

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

# Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

U72900KA2021PLC150054

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAKCB0226C

(ii) (a) Name of the company

SAGILITY INDIA LIMITED

(b) Registered office address

No23 & 24, AMR Tech Park, Building 2A, First Floor Hongasa  
ndara Village, Off Hosur Road, Bo mmanahalli NA  
Bengaluru  
Bangalore  
Karnataka  
560066

(c) \*e-mail ID of the company

SA\*\*\*\*\*TH.C

(d) \*Telephone number with STD code

08\*\*\*\*\*00

(e) Website

(iii) Date of Incorporation

28/07/2021

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes  No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

Yes  No

(b) CIN of the Registrar and Transfer Agent

Pre-fill

Name of the Registrar and Transfer Agent

Registered office address of the Registrar and Transfer Agents

(vii) \*Financial year From date  (DD/MM/YYYY) To date  (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted  Yes  No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	N	Support service to Organizations	N6	Office administrative and other business activities including call centers, organising	100

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	SAGILITY B.V.		Holding	100
2	Sagility (US) Holdings Inc.		Subsidiary	100
3	Sagility Philippines B.V.		Subsidiary	100
4	Sagility (US) Inc.		Subsidiary	100
5	Sagility (Jamaica) Limited		Subsidiary	100
6	Sagility (Colombia) S.A.S.		Subsidiary	100
7	Sagility Operations Inc.		Subsidiary	100

8	Sagility Care Management LLC		Subsidiary	100
9	Sagility Technologies LLC		Subsidiary	100
10	Sagility Provider Solutions LLC		Subsidiary	100
11	Sagility LLC		Subsidiary	100
12	Sagility Payment Integrity Solu		Subsidiary	100
13	Birch Technologies LLC		Subsidiary	100

#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

##### (i) \*SHARE CAPITAL

###### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	10,000,000,000	4,287,336,495	4,287,336,495	4,287,336,495
Total amount of equity shares (in Rupees)	100,000,000,000	42,873,364,950	42,873,364,950	42,873,364,950

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	10,000,000,000	4,287,336,495	4,287,336,495	4,287,336,495
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	100,000,000,000	42,873,364,950	42,873,364,950	42,873,364,950

###### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	1,920,726,0	0	1920726066	19,207,260,	19,207,260,	
<b>Increase during the year</b>	2,366,610,4	0	2366610429	23,666,104,	23,666,104,	43,312,998,
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	2,366,610,4	0	2366610429	23,666,104,	23,666,104,	43,312,998,
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0

iv. Others, specify						
<b>At the end of the year</b>	4,287,336,4	0	4287336495	42,873,364,	42,873,364	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

INE0W2G01015

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

**(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \***

Nil

[Details being provided in a CD/Digital Media]

Yes  No  Not Applicable

Separate sheet attached for details of transfers

Yes  No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input style="width: 95%;" type="text"/>
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Date of registration of transfer (Date Month Year)	<input style="width: 95%;" type="text"/>
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Type of transfer	<input style="width: 95%;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input style="width: 95%;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 95%;" type="text"/>
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Ledger Folio of Transferor	<input style="width: 95%;" type="text"/>
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Transferor's Name	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input style="width: 95%;" type="text"/>
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Transferee's Name	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input style="width: 95%;" type="text"/>
--	--

Type of transfer	<input style="width: 95%;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	--	--

Number of Shares/ Debentures/ Units Transferred	<input style="width: 95%;" type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input style="width: 95%;" type="text"/>
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Ledger Folio of Transferor		<input type="text"/>		
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>	
	Surname	middle name	first name	
Ledger Folio of Transferee		<input type="text"/>		
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>	
	Surname	middle name	first name	

**(iv) \*Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	10,510	1000000	10,510,000,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			10,510,000,000

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Non-convertible debentures</b>	13,000,000,000	0	2,490,000,000	10,510,000,000
<b>Partly convertible debentures</b>	0	0	0	0
<b>Fully convertible debentures</b>	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>	<input type="text"/>		<input type="text"/>		<input type="text"/>

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)**

**(i) Turnover**

14,946,100,170

**(ii) Net worth of the Company**

87,147,643,104.4

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	4,287,336,495	100	0	
10.	Others	0	0	0	
	<b>Total</b>	4,287,336,495	100	0	0

**Total number of shareholders (promoters)**

7

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage

1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	<b>Total</b>	0	0	0	0

**Total number of shareholders (other than promoters)**

0

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

7

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS  
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	2	7
Members (other than promoters)	0	0
Debenture holders	1	1

## VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### (A) \*Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	0	2	0	2	0	0
<b>B. Non-Promoter</b>	2	0	2	0	0	0
(i) Non-Independent	2	0	2	0	0	0
(ii) Independent	0	0	0	0	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
<b>Total</b>	<b>2</b>	<b>2</b>	<b>2</b>	<b>2</b>	<b>0</b>	<b>0</b>

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

5

### (B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
HARI GOPALAKRISHN	03289463	Director	0	
SANJEEV LAKRA	08881454	Director	0	24/06/2024
SMITA VISHWANATH,	07342265	Director	0	14/06/2024
SARVABHOUMAN DO	10052733	Director	0	24/06/2024
SATISHKUMAR SAKH	AOPPS7774A	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

2

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
SARVABHOUMAN I	10052733	Additional director	29/09/2023	Change in designation
SMITA VISHWANAT	07342265	Additional director	29/09/2023	Change in designation

## IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

### A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

4

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Extra-Ordinary General Mee	14/03/2024	2	2	100
Extra-Ordinary General Mee	22/03/2024	2	2	100
Extra-Ordinary General Mee	27/03/2024	2	2	100
Annual General Meeting	29/09/2023	2	2	100

### B. BOARD MEETINGS

\*Number of meetings held

10

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	15/05/2023	4	4	100
2	24/07/2023	4	3	75
3	19/09/2023	4	2	50
4	24/11/2023	4	4	100
5	14/12/2023	4	4	100
6	20/02/2024	4	4	100
7	22/03/2024	4	3	75
8	26/03/2024	4	4	100

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
9	27/03/2024	4	4	100
10	28/03/2024	4	4	100

### C. COMMITTEE MEETINGS

Number of meetings held

3

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	CSR Committee	15/05/2023	4	4	100
2	CSR Committee	24/07/2023	4	3	75
3	CSR Committee	14/12/2023	4	4	100

### D. \*ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	25/09/2024
								(Y/N/NA)
1	HARI GOPAL	10	9	90	3	3	100	No
2	SANJEEV LAH	10	9	90	3	3	100	Not Applicable
3	SMITA VISHW	10	8	80	3	2	66.67	Not Applicable
4	SARVABHOU	10	10	100	3	3	100	Not Applicable

### X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

Number of CEO, CFO and Company secretary whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SATISHKUMAR SA	COMPANY SEC	6,477,282.5	0	0	0	6,477,282.5
	Total		6,477,282.5	0	0	0	6,477,282.5

Number of other directors whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SMITA VISHWANAN	Director	20,062,507.5	0	1,978,852.87418	0	22,041,360.37
2	SARVABHOUMAN	Director	18,708,300	0	2,078,655.61002	0	20,786,955.61
	Total		38,770,807.5	0	4,057,508.48420	0	42,828,315.98

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes  No

#### XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

SUDHIR VISHNUPANT HULYALKAR

Whether associate or fellow

Associate  Fellow

Certificate of practice number

6137

#### I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.  
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

#### Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ...  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

#### To be digitally signed by

Director

RAMESH  
GOPALAN  
Digitally signed by  
RAMESH GOPALAN  
Date: 2024.11.21  
18:29:55 +05'30'

DIN of the director

0\*6\*6\*2\*

#### To be digitally signed by

SUDHIR  
VISHNUPANT  
HULYALKAR  
Digitally signed by  
SUDHIR VISHNUPANT  
HULYALKAR  
Date: 2024.11.21  
18:30:24 +05'30'

Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

**Attachments**

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

<b>Attach</b>
<b>Attach</b>
<b>Attach</b>
<b>Attach</b>

**List of attachments**

List of shareholders and debenture holders  
Details of Designated Person.pdf  
Clarification Letter.pdf  
MGT 8.pdf  
Clarification letter.pdf  
UDIN\_Sagility.pdf

**Remove attachment**

Modify

Check Form

Prescrutiny

Submit

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**

## Sagility India Limited

### List of equity shareholders as on March 31, 2024

Name of Shareholder	Address	No. of Equity shares	Amount per share (INR)	Total (INR)
Sagility B. V.	Jupiter Building, Herikerbergweg 88, 1101 CM Amsterdam The Netherlands	4,287,336,494	10	42,873,364,940
Sagility Philippines B.V.	Jupiter Building Herikerbergweg 88, 1101 CM Amsterdam The Netherlands	1	10	10
<b>Total</b>		<b>4,287,336,495</b>		

### List of Debenture Holders as on March 31, 2024

Name	Address	Nominal Amount per security (in Rs.)	Number of Debentures Outstanding	Total (in Rs.)
Sagility B.V.	Jupiter Building, Herikerbergweg 88, 1101CM Amsterdam The Netherlands	10,00,000	10,510	10,51,00,00,000

Certified to be true

**For SAGILITY INDIA LIMITED**

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

SATISHKUMAR  
SAKHARAYAPATTAN  
A SEETHARAMAIAH

Digitally signed by SATISHKUMAR  
SAKHARAYAPATTANA  
SEETHARAMAIAH  
Date: 2024.11.14 16:25:27 +05'30'

**SatishKumar Sakharayapattana Seetharamaiah**  
**Company Secretary and Compliance Officer**

**ACS – 16008**

Sagility India Limited

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

**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 India

Corporate Identity Number: U72900KA2021PLC150054

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

Form No. MGT-8

[Pursuant to Section 92(2) of the Companies Act, 2013 and Rule 11(2) of Companies (Management and Administration) Rules, 2014]

**CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE**

I have examined the registers, records and books and papers of **SAGILITY INDIA LIMITED (CIN: U72900KA2021PLC150054)** (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on March 31, 2024. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year, the Company has complied with provisions of the Act & Rules made there under in respect of:
1. Its status under the Act— the Company was a private limited company till a special resolution at an extraordinary general meeting held on 21<sup>st</sup> day of May 2024 approving the conversion of the company from private limited to public limited company was passed. For this the Company has complied with the requirements of converting itself into public limited company. Subsequently, upon making an application in Form INC- 27 during this financial year (2024-25) to the Central Government as required under Section 14 of the Act and Rules made thereunder, the Registrar of Companies has issued a Certificate of Incorporation consequent upon conversion to public company dated 20<sup>th</sup> June, 2024.
  2. Maintenance of registers/records & making entries therein within the time prescribed thereof.
  3. Filing of forms and returns as stated in **Annexure A**, with the Registrar of Companies within/beyond the prescribed time.
  4. Calling/ convening/ holding meetings of Board of Directors and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given with the required consents where shorter notices were issued and the proceedings including the circular resolutions have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed.
  5. Closure of Register of Members – No instances during the year.
  6. Advances/loans made to its directors and/or persons or firms or companies referred in section 185 of the Act- Nil during the year.
  7. Contracts/Arrangements/Transactions with related parties as specified in section 188 of the Act- The Company has considered all the related party transactions undertaken during the year at arm's length basis and in the ordinary course of business.

**Sudhir Vishnupant Hulyalkar**  
Company Secretaries



8. Issue or allotment or transfer or partial redemption of securities and issue of certificates as applicable in all instances.
9. Keeping in abeyance the rights to dividend, right shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act. -No instances during the year.
10. a) Declaration/payment of dividend; Nil during the year  
b) Transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act.- Nil during the year.
11. Signing of audited financial statement as per the provisions of Section 134 of the Act and report of directors is as per sub-section (3), (4) and (5) thereof.
12. Constitution /appointment /re-appointment and disclosures of the Directors.
13. Appointment of auditors as per the provisions of Section 139 of the Act.
14. Approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act.- No instances during the year under review.
15. Acceptance/Renewal/repayment of deposits- Nil during the year.
16. Borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect- Nil during the year.
17. Investments falling under the provisions of section 186 of the Act.
18. Alteration of the provisions of the Memorandum of Association of the Company.

Place: Bengaluru  
Date: 06/11/2024



Sudhir V Hulyalkar  
Company Secretary in Practice  
M. No.: F6040; CP. No.: 6137  
Peer Review Certificate No. 6166/2024  
UDIN: F006040F001898315



**Annexure A**

Forms and Returns as filed by the Company with the Registrar of Companies, during the financial year ending on 31<sup>st</sup> March, 2024.

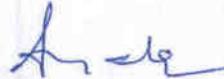
Sl. No	Form No. /Return	Filed u/s	Filed For	Date of Filing	Whether filed within the prescribed time	If delay in filing, whether requisite additional fee paid
1.	MGT-6	89(6)	Declaration by beneficial owner for change in name of company.	08.12.2023	Yes	NA
2.	DPT-3	Pursuant to rule 16 of the Companies (Acceptance of Deposits) Rules, 2014	Particulars of transactions by a company not considered as deposit as per rule 2(1)(c) of the Companies (Acceptance of Deposit) Rules, 2014.	28.06.2023	Yes	NA
3.	AOC-4 XBRL	137	Filing of Financial Statements the financial year ended 31.03.2023.	19.10.2023	Yes	NA
4.	MGT-7	92	Annual Return for the Financial Year Ended 31.03.2023.	22.11.2023	Yes	NA
5.	CHG-1	77	Creation of Charge in favour of Standard Chartered Bank.	03.04.2023	Yes	NA
6.	CHG-1	77	Creation of Charge in favour of Axis Bank Limited.	19.07.2023	Yes	NA
7.	CHG-1	77	Creation of Charge in favour of HDFC Bank Limited.	22.08.2023	Yes	NA
8.	DIR-12	152	<p>a) Change in designation of Mr. Sarvabhoman Doraiswamy Srinivasan (DIN: 10052733) as Director of the Company.</p> <p>b) Change in designation of Ms. Smita Vishwanathan Nair (DIN: 07342265) as Director of the Company.</p>	13.10.2023	Yes	NA



9.	AOC-4 CSR	Pursuant to sub-rule (1B) of Rule 12 of Companies (Accounts) Rules, 2014	Report on Corporate Social Responsibility (CSR) for the financial year ended 31.03.2023	05.01.2024	Yes	NA
10.	SH-7	64(1)	Increase in Authorized Share Capital of the Company.	14.03.2024	Yes	NA
11.	MGT-14	186(3),62 (1)(c) & 42	a. To make investments, give loans, guarantees and security in excess of limits specified under section 186 of the Companies Act, 2013.  b. Issuance of equity shares through private placement on preferential basis to Sagility B.V.	23.03.2024	Yes	NA
12.	PAS-3	39(4) & 42(9)	Allotment of 515,525,269 equity shares of the company of the face value of Rs. 10 at premium of Rs. 18.30 each to Sagility B.V. Netherlands.	27.03.2024	Yes	NA
13.	MGT-14	62 (1)(c) & 42	Issuance of equity shares through private placement on preferential basis to Sagility B.V. Netherlands	27.03.2024	Yes	NA
14.	PAS-3	39(4) & 42(9)	Allotment of 185,10,85,160 equity shares of the company of the face value of Rs. 10 at premium of Rs. 18.30 each to Sagility B.V. Netherlands.	28.03.2024	Yes	NA



Place: Bengaluru  
Date: 06/11/2024

  
Sudhir V Hulyalkar  
Company Secretary in Practice  
M. No.: F6040; CP. No.: 6137  
Peer Review Certificate No. 6166/2024  
UDIN: F006040F001898315

To,  
The Registrar of Companies E- Wing,  
2nd Floor, Kendriya Sadan, Koramangala,  
Bengaluru, Karnataka – 560034.

Dear Sir,

**Clarification on signing Annual Return for FY 2023-24.**

In terms of Section 92 of the Companies Act, 2013, the Company Secretary of the Company shall sign the Annual Return. However, we are facing technical issues in associating the digital signature of myself as the Company Secretary of the Company in the MCA V2 Portal against 'Manager/Secretary' role. We raised tickets (FO\_202404021471262, FO\_202411192104139) in MCA portal but the issue was not resolved. Thus, to meet the compliance timelines and to avoid delay in filing, Mr. Sudhir Vishnupant Hulyalkar (Company Secretary in practice) FCS: 6040 and CP No: 6137 who has been appointed by the Company to provide certification services for e-forms, is signing the Form MGT-7 for the Financial Year 2023-24.

This is for your kind consideration and records.

**For Sagility India Limited**

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

SATISHKUMAR  
SAKHARAYAPATTANA  
A SEETHARAMAIAH

Digitally signed by  
SATISHKUMAR  
SAKHARAYAPATTANA  
SEETHARAMAIAH  
Date: 2024.11.21 18:18:54  
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**SatishKumar Sakharayapattana Seetharamaiah**  
**Company Secretary & Compliance Officer**  
**Membership No.A16008**

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

**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: U72900KA2021PLC150054  
Tel. No.: 080-71251500, Website: www.SagilityHealth.com

November 14, 2024

To,

The Registrar of Companies  
E Wing, 2nd Floor,  
Kendriya Sadan,  
Koramangala, Bengaluru,  
Karnataka 560034

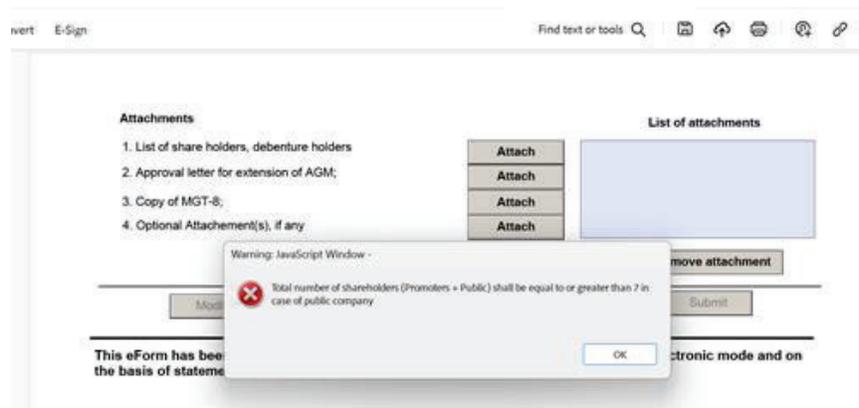
Sir/Madam,

**Sub: Clarification on number of shareholders mentioned in the eForm MGT-7 for the Financial Year 2023-24**

This is with reference to the number of shareholders mentioned in Clause VI (a) and VII of eForm MGT-7 being filed for the Financial Year 2023-24 of Sagility India Limited (CIN: U72900KA2021PLC150054) ('the Company').

This is to bring to your attention that the Company was a Private Limited entity during FY 2023-24 and until June 19, 2024. The Company was previously named as SAGILITY INDIA PRIVATE LIMITED, having CIN U72900KA2021PTC150054. The Company was converted into a Public Limited entity w.e.f. June 20, 2024.

In this regard, as on March 31, 2024, the Company had two (2) promoter shareholders – Sagility B.V. and Sagility Philippines B.V. The detailed shareholding pattern is also annexed to this eForm. On May 20, 2024, the Company increased the number of shareholders in order to comply with the provisions of Section 3 of the Companies Act, 2013. However, while filing the eForm MGT-7, there is a Pre-Scrutiny error for the number of shareholders mentioned in Clause VI (a) and VII. The eForm does not allow us to proceed with mentioning less than seven (7) shareholders.



Hence, in order to comply with filing of the eForm, we have mentioned the number of shareholders as seven (7) in Clause VI(a) and VII.

Request your good office to take into account the above submissions and approve the eForm.

**For Sagility India Limited**

SATISHKUMAR  
SAKHARAYAPATTANA  
A SEETHARAMAIAH

Digitally signed by SATISHKUMAR  
SAKHARAYAPATTANA  
SEETHARAMAIAH  
Date: 2024.11.14 16:26:16 +05'30'

**SatishKumar Sakharayapattana Seetharamaiah**  
**Company Secretary and Compliance Officer**

**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: U72900KA2021PLC150054  
Tel. No.: 080-71251500, Website: www.SagilityHealth.com

## **Details of Designated Person pursuant to Rule 9(7) of the Companies (Management and Administration) Rules, 2014**

Pursuant to Regulation 9(4) of the Companies (Management and Administration) Rules, 2014, the Board at its meeting held on November 24, 2023, has designated Mr. SatishKumar Sakharayapattana Seetharamaiah, Company Secretary of the Company, as the person responsible for furnishing, and extending co-operation for providing, information to the Registrar or any other authorised officer with respect to beneficial interest in shares of the company.

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Certified to be true

**For SAGILITY INDIA LIMITED**

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

SATISHKUMAR  
SAKHARAYAPATTANA  
SEETHARAMAIAH

Digitally signed by  
SATISHKUMAR  
SAKHARAYAPATTANA  
SEETHARAMAIAH  
Date: 2024.11.14 16:24:37 +05'30'

**SatishKumar Sakharayapattana Seetharamaiah**  
**Company Secretary and Compliance Officer**  
**ACS – 16008**

Sagility India Limited

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

**Sagility India Limited**

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

Corporate Identity Number: U72900KA2021PLC150054

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