect from 01 September 2025.

Based on the recommendation of the NRC, the Board recommends the re-appointment and revision in the remuneration of Mr. Krishnam Raju Kanumuri as set out in the resolution in Item no. 5 and 6 of this Notice, for approval of the Members as a Special Resolutions.

Except Dr. Ranga Raju Kanumuri, Mr. Krishnam Raju Kanumuri and Mrs. Sudha Kanumuri and Mr. Akhil Kanumuri, who are relatives of the Directors and employees in the company, no other director or Key Managerial Personnel ("KMP") or relatives of directors and KMPs are interested or concerned in the resolution.

Information pursuant to the Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards on general Meetings (SS-2), issued by the Institute of Company Secretaries of India in respect to Appointment/Re-appointment of Directors is as follows:

Name of the Director	Mr. Krishnam Raju Kanumuri
Category	Managing Director & CEO (Executive Director under Promoter category)
DIN	64614
Date of birth	10 th February 1970
Age	55 years
Qualification	Mr. Krishnam Raju Kanumuri holds a bachelor's degree in chemical engineering from Mangalore University and an MBA in Finance from the University of Kansas, USA
Brief Profile/ Nature of expertise in specific area	<p>With over 25 years of cross-industry experience, Mr. Krishnam Raju Kanumuri has played a pivotal role in shaping Sai Life Sciences into one of India's most respected and capable CRDMOs, with a growing international presence. Since joining the company in 2004 as Vice President – Business Development, he has been instrumental in driving Sai Life Sciences' transformation from a domestic service provider into a trusted global partner for some of the world's leading drug innovators.</p> <p>In early 2019, recognizing the growing shift toward integrated service models, he proactively positioned Sai Life Sciences to capitalize on this trend. Under his guidance, the company made significant strategic investments, setting up R&D centres in Boston and Manchester. This not only brought the organization's scientific expertise closer to key customers but also helped attract world-class talent. He led the Company's early ventures into innovative modalities and technologies, laying a strong foundation for Sai Life Sciences to become a preferred, high-value partner for global innovators.</p> <p>These strategic initiatives catalyzed a robust growth trajectory for the Company, resulting in a revenue CAGR of 25% between 2022 and 2025, as well as notable improvements in operating metrics. Sai Life Sciences' revenue increased from ₹ 870 Crores in FY 2022 to ₹ 1695 Crores in FY 2025, while EBITDA and profit after tax rose from ₹. 131 Crores and ₹ 6 Crores to ₹ 425 Cr and ₹. 170 Cr over the same period at a CAGR of 48% and 201%, respectively. From an operating perspective, the Company increased its large pharma clients from 15 to 18, added 10 new commercial molecules, partnered with a major US innovator to establish a dedicated R&D Center, and successfully passed regulatory audits by both the USFDA and the Japanese PMDA.</p> <p>Under Mr. Krishnam Raju's leadership, Sai Life Sciences completed its initial public offering in December 2024, at an initial price of ₹ 549 per equity share. As of July 30, 2025, the share price of the company of the company was ₹ 846.3 per share representing 54% growth over a 7-month period. Today, Mr. Krishnam Raju Kanumuri remains highly attuned to the evolving needs of customers, steering Sai Life Sciences with an unwavering focus on innovation, agility, and sustainable long-term value creation.</p>
Date of First appointment on the Board	<p>Mr. Krishnam Raju Kanumuri was first appointed as a director on 1 May 2004 and continued as such till 1 August 2008.</p> <p>He was appointed as a Managing Director on 1 October 2010 and later designated as Managing Director & CEO w.e.f. 1 September 2016.</p>
Terms and conditions of appointment	As per the resolution of this Notice read with the explanatory statement thereto along with the notice dated 19 September 2022.

Name of the Director	Mr. Krishnam Raju Kanumuri
Shareholding in the Company as on 31 March 2025	30,08,400 Equity Shares
Directorship held in other Companies	<ol style="list-style-type: none"> 1. Sai Life Pharma Private Limited (100% subsidiary company of Sai Life Sciences Limited) as Managing Director (Promoter) 2. Sai Life Sciences Inc, USA (100% subsidiary company of Sai Life Sciences Limited) 3. Sai Life Sciences, GmbH (100% subsidiary company of Sai Life Sciences Limited) 4. South India Research Institute Private Limited as a Non-Executive Director <p>All the above directorships of Mr. Krishnam Raju Kanumuri are without any remuneration</p>
Chairmanship/ membership of Committees of other listed Companies	Nil
Name of listed entities from which the person has resigned in the past three years	NA
Disclosure of Inter-se relationship between Directors and KMP's.	Mr. Krishnam Raju Kanumuri is the son of Dr. Ranga Raju Kanumuri who is a Whole Time Director & Chairman of the Company.
Number of Board meetings attended during the year.	For FY2024-25: 100% (Meetings held 15)
Details of Remuneration sought to be paid, and the remuneration last drawn by such person.	<p>Mr. Krishnam Raju Kanumuri last approved remuneration was:</p> <p>Annual Base Salary is ₹ 4 crores</p> <p>Commission @ 2.5% on the Net Profits of FY2025 is ₹ 4.25 crores</p> <p>Effective total remuneration (excluding perquisites) is ₹ 8.25 crores for FY 2024-25. The variable pay comprises more than 50% of the overall remuneration (excluding perquisites).</p> <p>The details of remuneration sought to be paid effective 1st April, 2025 is as per the resolution stated in this Notice read with the explanatory statement thereto. Mr Krishnam Raju Kanumuri will be paid Fixed Salary and Performance Linked Incentive and perquisites, as per the resolution stated in this Notice read with the explanatory statement No. 4 & 5 thereto.</p> <p>Mr. Krishnam Raju Kanumuri shall not be entitled to any sitting fees for attending board and / or committee meetings. He will not draw remuneration from any of the subsidiary and other companies in which he is holding the position of Director/Managing Director</p>
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	<p>Mr. Krishnam Raju Kanumuri is a Chemical Engineer by training with an added degree in finance and strategy. Prior to joining Sai Life Sciences, Mr. Krishnam Raju Kanumuri worked in the telecommunications sector with Fortune 100 companies Sprint and Telmex, where he held key strategic roles involving product launches, marketing alliances, and M&A initiatives. This early experience honed his skills in managing business complexity, scaling operations, and building high-impact partnership skills he later brought into the pharmaceutical services domain.</p> <p>Under his leadership, Sai Life Sciences has made multiple strategic pivots, evolving from a services-focused company into a fully integrated, global CRDMO with scale and depth across both Discovery and CMC (Chemistry, Manufacturing and Controls) verticals. The company has significantly expanded its R&D and manufacturing infrastructure, embraced global quality systems, attracted top scientific talent, and built enduring relationships with clients across North America, Europe, and Asia.</p> <p>Sai Life Sciences' revenue increased from ₹ 870 Crores in FY 22 to ₹ 1695 Crores in FY 25, while EBITDA and profit after tax rose from ₹ 131 Crores and ₹ 6 Crores to ₹ 425 Cr and ₹ 170 Cr over the same period at a CAGR of 48% and 201%, respectively. From an operating perspective, the company increased its large pharma clients from 15 to 18, added 10 new commercial molecules, partnered with a major US innovator to establish a dedicated R&D Center, and successfully passed regulatory audits by both the USFDA and the Japanese PMDA.</p> <p>In December 2024, Mr. Krishnam Raju Kanumuri successfully led the company through its Initial Public Offering (IPO), marking a major milestone in Sai Life Sciences' journey and reinforcing its position as a next-generation, science-led partner to global pharma and biotech companies.</p>

The explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Act.

Item No. 5

Mr. Krishnam Raju Kanumuri (DIN: 00064614) is the Managing Director and Chief Executive Officer of Sai Life Sciences, a fast-growing global CRO-CDMO that partners with innovator pharmaceutical and biotechnology companies to accelerate the discovery, development, and manufacture of complex small molecules.

Please refer the detailed profile of Mr. Krishnam Raju Kanumuri in explanatory statement No. 4 above.

The NRC, the Audit Committee and the Board have reviewed his total compensation and have approved and recommended a revision in the remuneration payable to him with effect from 01 April 2025.

The NRC has recommended a revised compensation structure considering that Mr. Krishnam Raju Kanumuri is a listed company CEO and has demonstrated significant value creation to the shareholders over the last five years. Mr. Krishnam Raju Kanumuri is the CEO of Sai Life Sciences Limited, a global entity and has demonstrated successful business and overall performance since his appointment in the year 2020. This growth is accompanied by an increase in the total number of employees from 2022 to 3401 during his tenure. The Company competes with global peers, particularly in North America, Europe, Japan and UK, with almost 97% of the Company's revenue coming from these geographies, and therefore, Mr. Krishnam Raju Kanumuri's remuneration has to be determined keeping in view international benchmarks. Specifically, the NRC and the Board considered the following factors, with an aim to recognize Mr. Krishnam Raju Kanumuri's for the past and continuing efforts and contributions and to ensure parity with prevailing market practices; While approving the proposed remuneration, the NRC and the Board also considered the following factors, with an aim to recognise Mr. Krishnam Raju Kanumuri's for the past and continuing efforts and contributions and to ensure parity with prevailing market practices:

- (i) the remuneration paid to Mr. Krishnam Raju Kanumuri since financial year 2015 and noted that the compensation (comprising fixed salary and commission payable as a percentage of the net profits earned by the Company based on the audited financial statements approved by the Board);
- (ii) the nature of the Company's business, its growth trajectory, responsibilities entrusted to the Managing Director and Chief Executive Officer; Sai Life Sciences' revenue increased from ₹ 870 Crores in FY 2022 to ₹ 1695 Crores in FY 2025 at a CAGR of 25%, while EBITDA and profit after tax rose from ₹ 131 Crores and ₹ 6 Crores to ₹ 425 Cr and ₹ 170 Cr over the same period at a CAGR of 48% and 201%, respectively.
- (iii) Mr. Krishnam Raju Kanumuri having successfully achieved the performance targets that were set during his previous tenure resulting in significant value creation for the investors; Under

Mr. Krishnam Raju's leadership, Sai Life Sciences completed its initial public offering in December 2024, at an initial price of ₹ 549 per equity share. As of July 30, 2025, the share price of the company of the company was ₹846.3 per share representing 54% growth over a 7-month period.

- (iv) prevailing trends and practice followed by peers in CDMO and pharmaceutical space for a position of this nature. Specifically, a comparative analysis was undertaken on the compensation paid by Indian companies such as Syngene International, Anthem Biosciences, Neuland Laboratories, Granules Indian Limited, Gland Pharma, Cohance Life Sciences (formerly Suven Pharma), Aragen, JB Pharma, Laurus Labs and international companies including Wuxi Apptec, Pharmaron; Charles River Laboratories; and
- (v) under Mr. Krishnam Raju Kanumuri's leadership, the Company's Total Shareholder Return (TSR) was an impressive 591% from the date of the last external Investment till July 30, 2025. The Company's valuation increased during this period from ₹2,500 crores to ₹17,283 crores. Specifically, the per share price of the Company has increased from the IPO price of ₹ 549 to ₹846.3 on July 30, 2025 resulting in a shareholder wealth creation of ₹ 5,783 Crores in a period of less than 7 months. .

Share Price Performance

Company	1 month	3 month	6 months
BSE Healthcare	-3%	5%	0%
Sai Life Sciences Limited	5%	17%	11%

- (vi) the increase in responsibilities and targets for his upcoming proposed tenure as the Managing Director and Chief Executive Officer, which include managing growing complexities within the existing business, leading growth capabilities in newer modalities and areas of drug development while managing added responsibilities that come as a listed company.

The terms and conditions of remuneration of Mr. Krishnam Raju Kanumuri with effect from 01 April 2025 are as follows:

The remuneration for Mr. Krishnam Raju Kanumuri will include fixed base salary and a performance linked incentive based on the profitability of the Company and perquisites.

- a) **Fixed Base Salary:** The proposed annual fixed base salary will be INR 8 crores per annum, payable on a monthly basis. Annual increments to the base salary shall not exceed 10% on the last drawn salary, in line with increases to the senior leadership in Sai Life Sciences Limited and shall be based on Company's performance, growth in financial parameters (including revenue and net profits of the Company) and execution of business strategies that will position the Company for growth and shareholder wealth creation in the long term. The annual increment shall be determined by the Board based on recommendation of the NRC which shall be within the overall limits as set out above.

Performance Linked Incentive ('PLI'): A significant portion of the Managing Director & CEO's remuneration consists of annual variable pay and is linked to the achievement of the Annual Business Plan ('ABP') and key strategic parameters, as detailed in this explanatory statement. The ABP is approved by the Board and is aligned with both short-term operational goals and long-term corporate objectives

While the exact parameters and targets for variable pay will be set each year, the parameters may include Revenue, EBITDA & Net Profit, Strategic Goals that cover key areas such as Organization Capability and Talent Development, Innovation, Customer Experience, Digitalization, Supply Chain Resilience and Sustainability. Mr Krishnam Raju Kanumuri will be entitled to a Performance linked Incentive ('PLI') based on certain performance parameters as defined below and such other parameters as may be determined by NRC and the Board:

Indicative PLI Parameters:

Each year, Mr Krishnam Raju Kanumuri will be eligible for a target PLI of between 3.25% to 3.5% of the Net Profits (calculated as per Section 198 of the Companies Act, 2013 ("Act") and as per audited financials for each financial year) ('Target PLC') on 100% achievement of the defined performance parameters set by the NRC and the Board for that fiscal year.

SI No	Indicative Parameters	Weightage
A	Achievement against Annual Business Plan (ABP) for Consolidated Operating Revenue / Customer growth potential	Up to 40%
B	Achievement against Annual Business Plan (ABP) for Consolidated Profit (EBITDA / PBT/ PAT) and/or Return on Capital Employed	Up to 40%
C	Achievement against Strategic KRA's that cover key areas such as Manufacturing, Innovation, Customer Experience, Digitalization, Supply Chain Resilience, etc.	Up to 40%
D	Achievement against Target initiatives for Quality, Sustainability and ESG Roadmap	Up to 30%
E	Achievement against Initiatives identified for Organizational Capability, Leadership and Talent Development at the senior level and continuous technical training at the scientist level	Up to 30%

The final weightage for each parameter shall be identified at the beginning of the relevant financial year and may vary from year to year as approved by the NRC and the Board.

As determined by the NRC and the Board, every year, the % of incentive payable on net profits attributed to each such performance parameter would carry an 'over-achievement multiplier' for achievement beyond the defined performance parameter and

an 'under-achievement factor' for partial achievement of defined performance parameter. The pay-out would depend on the actual achievement against the defined performance for each parameter.

- ◆ For performance between 50% - 130% of each performance parameter, the multiplier shall be on a pro-rata basis.
- ◆ For performance higher than 130% of each performance parameter, the 'over-achievement multiplier' will be capped at 130%.
- ◆ Performance less than 50% of each performance parameter will result in the multiplier becoming zero, which will result in zero payout of PLI for that performance parameter.

The PLI payout in any year shall be the aggregate of the PLI % achieved against each parameter determined above multiplied by the net profits of the company. Such PLI payout as computed above shall be subject to a cap of 300% of the Fixed Salary.

In addition to the Fixed Base Salary and PLI, Mr. Krishnam Raju Kanumuri shall be entitled to the following perquisites as per Company Policy(ies) and/or as detailed below.

- ◆ Company maintained car with driver;
- ◆ Phone and Internet charges for official use;
- ◆ Contribution to Provident Fund under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, to the extent of eligibility and these either singly or put together are not taxable under the Income Tax Act, 1961;
- ◆ Gratuity payable under the Gratuity Act, 1972 as per the Company Policy;
- ◆ Leaves as per the Company Policy;
- ◆ Annual Membership of two clubs not exceeding ₹10 lakhs;
- ◆ Group Medical Insurance as per the Company Policy.

It is hereby clarified that Mr. Krishnam Raju Kanumuri shall not be entitled to any sitting fees for attending board and / or any other committee meetings. Mr. Krishnam Raju Kanumuri is not eligible to be granted stock options of the Company.

- c) **Overall Remuneration:** The total remuneration (i.e., salary, perquisites and incentive as set out above) in any one financial year shall be subject to the provisions of Sections 196, 197, 198 and other applicable provisions of the Act read with Schedule V to the Act and/or any statutory modification(s) and re-enactment thereof.
- d) **Minimum Remuneration:** In the event of loss or inadequacy of profits, in any financial year during the currency of tenure of service, the payment of salary, incentive, perquisites and other allowances shall be governed by Schedule V to the Act, including any statutory modifications or re-enactment thereof, as may, for the time being, be in force.

The Board has the authority to alter and vary the remuneration payable to Mr. Krishnam Raju Kanumuri which shall not exceed the overall ceiling of the total managerial remuneration as provided above and as approved by the shareholders.

Accordingly, the Board seeks the approval of the members of the Company for payment of remuneration of Mr. Krishnam Raju Kanumuri, as set out above, which shall be valid and payable with effect from 01 April, 2025 during his tenure as the Managing Director & CEO.

The NRC, the Audit Committee and the Board, therefore, are of the opinion that the proposed remuneration is fair, reasonable and in line with industry standards and peer practices and compensation philosophy of the NRC is that the variable pay should be more than 50% of the fixed salary. Moreover, the constitution of the NRC comprises of Independent Directors only.

Approval of the audit committee in terms of Regulation 23 (2) (e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has also been obtained vide a resolution passed by the audit committee on 7 August 2025.

The Board of Directors, considered the recommendation of the NRC and Audit Committee and further recommended to the members for revision in remuneration payable to Mr. Krishnam Raju Kanumuri as Managing Director & CEO of the Company effective 1 April, 2025 on the terms and conditions as set out in this Notice.

Members approval is also being sought through this Special Resolution, pursuant to Regulation 17(6)(e) and other applicable provisions of the SEBI Listing Regulations in respect of payment of remuneration to Mr. Krishnam Raju Kanumuri in excess of limits mentioned in Regulation 17(6)(e) (if applicable), and the same will be valid till the expiry of his term as Managing Director and CEO for which is proposed to take effect from 01 September 2025.

Based on the recommendation of the NRC, the Board recommends the revision in the remuneration of Mr. Krishnam Raju Kanumuri as set out in the resolution in Item no. 5 of this Notice, for approval of the Members as a Special Resolution.

Except Dr. Ranga Raju Kanumuri, Mr. Krishnam Raju Kanumuri and Mrs. Sudha Kanumuri and Mr. Akhil Kanumuri, who are relatives of the Directors and employees in the company, no other director or Key Managerial Personnel ("KMP") or relatives of directors and KMPs are interested or concerned in the resolution.

Information pursuant to the Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards on general Meetings (SS-2), issued by the Institute of Company Secretaries of India in respect to Appointment/Re-appointment of Directors is detailed in the previous explanatory statement

The explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Act.

Item No. 6

Dr. Ranga Raju Kanumuri (DIN: 00043186) was re-appointed as Chairman and Whole Time Director by way of a special resolution passed by the shareholders for period of five (5) years up to 31 July 2028.

Dr. Ranga Raju Kanumuri is the Founder and Chairman of Sai Life Sciences Limited, a pioneering Indian CRDMO committed to enabling global pharma and biotech innovators bring new medicines to market faster. A first-generation entrepreneur, Dr. Ranga Raju is widely respected for his deep scientific grounding, customer-centric mindset, and unwavering attention to detail values that continue to shape the culture of the company to this day.

After earning his Doctorate in Pharmacy from Massachusetts, USA, Dr. Ranga Raju Kanumuri returned to India to begin his professional journey at Siris Pharma, one of Hyderabad's earliest pharmaceutical companies. His long stint there exposed him to the foundational aspects of pharmaceutical operations and business and laid the groundwork for his future entrepreneurial pursuits.

In 1999, following a long corporate career, he founded Sai Life Sciences. As a hands-on entrepreneur, he steered the company through its formative years, managing operations, building client relationships, and crafting a strategy that leaned into collaboration with biotech innovators a bold move at the time that proved pivotal to the Company's and Group's early growth and global relevance.

Shifting focus from day-to-day operations in 2012, Dr. Ranga Raju Kanumuri remained actively involved in shaping the company's values, safety culture, and quality systems. His strong personal conviction in the principles of integrity, ownership, respect, and transparency became foundational to the Company and Group's organizational ethos, guiding the company through multiple phases of growth and transformation.

Today, as Chairman, he continues to play a vital role in the Company's and Group's strategic direction, with a particular focus on people and leadership development, quality governance, and safety compliance. His mentorship and long-term perspective offer critical balance to the company's ambitions, ensuring that as the Company and the Group grows, it does so with a sense of purpose, discipline, and responsibility.

Dr. Ranga Raju Kanumuri's journey from an academic and operations leader to a visionary entrepreneur and institution builder epitomizes the values that define Sai Life Sciences. His hallmark endures not just in the company he built, but in the culture, values, and aspirations that continue to guide its future.

In view of Dr. Ranga Raju Kanumuri's profile, knowledge, skills, valuable contribution towards the growth and governance of the Company, in recognition of his leadership and in line with the current industry standards, the nomination and remuneration committee of the Company ("NRC"), the Audit Committee and the Board have approved and recommended a revision in the remuneration payable to him with effect from 01 April 2025 till 31st July 2028.

While approving the proposed remuneration, the NRC, the Audit Committee and the Board also considered the following factors, with an aim to recognise Dr. Ranga Raju Kanumuri's for the past and continuing efforts and contributions, and to ensure parity with prevailing market practices:

- (i) the remuneration paid to Dr. Ranga Raju Kanumuri since financial year 2015 and noted that the compensation (comprising fixed salary and along with annual bonus) has historically been structured in line with applicable market practices for senior management;
- (ii) the nature of the Company's business, its growth trajectory, responsibilities entrusted to the Executive Director; In early 2019, recognizing the growing shift toward integrated service models, the Company under the strategic guidance of Dr Ranga Raju Kanumuri, made significant strategic investments, setting up R&D centres in Boston and Manchester. This not only brought the organization's scientific expertise closer to key customers but also helped attract world-class talent. Consequent to these actions, Sai Life Sciences' revenue increased from ₹ 870 Crores in FY 2022 to ₹ 1695 Crores in FY 2025 at a CAGR of 25%, while EBITDA and profit after tax rose from ₹ 131 Crores and ₹ 6 Crores to ₹ 425 Cr and ₹ 170 Cr over the same period at a CAGR of 48% and 201%, respectively. From a business perspective, the company successfully passed regulatory audits by both the USFDA and the Japanese PMDA in addition to undergoing successful safety and quality audits by multiple global pharmaceutical innovators.
- (iii) Dr. Ranga Raju Kanumuri having successfully achieved the performance targets that were set during his current tenure resulting in significant value creation for the investors; Under Dr Rangaraju's guidance, Sai Life Sciences completed its initial public offering in December 2024, at an initial price of ₹ 549 per equity share. As of July 30, 2025, the share price of the company of the company was ₹846.3 per share representing 54% growth over a 7-month period
- (iv) prevailing trends and practice followed by peers in CDMO and pharmaceutical space for a position of this nature. Specifically, a comparative analysis was undertaken on the compensation paid by companies such as Syngene International, Anthem Biosciences, Neuland Laboratories, Granules Indian Limited, Gland Pharma, Cohance Life Sciences (formerly Suven Pharma) and Laurus Labs and international companies including Wuxi Apttec, Pharmaron; Charles River Laboratories; and

- (v) the increase in responsibilities and targets for his upcoming proposed tenure as Chairman and Whole Time Director, which include providing strategic direction for the business particularly in a phase where Sai is looking to expand more aggressively to capture the global opportunity while taking added responsibilities as a listed company Chairman.

The revised terms and conditions of remuneration of Dr. Ranga Raju Kanumuri are as follows:

- a) **Fixed Base Salary:** The proposed annual fixed base salary will be ₹ 2,30,25,000 per annum, payable on a monthly basis. Annual increments to the base salary shall not exceed 10% on the last drawn salary, in line with increases to the senior leadership in Sai Life Sciences Limited and shall be based on Company's performance, financial parameters (including revenue and net profits) and execution of business strategies that will position the Company for growth and shareholder wealth creation in the long term. The annual increment shall be determined by the Board based on the recommendation of the NRC which shall be within the overall limits as set out above.
- b) **Variable Pay:** The variable pay payable to Dr. Ranga Raju Kanumuri shall be 30% of the last drawn annual salary but not exceeding ₹ 80,00,000 for each year during the tenure, subject to the Company's performance, financial parameters (including revenue and net profits) and limits prescribed under the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In addition to the Fixed Base Salary and Variable Pay, Dr. Ranga Raju Kanumuri shall be entitled to the following perquisites as per Company policy(ies) and/or as detailed below.

- ◆ Company maintained car with driver;
- ◆ Phone and Internet charges for official use;
- ◆ Contribution to Provident Fund under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, to the extent of eligibility and these either singly or put together are not taxable under the Income Tax Act, 1961;
- ◆ Gratuity payable under the Gratuity Act, 1972 as per the Company Policy;
- ◆ Leaves as per the Company Policy;
- ◆ Annual Membership of two clubs not exceeding ₹10 lakhs;
- ◆ Group Medical Insurance as per the Company Policy

It is hereby clarified that Dr. Ranga Raju Kanumuri shall not be entitled to any sitting fees for attending board and / or any other committee meetings. Dr. Ranga Raju Kanumuri is not eligible to be granted stock options of the Company.

The Board has the authority to alter and vary the remuneration payable to Dr. Ranga Raju Kanumuri which shall not exceed the overall ceiling of the total managerial remuneration as provided above and approved by the shareholders.

Disclosures as per the Secretarial Standards on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India

Name of the Director	Dr. Ranga Raju Kanumuri
Category	Promoter
DIN	43186
Date of birth / age	29-Jan-51
Qualification	Doctorate in Pharmacy from Massachusetts, USA
Brief Profile/ Nature of expertise in specific area	As per the details stated in the resolution provided in the Notice
Date of First appointment on the Board	25 January 1999 as founder and Director
Terms and conditions of appointment	As per the explanatory statement stated in the Notice
Shareholding in the Company	169340 shares; 0.08%
Directorship held in other Companies	1. Sai Quest Syn Private Limited 2. Pattancheru Enverotech Limited 3. Ranmyt Trading Private Limited 4. Sai Life Pharma Private Limited (100% subsidiary of Sai Life Sciences Limited) All the above directorships of Dr. Ranga Raju Kanumuri are without any remuneration
Chairmanship/ membership of Committees of other listed Companies	Nil
Name of listed entities from which the person has resigned in the past three years	NA
Disclosure of Inter-se relationship between Directors and KMP's.	Dr. Ranga Raju Kanumuri is the father of Mr. Krishnam Raju Kanumuri, Managing Director & CEO of Sai Life Sciences Limited
Number of Board meetings attended during the year.	9
Details of Remuneration sought to be paid, and the remuneration last drawn by such person.	Remuneration last drawn for FY2024-25 Annual Salary is ₹ 2.15 crores Annual Bonus is ₹ 65,65,398 Remuneration proposed from 1st April, 2025 is as per the resolution provided in the Notice
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	As per the details stated in the resolution provided in the Notice

Accordingly, the Board seeks the approval of the members of the Company for the payment of remuneration, to Dr. Ranga Raju Kanumuri, as set out above, which shall be valid and payable with effect from 01 April, 2025 for the remaining period of his tenure as the Chairman and Whole Time Director of the Company, i.e., until 31 July 2028.

Approval of the audit committee in terms of Regulation 23 (2) (e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has also been obtained vide a resolution passed by the audit committee on 7 August 2025.

The explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Act.

The NRC, Audit Committee and the Board, therefore, are of the opinion that the proposed remuneration is fair, reasonable and in line with industry standards and peer practices.

Members approval is also being sought through this Special Resolution, pursuant to Regulation 17(6)(e) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“SEBI Listing Regulations”) in respect of payment of remuneration to Dr. Ranga Raju Kanumuri in excess of limits mentioned in Regulation 17(6)(e) (if applicable), and the same

will be valid from 1st April, 2025 till the expiry of his term as Chairman and Wholtime Director i.e till 31 July 2028.

Based on the recommendation of the NRC, the Board recommends the revision in the remuneration of Dr. Ranga Raju Kanumuri as set out in the resolution in Item no. 6 of this Notice, for approval of the Members as a Special Resolutions.

Except Dr. Ranga Raju Kanumuri, Mr. Krishnam Raju Kanumuri, Mrs Sudha Kanumuri and Mr Akhil Kanumuri, who are relatives of the Directors and employees in the company, no other director or Key Managerial Personnel (“KMP”) or relatives of directors and KMPs are interested or concerned in the resolution.

The explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Act.

By Order of the Board
For Sai Life Sciences Limited

Sd/-
Runa Karan

Date: 7th August 2025
Place: Hyderabad

Company Secretary and Compliance Officer
Membership No.13721