

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE ANNUAL GENERAL MEETING OF THE MEMBERS OF SAI LIFE SCIENCES LIMITED HELD ON FRIDAY, 14TH JUNE, 2024 AT 10.30 AM AT SHORTER NOTICE AT THE CORPORATE OFFICE OF THE COMPANY AT #L4-01 & 02, SLN TERMINUS, SURVEY #133, GACHIBOWLI MIYAPUR ROAD, GACHIBOWLI, HYDERABAD – 500032, TELANGANA.

ITEM NO. 6: INCREASE IN THE REMUNERATION OF DR. K RANGA RAJU (DIN:00043186), CHAIRMAN AND WHOLE-TIME DIRECTOR OF THE COMPANY

Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 197,198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 [including any statutory modification(s) or re-enactment thereof for the time being in force], applicable clauses of the Articles of Association of the Company, based on the recommendations of the Nomination and Remuneration Committee of the company, based on the approval accorded by the Board of the Company in accordance with the nomination and remuneration policy of the Company, approval of the members be and is hereby accorded for the alteration in the remuneration structure of Dr. K Ranga Raju (DIN:00043186) Chairman and Whole-time Director of the Company, w.e.f. 1st April, 2024 for the balance term i.e. till 31st July, 2028 on the terms and conditions as approved by Nomination and Remuneration Committee and as envisaged Explanatory Statement.

RESOLVED FURTHER THAT the remuneration payable to Dr K Ranga Raju (DIN:00043186) shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT in case of inadequacy of profits or no profits during the remaining tenure of the Whole-Time Director the remuneration payable to him shall be payable in accordance with the terms and conditions specified in Section II of Part II of Schedule V of the Act

RESOLVED FURTHER THAT the Board of Directors of the Company be and hereby authorized severally to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

**//CERTIFIED TRUE COPY//
For Sai Life Sciences Limited**



**Runa Karan
Company Secretary
Mem No:A13721**

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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EXTRACT OF EXPLANATORY STATEMENT TO THE RESOLUTIONS PASSED AT THE ANNUAL GENERAL MEETING OF THE MEMBERS OF SAI LIFE SCIENCES LIMITED HELD ON FRIDAY, 14TH JUNE, 2024 AT 10.30 AM AT SHORTER NOTICE AT THE CORPORATE OFFICE OF THE COMPANY AT #L4-01 & 02, SLN TERMINUS, SURVEY #133, GACHIBOWLI MIYAPUR ROAD, GACHIBOWLI, HYDERABAD – 500032, TELANGANA.

STATEMENT ANNEXED TO NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No: 6:

The Members of the Company at the 24th Annual General Meeting held on 7th September, 2023, re-appointed Dr. K Ranga Raju as the Chairman and Whole-time Director by the members to hold office up to 31st July, 2028.

Dr. K Ranga Raju is one of the main promoters and presently the Chairman of the Company. He has been associated with the Company since inception and taking care of the day to day activities of the operations of the Company. He has put in his total dedication and hard-work resulting into profitable growth of the company. In times of slowdown of the business and in the recent recession in the global market, the Company has always kept its spirit high both in words and action due to the untiring efforts of Dr. K Ranga Raju, Chairman. Dr. K Ranga Raju, is a Ph.D in Pharmacy from USA with 30+ years of experience in the Pharma Industry. He is a M.S in Pharmaceutical Sciences, USA. Who leads the company through a period of fast paced change through expansion, acquisition and mergers to emerge as a leading CRO & API manufacturing company in India. Accordingly, looking at his expertise and long experience of business and corporate management.

Pursuant to the provisions of Section 197,198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 [including any statutory modification(s) or re-enactment thereof for the time being in force], applicable clauses of the Articles of Association of the Company, recommendation of the Nomination and Remuneration Committee of the company held on 21st May, 2024, approval of the Board of the Company held on 21st May, 2024, nomination and remuneration policy, keeping in view of his contributions & future growth of the company, it is recommended to revise the remuneration payable to Dr. K Ranga Raju (DIN:00043186) effective from 1st April, 2024 for the balance term i.e. till 31st July, 2028.




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The interest or concern of Dr. K Ranga Raju in the following company or companies, bodies corporate, firms or other association of individuals are as follows:-

| SI No . | Names of the Companies /bodies corporate/ firms/ association of individuals | Nature of interest or concern / Change in interest or concern | Shareholding |
|---------|---|---|--------------|
| 1. | Sai Quest Syn Private Limited | Director | 9,99,200 |
| 2. | Pattancheru Envirotech Ltd | Director | - |
| 3. | Ranmyt Trading Private Limited | Director | 5,000 |
| 4. | Sai Life Pharma Private Limited | Director | - |
| 5 | JRV Properties LLP | Designated Partner | - |
| 6. | Sai International | Partner | Nil |

The explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The details of revised remuneration payable to Dr. K Ranga Raju (DIN:00043186) is given below:

1. Remuneration:

- a. Annual Base Salary : Rs.2.15 crores
- b. Annual payout : Rs. 65,65,397




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II. Perquisites

The Chairman shall be entitled to the perquisites and allowances listed below in addition to the salary mentioned above:

- a. Club Fees: Fees of clubs, subject to a maximum of three clubs.
- b. Personal Accident Insurance/Group Life Insurance
- c. Provident Fund/Pension: Contribution to Provident Fund and Pension Fund under the relevant Act
- d. Gratuity: Gratuity payable shall be in accordance with the provisions of the Payment of Gratuity Act.
- e. Use of Car with Driver: The Company shall provide a car with driver for business and personal use.
- f. Telephone /Internet facility at residence: Telephone / Internet facility shall be provided at the residence.
- g. Leave Encashment: Encashment of leave at the end of tenure- as per the rules of the Company
- h. Medical: for self and family

During the remaining tenure of Dr. K Ranga Raju (DIN:00043186) as Chairman and Whole-Time Director if the profits are not sufficient or inadequate the remuneration payable to him shall be payable in accordance with the terms and conditions specified in Section II of Part II of Schedule V of the Act

Your Directors are of the view that the company would be immensely benefited by the varied experience of Dr. Ranga Raju and therefore commended for approval, the resolution contained therein.

Except Dr. K Ranga Raju (DIN:00043186), and Mr. K Krishnam Raju (DIN: 00064614) relative of Chairman and Whole-Time Director, none of other Directors, Managers or Key Managerial Personnel or their relatives are concerned or interested in the proposed Resolution.

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For Sai Life Sciences Limited



Runa Karan
Company Secretary
Mem No:A13721

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CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE 166TH MEETING OF THE BOARD OF DIRECTORS OF SAI LIFE SCIENCES LIMITED HELD AT SHORTER NOTICE ON TUESDAY, THE 21ST MAY, 2024 AT 5.00 PM AT THE CORPORATE OFFICE OF THE COMPANY AT #L4-01 & 02, SLN TERMINUS, SURVEY #133, GACHIBOWLI MIYAPUR ROAD, GACHIBOWLI, HYDERABAD – 500032, TELANGANA THROUGH VIDEO CONFERENCE.

INCREASE IN REMUNERATION OF DR. K RANGA RAJU (DIN: 00043186), CHAIRMAN AND WHOLE-TIME DIRECTOR OF THE COMPANY

“**RESOLVED THAT** pursuant to the provisions of Section 197,198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 [including any statutory modification(s) or re-enactment thereof for the time being in force], applicable clauses of the Articles of Association of the Company, based on the recommendations of the Nomination and Remuneration Committee of the company, nomination and remuneration policy and subject to the approval of the members of the Company via passing a Special Resolution, approval of the board be and is hereby accorded for the alteration in the remuneration structure of Dr. K Ranga Raju (DIN:00043186) Chairman and Whole-time Director of the Company, w.e.f 1st April, 2024 for the balance term i.e. till 31st July, 2028 on the terms and conditions as approved by Nomination and Remuneration Committee as mentioned below:

I. Remuneration:

- a. Annual Base Salary : Rs.2.15 crores
- b. Annual payout : Rs. 65,65,397

II. Perquisites

The Chairman shall be entitled to the perquisites and allowances listed below in addition to the salary mentioned above:

- a. Club Fees: Fees of clubs, subject to a maximum of three clubs.
- b. Personal Accident Insurance/Group Life Insurance
- c. Provident Fund/Pension : Contribution to Provident Fund and Pension Fund under the relevant Act
- d. Gratuity: Gratuity payable shall be in accordance with the provisions of the Payment of Gratuity Act.
- e. Use of Car with Driver: The Company shall provide a car with driver for business and personal use.
- f. Telephone /Internet facility at residence: Telephone / Internet facility shall be provided at the residence.
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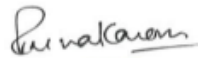
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RESOLVED FURTHER THAT in case of inadequacy of profits or no profits during the remaining tenure of the Whole Time Director the remuneration payable to him shall be payable in accordance with the terms and conditions specified in Section II of Part II of Schedule V of the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company be and hereby authorized severally to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution."

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For Sai Life Sciences Limited**



**Runa Karan
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