P.S. Rao & Associates
Company Secretaries

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COMPLIANCE CERTIFICATE

[Pursuant to Regulation 13 of the Securities Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021]

To,
The Members,
Sai Life Sciences Limited.

We, P.S. Rao and Associates, Practicing Company Secretaries, have been appointed as the Secretarial Auditor of Sai Life Sciences Limited (hereinafter referred to as 'the Company'), having CIN: L24110TG1999PLC030970 and having its registered office at Plot No. DS-7, IKP Knowledge Park, Turkapally (V) Shameerpet Mandal, Medchal-Malkajgiri Dist, Rangareddi, Hyderabad, Telangana, India, 500078. This certificate is issued under Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as 'the Regulations'), for the financial year ended 31st March 2026.

Management Responsibility:

It is the responsibility of the Management of the Company to implement the Scheme(s) including designing, maintaining records and devising proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Verification:

The Company is in the process of implementation of:

1. The "ESOP Scheme, 2008" (hereinafter referred to as ESOP 2008) which was originally approved vide Shareholders Resolution dated 11th September 2008 and last amended via Shareholders Resolution dated 4th July 2024.
2. The "Management ESOP Scheme, 2018" (hereinafter referred to as MESOP 2018) which was originally approved vide Shareholders Resolution dated 25th July 2018 and last amended via Shareholders Resolution dated 4th July 2024.

The Company has ratified the above schemes vide Shareholders Resolutions passed through Postal Ballot dated 16th June 2025 and is implementing the above schemes in accordance with the Regulations and the shareholders resolutions.

For the purpose of verifying the compliance of the Regulations, We have examined the following:

1. Scheme(s) furnished by the Company;
2. Articles of Association of the Company;
3. Resolutions passed at the meeting of the Board of Directors;
4. Shareholders Resolutions passed;
5. Relevant Accounting Standards as prescribed by the Central Government;
6. Detailed terms and conditions of the scheme as approved by Compensation Committee;

P.S. RAO & ASSOCIATES Hyderabad Company Secretaries

PSRao

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Dwarakapuri Colony, Panjagutta, Hyderabad - 500082

7. Exercise Price / Pricing formula;
8. Statement filed with recognised Stock Exchange(s) in accordance with Regulation 10 of these Regulations;
9. Relevant provisions of the Regulations, Companies Act, 2013 and Rules made thereunder;
10. Other relevant document/ filing/ records/ information as sought and made available to us and the explanations provided by the Company.

Certification:

In our opinion and to the best of our knowledge and according to the verifications as considered necessary and explanations furnished to me by the Company and its Officers, We certify that the Company has obtained requisite approvals to implement the ESOP 2008 and MESOP 2018 in accordance with the applicable provisions of the Regulations and Resolutions passed by the Company. During the FY 2025-26, the Company has granted 2,05,000 options under MESOP 2018. Further, no grants were made under ESOP 2008 during the period under review.

Assumption & Limitation of Scope and Review:

1. Ensuring the authenticity of documents and information furnished is the responsibility of the Board of Directors of the Company.

2. Our responsibility is to give certificate based upon our examination of relevant documents and information. It is neither an audit nor an investigation.

3. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

4. This certificate is solely for your information and it is not to be used, circulated, quoted, or otherwise referred to for any purpose other than for the Regulations.

For P.S. RAO & ASSOCIATES,
Practicing Company Secretaries

Date: 06-08-2026
Place: Hyderabad

P.S. RAO & ASSOCIATES Hyderabad Company Secretaries

CS P.S. RAO
M. No. F10322
CP No. 3829
UDIN: F010322H001023840
Peer Review Cer. No. 6678/2025