



(Please scan this QR code to view the DRHP)



SAI LIFE SCIENCES LIMITED

Our Company was originally incorporated as 'Sai Dru Syn Laboratories Limited' at Hyderabad, Telangana (erstwhile Andhra Pradesh) as a public limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated January 25, 1999, issued by the Registrar of Companies, Andhra Pradesh at Hyderabad. Our Company received the certificate of commencement of business from Registrar of Companies, Andhra Pradesh at Hyderabad on February 17, 1999. Subsequently, the name of our Company was changed from 'Sai Dru Syn Laboratories Limited' to 'Sai Life Sciences Limited' pursuant to a Shareholders' resolution in an extraordinary general meeting held on December 11, 2003 and a fresh certificate of incorporation dated December 16, 2003 consequent to change of name was issued by the Registrar of Companies, Andhra Pradesh at Hyderabad. Thereafter, the name of the Company was changed from 'Sai Life Sciences Limited' to 'Sai Advantium Pharma Limited' pursuant to a Shareholders' resolution in an extraordinary general meeting held on August 16, 2006 and a fresh certificate of incorporation dated August 30, 2006 consequent to change of name was issued by the Registrar of Companies, Andhra Pradesh at Hyderabad. Subsequently, the name of our Company was changed from 'Sai Advantium Pharma Limited' to its present name, 'Sai Life Sciences Limited' pursuant to a Shareholders' resolution in an extraordinary general meeting held on April 20, 2012 and a fresh certificate of incorporation dated May 28, 2012 consequent to change of name was issued by the Registrar of Companies, Andhra Pradesh at Hyderabad. For further details, see "History and Certain Corporate Matters – Brief History of our Company" on page 183 of the Draft Red Herring Prospectus dated July 29, 2024 ("DRHP").

Registered Office: Plot No. DS-7, IKP Knowledge Park, Turkapally Village, Shameerpet Mandal, Medchal – Malkajigiri District, Hyderabad 500 078, Telangana, India
Corporate Office: L4-01 & 02, SLN Terminus Survey, Survey no. 133, Gachibowli Miyapur Road, Gachibowli, Hyderabad 500 032, Telangana, India
Tel: +91 40 6815 6000; **Website:** www.sailife.com; **Contact person:** Runa Karan, Company Secretary, Compliance Officer and Legal Head
E-mail: investors@sailife.com; **Corporate Identity Number:** U24110TG1999PLC030970

OUR PROMOTERS: KANUMURI RANGA RAJU, KRISHNAM RAJU KANUMURI, KANUMURI MYTREYI, SAI QUEST SYN PRIVATE LIMITED, MARIGOLD PARTNERS, SUNFLOWER PARTNERS, TULIP PARTNERS AND LILY PARTNERS

INITIAL PUBLIC OFFERING OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹1 EACH ("EQUITY SHARES") OF SAI LIFE SCIENCES LIMITED (OUR "COMPANY" OR THE "COMPANY") FOR CASH AT A PRICE OF ₹[●] PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹[●] PER EQUITY SHARE) ("OFFER PRICE") AGGREGATING UP TO ₹[●] MILLION (THE "OFFER") COMPRISING A FRESH ISSUE OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹1 EACH AGGREGATING UP TO ₹8,000.00 MILLION (THE "FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 61,573,120 EQUITY SHARES OF FACE VALUE OF ₹1 EACH AGGREGATING UP TO ₹[●] MILLION (THE "OFFER FOR SALE"), CONSISTING OF UP TO 6,454,780 EQUITY SHARES OF FACE VALUE OF ₹1 EACH AGGREGATING UP TO ₹[●] MILLION BY SAI QUEST SYN PRIVATE LIMITED ("PROMOTER SELLING SHAREHOLDER"), UP TO 45,721,080 EQUITY SHARES OF FACE VALUE OF ₹1 EACH AGGREGATING UP TO ₹[●] MILLION BY TPG ASIA VII SF PTE LTD ("TPG"), UP TO 6,862,260 EQUITY SHARES OF FACE VALUE OF ₹1 EACH AGGREGATING UP TO ₹[●] MILLION BY HBM PRIVATE EQUITY INDIA (COLLECTIVELY WITH TPG, "INVESTOR SELLING SHAREHOLDERS") AND UP TO 2,535,000 EQUITY SHARES OF FACE VALUE OF ₹1 EACH AGGREGATING UP TO ₹[●] MILLION BY CERTAIN PERSONS LISTED IN THE DRAFT RED HERRING PROSPECTUS (THE "OTHER SELLING SHAREHOLDERS") (THE PROMOTER SELLING SHAREHOLDER, INVESTOR SELLING SHAREHOLDERS AND OTHER SELLING SHAREHOLDERS, THE "SELLING SHAREHOLDERS" AND SUCH EQUITY SHARES, THE "OFFERED SHARES").

THE OFFER INCLUDES A RESERVATION OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹1 EACH, AGGREGATING UP TO ₹[●] MILLION (CONSTITUTING UP TO [●] % OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL, FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES ("EMPLOYEE RESERVATION PORTION"). THE OFFER LESS THE EMPLOYEE RESERVATION PORTION IS HERINAFTER REFERRED TO AS THE "NET OFFER". THE OFFER AND THE NET OFFER SHALL CONSTITUTE [●] % AND [●] % OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY, RESPECTIVELY. THE PRICE BAND AND THE MINIMUM BID LOT SHALL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BRLMS AND WILL BE ADVERTISED IN ALL EDITIONS OF [●], AN ENGLISH NATIONAL DAILY NEWSPAPER, ALL EDITIONS OF [●], A HINDI NATIONAL DAILY NEWSPAPER AND THE [●] EDITION OF [●], A TELUGU DAILY NEWSPAPER (TELUGU BEING THE REGIONAL LANGUAGE OF TELANGANA, WHERE OUR REGISTERED OFFICE IS LOCATED), EACH WITH WIDE CIRCULATION, AT LEAST TWO WORKING DAYS PRIOR TO THE BID/ OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO THE STOCK EXCHANGES FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITES IN ACCORDANCE WITH THE SEBI ICDR REGULATIONS.

NOTICE TO INVESTORS

With reference to the draft red herring prospectus dated July 29, 2024 (the "DRHP") filed with SEBI and the Stock Exchanges, the potential Bidder may note:

- Subsequent to the filing of the DRHP and pursuant to the deed of gift dated July 10, 2024 ("Gift Deed") entered into by and among TPG Asia VII SF Pte Ltd, HBM Private Equity India, Kanumuri Ranga Raju, Kanumuri Mytreiyi, Krishnam Raju Kanumuri, Sai Quest Syn Private Limited and certain other parties, certain shareholders of the Company ("Donors") have gifted some of their Equity Shares to the Promoters and certain members of the Promoter Group, ("Donees") (such transactions, the "Transactions"). Set forth hereunder are the details of the Transactions:

S. No.	Date of Transfer	Donor	Donee	Number of Equity Shares transferred	Percentage of total pre-Offer paid up Equity Share capital of the Company (on a fully diluted basis) (%)*	Price per Equity Share (in ₹)
1.	November 4, 2024	Jagdish Viswanath Dore	Gokaraju Lakshmi Tanuja	4,900	Negligible	Nil
2.	November 5, 2024	HBM Private Equity India	Ranga Raju Kanumuri (a Partner of Lily Partners)	177,050	0.09%	Nil
3.	November 5, 2024	HBM Private Equity India	Kanumuri Mytreiyi (a Partner of Tulip Partners)	29,960	0.02%	Nil
4.	November 5, 2024	TPG Asia VII SF Pte Ltd	Kanumuri Mytreiyi (a Partner of Tulip Partners)	208,180	0.11%	Nil
5.	November 5, 2024	TPG Asia VII SF Pte Ltd	Ranga Raju Kanumuri (a Partner of Sunflower Partners)	399,830	0.21%	Nil
6.	November 5, 2024	TPG Asia VII SF Pte Ltd	Kanumuri Mytreiyi (a Partner of Marigold Partners)	568,950	0.30%	Nil
7.	November 5, 2024	TPG Asia VII SF Pte Ltd	Sai Quest Syn Private Limited	283,400	0.15%	Nil
8.	November 5, 2024	TPG Asia VII SF Pte Ltd	Gokaraju Subba Raju	9,370	Negligible	Nil
9.	November 5, 2024	TPG Asia VII SF Pte Ltd	Kanumuri Ranga Raju	4,340	Negligible	Nil
10.	November 5, 2024	Marcel Johannes Velterop	Kanumuri Krishnam Raju	5,960	Negligible	Nil
11.	November 5, 2024	Fred Cohen	Kanumuri Krishnam Raju	9,800	0.01%	Nil
12.	November 6, 2024	Dinesh Patel	Kanumuri Krishnam Raju	7,840	Negligible	Nil
13.	November 6, 2024	Sameer Paigankar	Gokaraju Subba Raju	7,840	Negligible	Nil
14.	November 6, 2024	Sameer Paigankar (Jt With Sheela Paigankar)	Gokaraju Lakshmi Tanuja	2,160	Negligible	Nil
15.	November 6, 2024	Ravindra Varma Nandyala	Gokaraju Subba Raju	310	Negligible	Nil
16.	November 6, 2024	Anita Nandyala	Gokaraju Subba Raju	82,050	0.04%	Nil
17.	November 6, 2024	Anisha Nandyala (Jt with Ravindra Varma Nandyala)	Gokaraju Lakshmi Tanuja	7,840	Negligible	Nil
18.	November 6, 2024	KV Satyanarayana Raju	Gokaraju Subba Raju	19,610	0.01%	Nil
19.	November 6, 2024	Radha Padma	Kanumuri Sudha	980	Negligible	Nil
20.	November 6, 2024	Narottam Puri Goswami	Gokaraju Lakshmi Tanuja	2,940	Negligible	Nil
21.	November 6, 2024	D Ramaa	Gokaraju Lakshmi Tanuja	1,960	Negligible	Nil
22.	November 6, 2024	P.Trivikrama Prasad	Kanumuri Mytreiyi (a Partner of Marigold Partners)	9,800	0.01%	Nil
23.	November 6, 2024	Hitesh Patel	Krishnam Raju Kanumuri	14,710	0.01%	Nil
24.	November 7, 2024	TPG Asia VII SF Pte Ltd	Krishnam Raju Kanumuri	20,090	0.01%	Nil
25.	November 7, 2024	Bharathi Srivari	Gokaraju Subba Raju	16,070	0.01%	Nil
26.	November 7, 2024	Bharathi Srivari	Kanumuri Mytreiyi	1,580	Negligible	Nil
27.	November 7, 2024	Anjelica Nandyala (Jt with Ravindra Varma Nandyala)	Gokaraju Lakshmi Tanuja	7,840	Negligible	Nil
28.	November 7, 2024	Raju Penmasta	Gokaraju Subba Raju	56,200	0.03%	Nil
29.	November 7, 2024	Aruna Penmasta	Gokaraju Subba Raju	42,420	0.02%	Nil
30.	November 7, 2024	K.Anuradha	Sudha Kanumuri	1,960	Negligible	Nil
31.	November 7, 2024	Madhu Kilaru	Ranga Raju Kanumuri (a Partner of Sunflower Partners)	9,470	Negligible	Nil
32.	November 7, 2024	Greg Ludetke	Gokaraju Lakshmi Tanuja	4,900	Negligible	Nil

*The percentage of the Equity Share capital on a fully diluted basis has been calculated assuming exercise of 3,477,280 vested options under ESOP Schemes, as applicable.

Pursuant to the aforesaid Transactions, the shareholding of the relevant Promoters and the Promoter Group members who have received the Equity Shares pursuant to the transaction by the Donors, as on the date of this intimation is as follows:

S. No.	Name	No. of Equity Shares held post completion of the Transaction**	Percentage of total pre-Offer paid-up Equity Share Capital of the Company (on a fully diluted basis) (%)*
1.	Krishnam Raju Kanumuri	3,008,400	1.56%
2.	Gokaraju Subba Raju	9,621,170	5.00%
3.	Kanumuri Mytreiyi	61,580	0.03%
4.	Gokaraju Lakshmi Tanuja	1,333,750	0.69%
5.	Kanumuri Sudha	502,940	0.26%
6.	Sai Quest Syn Private Limited	11,045,880	5.74%
7.	Kanumuri Ranga Raju	169,340	0.09%
8.	Ranga Raju Kanumuri (a Partner of Lily Partners)	6,900,740	3.58%
9.	Kanumuri Mytreiyi (a Partner of Tulip Partners)	9,282,060	4.82%
10.	Kanumuri Mytreiyi (a Partner of Marigold Partners)	22,185,550	11.52%
11.	Ranga Raju Kanumuri (a Partner of Sunflower Partners)	15,593,570	8.10%

* The percentage of the Equity Share capital on a fully diluted basis has been calculated assuming exercise of 3,477,280 vested options under ESOP Schemes, as applicable.

** The above also includes Equity Shares issued on conversion of 480,000 CCPS pursuant to board resolution dated November 06, 2024.

- Further, the Donors and Donees are the Promoter, Director Promoter Group entities and the shareholders of the Company, as applicable, and except such association are not connected in any manner with the Company/the Promoter/ Promoter group/ Directors or KMPs /Subsidiaries and their directors and KMPs.
- In respect of the Transactions, a risk factor will be added in the "Risk Factors" section of the RHP and Prospectus as provided below:
"Some of our shareholders have transferred 2,020,310 Equity Shares to our Promoter and certain members of the Promoter Group as a gift pursuant to the gift deed dated July 10, 2024 which has resulted in an increase in the pre-Offer shareholding of the Promoters and certain members of the Promoter Group.
Pursuant to the deed of gift dated July 10, 2024 entered into by and among TPG Asia VII SF Pte Ltd, HBM Private Equity India, Kanumuri Ranga Raju, Kanumuri Mytreiyi, Krishnam Raju Kanumuri, Sai Quest Syn Private Limited and certain other parties, read with supplementary letter dated October 8, 2024, certain shareholders of our Company have gifted 2,020,310 Equity Shares to the Promoters and certain members of Promoter Group, namely, Gokaraju Lakshmi Tanuja, Gokaraju Subba Raju and Kanumuri Sudha ("Donees") in compliance with the applicable laws, including Income Tax Act for assisting in growing the business of the Company. This has resulted in an increase in the pre-Offer shareholding of the Donees without paying any consideration. The aforesaid transfers did not involve any quid pro quo arrangement with any of the parties involved. Further, these transfers were not contingent on the receipt of the observations from SEBI or the filing of updated draft red herring prospectus with the SEBI."
- The disclosures with respect to the Transactions shall be updated at all relevant places, including the "Summary of the Offer Document", "Capital Structure", "Basis for the Offer Price", "History and Certain Corporate Matters" and "Our Promoters and Promoter Group" sections, as applicable, in the Red Herring Prospectus and Prospectus.

BOOK RUNNING LEAD MANAGERS

REGISTRAR TO THE OFFER

Kotak [®] Investment Banking	IIFL CAPITAL	Jefferies	Morgan Stanley	KFINTECH EXPERIENCE TRANSFORMATION
Kotak Mahindra Capital Company Limited 1 st Floor, 27 BKC, Plot No. C – 27 "G" Block, Bandra Kurla Complex Bandra (East), Mumbai 400 051 Maharashtra, India Tel: +91 22 4336 0000 E-mail: sailife.ipo@kotak.com Website: https://investmentbank.kotak.com Investor Grievance ID: kmcaddressal@kotak.com Contact Person: Ganesh Rane SEBI Registration Number: INM000008704	IIFL Capital Services Limited (formerly known as IIFL Securities Limited) 24 th Floor, One Lodha Place, Senapati Bapat Marg, Lower Parel (West) Mumbai 400 013, Maharashtra, India Tel: + 91 22 4646 4728 E-mail: sailife.ipo@iiflcap.com Investor Grievance E-mail: ig.ib@iiflcap.com Website: www.iiflcap.com Contact Person: Yogesh Malpani / Pawan Kumar Jain SEBI Registration Number: INM000010940	Jefferies India Private Limited Level 16, Express Towers, Nariman Point, Mumbai 400 021 Maharashtra, India Tel: +91 22 4356 6000 E-mail: Sailife.IPO@jefferies.com Website: www.jefferies.com Investor Grievance ID: jipl. grievance@jefferies.com Contact Person: Suhani Bhareja SEBI Registration No: INM000011443	Morgan Stanley India Company Private Limited 18 th Floor, Tower 2, One World Center Plot 841, Jupiter Textile Mill Compound Senapati Bapat Marg, Lower Parel Mumbai – 400 013, Maharashtra, India Tel: +91 22 6118 1000 E-mail: sailifeipo@morganstanley.com Investor Grievance ID: investors_in- dia@morganstanley.com Website: www.morganstanley.com/india Contact Person: Sumit Kumar Agarwal SEBI Registration No: INM000011203	KFin Technologies Limited Selenium, Tower B, Plot No- 31 and 32 Financial District, Nanakramguda, Serilingampally, Hyderabad 500 032 Telangana, India Tel: +91 40 6716 2222 E-mail: sailifesciences.ipo@kfinitech.com Investor Grievance ID: einward.ris@kfinitech.com Website: www.kfinitech.com Contact Person: M. Murali Krishna SEBI Registration Number: INR000000221

All capitalized terms used and not specifically defined herein shall have the meaning ascribed to them in the DRHP.

For SAI LIFE SCIENCES LIMITED
On behalf of the Board of Directors

Place: Hyderabad

Date: November 8, 2024

Sd/-
Runa Karan
Company Secretary, Compliance Officer and Legal Head

SAI LIFE SCIENCES LIMITED, is proposing, subject to, receipt of requisite approvals, market conditions and other considerations, to undertake an initial public offer of its Equity Shares and has filed the DRHP dated July 29, 2024 with the SEBI. The DRHP is available on the website of the Company at www.sailife.com, SEBI at www.sebi.gov.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, and the BRLMs, i.e. Kotak Mahindra Capital Company Limited, IIFL Securities Limited, Jefferies India Private Limited and Morgan Stanley India Company Private Limited at https://investmentbank.kotak.com, www.iiflcap.com, www.jefferies.com and www.morganstanley.com/india, respectively. Any potential investor should note that investment in equity shares involves a high degree of risk and for details relating to such risk, please see the section entitled "Risk Factors" of the RHP, when filed. Potential investors should not rely on the DRHP for making any investment decision. This announcement does not constitute an invitation or offer of securities for sale in any jurisdiction. The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws in the United States, and unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in accordance with any applicable U.S. state securities laws. Accordingly, the Equity Shares are being sold in the United States only to "qualified institutional buyers", as defined in Rule 144A ("Rule 144A") under the U.S. Securities Act, pursuant to Rule 144A or another available exemption from the registration requirements thereunder, and in "offshore transactions" as defined in, and in reliance on, Regulation S ("Regulation S") under the U.S. Securities Act, and in accordance with the applicable laws of the jurisdictions where offers and sales are made. There will be no public offering of the Equity Shares in the United States.