

Sagility B.V.
Herikerbergweg 88
1101 CM Amsterdam

Date: June 04, 2025

To,

The Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers, Dalal Street
Mumbai 400 001, India

Symbol: SAGILITY

The Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Plot no. C/1, G Block, Bandra Kurla
Complex, Bandra (East)
Mumbai 400 051, India
Scrip Code: 544282

To,

Company Secretary and Compliance Officer
Sagility India Limited
AMR Tech Park, Building 2A,
Third Floor, Hongasandara Village,
Off Hosur Road, Bommanahalli,
Bengaluru 560 068,
Karnataka, India

Dear Sir/Madam,

Name of the Company: Sagility India Limited

Sub: Filing of report under Regulation 31(1), 31(2) and 31(3) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("SEBI Takeover Regulations")

In furtherance to our intimation dated February 21, 2025 under Regulation 31(1) and 31(2) and intimation dated May 29, 2025 under Regulation 29(2) of SEBI Takeover Regulations, we, Sagility B.V. (the "**Promoter**"), promoter of Sagility India Limited (the "**Company**") hereby file the disclosures in the format prescribed under Regulation 31(1), 31(2) and 31 (3) of the SEBI Takeover Regulations, with respect to disposal of equity shares of the Company.

We request you to please take these disclosures on record.

Thanking you,

For and on behalf of Sagility B.V.



Name: T. Bogaards
Designation: Director B



Name: Vistra Management Services (Netherlands) B.V.
Title: Director A
Name: T. Bogaards, W.E.G. Buijze
Title: Proxy Holder A, Proxy Holder B

Annexure 1

Disclosure by the Promoter(s) to the stock exchanges and to the Target Company for encumbrance of shares / invocation of encumbrance/ release of encumbrance, in terms of Regulation 31(1), 31(2) and 31(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011													
Name of the Target Company(TC)							Sagility India Limited						
Names of the stock exchanges where the shares of the target company are listed							BSE Limited and the National Stock Exchange of India Limited.						
Date of reporting							June 4, 2025						
Name of the promoter or PAC on whose shares encumbrance has been created/released/invoked							Sagility B.V.						
Details of the creation of encumbrance:													
Name of the promoter (s) or PAC s with him*	Promoter holding in the target company (1)		Promoter holding already encumbered (2)		Details of events pertaining to encumbrance (3)							Post event holding of encumbered shares {creation [(2)+(3)] / release [(2)-(3)] / invocation [(1)(3)]}	
	Number	% of total share capital (a)	Number	% of total share capital (a)	Type of event (creation / release / invocation)	Date of creation / release / invocation of encumbrance	Type of encumbrance (pledge / lien / disposal / undertaking / others)	Reasons for encumbrance **	Number	% of share capital (a)	Name of entity in whose favour shares are encumbered***	Number	% of total share capital (a)

Sagility B.V.	3,154,129,152 (b)	67.38% (b)	3,154,129,152 (b)	67.38% (b)	Offer for sale through stock exchange mechanism (Please refer to the Notes below)	May 27, 2025	Please refer to the Notes below.	Financing availed by Sagility Mezz B.V. <i>And</i> Financing availed by Sagility B.V.	3,154,129,152 (b)	67.38% (b)	Global Loan Agency Services Australia Nominees Pty Limited, acting as the security agent for the lenders, which is currently CPPIB Credit Investments Inc. <i>And</i> The Hongkong and Shanghai Banking Corporation Limited acting as (i) the pledgee and (ii) the security agent (the "Pledgee"), for the lenders listed in Note 2.	3,154,129,152 (b)	67.38% (b)
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(a) The percentage of total share capital / voting share capital is based on the total number of outstanding shares and voting rights of the Target Company as on May 29, 2025 i.e., the date of the settlement of the last trade..

(b) Shares already encumbered by the Promoters.



Note 1: In continuation of the disclosure dated December 13, 2024 and February 21, 2025 pursuant to Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“**SAST Regulations**”) and disclosure dated May 30, 2025 pursuant to Regulation 29(2) of the SAST Regulations, pursuant to an offer for sale through stock exchange mechanism settled on May 28, 2025 and May 29, 2025, Sagility B.V. sold equity shares of the Target Company representing 15.02% of the total paid-up equity share capital of the Target Company, resulting in the change in percentage of Sagility B.V. holding in the Target Company from 82.39% to 67.38% on a fully diluted basis, therefore changing the percentage of encumbered shares in the table above.

Note 2: The Hongkong and Shanghai Banking Corporation Limited, Bank SinoPac Company Limited, Barclays Bank Plc, BNP Paribas, acting through its Hong Kong Branch, Citibank N.A., Hong Kong Branch (organised under the laws of the U.S.A with limited liability), Credit Agricole Corporate & Investment Bank, incorporated in France with limited liability, CTBC Bank Co., Ltd., Cathay United Bank Co., Ltd., DBS Bank Ltd., Deutsche Bank AG, Singapore Branch, E.SUN Commercial Bank, Ltd., Far Eastern International Bank, Ltd., KGI Bank Co., Ltd, Mashreqbank PSC, Mizuho Bank, Limited, Hong Kong branch, MUFG Bank, Ltd., Singapore Branch, Natixis, Singapore Branch, NEC Capital Solutions Limited, Nomura Special Investments Singapore Pte. Ltd., OMERS Capital Markets Asia Holdings Pte. Ltd., Standard Chartered Bank, London, Shinhan Bank Singapore Branch, Siemens Bank GmbH Singapore Branch, Sumitomo Mitsui Banking Corporation Singapore Branch, Sumitomo Mitsui Trust Bank, Limited Singapore Branch, Taipei Fubon Commercial Bank Co., Ltd., Taishin International Bank Co. Ltd

For and on behalf of Sagility B.V.



Name: T. Bogaards
Designation: Director B

Name: Vistra Management Services (Netherlands) B.V.
Title: Director A
Name: T. Bogaards, W.E.G. Buijze
Title: Proxy Holder A, Proxy Holder B

**The names of all the promoters, their shareholding in the target company and their pledged shareholding as on the reporting date should appear in the table irrespective of whether they are reporting on the date of event or not.*

*** For example, for the purpose of collateral for loans taken by the company, personal borrowing, third party pledge, etc.*

****This would include name of both the lender and the trustee who may hold shares directly or on behalf of the lender*