

**SAGILITY INDIA PRIVATE LIMITED\***
*(\*formerly Berkmeer India Private Limited)*
**BOARD'S REPORT**

The First Board's Report of Sagility India Private Limited (*formerly Berkmeer India Private Limited*) ('the Company') is being presented on the business and operations of the Company together with the Audited Financial Statements for the period 28 July, 2021 to 31 March, 2022 ('year under review' or 'period under review').

**FINANCIAL HIGHLIGHTS AND PERFORMANCE OF THE COMPANY**

A brief of financial performance for the financial year ended 31 March, 2022 is given below:

<b>Particulars</b>	<b>As on March 31, 2022 (Amt in INR million)</b>
Revenue from Operations	2805.13
Other Income	72.58
Total Income	2877.71
Total Expenditure	2800.88
Profit/(Losses) before tax	76.83
Less: Taxes ( <i>Current tax and Deferred tax</i> )	34.85
Net Profit/(Loss)	41.98
Earnings per share	0.09

**STATE OF AFFAIRS**

The Company was incorporated on 28 July, 2021 with the objective of carrying on the business process outsourcing services related to healthcare business.

On 9 August 2021, Betaine B.V. (Holding Company) and Hinduja Global Solutions Limited (Seller) entered into a Business Transfer Agreement ('BTA') under which the Seller agreed to transfer the identified assets and liabilities relating to the India Healthcare Services Business on a slump sale basis. Subsequently, vide an agreement dated 6 January 2022, Sagility India Private Limited (*formerly known as Berkmeer India Private Limited*) became a party to such agreement and on the said date, upon satisfactory completion of all closing conditions and having discharged the applicable purchase consideration, the Company obtained control over the India Healthcare Services Business of the Seller.

The Healthcare Services Business of the Seller was previously engaged in the business of rendering various Healthcare BPM services to group companies based in the United States of America. It hence operated as a delivery centre for the group. Post-acquisition, the Company has continued with the same business.

## CAPITAL STRUCTURE

The Company was incorporated with an authorised equity share capital of INR 15,00,000 at the time of incorporation and paid up capital of INR 2000. The Company increased its share capital to INR 19,303,979,550 and made allotment of 1,920,725,866 Equity Shares of INR 10 each by way of rights issue.

The issued and paid up share capital of the Company as on 31 March, 2022, is provided below:

Name of Shareholder	Type of shares	No. of shares	Face Value (INR)
Betaine B.V.	Equity	1,920,726,065	10
Sagility Philippines B.V. {formerly Betaine (PH) B.V.}		1	10
Total		1,920,726,066	

On 4 January 2022, the Company issued 13,000 Non-convertible bonds at a face value of INR 10,00,000 each to Betaine B.V.

## DIVIDEND AND TRANSFER TO RESERVES

The Board of Directors do not recommend any dividend and no amount was proposed to be transferred to general reserve.

## DEPOSITS

The Company has not accepted any deposits covered under Chapter V of the Companies Act, 2013, i.e. within the meaning of Section 2 (31) of the Companies Act, 2013 read with Rule 2 (1)(c) of the Companies (Acceptance of Deposits) Rules, 2014 and as such there are no such overdue deposits outstanding as on 31 March, 2022.

## CHANGE IN REGISTERED OFFICE

During the year under review, the Company shifted its registered office from 111, 8th Cross, Paramount Gardens, Thalaghattapura, Kanakapura Main Road, Bangalore - 560062 to No 23 & 24, AMR Tech Park, Building 2A, First Floor Hongasandara Village, Off Hosur Road, Bommanahalli, Bangalore - 560068 w.e.f. 21 March, 2022.

## NAME AND OBJECT CHANGE

Pursuant to global re-branding exercise, the Company changed its name from 'Berkmeer India Private Limited' to 'Sagility India Private Limited', w.e.f. 13 September, 2022. There was no change in the nature of business during the period under review.

## DETAILS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

The shareholding of Betaine B.V., Netherlands (Holding Company) as on 31st March, 2022 is 100%, including the 1 share held by Sagility Philippines B.V. {formerly Betaine (PH) B.V.} as nominee on behalf of Betaine B.V.

The Company does not have any Subsidiary or Associate Company during the period under review.

## DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMPs)

As per Article 45 of the Articles of Association of the Company, the Company appointed Mr. Hari Gopalakrishnan (DIN: 03289463) and Ms. Purvashri Salgaonkar (DIN: 08491224) as the First Directors of the Company.

Ms. Purvashri Salgaonkar, resigned from the Directorship of the Company w.e.f. 5 September, 2021 in view of her pre-occupation. The Board places on record its appreciation for the services rendered by Ms. Salgaonkar during her tenure as Director of the Company.

During the year under review, the Board of Directors appointed Mr. Sanjeev Lakra (DIN: 08881454) as an additional Director of the Company w.e.f. 5 September, 2021. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Sanjeev Lakra holds the office as an Additional Director of the Company upto the date of the ensuing Annual General Meeting. The Directors are of view that the continued association and expertise of Mr. Sanjeev Lakra as Director shall bring immense benefits to the Company and therefore recommend his appointment at the ensuing Annual General Meeting of the Company.

In accordance with Section 203 of the Companies Act, 2013, read with Rule 8A of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company appointed Mr. Satish Kumar SS, Qualified Associate Member of the Institute of Companies Secretaries of India (ACS-16008), as the Company Secretary w.e.f. 17 March, 2022.

Information as required under the provisions of Rules 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is not applicable to the Company.

## MEETINGS OF THE BOARD

*Composition of Board:* During the period under review, the composition of the Board of Directors of the Company is in conformity with the requirements of the Companies Act, 2013. As on 31 March 2022, the Board of Directors of the Company consists of 2 Directors.

*Meetings of the Board:* During the period under review, the Company held 23 Board Meetings at regular intervals, i.e. 24 August 2021, 27 August 2021, 06 September 2021, 17 November 2021, 23 November 2021, 25 November 2021, 01 December 2021, 10 December 2021, 14 December 2021, 21 December 2021, 23 December 2021, 27 December 2021, 04 January 2022, 06 January 2022, 07 January 2022, 10 January 2022, 11 January 2022, 13 January 2022, 18 January 2022, 19 January 2022, 24 January 2022, 28 January 2022, 17 March 2022 in compliance with Companies Act, 2013. All the Directors were present at the meeting.

## **DIRECTORS RESPONSIBILITY STATEMENT**

In accordance with the requirements of Section 134(5) of the Companies Act, 2013 the Board of Directors hereby state and confirm that:

- a) In the preparation of the annual accounts for the year ending March 31, 2022, the applicable accounting standards has been followed along with proper explanation relating to material departures;
- b) The directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the company for that period;
- c) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The directors have prepared the annual accounts on a going concern basis; and
- e) The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **DECLARATION OF INDEPENDENCE BY INDEPENDENT DIRECTORS**

The provisions of Section 149 of the Companies Act, 2013 with respect to appointment of Independent Directors are not applicable to the Company. Therefore, the requirement of obtaining the declaration/ confirmation from the Independent Directors is not applicable to the Company.

Further, the disclosure requirement of opinion of the Board of Directors with regard to integrity, expertise and experience of Independent Directors, is not applicable to the Company.

## **STATUTORY AUDITORS**

M/s BSR & Co. LLP, Chartered Accountants, were appointed as the First Statutory Auditor of the Company and they hold office until the conclusion of First Annual General Meeting (AGM). They have expressed their willingness to be appointed as the Statutory Auditors and confirmed that their appointment if made, will be within the prescribed limits under Section 141(3)(g) of the Companies Act, 2013 and that they are not disqualified for appointment.

The Directors recommend the appointment of M/s BSR & Co. LLP., Chartered Accountants, as the Statutory Auditors of the Company for a period of 5 years from the conclusion of the first AGM till the conclusion of the Sixth AGM.

## **FRAUD REPORTING**

During the Financial Year under review, the Statutory Auditors have not reported any incident of fraud to the Board of Directors of the Company, pursuant to the provisions of Section 143(12) of the Companies Act, 2013.

## **AUDITORS' REPORT**

There are no adverse remarks or qualifications, reservations or disclaimers made by Statutory Auditors in their Report for the year under review and therefore, no explanations are required to be given by the Board of Directors.

The provisions of Companies Act, 2013 pertaining to secretarial audit are not applicable to the Company.

## **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

In order to ensure orderly and efficient conduct of business, the Company has put in place necessary internal control systems and procedure considering its business requirements, scale of operations and geographical spread and applicable status. The systems include policies and procedures, IT systems, delegation of authority, segregation of duties, internal audit and review framework etc.

The Company has designed the necessary internal financial controls and systems with regard to adherence to Company's policies, safeguarding of its assets, the prevention and detention of frauds and errors, accuracy and completeness of the accounting records and timely preparation of reliable financial information.

The provisions of Section 178 (1) of Companies Act, 2013 pertaining to constitution of Nomination and Remuneration Committee, is not applicable to the Company.

## **RISK MANAGEMENT**

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

The Company's Board oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The Board is assisted in its oversight role by internal audit. Internal audit undertakes both regular and adhoc reviews of risk management controls and procedures, the results of which are reported to the Board and appropriate corrective actions are taken as required.

## **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

The particulars of loans, guarantees or investments made during the Financial Year ended 31st March, 2022, if any, have been disclosed in the notes attached to and forming part of the Financial Statements of the Company prepared for the Financial Year 2021-22.

## PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All Related Party Transactions which were entered into by the Company during the year under review were on an arm's length basis and in the ordinary course of business and therefore, outside the purview of Section 188(1) of the Companies Act, 2013.

The Company does not have contracts or arrangements with its Related Parties under Section 188(1) of the Companies Act, 2013, which are not on arm's length basis. Hence, details of such contracts or arrangements with its Related Parties are not required to be disclosed in Form AOC-2 as prescribed under the Companies Act, 2013 and the Rules framed thereunder. Attention of the Shareholders is also drawn to the disclosure of transactions with Related Parties as set out in Note No. 33 of the Financial Statements.

## CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

**Conservation of energy:** The operations of the Company are not energy intensive. However, adequate measures have been taken to conserve and reduce the energy consumption by using energy efficient hardware and other equipment.

**Technology Absorption:** The Company has not undertaken any R&D Activity in any specific area during the year under the review, as it is not engaged in any of the specified activities. The Company invests in hardware and software, in order to create adequate infrastructure.

**Foreign exchange earnings and Outgo:** The company is registered with STPI and engaged in export of Services. The Foreign Exchange earned in terms of actual inflows and outgo during the year are as under:

Particulars	As on 31 March, 2022 (Amt in INR million)
Foreign exchange earned	2873.54
Foreign exchange outgo	3.64

## SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant material orders passed by Regulators/ Courts/ Tribunals impacting the going concern status and the Company's future operations.

## PREVENTION OF SEXUAL HARASSMENT

The Company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

## **VIGIL MECHANISM**

The Company provides a secure framework to report genuine concerns about unethical behaviour, actual or suspected fraud, theft, bribery, misappropriation of Company funds, financial reporting violations, misuse of intellectual property, mismanagement, significant environmental, safety issues, discrimination, actual or potential conflicts of interest, violation of Company's rules/ policies or violation of Code of Conduct of the Company.

## **MAINTENANCE OF COST RECORDS**

During the period under review, Section 148(1) of the Companies Act, 2013 and the Companies (Cost Records and Audit) Rules, 2014 are not applicable to the Company.

## **CORPORATE SOCIAL RESPONSIBILITY**

Since this is the first year of operation, the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility) Rules, 2014 are not applicable to the Company.

## **ANNUAL RETURN**

The Company does not have its own India website; hence the annual return has not been published on the website.

## **DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016**

During the year under review, there was no application made and proceeding initiated/ pending under the Insolvency and Bankruptcy Code, 2016, by any Financial and/or Operational Creditors against the Company.

As on the date of this Report, there is no application or proceeding pending against the Company under the Insolvency and Bankruptcy Code, 2016.

## **DETAILS OF CHANGE IN VALUATION ON LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS**

During the year under review, the Company has not accepted any loan from banks/ financial institutions, other than the arrangements entered into for day-to-day business operations.

## **MATERIAL CHANGES AND COMMITMENTS, IF ANY**

Except as disclosed in this Board's Report, there have been no material changes and commitments, which can affect the financial position of the Company between the end of financial year and the date of the report.

Except as disclosed elsewhere in this Board's Report, during the financial year under review, no material changes have occurred in the nature of the Company's business and generally in the classes of business in which the Company has an interest.

## **ACKNOWLEDGEMENT**

The Directors place on record their sincere appreciation for the continuous support extended by the stakeholders of the Company.

### **For and on behalf of the Board of Directors**

#### **Sagility India Private Limited\***

*(\*formerly Berkmeer India Private Limited)*

Mr. Hari Gopalakrishnan  
(DIN: 03289463)

Mr. Sanjeev Lakra  
(DIN: 08881454)

Date: 19 October, 2022  
Place: Mumbai