

Date: September 24, 2024

To,
The Members
The Board of Directors
The Auditors

Dear Sir/ Madam,

NOTICE is hereby given that the Third Annual General Meeting (“AGM”) of the Members of Sagility India Limited (*formerly Sagility India Private Limited; earlier Berkmeer India Private Limited;*) (the “Company”) is scheduled to be held on **Wednesday, 25 September, 2024 at 09:00 A.M. (IST)** through Video Conferencing or Other Audio Visual Means (“VC/OAVM”) and recorded at the registered office of the Company located at No. 23 & 24, AMR Tech Park, Building 2A, First Floor Hongasandara Village, Off Hosur Road, Bommanahalli, Bengaluru – 560068, Karnataka.

The Notice of the meeting, containing the business to be transacted, is enclosed.

Thanking You,

FOR SAGILITY INDIA LIMITED*

**formerly Sagility India Private Limited; earlier Berkmeer India Private Limited*

Satishkumar Sakharayapattana Seetharamaiah
Company Secretary & Compliance Officer
ACS-16008

Enclosures:

1. Notice of the AGM
2. Consent for shorter notice
3. Proxy Form (MGT-11)/Authorised Representation Letter

Sagility India Limited

(Formerly Sagility India Private Limited; earlier Berkmeer India Private Limited)

Registered Office - No. 23 & 24, AMR Tech Park, Building 2A, First Floor Hongasandara Village, Off Hosur Road,
Bommanahalli, Bengaluru – 560068 Karnataka India

Corporate Identity Number: U72900KA2021PTC150054

Tel. No.: 080-71251500, Website: www.SagilityHealth.com

NOTICE

NOTICE is hereby given that the Third Annual General Meeting (AGM) of the members of **Sagility India Limited** (*formerly Sagility India Private Limited; earlier Berkmeer India Private Limited*) is scheduled to be held on **25 September, 2024 at 09:00 A.M. (IST)** through Video Conferencing or Other Audio Visual Means (“VC/OAVM”), at a shorter notice and recorded at the registered office of the Company located at No. 23 & 24, AMR Tech Park, Building 2A, First Floor Hongasandara Village, Off Hosur Road, Bommanahalli, Bengaluru – 560068, Karnataka India, to transact the following business:

Ordinary business:

1. To receive, consider and adopt the Audited financial statements (Standalone & Consolidated) of the Company for the financial year ended on March 31, 2024, together with the Board’s Report and Auditors’ Report thereon.

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

“**RESOLVED THAT** the audited financial statements (Standalone & Consolidated) of the Company for the financial year ended March 31, 2024, and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby received, considered and adopted.”

2. To appoint Mr. Hari Gopalakrishnan (DIN: 03289463), Non-Executive Non- Independent Director, who retires by rotation and being eligible, offers himself for re-appointment.

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

“**RESOLVED THAT** in accordance with the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013, Mr. Hari Gopalakrishnan (DIN: 03289463), Non-Executive Non-Independent Director, who retires by rotation and being eligible for re-appointment, be and is hereby reappointed as a Director of the Company, liable to retire by rotation.”

NOTES:

1. Pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 02/2022, 10/2022, 09/2023 and 09/2024 dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 respectively, issued by the Ministry of Corporate Affairs (“MCA Circulars”) the 3rd AGM of the Company is being conducted through Video Conferencing or Other Audio-Visual Means (“VC/OAVM”), which does not require physical presence of members at a common venue. Hence, members can attend and participate in the ensuing AGM through VC/OAVM.
2. This meeting is being called at a shorter notice than the statutory required minimum of 21 clear days. Pursuant to the provisions of Section 101 of the Companies Act, 2013, an AGM may be called after giving a shorter notice if consent is given in writing or by electronic mode by not less than ninety-five percent of the members entitled to vote thereat.

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3. Corporate members intending to send their authorized representatives to attend the AGM are requested to send the authorization in advance authorizing their representative to attend and vote on their behalf at the AGM through their registered email address to the Company at satishkumar.s@sagilityhealth.com.
4. In case of joint holders attending the AGM, only such joint holders who are higher in the order of names will be entitled to vote.
5. The web-link of the meeting shall be provided separately. To access and participate in the meeting, shareholders and other participating stakeholders are requested to click on the link provided.
6. The proceedings of the meeting shall be recorded and shall be kept in the safe custody of the Company. Such recording shall be made available at the request of the members.
7. The facility for joining the meeting shall be kept open at least 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after such scheduled time.
8. Attendance of members is allowed at the meeting through Video Conferencing and the same shall be counted for quorum as requirement for physical quorum has been dispensed with pursuant to the MCA Circulars. Further, pursuant to the MCA Circulars, proxy shall not be allowed to attend and vote at the meeting.
9. All documents referred to in the Notice will be available for inspection at the Company's Registered Office/ venue of the Meeting during normal business hours on working days up to the date of the AGM.
10. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 & the Register of Contracts or arrangements, if any, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
11. The Notice of the AGM is being sent by electronic mode to all members whose email addresses are registered with the Company.
12. The Voting at the meeting shall be conducted by show of hands unless a poll in accordance with section 109 of the Companies Act, 2013 is demanded by any member.
13. The members can pose questions concurrently at the Meeting or they can submit questions or queries regarding the agenda items on the designated email address through which the notice has been sent.
14. Since the AGM will be held through VC, the Route Map is not annexed in this Notice. The scheduled venue of the meeting as set forth in the notice convening the meeting, shall be deemed to be the place of the said meeting and all recordings of the proceedings at the meeting shall be deemed to be made at such place.

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Tel. No.: 080-71251500, Website: www.SagilityHealth.com



**By the order of the Board of Directors of
SAGILITY INDIA LIMITED***

**formerly Sagility India Private Limited; Berkmeer India Private Limited;*

**Satishkumar Sakharayapattana Seetharamaiah
Company Secretary & Compliance Officer
ACS-16008**

Sagility India Limited

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Tel. No.: 080-71251500, Website: www.SagilityHealth.com

<To be printed on the letterhead in case of corporate shareholder>

Consent by Shareholder for Shorter Notice
[Pursuant to Section 101(1)]

To,

The Board of Directors
Sagility India Limited
*(formerly Sagility India Private Limited
earlier Berkmeer India Private Limited)*
No. 23 & 24, AMR Tech Park, Building 2A,
First Floor Hongasandara Village,
Off Hosur Road, Bommanahalli,
Bengaluru – 560068, Karnataka, India

Subject: Consent to hold Annual General Meeting at Shorter Notice

I, <Name of shareholder> am the shareholder/ am authorized signatory of <Name of shareholder>.

<Name of shareholder> holds <Number of shares> (<in words>) equity shares of Rs. 10 each in Sagility India Limited (“**Company**”) which aggregates to <shareholding> of total equity shares of the Company.

<Name of shareholder> hereby gives consent pursuant to provisions of Section 101(1) of the Companies Act, 2013 to hold the Annual General Meeting of the company scheduled on **Wednesday, 25 September, 2024** through Video Conference (“VC”) / Other Audio Visual Means (“OAVM”) at shorter notice.

<Name of shareholder>/ On behalf of <Name of shareholder>

Name of authorised signatory

Place: <>

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Proxy Form (MGT-11)/ Authorised Representation Letter

To,

The Board of Directors
Sagility India Limited
*(formerly Sagility India Private Limited
earlier Berkmeer India Private Limited)*
No. 23 & 24, AMR Tech Park, Building 2A,
First Floor Hongasandara Village,
Off Hosur Road, Bommanahalli,
Bengaluru – 560068, Karnataka, India

Subject: Appointing representative of <Name of shareholder> to attend the 3rd Annual General Meeting of Sagility India Limited (“Company”)

I am authorized signatory of <Name of shareholder> a company incorporated under the laws of <Netherlands>, having its registered office at <address of registered office>, and registered with the <Name of Authority and registration number>.

<Name of shareholder> holds <Number of shares> (<in words>) equity shares of Rs. 10 each in the Company aggregating to <shareholding>% of total equity shares of the Company.

<Name of shareholder> hereby appoints below mentioned person as its representative and authorizes him to attend the 3rd Annual General Meeting of the company scheduled on Wednesday, 25 September 2024 through Video Conference (“VC”) / Other Audio Visual Means (“OAVM”) or adjournment thereof as an authorized representative of <Name of shareholder> for the purposes of establishing a quorum and to communicate our decision on all resolutions that are put to vote in the meeting and is authorized to do so on our behalf.

Authorized Representative Details:

1. Name: <>
Identity_Number: <>
2. Name: <>
Identity_Number: <>

On behalf of <Name of shareholder>

Name:
Designation: Authorised Signatory
Place: <>