

Sagility India Private Limited (formerly known as Berkmeer India Private Limited)

Balance Sheet as on 31 March 2022

(All amounts are in Indian Rupees millions, unless otherwise stated)

Particulars	Note	As at 31 March 2022
ASSETS		
Non-current assets		
Property, plant and equipment	4	730.47
Capital-work-in-progress	4	13.02
Right-of-use assets	5	2,227.14
Goodwill	6	20,993.22
Other intangible assets	7	5,739.15
Financial assets		
- Other financial assets	8	342.42
Income tax assets (net)	9	86.30
Other assets	10	31.70
		30,163.42
Current assets		
Financial assets		
- Trade receivables	11	5,642.47
- Cash and cash equivalents	12	457.04
- Other financial assets	13	336.83
Other assets	14	227.38
		6,663.72
Total Assets		36,827.14
EQUITY AND LIABILITIES		
Equity		
Equity share capital	15	19,186.72
Other equity	16	25.91
Total Equity		19,212.63
Liabilities		
Non-current liabilities		
Financial liabilities		
- Borrowings	17	13,000.00
- Lease liabilities	18	1,865.96
Employee benefit obligations	19	86.91
Deferred tax liabilities (net)	30	13.37
		14,966.24
Current liabilities		
Financial liabilities		
- Lease liabilities	18	337.63
- Trade payables	20	
Total outstanding dues of micro enterprises and small enterprise:		27.82
Total outstanding dues of creditors other than micro enterprises and small enterprises		331.09
- Other financial liabilities	21	1,529.14
Other liabilities	22	113.43
Employee benefit obligations	23	309.16
		2,648.27
Total Liabilities		17,614.51
Total Equity and Liabilities		36,827.14
Summary of significant accounting policies	3	

The accompanying notes are an integral part of these financial statements.

As per our report of even date attached

for **BSR & Co. LLP**
Chartered Accountants

Firm registration number: 101248W/W-100022

Hemanth Bhasin
Partner
Membership No: 235040Place: Bengaluru
Date: 19 October 2022for and on behalf of the Board of Directors of
Sagility India Private Limited (formerly known as Berkmeer India Private Limited)
CIN - U72900KA2021PTC150054**Hari Gopalakrishnan**
Director
DIN-03289463Place: Mumbai
Date: 19 October 2022**Sanjeev Lakra**
Director
DIN-08881454Place: Mumbai
Date: 19 October 2022**Satish Kumar SS**
Company Secretary
ACS16008Place: Bengaluru
Date: 19 October 2022

Sagility India Private Limited (formerly known as Berkmeer India Private Limited)

Statement of Profit and Loss for the period from 28 July 2021 to 31 March 2022

(All amounts are in Indian Rupees millions, unless otherwise stated)

Particulars	Note	For the period from 28 July 2021 to 31 March 2022
Income		
Revenue from operations	24	2,805.13
Other income	25	72.58
Total Income		2,877.71
Expenses		
Employee benefits expense	26	1,184.49
Finance costs	27	287.73
Depreciation and amortisation expenses	28	826.68
Other expenses	29	501.98
Total expenses		2,800.88
Profit before tax		76.83
Tax expense:	30	
Current tax		3.76
Deferred tax		31.09
Total tax expense		34.85
Profit for the period		41.98
Other comprehensive income		
Items that will not be reclassified subsequently to the statement of profit or loss		
Re-measurements gains on defined employee benefit plans		0.31
Income tax effect of the above		-
Items that will reclassified subsequently to the statement of profit loss		
Change in fair value of derivatives designated as cash flow hedge		(36.51)
Hedge losses reclassified to Revenue on maturity		14.62
Income tax effect of the above		5.51
Other comprehensive loss for the period, net of tax		(16.07)
Total comprehensive income for the period		25.91
Earnings per equity share (par value Rs 10 per share)		
- Basic	31	0.09
- Diluted		0.09
Summary of significant accounting policies	3	

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Firm registration number: 101248W/W-100022

for and on behalf of the Board of Directors of
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CIN - U72900KA2021PTC150054

Hemanth Bhasin
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Satish Kumar SS
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ACS16008

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Date: 19 October 2022

Sagility India Private Limited (formerly known as Berkmeer India Private Limited)
Statement of Changes in Equity for the period ended 31 March 2022
(All amounts are in Indian Rupees millions, unless otherwise stated)

A. Equity share capital

Equity shares of Rs. 10 each, subscribed and fully paid-up	Note	No. of shares	Amount
Balance as at 28 July 2021	15	-	-
Changes in equity share capital due to prior period errors		-	-
Restated balance as at 28 July 2021		-	-
Issued during the year*		1,920,726,066	19,186.72
Balance as at 31 March 2022		1,920,726,066	19,186.72

* Share issue expenses of Rs. 20.54 millions has been netted off against equity share capital as these are qualifying costs attributable to an equity transaction.

B. Other equity

Particulars	Attributable to the equity owners of the Company		
	Reserves and surplus	Items of OCI	
	Retained Earnings	Hedging reserve	Total
Balance as at 28 July 2021	-	-	-
Profit for the period	41.98	-	41.98
Other comprehensive income (net of tax)	0.31	(16.38)	(16.07)
Total comprehensive income for the period	42.29	(16.38)	25.91
Transactions with owners in their capacity as owners:			
Movement during the period	-	-	-
Balance as at 31 March 2022	42.29	(16.38)	25.91

Gain of Rs. 0.31 million (net of tax) on re-measurement of defined employee benefit plans is recognized as part of retained earnings for the period ended 31 March 2022.

Pursuant to the requirements of Division II to Schedule III, below is the nature and purpose of each reserve:

Retained earnings - Retained earnings comprises of prior and current year's undistributed earnings after tax.

Hedging reserve - Cumulative changes in the fair value of financial instruments designated and effective as a hedge are recognized in this reserve through OCI (net of taxes). Amounts recognized in the hedging reserve are reclassified to the statement of profit and loss when the underlying transaction occurs.

Summary of significant accounting policies

3

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As per our report of even date attached

for **B S R & Co. LLP**
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for and on behalf of the Board of Directors of
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Sagility India Private Limited (formerly known as Berkmeer India Private Limited)
Statement of Cash Flow for the period ended 31 March 2022 (Continued)
(All amounts are in Indian Rupees millions, unless otherwise stated)

Particulars	For the period from 28 July 2021 to 31 March 2022
Cash flows from operating activities	
Profit before tax for the period	76.83
Adjustments for:	
Depreciation and amortization expense	826.68
Finance costs	287.73
Interest income	(4.14)
Unrealised foreign exchange gain, net	(49.84)
Operating cashflows before working capital adjustments	1,137.26
Working capital adjustments:	
(Increase) in trade receivables	(1,282.46)
(Increase) in other non-current assets	(31.70)
(Increase) in other current assets	(135.08)
Increase in trade payables	338.94
(Decrease) in provisions	(56.24)
Increase in other financial liabilities	120.64
Increase in other liabilities	113.43
Cash generated from operating activities	204.79
Income taxes paid (net)	(90.04)
Net cash flows generated from operating activities (A)	114.75
Cash flows from investing activities	
Acquisition of property, plant and equipment and intangible assets	(28.87)
Payment for business combination (refer note 42)	(31,698.07)
Payment for financial asset and other deposits	11.97
Interest received	0.54
Net cash flows used in investing activities (B)	(31,714.43)
Cash flows from financing activities	
Proceeds from issue of share capital (net of share issue expenses of Rs. 20.54 million)	19,186.72
Proceeds from issue of non-convertible bonds	13,000.00
Repayment of lease liabilities	(76.63)
Interest on repayment of lease liabilities	(39.84)
Interest paid on borrowings	(13.53)
Net cash flows generated from financing activities (C)	32,056.72
Net (decrease)/ increase in cash and cash equivalents (A+B+C)	457.04
Cash and cash equivalents at the beginning of the period	-
Cash and cash equivalents at the end of the year	457.04
Cash and cash equivalents comprises of:	
Cash and bank balances (refer note 12)	457.04
	457.04
Non-cash investing activities	
- acquisition of right-of-use assets	2,344.97
- disposal of right-of-use assets	-

For non-cash financing activities, please refer note 17.

Sagility India Private Limited (formerly known as Berkmeer India Private Limited)
Statement of Cash Flow for the period ended 31 March 2022 (Continued)
(All amounts are in Indian Rupees millions, unless otherwise stated)

Note:

The above cash flow statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard (Ind AS) 7- "Cash Flow Statements" as notified under Companies (Accounts) Rules, 2015.

Summary of significant accounting policies 3

The accompanying notes are an integral part of these financial statements.

As per our report of even date attached

for **B S R & Co. LLP**
Chartered Accountants

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for and on behalf of the Board of Directors of
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CIN - U72900KA2021PTC150054

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Sagility India Private Limited (formerly known as Berkmeer India Private Limited)

Notes forming part of the financial statements for the period ended 31 March 2022

1. Background

Sagility India Private Limited (formerly known as Berkmeer India Private Limited) (“BIPL” or the “Company”) is a private limited Company, domiciled in Bangalore, India and was incorporated on 28 July 2021 under the provisions of the Companies Act, 2013 (‘the Act’). BIPL is engaged in rendering non-voice Business Process Management and back-office transaction processing related services to customers in the Healthcare industry. . BIPL exclusively renders services to its fellow subsidiaries only. The address of its registered office is No.23 & 24 AMR Tech Park, Building 2A, First Floor, Hongasandara Village, Off Hosur Road, Bommanahali, Bengaluru Bangalore KA 560 068.

The Holding company of BIPL is Betaine B.V. incorporated in Amsterdam, the Netherlands under Dutch law on June 8, 2020. BIPL’s ultimate holding company is Betaine B.V.

2. Basis of preparation

2.1 Compliance with Ind AS

The provisions of Division II, Schedule III of the Act are not applicable to the Company. However, effective the date of the Company’s incorporation it has voluntarily adopted Indian Accounting Standards (Ind AS). Accordingly, the Company has not applied Ind AS 101 First-time Adoption of Indian Accounting Standards.

These financial statements comply in all material aspects with Ind AS notified under Section 133 of the Act, Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time and other relevant provisions of the Act including the presentation requirements of Division II of Schedule III to the Act.

These financial statements of the Company for the period ended 31 March 2022 were approved by the Board of Directors and authorised for issue on 19 October 2022.

Basis of measurement

These financial statements have been prepared on a historical cost convention on an accrual basis of accounting, except for certain financial assets and financial liabilities which are measured at fair value.

- Derivative financial instruments.
- Fair value of plan assets less present value of defined benefit obligations.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The Company has consistently applied the following accounting policies throughout the periods presented in these financial statements.

2.2 Functional and presentation currency

These financial statements are presented in Indian Rupees, which is the Company’s functional and presentation currency. All the amounts have been rounded off to the nearest millions, unless otherwise indicated.

2.3 Impact of the Global Pandemic (‘Covid-19’)

Sagility India Private Limited (formerly known as Berkmeer India Private Limited)

Notes forming part of the financial statements for the period ended 31 March 2022

The Company has taken into account the possible impacts of Covid-19 in preparation of the financial statements, including but not limited to its assessment of liquidity and going concern assumption, impairment triggers for non-current assets including goodwill, recoverable values of its financial and non-financial assets, impact on revenues, impact on measurement of deferred tax assets / liabilities, impact on leases and impact on effectiveness of its hedging relationships. The Company has considered available sources of information, both internal and external, up to the date of approval of the financial statements and expects to recover the carrying amount of its assets. The impact of Covid-19 on the financial statements may differ from that estimated as at the date of approval of these financial statements.

2.4 Use of estimates and judgements

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgements and assumptions. These estimates, judgements and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities as at the date of the financial statements and reported amounts of revenues and expenses during the year. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively.

Application of accounting policies that require critical accounting estimates involving judgments and the use of assumptions in the consolidated financial statements have been disclosed below:

- a) *Determination of the estimated useful lives:*
Useful lives of property, plant and equipment and intangible assets are estimated by management taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers' warranties and maintenance support.
- b) *Recognition of deferred tax assets:*
Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases, and unutilized business loss and depreciation carry-forwards and tax credits. Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses, depreciation carry-forwards and unused tax credits could be utilized.
- c) *Business combinations and intangible assets*
In accounting for business combinations, judgment is required in identifying whether an identifiable intangible asset is to be recorded separately from goodwill. Estimating the acquisition date fair value of the identifiable assets acquired, useful life thereof and liabilities assumed involves management judgment. These measurements are based on information available at the acquisition date and are based on expectations and assumptions that have been deemed reasonable by management. Changes in these judgments, estimates and assumptions can materially affect the results of operations.
- d) *Recognition and measurement of defined benefit obligations:*
- e) The cost of the defined benefit gratuity plan, compensated absences and the present value of the defined benefit obligation are determined on the basis of actuarial valuation carried out

Sagility India Private Limited (formerly known as Berkmeer India Private Limited)

Notes forming part of the financial statements for the period ended 31 March 2022

by an independent actuary using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. Key actuarial assumptions include discount rate, trends in salary escalation, attrition rates and life expectancy. The discount rate is determined by reference to market yields at the end of the reporting period on government bonds. The period to maturity of the underlying bonds correspond to the probable maturity of the post-employment benefit obligations. The mortality rate is based on publicly available mortality tables. These mortality tables tend to change only at intervals in response to demographic changes. Future salary increases are based on expected future inflation rates. Due to complexities involved in the valuation and its long-term nature, defined benefit obligations are sensitive to changes in these assumptions. All assumptions are reviewed at each reporting period.

f) Impairment testing:

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The value in use calculation is based on a discounted cash flow ('DCF') model. The cash flows are derived from the internal forecasts for future years. These do not include restructuring activities that the Company is not yet committed to or significant future investments that will enhance the asset's performance or the CGU being tested for impairment. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the long-term growth rates. These estimates are most relevant to goodwill recognized by the Company. The key assumptions used to determine the recoverable amount for the different CGUs, are disclosed and further explained in note 6 .

g) Leases

The Company evaluates if an arrangement qualifies to be a lease based on the requirements of the relevant standards. Computation of the lease liabilities and right-to-use assets requires management to estimate the lease term (including anticipated renewals) and the applicable discount rate. Management estimates the lease term based on past practices and reasonably estimated / anticipated future events. The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristic.

h) Expected credit losses on financial assets:

The impairment provisions of financial assets are based on assumptions about risk of default and expected timing of collection. The Company uses judgment in making these assumptions and selecting the inputs to the impairment calculation, based on the Company's past history, customer's credit worthiness, existing market conditions as well as forward looking estimates at the end of each reporting period.

i) Provisions and contingent liabilities

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation. Judgements include estimating the probability of the cash outflows for the present obligations and accordingly provisions are determined and reviewed at the end of each reporting period and are adjusted to reflect current best estimates.

The Company uses significant judgement to identify and measure contingent liabilities. Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow

Sagility India Private Limited (formerly known as Berkmeer India Private Limited)

Notes forming part of the financial statements for the period ended 31 March 2022

of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. Contingent liabilities in relation to assessments/litigations can involve complex issues, which can only be resolved over extended time periods.

2.5 Operating cycle

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle of 12 months. Current Assets do not include elements which are not expected to be realised within 12 months and Current Liabilities do not include items where the Group does not have an unconditional right to defer settlement beyond a period of 12 months, the period of 12 months being reckoned from the reporting date.

2.6 Recent accounting pronouncements

The Ministry of Corporate Affairs (MCA) notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, as below.

Ind AS 16, Property Plant and equipment – The amendment clarifies that excess of net sale proceeds of items produced over the cost of testing, if any, shall not be recognized in the profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant, and equipment. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2022. The Company has evaluated the amendment and there is no impact on its financial statements.

Ind AS 37, Provisions, Contingent Liabilities and Contingent Assets – The amendment specifies that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labor, materials) or an allocation of other costs that relate directly to fulfilling contracts (an example would be the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract). The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2022, although early adoption is permitted. The Company has evaluated the amendment and the impact is not expected to be material.

Ind AS 103, Business Combinations - The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103. The Company does not expect the amendment to have any significant impact in its financial statements.

Ind AS 116, Leases - The amendments remove the illustration of the reimbursement of leasehold improvements by the lessor in order to resolve any potential confusion regarding the treatment of lease incentives that might arise because of how lease incentives were described in that illustration. The Company does not expect the amendment to have any significant impact in its financial statements.

Ind AS 109 – Annual improvements to Ind AS (2021) - The amendment clarifies which fees an entity includes when it applies the '10 percent' test of Ind AS 109 in assessing whether to derecognise a financial liability.

Annual improvements to Ind AS 101 – First time adoption. The amendment clarifies that where a subsidiary adopts Ind AS later than its parent entity and applies Ind AS 101.D16(a), it is permitted to measure cumulative translation differences for all foreign operations at amounts included in

Sagility India Private Limited (formerly known as Berkmeer India Private Limited)

Notes forming part of the financial statements for the period ended 31 March 2022

consolidated financial statements of parent's date of transition. The Company does not expect the amendment to have any significant impact in its financial statements.

3. Significant accounting policies

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements.

3.1 Business combinations and goodwill

In accordance with Ind AS 103, Business combinations, the Company accounts for business combinations using the acquisition method of accounting when the acquired set of activities and assets meets the definition of a business and control is transferred to the Company.

A business consists of inputs and processes applied to those inputs that have the ability to contribute to the creation of outputs. In determining whether a particular set of activities and assets is a business, the Company assesses if the acquisition includes, at a minimum, an input and a substantive process that together significantly contribute to the ability to create outputs.

The cost of an acquisition is measured at the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange. The cost of acquisition also includes the fair value of any contingent consideration and deferred consideration, if any. The acquiree's identifiable assets and liabilities that meet the condition for recognition are recognized at their fair values at the acquisition date.

Purchase consideration paid in excess of the fair value of net assets acquired is recognized as goodwill. Goodwill is initially measured at cost and subsequently measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Company's cash-generating units ('CGU') that are expected to benefit from the synergies arising from the business combination.

Where the fair value of identifiable assets and liabilities exceed the cost of acquisition, the Company re-assesses whether it has appropriately identified and measured all assets acquired and liabilities assumed, including contingent liabilities. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, the bargain purchase gain is recognized in other comprehensive income and accumulated in equity as capital reserve. Any goodwill that arises is tested annually for impairment.

3.2 Property, plant and equipment

Recognition and measurement

Property, plant and equipment are stated at historical cost less accumulated depreciation and accumulated impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items and comprises its purchase price, including import duties and non-refundable taxes or levies and any directly attributable cost of the bringing the asset to its working condition for its intended use; any trade discounts and rebates are deducted in arriving at the purchase price.

When parts of an item of plant and equipment have different useful lives, they are accounted for as separate items (major components) of plant and equipment.

Subsequent costs

The cost of replacing a component of an item of plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the component will flow to the Company, and its cost can be measured reliably. The carrying amount of the replaced

Sagility India Private Limited (formerly known as Berkmeer India Private Limited)

Notes forming part of the financial statements for the period ended 31 March 2022

component is de-recognised. The costs of the day-to-day servicing of plant and equipment are recognised in statement of profit or loss as incurred.

Component accounting

The Company identifies and determines cost of each component / part of property, plant and equipment separately, if the component/ part has a cost which is significant to the total cost of the property, plant and equipment and has useful life that is materially different from that of the remaining asset.

Depreciation methods, estimated useful lives and residual values

Depreciation is based on the cost of an asset less its residual value. Significant components of individual assets are assessed and if a component has a useful life that is different from the remainder of that asset, that component is depreciated separately.

Depreciation is recognised as an expense in the statement of profit or loss on a straight-line basis over the estimated useful lives of each component of an item of plant and equipment, unless it is included in the carrying amount of another asset.

Depreciation is recognised from the date that the plant and equipment are installed and are ready for use, or in respect of internally constructed assets, from the date that the asset is completed and ready for use.

The estimated useful lives for the current and comparative year are as follows:

Asset category	Useful life as per Companies Act, 2013	Useful Life (in years)
Office equipment	5	5
Computers*	3	6
Furniture and fittings	10	10
Vehicles	8	8

*For these class of assets, based on internal assessment and technical evaluation carried out, the management believes that the useful lives as given above best represent the period over which management expects to use these assets. Hence, the useful lives for these assets are different from the useful lives as prescribed under Part C of the Schedule II to the Companies Act, 2013.

Leasehold improvements are depreciated over the shorter of their useful live or the lease term, unless the Company expects to use the assets beyond the lease term.

Depreciation methods, useful lives and residual values are reviewed at the end of each reporting period and adjusted if appropriate. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Derecognition

The gain or loss on disposal of an item of plant and equipment (calculated as the difference between the net proceeds from disposal and the carrying amount of the item) is recognised in the statement of profit or loss.

3.3 Intangible assets

Sagility India Private Limited (formerly known as Berkmeer India Private Limited)

Notes forming part of the financial statements for the period ended 31 March 2022

Customer contracts

Customer contracts acquired in a business combination are recognized at fair value at the acquisition date. They have a finite useful life and are subsequently carried at cost less accumulated amortization and impairment losses.

Amortisation methods and periods

Amortisation is calculated based on the cost of the asset, less its residual value. Amortisation is recognised in the statement of profit or loss on a straight-line basis over the estimated useful lives of the intangible assets, other than goodwill, from the date that they are available for use.

Amortisation methods, useful lives and residual values are reviewed at the end of each reporting period and adjusted if appropriate.

The Company amortises intangible assets with a finite useful life over the following periods:

Asset category	Useful Life (in years)
Customer contracts	3
Computer Software	6

Derecognition

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognized.

3.4 Leases

At inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company evaluates whether:

- the contract involves the use of an identified asset;
- the Company has the right to obtain substantially all the economic benefits from use of the asset throughout the period of use; and
- the Company has the right to direct the use of the asset.

As a lessee

At inception or on reassessment of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone prices of the lease components and the aggregate stand-alone price of the non-lease components.

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Company by the end of the lease term or the cost of the right-of-use asset reflects that the Company will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as

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those of property, plant and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The Company recognises lease liability at the present value of the future lease payments discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate.

The Company determines its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee;
- the exercise price under a purchase option that the Company is reasonably certain to exercise, and
- lease payments in an optional renewal period if the Company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Company is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, if the Company changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revision in in-substance fixed lease payments.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in the statement of profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Company presents right-of-use assets that do not meet the definition of investment property as right-of-use assets and lease liabilities in the statement of financial position.

Short-term leases and leases of low-value assets

The Company has elected not to recognise right-of-use assets and lease liabilities for leases of low-value assets and short-term leases. The Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

3.5 Foreign currency translation

Foreign currency transactions and balances

Transactions in foreign currencies are translated to the Company's functional currency using the exchange rates at the dates of the transactions. Foreign exchange gain and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are recognized in statement of profit or loss. They are deferred in equity if they relate to qualifying cash flow hedges.

Foreign exchange differences arising on foreign currency borrowings are presented in the statement of profit and loss, within finance costs, to the extent they are regarded as an adjustment to the interest

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cost. All other foreign exchange gains or losses are presented in the statement of profit and loss on a net basis.

Transaction gains or losses realized upon settlement of foreign currency transactions are included in determining net profit for the period in which the transaction is settled. Revenue, expense and cash-flow items denominated in foreign currencies are translated into the relevant functional currencies using the exchange rate in effect on the date of the transaction.

3.6 Financial instruments

(i) Recognition and initial measurement

Non-derivative financial assets and financial liabilities

Non-derivative financial instruments consist of the following:

- financial assets, which include cash and cash equivalents, trade receivables, security deposits and eligible current and non-current assets;
- financial liabilities, which include loans and borrowings, finance lease liabilities, trade payables, deferred consideration on business combinations and eligible current and non-current liabilities.

Non-derivative financial instruments are recognised when the Company becomes a party to the contract that gives rise to financial assets and liabilities. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

Subsequent to initial recognition, non-derivative financial instruments are measured as described below.

(ii) Classification and subsequent measurement

Non-derivative financial assets

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those to be measured at amortised cost.

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income.

Financial assets are not reclassified subsequent to their initial recognition unless the Company changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

Measurement:

At initial recognition, the Company measures a financial asset (unless it is a trade receivable without a significant financing component) or financial liability at fair value plus, for an item not at fair value

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through profit or loss (“FVTPL”), transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Debt instruments

Subsequent measurement of debt instruments depends on the Company’s business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments:

- **Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in Other Income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses). Impairment losses are presented as separate line item in the statement of profit and loss.
- **Fair value through other comprehensive income (FVOCI):** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets’ cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/(losses). Interest income from these financial assets is included in other income using the effective interest rate method. Foreign exchange gains and losses are presented in other gains/(losses) and impairment expenses are presented as separate line item in statement of profit and loss.
- **Fair value through profit or loss:** Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss is recognised in profit or loss and presented net within other gains/(losses) in the period in which it arises. Interest income from these financial assets is included in other income.

Changes in the fair value of financial assets at fair value through profit or loss are recognised in other gains/ (losses) in the statement of profit and loss.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cashflows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets: Business model assessment

The Company makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management’s strategy focuses on earning contractual

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interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realizing cash flows through the sale of the assets;

- how the performance of the portfolio is evaluated and reported to the Company's management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- how managers of the business are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Company's continuing recognition of the assets.

Non-derivative financial assets: Assessment whether contractual cash flows are solely payments of principal and interest

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Company considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable rate features;
- prepayment and extension features; and
- terms that limit the Company's claim to cash flows from specified assets (e.g. non-recourse features).

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a significant discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

Non-derivative financial liabilities: Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost.

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These financial liabilities are initially measured at fair value less directly attributable transaction costs. They are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. These financial liabilities comprised trade and other payables, borrowings and lease liabilities.

Derivatives and hedging activities

The Company is exposed to foreign currency fluctuations on foreign currency assets and liabilities. The Company holds derivative financial instruments such as foreign exchange forward contracts to mitigate the risk of changes in exchange rates on foreign currency exposures on highly forecasted future revenue of the company. The counterparty for these contracts is generally a bank.

Derivatives are initially recognized at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged and the type of hedge relationship designated. The Company designates their derivatives as hedges of foreign exchange risk associated with the cash flows of highly probable forecast transactions. The Company documents at the inception of the hedging transaction the economic relationship between hedging instruments and hedged items including whether the hedging instrument is expected to offset changes in cash flows of hedged items. The Company documents its risk management objective and strategy for undertaking various hedge transactions at the inception of each hedge relationship. The full fair value of a hedging derivative is classified as a non-current asset or liability when the remaining maturity of the hedged item is more than 12 months; it is classified as a current asset or liability when the remaining maturity of the hedged item is less than 12 months.

Cash flow hedges that qualify for hedge accounting

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognized in the other comprehensive income in cash flow hedging reserve within equity. The gain or loss relating to the ineffective portion is recognized immediately in statement of profit and loss, within other income. When a hedging instrument expires, or is sold or terminated, or when a hedge no longer meets the criteria for hedge accounting, any cumulative deferred gain or loss and deferred costs of hedging in equity at that time remains in equity until the forecast transaction occurs. When the forecast transaction is no longer expected to occur, the cumulative gain or loss and deferred costs of hedging that were reported in equity are immediately reclassified to statement of profit and loss within other gains/(losses).

Others

Changes in fair value of foreign currency derivative instruments not designated as cash flow hedges are recognized in the statement of profit and loss and reported within foreign exchange gains, net.

(iii) Derecognition

Financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

The Company enters into transactions whereby it transfers assets recognised in its statement of financial position, but retains either all or substantially all of the risks and rewards of the transferred assets. In these cases, the transferred assets are not derecognised.

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Financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Company also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognised in profit or loss.

(iv) Offsetting

Financial assets and financial liabilities are offset and the net amount is presented in the statement of financial position when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

(v) Cash and cash equivalents

Cash and cash equivalents comprise cash balances and short-term deposits with original maturities of three months or less from the date of acquisition that are subject to an insignificant risk of changes in their fair value, and are used by the Company in the management of its short-term commitments. For the purpose of the statement of cash flows, bank overdrafts and cash credits that are repayable on demand and that form an integral part of the Company's cash management are included in cash and cash equivalents.

Fair value of financial instruments

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or, in its absence, the most advantageous market to which the Company has access at that date. The fair value of a liability reflects its non-performance risk.

A number of the Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

When a quote is available, the Company measures the fair value of an instrument using the quoted price in an active market for that instrument. A market is regarded as 'active' if transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis.

If there is no quoted price in an active market, then the Company uses valuation techniques that maximize the use of relevant observable inputs and minimize the use of unobservable inputs. The chosen valuation technique incorporates all of the factors that market participants would take into account in pricing a transaction.

In determining the fair value of its financial instruments, the Company uses following hierarchy and assumptions that are based on market conditions and risks existing at each reporting date.

Fair value hierarchy

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 — Inputs are other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

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Level 3 — Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

3.7 Share capital

Equity shares

Equity shares are classified as equity. Incremental costs directly attributable to the issue of equity shares are recognised as a deduction from equity, net of any tax effects.

3.8 Impairment

(i) Non-derivative financial assets and contract assets

The Company recognises expected credit loss allowances ('ECLs') on:

- financial assets measured at amortised costs; and
- contract assets (as defined in Ind AS 115).

Loss allowances of the Company are measured on either of the following bases:

- 12-month ECLs: these are ECLs that result from default events that are possible within the 12 months after the reporting date (or for a shorter period if the expected life of the instrument is less than 12 months); or
- Lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument or contract asset.

Simplified approach

The Company applies the simplified approach to provide for ECLs for all trade receivables and contract assets. The simplified approach requires the loss allowance to be measured at an amount equal to lifetime ECLs.

General approach

The Company applies the general approach to provide for ECLs on all other financial instruments. Under the general approach, the loss allowance is measured at an amount equal to 12-month ECL at initial recognition. At each reporting date, the Company assesses whether the credit risk of a financial instrument has increased significantly since initial recognition. When credit risk has increased significantly since initial recognition, loss allowance is measured at an amount equal to lifetime ECLs.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and includes forward-looking information.

If credit risk has not increased significantly since initial recognition or if the credit quality of the financial instruments improves such that there is no longer a significant increase in credit risk since initial recognition, loss allowance is measured at an amount equal to 12-month ECLs.

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The maximum period considered when estimating ECLs is the maximum contractual period over which the Company is exposed to credit risk.

Measurement of ECLs

ECLs are probability-weighted estimates of credit losses. Credit losses are measured at the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Company expects to receive). ECLs are discounted at the effective interest rate of the financial asset.

Credit-impaired financial assets

At each reporting date, the Company assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default;
- the restructuring of a loan or advance by the Company on terms that the Company would not consider otherwise;
- it is probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.

Presentation of allowance for ECLs in the Balance sheet

Loss allowances for financial assets measured at amortised cost and contract assets are deducted from the gross carrying amount of these assets.

Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

(ii) Non-financial assets

Tangible and intangible assets

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit ('CGU') to which the asset belongs.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the consolidated statement of profit and loss.

Goodwill

Goodwill is tested for impairment on an annual basis and more often, if there is an indication that goodwill may be impaired, relying on a number of factors including operating results, business plans

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and future cash flows. For the purpose of impairment testing, goodwill acquired in a business combination is allocated to the Company's cash generating units (CGU) expected to benefit from the synergies arising from the business combination. A CGU is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or group of assets. Impairment occurs when the carrying amount of a CGU including the goodwill, exceeds the estimated recoverable amount of the CGU. The recoverable amount of a CGU is the higher of its fair value less cost to sell and its value-in-use. Value-in-use is the present value of future cash flows expected to be derived from the CGU. The Company estimates the value in use of CGU's based on the future cash flows after considering current economic conditions and trends, estimated future operating results, growth rate and estimated future economic and regulatory conditions. The estimated cash flows are developed using internal forecasts. The discount rates used for the CGU's represents the weighted average cost of capital based on the historical market return of comparable companies.

If the recoverable amount of a CGU is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata based on the carrying amount of each asset in the unit. Any impairment loss on goodwill is recognized in the consolidated statement of profit or loss. Impairment losses relating to goodwill are not reversed in future periods.

3.9 Employee benefits

Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which the Company pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognised as an employee benefit expense in profit or loss in the periods during which related services are rendered by employees.

Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. The fair value of any plan assets is deducted. The Company determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the net defined benefit liability (asset).

The discount rates used for determining the present value are based on the market yields on Government Securities as at the balance sheet date.

The calculation is performed annually by a qualified independent actuary using the projected unit credit method. When the calculation results in a benefit to the Company, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements that apply to any plan in the Company. An economic benefit is available to the Company if it is realisable during the life of the plan, or on settlement of the plan liabilities.

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Remeasurements of the net defined benefit liability comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest). The Company recognises them immediately in OCI and all expenses related to defined benefit plans in employee benefits expense in profit or loss. When the benefits of a plan are changed, or when a plan is curtailed, the portion of the changed benefit related to past service by employees, or the gain or loss on curtailment, is recognised immediately in profit or loss when the plan amendment or curtailment occurs.

The Company recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs. The gain or loss on settlement is the difference between the present value of the defined benefit obligation being settled as determined on the date of settlement and the settlement price, including any plan assets transferred and any payments made directly by the Company in connection with the settlement.

Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid under short-term cash bonus or profit-sharing plans if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the obligation can be estimated reliably.

Compensated absences

The Company has a policy on compensated absences that is both accumulating and non-accumulating in nature. Non-accumulating compensated absences are measured on an undiscounted basis and are recognized in the period in which absences occur. The cost of short-term compensated absences are provided for based on estimates. The expected cost of accumulating compensated absences is determined by actuarial valuation at each balance sheet date measured based on the amounts expected to be paid / availed as a result of the unused entitlement that has accumulated at the balance sheet date. The Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefits for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains/losses are immediately taken to the statement of profit and loss. The Company presents the entire obligation for compensated absences as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement beyond 12 months from the reporting date.

3.10 Provisions and contingent liabilities

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

A contract is considered onerous when the expected economic benefits to be derived by the Company from the contract are lower than the unavoidable cost of meeting its obligation under the contract. The provision for an onerous contract is measured at the lower of expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision

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is established, the Company recognises any impairment loss on the assets associated with that contract.

A contingent liability is a possible obligation that arises from a past event, with the resolution of the contingency dependent on uncertain future events, or a present obligation where no outflow is probable. Material contingent liabilities are disclosed in the financial statements unless the possibility of an outflow of economic resources is remote. Contingent assets are not recognized in the financial statements unless it is virtually certain that the future event will confirm the asset's existence and the asset will be realised.

3.11 Revenue recognition

Revenue from contracts with customers

The Company earns revenue primarily from rendering business process management services to related parties.

Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those products or services.

Nature of the services

The Company derives its revenue from business process management (BPM) services which includes services like back-office processing. The Company provides BPM services, which typically involve claim processing and rendering non-voice Business Process Management and back-office transaction processing related services to customers in the Healthcare industry.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, service level credits, performance bonuses, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers as it is not received by the Company on its own account. Rather, it is tax collected on value added to the commodity / service rendered by the seller on behalf of the Government. Accordingly, it is excluded from revenues.

Time and Material contracts

Revenue from time and material transactions and outcome based contracts are recognised on an output basis as the services are performed, measured by units delivered, efforts expended etc.

Fixed price contracts

In respect of fixed-price contracts, where performance obligations are satisfied over a period of time, revenue is recognised by means of percentage of completion method. Under this method, revenue is recognised by applying the percentage of completion on the transaction price, calculated as the proportion of the cost of effort incurred up to the reporting date to estimated cost of total effort..

Contract Asset and Liabilities

The Company classifies its right to consideration in exchange for deliverables as either a receivable or a contract asset.

A receivable is a right to consideration that is unconditional. A right to consideration is unconditional if only the passage of time is required before payment of that consideration is due. For example, the Company recognizes a receivable for revenues related to time and materials contracts or volume based

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contracts. The Company presents such receivables as part of trade receivables at their net estimated realizable value. The same is tested for impairment as per the guidance in Ind AS 109 using expected credit loss method.

Others

Any change in scope or price is considered as a contract modification. The Company accounts for modifications to existing contracts by assessing whether the services added are distinct and whether the pricing is at the stand-alone selling price. Services added that are not distinct are accounted for on a cumulative catch up basis, while those that are distinct are accounted for prospectively, either as a separate contract if the additional services are priced at the stand-alone selling price, or as a termination of the existing contract and creation of a new contract if not priced at the stand-alone selling price.

The Company recognises an onerous contract provision when it is probable that the unavoidable costs of meeting the obligations under a contract exceed the economic benefits to be received.

The Company accounts for variable considerations like, volume discounts, rebates and pricing incentives to customers as reduction of revenue on a systematic and rational basis over the period of the contract.

The Company estimates an amount of such variable consideration using expected value method or the single most likely amount in a range of possible consideration depending on which method better predicts the amount of consideration to which the Company may be entitled.

Revenues are shown net of allowances/ returns, sales tax, value added tax, goods and services tax and applicable discounts and allowances.

Incremental costs that relate directly to a contract and incurred in securing a contract with a customer are recognised as an asset when the Company expects to recover these costs and amortised over the contract term.

The Company recognizes contract fulfilment cost as an asset if those costs specifically relate to a contract or to an anticipated contract, the costs generate or enhance resources that will be used in satisfying performance obligations in future; and the costs are expected to be recovered. The asset so recognized is amortised on a systematic basis consistent with the transfer of goods or services to customer to which the asset relates.

The Company assesses the timing of the transfer of goods or services to the customer as compared to the timing of payments to determine whether a significant financing component exists. As a practical expedient, the Company does not assess the existence of a significant financing component when the difference between payment and transfer of deliverables is a year or less. If the difference in timing arises for reasons other than the provision of finance to either the customer or us, no financing component is deemed to exist.

The Company may enter into arrangements with third party suppliers to resell products or services. In such cases, the Company evaluates whether the Company is the principal (i.e. report revenues on a gross basis) or agent (i.e. report revenues on a net basis). In doing so, the Company first evaluates whether the Company controls the services before it is transferred to the customer. If Company controls the services before it is transferred to the customer, Company is the principal; if not, the Company is the agent.

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Notes forming part of the financial statements for the period ended 31 March 2022

Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms. Unearned and deferred revenue (“contract liability”) is recognised when there are billings in excess of revenues. The billing schedules agreed with customers could include periodic performance-based payments and/or milestone-based progress payments. Invoices are payable within contractually agreed credit period. Advances received for services are reported as liabilities until all conditions for revenue recognition are met.

Use of significant judgements in revenue recognition.

The Company’s contracts with customers could include promises to transfer multiple goods and services to a customer. The Company assesses the goods / services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligation involves judgement to determine the deliverables and the ability of the customer to benefit independently from such deliverables.

Judgement is also required to determine the transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as volume discounts, performance bonuses, price concessions and incentives. The transaction price is also adjusted for the effects of the time value of money if the contract includes a significant financing component. The Company has applied the practical expedient provided by Ind AS 115, whereby the Group does not adjust the transaction price for the effects of the time value of money where the period between when the control on goods and services transferred to the customer and when payment thereof is due, is one year or less. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct good or service from the customer. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and is reassessed at the end of each reporting period. The Company allocates the elements of variable considerations to all the performance obligations of the contract unless there is observable evidence that they pertain to one or more distinct performance obligations.

The Company uses judgement to determine an appropriate standalone selling price for a performance obligation. The Company allocates the transaction price to each performance obligation on the basis of the relative standalone selling price of each distinct good or service promised in the contract. Where standalone selling price is not observable, the Company uses the expected cost-plus margin approach to allocate the transaction price to each distinct performance obligation.

The Company exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Company considers indicators such as how a customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to payment for performance to date and alternate use of such good or service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc.

Use of the percentage-of completion method in accounting for fixed-price contracts requires the Company to estimate the efforts or costs expended to date as a proportion of the total efforts or costs to be expended. Efforts or costs expended have been used to measure progress towards completion as there is a direct relationship between input and productivity.

Contract acquisition costs are generally expensed as incurred except for certain costs which meet the criteria for capitalization, in particular if such costs are expected to be recovered. Contract acquisition

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costs are amortized over the contract term, consistent with the pattern of transfer of goods or services to which the asset relates.

Interest income is recognized as it accrues in the statement of profit and loss using effective interest rate method.

Dividend income is recognized when the right to receive the dividend is established.

3.12 Earnings per share

Basic earnings per share is computed by dividing the net profit for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting year. The weighted average number of equity shares outstanding during the year is adjusted for events such as bonus issue, amalgamations, bonus element in a rights issue, buyback, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

The number of equity shares used in computing diluted earnings per share comprises the weighted average number of equity shares considered to derive the basic EPS, and also the weighted average number of equity shares that could have been issued on conversion of all the dilutive potential equity shares which are deemed converted at the beginning of reporting period, unless issued at a later date.

3.13 Tax expense

Tax expense comprises current and net change in the deferred tax asset or liability during the year. Current tax and deferred tax are recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

The Company has determined that interest and penalties related to income taxes do not meet the definition of income taxes, and therefore accounted for them as finance cost in the statement of profit and loss.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years. The amount of tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects uncertainty related to income taxes, if any.

Current tax assets and liabilities are offset only if it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously .

Deferred income tax assets and liabilities is recognised using the balance sheet approach. Deferred tax is recognized on temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction. The carrying amount of deferred income tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

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The measurement of deferred taxes reflects the tax consequences that would follow the way the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Future taxable profits are determined based on the reversal of relevant taxable temporary differences. If the amount of taxable temporary differences is insufficient to recognise a deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences, are considered, based on the business plans for individual subsidiaries in the Company. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves.

Unrecognised deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.

In determining the amount of current and deferred tax, the Company takes into account the impact of uncertain tax positions and whether additional taxes and interest may be due. This assessment relies on estimates and assumptions and may involve a series of judgements about future events. New information may become available that causes the Company to change its judgement regarding the adequacy of existing tax liabilities; such changes to tax liabilities will impact tax expense in the period that such a determination is made.

3.14 Borrowing costs

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the year they occur.

4 Property, plant and equipment

Particulars	Leasehold Improvements	Computers	Office Equipment	Furniture and Fixtures	Vehicles	Total	Capital-work-in-progress*
Gross block							
Balance as at 28 July 2021	-	-	-	-	-	-	-
Additions pursuant to business combination (Refer note 42)	263.18	437.54	9.49	27.96	2.03	740.20	18.61
Additions	-	27.97	0.17	0.18	-	28.32	
Capitalized during the period	-	-	-	-	-	-	(5.59)
Disposals	-	-	-	-	-	-	-
Balance as at 31 March 2022	263.18	465.51	9.66	28.14	2.03	768.52	13.02
Accumulated depreciation							
Balance as at 28 July 2021	-	-	-	-	-	-	-
Charge for the year	7.78	27.18	1.13	1.89	0.07	38.05	-
Disposals	-	-	-	-	-	-	-
Balance as at 31 March 2022	7.78	27.18	1.13	1.89	0.07	38.05	-
Net block as at 31 March 2022	255.40	438.33	8.53	26.25	1.96	730.47	13.02

*Capital-work-in-progress ageing schedule

As at 31 March 2022

Particulars	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 year	Total
Project in progress	13.02	-	-	-	13.02
Projects temporarily suspended	-	-	-	-	-
Total	13.02	-	-	-	13.02

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5 Right-of-use assets

Particulars	Building	Leasehold Improvements	Total
Gross block			
Balance as at 28 July 2021	-	-	-
Additions pursuant to business combination (Refer note 42)	2,207.07	132.23	2,339.31
Additions	5.66	-	5.66
Disposals	-	-	-
Balance as at 31 March 2022	2,212.73	132.23	2,344.97
Accumulated amortisation			
Balance as at 28 July 2021	-	-	-
Charge for the year	97.94	19.88	117.83
Disposals	-	-	-
Balance as at 31 March 2022	97.94	19.88	117.83
Net block as at 31 March 2022	2,114.79	112.35	2,227.14

For the period ended 31 March 2022, the total cash outflows for leases, including short-term leases and low-value assets amounted to Rs. 118.37 million.

Lease contracts entered into by the Company primarily pertains to buildings & leasehold improvements taken on lease to conduct its business in the ordinary course.

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Particulars	Note	As at 31 March, 2022
Opening goodwill as on 28 July 2021		-
Addition during the year:		
On account of Acquisition of the India Healthcare Services Business of Hinduja Global Solutions Limited	42	20,993.22
Closing balance		20,993.22

For the purposes of impairment testing, goodwill recognised on business combinations is allocated to the Cash Generating Units ('CGU') which represents the lowest level within the Company at which goodwill is monitored for internal management purposes, which is not higher than the Company's operating segments.

The Company as a whole operates in one CGU i.e. Healthcare Business Process Management (BPM) services. For segment reporting purposes as well, the Company's CODM reviews the performance of the Company as a whole. Accordingly, the goodwill on acquisition during the year has been allocated to the Healthcare BPM services being a CGU.

Impairment of Goodwill

Goodwill is tested for impairment at each balance sheet date. The recoverable amount of a CGU is the higher of its fair value less cost of disposal and its value-in-use. The recoverable amount of the CGU was determined based on its value-in-use. The value-in-use is determined based on cash flow projections over a period of five years and terminal growth rate thereafter. The key assumptions used are mentioned below.

Following key assumptions were considered while performing impairment testing : -

Growth rate - 9.96% (CAGR over a period of five years)

Terminal growth rate - 2 %

Operating margins - 32% - 35 %

Weighted Average Cost of Capital % (WACC) (Discount rate) - 14.5%

The projections cover a period of five years, as management believes this to be the most appropriate timescale over which to review and consider annual performances, before applying a fixed terminal value growth rate to the final year cash flows. The growth rates used to estimate future performance (revenue, expenses, operating margins etc.) are based on management's reasonable estimates.

The discount rate is based on the Weighted Average Cost of Capital ('WACC') which represents the weighted average return attributable to all the assets of the CGU. These estimates are likely to differ from future actual results of operations and cash flows. Management believes that any reasonable possible changes in the key assumptions mentioned above would not cause the carrying amount to exceed the recoverable amount of the cash generating unit.

Recoverable amount of the CGU exceeded their carrying amounts, and hence no impairment losses were recognized during the period ended 31 March 2022.

7 Other intangible assets

Particulars	Software	Customer contracts	Total
Gross block			
Balance as at 28 July 2021	-	-	-
Additions pursuant to business combination (Refer note 42)	65.13	6,338.69	6,403.82
Additions	6.13	-	6.13
Disposals	-	-	-
Balance as at 31 March 2022	71.26333	6,338.69	6,409.95
Accumulated amortization			
Balance as at 28 July 2021	-	-	-
Charge for the year	10.52	660.28	670.80
Disposals	-	-	-
Balance as at 31 March 2022	10.52	660.28	670.80
Net block as at 31 March 2022	60.74	5,678.41	5,739.15

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8	Other financial assets	As at
Particulars		31 March 2022
Unsecured, considered good		
Security deposits		214.13
Derivative assets		128.29
		342.42
9 Income tax assets (net)		
Particulars		As at
		31 March 2022
Advance tax, net of provision for tax		86.30
		86.30
10 Other assets		
Particulars		As at
		31 March 2022
Unsecured, considered good		
Capital advance		10.00
Prepaid expenses		21.70
		31.70
11 Trade receivables		
Particulars		As at
		31 March 2022
Trade receivables from contracts with customers - billed		2,803.33
Trade receivables from contract with customers - unbilled [^]		2,839.14
		5,642.47

[^]The receivable is 'unbilled' because the Company has not yet issued an invoice; however, the balance has been included under trade receivables (as opposed to contract assets) as the Company has an unconditional right to consideration and only the act of invoicing is pending.

Both billed and unbilled receivables pertain to related party transactions. Refer note 33.

Particulars	As at
	31 March 2022
Unsecured, considered good	
Trade receivables	5,642.47
Allowance for doubtful receivables	-
Significant increase in credit risk	
Trade receivables	-
Allowance for doubtful receivables	-
Credit impaired	
Trade receivables	-
Allowance for doubtful receivables	-
	5,642.47

Ageing of trade receivables:

As at 31 March 2022

Particulars	Unbilled receivables	Not due	Outstanding for following period from due date of payment					Total
			Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables - considered good	2,839.14	133.67	2,669.66	-	-	-	-	5,642.47
(ii) Undisputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-	-
(iii) Undisputed Trade receivables - credit impaired	-	-	-	-	-	-	-	-
(iv) Disputed Trade receivables - considered good	-	-	-	-	-	-	-	-
(v) Disputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Disputed Trade receivables - credit impaired	-	-	-	-	-	-	-	-
Total	2,839.14	133.67	2,669.66	-	-	-	-	5,642.47
Loss allowance								-
Total								5,642.47

12 Cash and cash equivalents	As at
Particulars	31 March 2022
Cash on hand	-
Balances with banks	
- in current accounts	176.67
- in EEFC accounts	80.37
- in deposit accounts (original maturity within 3 months)	200.00
	457.04
13 Other financial assets	
Particulars	As at
	31 March 2022
Unsecured, considered good	
Security deposits	83.94
Derivative assets	244.76
Other receivables*	8.12
Accrued interest	
- deposits	0.01
	336.83
* For transactions with related parties - Refer note 33	
14 Other assets	
Particulars	As at
	31 March 2022
Advances to suppliers	13.70
Advances to employees	9.62
Prepaid expenses	155.88
Balances with statutory / government authorities	48.18
	227.38

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15 Equity share capital

Particulars	As at 31 March 2022
Authorised	
1,930,397,955 equity shares of Rs 10 each, fully paid	19,303.98
	19,303.98
Issued, subscribed and paid-up	
1,920,726,066 equity shares of Rs 10/- each, fully paid*	19,186.72
	19,186.72

* Share issue expenses of Rs. 20.54 millions has been netted off against equity share capital as these are qualifying costs attributable to an equity transaction

Notes:**a) Reconciliation of the number of equity shares outstanding at the beginning and at the end of the reporting period:**

Equity shares		
Particulars	No. of shares	Amount
Opening balance as at 28 July 2021	-	-
Issue of shares during the period	1,920,726,066	19,186.72
Outstanding as at 31 March 2022	1,920,726,066	19,186.72

b) Shareholders holding more than 5% of equity shares of the Company:

Name of the shareholder	As at 31 March 2022	
	No. of shares	% holding
Equity shares		
Betaine B.V. *^	1,920,726,065	99.99%

* The ultimate holding company is Baring Private Equity Asia GP VIII Limited (Cayman Islands)

As per records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

^ 1 share is held by Sagility Philliphines B.V. as nominee on behalf of Betaine B.V.

c) Details of shareholding of Promoters:

Name of the promoter	As at 31 March 2022		
	No. of shares	% holding	% change during the year
Betaine B.V.	1,920,726,065	99.99%	99.99%
Sagility Philliphines B.V.^	1	0.01%	0.01%

^ 1 share is held by Sagility Philliphines B.V. as nominee on behalf of Betaine B.V.

d) Terms/ rights attached to equity shares:

The Company has only one class of equity shares having a par value of Rs 10 per share. Each holder of equity shares, as reflected in the records of the Company as of the date of the shareholders meeting, is entitled to one vote in respect of each share held for all matters submitted to vote in the shareholders meeting. The equity shares are entitled to receive dividend as declared from time to time subject to approval of the shareholders at the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company after distribution of all preferential amounts, if any. The distribution will be in the proportion to the number of equity shares held by the shareholder.

e) Aggregate number of shares issued for consideration other than cash:

The Company has not made any buy-back, nor there has been an issue of shares by way of bonus share nor issue of share pursuant to contract without payment being received / paid in cash for the period from 28 July 2021 to 31 March 2022.

f) No shares are reserved for issue under options.

16 Other Equity

Particulars	As at 31 March 2022
(i) Hedging reserve	
Balance at the beginning of the period	-
Add: transactions during the period	(16.38)
Balance at the end of the period	(16.38)
(ii) Retained earnings	
Surplus in the statement of profit and loss	-
Add: Profit for the period	41.98
Add: Re-measurements gains on defined employee benefit plans (net of tax)	0.31
Balance at the end of the period	42.29
Total	25.91

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17 **Borrowings (non-current)**

Particulars	As at 31 March 2022
Unsecured	
8% p.a 13,000 Non-convertible bonds of Rs. 1,000,000 each [Refer note (A)]*	13,000.00
	13,000.00

* For transactions with related parties - Refer note 33

Note:

- A. (i) On 4 January 2022, the Company issued 13,000 Non-convertible bonds ("NCB") at a face value of Rs. 10,00,000 each to Betaine B.V. (Parent company)
(ii) The term of the NCB is 60 (Sixty) months from contractual agreed drawdown date.
(iii) The NCB's are entitled to a fixed coupon rate of interest at 8% per annum.

B. Repayment schedule

Scheduled redemption (repayment) date	Redemption/ Repayment amount (in%)
29 December 2024	2.00%
28 June 2025	3.00%
28 December 2025	8.50%
28 June 2026	11.50%
28 December 2026	75.00%

Refer note 35 for the Company's exposure to interest rate, foreign currency and liquidity risks.

C. **Net debt reconciliation**

- (i) This section sets out an analysis of net debt and the movements in net debt for the periods presented:

Particulars	As at 31 March 2022
Cash and cash equivalents	457.04
Borrowings (including interest payable)	(13,234.36)
Lease liabilities	(2,203.59)
Net debt	(14,980.91)

- (ii) **Movement of net debt**

Particulars	Other assets	Liabilities from financing activities		Total
	Cash and cash equivalents	Lease liabilities	Borrowings (including interest payable)	
Net debt as at 28 July 2021	-	-	-	-
Cash flows	457.04	76.63	(13,000.00)	(12,466.33)
Interest paid	-	39.84	13.53	53.37
Non-cash items				
New leases on account of business combination (refer note 42)	-	(2,280.22)	-	(2,280.22)
Interest expense	-	(39.84)	(247.89)	(287.73)
Net debt as at 31 March 2022	457.04	(2,203.59)	(13,234.36)	(14,980.91)

18 **Lease liabilities**

Particulars	As at 31 March 2022
Carried at amortised cost	
Non-current	
Lease liabilities	1,865.96
Current	
Lease liabilities	337.63
Total	2,203.59

A **Amounts recognised in Statement of profit and loss**

Particulars	For the period from 28 July 2021 to 31 March 2022
(a) Amortisation charge of Right-of-use assets	
- Building	97.94
- Leasehold improvements	19.88
(b) Interest expense (included in finance costs)	39.84
(c) Expenses relating to short-term leases (included in other expense)	1.90
	159.57

19 **Employee benefit obligations**

Particulars	As at 31 March 2022
Non-current	
Provision for employee benefits (refer note 34)	
- Gratuity	86.91
	86.91

20 Trade payables	As at
Particulars	31 March 2022
Total outstanding dues of micro enterprises and small enterprises (refer note 38)	27.82
Total outstanding dues of creditors other than micro enterprises and small enterprises *	331.09
	358.91

* For transactions with related parties - Refer note 33

Ageing of trade payables

^ MSME stands for Micro enterprises and small enterprises

As at 31 March 2022

Particulars	Unbilled	Not due	Outstanding for following period from due date of payment				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed dues - MSME^	-	15.80	12.02	-	-	-	27.82
(ii) Undisputed dues - Others	-	37.70	35.80	-	-	-	73.50
(iii) Disputed dues - MSME^	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
	-	53.50	47.82	-	-	-	101.32
Accrued expenses							257.59
Total							358.91

21 Other current financial liabilities	As at
Particulars	31 March 2022
Accrued interest*	234.36
Purchase consideration payable (refer note 42)	1,061.43
Employee benefits payable	210.58
Other payables*	22.77
	1,529.14

* For transactions with related parties - Refer note 33

22 Other current liabilities	As at
Particulars	31 March 2022
Statutory dues*	113.43
	113.43

*** Breakup of Statutory dues includes:**

Particulars	As at
	31 March 2022
Tax deducted at source	56.42
Employees state insurance corporation	7.30
Provident fund	47.31
Profession tax	2.39
	113.43

23 Employee benefit obligations	As at
Particulars	31 March 2022
Provision for employee benefits (refer note 34)	
- Gratuity	122.43
- Compensated absences	186.73
	309.16

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24 Revenue from operations

Particulars	For the period from 28 July 2021 to 31 March 2022
Revenue from contracts with customers	
Revenue from sale of services*	2,819.75
Losses from cashflow hedges	(14.62)
Total	2,805.13

* For transactions with related parties - Refer note 33

Disclosures required under Ind AS 115 "Revenue from contracts with customers"**A) Disaggregation of revenue information**

- a) In the following table, revenues from contracts with customers is disaggregated by major service lines and contract type. The Company believes that this disaggregation best depicts how the nature, amount, timing and uncertainty of our revenues and cashflows are effected by industry, market and other economic factors.

Particulars	For the period from 28 July 2021 to 31 March 2022
Major products/ service lines	
Business process management services	2,819.75
Losses from cashflow hedges	(14.62)
	2,805.13

B) Recognition of revenue over the period of time and at a point in time

Particulars	For the period from 28 July 2021 to 31 March 2022
Revenue recognized over time	2,819.75
Losses from cashflow hedges	(14.62)
	2,805.13

The remaining performance obligation disclosure provides the aggregate amount of the transaction price yet to be recognized as revenue and an explanation as to when the Company expects to recognize these amounts in revenue. Unsatisfied or partially satisfied Performance obligations are subject to variability due to several factors such as termination, changes in contract scope, re-validation of estimates and economic factors.

Applying the practical expedient as given in Ind AS 115, the Company has not disclosed the remaining performance obligation related disclosures for contracts where the revenue recognized corresponds directly with the value to the customer of the Company's performance completed to date, typically those contracts where invoicing is on time & material or unit price basis.

Sagility India Private Limited (formerly known as Berkmeer India Private Limited)**Notes to the financial statements for the period ended 31 March 2022 (continued)***(All amounts are in Indian Rupees millions, unless otherwise stated)*

25	Other income	
	Particulars	For the period from 28 July 2021 to 31 March 2022
	Interest income	
	- Fixed deposits	0.55
	- Security deposits	3.59
	Net foreign exchange gain	68.41
	Miscellaneous income	0.03
		72.58
26	Employee benefits expense	
	Particulars	For the period from 28 July 2021 to 31 March 2022
	Salaries, bonus and allowances	1,066.18
	Contribution to provident and other funds	83.62
	Gratuity (refer note 34)	11.99
	Compensated absences	13.22
	Staff welfare expenses	9.48
		1,184.49
27	Finance costs	
	Particulars	For the period from 28 July 2021 to 31 March 2022
	Interest expense on financial liabilities carried at amortized cost	
	- Long term borrowings	247.89
	- lease liabilities	39.84
		287.73
28	Depreciation and amortisation expenses	
	Particulars	For the period from 28 July 2021 to 31 March 2022
	Depreciation on property, plant and equipment (refer note 4)	38.05
	Amortisation of right of use assets (refer note 5)	117.83
	Amortisation of intangible assets (refer note 7)	670.80
		826.68

Sagility India Private Limited (formerly known as Berkmeer India Private Limited)**Notes to the financial statements for the period ended 31 March 2022 (continued)***(All amounts are in Indian Rupees millions, unless otherwise stated)***29 Other expenses**

Particulars	For the period from 28 July 2021 to 31 March 2022
Power and fuel	19.17
Legal and professional fees	162.66
Software subscription charges	61.49
Payment to auditors (refer note below)	4.80
Rates and taxes	32.82
Royalty expenses	16.90
Repairs and maintenance	
-computers	31.83
-building	20.70
-others	4.65
Communication expenses	29.43
Security expenses	9.31
Housekeeping charges	8.79
Insurance charges	19.57
Recruitment expenses	19.50
Rent*	1.90
Hire charges	5.29
Travelling and conveyance	44.78
Miscellaneous expenses	8.39
	501.98

*Represent lease rentals for short term leases and leases of low-value assets

Note**Payment to auditors**

Particulars	For the period from 28 July 2021 to 31 March 2022
Statutory audit fee	3.30
Others	-
	3.30

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30 Income tax

The major components of income tax expense for the period ended 31 March 2022 are:

Statement of profit and loss section

Particulars	For the period from 28 July 2021 to 31 March 2022
Current income tax:	
Current tax	3.76
Deferred tax charge	
Relating to origination and reversal of temporary differences	31.09
Income tax expense reported in the statement of profit or loss	34.85

OCI Section

Deferred tax related to items recognised in OCI during in the year:

Particulars	For the period from 28 July 2021 to 31 March 2022
Statement to Other comprehensive income (OCI)	
Deferred tax related to items recognised in OCI during the year	(5.51)
	(5.51)

Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for the period

Particulars	For the period from 28 July 2021 to 31 March 2022
Profit before tax	76.83
Expected tax expense at the enacted tax rate of 25.17% in India	19.34
Tax effect of adjustments to reconcile expected income tax expense to reported income tax expenses:	
Expenses disallowed for tax purposes	11.32
Others	4.19
Net tax expense	34.85

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30 Income tax (continued)

Deferred taxes

(a) Deferred tax assets/ (liabilities) as at 31 March 2022 in relation to:

Particulars	As at 28 July 2021	Recognised through business combination	Recognised in Statement of profit and loss	Recognised in Other comprehensive income	As at 31 March 2022
Deferred tax assets					
Lease liabilities	-	562.10	(7.50)	-	554.60
Derivative Asset	-			5.51	5.51
Property, plant and equipment and intangible assets	-	18.25	(18.25)		-
Provision for employee benefits	-	-	6.35	-	6.35
Security deposit	-	8.08	(0.97)	-	7.11
	-	588.43	(20.38)	5.51	573.56
Deferred tax liabilities					
Property, plant and equipment and intangible assets	-		(26.41)	-	(26.41)
Right-of-use asset	-	(576.21)	15.69	-	(560.53)
	-	(576.21)	(10.72)	-	(586.94)
Deferred tax assets/ (liabilities) (net)	-	12.22	(31.10)	5.51	(13.37)

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

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31 Earnings per share ("EPS")

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the Company by the weighted average number of equity shares outstanding during the period. Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

The following table sets forth the computation of basic and dilutive earnings per share:

Particulars	<i>(Figures in Rupees millions except number of shares)</i>
	For the period from 28 July 2021 to 31 March 2022
Net profit attributable to equity shareholders of the Company	41.98
Weighted average number of shares for basic EPS	452,554,700
Weighted average number of shares for diluted EPS	452,554,700
Earnings per share, basic (Rs)	0.09
Earnings per share, diluted (Rs)	0.09

32 Segment information

Mr. Ramesh Gopalan - Group Chief Executive Officer has been identified as the Chief Operating Decision Maker ("CODM") as defined by Ind AS 108, "Operating Segments". The CODM evaluates the Company's performance and reviews revenue and profit as the performance indicator. The Company operates in one segment only i.e. "Business process management services". The CODM evaluates performance of the Company as one single segment. Accordingly, segment information has not been separately disclosed. With respect to geographic segment, all of the Company's revenue is recognised from contract with customer in the United States of America.

Revenue from two customers individually accounted for more than 10% of the total revenue for the period ended 31 March 2022.

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Sagility India Private Limited (formerly known as Berkmeer India Private Limited)

Notes to the financial statements for the period ended 31 March 2022 (continued)

(All amounts are in Indian Rupees millions, unless otherwise stated)

33 Related party disclosures

In accordance with Ind AS-24 “Related Party Disclosures” of the Companies (Accounts) Rules 2015, as amended time to time and the Companies Act, 2013, the names of related parties along with aggregate amount of transactions and year end balances with them are given as follows:

(i) Ultimate Holding company

Baring Private Equity Asia GP VIII Limited (Cayman Islands)

(ii) Ultimate Beneficial Owner with a Controlling Stake

Jean Eric Salata Rothleder

(iii) Holding company

Betaine B.V.

(iv) Fellow subsidiaries

Betaine (US) Holdings Inc.

Betaine (US) Bidco Inc.

Sagility LLC *(formerly known as HGS Healthcare, LLC)*

Sagility Provider Solutions LLC *(formerly known as HGS Ebos, LLC)*

Sagility Philippines B.V *(formerly known as Betaine (PH) B.V.)*

Sagility Care Management LLC *(formerly known as HGS AxisPoint Health, LLC)*

Sagility Technologies LLC *(formerly known as HGS Colibrum, LLC)*

Sagility Operations Inc. *(formerly known as HGS Healthcare Operations Inc.)*

Sagility (Jamaica) Limited *(formerly known as Betaine (Jamaica) Limited)*

Sagility Philippines B.V - Philippines Branch *(formerly known as Betaine (PH) BV Branch)*

(v) Key managerial personnel

Hari Gopalakrishnan

Sanjeev Lakra

Ramesh Gopalan

Srinivasan S. D.

Satish Kumar S. S.

Designation

Director

Director

Group Chief Operating Officer

Group Chief Financial Officer

Company Secretary

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33 Related party disclosures (continued)**The following transactions were carried out with related parties during the period in the ordinary course of business:**

Particulars	For the period from 28 July 2021 to 31 March 2022
Revenue from sale of services	
Sagility LLC <i>(formerly known as HGS Healthcare, LLC)</i>	2,381.33
Sagility Provider Solutions LLC <i>(formerly known as HGS Ebos, LLC)</i>	438.41
Interest expense on borrowings	
Betaine B.V.	247.89
Expense recoverable (netted off with Employee benefit expenses)	
Sagility (Jamaica) Limited <i>(formerly known as Betaine (Jamaica) Limited)</i>	(1.92)
Sagility LLC <i>(formerly known as HGS Healthcare, LLC)</i>	(3.97)
Sagility Philippines B.V - Philippines Branch <i>(formerly known as Betaine (PH) BV Branch)</i>	(1.95)
Non-convertible bonds issued during the period	
Betaine B.V.	13,000.00
Equity shares issued and paid-up during the period	
Betaine B.V.	19,207.26
Sagility Philippines B.V <i>(formerly known as Betaine (PH) B.V.)</i> *	0.00
Remuneration to KMP**	10.86

*Amount less than million

**Post-employment benefit comprising gratuity and compensated absences have not been disclosed as these are determined for the Company as a whole. The Company has not paid any remuneration to its directors during the period.

Sagility India Private Limited (formerly known as Berkmeer India Private Limited)**Notes to the financial statements for the period ended 31 March 2022 (continued)***(All amounts are in Indian Rupees millions, unless otherwise stated)***33 Related party disclosures (continued)****Balances outstanding at year end:**

Particulars	As at 31 March 2022
Trade receivables	
Sagility LLC <i>(formerly known as HGS Healthcare, LLC)</i>	2,469.20
Sagility Provider Solutions LLC <i>(formerly known as HGS Ebos, LLC)</i>	316.09
Sagility Philippines B.V <i>(formerly known as Betaine (PH) B.V.)</i>	17.23
Sagility Care Management LLC <i>(formerly known as HGS AxisPoint Health, LLC)</i>	0.65
Sagility Technologies LLC <i>(formerly known as HGS Colibrium, LLC)</i>	0.16
Unbilled receivables	
Sagility LLC <i>(formerly known as HGS Healthcare, LLC)</i>	2,397.75
Sagility Provider Solutions LLC <i>(formerly known as HGS Ebos, LLC)</i>	441.39
Other receivables	
Sagility (Jamaica) Limited <i>(formerly known as Betaine (Jamaica) Limited)</i>	1.94
Sagility LLC <i>(formerly known as HGS Healthcare, LLC)</i>	4.00
Sagility Philippines B.V <i>(formerly known as Betaine (PH) B.V.)</i>	1.96
Non-convertible bonds outstanding	
Betaine B.V.	13,000.00
Interest accrued and due on borrowings - Non-convertible bond	
Betaine B.V.	234.36
Other payables	
Betaine B.V.	22.77
Trade payables	
Sagility Philippines B.V <i>(formerly known as Betaine (PH) B.V.)</i>	19.97

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34 Employee benefits**a) Defined contribution plan:**

The contributions paid/ payable to Employee Provident Fund, Employees State Insurance Scheme, Employees Pension Schemes and other funds, are determined under the relevant approved schemes and / or statutes and are recognised as expense in the statement of profit and loss during the period in which the employee renders the related service. There are no further obligations other than the contributions payable to the approved trusts/ appropriate authorities.

During the year, the Company has recognised the following amounts in the Statement of profit and loss, which are included in contribution to provident and other funds.

Particulars	For the period from 28 July 2021 to 31 March 2022
Contribution to provident fund and other funds	83.62

b) Leave obligation:

The leave obligation cover Company's liability towards compensated absences which are classified as other long-term benefits.

The entire amount of the provision of Rs. 186.73 millions is presented as current, since the Company does not have an unconditional right to defer settlement for any of these obligations.

Actuarial assumptions:

Particulars	As at 31 March 2022
Discount rate	4.56%
Future salary growth	6.00%
Mortality rate	Indian Assured Lives Mortality 2012-14 (Urban)
Attrition rate	40.00% p.a. for all service groups

c) Defined benefit plans (funded):

The Company has a defined benefit gratuity plan governed by The Payment of Gratuity Act, 1972. The plan entitles an employee who has rendered atleast five years of continuous service to receive 15 days salary for every completed year of service or part thereof in excess of six months based on the rate of last drawn salary (basic plus dearness allowance) by the employee concerned. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial gains/ (losses) are recognised under other comprehensive income in the statement of profit and loss.

Based on the actuarial valuation obtained in this respect, the following table sets out the details of the employee benefit obligation and the plan assets as at balance sheet date:

Particulars	As at 31 March 2022
Present value of defined benefit obligation at the end of the year	279.35
Fair value of plan assets at the end of the year	(70.01)
Liability recognised in the balance sheet	209.34
Current liabilities (refer note 30)	122.43
Non-current liabilities (refer note 24)	86.91
	209.34

34 Employee benefits (continued)**i Reconciliation of the net defined benefit liability**

The following table shows a reconciliation from the opening balances to the closing balances for net defined benefit (asset) liability and its components:

Particulars	As at 31 March 2022
Obligations as at the beginning of the period	-
Obligations taken over pursuant to business combinations (Refer note 42)	273.46
Benefits paid	(5.80)
Current service cost	8.19
Past service cost	-
Interest cost	3.80
Employer Contribution	-
Actuarial gains/(losses) recognised in other comprehensive income	
Changes in demographic assumptions	-
Changes in financial assumptions	(2.43)
Experience adjustment	2.12
Obligations as at the end of the year	279.35

ii Reconciliation of present value of plan assets

Particulars	As at 31 March 2022
Balance at the beginning of the year	-
Benefits paid	-
Interest income	-
Contributions paid by the employer	(70.00)
Return on plan assets, excluding interest income	(0.01)
Return on planned assets recognised in other comprehensive income	
Changes in demographic assumptions	-
Changes in financial assumptions	-
Experience adjustment	-
Balance at the end of the year	(70.01)

Expense recognised in the Statement of Profit and Loss

Particulars	As at 31 March 2022
Current service cost	8.19
Interest cost	3.80
Interest income	-
Total	11.99

Expense recognised in other comprehensive income

Particulars	As at 31 March 2022
Changes in demographic assumptions	-
Changes in financial assumptions	2.43
Experience adjustment	(2.12)
Total	0.30

iii. Plan assets

Plan assets comprise the following

Particulars	As at 31 March 2022
Managed by - Life Insurance Corporation	70.01
Total	70.01

34 Employee benefits (continued)**iii. Economic and Demographic Assumptions**

The following were the principal actuarial assumptions at the reporting date (expressed as weighted averages).

Particulars	As at 31 March 2022
Discount rate	4.56% p.a to 6.09% p.a
Future salary growth	6.00%
Mortality rate	Indian Assured Lives Mortality 2012-14 (Urban)
Expected return on plan assets	4.56% p.a to 6.09% p.a
Employee Attrition Rate	20% p.a to 40% p.a

iv. Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amount shown below:

Particulars	Increase	Decrease
As at 31 March 2022		
Discount rate (1% movement)	(8.67)	9.39
Future salary growth (1% movement)	9.29	(8.74)
Employee turnover (1% movement)	(0.92)	0.94

The above sensitivity analysis are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the Balance Sheet.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period. Sensitivities due to mortality & withdrawals are not material & hence impact of change not calculated.

34 Employee benefits (continued)

v. **Maturity profile of defined benefit obligation**

Particulars	As at 31 March 2022
1 st Following year	59.06
2 nd Following year	48.95
3 rd Following year	42.42
4 th Following year	35.97
5 th Following year	33.73
Thereafter	127.34
Total expected cash flows	347.47

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35 Financial instruments - fair value measurement

Carrying amount and fair value of financial assets and liabilities including their levels in the fair value hierarchy are presented below. The fair value of various financial assets and financial liabilities carried at amortized cost closely approximates the carrying amount thereof in the balance sheet as at 31 March 2022.

As at 31 March 2022								
Particulars	Carrying amount				Fair value			
	FVTPL	FVOCI	Amortised cost	Total	Level 1	Level 2	Level 3	Total
Financial assets								
Security deposits	-	-	298.07	298.07	-	-	-	-
Trade receivables	-	-	5,642.47	5,642.47	-	-	-	-
Cash and cash equivalents	-	-	457.04	457.04	-	-	-	-
Derivative financial assets designated in a hedge relationship*	-	373.05	-	373.05	-	373.05	-	373.05
Other financial assets	-	-	8.13	8.13	-	-	-	-
Total	-	373.05	6,405.71	6,778.76	-	373.05	-	373.05
Financial liabilities								
Borrowings (including accrued interest)	-	-	13,234.36	13,234.36	-	-	-	-
Trade and other payables	-	-	358.91	358.91	-	-	-	-
Lease liability (current and non-current)	-	-	2,203.59	2,203.59	-	-	-	-
Other financial liabilities	-	-	1,294.78	1,294.78	-	-	-	-
Total	-	-	17,091.64	17,091.64	-	-	-	-

The management assessed that fair value of cash and cash equivalents, bank deposits, security deposits, trade receivables, borrowings, trade payables, loans and other financial assets and liabilities approximate their carrying amounts largely due to the nature and short-term maturities of these instruments.

* The fair value of derivative financial instruments which are primarily forward foreign exchange contracts taken against future forecasted revenue is determined based on the observable market inputs including currency spot and forward rates, yield curves, currency volatility, credit risk and discount rate etc.

(a) Valuation Inputs and relationship to fair value

The following table summarises the quantitative information about the significant unobservable inputs used in level 3 fair value measurement.

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

36 Financial instruments - risk management

The Company has exposure to the following risks arising from financial instruments: credit risk (refer note (b) below); liquidity risk (refer note (c) below); market risk (refer note (d) below).

(a) Risk management framework

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.

(b) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Credit risk encompasses both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its investing activities including deposits with banks, derivative financial instruments and security deposits.

The Company has an established process to evaluate the creditworthiness of its customers to minimise potential credit risk. Credit evaluations are performed by the Company before agreements to render services are entered into with prospective customers. Outstanding customer receivables are regularly monitored. 1 customer group accounted for more than 10% of the trade receivable for the period ended 31 March 2022.

The Company's credit period generally ranges from 60-90 days. The amounts outstanding in the balance sheet represent the maximum exposure to credit risk. The concentration risk with respect to trade receivables is high since they are concentrated in 2 customers individually and 1 customer group only.

The Company establishes an allowance account for impairment that represents its estimate of losses in respect of trade and other receivables. The allowance account is used to provide for impairment losses. Subsequently when the Company is satisfied that no recovery of such losses is possible, the financial asset is considered irrecoverable and the amount charged to the allowance account is then written off against the carrying amount of the impaired financial asset.

The Company generate revenues from two of its fellow subsidiaries which contribute more than 10% of total revenue of the Company.

ii) Financial instruments and deposits with banks

Credit risk is limited as the Company generally invest in deposits with banks with high credit ratings assigned by international and domestic credit rating agencies. Counterparty credit limits are reviewed by the Company periodically and the limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

(c) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

(i) **Maturities of financial liabilities**

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted contractual cash flows, and include contractual interest payments and exclude the impact of netting agreements.

Particulars	Carrying amount	Total undiscounted contractual payments	0-12 months	1-5 years	> 5 years
As at 31 March 2022					
Borrowings - including current maturities and future committed interest	13,234.36	17,932.57	1,265.81	16,666.76	-
Trade and other payables	358.91	358.91	358.91	-	-
Lease liability - Current and non-current	2,203.59	2,810.55	490.56	1,906.00	413.99
Other financial liabilities	1,294.78	1,294.78	1,294.78	-	-
	17,091.64	22,396.81	3,410.06	18,572.76	413.99

The Company has a net current assets position. The Company's principal sources of liquidity are cash and cash equivalents and the cash flows that is generated from operations. The Company believes that these sources are sufficient to meet its current requirements. Accordingly, no liquidity risk is perceived.

(d) **Market risk**

Market risk is the risk that changes in market prices which is mainly foreign exchange rates affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

i) **Currency risk**

(a) **Foreign currency risk exposure**

The exposure to foreign currency risk at the end of the reporting period expressed in INR, are as follows:

Particulars	As at 31 March 2022	
	Currency	In Rs. Million
Financial assets		
Trade receivables from related parties	USD	2,803.86
Trade receivables others	USD	0.40
Unbilled receivables from related parties	USD	2,839.14
Other receivables from related parties	USD	7.91
Financial liabilities		
Purchase consideration payable	USD	1,061.43
Trade payables to related parties	USD	19.97
Other payables to related parties	USD	22.77

Sensitivity

The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments and the impact on other components of equity arises from foreign forward exchange contracts designated as cash flow hedges.

Particulars	Impact on profit after tax March 31, 2022
USD sensitivity	
USD- Increase by 5% *	227.36
USD- Decrease by 5% *	(227.36)

* Holding all other variables constant

(b) Impact of hedging activities

The Company's hedging policy only allows for effective hedge relationships to be established. Hedge effectiveness is determined at the inception of the hedge relationship and through periodic prospective effectiveness assessments to ensure that an economic relationship exists between the hedged item and hedging instrument. The Company enters into hedge relationships where the critical terms of the hedging instrument match exactly with the terms of the hedged item.

As the critical terms of the hedging instruments and their corresponding hedged items are the same, the Company performs a qualitative assessment of effectiveness and it is expected that the value of the hedging instruments and the value of the corresponding hedged items will systematically change in opposite direction in response to movements in the underlying exchange rates.

The Company monitors the aforesaid critical terms on a regular basis to assess if the hedging relationship remains highly effective. Hedge ineffectiveness is recognised on a cash flow hedge in the statement of profit and loss. Ineffectiveness represents remaining portion of gain or loss on the hedging instrument that cannot be offset with the change in the fair value of the hedged item.

The table below analyses the derivative financial instruments into relevant maturity groupings based on the remaining maturity period as at the Balance Sheet date :

Particulars	Changes in fair value of hedging instrument
Not later than 12 months	244.76
Later than 12 months	128.29
Total	373.05

The reconciliation of cash flow hedge reserve for the period ended 31 March 2022 is as follows :

Particulars	Changes in fair value of hedging instrument
Gain/(Loss)	
Balance at the beginning of the period	-
Gain/(Loss) recognized in other comprehensive income during the period	(36.51)
Amount reclassified to profit or loss during the period	14.62
Tax impact on above	5.51
Balance at the end of the period	(16.38)

ii) Interest rate risk

As the Company's interest rate on borrowings is fixed, there is no interest rate risk.

37 Capital management

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Company's capital structure includes debt. The Company's capital structure is influenced by the changes in regulatory framework, government policies, available options of financing and the impact of the same on the liquidity position.

The Company monitors capital using a ratio of 'adjusted net debt' to 'adjusted equity'. For this purpose, adjusted net debt is defined as total liabilities, including interest-bearing loans and borrowings less cash and cash equivalents and other bank balances. Adjusted equity comprises all components of equity.

The Company's adjusted net debt to equity ratio is analysed as follows:

Particulars	As at 31 March 2022
Total borrowings including lease liabilities	15,203.59
Less: Cash and cash equivalents	(457.04)
Adjusted net debt	14,746.55
Total equity	19,212.63
Adjusted net debt to adjusted equity ratio	0.77

Sagility India Private Limited (formerly known as Berkmeer India Private Limited)**Notes to the financial statements for the period ended 31 March 2022 (continued)***(All amounts are in Indian Rupees millions, unless otherwise stated)***38 Micro, small and medium enterprise**

Disclosure in respect to Micro and Small Enterprises as per Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED') Act, 2006 is as follows:

Particulars	As at 31 March 2022
The principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year	27.82
Principal amount paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	-
The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006.	-
The amount of interest accrued and remaining unpaid at the end of each accounting year.	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-

The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company. The same has been relied upon by the auditors

39 Contingent Liabilities

There are no contingent liabilities as at 31 March 2022.

40 Capital and other commitments**Capital commitments**

Estimated amount of contracts remaining to be executed on capital account and not provided (net of advances) for ₹ Nil.

41 Transfer pricing

The Finance Act, 2001 has introduced, with effect from assessment year 2002-03 (effective 1 April 2001), detailed transfer pricing regulations for computing the taxable income and expenditure from 'international transactions' between 'associated enterprises' on 'arm's length' basis. These regulations, inter alia, also require the maintenance of prescribed documents and information including furnishing a report from an Accountant within the due date of filing return of income. The Company has undertaken necessary steps to comply with the Transfer Pricing regulations and the prescribed certificate from the accountant will be obtained for the year ended 31 March 2022 within the due date. The management is of the opinion that the international transactions are at arm's length, and hence the aforesaid legislation will not have any impact on the financial statements, particularly on the amount of tax expense and that of the provision for taxation.

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42 Business Combination

(iv) Summary of Acquisition made during the period ended 31 March 2022:

On 9 August 2021, Betaine BV (Parent 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 center for the group. Post acquisition, the Company has continued with the same business.

The Company considers the Healthcare Services Business acquired to be a business under Ind AS 103 - Business Combinations and has hence accounted for the same by applying the acquisition method on accounting.

The acquired business has been included in the Company's financial statements with effect from 6 January 2022, being the date on which the Company acquired control over the business.

The acquisition was executed through a slump sale agreement for a consideration of USD 449 million, adjusted for net working capital and net debt. The purchase consideration was determined to be USD 439 million (Rs. 32,740.93 million). Under the agreement, there are no other forms of variable consideration / contingent consideration arrangements. The excess of the purchase consideration paid over the fair value of assets acquired has been attributed to goodwill.

Consideration transferred:

The total fair value of the consideration transferred is determined as follows.

Particulars	Amount (Rs in millions)
Purchase consideration paid on 6th January 2022	31,698.07
Balance purchase consideration payable (refer note 21)	1,042.87
Total fair value of the consideration transferred for purpose of computing goodwill	32,740.93

The following table shows allocation of purchase price:

Particulars	Carrying amount	Fair value adjustment	Purchase price
<i>(Rs in millions)</i>			
Fair value of assets acquired:			
Property, plant and equipment	740.20	-	740.20
Capital-work-in-progress	18.61	-	18.61
Right-of-use assets	2,339.30	-	2,339.30
Intangible assets (other than goodwill)	65.13	-	65.13
Customer contract*	-	6,338.69	6,338.69
Deferred Tax Asset	-	12.21	12.21
Trade receivables	4,291.60	-	4,291.60
Other financial assets	715.19	-	715.19
Other current assets	92.30	-	92.30
Total assets acquired (a)	8,262.33	6,350.90	14,613.22
Liabilities assumed:			
Lease liabilities	2,280.22	-	2,280.22
Trade payables	19.97	-	19.97
Other financial liabilities	112.71	-	112.71
Provision for employee benefit	452.62	-	452.62
Total liabilities assumed (b)	2,865.52	-	2,865.52
Net identifiable assets acquired (a-b)	5,396.81	6,350.90	11,747.71

* Useful life of these assets has been determined to be 2.2 years.

42 Business Combination (continued)

Calculation of goodwill:

The excess of the consideration transferred over the fair value of the net assets acquired is allocated to goodwill as computed below.

Goodwill of Rs. 20,993.19 million comprises the value of acquired workforce and expected synergies from the acquisition. Goodwill is not deductible for tax purposes.

Particulars	Amount (Rs in millions)
Total fair value of the consideration transferred for purpose of computing goodwill	32,740.93
Net identifiable assets acquired	11,747.71
Goodwill on acquisition	20,993.23

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Sagility India Private Limited (formerly known as Berkmeer India Private Limited)**Notes to the financial statements for the period ended 31 March 2022 (continued)***(All amounts are in Indian Rupees millions, unless otherwise stated)***43 Ratios - Additional Regulatory Information required under Schedule III**

SI No.	Ratio	Numerator	Denominator	As at 31 March 2022
1	Current ratio (in times)	Total current assets	Total current liabilities	2.52
2	Debt-Equity ratio (in times)	Debt consists of borrowings and lease liabilities	Total equity	0.79
3	Debt service coverage ratio (in times)	Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses+ Interest + other non-cash adjustments	Debt service = Interest & Lease Payments + Principal Repayments	4.02
4	Return on equity ratio (in %)	Profit for the year less Preference dividend (if any)	Average total equity	0.44%
5	Trade receivables turnover ratio (in times)	Revenue from operations	Average trade receivables	0.99
6	Trade payables turnover ratio (in times)	Other expenses	Average trade payables	2.80
7	Net capital turnover ratio (in times)	Revenue from operations	Average working capital (i.e Total current assets less Total current liabilities)	0.70
8	Net profit ratio (in %)	Profit for the year	Revenue from operations	1.50%
9	Return on capital employed (in %)	Profit before tax and finance costs	Capital employed = Net worth + Lease liabilities + Deferred tax liabilities	2.33%
10	Return on investment (in %)	Income generated from invested funds	Average invested funds in treasury investments	-

44 Note on Impact of Covid-19

The Company has taken into account the possible impacts of Covid-19 in preparation of the financial statements, including but not limited to its assessment of liquidity and going concern assumption, impairment triggers for non-current assets including goodwill, recoverable values of its financial and non-financial assets, impact on revenues, impact on measurement of deferred tax assets / liabilities, impact on leases and impact on effectiveness of its hedging relationships. The Company has considered available sources of information, both internal and external, up to the date of approval of the financial statements and expects to recover the carrying amount of its assets. The impact of Covid-19 on the financial statements may differ from that estimated as at the date of approval of these financial statements.

45 Additional Regulatory Information required under Schedule III

(vii) Utilisation of borrowed funds and share premium

I The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
- (b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries

II The Company has received Rs 19,207.26 million and Rs 13,000 million towards equity and non-convertible bonds from its holding company (Funding Party) which has been utilised for acquisition of business (refer note 42).

46 Code on Social Security

The Code on Social Security 2020 ('Code'), which received the Presidential Assent on 28 September 2020, subsumes nine regulations relating to social security, retirement, and employee benefits. The Code will have an impact on the contributions towards gratuity and provident fund made by the Company and its Indian subsidiaries. The Ministry of Labour and Employment ('Ministry') has released draft rules for the Code on 13 November 2020 and has invited suggestions from stake holders. The suggestions received are under consideration by the Ministry. The effective date of the Code has not yet been notified and the related rules to ascertain the financial impact are yet to be finalized and notified. The Company will assess the impact once the subject rules are notified and will give appropriate impact in its financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published.

47 First time adoption of Ind AS

The provisions of Division II, Schedule III of the Act are not applicable to the Company. However, effective the date of the Company's incorporation it has voluntarily adopted Indian Accounting Standards (Ind AS). Hence the Company did not have a previous GAAP for the purposes of Ind AS 101.

48 These are the first financial statements of the Company from the date of its incorporation and hence figures of previous year are not applicable.

As per our report of even date attached

for **B S R & Co. LLP**

Chartered Accountants

Firm registration number: 101248W/W-100022

for and on behalf of the Board of Directors of

Sagility India Private Limited (formerly known as Berkmeer India Private Limited)

CIN - U72900KA2021PTC150054

Hemanth Bhasin

Partner

Membership No: 235040

Hari Gopalakrishnan

Director

DIN-03289463

Sanjeev Lakra

Director

DIN-08881454

Place: Bengaluru

Date: 19 October 2022

Place: Mumbai

Date: 19 October 2022

Place: Mumbai

Date: 19 October 2022

Satish Kumar SS

Company Secretary

ACS16008

Place: Bengaluru

Date: 19 October 2022