

Date: 29.05.2025

To,

The Manager  
Listing Department  
National Stock Exchange (NSE)  
Exchange Plaza, 5th Floor  
Plot No. C/1, G-Block  
Bandra-Kurla Complex  
Bandra (E), Mumbai - 400 051  
**Symbol: SAGILITY**

The Manager  
Listing Department  
Bombay Stock Exchange (BSE)  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai - 400 001  
**Scrip Code:544282**

Dear Sir/Ma'am,

**Subject: Annual Secretarial Compliance Report for the year ended 31st March 2025**

Pursuant to the Regulation 24A of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Annual Secretarial Compliance Report received from the practicing Company Secretary for the financial year 2024-25.

This information is also being made available on the Company's website <https://sagilityhealth.com/>

Kindly take the above on your records.

Thanking You,

**For Sagility India Limited**

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

**Encl: a/a**

**Sagility India Limited**

*(Formerly Sagility 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: L72900KA2021PLC150054  
Tel. No.: 080-71251500, Website: [www.SagilityHealth.com](http://www.SagilityHealth.com)

**SECRETARIAL COMPLIANCE REPORT OF SAGILITY INDIA LIMITED FOR THE  
FINANCIAL YEAR ENDED MARCH 31, 2025**

[Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure  
Requirements) Regulations, 2015]

To,

The Board of Directors

**SAGILITY INDIA LIMITED**

**(Formerly Sagility India Private Limited)**

No 23 & 24, AMR Tech Park, Building 2A,

First Floor Hongasandara Village, Off Hosur Road,

Bommanahalli, Bangalore, Karnataka-560068

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **SAGILITY INDIA LIMITED** (hereinafter referred as '**the listed entity**'), having its Registered Office at No 23 & 24, AMR Tech Park, Building 2A, First Floor Hongasandara Village, Off Hosur Road, Bommanahalli, Bangalore, Karnataka-560068. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the period starting from November 12, 2024 to March 31, 2025 ("**Review Period\***"), complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We, Chandrasekaran Associates, Company Secretaries have examined:

- (a) All the documents and records made available to us and explanation provided by the listed entity,
- (b) The filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the Review Period\* in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ("**SEBI Act**") and the Regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("**SCRA**"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("**SEBI**");



The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI LODR Regulations 2015"**)
- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable during the review period.**
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 to the extent applicable; **Not Applicable during the review period.**
- (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not Applicable during the review period.**
- (g) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 to the extent applicable (**"PIT Regulations"**);
- (h) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 74 and 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client to the extent of securities issued;
- (j) The Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009;

and based on the above examination, we hereby report that during the review period:

- (a) The listed entity has generally complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matter(s) specified below and at serial no 10 of the affirmations given in this report:

<b>S. No.</b>	
<b>Compliance Requirement (Regulations/circulars /guidelines including specific clause)</b>	-----NIL-----
<b>Regulation/ Circular No.</b>	
<b>Deviations</b>	
<b>Action Taken by</b>	
<b>Type of Action (Advisory/</b>	



clarification/ fine/ Show cause notice/ Warning etc.)	
<b>Details of Violation</b>	
<b>Fine Amount</b>	
<b>Observations/ Remarks of the Practicing Company Secretary</b>	
<b>Management Response</b>	
<b>Remarks</b>	

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

<b>S. No.</b>	
<b>Observations/Remarks of the Practicing Company Secretary in the previous reports</b>	
<b>Observations made in the secretarial compliance report for the year ended March 31, 2024</b>	
<b>Compliance Requirement (Regulations/circulars/guidelines including specific clause)</b>	-----Not Applicable-----
<b>Details of violation /deviations and actions taken / penalty imposed, if any, on the listed entity</b>	
<b>Remedial actions, if any, taken by the listed entity</b>	
<b>Comments of the PCS on the actions taken by the listed entity</b>	

We have examined the compliance of the above regulations, circulars, guidelines issued thereunder as applicable during the review period and based on confirmation received from management of the listed entity as and wherever required and we hereby report the compliance status of the listed entity with the following requirements during the review period:

<b>Sr. No.</b>	<b>Particulars</b>	<b>Compliance Status (Yes/No/NA)</b>	<b>Observations/ Remarks by PCS</b>
1.	<b>Secretarial Standards:</b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified	Yes	



	by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.		
<b>2.</b>	<p><b>Adoption and timely updation of the Policies:</b></p> <ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.</li> <li>All the policies are in conformity with SEBI Regulations and have been reviewed &amp; timely updated, as per the regulations/circulars/guidelines issued by SEBI.</li> </ul>	Yes	
<b>3.</b>	<p><b>Maintenance and disclosures on Website:</b></p> <ul style="list-style-type: none"> <li>The Listed entity is maintaining a functional website.</li> <li>Timely dissemination of the documents/information under a separate section on the website.</li> <li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website.</li> </ul>	Yes	
<b>4.</b>	<p><b>Disqualification of Director:</b></p> <p>None of the Director(s) of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	
<b>5.</b>	<p><b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b></p> <p>(a) Identification of material subsidiary companies.</p>	Yes	
	<p>(b) Requirements with respect to disclosure of material as well as other subsidiaries.</p>	Yes	
<b>6.</b>	<p><b>Preservation of Documents:</b></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	
<b>7.</b>	<p><b>Performance Evaluation:</b></p> <p>The listed entity has conducted performance</p>	Not Applicable.	At the start of the financial year to which this report relates, the listed



	evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.		entity was a Private Limited Company. Accordingly, this provision was not applicable to the listed entity at that moment.
<b>8.</b>	<b>Related Party Transactions:</b>  (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or	Yes	
	(b) in case no prior approval has been obtained, the listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee.	Not Applicable.	No related party transaction has been subsequently approved/ratified/rejected by the Audit committee.
<b>9.</b>	<b>Disclosure of events or information:</b>  The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	.
<b>10.</b>	<b>Prohibition of Insider Trading:</b>  The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	<i>There was a delay in the implementation of a Structured Digital Database (SDD) and as on the date of this report, the Company is in compliance with the SDD requirement. Further, it has been represented by the Company that it had obtained suitable subscription to the SDD at the time of filing Red Herring Prospectus dated October 29, 2024 with the Registrar of Companies, Bangalore, in relation to its proposed IPO.</i>



			<p>The equity shares of the Company were listed on BSE Limited and National Stock Exchange w.e.f November 12, 2024, by which time the tool was under testing and it went live from November 15, 2024. There were technical challenges in accessing from other geographies and capturing of data on the SDD was fully completed from December 2024. As on the date of this report, the Company is in compliance with the SDD requirement.</p>
11.	<p><b>Actions taken by SEBI or Stock Exchange(s), if any:</b></p> <p>No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein if any.</p>	Yes	<p>No Actions taken against the listed entity/ its promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges under SEBI Regulations and circulars/ guidelines issued thereunder.</p>
12.	<p><b>Resignation of statutory auditors from the listed entity or its material subsidiaries</b></p> <p>In case of resignation of statutory auditors from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the SEBI LODR Regulations, 2015 by listed entities.</p>	Not Applicable.	<p>There was no resignation of statutory auditor from the listed entity and / or its material subsidiary(ies) during the review period.</p>
13.	<p><b>No additional non-compliances observed:</b> No additional non-compliance observed for any of the SEBI regulation/circular/guidance note etc, except as reported above.</p>	Yes	<p>No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.</p>



We further report that the listed entity is in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations:  
**Not Applicable.**

**Assumptions & Limitation of scope and Review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of the financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI LODR Regulations 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.
5. \*This Report is limited to the Statutory Compliances on laws/ regulations / guidelines listed in our report which have been complied with by the listed entity up to the date of this Report pertaining to the period starting from November 12, 2024 to March 31, 2025 as the equity shares of the listed entity have been listed on the BSE Limited and National Stock Exchange of India Limited effective from November 12, 2024.
6. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on a random test basis.
7. We have followed the audit practices and processes as appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on a random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.

**For Chandrasekaran Associates  
Company Secretaries**

FRN: P1988DE002500

Peer Review Certificate No: 6689/2025

Shashikant Tiwari  
Partner

Membership No. F11919

Certificate of Practice No. 13050

UDIN: F011919G000485370

Date: May 29, 2025

Place: Delhi