

Branch Office

904, Sarap Complex, Opp. Navjivan Road,
C. U Shah College Road, Ashram Road,
Ahmedabad - 380 009

R Kabra & Co. LLP
CHARTERED ACCOUNTANTS

**Certificate on Auditor Qualifications, Matter of Emphasis, Reservations and Adverse Remarks which
have not been given effect to in the consolidated financial statements**

Dated 16.03.2026

To,

The Board of Directors

Sai Parenteral's Limited

Plot no 39, 5th floor Lavanya Arcade Jayabheri Enclave,
Gachibowli, K.V. Rangareddy, Seri Lingampally,
Telangana, India - 500032

AND

Arihant Capital Markets Limited

#1011 Solitaire Corporate Park
Bldg no -10, 1st Floor,
Guru Hargovindji Road, Chakala,
Andheri (East),
Mumbai - 400093

(Arihant Capital Markets Limited is referred to as the "Book Running Lead Manager" or the "BRLM")

Dear Sir/Madam,

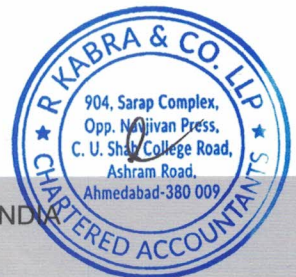
**Sub: Proposed initial public offering of equity shares of face value of ₹ 5/- each (the "Equity Shares")
of Sai Parenteral's Limited ("the Company" and such offer, the "Offer")**

We, R Kabra & Co. LLP, the Statutory Auditors of the Company, have been informed that the Company proposes to file Red Herring Prospectus and Prospectus with SEBI, the Stock Exchanges and the Registrar of Companies, Hyderabad at Telangana (the "Prospectus"); and any other documents or materials to be issued in relation to the Offer (collectively with the RHP and Prospectus, the "Offer Documents").

We have examined the restated consolidated financial statements of the Company for the six months period ended September 30, 2025 and for the Financial Year ended March 31, 2025, March 31, 2024 and March 31, 2023 (issued together as the "Restated Consolidated Financial Statements") and audited standalone financial statements of the Company for the same period ("Audited Financial Statements").

We hereby certify that, except as mentioned in **Annexure A**, there are no reservations, qualifications or adverse remarks or matters of emphasis in the audit reports on the Consolidated Financial Statements and Audited Financial Statements and there are no adverse remarks included in report issued on the Companies (Auditor's Report) Order, 2020 ("CARO") annexed to Statutory Auditor's report:

We confirm that the information in this certificate is true, fair and correct and there is no untrue statement or omission which would render the contents of this certificate misleading in its form or context. We have conducted our examination in accordance with the applicable guidance note issued by the Institute of Chartered Accountants of India (the "ICAI") which requires that we comply with ethical requirements of the Code of Ethics and Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services issued by the ICAI and accordingly, we confirm that we have complied with such Code of Ethics issued by the ICAI.



Head Office :- 515, Tulsiani Chambers, Nariman Point, Mumbai 400 021 . INDIA

91 - 99301 11344 | For queries, log on to www.rkabra.net

This certificate may be relied upon by the Book Running Lead Manager and the Legal Counsel appointed in relation to the Offer. We hereby consent to extracts of, or reference to, this certificate being used in the Offer Documents. We also consent to this certificate to be uploaded on the website, repository and, or, the database of the Stock Exchanges. We also consent to the submission of this certificate as may be necessary, to any regulatory authority and/or for the records to be maintained by the Book Running Lead Manager in connection with the Offer and in accordance with applicable law. This certificate may be produced in any actual/potential proceeding or actual or potential dispute relating to or connected with the Offer Documents or otherwise in connection with the Offer.

We confirm that we will immediately communicate any changes in writing in the above information to the Book Running Lead Manager until the date when the Equity Shares allotted and transferred in the Offer commence trading on the relevant stock exchanges. In the absence of any such communication from us, Book Running Lead Manager and the Legal Counsel in relation to the Offer, can assume that there is no change to the above information.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Offer Documents.

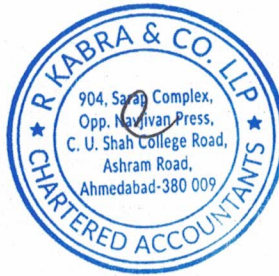
Yours faithfully,

For, R Kabra & Co. LLP,
Chartered Accountants

ICAI Firm Registration Number: 104502W/W100721



Partner: Prakash Tekwani
Membership No. 108681
Place: Ahmedabad
UDIN : 26108681XZKFDR9052



CC:

Legal Counsel to the Offer
Desai & Diwanji
Forbes Building, 4th floor,
Charanjit Rai Marg,
Fort, Mumbai – 400 001,
Maharashtra, India

Six-month period ended September 30, 2025

Reservations, qualifications, adverse remarks or matters of emphasis

Reservations: None

Qualifications: (i) There is a difference in quarterly returns / statements filed with the banks for the borrowings taken on the basis of security of current assets.

(ii) The auditors have reported that the Company is in the process of implementing an integrated ERP system and internal financial control framework. However, as of 30th September 2025, the internal financial controls over financial reporting were limited and operating inadequately and accordingly were not considered adequate or operating effectively based on the criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls issued by ICAI.

Adverse Remarks: None

Matters of Emphasis (EOM):

We draw attention to the fact that the Company has effective 1 April 2025, subscribed to 100% of its share capital of Sai Parenterals PTE Limited and, thereby becoming its first and sole shareholder and obtaining control. Accordingly, Sai Parenterals PTE Limited has been classified as a subsidiary of the Company with effect from 1 April 2025.

The Group has consolidated the results of Sai Parenterals PTE Limited for the six-month period ended 30th September 2025 and, thereafter, accounted for the investment in accordance with the applicable accounting standards. The impact of this has been duly considered in the consolidated financial statements. Our opinion is not modified in respect of this matter.

Company's response to reservations, qualifications, adverse remarks or matters of emphasis, including any corrective measures

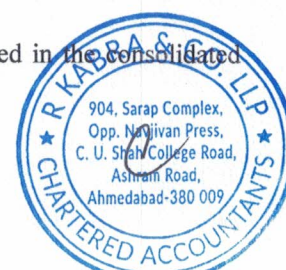
Management's Reply to the Emphasis of Matter

- (i) The Company acknowledges the difference between the quarterly returns/statements filed with the banks and the books of account maintained. This was primarily due to timing differences and certain clerical errors in reconciliation. The Company has since strengthened its internal review mechanism, implemented an additional level of verification before submission of statements to banks, and initiated periodic reconciliations to ensure alignment between the books of account and statements filed.
- (ii) The Company acknowledges the auditors' observation regarding the internal financial controls over financial reporting. During the year, the Company has progressed with the implementation of an integrated ERP system and an enhanced internal financial control framework. As of 30th September 2025, certain controls were in the process of being rolled out and hence not fully operational. Management has since taken steps to strengthen the design and operating effectiveness of internal controls by standardizing processes, embedding system-driven checks, and conducting periodic reviews. The Company is committed to ensuring that adequate and effective internal financial controls over financial reporting are fully implemented and operating effectively in the forthcoming financial year.

Management's Reply to the Emphasis of Matter

The Group has consolidated the financial results of Sai Parenterals PTE Limited from 1 April 2025, being the date on which the Group incorporated the entity and obtained control by subscribing to 100% of its share capital and has subsequently accounted for the investment in compliance with applicable accounting standards. The consolidated financial statements appropriately reflect the impact of this transaction.

Management confirms that the matter highlighted has been fully considered in the consolidated financial statements, and no further adjustments are required.



Impact on the financial statements and financial position of the Company

The financial impact is to the extent of the amount mentioned.

Financial year ended March 31, 2025

Reservations, qualifications, adverse remarks or matters of emphasis

Reservations: None

Qualifications: (i) There is a difference in quarterly returns / statements filed with the banks for the borrowings taken on the basis of security of current assets.

(ii) In case of Revat Laboratories Private Limited, the Company classified its inventory of raw materials into categories A,B, and C based on the usage pattern of raw materials, excipients and packing materials. In respect of category b and C, inventories amounting to Rs 93.41 lakhs and Rs 354.33 lakhs respectively, we have relied upon management's confirmation and have not carried out a physical verification of these inventories. Accordingly, we are unable to comment on the reasonableness of the quantities and condition of such inventories as at the year-end.

(iii) The auditors have reported that the Company is in the process of implementing an integrated ERP system and internal financial control framework. However, as of 31st March 2025, the internal financial controls over financial reporting were limited and operating inadequately, and accordingly were not considered adequate or operating effectively based on the criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls issued by ICAI.

Adverse remarks: None

Matters of emphasis (EOM): We draw attention to state that the subsidiary company, Revat Laboratories Private Limited, held 51% of the equity share capital of Rohini Solares Private Limited up to 13th March 2025, thereby classifying Rohini Solares Private Limited as a step-down subsidiary of Sai Parenterals Limited up to that date. On 13th March 2025, Rohini Solares Private Limited issued 92,960 equity shares through conversion of existing unsecured loans into equity, thereby reducing the shareholding of Revat Laboratories Private Limited from 51.00% to 47.20%. Subsequently, on 31st March 2025, Revat Laboratories Private Limited disposed of its entire shareholding, resulting in a complete exit. Accordingly, Rohini Solares Private Limited ceased to be a subsidiary as of 31st March 2025.

The Group has consolidated the results of Rohini Solares Private Limited up to 13th March 2025, being the date of loss of control, and thereafter accounted for the investment as per applicable accounting standards. The impact of this has been duly considered in the consolidated financial statements.

Our opinion is not modified in respect of this matter.

Company's response to reservations, qualifications, adverse remarks or matters of emphasis, including any corrective measures

(i) Difference in Quarterly Returns / Statements filed with Banks
The Company acknowledges the difference between the quarterly returns/statements filed with the banks and the books of account maintained. This was primarily due to timing differences and certain clerical errors in reconciliation. The Company has since strengthened its internal review mechanism, implemented an additional level of verification before submission of statements to banks, and initiated periodic reconciliations to ensure alignment between the books of account and statements filed.



(ii) **Physical Verification of Category B and C Inventories**
With respect to inventories classified under categories B and C of Revat Laboratories Private Limited, the reliance on management confirmation instead of physical verification was noted. The Company has taken corrective measures by implementing a more robust inventory management system, strengthening the periodic physical verification process, and ensuring that all categories of inventory, including B and C, will be physically verified at appropriate intervals in future. This will ensure the accuracy, existence, and condition of such inventories on an ongoing basis.

(iii) The Company acknowledges the auditors' observation regarding the internal financial controls over financial reporting. During the year, the Company has progressed with the implementation of an integrated ERP system and an enhanced internal financial control framework. As of 31st March 2025, certain controls were in the process of being rolled out and hence not fully operational.

Management has since taken steps to strengthen the design and operating effectiveness of internal controls by standardizing processes, embedding system-driven checks, and conducting periodic reviews. The Company is committed to ensuring that adequate and effective internal financial controls over financial reporting are fully implemented and operating effectively in the forthcoming financial year.

Management's Reply to the Emphasis of Matter

The Company notes the auditor's observation regarding the change in shareholding of **Rohini Solares Private Limited**. As explained, **Revat Laboratories Private Limited** held 51% of the equity share capital of Rohini Solares Private Limited until 13th March 2025, making it a step-down subsidiary of Sai Parenterals Limited. Following the issue of equity shares on 13th March 2025 through conversion of unsecured loans, the shareholding reduced to 47.20%. Thereafter, on 31st March 2025, the entire shareholding was divested, resulting in a complete exit and cessation of subsidiary status.

The Group has consolidated the financial results of Rohini Solares Private Limited up to 13th March 2025, being the date of loss of control, and has subsequently accounted for the investment in compliance with applicable accounting standards. The financial statements reflect the impact of this transaction appropriately.

Management confirms that the matter highlighted is already fully considered in the consolidated financial statements, and no further adjustments are required.

Impact on the financial statements and financial position of the Company

The financial impact is to the extent of the amount mentioned.

Financial year ended March 31, 2024

Reservations, qualifications, adverse remarks or matters of emphasis

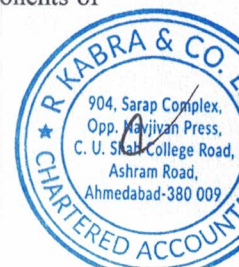
Reservations: None

Qualifications: (i) There is a difference in quarterly returns/statements filed with the banks for the borrowings taken on the basis of security of current assets.

(ii) The company is required to maintain and get its cost records audited as per the provisions of Section 148(1) of the Act, read with the Companies (Cost Records and Audit) Rules, 2014 for the year ended 31st March, 2024. Though the Company has appointed a cost auditor, the cost audit report is yet to be submitted as on the date of signing of report for year ending 31st March, 2024.

(iii) In case of Revat Laboratories Private Limited, a subsidiary, we are unable to verify the correctness of inventories in respect of inventories classified as B & C categories as per the ABC analysis, which are arrived at on the basis of derived value with regard to correctness of nature, rate and quality of stocks, in absence of appropriate audit evidence.

(iv) The auditors have reported that the Company is in the process of implementing an integrated ERP system and internal financial control framework. However, as of 31st March 2024, the internal financial controls over financial reporting were limited and operating inadequately, and accordingly were not considered adequate or operating effectively based on the criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls issued by ICAI.



Adverse remarks: None

Matters of emphasis (EOM): None

Company's response to reservations, qualifications, adverse remarks or matters of emphasis, including any corrective measures

(i) **Difference in Quarterly Returns / Statements filed with Banks**
The Company acknowledges the difference between the quarterly returns/statements filed with the banks and the books of account maintained. This was primarily due to timing differences and certain clerical errors in reconciliation. The Company has since strengthened its internal review mechanism, implemented an additional level of verification before submission of statements to banks, and initiated periodic reconciliations to ensure alignment between the books of account and statements filed.

(ii) **Physical Verification of Category B and C Inventories**
With respect to inventories classified under categories B and C of Revat Laboratories Private Limited, the reliance on management confirmation instead of physical verification was noted. The Company has taken corrective measures by implementing a more robust inventory management system, strengthening the periodic physical verification process, and ensuring that all categories of inventory, including B and C, will be physically verified at appropriate intervals in future. This will ensure the accuracy, existence, and condition of such inventories on an ongoing basis.

(iii) Verification of Inventories (Revat Laboratories Private Limited)

The Company acknowledges the auditors' observation regarding inventories classified under categories B & C in Revat Laboratories Private Limited. These inventories were valued based on derived values under the ABC analysis method. Management has already initiated steps to strengthen the process of physical verification, documentation of quality, and valuation of such inventories. Going forward, appropriate audit evidence will be maintained to ensure that the correctness of nature, rate, and quality of stocks can be independently verified.

(iv) Internal Financial Controls over Financial Reporting (IFCFR)

The Company notes the auditors' observation with respect to internal financial controls. During the year, the Company has already commenced the implementation of an integrated ERP system and a structured internal financial control framework. As part of this initiative, processes are being standardized, controls are being embedded, and periodic reviews are being carried out to strengthen operating effectiveness. The management is committed to ensuring that adequate and effective internal financial controls over financial reporting are fully operational in the coming financial year.

Impact on the financial statements and financial position of the Company

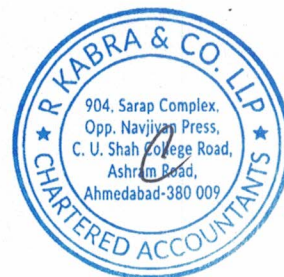
The financial impact on the financial statements is not ascertainable.

Financial year ended March 31, 2023

Reservations, qualifications, adverse remarks or matters of emphasis

Reservations: None

Qualifications: (i) The Company is required to maintain and get its cost records audited as per the provisions of Section 148(1) of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 for the year ended 31st March, 2023. Though the Company has appointed a cost auditor, the cost audit report is yet to be submitted as on the date of signing of the statutory auditor's report for the year ended 31st March, 2023.



(ii) There is a mismatch in the amounts reported as per the quarterly returns/statements filed with the banks for the borrowings taken on the basis of security of current assets as compared to the corresponding figures in the books of account. The details of such mismatches are provided in the auditor's report (CARO 2020 reporting – clause 3(ii)(b)).

(iii) The auditors have reported that the Company is in the process of implementing an integrated ERP system and internal financial control framework. However, as of 31st March 2023, the internal financial controls over financial reporting were limited and operating inadequately, and accordingly were not considered adequate or operating effectively based on the criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls issued by ICAI.

Adverse remarks: None

Matters of emphasis (EOM): None

Company's response to reservations, qualifications, adverse remarks or matters of emphasis, including any corrective measures

(i) Cost Records and Cost Audit

The Company has duly appointed a cost auditor for the financial year ended 31st March 2023 as required under Section 148(1) of the Companies Act, 2013 and the Companies (Cost Records and Audit) Rules, 2014. The delay in submission of the cost audit report was due to procedural reasons. The management has taken steps to ensure timely completion and filing of the cost audit report in subsequent years.

(ii) Mismatch in Quarterly Returns/Statements filed with Banks

The mismatch between the quarterly returns/statements filed with the banks and the books of account arose mainly due to timing differences and classification issues. The Company has strengthened its internal review process, put in place an additional layer of verification, and initiated regular reconciliations to ensure accuracy and consistency between the books of account and statements submitted to banks.

(iii) Internal Financial Controls over Financial Reporting (IFCFR)

The Company acknowledges the auditors' observation regarding inadequacies in internal financial controls as of 31st March 2023. The Company has already initiated the implementation of an integrated ERP system and a structured internal financial control framework. Standardization of processes, embedding of controls, and periodic monitoring have been put in place. Management is committed to ensuring that adequate and effective internal financial controls over financial reporting are fully operational in the ensuing financial years.

Impact on the financial statements and financial position of the Company

The financial impact on the financial statements is not ascertainable.

