



**NOTICE OF POSTAL BALLOT OF 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: U72900KA2021PLC150054
Tel. No.: 080-71251500, Website: www.SagilityHealth.com

[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended]

REMOTE E-VOTING STARTS ON	REMOTE E-VOTING ENDS ON
Thursday, February 20, 2025 at 9:00 a.m. (IST)	Friday, March 21, 2025 at 5:00 p.m. (IST)

Dear Member(s),

NOTICE IS HEREBY GIVEN pursuant to the provisions of Sections 108 and 110 and all other applicable provisions, if any, of the Companies Act, 2013 ('**Act**'), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('**Rules**'), Regulation 44 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI Listing Regulations**'), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('**SS-2**'), and any other applicable laws, rules and regulations as amended, Sagility India Limited ('**Company**') hereby seeks your approval in respect of the special businesses as stated in this notice via postal ballot ('**Notice**') by way of remote e-voting only ('**Postal Ballot**' or '**e-voting**').

In compliance of the Circulars issued by the Ministry of Corporate Affairs ('**MCA**') no. 09/2024 dated September 19, 2024, read with other relevant circulars, including the general circular nos. 09/2023 dated September 25, 2023, 20/2020 dated May 05, 2020, 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 3/2022 dated May 05, 2022 and 11/2022 dated December 28, 2022 (collectively referred to as '**MCA Circulars**'), this Postal Ballot Notice is being sent by email only, to the members of the Company ('**Members**') whose e-mail addresses are registered with the Depository Participants ('**DP**')/ Depository/ Registrar & Share Transfer Agent of the Company. Further, the assent/ dissent of the Members on the resolutions proposed in this Postal Ballot Notice will be considered only through the remote e-voting system.

Detailed Explanatory Statement as required in terms of Section 102 and 110 of the Act read with the rules framed thereunder, setting out the material facts and the reasons/rationale thereof concerning the resolutions and instructions for e-voting are annexed and forms part of this Postal Ballot Notice ('**Notice**').

SPECIAL BUSINESSES:

1. Appointment of Mr. Jimmy Mahtani (DIN: 00996110) as a Non-Executive Non-Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 161 and other applicable provisions of the Companies Act, 2013 ('**Act**') read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI Listing Regulations**') and any other applicable laws, rules and regulations (in each case, including any statutory modification(s) or re-enactment(s) thereof for the time being in force), in accordance with the Articles of Association of the Company and upon recommendation of Nomination and Remuneration Committee and approval of Board of Directors of the Company (hereinafter referred to as the '**Board**', which term shall be deemed to include any committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution), Mr. Jimmy Mahtani (DIN: 00996110) who was appointed as an Additional Director (Non-Executive, Non-Independent) by the Board w.e.f. February 05, 2025 and who is eligible for appointment and has given his consent to act as Director of the Company, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, including making appropriate entries in the register of directors and key managerial personnel of the Company and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, expedient and desirable for the purpose of giving effect to the aforesaid resolution."

2. Approval of remuneration (commission) payable to Non-Executive Directors including Independent Directors of the Company.

To consider, and, if thought fit, to pass the following Resolution as a **Special** Resolution:

“**RESOLVED THAT** in supersession of the earlier resolution passed by the Members of the Company in this regard and pursuant to the provisions of Sections 149, 197, 198, Schedule V and other applicable provisions of the Companies Act, 2013 ('**Act**'), read with rules framed thereunder, Regulation 17(6) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI Listing Regulations**') or any other law for the time being in force (in each case, including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the provisions of the Articles of Association of the Company and on the recommendations of Nomination and Remuneration Committee and the Board of Directors of the Company ('**Board**', which term shall be deemed to include any committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) and subject to such other approval(s), permission(s) and sanction(s) as may be necessary in this regard, the approval of the Members be and is hereby accorded for payment of remuneration by way of commission to the existing Non-Executive Directors (including Independent Directors) of the Company, of such amount up to a limit of Rs.3,15,00,000/- (Rupees Three Crores and Fifteen Lakhs only) per Director and as more particularly set out in the Explanatory Statement, per annum, in such manner as may be determined by the Board for a period of 3 (three) financial years (as applicable) i.e. 2024-25, 2025-26, 2026-27 commencing from April 01, 2024.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any of the aforesaid 3 (three) financial year(s) i.e. 2024-25, 2025-26, 2026-27, the above-mentioned remuneration be paid to Non-Executive Directors (including Independent Directors) of the Company as remuneration for a period not exceeding 3 (three) years. The consolidated profit for the financial year ended 2023-24 is Rs. 228,26,62,818 (Rupees Two Hundred Twenty Eight Crores Twenty Six Lakhs Sixty Two Thousand Eight Hundred and Eighteen only).

RESOLVED FURTHER THAT the above remuneration shall include fees payable to the Director(s) for attending the meetings of the Board or committees thereof or for any other purpose whatsoever as may be decided by the Board and shall exclude reimbursement of expenses for participation in the Board and other meetings.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, matters and things including deciding on the manner of payment of commission and settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit and to execute any agreements, documents, instructions, etc. as may be necessary or desirable in connection with or incidental, proper, or expedient to give effect to this resolution.”

3. Approval of incentive amount to identified individuals pursuant to Initial Public Offering.

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 26(6) & other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI Listing Regulations**') and other applicable provisions, if any, of the Companies Act, 2013 ('**Act**') and rules made thereunder, Foreign Exchange Management Act, 1999 and Regulations framed thereunder and such other laws as may be applicable (in each case, including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and basis the recommendation of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors of the Company ('**Board**', which term shall be deemed to include any committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution), approval of the Members of the Company be and is hereby accorded to accept the proposal received from Sagility B.V., Netherlands (promoter and parent company) ('**Promoter Company**') for the Promoter Company to make certain incentive payments as per the method and criteria to be decided by the Promoter Company, for an amount not exceeding Rs. 4,65,75,000 (Rupees Four Crores Sixty Five Lakhs Seventy Five Thousand only), i.e. approximately USD 548,000 in recognition of the contribution of identified key managerial personnel and employees of the Company/ Sagility group companies (the Company and its subsidiaries) ('**Group Companies**').

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, matters and things including deciding on the manner of payment of commission and settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit and to execute any agreements, documents, instructions, etc. as may be necessary or desirable in connection with or incidental, proper, or expedient to give effect to this resolution.”

4. Re-imbursement of Offer expenses by the Promoter Company(Sagility B.V.).

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

“**RESOLVED THAT** pursuant to Regulation 23, 2(1)(zc) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**'SEBI Listing Regulations'**), the applicable provisions of the Companies Act, 2013 (**'Act'**), read with related rules and such other laws as may be applicable (in each case, including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Policy on Related Party Transaction(s) of the Company as approved by the Board of Directors of the Company (hereinafter referred to as the **'Board'**, which term shall be deemed to include any committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution), and basis the approval and recommendation of the Audit Committee and the Board, the approval of the Members of the Company be and is hereby accorded to the Board to continue with the existing contract(s)/ arrangement(s)/ transaction(s), the details of which are provided in the Explanatory Statement pursuant to Section 102 and other provisions of the Act read with related rules, with Sagility B.V., Netherlands (promoter and parent company) (**'Promoter Company'**) for re-imbursement of offer expenses in relation to the Offer (as defined in the prospectus dated November 07, 2024 issued by the Company) incurred by the Company on behalf of the Promoter Company, the selling shareholder (**'Promoter Selling Shareholder'**), as specified in Page 107 of the prospectus dated November 07, 2024 for an amount not exceeding Rs. 127,93,20,000 (Rupees One Hundred Twenty Seven Crores Ninety Three Lakhs Twenty Thousand only) on such terms and conditions as agreed between the Company and the Promoter Company, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company and the Promoter Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and executing such documents and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

5. Repayment of Principal and Payment of Interest on Non-Convertible Bonds to Promoter Company (Sagility B.V.).

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

“**RESOLVED THAT** pursuant to Regulation 23, 2(1)(zc) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**'SEBI Listing Regulations'**), the applicable provisions of the Companies Act, 2013 (**'Act'**), read with related rules and such other laws as may be applicable (in each case, including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Policy on Related Party Transaction(s) of the Company as approved by the Board (**'Board'**, which term shall be deemed to include any committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution), and basis the approval and recommendation of the Audit Committee and the Board, the approval of the Members of the Company be and is hereby accorded to the Board for repayment of principal and payment of interest on unsecured, unlisted and irredeemable bonds (**"Non-Convertible Bonds"**) as specified in Page 395 of the prospectus dated November 07, 2024, to Sagility B.V., Netherlands (promoter and parent company) (**'Promoter Company'**), on such terms and conditions as agreed upon between the Company and the Promoter Company more fully explained in the Explanatory Statement, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

Amount of Initial Borrowing (Rs.)	1300.00 Crores
Amount Repaid until listing date (Rs.)	373.50 Crores
Amount Outstanding as on March 31, 2025 (Rs.)	926.50 Crores
Interest expense for the period from November 12, 2024 (being the listing date of the Company) to March 31, 2025 (Rs.)	28.43 Crores
Repayment of Principal for FY 2024-25 (Rs.)	Planned repayment of Rs. 249 Crores out of which Rs. 124.50 Crores has already been repaid in May 2024.

RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and executing such documents and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

6. Continuation of share appreciation rights (SARs) to certain identified employees and directors of the Group Companies by the Promoter Company (Sagility B.V.).

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

“**RESOLVED THAT** pursuant to Regulation 26(6) & other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI Listing Regulations**') and other applicable provisions, if any, of the Companies Act, 2013 ('**Act**') and rules made thereunder, the Foreign Exchange Management Act, 1999 and Regulations framed thereunder and such other laws as may be applicable (in each case, including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and basis the recommendation of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors of the Company ('**Board**', which term shall be deemed to include any committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution), the approval of the Members be and is hereby accorded, to allow certain identified employees and directors in each case, of the Company/ Sagility group companies (the Company and its subsidiaries) ('**Group Companies**') to continue with the Stock Appreciation Rights ('**SAR**') offered by Sagility B.V., Netherlands (promoter and parent company) ('**Promoter Company**'), in accordance with the terms and conditions as detailed in **Page 343** of the prospectus issued by the Company dated November 07, 2024 and as explained in the Explanatory Statement.

RESOLVED FURTHER THAT the SARs and the benefits thereunder be subject to (i) the terms of the SAR plan as adopted (and amended) by the Promoter Company from time to time; (ii) the satisfaction and achievement of certain performance-based parameters and thresholds (as determined by the Promoter Company from time to time) including in relation to the timing of change-in-control and continued employment with the Group Companies.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s), including but not limited to sign and to execute documents and file forms and returns with the respective authorities, as may be required, on behalf of the Company.”

NOTES & INSTRUCTIONS:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 setting out the material facts relating to the aforesaid Resolutions and the relevant details of the Directors seeking appointment as required under Regulation 36(3) of the SEBI Listing Regulations and SS-2 is annexed hereto and forms part of this Notice.
2. As per the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in terms of **SEBI** circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 09, 2020, members are provided the facility to cast their vote on resolutions set forth in this Postal Ballot Notice ('**Notice**'), through remote e-voting facility ('**remote e-voting**') only.
3. As per the MCA Circulars, physical copies of the Postal Ballot Notice, Postal Ballot form and pre-paid business reply envelope are not being sent to members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only. The Company has engaged the services of MUFG Intime to provide remote e-voting facility to its Members, to enable them to cast their vote on the aforesaid Resolutions electronically.

4. The Cut-off-date for the purpose of reckoning the voting rights and sending the Notice is Friday, February 14, 2025 ('**Cut-off date**'). Only those members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the Cut-off date (including those members who may not have received this Notice due to non-registration of their email ID) shall be entitled to vote by way of remote e-voting in accordance with the process laid down in this Notice. A person who is not a member/ beneficial owner as on the Cut-off date, should treat this Notice for information purpose only.
5. In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.
6. A copy of this Postal Ballot Notice is also available on the website of the Company at <https://www.sagilityhealth.com/>, the relevant section of the website of **BSE** at www.bseindia.com and **NSE** at www.nseindia.com, in compliance with the MCA Circulars.

The remote e-voting facility will be available during the following period:

Commencement of remote e-voting: From 9.00 A.M. (IST) on Thursday, February 20, 2025

End of remote e-voting: Upto 5.00 P.M. (IST) on Friday, March 21, 2025

The remote e-voting will not be allowed beyond the aforesaid date & time, and the e-voting module shall be forthwith disabled by MUFG Intime India Private Limited upon expiry of aforesaid period. Once the vote on the resolution is casted by the member, he/ she shall not be allowed to change it subsequently.

7. The voting rights of members for remote e-voting shall be in proportion to the paid-up value of their shares in the equity share capital of the Company as at close of business hours on the Cut-off date.
8. All the shareholders including large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, are encouraged to cast their vote on resolutions set forth in this Notice.
9. **Members are requested to carefully read the instructions in connection with remote e-voting as appended to this Notice.**
10. The Board of Directors has appointed Rupesh Agarwal, Managing Partner, Chandrasekaran Associates (FRN: P1988DE002500; Peer Review Certificate No.: 5715/2024) , failing him Mr. Shashikant Tiwari, Partner, Chandrasekaran Associates, failing him Mr. Lakhan Gupta, Partner, Chandrasekaran Associates, Company Secretaries, as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.
11. The Scrutinizer, after scrutinizing the remote e-voting, shall make a report of the votes cast in favour or against, if any, and submit the same to the Chairman or any other person authorised by the Chairman. The Chairman or the Authorized Person shall declare the voting results on or before 5:00 P.M. (IST) on Monday, March 24, 2025. The voting results and scrutinizer's report shall be available on the website of the Company (www.sagilityhealth.com) and on the website of MUFG Intime India Private Limited <https://instavote.linkintime.co.in/> The results shall simultaneously be communicated to the Stock Exchanges viz. NSE and BSE.
12. The resolution, if passed by the requisite majority, shall be deemed to have been passed as if the same has been passed at a general meeting of the members convened in that behalf on the date of end of remote e-voting facility, i.e. on Friday, March 21, 2025.
13. All documents referred to in the Notice, will be available for inspection electronically, without any fee, by the members from the date of circulation of this Notice up till the date of end of remote e-voting facility i.e. Friday, March 21, 2025. Members seeking to inspect such document(s) can send an email to www.SagilityHealth.com.

**By Order of the Board of Directors
For Sagility India Limited**

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

**Sd/-
Satishkumar Sakharayapattana Seetharamaiah
Company Secretary & Compliance Officer**

ACS – 16008

Date: February 5, 2025
Place: Bengaluru

EXPLANATORY STATEMENT
[Pursuant to Sections 102 and 110 of the Companies Act, 2013]

The following Explanatory Statement sets out the material facts relating to the Special Businesses mentioned under Item Nos. 1-6 of the accompanying Notice.

Item No. 1: Appointment of Mr. Jimmy Mahtani (DIN: 00996110) as Non-Executive Director of the Company.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company appointed Mr. Jimmy Mahtani (DIN: 00996110) as an Additional (Non-Executive Non-Independent) Director of the Company w.e.f. February 05, 2025, subject to the approval of the Members.

Pursuant to Section 161 of the Act and Regulation 17(1C) of the SEBI Listing Regulations, appointment of Mr. Jimmy Mahtani shall be approved by the shareholders of the Company within 3 (three) months from the date of appointment. It is therefore proposed to obtain the approval of shareholders by way of Postal Ballot. Mr. Jimmy Mahtani's appointment as Director of the Company shall be liable to retirement by rotation.

Mr. Jimmy Mahtani has provided his declaration to the Board that he is not debarred from holding the office of Director by virtue of any SEBI order or any such authority pursuant to Circulars dated June 20, 2018 issued by BSE and NSE pertaining to enforcement of SEBI orders regarding appointment of Directors by the listed companies and is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director. A brief profile of Mr. Jimmy Mahtani and disclosures required under Regulation 36(3) of the SEBI Listing Regulations and the SS-2 are provided in **Annexure-I** to this Notice.

Given his experience, the Board considers it desirable and in the interest of the Company to appoint Mr. Jimmy Mahtani on the Board of the Company and accordingly the Board recommends appointment of Mr. Jimmy Mahtani as a Non-Executive Director as proposed in the resolution set out at Item No. 1, for approval by the Members, by way of an Ordinary Resolution.

Save and except Mr. Jimmy Mahtani, no other Director, key managerial personnel of the Company and their respective relatives, are in any way concerned or interested, financially or otherwise, in the said resolution.

Item No. 2: Remuneration (commission) to Non-Executive Directors & Independent Directors.

The Members of the Company, at their Extraordinary General Meeting held on September 04, 2024 had approved the payment of commission to Non-Executive Directors (including Independent Directors) of the Company upto 1% (one per cent) of the net profits of the Company calculated as per Section 198 and other applicable provisions of the Act and had authorised the Board of Directors to fix the criteria of payment of such commission to the Directors.

In accordance with the provisions of Section 197 of the Act, as amended from time to time, Directors who are neither Managing Director nor Whole-time Directors, are permitted to be paid remuneration in excess of 1% (one per cent) of the net profits of a company by obtaining approval of the shareholders in general meeting by way of Special Resolution.

The MCA vide notification dated March 18, 2021, amended provisions of Sections 149 and 197 of the Act by the Companies (Amendment) Act, 2020 to enable the companies having no profits or inadequate profits to pay remuneration to its Non-Executive Directors (including Independent Directors), in accordance with the provisions of Schedule V of the Act. To give effect to the amendments made to Sections 149 and 197, a concurrent amendment was made by MCA to Schedule V of the Act vide Notification dated March 18, 2021. This notification has prescribed the limits of the remuneration payable to Non-Executive Directors (including Independent Directors), in the event of absence of profits and/ or inadequacy of profits.

Under Section II of Part II of Schedule V of the Act, in the event of absence of profits and/or inadequacy of profits, Non-Executive Directors (including Independent Directors) can receive remuneration in accordance with the limits prescribed therein, which are based on the 'effective capital' of the Company.

The remuneration in accordance with the prescribed limits shall be paid upon satisfaction with the following conditions:

- (i) Payment of remuneration is approved by a resolution passed by the Board and, in the case of a Company covered under sub-section (1) of Section 178 of the Act, also by the Nomination and Remuneration Committee;
- (ii) The Company has not committed any default in payment of dues to any bank or public financial

- institution or nonconvertible debenture holders or any other secured creditor, and in case of default, the prior approval of the bank or public financial institution concerned or the non-convertible debenture holders or other secured creditor, as the case may be, has been obtained by the Company before obtaining the approval of the shareholders in the general meeting; and
- (iii) Payment of remuneration is approved by the shareholders by way of a Special Resolution for a period not exceeding 3 (three) years.

Further, where the Company has no profits or its profits are inadequate, the Company shall not pay to its Non-Executive Directors (including Independent Directors), any remuneration except in accordance with the provisions of Schedule V of the Act. The remuneration thresholds as prescribed in Schedule V of the Act can be exceeded by passing of Special Resolution by the Members of the Company.

Further, in terms of Regulation 17(6) of the SEBI Listing Regulations, the payment of any fees or compensation to Non-Executive Directors (including Independent Directors) requires approval of shareholders in general meeting.

The Non-Executive Directors of the Company play an important role in overseeing the governance, performance, and sustainable growth of the Company.

It is pertinent to note here that the Non-Executive Directors (including Independent Directors) of the Company bring with them significant professional expertise and rich experience across a wide spectrum of functional areas such as strategic leadership and management experience, technology and digital expertise, industry and sector experience / knowledge, financial and risk management, governance, global business / international expertise, public policy, social impact / philanthropy etc., thereby enhancing value for all stakeholders.

The Board of Directors, based on the recommendations of the Nomination and Remuneration Committee and subject to the approval of Shareholders have recommended and approved payment of remuneration to the Non-Executive Directors (including Independent Directors) notwithstanding the adequacy of profits in the Company, upto Rs. 3,15,00,000/- (Rupees Three Crores and Fifteen Lakhs only) per Director per annum, in such manner as may be determined by the Board of Directors of the Company for a period of 3 (three) financial years i.e. 2024-25, 2025-26, 2026-27 commencing from April 01, 2024.

The information as required to be disclosed under paragraph (iv) of the second proviso after Paragraph B of Section II of Part II of Schedule V to the Act, forms a part of this Notice and marked as **Annexure-II**.

The aforementioned proposed remuneration would include sitting fees and excludes re-imbursment of related expenses for attending the meetings of the Board and its committees.

The Company has not defaulted on payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditors, if any.

The Board recommends passing of the Special Resolution for payment of remuneration to the Non-Executive Directors including the Independent Directors of the Company as set out at Item No. 2 of this Notice, for approval of the Members of the Company.

Other than as set out below, none of the Directors, key managerial personnel and their relatives is, in any way, concerned or interested, financially or otherwise, except to the extent of their shareholdings in the Company, if any, in the resolution as set out in Item No. 2 of the Notice. Non-Executive Directors (including Independent Directors) of the Company shall be deemed to be concerned or interested in resolution set out at Item No. 2 of the Notice to the extent of the compensation that may be received by them in future.

Item No. 3: Approval of incentive payment to the identified employees pursuant to Initial Public Offering.

Sagility B.V., (Promoter Company has proposed to make an incentive payment not exceeding Rs. 4,65,75,000 (Rupees Four Crores Sixty Five Lakhs Seventy Five Thousand only), i.e. USD 548,000 (approximately), to the identified individuals of the Group Companies, **in recognition of their contribution, which enabled the Company in successful listing of its shares on BSE Limited and National Stock Exchange of India Limited.** The Promoter Company proposes to make this incentive payment as it was the sole beneficiary of the listing process, which was entirely an offer for sale and the proceeds of which were realized by them alone.

In accordance with Regulation 26(6) of the SEBI Listing Regulations, no employee (including Key Managerial Personnel or Director or promoter) is to enter into any agreement with any shareholder (of the listed entity) or any other third party for compensation or profit sharing in connection with dealings in the securities of the listed entity, unless prior approval of the Board of Directors as well as public shareholders by way of an Ordinary Resolution, has been obtained.

The approval of the Members of the Company by Ordinary Resolution is required under Regulation 26(6) of the Listing Regulations. It is clarified that the Company or any Group Company does not have any obligation to either pay the identified key managerial personnel and employees such incentive payments or re-imburse or otherwise compensate the Promoter Company for the payments to be made to identified key managerial personnel and employees.

Incentives to Identified Key Managerial Personnel and Employees	Amt (in Rs.)
1. Sarvabhousman Doraiswamy Srinivasan (Group Chief Financial Officer)	50,00,000
2. Satishkumar Sakharayapattana Seetharamaiah (Company Secretary & Compliance Officer)	25,00,000
Total - KMP	75,00,000
3. Other employees	3,90,75,000
Grand Total	4,65,75,000

Hence, the resolution is proposed for consideration and approval of the Members. The key managerial personnel and the identified employees for receipt of incentive amount are concerned or interested in passing of the resolution. None of the other Directors/ key managerial personnel, and their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolutions. The Board of Directors recommends the resolutions at Item No.3 of this Notice for approval by the shareholders by way of an Ordinary Resolution.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the interested persons (any person holding voting rights in the listed entity and who is in any manner, whether directly or indirectly, interested in such agreement or proposed agreement), shall not vote to approve resolutions under Item No. 3.

Item No. 4: Re-imbursement of Initial Public Offer expenses by Promoter Company (Sagility B.V.).

As mentioned in the prospectus issued by the Company dated November 07, 2024, the Offer expenses, other than the listing fees, which will be solely borne by the Company; all costs, fees and expenses as stated therein, shall be borne by the Promoter Selling Shareholder (including all applicable taxes) directly attributable to the Initial Public Offer (including fees and expenses of the book running lead managers, legal counsels appointed in connection with the Offer, and other intermediaries, advertising and marketing expenses (other than corporate advertisements expenses and branding of the Company undertaken in the ordinary course of business by the Company), printing, underwriting commission, procurement commission (if any), brokerage and selling commission and payment of fees and charges to various regulators in relation to the Initial Public Offer), stamp duty payable on transfer of the Offered shares pursuant to the Offer for sale, in accordance with applicable law including Section 28(3) of the Act.

All the expenses relating to the Initial Public Offer were paid by the Company in the first instance. Upon commencement of listing and trading of the Equity Shares on the Stock Exchanges pursuant to the Initial Public Offer, it was agreed that the Promoter Selling Shareholder shall, reimburse the Company for any expenses in relation to the Initial Public Offer paid by the Company on behalf of the Promoter Selling Shareholder directly from the Public Offer Account except as may be prescribed by the SEBI or any other regulatory authority.

Due to this being a related party transaction, the approval of the Members of the Company by Ordinary Resolution is required under Regulation 23 of the SEBI Listing Regulations. The Offer expenses incurred by the Company and required to be reimbursed by the Promoter Selling Shareholder are estimated to approximately amount to Rs. 127,93,20,000 (Rupees One Hundred Twenty Seven Crores Ninety Three Lakhs Twenty Thousand only).

Details of the proposed transaction, including the information pursuant to SEBI Master circular dated November 11, 2024, are as follows:

Sl. No.	Description	Details
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Sagility B.V. is the parent company and part of the promoter group.
2	Summary of information provided by the management to the Audit Committee regarding the type of transaction	Re-imbusement of Offer expenses incurred by the Company on behalf of Sagility B.V.
3	Tenure of the transaction	Approval of the shareholders is sought as a one-time transaction, pursuant to the Initial Public Offering of the Company.
4	Value of the transaction and the percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year that is represented by the value of the proposed transaction	Value of the transaction: Rs. 1,27,93,20,000; Value of the transaction as a % of the listed entity consolidated annual turnover for the immediately preceding financial year: 2.69%
5	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary, Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured, if secured, the nature of security	Not Applicable
6	Justification as to why the related party transaction is in the interest of the listed entity	The Company incurred expenses on behalf of the promoter and selling shareholder, Sagility B.V., at the time of the Initial Public Offering. The Company is now seeking approval from shareholders for re-imbusement of such expenses incurred.

None of the Directors/ key managerial personnel, and their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolutions. The Board of Directors recommends the resolution at item No.4of this Notice for approval by the shareholders by way of an Ordinary Resolution.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined per the Regulations (whether such related party is a party to the aforesaid transactions or not), shall not vote to approve resolutions under Item No. 4.

Item No. 5: Repayment of Principal and Payment of Interest on Non-Convertible Bonds to Promoter Company (Sagility B.V.)

As mentioned in the prospectus dated November 07, 2024, the Company issued unsecured, unlisted and redeemable bonds of a face value of Rs.10,00,000 (Rupees Ten Lakhs only) each for an aggregate nominal value of Rs.1,300,00,00,000 (Rupees One Thousand Three Hundred Crores only) ("**Non-Convertible Bonds**") to 1 (one) of its promoters, the Promoter Company, in accordance with the terms of a bond trust deed dated **December 22, 2021**, as amended ("**Bond Trust Deed**").

As per the Bond Trust Deed, the Non-Convertible Bonds issued carry an interest rate of 8% per annum, payable at quarterly rests. **The said rate of interest is more favorable than other borrowing alternatives available to the Company in the present market conditions.**

The Company is required to repay the scheduled principal amount due (along with applicable interest) on the Non-Convertible Bonds in compliance with the Bond Trust Deed and the Reserve Bank of India's Master Direction - External Commercial Borrowings, Trade Credits and Structured Obligations bearing FED Master Direction No.5/2018-19 dated March 26, 2019 ("**ECB Master Direction**").

It is critical for the Company to pay the outstanding amount because of the following reasons:

- (a) Failure to pay the outstanding amount under the Bond Trust Deed shall be an event of default and shall entitle the Promoter Company to levy an additional interest of 2% per annum.

- (b) Failure to pay the outstanding amount under the Bond Trust Deed may lead to the Promoter Company declaring all amounts under the Bond Trust Deed to be immediately due and payable. The Non-Convertible Bonds are issued under the ECB Master Direction and can be redeemed only after completion of the **required minimum average maturity period (under the automatic route)**.
- (c) In case of non-payment of the accelerated Non-Convertible Bonds, the Promoter Company may take such other action, or exercise such rights, as it may deem fit, under Bond Trust Deed or applicable law.
- (d) Lastly, a default under the Bond Trust Deed may trigger a cross-default under various financial arrangements entered into by the Company with various banks, enabling such banks to initiate enforcement action against the Company in accordance with the terms of the said financial arrangements.

During the period from November 12, 2024 (*being the listing date of the Company*) to March 31, 2025, the expected expenses towards interest on the Non-Convertible Bonds is Rs. 28,42,95,890 (Rupees Twenty Eight Crores Forty Two Lakhs Ninety Five Thousand Eight Hundred and Ninety only) and the contractual repayment of the principal during the year ending March 31, 2025, ended is expected to be Rs. 249,00,00,000 (Rupees Two Hundred and Forty Nine Crores only) out of which Rs. 124,50,00,000 (Rupees One Hundred Twenty Four Crores Fifty Lakhs only) has already been paid to the Promoter Company.

Due to this being a related party transaction, the approval of the Members of the Company by Ordinary Resolution is required under Regulation 23 of the SEBI Listing Regulations.

Details of the proposed transaction, including the information pursuant to SEBI Master circular dated November 11, 2024, are as follows:

Sl. No.	Description	Details									
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Sagility B.V. is the parent company and part of the promoter group.									
2	Summary of information provided by the management to the Audit Committee regarding the type of transaction	Terms of the Bond Trust deed, annual expected interest payment, annual expected repayment of principal.									
3	Tenure of the transaction	The related party transactions with Sagility B.V. for repayment of loan are continuing business transactions, in the ordinary course of business and at arm's length.									
4	Value of the transaction and the percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year that is represented by the value of the proposed transaction	Value of the transaction: Principal amount: Rs. 249,00,00,000 for year ending March 31, 2025, out of which Rs. 124,50,00,000 has already been paid Interest: Rs.28,42,95,890 for the period from November 12, 2024 (<i>being the listing date of the Company</i>) to March 31, 2025 Value of the transaction (for the period from November 12, 2024 (<i>being the listing date of the Company</i>) to March 31, 2025) as a % of the listed entity's consolidated annual revenue for the immediately preceding financial year: less than 0.6%.									
5	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary, Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured, if secured, the nature of security	Rate of Interest: 8%, payable at quarterly rests. Repayment schedule: <table border="1" data-bbox="831 1848 1422 2060"> <thead> <tr> <th>Due Date of Repayment</th> <th>Principal Repayment (in Rs.)</th> <th>No of bonds to be redeemed</th> </tr> </thead> <tbody> <tr> <td>March 25, 2025</td> <td>124,50,00,000</td> <td>1,245</td> </tr> <tr> <td>May 23, 2025</td> <td>124,50,00,000</td> <td>1,245</td> </tr> </tbody> </table>	Due Date of Repayment	Principal Repayment (in Rs.)	No of bonds to be redeemed	March 25, 2025	124,50,00,000	1,245	May 23, 2025	124,50,00,000	1,245
Due Date of Repayment	Principal Repayment (in Rs.)	No of bonds to be redeemed									
March 25, 2025	124,50,00,000	1,245									
May 23, 2025	124,50,00,000	1,245									

		<table border="1"> <tr> <td>January 04, 2026</td> <td>110,50,00,000</td> <td>1,105</td> </tr> <tr> <td>July 04, 2026</td> <td>149,50,00,000</td> <td>1,495</td> </tr> <tr> <td>January 04, 2027</td> <td>417,50,00,000</td> <td>4,175</td> </tr> </table>	January 04, 2026	110,50,00,000	1,105	July 04, 2026	149,50,00,000	1,495	January 04, 2027	417,50,00,000	4,175
January 04, 2026	110,50,00,000	1,105									
July 04, 2026	149,50,00,000	1,495									
January 04, 2027	417,50,00,000	4,175									
		The Non-convertible Bonds are unsecured.									
6	Justification as to why the related party transaction is in the interest of the listed entity	<p>The Company had issued unsecured, unlisted and redeemable bonds of a face value of Rs. 10,00,000 (Rupees Ten Lakhs only) each for an aggregate nominal value of Rs. 1,300,00,00,000 (Rupees One Thousand Three Hundred Crores only) ('Non-Convertible Bonds') to 1 (one) of our promoters, Sagility B.V. ('Bond Holder'), in accordance with the terms of a bond trust deed dated December 22, 2021, as amended ('Bond Trust Deed'). As per the Bond Trust Deed, the Non-Convertible Bonds issued carry an interest rate of 8% per annum ('Interest Rate'). The Company also has the right to redeem the Non-Convertible Bonds on pro rata basis held by each Bond Holder, subject to a thirty-day notice prior to the proposed date of voluntary redemption.</p> <p>Approval of the shareholders is sought to enable the Company to repay the outstanding principal and pay the outstanding interest amount, for the period from November 12, 2024 (<i>being the listing date of the Company</i>) to March 31, 2025, in accordance with the Bond Trust Deed and the ECB Master Direction.</p>									

None of the Directors/ key managerial personnel, and their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolutions. The Board of Directors recommends the resolution at Item No.5 of this Notice for approval by the shareholders by way of an Ordinary Resolution.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined per the Regulations (whether such related party is a party to the aforesaid transactions or not), shall not vote to approve resolutions under Item No. 5.

Item No. 6: Continuation of share appreciation rights (SARs) to certain identified employees and directors of the Group Companies by the Promoter Company (Sagility B.V.)

The Company believes that equity-based compensation schemes are an effective tool to reward the talent working with the Group Companies (present and future, if any). It provides an opportunity to share the growth of the Company and to create long-term wealth for its stakeholders.

In June 2022, the Promoter Company issued share appreciation rights (SARs) to certain identified employees and directors of the Group Companies. Each SAR granted entitles the employees/ directors to a cash payout, computed as the difference between the distribution threshold of the SAR ('strike price') and the fair value of the SAR on the date the awards are fully and unconditionally vested. The SARs issued will conditionally vest based on time based conditions and performance based conditions subject to continued employment with the Group Companies upto the vesting date and compliance with service conditions. 100% of the conditionally vested awards would unconditionally vest upon a change in control event, defined to be a date when the immediate holding company holds no more than 24% of the issued and outstanding equity share capital of the Company.

However, for certain employees and directors, time-based vesting is 75% of the awards issued to them. The balance 25% of the awards will vest upon a change in control event, defined to be a date when the immediate holding company holds no more than 24% of the issued and outstanding equity share capital of the Company.

Pursuant to an amendment agreement entered into with the identified employees and directors on June 25, 2024, the obligation to settle these awards has been restricted to the Promoter Company only. It is clarified that

the Company or any Group Company doesnot have any obligation to either pay the identified employees such SAR related benefits or re-imburse or otherwise compensate the Promoter Company for the benefits to be made available to the identified employees under the terms and conditions of the SARs.

In accordance with Regulation 26(6) of the SEBI Listing Regulations, no employee (including key managerial personnel or director or promoter) is to enter into any agreement with any shareholder (of the listed entity) or any other third party for compensation or profit sharing in connection with dealings in the securities of the listed entity, unless prior approval of the Board of Directors as well as public shareholders by way of an Ordinary Resolution, has been obtained.

The approval of the Members of the Company by Ordinary Resolution is required under Regulation 26(6) of the Listing Regulations. Hence, the resolution is proposed for consideration and approval of the Members. The key managerial personnel and the identified employees/ directors receiving such share appreciation rights are concerned or interested in passing of the resolution. Other than the above, none of the other Directors/ key managerial personnel, and their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolutions.

The Board of Directors recommends the resolution at Item No.6. of this Notice for approval by the shareholders by way of an Ordinary Resolution.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the interested persons (any person holding voting rights in the listed entity and who is in any manner, whether directly or indirectly, interested in such agreement or proposed agreement), shall not vote to approve resolutions under Item No. 6.

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

**By Order of the Board of Directors
For Sagility India Limited**

**Sd/-
Satishkumar Sakharayapattana Seetharamaiah
Company Secretary & Compliance Officer**

ACS – 16008

Date: February 5, 2025
Place: Bengaluru

ANNEXURE: I

DETAILS PURSUANT TO REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND THE SECRETARIAL STANDARD ON GENERAL MEETINGS

Name of the Director	Jimmy Mahtani
Directors Identification Number	00996110
Date of Birth (Age in years)	October 27, 1976; 48 years
Original date of appointment	February 05, 2025
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person.	As per resolution forming part of this Notice as and the Nomination and Remuneration Policy of the Company.
Qualifications	Bachelor's degree in science, Triple major in finance, Marketing and International business from Georgetown University
Experience and expertise in specific functional areas / Brief Resume	More than 24 years of experience and is currently serving as a partner in the EQT Private Capital Asia team in India. He was associated with Baring Private Equity Asia (BPEA) from 2006 until 2022. Prior to BPEA, he was associated with General Atlantic Partners (Mumbai) in the capacity of a vice president.
Shareholding in the Company including shareholding as a beneficial owner as on date	Nil
No. of Board meetings attended during the year	Not applicable
Relationship with other Directors or KMPs	None
Directorships held in other companies in India (excluding Section 8 companies)	<ul style="list-style-type: none"> • Credila Financial Services Limited • Indira IVF Hospital Private Limited • Citiustech Healthcare Technology Private Limited • Asian Institute of Gastroenterology Private Limited • IGT Solutions Private Limited
Membership / Chairmanship of committees in public limited and listed companies in India	None
Listed entities from which the Director has resigned in the past three years	CMS Info Systems Limited (w.e.f. December 09, 2024)

ANNEXURE-II

Statement as per Section II of Part II of Schedule V to the Act

I. GENERAL INFORMATION				
	Mr. Martin I. Cole	Mr. Anil Kumar Chanana	Mr. Venkat Krishnaswamy	Mr. William Winkenwerder Jr.
(1) Nature of industry	Information Service Activities			
2) Date or expected date of commencement of commercial production	Not Applicable			
3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable			
4) Financial performance based on given indicators	The details of the standalone financial performance of the Company for the financial year 2023-24 is summarized below: (In Rs. Millions) Revenue from operations: Rs. 14946.10 million Profit before tax:Rs. 612.78 million Profit after tax:Rs. 727.09 million			
(5) Foreign investments or collaborations, if any.	The Company is promoted by Sagility B.V. and Sagility Holdings B.V., Netherlands.			
II. INFORMATION ABOUT THE APPOINTEE				
1) Background details/ Recognition or awards	Mr. Cole holds a Bachelor of Arts degree from Dartmouth College and Masters of Public Affairs degree from University of Texas at Austin.	Mr. Chanana holds a bachelor's degree in commerce (Honours) from the University of Delhi and is also an associate member of the Institute of Chartered Accountants of India. He was awarded the certificate of completion of the financial management program from the Graduate School of Business, Stanford University.	Mr. Krishnaswamy holds a bachelor's degree in engineering, specialising in electronics and communication, from University of Madras and master's degree in electrical engineering from Indian Institute of Technology, Delhi. He has been awarded with Distinguished Alumni Award by National Institute of Technology, Tiruchirappalli.	Mr. Winkenwerder Jr. holds a bachelor's degree in science from Davidson College, a medical degree from the University of North Carolina School of Medicine and master's degree in business administration from the Wharton School at the University of Pennsylvania.

		He has been the recipient of 'Best Performing CFO in the IT & ITES Sector' award by CNBC-TV18 and was a recipient of 'ICAI Awards 2015 CA CFO-Information Technology Sector" by committee for members in industry, The Institute of Chartered Accountants of India. He has also received 'Hall of Fame Award – 2018' from HCL Technologies Limited in recognition of exceptional leadership and contribution.		
(2) Past remuneration	Not Applicable	Not Applicable	Not Applicable	Not Applicable
(3) Job profile and his/ her suitability	He has more than 43 years of experience and is currently serving as a director for Western Digital which is publicly traded on the NASDAQ and Western Union which is publicly traded on the NYSE. he was associated as chairman of the board and interim chief executive officer of Cloudera, as the chief executive of Accenture's technology group.	He has more than 30 years of experience and was previously associated with Ansaldo Impianti SpA, CMC Limited and was the chief financial officer at HCL Technologies Limited for nine years (during 2009 to 2018).	He has more than 38 years of experience. He is currently serving as advisory board member for Simplify Healthcare Technology and Recognize Partners LP. Previously he has been associated with Business Machine India Limited, Tata Consultancy Services, State Bank of New South Wales, AMP Financial Services and Cognizant Technology Solutions Corporation	Mr. Winkenwerder Jr. has several years of experience in medical and healthcare services industry and previously served as Assistant Secretary of Defense for 'health affair' Principal advisor to the Secretary of Defense at the United States Department of Defense,. He has also served as chief executive officer for Highmark Health and chairman of 'C-Change', a cancer charity founded by former U.S. President George H.W. Bush. He has also served as a member of the Board of Trustees at Davidson College He is currently serving as chairman on the board of CitiusTech and member of board of directors at Confluent Health and Sagility Operations Inc.

(4) Remuneration proposed	Not exceeding Rs. 3,15,00,000 (USD 350,000)	Not exceeding Rs.1,80,00,000 (USD 200,000)	Not exceeding Rs.2,25,00,000 (USD 250,000)	Not exceeding Rs.2,25,00,000 (USD 250,000)
5) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration (Commission) proposed is as per Sections 197 and 198 of the Act read with Schedule V to the Act and is comparable to the remuneration levels of similar sized companies in similar industry.	The remuneration proposed is as per Sections 197 and 198 of the Act read with Schedule V to the Act and is comparable to the remuneration levels of similar sized companies in similar industry.	The remuneration proposed is as per Sections 197 and 198 of the Act read with Schedule V to the Act and is comparable to the remuneration levels of similar sized companies in similar industry.	The remuneration proposed is as per Sections 197 and 198 of the Act read with Schedule V to the Act and is comparable to the remuneration levels of similar sized companies in similar industry.
(6) Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel, or other director, if any.	No pecuniary relationship except remuneration (Commission) as Non-Executive Director.	No pecuniary relationship except remuneration as Independent Director.	No pecuniary relationship except remuneration as Independent Director.	No pecuniary relationship except remuneration as Independent Director.
III. OTHER INFORMATION				
(1) Reasons for loss or inadequate profits	During the financial year 2023–2024, the Company earned net profit of Rs. 727.09 million. The Company is in its early stages and has plans in place for growth and profitability. The provisions of Schedule V to the Companies Act, 2013 are being complied with to enable the Company to pay the proposed remuneration as minimum remuneration in case of loss or inadequacy of the profit during the tenure of the non-executive directors, including independent directors.			
(2) Steps taken or proposed to be taken for improvement	The Company is well-positioned to capture significant market share and enhance growth opportunities and profitability through strategy, technology, Gen AI, acquisitions and operational excellence			
(3) Expected increase in productivity and profits in measurable terms	The Company is focusing on increasing productivity thereby resulting in higher margins.			

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

Date: February 5, 2025
Place: Bengaluru

**By Order of the Board of Directors
For Sagility India Limited**

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

I. GENERAL INFORMATION		
	Ms. Ginger Dusek	Ms. Shalini Sarin
(1) Nature of industry	Information Service Activities	
2) Date or expected date of commencement of commercial production	Not Applicable	
3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable	
4) Financial performance based on given indicators	The details of the standalone financial performance of the Company for the financial year 2023-24 is summarized below: (In Rs. Millions) Revenue from operations: Rs. 14,946.10 million Profit before tax:Rs. 612.78 Profit after tax:Rs. 727.09	
(5) Foreign investments or collaborations, if any.	The Company is promoted by Sagility B.V. and Sagility Holdings B.V., Netherlands.	
II. INFORMATION ABOUT THE APPOINTEE		
1) Background details/ Recognition or awards	Ms. Dusek holds a bachelor's degree in science and public health from Indiana University and master's degree in health administration from Washington University.	Ms. Sarin holds a bachelor's degree in science from University of Mumbai, passed the final examination for master's degree in sociology, and degree of doctor of philosophy from Jamia Millia Islamia, New Delhi.
(2) Past remuneration	She has more than 27 years of experience and was previously associated with Accenture as part of leadership team. Prior to that she has also served as senior consultant at Ernst and Young LLP and project	She has more than 35 years of experience and was previously associated as chief human resource officer with Philips Professional Lighting and Schneider Electric South Asia. She currently serves on the board of directors of

(2) Past remuneration	Luke's Medical Center. She also currently serves on the board of directors as the VP & Secretary of Tree House Humane Society in Chicago.	Linde India, Kirloskar Oil Engines, Kirloskar Ferrous. She is also a trustee at Plaksha University and member of advisory committee of the Climate Group. She currently serves on the board of directors of Linde India and Kirloskar Oil Engines.
(4) Remuneration proposed	Not exceeding Rs. 2,25,00,000 (USD 250,000)	Not exceeding Rs. 1,80,00,000 (USD 200,000)
(5) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration proposed is as per Sections 197 and 198 of the Act read with Schedule V to the Act and is comparable to the remuneration levels of similar sized companies in similar industry.	The remuneration proposed is as per Sections 197 and 198 of the Act read with Schedule V to the Act and is comparable to the remuneration levels of similar sized companies in similar industry.
(6) Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel, if any.	No pecuniary relationship except remuneration as Independent Director of the Company.	No pecuniary relationship except remuneration as Independent Director of the Company
III. OTHER INFORMATION		
(1) Reasons for loss or inadequate profits	During the financial year 2023–2024, the Company earned net profit of Rs. 727.09 million. The Company is in its early stages and has plans in place for growth and profitability. The provisions of Schedule V to the Companies Act, 2013 are being complied with to enable the Company to pay the proposed remuneration as minimum remuneration in case of loss or inadequacy of the profit during the tenure of the non-executive directors, including independent directors.	
(2) Steps taken or proposed to be taken for improvement	The Company is well-positioned to capture significant market share and enhance growth opportunities and profitability through strategy, technology, Gen AI, acquisitions and operational excellence.	
(3) Expected increase in productivity and profits in measurable terms	The Company is focusing on increasing productivity thereby resulting in higher margins.	

REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility

Shareholders who have registered for NSDL IDeAS facility:

Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “Login”. Enter User ID and Password. Click on “Login”

After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.

Click on “MUFG InTime” or “evoting link displayed alongside Company's Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for NSDL IDeAS facility:

To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp> Proceed with updating the required fields.

Post successful registration, user will be provided with Login ID and password.

After successful login, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.

Click on “MUFG InTime” or “evoting link displayed alongside Company's Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL

Visit URL: <https://www.evoting.nsdl.com>

Click on the “Login” tab available under 'Shareholder/Member' section.

Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.

Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.

Click on “MUFG InTime” or “evoting link displayed alongside Company's Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility

Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:

Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com. Click on New System Myeasi Tab

Login with existing my easi username and password

After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting

service providers i.e., MUFG InTime, for voting during the remote e-voting period.

Click on “MUFG InTime” or “evoting link displayed alongside Company's Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for CDSL Easi/ Easiest facility:

To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> /

<https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>

Proceed with updating the required fields.

Post registration, user will be provided username and password.

After successful login, user able to see e-voting menu.

Click on “MUFG InTime” or “evoting link displayed alongside Company's Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL

Visit URL: <https://www.cdslindia.com>

Go to e-voting tab.

Enter DematAccount Number (BO ID) and PAN No. and click on “Submit”.

System will authenticate the user by sending OTP on registered Mobile and Email as recorded in DematAccount

After successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company's Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

Login to DP website

After Successful login, user shall navigate through “e-voting” option.

Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.

After successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company's Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Non-Individual Shareholders holding securities in demat mode

Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

Visit URL: <https://instavote.linkintime.co.in>

Shareholders who have not registered for INSTAVOTE facility:

Click on “Sign Up” under 'SHARE HOLDER' tab and register with your following details:

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

PAN:

Enter your 10-digit Permanent Account Number (PAN)

(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

DOB/DOI:

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

Bank Account Number:

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*Shareholders holding shares in NSDL form, shall provide 'D' above

Set the password of your choice

(The password should contain minimum 8 characters, at least one special Character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

Enter Image Verification (CAPTCHA) Code

Click "Submit" (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

Click on "Login" under 'SHARE HOLDER' tab.

User ID: Enter your User ID

Password: Enter your Password

Enter Image Verification (CAPTCHA) Code

Click "Submit"

Cast your vote electronically:

After successful login, you will be able to see the "Notification for e-voting".

Select 'View' icon.

E-voting page will appear.

Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).

After selecting the desired option i.e. Favour / Against, click on 'Submit'.

A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

Visit URL: <https://instavote.linkintime.co.in>

Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"

Fill up your entity details and submit the form.

A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.

Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.

Click on "Investor Mapping" tab under the Menu Section

Map the Investor with the following details:

'Investor ID' –

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Investor's Name - Enter Investor's Name as updated with DP.

'Investor PAN' - Enter your 10-digit PAN.

'Power of Attorney' - Attach Board resolution or Power of Attorney.

*File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.

Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.

Click on “Votes Entry” tab under the Menu section.

Enter the “Event No.” for which you want to cast vote.

Event No. can be viewed on the home page of InstaVote under “On-going Events”.

Enter “16-digit Demat Account No.” for which you want to cast vote.

Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).

After selecting the desired option i.e. Favour / Against, click on 'Submit'.

A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

OR

METHOD 2 - VOTES UPLOAD

Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.

After successful login, you will be able to see the “Notification for e-voting”.

Select “View” icon for “Company's Name / Event number”.

E-voting page will appear.

Download sample vote file from “Download Sample Vote File” tab.

Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under “Upload Vote File” option.

Click on 'Submit'. 'Data uploaded successfully' message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Non-Individual Shareholders holding securities in demat mode:

Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Non-Individual Shareholders holding securities in demat mode:

Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

Click on “Login” under 'SHARE HOLDER' tab.

Click “forgot password?”

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).

Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

Click on 'Login' under “Custodian / Corporate Body/ Mutual Fund” tab

Click “forgot password?”

Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).

Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.