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DRAFT RED HERRING PROSPECTUS
Dated June 28, 2024
(This Draft Red Herring Prospectus will be updated upon filing with the RoC)
Please read section 32 of the Companies Act, 2013
100% Book Built Offer

SAGILITY INDIA LIMITED
CORPORATE IDENTITY NUMBER: U72900KA2021PLC150054

REGISTERED OFFICE	CORPORATE OFFICE	CONTACT PERSON	Email and Telephone	Website
No. 23 & 24, AMR Tech Park, Building 2A, First Floor, Hongasandara Village, Off Hosur Road, Bommanahalli, Bengaluru 560 068, Karnataka, India	AMR Tech Park, Building 2A, Third Floor, Hongasandara Village, Off Hosur Road, Bommanahalli, Bengaluru 560 068, Karnataka, India	**SatishKumar Sakharayapattana Seetharamaiah** Company Secretary and Compliance Officer	Email: investorservice@sagilityhealth.com **Tel:** +91- 80-7125 1500	www.sagilityhealth.com

PROMOTERS OF OUR COMPANY: SAGILITY B.V. AND SAGILITY HOLDINGS B.V.

DETAILS OF THE OFFER

TYPE	FRESH ISSUE SIZE	OFFER FOR SALE SIZE	TOTAL OFFER SIZE	ELIGIBILITY AND SHARE RESERVATION AMONG QIB, NII & RII
Offer for Sale	Not Applicable	Up to 984,460,377 Equity Shares of face value of ₹ 10 each aggregating up to ₹ [●] million	Up to 984,460,377 Equity Shares of face value of ₹ 10 each aggregating up to ₹[●] million	The Offer is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("**SCRR**") read with Regulation 31 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**") and in compliance with Regulation 6(2) of the SEBI ICDR Regulations, as our Company does not fulfil the requirements under Regulation 6(1)(b) of the SEBI ICDR Regulations. For further details, see '*Other Regulatory and Statutory Disclosures - Eligibility for the Offer'* on page 273. For details in relation to share reservation amongst QIBs, NIIs, Eligible Employees and RIIs see '*Offer Structure'* on page 293.

DETAILS OF THE OFFER FOR SALE

NAME OF THE SELLING SHAREHOLDER	TYPE	NUMBER OF EQUITY SHARES BEING OFFERED/AMOUNT (IN ₹ MILLION)	WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARE (IN ₹)*
Sagility B.V.	Promoter Selling Shareholder	Up to 984,460,377 Equity Shares of face value of ₹ 10 each aggregating up to ₹[●] million	20.79

**As certified by Agarwal Jain & Gupta., Chartered Accountants, by way of their certificate dated June 26, 2024*

RISKS IN RELATION TO FIRST OFFER

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹ 10 each. The Offer Price, Floor Price or Price Band as determined by our Company in consultation with the Book Running Lead Managers ("**BRLMs**") and on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under "*Basis for Offer Price*" on page 95, should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Offer. For taking an investment decision, investors must rely on their own examination of our Company and this Offer, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to "*Risk Factors*" on page 32.

COMPANY'S AND THE SELLING SHAREHOLDER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and this Offer, which is material in the context of this Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect. Further, the Promoter Selling Shareholder accepts responsibility for and confirms only the statements specifically made by the Promoter Selling Shareholder in this Draft Red Herring Prospectus solely in relation to itself and its Offered Shares and assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect. The Promoter Selling Shareholder assumes no responsibility, as a Promoter Selling Shareholder, for any other statement in this Draft Red Herring Prospectus, including, inter alia, any of the statements made by our Company or any other persons(s).

LISTING

The Equity Shares that will be offered through the Red Herring Prospectus are proposed to be listed on BSE and NSE. Our Company has received 'in-principle' approvals from BSE and NSE for the listing of the Equity Shares pursuant to letters dated [●] and [●], respectively. For the purposes of this Offer, [●] shall be the Designated Stock Exchange. A signed copy of the Red Herring Prospectus and the Prospectus shall be delivered to the Registrar of Companies, Karnataka at Bengaluru ("**RoC**") for filing in accordance with Section 26(4) and Section 32 of the Companies Act.

BOOK RUNNING LEAD MANAGERS

NAME AND LOGO	CONTACT PERSON	EMAIL & TELEPHONE
ICICI SECURITIES LIMITED	Harsh Thakkar/ Abhijit Diwan	**Tel:** +91 22 6807 7100 **E-mail:** sagility.ipo@icicisecurities.com
IIFL SECURITIES LIMITED	Yogesh Malpani / Pawan Kumar Jain	**Tel:** + 91 22 4646 4728 **E-mail:** sagility.ipo@iiflcap.com
JEFFERIES INDIA PRIVATE LIMITED	Suhani Bhareja	**Tel:** +91 22 4356 6000 **E-mail:** SagilityIndia.IPO@jefferies.com
J. P. MORGAN INDIA PRIVATE LIMITED	Vidit Jain / Akhand Dua	**Tel:** +91 22 6157 3000 **E-mail:** SAGILITY_IPO@jpmorgan.com

REGISTRAR TO THE OFFER

NAME OF THE REGISTRAR	CONTACT PERSON	EMAIL & TELEPHONE

(Please scan this QR Code to view the DRHP)

DRAFT RED HERRING PROSPECTUS
Dated June 28, 2024
(This Draft Red Herring Prospectus will be updated upon filing with the RoC)
Please read section 32 of the Companies Act, 2013
100% Book Built Offer

Link Intime India Private Limited	Shanti Gopalkrishnan	**Tel**: +91 810 811 4949 **E-mail**: sagility.ipo@linkintime.co.in

BID/OFFER PROGRAMME					
ANCHOR INVESTOR BIDDING DATE*	[●]	**BID/OFFER OPENS ON***	[●]	**BID/OFFER CLOSES ON****	[●]***

** Our Company in consultation with the Book Running Lead Managers, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/Offer Opening Date.*
*** Our Company may, in consultation with the Book Running Lead Managers, consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.*
**** The UPI mandate end time and date shall be at 5:00 p.m. on Bid/Offer Closing Day.*

SAGILITY INDIA LIMITED

Our Company was originally incorporated as 'Berkmeer India Private Limited' as a private limited company under the Companies Act, 2013 pursuant to a certificate of incorporation dated July 28, 2021, issued by the Registrar of Companies, Karnataka at Bengaluru. Subsequently, pursuant to a resolution passed by our Shareholders at the EGM held on August 25, 2022 the name of our Company was changed to 'Sagility India Private Limited' and a fresh certificate of incorporation was issued by the Registrar of Companies, Karnataka at Bengaluru on September 13, 2022. Subsequently, our Company was converted from a private limited company to a public limited company, pursuant to a special resolution passed by our Shareholders at the EGM held on May 21, 2024 and the name of our Company was changed to 'Sagility India Limited', and a fresh certificate of incorporation was issued to our Company by the RoC, on June 20, 2024.
For details of changes in the name and registered office address of our Company, see '*History and Certain Corporate Matters*' on page 174.

Registered Office: No. 23 & 24, AMR Tech Park, Building 2A, First Floor, Hongasandara Village, Off Hosur Road, Bommanahalli, Bengaluru 560068, Karnataka, India;
Corporate Office: AMR Tech Park, Building 2A, Third Floor, Hongasandara Village, Off Hosur Road, Bommanahalli, Bengaluru 560 068, Karnataka, India **Tel:** +91- 80-7125 1500
Contact Person: SatishKumar Sakharayapattana Seetharamaiah, Company Secretary and Compliance Officer
E-mail: investorservice@sagilityhealth.com ; **Website**: www.sagilityhealth.com
Corporate Identity Number: U72900KA2021PLC150054

PROMOTERS OF OUR COMPANY: SAGILITY B.V. AND SAGILITY HOLDINGS B.V.

INITIAL PUBLIC OFFERING OF UP TO 984,460,377 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF SAGILITY INDIA LIMITED (OUR "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE (THE "OFFER PRICE") AGGREGATING UP TO ₹ [●] MILLION (THE "OFFER"). THE OFFER COMPRISES OF AN OFFER FOR SALE OF UP TO 984,460,377 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH (THE "OFFERED SHARES") AGGREGATING UP TO ₹ [●] MILLION (THE "OFFER FOR SALE" OR THE "OFFER"), BY SAGILITY B.V. THE OFFER WILL CONSTITUTE [●]% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THE OFFER INCLUDES A RESERVATION OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH, AGGREGATING UP TO ₹ [●] MILLION (CONSTITUTING UP TO [●]% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL), FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES ("EMPLOYEE RESERVATION PORTION"). THE OFFER LESS THE EMPLOYEE RESERVATION PORTION IS HEREINAFTER REFERRED TO AS "NET OFFER". THE OFFER AND NET OFFER SHALL CONSTITUTE [●]% AND [●]%, OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY, RESPECTIVELY.

THE PRICE BAND AND THE MINIMUM BID LOT SIZE WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS AND WILL BE ADVERTISED IN ALL EDITIONS OF THE ENGLISH NATIONAL DAILY NEWSPAPER [●], ALL EDITIONS OF THE HINDI NATIONAL DAILY NEWSPAPER [●], AND [●] EDITIONS OF [●], A KANNADA DAILY NEWSPAPER (KANNADA BEING THE REGIONAL LANGUAGE OF KARNATAKA, WHERE OUR REGISTERED OFFICE IS LOCATED), EACH WITH WIDE CIRCULATION, AT LEAST TWO WORKING DAYS PRIOR TO THE BID/ OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO BSE LIMITED ("BSE") AND NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE", AND TOGETHER WITH BSE, THE "STOCK EXCHANGES") FOR UPLOADING ON THEIR RESPECTIVE WEBSITES IN ACCORDANCE WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 (THE "SEBI ICDR REGULATIONS").

In case of any revision in the Price Band, the Bid/ Offer Period shall be extended for at least three additional Working Days after such revision of the Price Band, subject to the total Bid/Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company in consultation with the BRLMs, for reasons to be recorded in writing, extend the Bid / Offer Period for a minimum of one Working Days, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band, and the revised Bid/ Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges by issuing a press release and also by indicating the change on the websites of the BRLMs and at the terminals of the Members of the Syndicate and by intimation to Designated Intermediaries and Sponsor Banks, as required under the SEBI ICDR Regulations.

The Offer is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("**SCRR**") read with Regulation 31 of the SEBI ICDR Regulations and in compliance with Regulation 6(2) of the SEBI ICDR Regulations, wherein not less than 75% of the Net Offer shall be allocated on a proportionate basis to the Qualified Institutional Buyers ("**QIBs**") ("**QIB Portion**"), provided that our Company in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations ("**Anchor Investor Portion**"), of which at least one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion (excluding the Anchor Investor Portion) ("**Net QIB Portion**"). Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs other than Anchor Investors, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not more than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Investors of which (a) one-third of such portion shall be reserved for applicants with application size of more than ₹0.20 million and up to ₹1.00 million; and (b) two-third of such portion shall be reserved for applicants with application size of more than ₹1.00 million, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders and not more than 10% of the Net Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. All potential Bidders (except Anchor Investors) are required to mandatorily utilise the Application Supported by Blocked Amount ("**ASBA**") process providing details of their respective ASBA accounts, and UPI ID (in case of UPI Bidders) if applicable, in which the corresponding Bid Amounts will be blocked by the SCSBs or by the Sponsor Bank(s) under the UPI Mechanism, as applicable, to the extent of the respective Bid Amounts. Anchor Investors are not permitted to participate in the Offer through the ASBA process. For details, see "*Offer Procedure*" beginning on page 297.

RISKS IN RELATION TO FIRST OFFER

This being the first public issue of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹ 10 each. The Offer Price, Floor Price or Price Band as determined by our Company in consultation with the BRLMs and on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under "*Basis for Offer Price*" on page 95, should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Offer. For taking an investment decision, investors must rely on their own examination of the Company and this Offer, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to "*Risk Factors*" on page 32.

THE COMPANY'S AND THE SELLING SHAREHOLDER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and this Offer, which is material in the context of this Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect. Further, the Promoter Selling Shareholder accepts responsibility for and confirms only the statements specifically made by the Promoter Selling Shareholder in this Draft Red Herring Prospectus solely in relation to itself and its Offered Shares and assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect. The Promoter Selling Shareholder assumes no responsibility, as a Promoter Selling Shareholder, for any other statement in this Draft Red Herring Prospectus, including, inter alia, any of the statements made by to our Company or any other persons(s).

LISTING

The Equity Shares that will be offered through the Red Herring Prospectus are proposed to be listed on BSE and NSE. Our Company has received in-principle approvals from BSE and NSE for listing of the Equity Shares pursuant to their letters dated [●] and [●], respectively. For the purposes of this Offer, [●] shall be the Designated Stock Exchange. A signed copy of the Red Herring Prospectus and the Prospectus shall be filed with the RoC in accordance with Sections 26(4) and 32 of the Companies Act, 2013.

BOOK RUNNING LEAD MANAGERS				REGISTRAR TO THE OFFER
ICICI SECURITIES LIMITED ICICI Venture House, Appasaheb Marathe Marg, Prabhadevi, Mumbai – 400 025, Maharashtra, India **Tel:** +91 22 6807 7100 **Email:** sagility.ipo@icicisecurities.com **Investor grievance email:** customercare@icicisecurities.com **Website:** www.icicisecurities.com **Contact person:** Harsh Thakkar/ Abhijit Diwan **SEBI registration no:** INM000011179	**IIFL SECURITIES LIMITED** 24th Floor, One Lodha Place Senapati Bapat Marg Lower Parel (West) Mumbai 400 013 Maharashtra, India **Tel:** + 91 22 4646 4728 **E-mail:** sagility.ipo@iiflcap.com **Investor Grievance e-mail:** ig.ib@iiflcap.com **Website:** www.iiflcap.com **Contact person:** Yogesh Malpani / Pawan Kumar Jain **SEBI Registration No.:** INM000010940	**JEFFERIES INDIA PRIVATE LIMITED** 16th Floor, Express Towers, Nariman Point, Mumbai 400 021 Maharashtra, India **Tel:** +91 22 4356 6000 **E-mail:** SagilityIndia.IPO@jefferies.com **Investor grievance e-mail:** jipl.grievance@jefferies.com **Website:** www. jefferies.com **Contact Person:** Suhani Bhareja **SEBI Registration:** INM000011443	**J.P. MORGAN INDIA PRIVATE LIMITED** J.P. Morgan Tower, Off CST Road, Kalina Santacruz East, Mumbai 400 098 Maharashtra, India **Tel**: +91 22 6157 3000 **E-mail**: SAGILITY_IPO@jpmorgan.com **Investor grievance e-mail:** investorsmb.jpmipl@jpmorgan.com **Website:** www.jpmipl.com **Contact Person:** Vidit Jain / Akhand Dua **SEBI Registration:** INM000002970	**LINK INTIME INDIA PRIVATE LIMITED** C-101, 1st Floor, 247 Park L.B.S. Marg Vikhroli West Mumbai 400 083 Maharashtra, India **Tel**: +91 810 811 4949 **E-mail**: sagility.ipo@linkintime.co.in **Investor grievance e-mail**: sagility.ipo@linkintime.co.in **Website**: www.linkintime.co.in **Contact person**: Shanti Gopalkrishnan **SEBI Registration No.**: INR000004058

BID/OFFER PROGRAMME	
BID/ OFFER OPENS ON: *	[●]
BID/ OFFER CLOSES ON: **	[●]***

** Our Company may in consultation with the Book Running Lead Managers, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/Offer Opening Date.*
*** Our Company may, in consultation with the Book Running Lead Managers, consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.*
**** The UPI mandate end time and date shall be at 5:00 p.m. on Bid/Offer Closing Day.*

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TABLE OF CONTENTS

SECTION I – GENERAL **1**

DEFINITIONS AND ABBREVIATIONS **1**
CERTAIN CONVENTIONS, USE OF FINANCIAL INFORMATION AND MARKET DATA AND CURRENCY OF PRESENTATION **14**
FORWARD-LOOKING STATEMENTS **18**
SUMMARY OF THE OFFER DOCUMENT **20**

SECTION II – RISK FACTORS **32**

SECTION III – INTRODUCTION **62**

THE OFFER **62**
SUMMARY OF FINANCIAL INFORMATION **64**
GENERAL INFORMATION **71**
CAPITAL STRUCTURE **81**
OBJECTS OF THE OFFER **93**
BASIS FOR OFFER PRICE **95**
STATEMENT OF SPECIAL TAX BENEFITS **102**

SECTION IV – ABOUT OUR COMPANY **120**

INDUSTRY OVERVIEW **120**
OUR BUSINESS **142**
KEY REGULATIONS AND POLICIES **169**
HISTORY AND CERTAIN CORPORATE MATTERS **174**
OUR MANAGEMENT **190**
OUR PROMOTERS AND PROMOTER GROUP **211**
OUR GROUP COMPANY **215**
DIVIDEND POLICY **217**

SECTION V – FINANCIAL INFORMATION **218**

RESTATED CONSOLIDATED FINANCIAL INFORMATION **218**
OTHER FINANCIAL INFORMATION **219**
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS **223**
CAPITALISATION STATEMENT **256**
FINANCIAL INDEBTEDNESS **257**

SECTION VI – LEGAL AND OTHER INFORMATION **261**

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS **261**
GOVERNMENT AND OTHER APPROVALS **269**
OTHER REGULATORY AND STATUTORY DISCLOSURES **272**

SECTION VII – OFFER INFORMATION **287**

TERMS OF THE OFFER **287**
OFFER STRUCTURE **293**
OFFER PROCEDURE **297**
RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES **318**

SECTION VIII - MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION **320**

SECTION IX – OTHER INFORMATION **340**
MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION **340**
DECLARATION **344**

SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, or unless otherwise specified, shall have the meaning as provided below. References to any legislation, act, regulation, rule, guideline, policy, circular, notification, direction or clarification shall be to such legislation, act, regulation, rule, guideline, policy, circular, notification, direction or clarification as amended, updated, supplemented, re-enacted or modified, from time to time, and any reference to a statutory provision shall include any subordinate legislation made, from time to time, under such provision.

The words and expressions used in this Draft Red Herring Prospectus but not defined herein shall have, to the extent applicable, the same meaning ascribed to such terms in the SEBI Act, SEBI ICDR Regulations, the Companies Act, the SCRA, the Depositories Act and the rules and regulations made thereunder. Further, the Offer related terms used but not defined in this Draft Red Herring Prospectus shall have the meaning ascribed to such terms under the General Information Document.

Notwithstanding the foregoing, the terms used in "Industry Overview", "Statement of Special Tax Benefits", "Financial Information", "Basis for Offer Price", "History and Certain Corporate Matters", "Financial Indebtedness", "Outstanding Litigation and Material Developments", "Offer Procedure", "Key Regulations and Policies", and "Main Provision of the Articles of Association" on pages 120, 102, 218, 95, 174, 257, 261, 297, 169 and 320 respectively, shall have the meaning ascribed specifically to such terms in the relevant sections.

General Terms

Term	Description
"the Company", "our Company", or "the Issuer"	Sagility India Limited, a public limited company incorporated under the Companies Act, 2013, and having its registered office at No. 23 & 24, AMR Tech Park, Building 2A, First Floor, Hongasandara Village, Off Hosur Road, Bommanahalli, Bengaluru 560 068, Karnataka, India
"we", "our" or "us"	Unless the context otherwise indicates or implies, our Company together with its Subsidiaries as applicable, as at and during the relevant period / Fiscal/ Financial Year

Company Related Terms

Term	Description
"Articles" or "Articles of Association" or "AoA"	The articles of association of our Company, as amended from time to time
Audit Committee	The audit committee of our Board, as described in "*Our Management-Committees of the Board*" on page 197
"Auditors" or "Statutory Auditors"	The statutory auditors of our Company, namely, B S R & Co. LLP, Chartered Accountants
"Board" or "Board of Directors"	The board of directors of our Company (including any duly constituted committee thereof)
"Birch"	Birch Technologies Inc is a subsidiary of the Company , with effect from March 22, 2024
"Chairperson"	Chairperson of our Company, as described in "*Our Management*" on page 190
"Company Secretary and Compliance Officer"	SatishKumar Sakharayapattana Seetharamaiah, company secretary and compliance officer of our Company
"Corporate Office"	The corporate office of our Company is located at AMR Tech Park, Building 2A, Third Floor, Hongasandara Village, Off Hosur Road, Bommanahalli, Bengaluru 560 068, Karnataka, India
"Director(s)"	The director(s) on our Board
"Equity Shares"	The equity shares of our Company of face value of ₹ 10 each
"Executive Director(s)"	Executive director(s) on our Board
"Group Chief Executive Officer" / " Group CEO"	The group chief executive officer of our Company, namely Ramesh Gopalan
"Group Company"	The company(ies) identified as 'group companies' in accordance with Regulation 2(1)(t) of the SEBI ICDR Regulations, namely, Sagility Parent B.V.
"Group Chief Financial Officer"	The group chief financial officer of our Company, namely Sarvabhouman Doraiswamy Srinivasan
"Independent Director(s)"	Independent director(s) on our Board
"IPO Committee"	The committee constituted by our Board for the Offer, as constituted pursuant to resolution passed by our Board on June 24, 2024

Term	Description
"Key Managerial Personnel"	Key managerial personnel of our Company in terms of the SEBI ICDR Regulations and as disclosed in "*Our Management – Key Managerial Personnel*" on page 207
"Managing Director and Group Chief Executive Officer"	Managing director and group chief executive officer of our Company, as described in "*Our Management*" on page 190
"Materiality Policy"	Policy for identification of group companies, material outstanding litigation involving our Company, our Subsidiaries, our Promoters and our Directors and material creditors of the Company, pursuant to the disclosure requirements under SEBI ICDR Regulations, as adopted by the Board through its resolution dated June 24, 2024.
"Material Subsidiaries"	Collectively, (i) Sagility LLC, (ii) Sagility (US) Inc, (iii) Sagility US, (iv) Sagility Jamaica, (v) Sagility Operations, (vi) Sagility Philippines, (vii) Sagility Payment, (viii) Sagility Provider, and (ix) Sagility Technologies, being material subsidiaries in terms of Schedule VI Para 11(I)(A)(ii) of the SEBI ICDR Regulations and Regulation 24 of SEBI Listing Regulations
"Memorandum" or "Memorandum of Association" or "MoA"	The memorandum of association of our Company, as amended from time to time.
"Nomination and Remuneration Committee"	The Nomination and Remuneration Committee of our Board, as described in "*Our Management-Committees of the Board*" on page 197
"Non-executive Director(s)"	Non-executive director(s) of our Company, as described in "*Our Management*" on page 190
"Promoters"	Sagility B.V. And Sagility Holdings B.V.
"Promoter Group"	The entities constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations. For details, see "*Our Promoters and Promoter Group*" on page 211
"Registered Office"	The registered office of our Company is located at No. 23 & 24, AMR Tech Park, Building 2A, First Floor, Hongasandara Village, Off Hosur Road, Bommanahalli, Bengaluru 560068, Karnataka, India
"Registrar of Companies" or "RoC"	The Registrar of Companies, Karnataka at Bengaluru
"Restated Consolidated Financial Information"	The restated consolidated financial information of our Company, along with our Subsidiaries, comprising of the restated consolidated statement of assets and liabilities as at March 31, 2024, March 31, 2023, and March 31, 2022, the restated consolidated statement of profit and loss (including other comprehensive income), the restated consolidated statement of changes in equity, the restated consolidated statement of cash flows for the financial years ended March 31, 2024, March 31, 2023, and for the period beginning from July 28, 2021 to March 31, 2022, the summary statement of material accounting policies, and other explanatory information prepared in terms of the requirements of Ind AS and Section 26 of Part I of Chapter III of Companies Act, SEBI ICDR Regulations and the Guidance Note on "Reports in Company Prospectuses (Revised 2019)", as amended issued by ICAI
"Risk Management Committee"	The Risk Management Committee of our Board, as described in "*Our Management-Committees of the Board*" on page 197
"Sagility Care"	Sagility Care Management LLC (*formerly known as HGS Axispoint Health, LLC*)
"Sagility Colombia"	Sagility (Colombia) S.A.S., with effect from April 28, 2022
"Sagility Jamaica"	Sagility (Jamaica) Limited (*formerly known as Betaine (Jamaica) Limited*)
"Sagility Operations"	Sagility Operations Inc. (*formerly known as HGS Healthcare Operations Inc*.)
"Sagility Payment"	Sagility Payment Integrity Solutions LLC (*formerly known as Devlin Consulting Inc.*) with effect from April 19, 2023
"Sagility Provider"	Sagility Provider Solutions LLC (*formerly known as HGS EBOS, LLC*)
"Sagility Philippines"	Sagility Philippines B.V. (*formerly known as Betaine (PH) B.V.*)
"Sagility Technologies"	Sagility Technologies LLC (*formerly known as HGS Colibrium, LLC*)
"Sagility US"	Sagility (US) Holdings Inc. (*formerly Betaine (US) Holdings Inc*.)
"Selling Shareholder"/ "Promoter Selling Shareholder"	Sagility B.V.
"Senior Management" or "SMP"	Senior management of our Company in terms of Regulation 2(1)(bbbb) of the SEBI ICDR Regulations, as disclosed in "*Our Management*" on page 190.
"Shareholders"	The holders of the Equity Shares from time to time
"Stakeholders' Relationship Committee"	The stakeholders' relationship committee of our Board as described in "*Our Management*" on page 190
"Subsidiaries"	The subsidiaries of our Company as on the date of this Draft Red Herring Prospectus, being Sagility US, Sagility Philippines, Sagility (US) Inc. (*formerly known as Betaine (US) BidCo Inc.*), Sagility Jamaica, Sagility Colombia, Sagility Operations, Sagility Care, Sagility Technologies, Sagility Provider, Sagility LLC (*formerly known as HGS Healthcare, LLC*), Sagility Payment and Birch as disclosed in "*History and Certain Corporate Matters – Our Subsidiaries*" on page 182.

Term	Description
"Whole-time Director"	A whole-time director of our Company. For further details, see "*Our Management*" on page 190

Offer Related Terms

Term	Description
"Abridged Prospectus"	Abridged prospectus means a memorandum containing such salient features of a prospectus as may be specified by the SEBI in this behalf
"Acknowledgement Slip"	The slip or document issued by the relevant Designated Intermediary (ies) to the Bidder as proof of registration of the Bid cum Application Form
"Allot' or "Allotment" or 'Allotted"	Allotment of Equity Shares pursuant to transfer of the Offered Shares by the Promoter Selling Shareholder pursuant to the Offer for Sale to the successful Bidders
"Allotment Advice"	Advice or intimation of Allotment sent to the Bidders who have bid in the Offer after the Basis of Allotment has been approved by the Designated Stock Exchange
"Allottee"	A successful Bidder to whom an Allotment is made
"Anchor Investor(s)"	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with SEBI ICDR Regulations and the Red Herring Prospectus, and who has Bid for an amount of at least ₹ 100 million
"Anchor Investor Allocation Price"	The final price at which Equity Shares will be allocated to Anchor Investors on the Anchor Investor Bidding Date according to the terms of the Red Herring Prospectus and the Prospectus, which will be decided by our Company in consultation with the BRLMs
"Anchor Investor Application Form"	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and the Prospectus
"Anchor Investor Bid/ Offer Period" or "Anchor Investor Bidding Date"	The date, one Working Day prior to the Bid/ Offer Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which the BRLMs will not accept any Bids from Anchor Investors, and allocation to Anchor Investors shall be completed
"Anchor Investor Offer Price"	The price at which the Equity Shares will be Allotted to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Offer Price but not higher than the Cap Price The Anchor Investor Offer Price will be decided by our Company in consultation with the BRLMs
"Anchor Investor Pay-in Date"	With respect to Anchor Investor(s), it shall be the Anchor Investor Bidding Date, and in the event the Anchor Investor Allocation Price is lower than the Offer Price, not later than two Working Days after the Bid/ Offer Closing Date
"Anchor Investor Portion"	Up to 60% of the QIB Portion which may be allocated by our Company in consultation with the BRLMs, to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations
"ASBA" or "Application Supported by Blocked Amount"	An application, whether physical or electronic, used by Bidders/Applicants, other than Anchor Investors, to make a Bid and authorising an SCSB to block the Bid Amount the relevant ASBA Account and will include applications made by UPI Bidders using the UPI Mechanism where the Bid Amount will be blocked upon acceptance of the UPI Mandate Request by the UPI Bidders using the UPI Mechanism
"ASBA Account"	A bank account maintained with an SCSB by an ASBA Bidder, as specified in the ASBA Form submitted by ASBA Bidders, for blocking the Bid Amount mentioned in the relevant ASBA Form and includes the account of a UPI Bidder linked to a UPI ID, which is blocked upon acceptance of a UPI Mandate Request made by the UPI Bidders using the UPI Mechanism
"ASBA Bid"	A Bid made by an ASBA Bidder
"ASBA Bidder(s)"	Any Bidder (other than an Anchor Investor) in the Offer who intends to submit a Bid
"ASBA Form"	An application form, whether physical or electronic, used by ASBA Bidders which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus
"Banker(s) to the Offer"	Collectively, the Escrow Collection Bank(s), Refund Bank(s), Public Offer Account Bank(s) and "the Sponsor Bank(s), as the case may be
"Basis of Allotment"	Basis on which Equity Shares will be Allotted to successful Bidders under the Offer, described in "*Offer Procedure*" on page 297
"Bid(s)"	An indication by a Bidder (other than an Anchor Investor) to make an offer during the Bid/Offer Period pursuant to submission of the ASBA Form, or on the Anchor Investor

Term	Description
	Bidding Date by an Anchor Investor, pursuant to the submission of the Anchor Investor Application Form, to subscribe to or purchase Equity Shares at a price within the Price Band, including all revisions and modifications thereto, to the extent permissible under the SEBI ICDR Regulations, in terms of the Red Herring Prospectus and the Bid cum Application Form The term 'Bidding' shall be construed accordingly
"Bid Amount"	In relation to each Bid, the highest value of optional Bids indicated in the Bid cum Application Form and, in the case of RIBs Bidding at the Cut off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such Retail Individual Bidder and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the Bidder, as the case may be, upon submission of the Bid. However, Eligible Employees applying in the Employee Reservation Portion can apply at the Cut-off Price and the Bid amount shall be Cap Price, multiplied by the number of Equity Shares Bid for by such Eligible Employee and mentioned in the Bid cum Application Form.
"Bid cum Application Form"	The Anchor Investor Application Form or the ASBA Form, as the context requires
"Bidder" or "Applicant"	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an Anchor Investor
"Bidding Centres"	Centres at which the Designated Intermediaries shall accept the ASBA Forms, *i.e.*, Designated SCSB Branches for SCSBs, Specified Locations for Members of the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
"Bid Lot"	[●] Equity Shares and in multiples of [●] Equity Shares thereafter
"Bid/ Offer Closing Date"	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, which shall be notified in all editions of the English national daily newspaper [●], all editions of the Hindi national daily newspaper [●] and [●] editions of [●], a Kannada daily newspaper (Kannada being the regional language of Karnataka, where our Registered Office is located) each with wide circulation, and in case of any revision, the extended Bid/Offer Closing Date shall also be notified on the website and terminals of the Members of the Syndicate and communicated to the designated intermediaries and the Sponsor Banks, as required under the SEBI ICDR Regulations Our Company in consultation with the BRLMs, may consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date
"Bid/ Offer Opening Date"	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, which shall be notified in all editions of the English national daily newspaper [●], all editions of the Hindi national daily newspaper [●] and [●] editions of [●], a Kannada daily newspaper (Kannada being the regional language of Karnataka, where our Registered Office is located) each with wide circulation, and in case of any revision, the extended Bid/ Offer Opening Date also to be notified on the website and terminals of the Members of the Syndicate and communicated to the Designated Intermediaries and the Sponsor Banks, as required under the SEBI ICDR Regulations
"Bid/ Offer Period"	Except in relation to Anchor Investors, the period between the Bid/ Offer Opening Date and the Bid/ Offer Closing Date, inclusive of both days, during which Bidders can submit their Bids, including any revisions thereof
"Book Building Process"	The book building process provided in Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made
"Book Running Lead Managers" or "BRLMs"	The book running lead managers to the Offer, being ICICI Securities Limited, IIFL Securities Limited, Jefferies India Private Limited and J. P. Morgan India Private Limited.
"Broker Centres"	Broker centres notified by the Stock Exchanges where ASBA Bidders can submit the ASBA Forms to a Registered Broker (in case of UPI Bidders, only using UPI Mechanism) The details of such Broker Centres, along with the names and contact details of the Registered Brokers are available on the respective websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com
"CAN" or "Confirmation of Allocation Note"	Notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated the Equity Shares, after the Anchor Investor Bidding Date
"Cap Price"	The higher end of the Price Band, above which the Offer Price and Anchor Investor

Term	Description
	Offer Price will not be finalised and above which no Bids will be accepted. Cap Price shall be at least 105% of the Floor Price and shall not exceed 120% of the Floor Price
"Cash Escrow and Sponsor Banks Agreement"	The agreement dated [●] amongst our Company, the Promoter Selling Shareholder, the Registrar to the Offer, the BRLMs, the Escrow Collection Bank(s), the Public Offer Account Bank(s), the Sponsor Banks, and the Refund Bank(s) for among other things, collection of the Bid Amounts from the Anchor Investors and where applicable, refunds of the amounts collected from Anchor Investors, on the terms and conditions thereof
"Client ID"	Client identification number maintained with one of the Depositories in relation to the demat account
"CDP" or "Collecting Depository Participant"	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI and the UPI Circulars, and as per the list available on the websites of BSE and NSE
"Cut-Off Price"	Offer Price, which shall be any price within the Price Band, finalised by our Company in consultation with the BRLMs Only Retail Individual Bidders bidding in the Retail Portion and Eligible Employees under the Employee Reservation Portion are entitled to Bid at the Cut-off Price. QIBs (including Anchor Investor) and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price
"Demographic Details"	Details of the Bidders including the Bidders' address, name of the Bidders' father/husband, investor status, occupation, bank account details and UPI ID, wherever applicable
"Designated Branches"	Such branches of the SCSBs which shall collect the ASBA Forms, a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes or at such other website as may be prescribed by SEBI from time to time
"Designated CDP Locations"	Such locations of the CDPs where Bidders (other than Anchor Investors) can submit the ASBA Forms The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com, respectively,) as updated from time to time
"Designated Date"	The date on which the Escrow Collection Bank(s) transfers funds from the Escrow Account(s) to the Public Offer Account or the Refund Account, as the case may be, and/or the instructions are issued to the SCSBs (in case of UPI Bidders using the UPI Mechanism, instruction issued through the Sponsor Bank) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Offer Account or the Refund Account, as the case may be, in terms of the Red Herring Prospectus following which the Equity Shares will be Allotted in the Offer
"Designated Intermediary(ies)"	Collectively, the members of the Syndicate, sub-syndicate or agents, SCSBs (other than in relation to RIBs using the UPI Mechanism), Registered Brokers, CDPs and RTAs, who are authorised to collect Bid cum Application Forms from the relevant Bidders, in relation to the Offer In relation to ASBA Forms submitted by RIBs, Eligible Employees and HNIs bidding with an application size of ₹ 0.50 million (not using UPI Mechanism) by authorising an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs In relation to ASBA Forms submitted by UPI Bidders where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such UPI Bidder using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, sub-syndicate/agents, Registered Brokers, CDPs, and RTAs In relation to ASBA Forms submitted by QIBs and Non-Institutional Bidders (not using the UPI Mechanism), Designated Intermediaries shall mean Syndicate, sub-syndicate/ agents, SCSBs, Registered Brokers, the CDPs and RTAs
"Designated RTA Locations"	Such locations of the RTAs where Bidders (other than Anchor Investors) can submit the ASBA Forms to RTAs The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the

Term	Description
	Stock Exchanges (www.bseindia.com and www.nseindia.com, respectively,) as updated from time to time
"Designated SCSB Branches"	Such branches of the SCSBs which shall collect the ASBA Forms used by the Bidders, a list of which is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, updated from time to time, or at such other website as may be prescribed by SEBI from time to time
"Designated Stock Exchange"	[●]
"Draft Red Herring Prospectus or DRHP"	This draft red herring prospectus dated June 28, 2024, issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Offer, including any addenda or corrigenda thereto
"Eligible Employee"	All or any of the following: (a) a permanent employee of our Company working in India, as of the date of filing of the Red Herring Prospectus with the RoC and who continues to be a permanent employee of our Company, until the submission of the Bid cum Application Form; and (b) a Director of our Company, whether whole time or not, who is eligible to apply under the Employee Reservation Portion under applicable law as on the date of filing of the Red Herring Prospectus with the RoC and who continues to be a Director of our Company, until the submission of the Bid cum Application Form, but not including (i) Promoters; (ii) persons belonging to the Promoter Group; and (iii) Directors who either themselves or through their relatives or through any body corporate, directly or indirectly, hold more than 10% of the outstanding Equity Shares of our Company. The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹ 0.50 million. However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹ 0.20 million. Only in the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹0.20 million, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹0.50 million.
"Eligible FPI(s)"	FPI(s) from such jurisdictions outside India where it is not unlawful to make an offer/ invitation under the Offer and in relation to whom the Bid cum Application Form and the Red Herring Prospectus constitutes an invitation to subscribe to the Equity Shares
"Eligible NRI(s)"	NRI(s) from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the Bid cum Application Form and the Red Herring Prospectus will constitute an invitation to subscribe to, or purchase the Equity Shares
"Employee Discount"	A discount of ₹ [●] per Equity Share each may be offered to Eligible Employees bidding in the Employee Reservation Portion. This Employee Discount, if any shall be decided by our Company in consultation with the Book Running Lead Managers.
"Employee Reservation Portion"	The portion of the Offer being up to [●] Equity Shares of face value of ₹ 10 each, aggregating to ₹ [●] available for allocation to Eligible Employees, on a proportionate basis. Such portion shall not exceed 5% of the post-Offer Equity Share capital of the Company.
"Escrow Account(s)"	The 'no-lien' and 'non-interest bearing' account(s) to be opened with the Escrow Collection Bank and in whose favour the Bidders (excluding the ASBA Bidders) will transfer money through direct credit/NEFT/RTGS/NACH in respect of the Bid Amount when submitting a Bid
"Escrow Collection Bank"	A bank which is a clearing member and registered with SEBI as a banker to an issue, and with whom the Escrow Account(s) will be opened, in this case being [●]
"Everest"	Everest Business Advisory India Private Limited
"Everest Report" or "Industry Report"	Industry Report dated June 18, 2024 issued by Everest. The Everest Report has been exclusively commissioned and paid for by our Company in connection with the Offer. The Everest Report shall be available on the website of our company at https://sagilityhealth.com/investor-relations/, from the date of the Red Herring Prospectus till the Bid/ Offer Closing Date
"First or sole Bidder"	The Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names
"Floor Price"	The lower end of the Price Band, subject to any revision thereto, at or above which the Offer Price and the Anchor Investor Offer Price will be finalised and below which no Bids will be accepted
"Fugitive Economic Offender"	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018, as amended

Term	Description
"General Information Document" or "GID"	The General Information Document for investing in public offers, prepared and issued in accordance with the circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020 issued by SEBI, suitably modified and updated pursuant to, among others, the circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020 issued by SEBI.
"IIFL Securities"	IIFL Securities Limited
"I-Sec"	ICICI Securities Limited
"Independent Chartered Accountant" or "ICA"	Agarwal Jain & Gupta, Chartered Accountants
"Jefferies"	Jefferies India Private Limited
"J.P. Morgan"	J.P. Morgan India Private Limited
"Maximum RIB Allottees"	Maximum number of RIBs who can be allotted the minimum Bid Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIBs by the minimum Bid Lot
"Mutual Fund Portion"	[●] Equity Shares which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Offer Price
"Mutual Funds"	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
"Net Offer"	The Offer less the Employee Reservation Portion
"Net Proceeds"	Proceeds of the Offer less Offer expenses. For further details about use of the Net Proceeds and the Offer related expenses, see "*Objects of the Offer"* on page 93.
"Net QIB Portion"	The portion of the QIB Portion less the number of Equity Shares Allotted to the Anchor Investors
"NBFC-SI" or "Systemically Important Non-Banking Financial Company"	A systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations
"Non-Institutional Bidders" or 'Non-Institutional Investors" or "NIIs"	Bidders that are not QIBs, Eligible Employees Bidding in the Employee Reservation Portion or Retail Individual Bidders and who have Bid for Equity Shares for an amount of more than ₹ 0.20 million
"Non-Institutional Portion"	The portion of this Offer being not more than 15% of the Net Offer, being [●] Equity Shares, which shall be available for allocation to Non-Institutional Bidders on a proportionate basis, subject to valid Bids being received at or above the Offer Price, out of which i) one third shall be reserved for Bidders with Bids exceeding ₹0.20 million up to ₹1.00 million; and ii) two-thirds shall be reserved for Bidders with Bids exceeding ₹ 1.00 million
"Non-Resident" or "NR"	A person resident outside India, as defined under FEMA and includes FPIs, VCFs, FVCIs and NRIs
"Non-Resident Indians" or "NRI(s)"	A non-resident Indian as defined under the FEMA NDI Rules
"Offer"	The initial public offering of up to 984,460,377 Equity Shares of our Company for cash at a price of ₹ [●] per Equity Share aggregating up to ₹ [●] million comprising of the Offer for Sale
"Offer Agreement"	The agreement dated June 28, 2024, among our Company, the Promoter Selling Shareholder and the BRLMs, pursuant to which certain arrangements are agreed to in relation to the Offer
"Offer for Sale"	The offer for sale of up to 984,460,377 Equity Shares of face value of ₹ 10 each aggregating up to ₹ [●] million by the Promoter Selling Shareholder. The Offer comprises the Net Offer and Employee Reservation Portion.
"Offer Price"	The final price at which Equity Shares will be Allotted to ASBA Bidders in terms of the Red Herring Prospectus and the Prospectus. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price which will be decided by our Company in consultation with the BRLMs in terms of the Red Herring Prospectus and the Prospectus The Offer Price will be decided by our Company in consultation with the BRLMs on the Pricing Date, in accordance with the Book-Building Process and in terms of the Red Herring Prospectus and the Prospectus
"Offer Proceeds"	The proceeds of the Offer for Sale which shall be available to the Promoter Selling Shareholder
"Offered Shares"	Up to 984,460,377 Equity Shares of face value of ₹ 10 each aggregating up to ₹[●] million being offered for sale by the Promoter Selling Shareholder in the Offer for Sale.
"Price Band"	The price band ranging from the Floor Price of ₹ [●] per Equity Share to the Cap Price of ₹ [●] per Equity Share, including any revisions thereof. The Price Band and minimum Bid Lot for the Offer will be decided by our Company in consultation with the BRLMs will be advertised in all editions of the English national daily newspaper [●], all editions of the Hindi national daily newspaper [●] and [●] editions of [●], a Kannada daily newspaper (Kannada being the regional language of Karnataka, where our Registered

Term	Description
	Office is located) each with wide circulation, at least two Working Days prior to the Bid/ Offer Opening Date with the relevant financial ratios calculated at the Floor Price and at the Cap Price, and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites
"Pricing Date"	The date on which our Company in consultation with the BRLMs, will finalise the Offer Price
"Prospectus"	The Prospectus to be filed with the RoC after the Pricing Date in accordance with Section 26 of the Companies Act, 2013, and the SEBI ICDR Regulations containing, *inter alia*, the Offer Price, the size of the Offer and certain other information, including any addenda or corrigenda thereto
"Public Offer Account"	The bank account opened with the Public Offer Account Bank under Section 40(3) of the Companies Act, 2013, to receive monies from the Escrow Account and from the ASBA Accounts on the Designated Date
"Public Offer Account Bank"	A bank which is a clearing member and registered with SEBI as a banker to an issue, and with whom the Public Offer Account(s) will be opened, in this case being [●]
"QIBs" or "Qualified Institutional Buyers"	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
"QIB Bidders"	QIBs who Bid in the Offer
"QIB Portion"	The portion of this Offer being not less than 75% of the Net Offer, being not less than [●] Equity Shares, which shall be available for allocation to QIBs (including Anchor Investors) on a proportionate basis, including the Anchor Investor Portion (in which allocation shall be on a discretionary basis, as determined by our Company, in consultation with the BRLMs), subject to valid Bids being received at or above the Offer Price
"QIB Bid/ Offer Closing Date"	In the event our Company in consultation with the BRLMs, decide to close Bidding by QIBs one day prior to the Bid/Offer Closing Date, the date one day prior to the Bid/Offer Closing Date; otherwise, it shall be the same as the Bid/Offer Closing Date
"Red Herring Prospectus" or "RHP"	The Red Herring Prospectus dated [●] to be issued in accordance with Section 32 of the Companies Act, 2013, and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be offered and the size of the Offer, including any addenda or corrigenda thereto. The Red Herring Prospectus will be filed with the RoC at least three Working Days before the Bid/Offer Opening Date and will become the Prospectus upon filing with the RoC after the Pricing Date
"Refund Account"	The account opened with the Refund Bank(s), from which refunds, if any, of the whole or part of the Bid Amount to Anchor Investors shall be made
"Refund Bank"	The Banker to the Offer with whom the Refund Account(s) will be opened, in this case being [●]
"Registrar Agreement"	The agreement dated June 26, 2024, entered into between our Company, the Promoter Selling Shareholder and the Registrar to the Offer, in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer
"Registered Brokers"	Stock brokers registered with SEBI under the Securities and Exchange Board of India (Stock Brokers and Sub-Brokers) Regulations, 1992 and the stock exchanges having nationwide terminals, other than the Members of the Syndicate and eligible to procure Bids in terms of Circular No. CIR/CFD/14/2012 dated October 4, 2012, issued by SEBI
"Registrar to the Offer" or "Registrar"	Link Intime India Private Limited
"Resident Indian"	A person resident in India, as defined under FEMA
"Retail Individual Bidder(s)" or "Retail Individual Investor(s)" or 'RII(s)' or "RIB(s)"	Individual Bidders, who have Bid for the Equity Shares for an amount which is not more than ₹ 0.20 million in any of the bidding options in the Offer (including HUFs applying through their Karta and Eligible NRI Bidders) and does not include NRIs (other than Eligible NRIs)
"Retail Portion"	The portion of the Offer, being not more than 10% of the Net Offer being not more than [●] Equity Shares, available for allocation to Retail Individual Bidders as per the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price, which shall not be less than the minimum Bid Lot subject to availability in the Retail Portion
"Revision Form"	Form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s). QIB Bidders and Non-Institutional Bidders are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders and Eligible Employees Bidding in the Employee Reservation Portion can revise their Bids during the Bid/ Offer Period and withdraw their Bids until the Bid/ Offer Closing Date

Term	Description
"RTAs" or "Registrar and Share Transfer Agents"	The registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, issued by SEBI
"Self-certified Syndicate Bank(s)" or "SCSB(s)"	The banks registered with SEBI, which offer the facility of ASBA services, (i) in relation to ASBA, where the Bid Amount will be blocked by authorising an SCSB, a list of which is available on the website of SEBI at https:/www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 and updated from time to time and at such other websites as may be prescribed by SEBI from time to time, (ii) in relation to Bidders using the UPI Mechanism, a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as may be prescribed by SEBI and updated from time to time Applications through UPI in the Offer can be made only through the SCSBs mobile applications (apps) whose name appears on the SEBI website. A list of SCSBs and mobile application, which, are live for applying in public issues using UPI Mechanism is provided as Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019. The said list shall be updated on SEBI website
"Share Escrow Agent"	The share escrow agent appointed pursuant to the Share Escrow Agreement, namely [●]
"Share Escrow Agreement"	The agreement dated [●] between our Company, the Promoter Selling Shareholder and the Share Escrow Agent in connection with the transfer of the Offered Shares by the Promoter Selling Shareholder and credit of such Equity Shares to the demat account of the Allottees in accordance with the Basis of Allotment
"Specified Locations"	Bidding centres where the Syndicate shall accept ASBA Forms from Bidders
"Specified Securities"	Specified securities as defined under Regulation 2(eee) of the SEBI ICDR Regulations, 2018
"Sponsor Banks"	[●] and [●], being Bankers to the Offer registered with SEBI which are appointed by our Company to act as a conduit between the Stock Exchanges and the National Payments Corporation of India in order to push the mandate collect requests and / or payment instructions of the UPI Bidders using the UPI Mechanism and carry out other responsibilities, in terms of the UPI Circulars., the Sponsor Banks in this case being [●]
"Sub-Syndicate Members"	The sub-syndicate members, if any, appointed by the BRLMs and the Syndicate Members, to collect ASBA Forms and Revision Forms
"Syndicate Agreement"	The agreement dated [●] between our Company, the Registrar to the Offer, the Promoter Selling Shareholder, the BRLMs and the Syndicate Members in relation to the procurement of Bid cum Application Forms by the Syndicate
"Syndicate Members"	Syndicate members as defined under Regulation 2(1)(hhh) of the SEBI ICDR Regulations, namely, [●]
"Syndicate" or "Members of the Syndicate"	The BRLMs and the Syndicate Members
"Underwriters"	[●]
"Underwriting Agreement"	The agreement dated [●] between the Underwriters, our Company and the Promoter Selling Shareholder, entered into on or after the Pricing Date but prior to filing of the Red Herring Prospectus or the Prospectus with the RoC, as applicable
"UPI Bidders"	Collectively, individual investors applying as (i) Retail Individual Bidders in the Retail Portion, (ii) Eligible Employees, under the Employee Reservation Portion, and (iii) Non-Institutional Bidders with a Bid Amount of up to ₹0.5 million in the Non-Institutional Portion and Bidding under the UPI Mechanism through ASBA Forms(s) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents Pursuant to Circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 issued by SEBI, all individual investors applying in public issues where the application amount is up to ₹0.50 million using UPI Mechanism, shall provide their UPI ID in the bid-cum-application form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity)
"UPI Circulars"	Collectively, the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019,

Term	Description
	SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2021/47 dated March 31, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 (to the extent these circulars are not rescinded by the SEBI RTA Master Circular),and SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, and any subsequent circulars or notifications issued by SEBI in this regard, along with the circular issued by the National Stock Exchange of India Limited having reference no. 25/2022 dated August 3, 2022 and the circular issued by BSE Limited having reference no. 20220803-40 dated August 3, 2022, and any subsequent circulars or notifications issued by SEBI and Stock Exchanges in this regard
"UPI ID"	ID created on Unified Payment Interface (UPI) for single-window mobile payment system developed by the National Payments Corporation of India (NPCI)
"UPI Mandate Request"	A request (intimating the UPI Bidder by way of a notification on the UPI application and by way of a SMS directing the UPI Bidder to such UPI application) to the UPI Bidder initiated by the Sponsor Banks to authorise blocking of funds on the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment
"UPI Mechanism"	The bidding mechanism that may be used by an UPI Bidder to make a Bid in the Offer in accordance with UPI Circulars
"UPI PIN"	Password to authenticate UPI transaction
"Wilful Defaulter"	Wilful defaulter as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations
"Working Day"	All days on which commercial banks in Mumbai are open for business; provided, however, with reference to (a) announcement of Price Band; and (b) Bid/ Offer Period, the expression "Working Day" shall mean all days on which commercial banks in Mumbai are open for business, excluding all Saturdays, Sundays or public holidays; and (c) with reference to the time period between the Bid/ Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, the expression 'Working Day' shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays, in terms of the circulars issued by SEBI, including the UPI circulars

Technical/ Industry Related Terms/ Abbreviations

Term	Description
AI	Artificial Intelligence
CCPA	California Consumer Privacy Act
CPRA	California Privacy Rights Act
DEI	Diversity, Equity and Inclusion
FTC	Federal Trade Commission
FTE	Full Time Equivalent
Gen AI	Generative Artificial Intelligence
HHS	U.S. Department of Health and Human Services
HITECH Act	U.S. Health Information Technology for Economic and Clinical Health Act
HIPAA	U.S. Health Insurance Portability and Accountability Act
LLMs	Large Language Models
LOB	Lines of Business
ML	Machine Learning
MSA	Master Services Agreement
NCQA	U.S. National Committee for Quality Assurance
NLP	Natural Language Processing
NLU	Natural Language Understanding
OCR	Optical character recognition
Payers	Entities that pay for or reimburse healthcare services for insured members through health insurance plans.
PBM	Pharmacy benefit managers
Providers	Individuals or healthcare facilities that are licensed to deliver care services or aid in care delivery such as doctors, clinics, hospitals, labs, and durable medical equipment providers.
RCM	Revenue Cycle Management
RPA	Robotic Process Automation
SLA	Service Level Agreement

Term	Description
SOW	Scope of Work

Conventional and General Terms or Abbreviations

Term	Description
"₹", "Rs.", "Rupees" or "INR"	Indian Rupees
Adjusted EBITDA	Adjusted EBITDA represents EBITDA adjusted for post-combination expenses in relation to earnouts payable under the acquisition agreements
Adjusted EBITDA Margin	Adjusted EBITDA margin is calculated as Adjusted EBITDA divided by Revenue from Operation (Revenue). (Adjusted EBITDA/Revenue *100)
Adjusted PAT	Restated profit /(loss) adjusted for amortization of other intangible assets acquired pursuant to business combinations, post-combination expenses in relation to earnouts payable under acquisition agreements, and for the tax impact of each of the adjustments.
Adjusted PAT Margin	Adjusted PAT margin calculates as Adjusted PAT divided by Revenue from operations. (Adjusted PAT/Revenue *100)
AGM	Annual General Meeting
AIF	An alternative investment fund as defined in and registered with SEBI under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
BSE	BSE Limited
Category I AIF	AIFs who are registered as "Category I Alternative Investment Funds" under the SEBI AIF Regulations
Category II AIF	AIFs who are registered as "Category II Alternative Investment Funds" under the SEBI AIF Regulations
Category III AIF	AIFs who are registered as "Category III Alternative Investment Funds" under the SEBI AIF Regulations
Category I FPI	FPIs registered as "Category I foreign portfolio investors" under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
Category II FPI	FPIs registered as "Category II foreign portfolio investors" under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
"Companies Act" or "Companies Act, 2013"	Companies Act, 2013, as amended, along with the relevant rules made thereunder
Companies Act, 1956	The erstwhile Companies Act, 1956 along with the relevant rules made thereunder
Consolidated FDI Policy	Consolidated Foreign Direct Investment Policy notified by the DPIIT by way of circular bearing number DPIIT file number 5(2)/2020-FDI Policy dated October 15, 2020 effective from October 15, 2020
Contract Labour Act	The Contract Labour (Regulation and Abolition) Act, 1970
CSR	Corporate Social Responsibility
Depositories	NSDL and CDSL
Depositories Act	The Depositories Act, 1996, read with regulations framed thereunder
DIN	Director Identification Number
DP ID	Depository Participant's Identity Number
"DP" or "Depository Participant"	A depository participant as defined under the Depositories Act
EBITDA	Earnings Before Interest expense, Tax, Depreciation and Amortization
EBITDA Margin	EBITDA margin is calculated as EBITDA divided by Revenue from Operation (Revenue). (EBITDA/Revenue *100)
EGM	Extraordinary General Meeting
EPS	Earnings/ (Loss) Per Share
FCNR	Foreign currency non-resident account
FDI	Foreign Direct Investment
FDI Circular	The Consolidated Foreign Direct Investment Policy bearing DPIIT file number 5(2)/2020-FDI Policy dated October 15, 2020, effective from October 15, 2020, issued by the Department of Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations thereunder
FEMA NDI Rules	Foreign Exchange Management (Non-debt Instrument) Rules, 2019
"Financial Year" or "Fiscal" or "Fiscal Year" or "FY"	The period of 12 months commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year

Term	Description
FPI(s)	Foreign portfolio investors as defined under the SEBI FPI Regulations
FVCI	Foreign venture capital investors as defined and registered under the SEBI FVCI Regulations
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
GDP	Gross domestic product
"GoI" or "Government" or "Central Government"	The Government of India
GST	Goods and services tax
HUF	Hindu undivided family
ICAI	The Institute of Chartered Accountants of India
ICSI	The Institute of Company Secretaries of India
IFRS	International Financial Reporting Standards as issued by the International Accounting Standards Board
Income Tax Act	Income- Tax Act, 1961, read with the rules framed thereunder
Income Tax Rules	Income- Tax Rules, 1962
Ind AS	Indian Accounting Standards notified under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015
Indian GAAP/I GAAP	Accounting Standards notified under Section 133 of the Companies Act, 2013, read together with Rule 7 of the Companies (Accounts) Rules, 2014, as amended and Companies (Accounting Standards) Amendment Rules, 2016, as amended
India	Republic of India
IPO	Initial public offering
IST	Indian Standard Time
IT	Information Technology
IT Act	The Income-tax Act, 1961, as amended
KYC	Know your customer
MBA	Master's degree in business administration.
MCA	Ministry of Corporate Affairs, Government of India.
MSMEs	Micro, Small, and Medium Enterprises
"N.A." or "NA"	Not applicable
"NAV" or 'NAV per equity share"	NAV per equity share is the total equity attributable to shareholders divided by number of equity shares outstanding as on respective year/period end and includes 515,525,269 and 1,851,085,160 shares issued by the Company on March 26, 2024 and March 28, 2024, respectively, as consideration for the acquisitions of Sagility Philippines B. V (along with its branch in Philippines) and Sagility (US) Holdings Inc (along with its downstream subsidiaries) which have been considered to be outstanding from January 6, 2022 For further details, see "*History and Certain Corporate Matters- Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations or any revaluation of assets, since its incorporation*" on page 176.
NEFT	National Electronic Fund Transfer
Net Worth	Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account after deducting the aggregate value of the accumulated losses, debit or credit balance of Common control adjustment deficit account and miscellaneous expenditure not written off but excludes share application money pending allotment, ESOP outstanding reserve and fair value change account, each as applicable for the Company on a restated basis.
NRE Account	Non-Resident External account
NRI	A person resident outside India, who is a citizen of India or an overseas citizen of India cardholder within the meaning of section 7(A) of the Citizenship Act, 1955
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
"OCB" or "Overseas Corporate Body"	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date was eligible to undertake transactions pursuant to general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Offer
p.a.	Per annum
P/E Ratio	Price/earnings ratio
PAN	Permanent account number
PAT	Profit after tax
Return on Net Worth	Return on Net Worth is calculated as restated profit/(loss) for the year/period divided by

Term	Description
	net worth
RBI	Reserve Bank of India
RTGS	Real time gross settlement
R&D	Research and development
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SEBI	Securities and Exchange Board of India constituted under the SEBI Act, 1992
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
SEBI Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
SEBI Merchant Bankers Regulations	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
SEBI RTA Master Circular	SEBI master circular bearing number SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024
SEBI SBEB and Sweat Equity Regulations	Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996
SEZ	Special Economic Zone
State Government	The government of a state in India
Stock Exchanges	Collectively, the BSE and NSE
STT	Securities transaction tax
Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
TDS	Tax deducted at source
"U.S."/ "U.S.A."/ "United States"	The United States of America, together with its territories and possessions, any state of the United States of America and the District of Colombia
U.S. GAAP	Generally accepted accounting principles of the United States of America
U.S. Securities Act	U.S. Securities Act of 1933, as amended
"USD or US$"	United States Dollars
Wilful Defaulter	A company or person, as the case may be, categorised as a wilful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI
VAT	Value added tax
VCFs	Venture capital funds as defined in and registered with SEBI under SEBI VCF Regulations.
"Year"/ "Calendar Year"	The 12 month period ending December 31

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CERTAIN CONVENTIONS, USE OF FINANCIAL INFORMATION AND MARKET DATA AND CURRENCY OF PRESENTATION

Certain Conventions

All references to "India" in this Draft Red Herring Prospectus are to the Republic of India, together with its territories and possessions, and all references herein to the "Government", "Indian Government", "GoI", "Central Government" or the "State Government" are to the Government of India, central or state, as applicable.

All references herein to the "U.S.", "U.S.A.", or the "United States" are to the United States of America and its territories and possessions.

Unless otherwise stated, all references to page numbers in this Draft Red Herring Prospectus are to page numbers of this Draft Red Herring Prospectus.

Currency and Units of Presentation

All references to:

- "Rupee(s)", "Rs." or "₹" or "INR" are to Indian Rupees, the official currency of the Republic of India.
- "US$" or "USD" or "U.S. Dollars" are to United States Dollar, the official currency of the United States of America.
- "Col$" or "COP" are to Colombian Peso, the official currency of the Republic of Colombia
- "JMD" or "J$" are to Jamaican Dollar, the official currency of Jamaica
- "PHP" or "₱"are to Philippine peso, the official currency of the Philippines

Exchange Rates

This Draft Red Herring Prospectus contains conversions of certain other currency amounts into Rupees that have been presented solely to comply with the requirements of SEBI ICDR Regulations. Unless otherwise stated, the exchange rates referred to for the purpose of conversion of foreign currency amounts into Rupee amounts, are as follows:

(*in ₹*)

Currency	Exchange rate as on		
	March 31, 2024	March 31, 2023	March 31, 2022
1 US$	83.38	82.11	75.90
1 Col$	0.02	0.02	0.02
1 JMD	0.54	0.54	0.50
1 PHP	1.48	1.51	1.46

Source: Foreign exchange reference rates as available on www.fbil.org.in
Note: Exchange rate is rounded off to two decimal point

Such conversion should not be considered as a representation that such currency amounts have been, could have been or can be converted into Rupees at any particular rate, the rates stated above or at all.

Our Company has presented certain numerical information in this Draft Red Herring Prospectus in "million" units. One million represents 1,000,000 and one billion represents 1,000,000,000. However, where any figures that may have been sourced from third-party industry sources are expressed in denominations other than millions, such figures appear in this Draft Red Herring Prospectus in such denominations as provided in the respective sources. In this Draft Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All per share and percentage figures have been rounded off to one/ two decimal places. However, where any figures may have been sourced from third-party industry sources, such figures may be rounded off to such number of decimal places as provided in such respective sources.

Time

Unless otherwise specified, all references to time in this Draft Red Herring Prospectus are to Indian Standard Time. Unless indicated otherwise, all references to a year in this Draft Red Herring Prospectus are to a calendar year.

Financial and Other Data

Unless stated or the context requires otherwise, the financial information in this Draft Red Herring Prospectus is derived from our Restated Consolidated Financial Information.

Our Company's financial year commences on April 1 and ends on March 31 of the next year. Accordingly, all references in this Draft Red Herring Prospectus to a particular Financial Year, Fiscal or Fiscal Year, unless stated otherwise, are to the 12 month period commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year. However, as our Company was incorporated on July 28, 2021, information in relation to the Financial Year ended March 31, 2022 is from our date of incorporation.

The Restated Consolidated Financial Information of our Company and its Subsidiaries (collectively referred to as Group) comprises of the restated consolidated statement of assets and liabilities as at March 31, 2024, March 31, 2023, and March 31, 2022, the restated consolidated statement of profit and loss (including other comprehensive income), the restated consolidated statement of changes in equity, the restated consolidated statement of cash flows for the financial years ended March 31, 2024, March 31, 2023, and the period beginning from July 28, 2021 to March 31, 2022, the summary statement of material accounting policies, and other explanatory information prepared in terms of the requirements of Ind AS and Section 26 of Part I of Chapter III of Companies Act, SEBI ICDR Regulations and the Guidance Note on "Reports in Company Prospectuses (Revised 2019)", as amended issued by ICAI.

During the financial year ended March 31, 2024, our Company acquired Sagility Philippines B.V (along with its branch in Philippines) and Sagility (US) Holdings Inc. (along with its downstream subsidiaries) from Sagility B.V., in a common control transaction. Pursuant to the requirements of Appendix C to Ind AS 103, prior periods have been restated. Accordingly, while preparing the Restated Consolidated Financial Information, the financial information as at and for the financial years ended March 31, 2024, March 31, 2023, and for the period beginning from July 28, 2021 to March 31, 2022 has also been restated and prepared on consolidated basis.

For further information on our Company's financial information, see "*Financial Information*" beginning on page 218.

There are material differences between Ind AS, Indian GAAP, US GAAP and IFRS. Our Company does not provide reconciliation of its financial information to IFRS or US GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Draft Red Herring Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our financial data. Accordingly, the degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, the Companies Act, Ind AS, and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting policies and practices on the financial disclosures presented in this Draft Red Herring Prospectus should, accordingly, be limited.

Our Statutory Auditors have provided no assurance or services related to any prospective financial information in this Draft Red Herring Prospectus.

Unless the context otherwise indicates, any percentage amounts or ratios (excluding certain operational metrics), relating to the financial information of our Company in this Draft Red Herring Prospectus have been calculated on the basis of amounts derived from our Restated Consolidated Financial Information.

Non-GAAP Financial Measures

This Draft Red Herring Prospectus contains certain non-GAAP financial measures and certain other statistical information relating to our operations and financial performance like EBITDA, EBITDA Margin, Adjusted EBITDA, Adjusted EBITDA Margin, Adjusted PAT, Adjusted PAT Margin, Net worth, Return on Net Worth, NAV per Equity Share, and certain other statistical information relating to our operations and financial performance that are not required by, or presented in accordance with, Ind AS, Indian GAAP, IFRS or US GAAP (together, "**Non-GAAP Measures**"). These Non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, IFRS or US GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years/ periods or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, IFRS

or US GAAP. We compute and disclose such non- GAAP financial measures and such other statistical information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance. These Non-GAAP Measures and other statistical and other information relating to our operations and financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to financial measures and statistical information of similar nomenclature that may be computed and presented by other companies and are not measures of operating performance or liquidity defined by Ind AS and may not be comparable to similarly titled measures presented by other companies.

Industry and Market Data

Unless stated otherwise, the industry and market data used in this Draft Red Herring Prospectus has been obtained or derived from the report titled "Everest Group's Healthcare Industry Overview" dated June 18, 2024 prepared by Everest (**"Everest Report"**), which is exclusively prepared for the purpose of the Offer and publicly available information as well as other industry publications and sources. Everest is an independent agency which has no relationship with our Company, our Promoters, any of our Directors or Key Managerial Personnel or Senior Management or the BRLMs and was appointed by the Company pursuant to an engagement letter dated April 9, 2024. For risks in relation to commissioned reports, see "*Risk Factors – Certain sections of this Draft Red Herring Prospectus contain information from the Everest Report which has been commissioned by us and any reliance on such information for making an investment decision in this Offer is subject to inherent risks*." on page 53.

Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but their accuracy and completeness are not guaranteed and their reliability cannot be assured. The data used in these sources may have been re-classified by us for the purposes of presentation. Data from these sources may also not be comparable.

The extent to which industry and market data set forth in this Draft Red Herring Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources. Accordingly, no investment decision should be made solely on the basis of such information. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those disclosed in "*Risk Factors*" on page 32.

In accordance with the SEBI ICDR Regulations, the section "*Basis for the Offer Price*" on page 95 includes information relating to our peer group. Such information has been derived from publicly available sources. Accordingly, no investment decision should be made solely on the basis of such information.

This Draft Red Herring Prospectus contains certain data and statistics from the Everest Report, which is available on the website of our Company at https://sagilityhealth.com/investor-relations/ and is subject to the following disclaimer:

Everest Business Advisory India Private Limited's ("Everest Group") report titled "Everest Group's Healthcare Industry Overview" and its content (the "Everest Group Report") represents research opinions or viewpoints, not representations. The Everest Group Report was paid for and commissioned by Sagility India Limited. Unless otherwise specifically stated in the Everest Group Report, the Everest Group Report has not been updated or revised since the original publication date of the Everest Group Report.

Information used in preparing the Everest Group Report may have been obtained from or through the public, the companies in the Report, or third-party sources. To the extent such information includes estimates or forecasts, Everest Group has assumed that such estimates and forecasts have been properly prepared. We confirm that all information contained in the Everest Group Report has been obtained by us from sources believed by us to be true, correct, fair and reliable.

EVEREST GROUP IS NOT A LEGAL, TAX, FINANCIAL, OR INVESTMENT ADVISOR, AND NOTHING PROVIDED BY EVEREST GROUP IS LEGAL, TAX, FINANCIAL, OR INVESTMENT ADVICE. NOTHING EVEREST GROUP PROVIDES IS AN OFFER TO SELL OR A SOLICITATION OF AN OFFER TO PURCHASE ANY SECURITIES OR INSTRUMENTS FROM ANY ENTITY. NOTHING FROM EVEREST GROUP MAY BE USED OR RELIED UPON IN EVALUATING THE MERITS OF ANY INVESTMENT. DO NOT BASE ANY INVESTMENT DECISIONS, IN WHOLE OR PART, ON EVEREST GROUP PRODUCTS AND/OR SERVICES, INCLUDING THE EVEREST GROUP REPORT, OR EVEREST GROUP

STATEMENTS OR PRESENTATIONS. THE EVEREST GROUP REPORT IS NOT A RECOMMENDATION TO INVEST IN ANY ENTITY COVERED IN THE REPORT AND NO PART OF THE EVEREST GROUP REPORT SHALL BE CONSTRUED AS EXPERT ADVICE OR INVESTMENT ADVICE OR ANY FORM OF INVESTMENT BANKING WITHIN THE MEANING OF ANY LAW.

ANY STATEMENTS THAT EXPRESS OR INVOLVE DISCUSSIONS WITH RESPECT TO PREDICTIONS, EXPECTATIONS, BELIEFS, PLANS, PROJECTIONS, OBJECTIVES, GOALS, ASSUMPTIONS OR FUTURE EVENTS OR PERFORMANCE ARE NOT STATEMENTS OF HISTORICAL FACT AND MAY BE "FORWARD LOOKING STATEMENTS." FORWARD LOOKING STATEMENTS ARE BASED ON EXPECTATIONS, ESTIMATES AND PROJECTIONS AT THE TIME THE STATEMENTS ARE MADE THAT INVOLVE A NUMBER OF RISKS AND UNCERTAINTIES WHICH COULD CAUSE ACTUAL RESULTS OR EVENTS TO DIFFER MATERIALLY FROM THOSE PRESENTLY ANTICIPATED. FORWARD LOOKING STATEMENTS MAY BE IDENTIFIED THROUGH THE USE OF WORDS SUCH AS "EXPECTS", "WILL", "ANTICIPATES", "ESTIMATES", "BELIEVES", AMONG OTHERS, OR BY STATEMENTS INDICATING THAT CERTAIN ACTIONS "MAY", "COULD", OR "MIGHT" OCCUR. PAST RESULTS ARE NOT NECESSARILY INDICATIVE OF FUTURE PERFORMANCE.

NOTHING IN THE EVEREST GROUP REPORT SHALL BE CONSTRUED AS EVEREST GROUP PROVIDING OR INTENDING TO PROVIDE ANY SERVICES IN JURISDICTIONS WHERE THE EVEREST GROUP DOES NOT HAVE THE NECESSARY AUTHORITY, PERMISSION OR REGISTRATION TO CONDUCT ACTIVITIES IN THIS REGARD.

Notice to Prospective Investors in the United States

The Equity Shares have not been recommended by any U.S. federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of this Draft Red Herring Prospectus or approved or disapproved the Equity Shares. Any representation to the contrary is a criminal offence in the United States. In making an investment decision, investors must rely on their own examination of our Company and the terms of the Offer, including the merits and risks involved. The Equity Shares offered in the Offer have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**") or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold (a) in the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act and referred to in this Draft Red Herring Prospectus as "**U.S. QIBs**"; for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Draft Red Herring Prospectus as "**QIBs**") pursuant to Section 4(a) of the U.S. Securities Act and (b) outside of the United States in offshore transactions as defined in and in compliance with Regulation S and the applicable laws of the jurisdiction where those offers and sales are made. See "*Other Regulatory and Statutory Disclosures* on page 272.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made, by persons in any such jurisdiction except in compliance with the applicable laws of such jurisdiction.

FORWARD-LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain "forward-looking statements". These forward-looking statements generally can be identified by words or phrases such as "aim", "anticipate", "believe", "can", "could", "continue", "expect", "estimate", "goal", "intend", "may", "likely", "objective", "plan", "purpose", "project", "should" "will", "will continue", "will achieve", "shall" "seek to", "will pursue" or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. However, these are not the exclusive means of identifying forward looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. For the reasons described below, we cannot assure investors that the expectations reflected in these forward-looking statements will prove to be correct. Therefore, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of future performance.

Actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties associated with the expectations with respect to, but not limited to, regulatory changes pertaining to the industry in which our Company and Subsidiaries have businesses and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India and globally which have an impact on our business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in laws, regulations and taxes and changes in competition in our industry. Important factors that could cause actual results to differ materially from our expectations include, but are not limited to, the following:

1. The healthcare services industry is highly competitive and if we are unable to compete effectively, it may adversely affect our business, financial condition and results of operations.

2. Our business is solely focused on the U.S. healthcare industry and may be adversely affected by factors affecting the U.S. healthcare industry, including a decline in the growth of the U.S. healthcare industry, reduction in outsourcing and other trends.

3. Our business could be adversely affected if we cannot keep pace with technological changes, sufficiently invest and successfully yield the intended results from our investments in technology, in case of any errors or system disruptions in our technology tools and platforms, or if our services are rendered obsolete by technological developments.

4. If we are unable to manage our employee expenses and resource utilization or fail to manage attrition and attract and retain skilled professionals, it may adversely affect our business, financial condition and results of operations.

5. If we fail to deliver services in accordance with contractual requirements, we could be subject to significant costs or liability and our business, reputation and results of operations could be adversely affected.

6. If our agreements with clients are terminated, our business, reputation and results of operations could be adversely affected.

7. As a significant portion of our business is attributable to certain large client groups in the U.S., our business and profitability is dependent on our continuing relationships with such key clients.

8. If we are not able to generate new service engagements, or if our business volumes fluctuate, it may adversely affect our ability to grow our business and revenues.

9. If we fail to accurately price our statements of work or overrun our cost estimates, our business, financial condition and results of operations may be adversely affected.

10. Goodwill and other intangible assets are our largest assets. Any impairment to our goodwill or other intangible assets may adversely affect our reputation and financial condition**.**

For further discussion of factors that could cause our actual results to differ from our expectations, see "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 32, 142 and 223, respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated and are not a guarantee of future performance.

Forward-looking statements reflect our views as of the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. There can be no assurance to investors that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements to be a guarantee of our future performance. These statements are based on our management's beliefs and assumptions, which in turn are based on the currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. None of our Company, Directors, the Promoter, KMPs, and the BRLMs or their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

In accordance with regulatory requirements, our Company will ensure that investors in India are informed of material developments from the date of filing of the Red Herring Prospectus until the time of the grant of listing and trading permission by the Stock Exchanges for this Offer. The Promoter Selling Shareholder shall, ensure that the Company is informed of material developments in relation to the statements and undertakings specifically undertaken or confirmed by it in relation to itself and its Offered Shares in the Red Herring Prospectus until the time of the grant of listing and trading permission by the Stock Exchanges for this Offer.

SUMMARY OF THE OFFER DOCUMENT

This section is a general summary of certain disclosures and terms of the Offer included in this Draft Red Herring Prospectus and is neither exhaustive, nor purports to contain a summary of all the disclosures in this Draft Red Herring Prospectus or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Red Herring Prospectus, including "Risk Factors", "The Offer", "Capital Structure", "Objects of the Offer", "Industry Overview", "Our Business", "Financial Information", "Management's Discussion and Analysis of Financial Condition and Results of Operations", "Outstanding Litigation and Material Developments", "Offer Procedure" and "Main Provisions of the Articles of Association" on pages 32, 62, 81, 93, 120, 142, 218, 223, 261, 297 and 320 respectively.

Summary of the primary business of the Company

We are a technology-enabled, pure-play healthcare focused solutions and services provider to Payers (U.S. health insurance companies, which finance and reimburse the cost of health services), and Providers (primarily hospitals, physicians, and diagnostic and medical devices companies). We serve the core business operations of both Payer and Provider clients. Our services to Payers encompass the entire spectrum of their operations, including core benefits administration functions and clinical services. To Providers, we provide revenue cycle management services which help them manage their billings and expenses and claim the cost of treatment from Payers.

Summary of the industry in which the Company operates

The US healthcare market comprises of two primary entities with respect to care financing and care delivery – healthcare payers and healthcare providers. Healthcare payers are entities that pay for or reimburse healthcare services for insured members through health insurance plans. Healthcare providers are individuals or healthcare facilities that are licensed to deliver care services or aid in care delivery such as doctors, clinics, hospitals, labs, and durable medical equipment providers. Healthcare operations spend by such Payers and Providers in the US was valued at approximately US$201.1 billion (₹16.8 trillion) in 2023. This spend is expected to reach approximately US$258.9 billion (₹21.6 trillion) in 2028, driven by the rise in the aging population, increasing prevalence of chronic diseases, and various governmental initiatives aimed at enhancing healthcare services, among other factors.

Offer Size

Offer of Equity Shares by way of the Offer for Sale	Up to 984,460,377 Equity Shares of face value of ₹ 10 each aggregating up to ₹ [●] million
Employee Reservation Portion	Up to [●] Equity Shares of face value of ₹ 10 each for cash at a price of ₹ [●] each, aggregating up to ₹ [●] million
Net Offer	Up to [●] Equity Shares of face value of ₹ 10 each for cash at a price of ₹ [●] each, aggregating up to ₹ [●] million

(1) The Offer has been authorized by a resolution of our Board at their meeting held on June 24, 2024.

(2) Our Board has taken on record the approval for the Offer for Sale by the Promoter Selling Shareholder pursuant to its resolution dated June 25, 2024. For details on the consent and authorisations of the Promoter Selling Shareholder in relation to the Offer for Sale, see "The Offer" beginning on page 62.

(3) The Promoter Selling Shareholder, specifically confirms and undertakes that the Offered Shares are eligible to be offered for sale in the Offer in accordance with Regulation 8 and Regulation 8A of the SEBI ICDR Regulations For details on the authorization by the Promoter Selling Shareholder in relation to the Offered Shares, see "The Offer" on page 62.

Name of the Selling Shareholder	*Maximum number of Equity Shares offered in the Offer for Sale*	*Date of resolution*	*Date of consent letter*
Sagility B.V.	*984,460,377*	*June 18, 2024*	*June 25, 2024*

The Offer shall constitute [●]% of the post Offer paid up Equity Share capital of our Company.

For further details, see "*The Offer*" and "*Offer Structure*" beginning on pages 62 and 293, respectively.

Objects of the Offer

The Promoter Selling Shareholder will be entitled to the entire proceeds of the Offer after deducting the Offer expenses and relevant taxes thereon. Our Company will not receive any proceeds from the Offer. The objects of

the Offer are to (i) achieve the benefits of listing the Equity Shares on the Stock Exchanges; and (ii) carry out the Offer for Sale of up to 984,460,377 Equity Shares of face value of ₹ 10 each by the Promoter Selling Shareholder. For further details, see "*Objects of the Offer*" on page 93.

Names of the Promoters

Our Promoters are Sagility B.V. and Sagility Holdings B.V. For further details, see "*Our Promoters and Promoter Group*" on page 211.

Aggregate pre-Offer shareholding of our Promoters, members of our Promoter Group and the Promoter Selling Shareholder

The aggregate pre-Offer shareholding of our Promoters as a percentage of the pre-Offer paid-up share capital of the Company, as on the date of this Draft Red Herring Prospectus, is set out below:

Name of shareholder		Pre-Offer		Post-Offer	
		No. of Equity Shares	Percentage of pre-Offer capital	No. of Equity Shares	Percentage of post-Offer capital
Our Promoters					
1.	Sagility B.V.^	4,681,328,413*	100	[●]	[●]
2.	Sagility Holdings B.V.	Nil	N.A	Nil	N.A
Total		4,681,328,413	**100%**	**[●]**	[●]

**Five Equity Shares are held by Siby Joy, Anand Natampalli, Krithika Srivats, Srikanth Laksminarayan, and Benedict Richard as the registered holders on behalf of Sagility B.V., who are the beneficial owners of these Equity Shares and one Equity Share is being held by Sivarama Rambhatla as the nominee of Sagility Philippines B.V. who held share as a nominee of Sagility B.V.*
^Also Promoter Selling Shareholder

None of the members of our Promoter Group hold any Equity Shares as on the date of this Draft Red Herring Prospectus.

For further details, see "*Capital Structure*" on page 81.

Summary of Restated Consolidated Financial Information

The following details are derived from the Restated Consolidated Financial Information**:**

(₹ in million, except per share data)

Particulars	As at and for the Year ended March 31, 2024	As at and for the Year ended March 31, 2023	As at and for the period beginning July 28, 2021 till March 31, 2022
Equity share capital	42,852.82	19,186.72	19,186.72
Total Equity	64,431.28	62,066.70	40,266.16
Net Worth[1]	64,431.28	62,066.70	40,266.16
Revenue from operations	47,535.57	42,184.08	9,234.07
Restated profit/ (loss) for the year / period	2,282.66	1,435.72	(46.71)
Restated earnings/ (loss) per Equity Share (par value ₹ 10 per share) for the year/ period			
- Basic	0.53	0.33	(0.05)
- Diluted	0.53	0.33	(0.05)
NAV per equity share[2] (in ₹)	15.03	14.48	9.39
Current liabilities - Financial liabilities - borrowings (A)	2,688.18	242.44	550.13
Non-current liabilities - Financial liabilities - borrowings (B)	16,647.00	23,236.98	41,842.19
Total borrowings[3] (A+B)	19,335.18	23,479.42	42,392.32

Notes:
1. Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account after deducting the aggregate value of the accumulated losses, debit or credit balance of Common control adjustment deficit account and miscellaneous expenditure not written off but excludes share application money pending allotment, ESOP outstanding reserve and fair value change account, each as applicable for the Company on a restated basis.

2. NAV per equity share - Total equity attributable to shareholders divided by number of equity shares outstanding as on respective year/period end and includes 515,525,269 and 1,851,085,160 shares issued by the Company on March 26, 2024 and March 28, 2024, respectively, as consideration for the acquisitions of Sagility Philippines B. V (along with its branch in Philippines) and Sagility (US) Holdings Inc (along with its downstream subsidiaries) which have been considered to be outstanding from January 6, 2022 For further details, see "History and Certain Corporate Matters- Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations or any revaluation of assets, since its incorporation" on page 176.
3. Total borrowings means total of current and non-current borrowings.

For further details, see "*Financial Information – Restated Consolidated Financial Information"* on page 218

Qualifications by the Statutory Auditors which have not been given effect to in the Restated Consolidated Financial Information

There are no qualifications by the Statutory Auditors which have not been given effect to in the Restated Consolidated Financial Information, except where there were no adjustments required and have been disclosed in the Restated Consolidated Financial Information.

Summary of Outstanding Litigation

A summary of outstanding litigation proceedings involving our Company, Subsidiaries, Directors and Promoters, as of the date of this Draft Red Herring Prospectus, as also disclosed in "*Outstanding Litigation and Material Developments*" on page 261, in terms of the SEBI ICDR Regulations and the materiality policy adopted by our Board pursuant to a resolution dated June 24, 2024, is provided below:

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by SEBI or Stock Exchanges against our Promoters	Material civil litigations	Aggregate amount involved* (₹ in million)
Company						
By the Company	Nil	2	Nil	Nil	Nil	15.51
Against the Company	Nil	2	Nil	Nil	Nil	2.75
Directors						
By the Directors	Nil	Nil	Nil	Nil	Nil	Nil
Against the Directors	Nil	Nil	1	Nil	Nil	Nil
Promoters						
By the Promoters	Nil	Nil	Nil	Nil	Nil	Nil
Against the Promoters	Nil	Nil	Nil	Nil	Nil	Nil
Subsidiaries						
By the Subsidiaries	Nil	Nil	Nil	Nil	Nil	Nil
Against the Subsidiaries	Nil	15	Nil	Nil	4	9849.44^

**To the extent quantifiable.*
^In relation to proceedings initiated by Synergy Global Outsourcing LLC ("Synergy") against our subsidiary, Sagility LLC, it has calculated two potential damages based on alternative approaches and such amounts are US$ 115.90 and US$ 53.25. The number above reflects US$ 115.90 million claim converted to INR 9,663.33 million using closing exchange rate as on March 31, 2024.

Our Group Company is currently not a party to any pending litigations which would have a material impact on our Company.

For further details, see "*Outstanding Litigation and Material Developments*" on page 261.

Risk Factors

For details of the risks applicable to us, see "*Risk Factors*" on page 32.

Summary of Contingent Liabilities

There are no contingent liabilities as on March 31,2024 as per Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets, derived from the Restated Consolidated Financial Information:

For further details of our contingent liabilities, see "*Restated Consolidated Financial Information – Note 41- Contingent Liabilities"* on page 218.

Summary of Related Party Transactions

The details of related party transactions entered into by our Company for the financial years ended March 31, 2024, March 31,2023 and for the period beginning July 28,2021 till March 31, 2022, as per Ind AS 24 **–** Related Party Disclosures, derived from Restated Consolidated Financial Information, read with SEBI ICDR Regulations are as set out in the table below:

Details of related party transactions before elimination:

(₹ in million)

Nature of Transaction	**Name of the related party**	**For the year ended March 31, 2024**	**% of revenue from operations for Fiscal Year ended March 31, 2024**	**For the year ended March 31, 2023**	**% of revenue from operations for Fiscal Year ended March 31, 2023**	**For the period beginning July 28, 2021 till March 31, 2022**	**% of revenue from operations for the period beginning July 28, 2021 till March 31, 2022**
(i) Sagility India Limited							
Investment in subsidiaries	Sagility (US) Holdings Inc	52,388.86	110.21%	-	-	-	-
Investment in subsidiaries	Sagility Philippines B.V (formerly Betaine (PH) B.V.)	14,590.24	30.69%	-	-	-	-
Revenue from rendering of services	Sagility LLC	12,868.24	27.07%	11,943.58	28.31%	2,374.34	25.71%
Revenue from rendering of services	Sagility Provider Solutions LLC	2,205.71	4.64%	2,127.87	5.04%	437.90	4.74%
Recharge of corporate support cost	Sagility LLC	39.14	0.08%	12.78	0.03%	-	-
Recharge of corporate support cost	Sagility Philippines B.V. - Philippines Branch	5.51	0.01%	8.71	0.02%	-	-
Recharge of corporate support cost	Sagility (Jamaica) Limited	13.26	0.03%	8.61	0.02%	1.92	0.02%
Expenses incurred by related party	Sagility Philippines B.V. - Philippines Branch	15.35	0.03%	32.93	0.08%	1.95	0.02%
Expenses incurred by related party	Sagility LLC	-	-	-	-	3.97	0.04%
(ii) Sagility Care Management LLC							
Equity share capital issued	Sagility (US) Inc.	-	-	-	-	2,991.45	32.40%

Nature of Transaction	Name of the related party	For the year ended March 31, 2024	% of revenue from operations for Fiscal Year ended March 31, 2024	For the year ended March 31, 2023	% of revenue from operations for Fiscal Year ended March 31, 2023	For the period beginning July 28, 2021 till March 31, 2022	% of revenue from operations for the period beginning July 28, 2021 till March 31, 2022
Change in equity interest	Sagility Operations Inc.	-	-	2,991.45	7.09%	-	-
(iii) Sagility (Jamaica) Limited							
Equity share capital issued	Sagility (US) Inc.					6,521.06	70.62%
Revenue from rendering of services	Sagility LLC	5,175.27	10.89%	4,318.28	10.24%	925.99	10.03%
Recharge of corporate support cost	Sagility LLC	27.99	0.06%	-	-	-	-
Expenses incurred by related party	Sagility India Limited	13.26	0.03%	8.61	0.02%	1.92	0.02%
(iv) Sagility Provider Solutions LLC							
Sub-contracting expenses	Sagility India Limited	2,209.89	4.65%	2,144.52	5.08%	437.90	4.74%
Sub-contracting expenses	Sagility Philippines B.V. - Philippines Branch	1,182.90	2.49%	807.23	1.91%	137.561	1.49%
(v) Sagility Technologies LLC							
Revenue from rendering of services	Sagility LLC	43.26	0.09%	34.57	0.08%	13.47	0.15%
(vi) Sagility LLC							
Expenses incurred by related party	Sagility India Limited	39.14	0.08%	12.78	0.03%	-	-
Expenses incurred by related party	Sagility (Jamaica) Limited	27.99	0.06%	-	-	-	-
Expenses incurred by related party	Sagility Philippines B.V. - Philippines Branch	46.71	0.10%	4.36	0.01%	-	-
Sub-contracting expenses	Sagility India Limited	12,891.21	27.12%	12,069.75	28.61%	2,374.34	25.71%
Sub-contracting expenses	Sagility (Jamaica) Limited	5,176.89	10.89%	4,267.36	10.12%	917.43	9.94%
Sub-contracting expenses	Sagility Technologies LLC	43.26	0.09%	34.57	0.08%	13.47	0.15%
Sub-contracting expenses	Sagility Philippines B.V. - Philippines Branch	12,675.90	26.67%	10,516.68	24.93%	2,036.39	22.05%
Sub-contracting expenses	Sagility (Colombia) SAS	411.64	0.87%	108.73	0.26%	-	-
(vii) Sagility Operations Inc.							

Nature of Transaction	Name of the related party	For the year ended March 31, 2024	% of revenue from operations for Fiscal Year ended March 31, 2024	For the year ended March 31, 2023	% of revenue from operations for Fiscal Year ended March 31, 2023	For the period beginning July 28, 2021 till March 31, 2022	% of revenue from operations for the period beginning July 28, 2021 till March 31, 2022
Equity share capital issued	Sagility (US) Inc.	-	-	-	-	30,834.97	333.93%
Interest Income	Sagility (Colombia) SAS	9.06	0.02%	-	-	-	-
Loan to related party	Sagility (US) Inc.	4.17	0.01%	3,025.93	7.17%	-	-
Investment in subsidiary	Sagility (US) Inc.	-	-	2,991.45	7.09%	-	-
(viii) Sagility Philippines B.V. – Philippines Branch							
Revenue from rendering of services	Sagility Provider Solutions LLC	1,182.90	2.49%	792.14	1.88%	145.79	1.58%
Revenue from rendering of services	Sagility LLC	12,676.19	26.67%	10,364.46	24.57%	2,075.90	22.48%
Recharge of corporate support cost	Sagility LLC	46.71	0.10%	4.36	0.01%	-	-
Recharge of corporate support cost	Sagility India Limited	15.35	0.03%	32.93	0.08%	1.95	0.02%
Expenses incurred by related party	Sagility India Limited	5.51	0.01%	8.71	0.02%	-	-
(x) Sagility (US) Holdings Inc.							
Investment in subsidiary	Sagility (US) Inc.	-	-	17,961.47	42.58%	12,162.42	131.71%
(xi) Sagility (US) Inc.							
Equity share capital issued	Sagility (US) Holdings Inc.	-	-	-	-	0.01	0.00%
Share premium	Sagility (US) Holdings Inc	-	-	17,961.47	42.58%	12,162.41	131.71%
Investment in subsidiary	Sagility Care Management LLC	-	-	-	-	2,991.45	32.40%
Investment in subsidiary	Sagility (Jamaica) Limited	-	-	-	-	6,521.06	70.62%
Investment in subsidiary	Sagility Operations Inc.	-	-	-	-	30,834.97	333.93%
Investment in subsidiary	Sagility (Colombia) S.A.S	220.38	0.46%	0.06	0.00%	-	-
Loan from related party	Sagility Operations Inc.	4.17	0.01%	3,025.93	7.17%	-	-
Transfer of equity interest	Sagility Operations Inc	-	-	2,991.45	7.09%		
(xii) Sagility (Colombia) S.A.S							
Equity share capital issued	Sagility (US) Inc.	220.38	0.46%	0.06	0.00%	-	-

Nature of Transaction	Name of the related party	For the year ended March 31, 2024	% of revenue from operations for Fiscal Year ended March 31, 2024	For the year ended March 31, 2023	% of revenue from operations for Fiscal Year ended March 31, 2023	For the period beginning July 28, 2021 till March 31, 2022	% of revenue from operations for the period beginning July 28, 2021 till March 31, 2022
Revenue from rendering of services	Sagility LLC	413.35	0.87%	110.17	0.26%	-	-
Interest expense on Borrowings	Sagility Operations Inc.	9.06	0.02%	-	-	-	-

Details of related party transactions after elimination:

(₹ in million)

Nature of Transaction	Name of the related party	For the year ended March 31, 2024	% of revenue from operations for Fiscal Year ended March 31, 2024	For the year ended March 31,2023	% of revenue from operations for Fiscal Year ended March 31, 2023	For the period beginning July 28, 2021 till March 31, 2022	% of revenue from operations for the period beginning July 28, 2021 till March 31, 2022
Interest expense on borrowings	Sagility B.V.	1,439.14	3.03%	1,763.22	4.18%	561.07	6.08%
Non-convertible bonds issued during the period	Sagility B.V.	-	-	-	-	13,000.00	140.78%
Promissory notes issued during the period	Sagility B.V.	-	-			28,842.19	312.35%
Equity shares issued and paid-up during the period for cash consideration	Sagility B.V.	-	-	-		19,186.72	207.78%
Equity shares issued and paid-up during the period for other than cash consideration	Sagility B.V.	23,666.10	49.79%	-	-	-	-
Securities premium received during the period for other than cash consideration	Sagility B.V.	43,312.99	91.12%	-	-	-	-
Conversion of promissory notes into equity	Sagility B.V.	-	-	17,961.47	42.58%	-	-
Repayment of Non-convertible bonds	Sagility B.V.	2,490.00	5.24%	-	-	-	-
Repayment of Promissory notes in cash	Sagility B.V.	1,609.98	3.39%	2,034.94	4.82%	-	-

Nature of Transaction	Name of the related party	For the year ended March 31, 2024	% of revenue from operations for Fiscal Year ended March 31, 2024	For the year ended March 31,2023	% of revenue from operations for Fiscal Year ended March 31, 2023	For the period beginning July 28, 2021 till March 31, 2022	% of revenue from operations for the period beginning July 28, 2021 till March 31, 2022
Reimbursement of transaction fees incurred on behalf of the Group	Baring Private Equity Asia Group Limited	-	-	-	-	903.59	9.79%
Reimbursement of other expenses incurred by the Group on behalf of a related party	Sagility B.V.	44.39	0.09%	-	-	-	-
Reimbursement of other expenses incurred by the Group on behalf of a related party	Sagility Parent B.V.	60.44	0.13%	-	-	-	-
Remuneration to Key managerial personnel		144.79	0.30%	116.72	0.28%	17.33	0.19%
Contribution to plan assets	Sagility Employees Gratuity Trust	0.01	0.00%	40.00	0.09%	70.00	0.76%
Premium payment towards the policy	Sagility Employees Gratuity Trust	6.38	0.01%	5.69	0.01%	3.73	0.04%
Reimbursement received from the Trust towards settlement of post employee benefits	Sagility Employees Gratuity Trust	39.79	0.08%	45.10	0.11%	-	-

For details of the related party transactions, see "*Financial Information – Restated Consolidated Financial Information – Note 36- Related Party Disclosures*" on page 218.

Financing Arrangements

Our Promoters, members of our Promoter Group, Directors of our Promoter, our Directors and their relatives have not financed the purchase by any person of securities of our Company during the period of six months immediately preceding the date of this Draft Red Herring Prospectus.

Weighted average price at which the specified securities were acquired by our Promoters, including the Promoter Selling Shareholder, in the one year preceding the date of this Draft Red Herring Prospectus

The weighted average price at which the Equity Shares were acquired by the Promoters, including the Promoter Selling Shareholder, in the last one year preceding the date of this Draft Red Herring Prospectus is as follows

Name of the Promoter	Number of Equity Shares acquired in last one year	Weighted average price of acquisition per Equity Share (in ₹)*
Sagility B.V.^#	2,760,602,347	28.30
Sagility Holdings B.V.	Nil	N.A

**As certified by Agarwal Jain & Gupta, Chartered Accountants, pursuant to their certificate dated June 26, 2024*
^Also Promoter Selling Shareholder
 # Five Equity Shares are held by Siby Joy, Anand Natampalli, Krithika Srivats, Srikanth Laksminarayan and Benedict Richard as the registered holders on behalf of Sagility B.V., who are the beneficial owners of these Equity Shares and one Equity Share is being held by Sivarama Rambhatla as the nominee of Sagility Philippines B.V. who held share as a nominee of Sagility B.V.

Average cost of acquisition of Equity Shares for our Promoters and the Promoter Selling Shareholder

The average cost of acquisition of Equity Shares for our Promoters, including the Promoter Selling Shareholder, as at the date of this Draft Red Herring Prospectus is as set out below:

Name of Promoters	Number of Equity Shares held	Average cost of acquisition per Equity Share (₹)*
Sagility B.V.^	4,681,328,413 #	20.79
Sagility Holdings B.V.	Nil	N.A

**As certified by Agarwal Jain & Gupta, Chartered Accountants, pursuant to their certificate dated June 26, 2024*
^Also Promoter Selling Shareholder
 # Five Equity Shares are held by Siby Joy, Anand Natampalli, Krithika Srivats, Srikanth Laksminarayan, and Benedict Richard as the registered holders on behalf of Sagility B.V., who are the beneficial owners of these Equity Shares and one Equity Share is being held by Sivarama Rambhatla as the nominee of Sagility Philippines B.V. who held share as a nominee of Sagility B.V.

Details of price at which Equity Shares were acquired by our Promoters, the members of the Promoter Group, the Promoter Selling Shareholder and Shareholders with other rights, in the last three years preceding the date of this Draft Red Herring Prospectus

Except as stated below, there have been no Equity Shares that were acquired in the last three years preceding the date of this Draft Red Herring Prospectus, by our Promoters, members of the Promoter Group, the Promoter Selling Shareholder and the Shareholders with other rights in our Company. The details of the prices at which these acquisitions were undertaken are stated below:

Name of Acquirer/shareholder	Category of Acquirer/shareholder	Date of Acquisition	Number of Equity Shares acquired	Face value (₹)	Acquisition price per Equity Share (in ₹)	Nature of Transaction
Sagility B.V.*	Promoter	September 6, 2021	200	10	10	Transfer of Equity Shares
		January 6, 2022	1,920,725,866	10	10	Rights Issue
		March 26, 2024	515,525,269	10	28.30	Private Placement pursuant to share swap in connection with acquisition of shares in our Subsidiary, Sagility Philippines B. V.
		March 28, 2024	1,851,085,160	10	28.30	Private Placement pursuant to share swap in connection with

Name of Acquirer/shareholder	Category of Acquirer/shareholder	Date of Acquisition	Number of Equity Shares acquired	Face value (₹)	Acquisition price per Equity Share (in ₹)	Nature of Transaction
						acquisition of shares in our Subsidiary, Sagility (US) Holdings Inc.
		May 31, 2024	393,991,918	10	28.30	Private Placement in connection with acquisition of shares of common stock in Sagility (US) Holdings Inc. from our Promoter, Sagility B.V., for a share swap of Equity Shares in our Company

** Also Promoter Selling Shareholder*
^As certified by Agarwal Jain & Gupta, Chartered Accountants, pursuant to their certificate dated June 26, 2024

Details of weighted average cost of acquisition of all Equity Shares transacted in the last three years, 18 months and one year preceding the date of this Draft Red Herring Prospectus

Period	Weighted average cost of acquisition (WACA) (in ₹)*	Lower End of the Price Band is 'X' times the WACA^	Upper End of the Price Band is 'X' times the WACA^	Range of acquisition price Lowest Price - Highest Price (in ₹)*
Last three years	20.79	[●]	[●]	[●]– [●]
Last 18 months	28.30	[●]	[●]	[●]– [●]
Last one year	28.30	[●]	[●]	[●]– [●]

** As certified by Agarwal Jain & Gupta, Chartered Accountants, pursuant to their certificate dated June 26, 2024.*
^To be updated in the Prospectus.

Details of pre-IPO Placement

Our Company is not contemplating a pre-IPO placement.

Issue of equity shares for consideration other than cash or bonus issue in the last one year

Except as disclosed below our Company has not issued any Equity Shares for consideration other than cash:

Date of allotment	Number of Equity Shares allotted	Details of allottees	Face value (₹)	Offer price per Equity Share (₹)	Total consideration	Reason/ Nature of allotment	Benefits accrued
March 26, 2024	515,525,269	Allotment of 515,525,269 Equity Shares	10	28.30	Allotment of 515,525,269 Equity Shares	Private Placement	Pursuant to a share purchase agreement dated March 26,

Date of allotment	Number of Equity Shares allotted	Details of allottees	Face value (₹)	Offer price per Equity Share (₹)	Total consideration	Reason/ Nature of allotment	Benefits accrued
		to Sagility B.V.			to Sagility B.V. at ₹ 28.30 per Equity Share totalling to ₹ 14,590.24 million in the swap ratio of 515.52 Equity Shares of face value of ₹ 10 each of our Company for every share of Sagility Philippines B. V.		2024, entered into between our Promoter, Sagility B.V., and our Company, our Company acquired 100% shareholding of Sagility Philippines B. V (along with its branch in Philippines). *For further details of the acquisition of Sagility Philippines B.V., see "History and Certain Corporate Matters" on page 174.*
March 28, 2024	1,851,085,160	Allotment of 1,851,085,160 Equity Shares to Sagility B.V.	10	28.30	Allotment of 1,851,085,160 Equity Shares to Sagility B.V. at ₹ 28.30 per Equity Share totalling to ₹ 52,388.86 million in the swap ratio of 7,991.75 equity shares of face value of ₹ 10 each of our Company for every share of Sagility (US) Holdings Inc.	Private Placement	Pursuant to a share purchase agreement dated March 27, 2024 entered into between our Promoter, Sagility B.V., and our Company, our Company acquired 100% shareholding of Sagility (US) Holdings Inc (along with its downstream subsidiaries). *For further details of the Acquisition of Sagility (US) Holdings Inc., see "History and Certain Corporate Matters" on page 174.*
May 31, 2024	393,991,918	Allotment of 393,991,918 Equity Shares to Sagility B.V.	10	28.30	Allotment of 393,991,918 Equity Shares to Sagility B.V. at ₹ 28.30 per Equity Share for a swap of 49,299.85 shares of common stock in Sagility (US) Holdings Inc. from our Promoter, Sagility B.V.	Private Placement	Pursuant to a share purchase agreement dated May 31, 2024, 2024 entered into between our Promoter, Sagility B.V., and our Company, our Company acquired 49,299.85 shares of common stock in Sagility (US) Holdings Inc. from our Promoter, Sagility B.V., for a share swap of 393,991,918 Equity Shares in our

Date of allotment	Number of Equity Shares allotted	Details of allottees	Face value (₹)	Offer price per Equity Share (₹)	Total consideration	Reason/ Nature of allotment	Benefits accrued
							Company. *For further details of the Acquisition of Sagility (US) Holdings Inc., see "History and Certain Corporate Matters" on page 174.*

Split / Consolidation of Equity Shares in the last one year

Our Company has not undertaken a split or consolidation of the equity shares in the one year preceding the date of this Draft Red Herring Prospectus.

Exemption from complying with any provisions of SEBI ICDR Regulations, if any, granted by SEBI

Our Company has not made any application under Regulation 300(2) of the SEBI ICDR Regulations for seeking exemption from strict compliance with any provisions of securities laws, as on the date of this Draft Red Herring Prospectus.

SECTION II – RISK FACTORS

Any investment in equity securities involves a high degree of risk. You should carefully consider all of the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. To obtain a more complete understanding of our business and operations, you should read this section together with section titled "Our Business", "Industry Overview", "Key Regulations and Policies", "Restated Consolidated Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on pages 142, 120, 169, 218 and 223 respectively, as well as the other financial and statistical information contained in this Draft Red Herring Prospectus.

Any of the following risks, as well as the other risks and uncertainties discussed in this Draft Red Herring Prospectus, could have an adverse effect on our business, financial condition, results of operations and prospects and could cause the trading price of our Equity Shares to decline, which could result in the loss of all or a part of your investment. In making an investment decision with respect to this Offer, you must rely on your own examination of our Company and our Subsidiaries, our business, and the terms of this Offer, including the merits and risks involved and you should consult your tax, financial and legal advisors about the particular consequences to you of an investment in the Equity Shares. Additional risks and uncertainties not known to us or that we currently believe to be immaterial may also have an adverse effect on our business, results of operations, financial condition and prospects. If any or a combination of the following risks actually occur, or if any of the risks that are currently not known or deemed to be not relevant or material now actually occur or become material in the future, our business, cash flows, prospects, financial condition and results of operations could suffer, the trading price of our Equity Shares could decline, and you may lose all or part of your investment.

Our actual results could differ materially from those anticipated in the forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Red Herring Prospectus. For details, see "Forward-Looking Statements" beginning on page 18. Unless the context otherwise requires, in this section, references to "we", "us" or "our" are to our Company and our Subsidiaries on a consolidated basis.

*Unless otherwise indicated, industry and market data contained in this section is derived from the report dated June 18, 2024 titled Everest Group's Healthcare Industry Overview (the "**Everest Report**") prepared by Everest Business Advisory India Private Limited, which has been exclusively commissioned and paid for by our Company in connection with the Offer pursuant to an engagement letter dated April 9, 2024. A copy of the Everest Report is available on the website of our Company at https://sagilityhealth.com/investor-relations/. Unless otherwise indicated, all financial, operational, industry and other related information derived from the Everest Report and included herein with respect to any particular year, refers to such information for the relevant Financial Year. The information included in this section includes excerpts from the Everest Report and may have been re-ordered by us for the purposes of presentation.*

*Our Financial Year commences on April 1 and ends on March 31 of the subsequent year, and references to a particular Financial Year are to the 12 months ended March 31 of that year. Our Company was incorporated on July 28, 2021 and acquired the healthcare services business (the "**Business**") of our predecessor company ("**Predecessor Company**") on January 6, 2022, which is when our Company started commercial operations. Accordingly, all financial information for the Financial Year 2022 relates to the period from January 6, 2022 until March 31, 2022.*

The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are certain risk factors where the effect is not quantifiable and hence has not been disclosed in such risk factors. You should not invest in this Offer unless you are prepared to accept the risk of losing all or part of your investment.

Unless otherwise stated or the context otherwise requires, the financial information used in this section is derived from our Restated Consolidated Financial Information. For further details, see "Restated Consolidated Financial Information" beginning on page 218.

INTERNAL RISKS

Risks Relating to Our Business

1. ***The healthcare services industry is highly competitive and if we are unable to compete effectively, it may adversely affect our business, financial condition and results of operations.***

The healthcare services industry is highly competitive. If we do not compete successfully, our business will suffer. Increased competition may lead to pricing pressures and other adverse impacts, such as acceptance of less favorable contract terms, that could adversely affect our operating results. Further, our competitors may enter into exclusive arrangements with our existing or potential clients, which could reduce our business growth and revenues.

Our future growth and success will depend on our ability to successfully compete with other companies that provide similar services in the same markets, some of which may have financial, marketing, technical and other advantages. Large technology companies with substantial resources and technical expertise could also further expand in healthcare services market where we operate and compete with us. If one or more of our competitors or potential competitors were to merge or partner with another of our competitors, or if a new entrant emerged with substantial resources, the change in the competitive landscape could adversely affect our ability to compete effectively. We compete on the basis of various factors, including breadth and depth of services offered, reputation, reliability, quality, innovation, price and industry expertise and experience. A change in any of the above may result in lower demand for our services, which could adversely affect our business, results of operations and financial condition.

If our services are not perceived as competitively differentiated, we could lose clients and market share, be compelled to reduce our prices, or lose qualified employees, which could adversely affect our business, results of operations and financial condition.

2. ***Our business is solely focused on the U.S. healthcare industry and may be adversely affected by factors affecting the U.S. healthcare industry, including a decline in the growth of the U.S. healthcare industry, reduction in outsourcing and other trends.***

All of our revenues are earned from clients operating in the U.S. healthcare industry. The demand for our services and, in turn, our revenues, depend on, among other things, the pace of growth of the U.S. healthcare industry and trends in the U.S. healthcare industry, including outsourcing trends relating to the services that we provide. Accordingly, economic factors and industry trends that affect Payers and Providers affect our business. For, example, due to economic recessions, government healthcare spending may face constraints as tax revenues decline, prompting the reallocation of resources (*Source: Everest Report*). As a result, healthcare being a significant contributor to the US GDP may face budgetary pressure; and further, healthcare providers may experience reduced demand for non-urgent services due to financial strain on members who lose employment coverage, resulting in deferred treatments, and loss of revenue, thus, impacting the growth of healthcare (*Source: Everest Report*). Any such reduction in the demand for health services or a reduction in enrollment in health insurance plans will affect our clients' demand for our services or the prices our clients are willing to pay for our services.

We may also be affected by changes to regulations affecting the U.S. healthcare industry. For example, we benefit from evolving regulatory changes in the U.S. healthcare market which compel health enterprises to enhance their capabilities to remain compliant with regulations. For instance, various states conduct annual Medicaid eligibility reviews, necessitating assistance with a variety of processes such as outreach, member engagement and eligibility verification (*Source: Everest Report*). If such reviews are not required, it may result in a loss of business to us. We are also affected by outsourcing trends in the healthcare industry, which are driven by various factors including availability of in-house talent and ability of outsourcing providers to reduce costs. Changes to outsourcing trends may result in one or more of our clients changing the scope of their engagements with us.

3. ***Our business could be adversely affected if we cannot keep pace with technological changes, sufficiently invest and successfully yield the intended results from our investments in technology, in case of any errors or system disruptions in our technology tools and platforms, or if our services are rendered obsolete by technological developments.***

Our success depends on our ability to keep pace with rapid technological changes, including in the area of generative artificial intelligence ("**Gen AI**"), digital transformation, advanced analytics and robotic process automation. Our business is reliant on a variety of technologies, including proprietary tools and platforms that we have developed. See "*Our Business — Description of Our Business – Technology*" on page 163.

There is a risk that we may not sufficiently invest in technology or at sufficient speed and scale, or evolve our business with the right technological investments, to adapt to changes in our market. Even if we are able to make such investments, having to consistently invest in technology may impact our margins. Set forth below are our software subscription charges for Financial Years 2024 and 2023 and the period beginning July 28, 2021 until March 31, 2022:

Particulars	For the Financial Year				For the period July 28, 2021 – March 31, 2022	
	2024		2023			
	Amount *(in ₹ million)*	As a percentage of Revenue from Operations *(%)*	Amount *(in ₹ million)*	As a percentage of Revenue from Operations *(%)*	Amount *(in ₹ million)*	As a percentage of Revenue from Operations *(%)*
Software subscription charges	1,313.84	2.76%	1,276.46	3.03%	162.22	1.76%

**Our Company was incorporated on July 28, 2021; however, we acquired the healthcare services business of our Predecessor Company on January 6, 2022, which is when our Company started commercial operations. Accordingly, all financial information for the Financial Year 2022 relates to the period from January 6, 2022 until March 31, 2022.*

We intend to continue to develop and enhance our tools and platforms, which might require the acquisition of equipment and software and the development, either internally or through independent consultants, of new proprietary software. We also intend to grow our technology portfolio inorganically through business combinations. New systems, infrastructure and technologies may not perform satisfactorily, or be used effectively, and we may also fail to adapt our platforms to reflect our increased size and scale, user requirements or emerging trends and industry standards.

Our technology tools and platforms may also be subject to system disruptions. Any issues impairing the functionality and effectiveness of our tools and platforms could result in slower response time and impaired user experiences. As software-based services can be technologically complex, our tools and platforms could contain defects or errors that may remain undetected despite our testing. Further, we are exposed to risks of hacking, piracy and general failure of IT systems. Unanticipated system failures, computer viruses, hacker attacks or other security breaches could affect the quality of our services and cause service interruptions. See also *"— If our information security measures are compromised, damaged or interrupted by cyber incidents, breaches, or other security problems, our business, reputation and financial condition could be adversely affected"* on page 43. Any errors or vulnerabilities discovered in our code, system failures or security breaches could result in negative publicity, penalties under our agreements with customers, a loss of clients or loss of revenue, legal proceedings, and access or other performance issues, any of which could adversely affect our business, results of operations and financial condition. Additionally, our growing use of AI tools, including GenAI, may introduce biases that could impact the quality of our products and lead to legal liability and reputational harm. While we have not faced any such instances during the Financial Years 2024 and 2023 and the period beginning July 28, 2021 until March 31, 2022, we cannot assure you that such instances will not occur in the future.

Further, as these technologies evolve, some of the services and tasks performed by our employees may be replaced by automation and AI technologies and some of our services may be rendered non-competitive or obsolete, thereby adversely affecting our business, results of operations and financial condition.

4. *If we are unable to manage our employee expenses and resource utilization or fail to manage attrition and attract and retain skilled professionals, it may adversely affect our business, financial condition and results of operations.*

We incur employee benefits expenses, including salaries, bonus and allowances, contribution to provident and other funds, defined benefit plan expenses, share based payment awards, and staff welfare expenses, among others. Set forth below are our employee benefits expenses for the Financial Years 2024 and 2023 and the period beginning July 28, 2021 until March 31, 2022:

Particulars	For the Financial Year				For the period July 28, 2021 – March 31, 2022*	
	2024		2023			
	Amount *(in ₹ million)*	As a percentage of Revenue from Operations *(%)*	Amount *(in ₹ million)*	As a percentage of Revenue from Operations *(%)*	Amount *(in ₹ million)*	As a percentage of Revenue from Operations *(%)*
Employee benefits expenses	29,376.44	61.80%	24,942.01	59.13%	5,057.13	54.77%

**Our Company was incorporated on July 28, 2021; however, our Company's business was acquired on January 6, 2022, which is when our Company started commercial operations. Accordingly, all financial information for the Financial Year 2022 relates to the period from January 6, 2022 until March 31, 2022.*

Our salaries and wages may increase in the future due to various factors, including ordinary course pay increases, inflation, a rise in minimum wage levels, enhancement in social security measures, competition for talent or through changes in regulations in the jurisdictions from where we deliver our services (i.e., India, the Philippines, Colombia, Jamaica, and the U.S.). For example, in the Philippines, there were two wage orders in 2023 increasing the minimum wages in the National Capital Region (Metro Manila) and Iloilo city. The wages that we pay to our employees in the Philippines were unaffected by these wage orders since we were paying our employees higher than minimum wages. Similarly, such an increase may arise in India on the implementation by the Government of India of its labour codes, namely (i) the Code on Wages, 2019; (ii) the Code on Social Security, 2020; (iii) the Occupational Safety, Health and Working Conditions Code, 2020; and (iv) the Industrial Relations Code, 2020, each as amended from time to time. Our results of operations may be adversely affected if we are unable to pass on such increases in expenses to our clients on a concurrent basis or to charge higher prices when justified by market demand.

Unless we can maintain appropriate resource utilization levels and continue to increase the efficiency and productivity of our employees, the increase in employee benefits expense in the long term may reduce our profits and affect our ability to compete in the healthcare services industry, which in turn could adversely affect our business, results of operations and financial condition.

Further, our business depends upon our ability to attract, develop, motivate, retain and effectively utilize skilled professionals. We believe that there is significant competition in our industry for such professionals who possess the technical and domain skills and the experience necessary to deliver our services, and that such competition is likely to continue for the foreseeable future. We seek to hire and train a significant number of additional professionals each year in order to meet anticipated turnover and increased staffing needs. Our ability to properly staff engagements, to maintain and renew existing engagements and to win new engagements depends, in large part, on our ability to hire and retain qualified personnel. The following table sets forth our voluntary attrition rates for our full-time employees for the periods indicated.

Particulars	For the Financial Year		For the period July 28, 2021 – March 31, 2022
	2024	2023	
Voluntary attrition rate (considering employees who were employees for more than 90 days) *(%)*	25.28%	26.55%	31.78%*
Number of employees who resigned during the period (considering employees who were employees for more than 90 days)	8,621	8,522	2,434

**on an annualized basis*

High attrition rates of qualified personnel could have an adverse effect on our ability to expand our business, as well as cause us to incur greater personnel expenses and training costs, which, in turn, could affect our margins. In case of high attrition rates, we may incur greater recruitment charges towards agencies whom we use for identifying and recruiting personnel. Set forth below are our recruitment expenses for the Financial Years 2024 and 2023 and the period beginning July 28, 2021 until March 31, 2022:

Particulars	For the Financial Year				For the period July 28, 2021 – March 31, 2022*	
	2024		2023			
	Amount *(in ₹ million)*	As a percentage of Revenue from Operations *(%)*	Amount *(in ₹ million)*	As a percentage of Revenue from Operations *(%)*	Amount *(in ₹ million)*	As a percentage of Revenue from Operations *(%)*
Recruitment expenses	262.02	0.55%	229.38	0.54%	47.16	0.51%

**Our Company was incorporated on July 28, 2021; however, we acquired the healthcare services business of our Predecessor Company on January 6, 2022, which is when our Company started commercial operations. Accordingly, all financial information for the Financial Year 2022 relates to the period from January 6, 2022 until March 31, 2022.*

We may not be able to recruit and train sufficient number of qualified personnel or be successful in retaining current or future employees. Increased hiring by our competitors and other businesses may lead to a shortage in the availability of qualified personnel in the locations where we operate and hire. Failure to hire and train or retain qualified personnel in sufficient numbers could adversely affect our business, results of operations and financial condition. Further, due to a widespread employee base, we have been subject to employment claims from certain employees from time-to-time. For details, see "*Outstanding Litigation and Material Developments"* on page 261. While these claims have not had a material impact on our business, results of operations and financial condition, we cannot assure you that any future claims by employees will not adversely affect us.

5. *If we fail to deliver services in accordance with contractual requirements, we could be subject to significant costs or liability and our business, reputation and results of operations could be adversely affected.*

We contract with Payers to deliver a variety of services which involves complex processes and adherence to several contractual requirements and service level agreements ("**SLAs**"). For example, we are required to meet financial accuracy targets and turnaround times when finalizing insurance claims. If we fail to meet these service standards, we are typically subject to penalties under our SOWs, which could adversely affect our business, results of operations and financial condition. During the Financial years 2024, 2023 and period beginning July 28, 2021 until March 31, 2022, we have recorded a compliance (meeting or exceeding the level of service expected) with 95.34%, 93.23% and 94.44% of our SLAs across our clients.

Further, clients are typically permitted under our MSAs with them to seek indemnity claims for various matters, including: (i) failure to comply with applicable laws; (ii) breach of any covenants, representations or warranties under the MSAs; (iii) negligence in the provision of services; (iv) failure to adhere to our client's security systems processes. Under our contracts with our clients, we are also responsible for any obligations to be performed by any sub-contractors that we may engage. While we have not been required to compensate our customers for any indemnity claims during the Financial Years 2024 and 2023 and the period beginning July 28, 2021 until March 31, 2022, if any of our customers bring indemnity claims against us in the future, it may adversely affect our business, reputation, and financial condition.

Further, our MSAs with clients contain a number of obligations that are not strictly related to the delivery of services. For example, some of our MSAs require us to maintain certain insurance policies throughout the term of such agreements. While there have not been any previous instances of non-compliance with these obligations during the Financial Years 2024 and 2023 and the period beginning July 28, 2021 until March 31, 2022, if we fail to comply with these obligations in the future, our clients may bring claims against us.

Further, in addition to seeking penalties or indemnity claims, a material breach an MSAs may also result in a loss of the client and termination of the MSA, which could adversely affect our business, reputation, financial condition and results of operations. See also "– *If our agreements with clients are terminated, our business, reputation and results of operations could be adversely affected"* on page 36.

6. *If our agreements with clients are terminated, our business, reputation and results of operations could be adversely affected.*

Our clients are permitted to terminate their MSAs with us for a variety of reasons including : (i) a material breach of an MSA which is not cured; (ii) if our services are found to be unacceptable, unsatisfactory or inadequate in quality as a result of our failure to meet any written requirements; (iii) if our licenses, permits or authorizations

are suspended such that our ability to deliver services is adversely affected; (iv) if our Company or our affiliates are convicted of any criminal charge in any jurisdiction where we deliver services; or (v) if we are debarred from participation in any government funded healthcare programs.

Further, our clients are typically entitled to terminate MSAs without cause with a notice period that generally ranges from 30 to 90 days. Our MSAs may be terminated by our clients or the SOWs may be reduced in scope for a variety of reasons beyond our control, including but not limited to change in control of the client, discontinuation of a business segment or award of business by the client to our competitors. For example, one of our former clients exited the individual and family healthcare plans business as a result of which our MSA for providing services in relation to these plans was terminated. For the Financial Years 2024 and 2023 and the period beginning July 28, 2021 until March 31, 2022 this client contributed to ₹22.54 million, ₹479.20 million and ₹73.55 million, respectively, of our revenues representing 0.05%, 1.14% and 0.80% of our revenue from operations. See also "*– Restructuring of our clients' business and operations could result in changes to our scope of work or a reduction in the number engagements, which may adversely affect our business, financial condition and results of operations*" on page 45. While this termination did not materially affect our revenues, termination of MSAs by any other customers in the future, may adversely affect our business, financial condition and results of operations.

Additionally, in the event of termination, we may not be able to recover fees for any services rendered prior to termination. Even if we are able to recover any fees, such fees may not be sufficient for us to recover expenditures and may accordingly be insufficient for us to maintain our margins.

7. *As a significant portion of our business is attributable to certain large client groups in the U.S., our business and profitability is dependent on our continuing relationships with such key clients.*

We have in the past derived a significant portion of our revenue from certain large clients groups (i.e., client entities together with their affiliates). While the share of our total revenues attributable to the 10 largest client groups has declined over the last three Financial Years, we believe that we will continue to derive a significant portion of our revenue from these client groups. The following table sets forth our revenues from operations from our three largest, five largest and 10 largest client groups by revenue, in absolute terms and as a percentage of our total revenue from operations, for the periods indicated.

Particulars**	**Financial Year**				**For the period July 28, 2021 – March 31, 2022***	
	2024		**2023**			
	(₹ in millions)	***% of Revenue from Operations***	***(₹ in millions)***	***% of Revenue from Operations***	***(₹ in millions)***	***% of Revenue from Operations***
Revenues from three largest client groups	32,476.84	68.32%	30,536.72	72.39%	7,031.58	76.15%
Revenues from five largest client groups	37,627.68	79.16%	33,981.79	80.56%	7,660.48	82.96%
Revenues from 10 largest client groups	43,451.78	91.41%	38,251.61	90.68%	8,490.73	91.95%

**Our Company was incorporated on July 28, 2021; however, we acquired the healthcare services business of our Predecessor Company on January 6, 2022, which is when our Company started commercial operations. Accordingly, all financial information for the Financial Year 2022 relates to the period from January 6, 2022 until March 31, 2022.*

***We are unable to disclose the names of individual customers since this information is commercially sensitive to our business.*

Any downsizing of the scale of our key clients' business or any deterioration of their financial conditions or prospects or any renegotiation of our contractual agreements may result in a reduction in their expenditure on the services we provide. Further, there are a number of factors outside of our control that might result in the loss of a client, including changes in strategic priorities resulting in them exiting certain business segments and markets, regulatory pressures, or a change in strategy by moving more work in-house or to our competitors. Our contracts with our customers are typically not on an exclusive basis. While we have not faced any instances of termination of relationships by our ten largest clients during the Financial Years 2024 and 2023 and the period beginning July 28, 2021 until March 31, 2022, any failure to retain our large clients could adversely affect our business, results of operations and financial condition. In February 2023, our largest client announced that it will be exiting the employer group commercial products business and accordingly, we expect that our volumes from providing services for this business segment will reduce over time. We cannot assure you that our ten largest clients will not terminate any other SOWs with us in the future, which may adversely affect our business, profits, financial condition and results of operations.

8. *There are outstanding legal proceedings involving our Company, Subsidiaries and Directors. Any adverse decision in such proceedings may adversely affect our business, financial condition, and results of operations.*

There are outstanding legal proceedings involving our Company, Subsidiaries and Directors. These legal proceedings are pending at different levels of adjudication before various courts and tribunals. The following table sets forth a summary of the litigation proceedings involving our Company, Subsidiaries, Promoter, Directors, and Group Company in accordance with the materiality policy adopted by our Board. For further details of such outstanding legal proceedings, see "*Outstanding Litigation and Material Developments*" beginning on page 261.

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Material Civil Litigations	Aggregate amount involved *(₹ in million, unless otherwise stated)**
Company					
By the Company	Nil	2	Nil	Nil	15.51
Against the Company	Nil	2	Nil	Nil	2.75
Subsidiaries					
By the Subsidiaries	Nil	Nil	Nil	Nil	Nil
Against the Subsidiaries	Nil	15	Nil	4	9849.44^
Promoter					
By the Promoter	Nil	Nil	Nil	Nil	Nil
Against the Promoter	Nil	Nil	Nil	Nil	Nil
Directors					
By the Directors	Nil	Nil	Nil	Nil	Nil
Against the Directors	Nil	Nil	1	Nil	Nil
Group Company					
By the Group Company	Nil	Nil	Nil	Nil	Nil
Against the Group Company	Nil	Nil	Nil	Nil	Nil

**To the extent quantifiable*

^ In relation to proceedings initiated by Synergy Global Outsourcing LLC against our subsidiary, Sagility LLC, potential damages have been calculated based on alternative approaches and such amounts are US$115.90 and US$53.25. The number above represents US$115.90 million converted to INR 9,663.33 million using the closing exchange rate as on March 31, 2024.

One of the outstanding litigation proceedings against our Subsidiaries is a claim by Synergy Global Outsourcing, LLC ("**Synergy**"), a company which was providing referral services to our predecessor company's subsidiary, Hinduja Global Solutions, Inc., ("**HGSI**"). Synergy brought a claim against HGSI, our Subsidiary, HGS Healthcare LLC (currently known as, "Sagility LLC") and others before the District Court 191st Judicial District in Dallas, Texas. Synergy has alleged that HGSI failed to pay commissions owed to Synergy and that HGSI was in breach of a broker agreement between Synergy and HGSI. Synergy has submitted an expert disclosure calculating damages arising out of the alleged breach based on two alternative approaches: (a) on an "unjust enrichment" basis under which the damages were assessed at US$ 115.90 million; and (b) on a "lost profit" basis under which the damages were assessed US$ 53.25 million. Further, Synergy alleges that damages continue to accrue and also seeks exemplary damages, attorney's fees, prejudgment and post-judgment interest, and costs of court.

Pursuant to an indemnity agreement dated August 9, 2021 between our Promoter, Sagility B.V., and HGSI, HGSI has agreed to indemnify, defend, and hold Sagility B.V., Sagility LLC and its subsidiaries and affiliates, harmless from all losses, damages, and liabilities arising out of or resulting from this claim. The indemnity agreement will remain valid until the earlier of: (i) the date when Sagility LLC is discharged from the claim; and (ii) or January 6, 2026, or for a further period mutually agreed between the parties to the agreement. Pursuant to the indemnity agreement, a bank guarantee dated March 22, 2024 for an amount of US$45 million was provided to Sagility B.V. and Sagility LLC as security for the due performance of HGSI's obligations under the indemnity agreement. The bank guarantee is valid until October 31, 2026. For further details on the indemnity agreement and bank guarantee, see "*History and Certain Corporate Matters – Details regarding material acquisitions or divestments of*

business/undertakings, mergers, amalgamations or any revaluation of assets, since its incorporation" on page 176. We cannot assure you that we will be successful in defending the claim or that these proceedings will be resolved before the expiry of the indemnity agreement, or that HGSI will agree to extend the indemnity agreement after its expiry. Further, in the event that we claim against HGSI under the indemnity agreement, we cannot assure you that HGSI will be able to fulfil its obligations or that the bank guarantee provided will be sufficient to recover any losses faced by us. Any of the foregoing could adversely affect our business, financial condition and results of operations.

Further, we cannot assure you that any of the other outstanding litigation proceedings against our Company, Subsidiaries or Directors will be settled in our favor, or that no additional liability will arise out of these proceedings. Further, such proceedings could divert management time and attention and consume financial resources in their defense or prosecution. Further, an adverse outcome in any of these proceedings may affect our reputation, standing and future business, and could adversely affect our business, prospects, financial condition and results of operations. We cannot assure you that any of these proceedings will be decided in our favor.

9. *If we are not able to generate new service engagements, or if our business volumes fluctuate, it may adversely affect our ability to grow our business and revenues.*

Our business is dependent on our ability to generate engagements for providing services to our clients. Our inability to generate new service engagements on a timely basis and subsequently execute SOWs for such engagements could adversely affect our business, financial condition, results of operations and cash flows.

We support our clients' core operations and as such, our business is subject to significant variations linked to the fluctuations in their businesses. For example, in respect of our Payer clients, if there are fewer claims submitted or if there are fewer inquiries from Providers and Members, our service volumes (and consequently, our revenues) will reduce. Further, as we may not be able to proportionately reduce our costs, we may face an adverse impact on our margins and profitability. In addition, our clients may in-source (i.e., internalize) the resources that we deploy (either technology or individuals). While we typically try to negotiate non-solicitation clauses that restrict our clients from soliciting our employees, we have not been able to include such restrictions in all of our MSAs.

If our clients internalize operations that are typically outsourced to us or shift to captive centers, they may, thereafter, not require our services. Previously, two of our smaller clients terminated their MSAs with us when they moved certain projects in-house.

Further, in respect of certain SOWs, once we are able to create automations and achieve desired outcomes for our clients, clients will not require that service to the same extent or at all, and we will not be able to continue to generate revenues as before or at all from that SOW.

10. *If we fail to accurately price our statements of work or overrun our cost estimates, our business, financial condition and results of operations may be adversely affected.*

We typically enter into long-term master service agreements ("**MSAs**") with our clients setting out the broad terms governing our relationship with them, and for each service engagement we execute individual statement of work documents ("**SOWs**") setting out commercial terms. We primarily perform services under three kinds of SOWs: (i) time-based; (ii) transaction-based; and (iii) outcome-based.

Under time-based SOWs, we charge for the services performed by our employees at hourly or monthly rates that are agreed at the time the SOW is executed. The hourly and monthly rates and other pricing terms negotiated with our clients for time-based SOWs are dependent on the complexity of the service engagement, the mix of staffing we anticipate deploying, internal forecasts of our operating costs and predictions of increases in those costs influenced by wage inflation and other marketplace factors. Our predictions are based on limited data and could turn out to be inaccurate. Since our rates are typically fixed for the duration of the SOW, if we incur higher costs than anticipated, such SOWs may be rendered less profitable, which could adversely affect our results of operations and financial condition. While we have been able to seek mid-term price corrections from some of our clients in situations where actual costs significantly exceeded our estimates in the past, we cannot assure you that we will be able to execute such price corrections in the future.

Under transaction-based SOWs, we charge our clients a per-transaction fee, and our fees are accordingly based on the volume of transactions handled, such as the number of claims that we process. On such SOWs, in addition to the factors described above, we make assumptions on productivity. Our actual productivity may turn out lower than our estimates resulting in reduced profitability of these SOWs.

Under outcome-based SOWs, our fee is linked to certain performance outcomes, such as, cash collected on outstanding receivables or recovery made on overpaid claims. On such SOWs, in addition to all of the above factors, there may be external factors which could affect both revenues earned and profitability.

In addition, our clients may, during the course of our service engagement, seek a variation in our scope of work, for which we typically seek to negotiate an increase in fees. Our clients may, however, not be willing to incur additional fees. While cost overruns have not materially affected our profitability during the Financial Years 2024 and 2023 and the period beginning July 28, 2021 until March 31, 2022, we cannot assure you that cost overruns will not impact our profitability in the future.

11. *Goodwill and other intangible assets are our largest assets. Any impairment to our goodwill or other intangible assets may adversely affect our reputation and financial condition.*

Set forth below are details of our goodwill and other intangible assets as of March 31, 2024, 2023 and 2022, in absolute terms and as a percentage of our total assets.

Particulars	As of March 31,					
	2024		2023		2022	
	Amount *(in ₹ million)*	As a percentage of total assets *(%)*	Amount *(in ₹ million)*	As a percentage of total assets *(%)*	Amount *(in ₹ million)*	As a percentage of total assets *(%)*
Goodwill	57,095.91	53.54%	54,597.63	51.55%	52,182.78	51.69%
Other intangible assets	20,078.47	18.83%	23,221.44	21.93%	25,848.29	25.60%

We recorded significant goodwill and intangible assets at the time of the acquisition of the Business from our Predecessor Company. Our Promoter had entered into a business transfer agreement with our Predecessor Company pursuant to which identified assets and liabilities of our Predecessor Company's healthcare services business were transferred to our Company through a slump sale. The acquisition was accounted as a business combination under Ind AS 103. The intangible assets that we acquired primarily comprise customer contracts and customer relationships. Further, the excess of the consideration paid over the fair value of the assets acquired was allocated to 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 and future cash flows. For the purpose of impairment testing, goodwill acquired in a business combination is allocated to our cash generating units ("**CGUs**") which are expected to benefit from the synergies arising from the business combination. 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 our fair value less cost to sell and our value-in-use. Value-in-use is the present value of future cash flows expected to be derived from the CGU. We estimate 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.

While there was no impairment to our goodwill or other intangible assets during the Financial Years 2024 and 2023 and the period beginning July 28, 2021 until March 31, 2022, in case of any impairment to our goodwill or other intangible assets in the future, we may face reporting losses, which may adversely affect our reputation and financial condition.

12. *The auditor's report on our financial statements for the Financial Year 2024 contains certain qualifications.*

The auditor's report on our financial statements for the Financial Year 2024 contains certain qualifications which do not require adjustments, including in relation to:

- back-up of one of the applications which forms part of our "books of accounts and other relevant books and papers in electronic mode" not being maintained on servers physically located in India for a part of the Financial Year; and

- audit trails (edit logs) not being enabled in the accounting softwares used for maintaining our books of accounts for a part of the Financial Year.

For further information, see "*Restated Consolidated Financial Information*" beginning on page 218. Such observations did not require any corrective adjustment in the Restated Consolidated Financial Information. We cannot assure you that our audit reports for any future periods will not contain qualifications, emphasis of matters or other observations which affect our results of operations in such future periods.

13. *If we are unable to realize the anticipated benefits of acquisitions or experience delays or other problems in implementing our strategy of expanding through acquisitions, our growth, business, results of operations and prospects may be adversely affected.*

In addition to the acquisition of the Business of our Predecessor Company, we have completed two acquisitions since our incorporation and we may consider further acquisitions consistent with our growth strategy. The successful implementation of acquisitions depends on a range of factors, including funding arrangements, cultural compatibility and integration. We cannot assure you that such acquisitions will achieve their anticipated benefits.

Potential difficulties that we may encounter as part of the integration process could, among other things, include the following:

- increased costs of integration;
- over-valuation by us of acquired companies;
- difficulties in the integration of strategies, operations and services;
- difficulties in determining the appropriate purchase price of acquired businesses, which may result in potential impairment of goodwill;
- retaining key executives and other employees;
- increased regulatory and compliance requirements;
- incompatibility of technologies;
- insufficient indemnification from sellers for legal liabilities incurred by the acquired company prior to the acquisition; and
- potential ongoing financial obligations and unknown liabilities;

If we are unable to achieve our objectives following an acquisition, the anticipated benefits and synergies of any such acquisitions may not be realized fully, or at all. Any failure to realize these anticipated benefits could have an adverse effect on our business, results of operations and cash flows.

We typically undertake due diligence of potential target companies before executing definitive agreements for their acquisition and attempt to include protections where we identify material issues. However, we cannot assure you that the due diligence we conduct will reveal all material issues. In addition, an acquisition may require a significant amount of capital investment, or we may incur costs in respect of any future liabilities, which would decrease the amount of cash available for working capital or capital expenditures.

We may not be able to identify suitable acquisition targets or opportunities, negotiate attractive terms for such acquisitions, or expand, improve and augment our existing businesses. The number of attractive expansion opportunities may be limited, and attractive opportunities may command high valuations for which we may be unable to secure the necessary financing.

To the extent that we fail to identify, complete and successfully integrate acquisitions with our existing business or should the acquisitions not deliver the intended results, our growth, business, results of operations and prospects could be adversely affected.

14. ***We are subject to regulatory requirements in the performance of services and if we fail to comply with such requirements, our reputation, business, financial condition, results of operations and cash flows may be adversely affected.***

Our operations in the U.S. are regulated at the local, state and federal levels. Our Subsidiaries in the U.S. are licensed to operate as third-party administrators ("**TPAs**"), utilization review entities, and pharmacy benefit managers ("**PBMs**") in various U.S. states. In each of the states in which we are providing applicable services, we are regulated by the relevant departments of insurance, departments of health, and boards of pharmacy that oversee our regulated activities and the licenses, consents, permits, authorizations, and approvals which we hold.

The process for obtaining licenses, consents, permits, authorizations in the U.S. is complex and is dependent on the nature of the services we provide to our customers. If there are changes to the services that we provide or if we expand into other states, we may be required to obtain additional licenses, consents, permits, authorizations, and approvals. We are also subject to periodic government agency reporting requirements and renewals of the applicable licenses to operate as a TPA, utilization review entity and PBM.

To the extent that we assist customers in connection with federal health care programs which are funded in whole or in part by the federal government in the U.S., we are required to adhere to Title XVIII and XIX of the U.S. Social Security Act, which govern the Medicare and Medicaid programs respectively and their implementing regulations. We are also subject to ongoing compliance requirements to protect against health care fraud waste and abuse.

Further, the use of individually identifiable health data is regulated at federal and state levels by regulations which are primarily derived from the privacy provisions in the Health Insurance Portability and Accountability Act ("**HIPAA**"). These regulations set standards for the security of electronic health information. Further, the HITECH Act, significantly broadened the scope of the privacy and security regulations of HIPAA. Among other requirements, the recently promulgated Health Information Technology for Economic and Clinical Health Act ("**HITECH Act**") and omnibus rules mandate individual notification in the event of a breach of unsecured, individually identifiable health information, provide enhanced penalties for HIPAA violations, and grant enforcement authority to states' attorneys general in addition to the U.S. Department of Health and Human Services Office of Civil Rights. In addition, there are numerous federal and state laws and regulations addressing patient and consumer privacy concerns, including unauthorized access or theft of personal information.

During the Financial Years 2024 and 2023 and the period beginning July 28, 2021 until March 31, 2022, there have been two instances where were subject to regulatory action in connection with a failure to comply with applicable U.S. healthcare laws and regulations. First, in April 2021, HGS Healthcare LLC (currently known as, "Sagility LLC") failed to respond to an information request from the South Carolina Department of Insurance which resulted in a revocation of HGS Healthcare LLC's TPA license in South Carolina. A fine of US$2,500 was paid in September 2021 following which the license was reinstated with effect from April 2021. Second, in Florida, Sagility LLC was subject to a fine of US$20,500 on account of a failure to obtain a Certificate of Authority to operate as an insurance administrator. In addition to paying the fine, we also obtained the certificate in December 2022.

We are also required to obtain and maintain certain statutory and regulatory permits and approvals in India and in the other international markets where we operate such as the Philippines, Colombia and Jamaica. For further details, including details of applications made for material approvals that have expired and have not yet been renewed, see "*Key Regulations and Policies*," and "*Government and Other Approvals*" beginning on pages 169 and 269, respectively. Obtaining new approvals and renewal of our expiring approvals are subject to numerous conditions, which we cannot assure you that we will satisfy. We are also subject to ongoing reporting requirements and are required to make payments of periodic statutory dues, which we may not be able to always undertake. While we have not previously been held liable for a failure to obtain, maintain or renew regulatory approvals in India, the Philippines, Colombia and Jamaica, we cannot assure you that we will be able to obtain, maintain or renew necessary approvals in the future. Any such occurrences could adversely affect our business, financial condition and results of operations.

15. ***If our information security measures are compromised, damaged or interrupted by cyber incidents, breaches, or other security problems, our business, reputation and financial condition could be adversely affected.***

Our services involve the storage and transmission of sensitive and confidential information, such as our customers' proprietary information, Members' health information, financial information including credit card and bank account details, and information on Providers including their demographics, specialties, practice locations, and contracted services. Security breaches could expose us to a risk of loss of this information, litigation and possible liability. Our security measures may be breached as a result of cyber incidents or other third-party action, employee error, malfeasance or otherwise, and result in unauthorized access to our systems, data or our customers' data. Third parties may attempt to fraudulently induce employees or customers into disclosing sensitive information such as usernames, passwords, credit card information or other information in order to gain access to our data or our customers' data. Additionally cyber incidents may result from social engineering or impersonation of authorized users.

We employ security systems, including firewalls and password encryption, designed to minimize the risk of security breaches but we cannot assure you that these security measures will be successful. Because the techniques used to obtain unauthorized access, or to sabotage systems change frequently and generally are not recognized until they are launched against a target, we may be unable to anticipate these techniques or to implement adequate preventative measures. For example, in December 2023 and January 2024, two of our customers reported two instances of alleged credit card fraud by two of our employees. We investigated these incidents and concluded that there was no proof of wrongdoing by our employees. However, we cannot assure you that we will be successful in identifying and investigating any future instances of fraud.

Any cyber incidents could result in a loss of confidence in the security of our services, damage our reputation, and lead to legal liability (including class action litigation). While we have not faced any material security breaches or cyber incidents during the Financial Years 2024 and 2023 and the period beginning July 28, 2021 until March 31, 2022, we cannot assure you that such instances will not occur in the future. Any future failure in security measures could have an adverse effect on our business, reputation and financial condition.

We also rely on the technology and systems of third-party vendors for a variety of processes. We are dependent on, and are ultimately responsible for, the security provisions of such vendors who have custodial control of our data. Any unauthorized disclosure of data by such vendors could harm our reputation and result in liability under our client contracts and under laws that protect personal data and confidential information, resulting in increased costs or loss of revenue.

16. ***We are subject to data protection and other laws that restrict the collection, use and disclosure of health information and other sensitive or private information. Any failure to comply with such laws could result in liabilities and damage to our reputation.***

Our business relies on the processing, storage and transmission of large amounts of data, most of which is confidential and/or potentially sensitive. For details, see "*Our Business — Description of Our Business – Technology*" on page 163. Consequently, we are subject to several laws relating to the collection, use, retention, security, disclosure and/or transfer of data and information, including protected health information. These laws include but are not limited to:

- the HIPAA and the rules that have been issued under it, which contain substantial restrictions and complex requirements with respect to the use and disclosure of certain individually identifiable health information, referred to as "protected health information." In case of any violations of HIPAA and/or the rules issued under it, the U.S. Department of Health and Human Services ("**HHS**") has discretion to impose penalties without attempting to first resolve violations;

- state data protection laws such as the California Consumer Privacy Act ("**CCPA**"), which sets out civil penalties for violations, as well as a private right of action for data breaches. Further, the California Privacy Rights Act (the "**CPRA**") imposes additional data protection obligations, including additional consumer rights processes, limitations on data uses, audit requirements for higher risk data, and opt outs for certain uses of sensitive data;

- consumer protection laws that have been interpreted by the Federal Trade Commission ("**FTC**") and state attorneys to regulate the online collection, use, dissemination and security of health-related and other personal information;

- the Information Technology Act, 2000 ("**IT Act**") and the rules thereunder, which have been enacted with the intention of providing legal recognition to transactions that are undertaken electronically. The IT Act has created a mechanism for authenticating electronic documentation by means of digital signatures and recognizes contracts concluded through electronic means, protects intermediaries in respect of third party information made available to or hosted by them and creates liability for failure to protect sensitive personal data. The IT Act provides for civil and criminal liability including fines and imprisonment for various offences. The IT Act prescribes various offences, including offences relating to unauthorized access of computer systems, unauthorized disclosure of confidential information and frauds emanating from computer applications. Further, the Digital Personal Data Protection Act, 2023 ("**DPDP Act**") was notified on August 11, 2023, and is yet to come into effect. The DPDP Act replaces the existing data protection provisions contained in Section 43A of the IT Act. The DPDP Act seeks to enhance the rights of individuals to protect their digital personal data by providing that personal data may be processed only for lawful purposes and after obtaining the consent of the individual; and

- the Philippine Data Privacy Act and the implementing rules and regulations thereunder, which require entities engaged in the processing of personal data and operating in the Philippines to register their data protection officer and data processing systems with the Philippine National Privacy Commission ("**NPC**") if they meet certain criteria.

For further information, see "*Key Regulations and Policies*" beginning on page 169. If we expand our operations to other jurisdictions, we may be subject to additional laws and regulations that may affect how we conduct business. Any failure to adhere to or successfully implement processes in response to changing regulatory requirements in this area could result in proceedings against us by governmental entities or others, could result in substantial fines or other liability, and may otherwise adversely affect our business, reputation, financial condition, and results of operations.

17. ***We are exposed to counterparty credit risk and any delay in receiving payments or non-receipt of payments may adversely impact our business, financial condition, cash flows and results of operations.***

Our operations involve extending credit to our clients in respect of the services that we offer, thereby exposing us to counterparty credit risk, including significant delays in receiving payments or non-receipt of payments. For the Financial Year 2023, our expected credit losses amounted to ₹53.02 million. We did not incur any expected credit losses during the Financial Year 2024 and the period beginning July 28, 2021 until March 31, 2022. For details of our expected credit losses, see "*Restated Consolidated Financial Information*" beginning on page 218.

We cannot assure you that we will receive outstanding amounts due to us in a timely manner, in part or at all. We may not be able to accurately assess the creditworthiness of all of our clients. They may also face limited access to the credit markets, insolvency or financial constraints triggered by macroeconomic conditions, which could cause them to delay payments, request modifications to their payment terms, or default on their payment obligations, all of which could increase our trade receivables and/or bad debts. Further, some of our clients may delay payments due to changes in internal payment procedures driven by rules and regulations to which they are subject. While a majority of our revenues are from large healthcare Payers companies that face limited risk of insolvency, even such clients may refuse to pay or delay in paying their outstanding dues if, in their opinion, we have not met our contractual obligations. Further, if any of our smaller clients declare bankruptcy, they may terminate their agreements with us, or we may not be able to recoup the full payment of fees owed to us. For instance, one of our clients filed for bankruptcy protection. While we were able to recover all invoiced amounts from this client, we cannot assure you that we will be able to recover amounts from any other clients who may file for bankruptcy.

18. ***Restructuring of our clients' business and operations could result in changes to our scope of work or a reduction in the number engagements, which may adversely affect our business, financial condition and results of operations.***

Restructuring of our clients' business and operations could result in changes to our scope of work or a reduction in the number of engagements. Such restructurings could include consolidations, dispositions, divestments and internal reorganizations. When companies consolidate, services previously purchased separately (or through

separate competing providers) may be purchased only once (and through a single provider) by the combined entity. If our clients merge with or are acquired by other entities that are not our clients, or that use fewer of our services, they may discontinue or reduce their use of our services. Such companies may also try to use their market power to negotiate price reductions for our services. If a consolidation of our larger clients occurs, the combined company may represent a larger percentage of business for us and, as a result, we are likely to rely more significantly on revenue from the combined company to continue to achieve growth.

Similarly, if a particular business unit is hived-off or sold by a client, such business unit will not be bound by our clients' MSAs with us (or may choose to terminate our MSA) and may use services provided by our competitors or may otherwise not have any need for our services.

A client may also internally reorganize its business and operations in a number of ways including through a consolidation of different verticals or exit from a particular market or territory. A reorganization may also slow decision-making by our clients, reduce overall expenditures, or lead to increased pricing pressures.

For example, one of our former clients exited the individual and family healthcare plans business as a result of which our MSA for providing services in relation to these plans was terminated. For the Financial Years 2024 and 2023 and the period beginning July 28, 2021 until March 31, 2022 this client contributed to ₹22.54 million, ₹479.20 million and ₹73.55 million, respectively, of our revenues representing 0.05%, 1.14% and 0.80% of our revenue from operations. Similarly, another smaller client of ours stopped selling certain insurance products in Canada and the Caribbean markets and accordingly terminated their MSA with us for providing services in relation to these products. Further, in February 2023, our largest client announced that it will be exiting the employer group commercial products business and accordingly, we expect that our volumes from providing services for this business segment will reduce over time.

19. *We have had negative net cash flows in the past and may continue to have negative cash flows in the future.*

The following table sets forth our cash flows for the periods indicated:

(*₹ million)*

Particulars	For the Financial Year		For the period July 28, 2021 – March 31, 2022
	2024	2023	
Net cash flows generated from/(used in) operating activities	9,732.55	8,567.78	(318.92)
Net cash flows used in investing activities	(4,690.59)	(1,290.59)	(77,139.96)
Net cash flows generated from/(used in) financing activities	(7,513.38)	(5,446.17)	81,163.50
Net (decrease)/ increase in cash and cash equivalents	(2,471.42)	1,831.02	3,704.62

For further details, see "*Restated Consolidated Financial Information*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 218 and 223, respectively. We cannot assure you that our net cash flows will be positive in the future.

20. *Pursuant to an external financing facility availed by one of our Promoters, Sagility B.V., shares of Sagility B.V. held by our other Promoter, Sagility Holdings B.V. are pledged. In case of an event of default and consequent invocation of security, there may be a change in control, which may adversely impact our business. Further, the terms of such facility also impose certain conditions on disposal of assets of Sagility B.V., including Equity Shares of our Company, which may impact the Offer.*

Our Promoter, Sagility B.V. ("**Borrower**"), has availed external financing facilities from a consortium of lenders ("**Lenders**"), which is subject to terms and conditions as agreed between the Lenders, the Borrower and also our other Promoter, Sagility Holdings B.V. ("**Pledgor**"). Pursuant to the terms of such facilities, the Pledgor has pledged its entire shareholding in the Borrower, in addition to providing encumbrance on certain other receivables due to the Pledgor and over certain non-Indian assets of the Borrower. Any default under the underlying facility documents may entitle the security agent (acting on behalf of the Lenders) to enforce the pledge. In such an event, there may be an indirect change in the control of our Company and we may no longer benefit from the guidance of our Promoters, which may adversely impact our business. Further, while certain disposals of the Borrower's assets, including Equity Shares of the Company, are subject to restrictions, undertaking the Offer and the sale of

the Offered Shares by the Borrower in the Offer is permitted, subject to continued compliance with certain conditions including no incidence of an event of default. Any breach of such conditions may impact our ability to undertake the Offer.

21. *Our past growth rates may not be indicative of our future growth. If we are unable to manage our growth and execute our strategies effectively, our business, results of operations, cash flows and prospects may be adversely affected.*

Our Predecessor Company commenced providing services to Payer clients in 2000 and gradually increased the scope of services provided to Payers and Providers, and the number of its clients, through organic and inorganic growth. Our Company was incorporated on July 28, 2021 and acquired the healthcare services business (the "**Business**") of our Predecessor Company on January 6, 2022. For further details, see "*History and Certain Corporate Matters*" on page 174. Subsequently, our Company acquired the Subsidiaries in March 2024. Accordingly, we have a limited corporate history in our current form.

Our revenue from operations increased to ₹47,535.57 million for the Financial Year 2024 from ₹42,184.08 million for the Financial Year 2023 and ₹9,234.07 million for the period beginning July 28, 2021 until March 31, 2022. While the Business has grown over the past, the past growth rates may not be indicative of our future growth. We may not be able to properly assess the risks, economic viability and prospects of such opportunities and cannot assure you of any revenue from or profitability of such business opportunities we intend to pursue.

We expect that growth in our business will require us to continuously improve our operational, financial and internal controls. Our business requirements may place significant strain on our personnel, management, financial systems and operational infrastructure and may impede our ability to meet any increased demand for our services. We may also face increased challenges in maintaining high levels of client satisfaction; adhering to execution standards and key performance indicators specified by our clients; preserving a uniform culture, values, and work environment across our operations; standardizing services; maintaining effective oversight of personnel; coordinating effectively across geographies; and developing and improving our internal administrative infrastructure, particularly our financial, operational, communications and other internal systems. Further, we will need to maintain and expand our relationships with our current and future clients and other third parties, and there is no guarantee that we will succeed. Our ability to continue to grow consistently will depend on several factors beyond our control, including the level of competition for opportunities for inorganic growth and our ability to successfully manage our organic growth. We cannot assure you that our growth strategy will be successful. An inability to manage our growth may adversely affect our ability to capitalize on new business opportunities, place us at a competitive disadvantage and limit our growth, which may in turn could adversely affect our business prospects, prospects, results of operations and cash flows.

22. *We reported a restated loss for the period from July 28, 2021 until March 31, 2022 and may incur additional losses in the future.*

We reported a restated loss of ₹46.71 million during for the period from July 28, 2021 until March 31, 2022. We may incur losses in the future. Our failure to generate profits may adversely affect the market price of our Equity Shares, restrict our cash flows and ability to pay dividends and impair our ability to raise capital and expand our business. For details, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on page 223.

23. *Our business is subject to seasonality.*

Our business is subject to seasonal fluctuations. We typically see higher demand for our services during the open enrollment period during November and December of each year, when members register for health insurance plans, and modify or cancel existing plans. Accordingly, we typically see higher revenues for the quarters ending December 31 and March 31. As a result of these fluctuations, comparisons of operating results between different periods within a single financial year, or between different periods in different years, are not necessarily meaningful and should not be relied upon as an indicator of our performance.

24. *Our sales and marketing efforts may not result in new business, and our revenues may not justify expenses incurred towards sales efforts.*

As part of our sales efforts, we invest considerable time evaluating the specific organizational needs of our potential clients and educating these potential clients about our capabilities and value of our services. We often

also provide services to potential clients at lower costs for limited periods initially for evaluation purposes. The length of our sales cycle, from identifying potential clients, making an initial pitch to them, and to finally executing SOWs, can be long and varies substantially from client to client. Since decisions to avail of our services involve significant financial commitments, potential clients generally evaluate our services at multiple levels within their organization, each of which often have specific requirements, and typically involve their senior management. Such processes can result in significant delays in decision making.

Our results of operations depend on generating engagements from clients. Our clients make decisions to award engagements based in part or entirely on factors, or perceived factors, not directly related to utility of our services, including, among others, that client's projections of business growth, economic conditions, outsourcing budgets, anticipated cost savings, potential preference for such client's internally-developed solutions, perceptions about us, more favorable terms offered by potential competitors, and previous technology investments. As a result of these and other factors, our sales efforts typically require an extensive effort throughout a client's organization, a significant investment of human resources, expense and time, including by our senior management, and we cannot assure you that we will be successful in generating engagements from potential clients. If our sales efforts to a potential client do not result in sufficient revenue to justify our costs, our business, financial condition, and results of operations could be adversely affected.

25. ***Any failure to protect our proprietary technologies or information or our intellectual property rights may have an adverse effect on our business, financial condition, and results of operations.***

We rely on unpatented proprietary technology tools and platforms, trade secrets, know-how, and confidential information to develop and maintain our competitive position. We seek to protect our proprietary technologies, processes and information by including confidentiality provisions in our agreements with our employees, sub-contractors and customers. However, we may not be able to prevent the unauthorized disclosure or use of such information. Monitoring unauthorized use and disclosure is difficult, and we do not know whether the steps we have taken to protect our proprietary technologies, processes and information will be effective. Even if we detect violations or misappropriations and decide to enforce our rights, enforcement efforts could be time-consuming and expensive, and may not be successful. While we have not detected any previous violations or misappropriation of our proprietary technologies, processes or confidential information during the Financial Years 2024 and 2023 and the period beginning July 28, 2021 until March 31, 2022, any unauthorized use or disclosure in the future could adversely affect our business, financial condition, and results of operations.

We also hold a broad collection of intellectual property rights relating to our brands, domain names, technology applications and services offered. We have registered two trademarks in India and five trademarks in the US and have also filed applications to register 12 trademarks in various jurisdictions. For details, see "*Our Business – Description of our Business – Intellectual Property*" on page 165.

Our existing trademarks may expire, and we cannot assure you that we will be able to renew them after expiry. Our pending and future trademark applications may not be approved. While we have not faced any such instances of infringement of our intellectual property rights by third-parties during the Financial Years 2024 and 2023 and the period beginning July 28, 2021 until March 31, 2022, we cannot assure you that such instances will not occur in the future. We may be unable to prevent third parties from seeking to register, acquire, or otherwise obtain trademarks or service marks that are similar to, infringe upon or diminish the value of our trademarks and our other intellectual property rights. In addition, our current or future trademarks or other intellectual property rights may be challenged by third parties or invalidated through administrative process or litigation. For instance, the trademark applications in India made by our Subsidiary, Sagility Operations Inc, for 'Sagility Impactability Index' and 'Sagility aging in place' have been objected. Failure to successfully obtain and maintain such registrations could impact our use of such trademarks, which in turn could adversely affect our business.

26. ***Our relationships with existing or potential clients who are in competition with each other may adversely impact the degree to which other clients or potential clients avail of our services, which may adversely affect us.***

We regularly provide services to healthcare Payers who compete with each other. Our existing or future relationships with our clients may deter other clients from using our services, result in our clients seeking to place limits on our ability to serve other Payers or may result in clients terminating existing engagements or failing to award new engagements to us. Any loss of clients or reductions in the level of revenues from a client could adversely affect our business, results of operations and financial condition.

27. ***Our international operations expose us to complex management, legal, tax and economic risks, and exchange rate fluctuations, which could adversely affect our business, financial condition and results of operations.***

All of our revenues are generated from the U.S., and we deliver our services through our delivery centers located in the U.S., Colombia, Jamaica, the Philippines and India. The accounting standards, tax laws and other fiscal regulations in the jurisdictions we operate in are subject to differing interpretations, which may lead to uncertainty and potentially unexpected results. We risk failing to comply with certain accounting standards and taxation laws as we may be less familiar with their interpretations.

Further, although our reporting currency is Indian Rupees, all of our revenues are in the U.S. dollars. Our costs are incurred in the local currencies of the countries from which we deliver services. We are therefore exposed to exchange rate fluctuations. For further details, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations — Significant Factors Affecting our Results of Operations — Fluctuations in currency exchange rates*" on page 230. Additional risks associated with international operations include difficulties in enforcing contractual rights, the burdens of complying with foreign laws and potentially adverse tax consequences, including transfer pricing issues, tariffs, quotas and other challenges.

If we do not effectively manage our international operations and the operations of our overseas subsidiaries and branches, it may affect our profitability from such countries, which could adversely affect our business, results of operations and financial condition.

28. ***Upon completion of the Offer our Promoter will continue to retain control over us.***

After the completion of the Offer, our Promoter, Sagility B.V., will continue to hold 78.97% of our Equity Shares. Consequently, our Promoter may exercise substantial control over us and may have the power to elect and remove a majority of our Directors and/or determine the outcome of proposals for corporate action requiring approval of our Board or shareholders, such as lending and investment policies, revenue budgets, capital expenditure, dividend policy and strategic acquisitions. As at the date of this Draft Red Herring Prospectus, our Promoter holds 4,681,328,413 Equity Shares, or 100% of our issued, subscribed and paid-up Equity Share capital. Upon completion of the Offer, our Promoter will hold 78.97% (subject to finalisation of the Basis of Allotment) of our Equity Share capital. For details of our Equity Shares held by our Promoter, see "*Capital Structure – Notes to the Capital Structure – Build-up of Promoter's shareholding in our Company*" on page 86. Our Promoter may be able to influence our major policy decisions, including our overall strategic and investment decisions, by controlling the election of our Directors and, in turn, indirectly controlling the selection of our senior management, determining the timing and amount of any dividend payments (if any), approving our annual budgets, deciding on increases or decreases in our share capital, determining our issuance of new securities, approving mergers, acquisitions and disposals of our assets or businesses, and amending our Articles of Association. This control could also delay, defer or prevent a change in control of our Company, impede a merger, consolidation, takeover or other business combination involving our Company, or discourage a potential acquirer from obtaining control of our Company. The interests of our Promoter may conflict with the interests of our other shareholders, and our Promoter could make decisions that materially adversely affect any investments in our Equity Shares. We cannot assure you that our Promoter will resolve or act to resolve any conflicts of interest in our Company's favour. For further details, see "*Capital Structure*" and "*Our Promoter and Promoter Group*" on pages 81 and 211, respectively.

29. ***Our ability to operate our business, maintain our competitive position and implement our business strategy is dependent to a significant extent on our Key Managerial Personnel and Senior Management.***

We are dependent on the continued efforts of our Key Managerial Personnel and Senior Management. Competition for experienced Key Managerial Personnel and Senior Management in the business sectors we operate in is intense and the pool of qualified candidates is limited. We may not be able to retain our Key Managerial Personnel and Senior Management or attract and retain skilled Key Managerial Personnel and Senior Management in the future, in adequate numbers and on terms of employment acceptable to us. If one or more members of our Key Managerial Personnel or Senior Management are unable or unwilling to continue in their present positions, such persons may be difficult to replace, and our business and results of operation could be adversely affected.

We cannot assure you that our business and results of operations will not be affected by their departures or by the departure of any Key Managerial Personnel or Senior Management in the future. In addition, if any of our Key Managerial Personnel or Senior Management joins a competitor or forms a competing company, we may consequently lose our proprietary know-how to the benefit of our competitors. While our Key Managerial Personnel's and Senior Managerial Personnel's employment agreements typically include confidentiality, non-solicitation and/or non-competition obligations, if any disputes arise, it may be difficult for us to enforce these agreements.

30. *Our insurance coverage may be inadequate, which could have an adverse effect on our financial condition and results of operations.*

While we maintain insurance coverage for certain anticipated risks which are largely standard for our business and operations, including cyber insurance, comprehensive general liability insurance, fire and special perils insurance, employment practices liability insurance, directors' and officers' liability insurance, professional indemnity-technology, burglary and robbery insurance, we may not have sufficient insurance coverage to cover all possible economic losses, including when the loss suffered is not easily quantifiable and in the event of severe damage to our reputation. We maintain insurance coverage in amounts that we believe are consistent with industry norms and would be adequate to cover the normal risks associated with the operation of our business. However, in the event of a substantial loss, such policies may not be sufficient to recover the full extent of our losses. As of March 31, 2024 our total insurance coverage was ₹12,595.98 million, representing 328.72% of our total tangible fixed assets (property, plant and equipment excluding capital work in progress).

The occurrence of an event for which we are not adequately or sufficiently insured, or changes in our insurance policies (including premium increases or the imposition of deductible or co- insurance requirements), could have an adverse effect on our business, reputation, results of operations, financial condition and cash flows. Further, we cannot assure you that renewal of our insurance policies in the normal course of our business will be granted in a timely manner, at an acceptable cost or at all.

31. *We have outstanding statutory dues. Any delays in payment of statutory dues may adversely affect our reputation and financial condition.*

Set forth below is a breakdown of our outstanding statutory dues as of March 31, 2024, March 31, 2023 and March 31, 2022.

(₹ in million)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Defined contribution plans	106.15	73.13	57.19
Withholding taxes	347.01	317.28	202.18
Profession tax	9.61	3.82	2.39
Total	**462.77**	**394.23**	**261.76**

Further, set forth below are details of statutory dues paid by our Company in India for the periods indicated.

(₹ in million, except employee data)

Particulars	No. of employees as of March 31, 2024	Financial Year 2024	No. of employees as of March 31, 2023	Financial Year 2023	No. of employees as of March 31, 2022	For the period July 28, 2021 – March 31, 2022*
Employee provident fund (includes employer's and employees' contribution)	15,748	771.44	14,175	671.05	13,537	133.46
Employee state insurance corporation contribution (includes employer's and employees' contribution)	9,969	93.99	9,842	91.58	10,421	19.29
Professional tax	16,219	21.27	15,235	31.64	14,443	5.52

Particulars	No. of employees as of March 31, 2024	Financial Year 2024	No. of employees as of March 31, 2023	Financial Year 2023	No. of employees as of March 31, 2022	For the period July 28, 2021 – March 31, 2022*
Labour welfare fund	N/A	0.85	N/A	0.79	N/A	-
Tax deducted at source	N/A	568.76	N/A	547.43	N/A	106.25
Goods and services tax	N/A	49.10	N/A	27.00	N/A	1.01
Income tax	N/A	590.00	N/A	969.30	N/A	186.00

**Our Company was incorporated on July 28, 2021; however, our Company's business was acquired on January 6, 2022, which is when our Company started commercial operations. Accordingly, all financial information for the Financial Year 2022 relates to the period from January 6, 2022 until March 31, 2022.*

During the Financial Years 2024 and 2023 and the period beginning July 28, 2021 until March 31, 2022, there were no undisputed amounts payable in respect of any statutory dues which were in arrears for a period of more than six months from the date they became payable. However, any future delays in payments of statutory dues could attract financial penalties from government authorities, which could adversely affect our reputation and financial condition.

32. *Our inability to meet our obligations, including financial and other covenants under our debt financing arrangements could adversely affect our business, financial condition, results of operations and cash flows.*

We have availed of an intercompany loan from our Promoter Sagility B.V. In addition, while we have executed credit facilities with certain third-party lenders, we did not have any outstanding indebtedness under such facilities as of March 31, 2024. The financing agreements that we have executed include various covenants that require us to obtain lender consents prior to certain events, such as a change in the shareholding pattern, ownership, control, management or operating structure of our Company or before declaring dividends and capital withdrawals. We are not currently required to comply with these covenants since we do not have any outstanding indebtedness.

While we have not faced any instances of breaches of our financing arrangements during the Financial Years 2024 and 2023 and the period beginning July 28, 2021 until March 31, 2022, we cannot assure you that such instances will not occur in the future. Breaches of our financing arrangements, including the aforementioned terms and conditions, may result in the termination of the relevant credit facilities, levy of penal interest, having to immediately repay our borrowings, and enforcement of security. We may be restricted from obtaining alternative financing by the terms of our existing or future debt instruments. Any acceleration of amounts due under our facilities may also trigger cross default provisions under our other financing agreements. Any of these circumstances could adversely affect our business, credit ratings, prospects, results of operations and financial condition. Moreover, any such action initiated by our lenders could adversely affect the price of the Equity Shares.

33. *If we are unable to ensure that our tools and platforms interoperate with, or if we are unable to leverage software applications that are developed by third parties, we may become less competitive and our business and operations may be harmed.*

Our tools and platforms are meant to be integrated with a variety of software platforms and technologies that our clients use, including certain third-party claims management platforms. Further, we leverage other third party-developed tools through commercial licenses. For example, we have sourced leading robotic process automations ("**RPAs**") and process mining programs from certain providers. If any of the software platforms, hardware, or technologies that we use become unavailable due to loss of required licenses, extended outages, interruptions, or because they are no longer available on commercially reasonable terms, we may not be able to deliver services to our clients until equivalent technology is either developed by us, or, if available, is identified, obtained and integrated, which could increase our expenses or otherwise harm our business. Unavailability of software may also result in delays in the delivery of our services, which may lead to penalties being imposed on us, or in termination of contracts, by our clients.

We are typically subject to standard terms and conditions of such technology service providers that govern the distribution and operation of the software systems, and which are subject to change by such providers from time to time. Our business will be harmed if any key provider of such technology systems:

- discontinues, revokes or limits our access to its software or APIs;

- modifies its terms of service or other policies, including fees charged to, or other restrictions on, us or other application developers;
- changes how information is accessed by us or our clients; or
- establishes more favorable relationships with one or more of our competitors.

This may happen for a variety of reasons, including on account of any consolidation among technology providers or any decision by such technology providers to compete with us. Further, third-party technology platforms tend to evolve with time, and we may not be able to modify our tools and platforms to assure their compatibility with that of all other third parties. If we are unable to effectively anticipate and manage these risks, it could have an adverse effect on our business, reputation, results of operations, financial condition and cash flows.

34. *Anti-outsourcing legislation could adversely affect our business, financial condition and results of operations and impair our ability to service our customers.*

Many organizations and public figures in the U.S. have publicly expressed concern about a perceived association between offshore outsourcing service providers and the loss of jobs in the U.S. For example, measures aimed at limiting or restricting outsourcing by U.S. companies are periodically considered in Congress and in numerous state legislatures to address concerns over the perceived association between offshore outsourcing and the loss of jobs in the U.S. A number of U.S. states have passed legislation that restricts state government entities from outsourcing certain work to service providers. Given the ongoing debate over this issue, the introduction and consideration of other restrictive legislation is possible. If enacted, such measures may broaden restrictions on outsourcing. Such measures could include tax disincentives and/or restrictions on the use of certain business visas. In the event that any of these measures becomes law, our ability to service our customers could be impaired and our business, financial condition and results of operations could be materially adversely affected.

In addition, from time to time, there has been publicity about negative experiences associated with offshore outsourcing, such as theft and misappropriation of sensitive data. Current or prospective customers may elect to perform certain services themselves or may be discouraged from outsourcing services to avoid negative perceptions that may be associated with using an outsourcing services provider. Any slowdown or reversal of the existing industry trends toward offshore outsourcing would seriously harm our ability to compete effectively with competitors that provide services from within the country in which our customers operate.

35. *We have entered into, and will continue to enter into, related-party transactions which may potentially involve conflicts of interest.*

We have in the past entered into transactions with several related parties. For details regarding our related party transactions for the Financial Years 2024 and 2023 and for the period beginning July 28, 2021 until March 31, 2022, see "*Summary of the Offer Document – Summary of related party transactions*" and "*Other Financial Information — Related Party Transactions*" on pages 23 and 222, respectively. While we believe that all such related party transactions that we have entered into have been conducted in accordance with applicable laws, we cannot assure you these arrangements or any future related party transactions that we may enter into, individually or in the aggregate, will not have an adverse effect on our business, financial condition, results of operations, cash flows and prospects. Although all related-party transactions that we may enter into will be subject to Audit Committee, Board or shareholder approval, as may be required under the Companies Act, 2013 and the SEBI Listing Regulations, we cannot assure you that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operations or that our Company could not have undertaken such transactions on more favorable terms with any unrelated parties. We cannot assure you that any dispute that may arise between us and related parties will be resolved in our favor.

36. *If we are unable to establish and maintain an effective system of internal controls and compliances, our businesses and reputation could be adversely affected.*

We manage our internal compliance by monitoring and evaluating internal controls and taking reasonable steps to maintain appropriate procedures for relevant statutory and regulatory compliances. As risks evolve and develop, internal controls must be reviewed on an ongoing basis. Maintaining internal controls requires human diligence and is therefore subject to lapses in judgment and failures that result from human error. Any such errors can affect the accuracy of our financial reporting, resulting in a loss of investor confidence and a decline in the price of the Equity Shares. While we have not faced any such instances during the Financial Years 2024 and 2023 and the period beginning July 28, 2021 until March 31, 2022, we cannot assure you that deficiencies in our internal controls will not arise, or that we will be able to implement, and continue to maintain, adequate measures to rectify

or mitigate any such deficiencies in our internal controls, in a timely manner or at all, which may have an adverse effect on our business operations and financial condition.

37. *A downgrade in our credit rating could adversely affect our ability to raise capital in the future.*

Our Company received the following credit rating from ICRA Limited on August 14, 2023:

Instrument	Amount *(₹ in million)*	Rating
Long-term/Short-term – Fund-based – Others	3,000	BBB- (Stable)

We had obtained this credit rating to be able to borrow funds from international markets. Our credit ratings are intended to measure our ability to meet our debt obligations. The interest rates of our borrowings may significantly depend on our credit ratings. While there have not been any previous instances where our credit rating was downgraded, a future downgrade of our credit ratings would likely increase our cost of borrowing and adversely affect our business, financial condition, results of operations, reputation and prospects.

38. *Our ability to pay dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements, capital expenditures and restrictive covenants in our financing arrangements.*

We cannot assure you that we will be able to declare dividends in the future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board and will depend upon various factors including our future earnings, financial condition, capital requirements and our overall financial condition. Additionally, our ability to pay dividends is and may be subject to regulatory restrictions under the Companies Act, restrictive covenants contained in the financing related agreements that we may enter into in the future. We cannot assure you that we will be able to pay dividends on the Equity Shares at any point in the future. Accordingly, realization of a gain on Shareholders' investments will depend on the appreciation of the price of the Equity Shares. There is no guarantee that our Equity Shares will appreciate in value. For further details, see "*Dividend Policy*" beginning on page 217. Further, our Subsidiaries may not pay dividends on shares that we hold in them. Consequently, our Company may not receive any return on investments in our Subsidiaries.

39. *We have, in the 12 months preceding the date of this Draft Red Herring Prospectus, issued Equity Shares at a price which may not be indicative of the Offer Price.*

We have, in the 12 months preceding the date of this Draft Red Herring Prospectus, issued Equity Shares at a price that could be lower than the Offer Price. For further details, see "*Capital Structure – Notes to the capital structure – Equity Share Capital History of our Company*" and *"– Shares issued for consideration other than cash or out of revaluation reserves*" on pages 81 and 83. The price at which our Company issues shares is not indicative of the Offer Price or the price that will prevail in the open market following the listing of the Equity Shares.

40. *Our ability to invest in foreign subsidiaries or joint ventures is constrained by applicable restrictions under Indian overseas investment laws as well as laws of the relevant international jurisdictions, which could adversely affect our business prospects and international growth strategy.*

Under Indian foreign investment laws, an Indian company is permitted to invest in overseas joint ventures or subsidiaries, up to 400% of the Indian company's net worth as at the date of its last audited balance sheet (subject to certain exceptions). This limitation also applies to any other form of financial commitment by the Indian company, including in terms of any loan, guarantee, pledge or charge on assets (subject to applicable conditions) issued by such Indian company. However, any financial commitment exceeding US$1 billion (or its equivalent) in a Financial Year would require prior approval of the Reserve Bank of India, even when the total financial commitment of the Indian company is within the eligible limit under the automatic route, as mentioned above. Further, there may be limitations stipulated in the host country for foreign investment. Investment or financial commitment not complying with the stipulated requirements is permitted with prior approval of the RBI. In addition, there are certain routine procedural and disclosure requirements in relation to any such overseas direct investment. These limitations on overseas direct investment could constrain our ability to acquire a stake in overseas entities as well as to provide other forms of financial assistance or support to such entities, which may adversely affect our business and financial condition.

41. ***Certain sections of this Draft Red Herring Prospectus contain information from the Everest Report which has been commissioned by us and any reliance on such information for making an investment decision in this Offer is subject to inherent risks.***

Certain sections of this Draft Red Herring Prospectus include information based on, or derived from, the Everest Report or extracts of the Everest Report prepared by Everest Business Advisory India Private Limited. All such information in this Draft Red Herring Prospectus indicates the Everest Report as its source.

The Everest Report is commissioned and paid for by our Company pursuant to an engagement letter dated April 9, 2024 for the purpose of confirming our understanding of the industry in connection with this Offer. While Everest Business Advisory India Private Limited is not related to our Company, our Promoter or our Directors, our Company has subscribed to and paid for certain research and reports from Everest Business Advisory India Private Limited's business process services division.

Industry sources and publications are prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. While industry sources are required to exercise due care and caution while preparing their reports, they do not guarantee the accuracy, adequacy or completeness of the data. Further, the Everest Report is not a recommendation to invest / disinvest in any company covered in the Everest Report. Accordingly, prospective investors should not place undue reliance on, or base their investment decision solely on this information.

In view of the foregoing, you may not be able to seek legal recourse for any losses resulting from undertaking any investment in this Offer pursuant to reliance on the information in this Draft Red Herring Prospectus based on, or derived from, the Everest Report. You should consult your own advisors and undertake an independent assessment of information in this Draft Red Herring Prospectus based on, or derived from, the Everest Report before making any investment decision regarding this Offer. See "*Industry Overview*" beginning on page 120. For the disclaimer associated with the Everest Report, see "*Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation – Industry and Market Data*" on page 16.

42. ***Certain Non-GAAP financial measures and other statistical information relating to our operations and financial performance have been included in this Draft Red Herring Prospectus. These Non-GAAP financial measures are not measures of operating performance or liquidity defined by Ind AS and may not be comparable with those presented by other companies.***

Certain Non-GAAP financial measures and other statistical information relating to our operations and financial performance such as EBITDA, EBITDA Margin, Adjusted EBITDA, Adjusted EBITDA Margin, Adjusted PAT, Adjusted PAT Margin, RoNW and NAV per Equity Share have been included in this Draft Red Herring Prospectus.

We compute and disclose such Non-GAAP financial measures and other statistical information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance. These Non-GAAP financial measures are supplemental measures of our performance and liquidity that is not required by, or presented in accordance with, Ind AS. These Non-GAAP financial measures should not be considered in isolation or construed as an alternative to cash flows, profit/(loss) for the years/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability, or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS. In addition, these Non-GAAP financial measures are not standardized terms, hence a direct comparison of these Non-GAAP financial measures between companies may not be possible.

We track such operating metrics with internal systems and tools, and our methodologies may change over time. If such internal systems and tools undercount or overcount performance, the data we report may not be accurate. While these numbers are based on what we believe to be reasonable estimates, there are inherent challenges and limitations with respect to how we measure data. This may also affect our understanding of certain details of our business, which could affect our long-term strategies. If we discover material inaccuracies in the operating metrics we use, or if they are perceived to be inaccurate, our reputation may be harmed, and our evaluation methods and results may be impaired, which could negatively affect our business. If investors make investment decisions based on operating metrics that are inaccurate, we may also face potential lawsuits or disputes with investors or regulators.

EXTERNAL RISKS

Risks Relating to Investments in an Indian Company

43. ***Changing laws, rules and regulations and legal uncertainties in the jurisdictions in which we operate, including adverse application of tax laws and regulations, may adversely affect our business and financial performance.***

The regulatory and policy environment in the countries in which we which we operate is evolving and is subject to change. Unfavorable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment laws and laws governing our business and operations may require us to apply for additional approvals.

Further, amendments to tax laws or changes in interpretation may affect our tax benefits, including in respect of deductions that we have claimed to our taxable income. We cannot predict whether any amendments or changes in interpretation would have an adverse effect on our business, financial condition, and results of operations. Furthermore, changes in capital gains tax or tax on capital market transactions or the sale of shares could affect investor returns. As a result, any such changes or interpretations could have an adverse effect on our business and financial performance. For further discussion on capital gains tax, see "*Risks Relating to this Offer — You may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares*" on page 57.

Further, for the purposes of undertaking acquisitions or making investments, we comply with relevant laws and obtain applicable approvals. However, in relation to our acquisitions or investments, we cannot assure you that we will not be exposed to new or increased regulatory oversight and uncertain or evolving regulatory or legal compliances. For details in relation to our historic acquisitions, see "*History and Certain Corporate Matters – Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations or any revaluation of assets, since its incorporation*" on page 176.

We cannot predict the impact of any changes in or interpretations of existing, or the promulgation of, new laws, rules and regulations applicable to us and our business. Unfavorable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations could result in us, our business, operations or group structure being deemed to be in contravention of such laws and/or may require us to apply for additional approvals. We may incur increased costs and expend resources relating to compliance with such new requirements, which may also require significant management time, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future.

44. ***Differences exist between Ind AS, which is used to prepare our financial information, and other accounting principles, such as U.S. GAAP and IFRS, which may be material to investors' assessments of our financial condition.***

Our Restated Consolidated Financial Information included in this Draft Red Herring Prospectus is prepared and presented in accordance with Ind AS and restated by our Company in accordance with the requirements of the Companies Act, the SEBI ICDR Regulations and the Guidance Note on Reports on Company Prospectuses (Revised 2019) issued by the ICAI, as amended. The Ind AS accounting principles differ from Indian GAAP, IFRS, U.S. GAAP and other accounting principles, with which prospective investors may be familiar. We have not attempted to quantify the impact of U.S. GAAP or IFRS on the Restated Consolidated Financial Information included in this Draft Red Herring Prospectus, nor do we provide a reconciliation of our Restated Consolidated Financial Information to those of U.S. GAAP or IFRS. Each of U.S. GAAP and IFRS differs in certain respects from Ind AS. Accordingly, the degree to which the Restated Consolidated Financial Information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices, Ind AS, the Companies Act and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting practices, Ind AS, the Companies Act and SEBI Regulations on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited. Prospective investors should review the accounting policies applied in the preparation of the Restated Consolidated Financial Information and consult their own professional advisers for an understanding of the differences between these accounting principles and those with which they may be more familiar.

45. ***Political instability or a change in economic liberalization and deregulation policies could seriously harm business and economic conditions and may have an adverse effect on our business, financial condition, results of operations and cash flows.***

Our business is affected by regulation and conditions in the U.S. and India as well as in other countries in which we operate. Our businesses and the market price and liquidity of our Equity Shares may be affected by interest rates, changes in government policy, taxation, social and civil unrest and other political, economic or other developments. The Government of India has in recent years sought to implement economic reforms and the current government has implemented policies and undertaken initiatives that continue the economic liberalization policies pursued by previous governments. We cannot assure you that liberalization policies will continue in the future. The rate of economic liberalization could change, and specific regulations affecting the health insurance sector and other matters affecting investment in our securities could change as well. Any significant change in such liberalization and deregulation policies could adversely affect business and economic conditions in India, generally, and our business, prospects, financial condition and results of operations, in particular.

46. ***Our business is significantly affected by fluctuations in general economic activity.***

Demand for our services is significantly affected by the general level of commercial activity and economic conditions in the regions and sectors in which we operate. Economies could be adversely affected by a general rise in interest rates, inflation, natural calamities, increases in commodity prices, and protectionist efforts in other countries or various other factors. Further, economies are susceptible to the consequences of contagious diseases, epidemics, pandemics and other public health concerns, such as the COVID-19 pandemic. The COVID-19 pandemic has had a significant global impact. While it did not adversely affect our financial condition and results of operations, we had to devise alternate modes of ensuring data security and privacy in our operations due to remote working arrangements for our employees during the pandemic. Any future outbreak of another highly infectious or contagious disease may adversely impact the general level of commercial activity and economic conditions in the regions and sectors in which we operate. Any economic downturn in a region or sector in which we operate may in turn affect our business, financial condition or results of operations.

A downturn in the global markets may also adversely affect our clients' operations, thereby affecting our business, financial condition or results of operations. We may also experience more competitive pricing pressure during periods of economic downturn. Any significant economic downturns in the global markets could have an adverse effect on our business, financial condition and results of operations. Further, a loss of investor confidence or any worldwide financial instability could adversely affect our business, results of operations and the market price of the Equity Shares.

47. ***The occurrence of natural or man-made disasters could adversely affect our results of operations and financial condition. Hostilities, terrorist attacks, civil unrest and other acts of violence could adversely affect the financial markets and our business.***

The occurrence of natural disasters, including cyclones, storms, floods, earthquakes, tornadoes, fires, explosions, pandemics and man-made disasters, including acts of terrorism and military actions, could adversely affect our results of operations or financial condition, including in the following respects:

- A natural or man-made disaster could result in damage to our assets, suspension of operations, or the failure of our counterparties to perform, or cause significant volatility in global financial markets;

- Political tension, civil unrest, riots, acts of violence, situations of war or terrorist activities may result in disruption of services and may potentially lead to an economic recession and/or impact investor confidence.

Terrorist attacks and other acts of violence or war may adversely affect the Indian securities markets. In addition, any deterioration in international relations, especially between India and its neighboring countries, may result in investor concern regarding regional stability which could adversely affect the price of the Equity Shares. In addition, India has witnessed local civil disturbances in recent years and it is possible that future civil unrest as well as other adverse social, economic or political events in India could have an adverse impact on our business. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse impact on our business and the market price of the Equity Shares.

48. ***Foreign investors may have difficulty enforcing foreign judgments against our Company or our Directors.***

Our Company is a limited liability company incorporated under the laws of India. Certain of our Directors are residents of India and some of our assets are located in India. As a result, it may be difficult for investors to effect service of process upon us or such persons in India, or to enforce against us or such parties, judgments obtained in courts outside India based upon the liability provisions of foreign countries, including the federal securities laws of the United States.

India is not a party to any international treaty in relation to the recognition or enforcement of foreign judgments. Instead, recognition and enforcement of foreign judgments is provided for under Section 13 and Section 44A of the Civil Procedure Code, 1908, as amended (the "**CPC**"). India has reciprocal recognition and enforcement of judgments in civil and commercial matters with a limited number of jurisdictions, such as the United Kingdom, United Arab Emirates, Singapore and Hong Kong. In order to be enforceable, a judgement from a jurisdiction with reciprocity must meet certain requirements prescribed under CPC.

The CPC only permits the enforcement and execution of monetary decrees in the reciprocating jurisdiction, not being in the nature of any amounts payable in respect of taxes or other charges of a like nature or in respect of a fine or other penalty but does not include an arbitration award, even if such an award is enforceable as a decree or judgment.

A judgment of a court in the United States or another jurisdiction which is not a reciprocating territory may be enforced only by a fresh suit upon the judgment and not by proceedings in execution. The suit must be brought in India by the party in whose favor the final judgment is rendered within three years from the date of the judgment in the same manner as any other suit filed to enforce a civil liability in India.

However, it is unlikely that a court in India would award damages on the same basis as a foreign court if an action were brought in India or that an Indian court would enforce a foreign judgment if that court were of the view that the amount of damages awarded was excessive or inconsistent with public policy or in contravention of Indian law. Further, there may be considerable delays in the disposal of suits by Indian courts. A party seeking to enforce a foreign judgment in India is required to obtain approval from the RBI to execute such a judgment or to repatriate outside India any amount recovered.

49. ***Any downgrading of India's debt rating by a domestic or international rating agency could adversely affect our business.***

Our borrowing costs and our access to the debt capital markets are affected by the credit ratings of India. India's sovereign debt rating could be downgraded due to various factors, including changes in tax or fiscal policy or a decline in India's foreign exchange reserves, which are outside our control. Set forth below is India's sovereign debt rating from certain rating agencies:

Name of Agency	Rating	Outlook	Date
Fitch	BBB-	Stable	May 8, 2023
Moody's	Baa3	Stable	April 24, 2024
DBRS	BBB (low)	Stable	May 19, 2023
S&P	BBB-	Positive	May 29, 2024

Any adverse revisions to India's credit ratings for domestic and international debt by domestic or international rating agencies may adversely impact our ability to raise additional financing, and the interest rates and other commercial terms at which such additional external financing is available. A downgrading of India's credit ratings may occur for reasons beyond our control, such as upon a change of government fiscal policy. This could have an adverse effect on our business and future financial performance, ability to obtain financing for capital expenditures and the trading price of the Equity Shares.

50. ***We are subject to laws and regulations in the United States and other countries in which we operate concerning our operations, including economic sanctions and anti-bribery laws.***

Our operations are subject to laws and regulations restricting dealings with certain parties, including activities involving restricted countries, organizations, entities and persons that have been identified as unlawful actors or that are subject to U.S. sanctions imposed by the Office of Foreign Assets Control ("**OFAC**"), or other international economic sanctions that prohibit us from engaging in trade or financial transactions with certain countries, businesses, organizations and individuals.

We are also subject to the Foreign Corrupt Practices Act of 1977 (the "**FCPA**"), which prohibits U.S. companies and their intermediaries from bribing foreign officials for the purpose of obtaining or keeping business or otherwise obtaining favorable treatment. The FCPA's foreign counterparts contain similar prohibitions, although varying in both scope and jurisdiction. We operate in many parts of the world that have experienced governmental corruption to some degree, and, in certain circumstances, strict compliance with anti-bribery laws may conflict with local customs and practices. While we have developed and implemented formal controls and procedures to ensure that we are in compliance with the FCPA, OFAC sanctions, and similar sanctions, laws and regulations, we cannot assure you that we will not discover any issues or violations with respect to the foregoing by us or our employees, independent contractors, subcontractors or agents. Any violations of these laws, regulations and procedures by our employees, independent contractors, subcontractors and agents could expose us to administrative, civil or criminal penalties, fines or restrictions on export activities (including other U.S. laws and regulations as well as foreign and local laws) and would adversely affect our reputation, business, financial condition, results of operations and the trading price of our Equity Shares.

51. ***Financial instability in other countries may cause increased volatility in Indian financial markets.***

The Indian market and the Indian economy may be influenced by economic and market conditions in other countries, including conditions in the United States, Europe and emerging economies in Asia. Increased economic volatility and trade restrictions could result in increased volatility in the markets for certain securities and commodities and may cause inflation. Any worldwide financial instability may cause increased volatility in the Indian financial markets and, directly or indirectly, adversely affect the Indian economy and financial sector and us. Although economic conditions vary across markets, loss of investor confidence in one emerging economy may cause increased volatility across other economies, including India. Financial instability in other parts of the world could have a global influence and thereby negatively affect the Indian economy. Financial disruptions could adversely affect our business, prospects, financial condition, results of operations and cash flows. Further, economic developments globally can have a significant impact on our principal markets. Concerns related to a trade war between large economies may lead to increased risk aversion and volatility in global capital markets and consequently have an impact on the Indian economy. Recently, the currencies of a few Asian countries including India suffered depreciation against the US Dollar owing to amongst other things, a rise in interest rates in the United States.

In addition, China is one of India's major trading partners and there are concerns of a possible slowdown in the Chinese economy as well as a strained relationship with India, which could have an adverse impact on the trade relations between the two countries. Any significant financial disruption could have an adverse effect on our business, financial condition and results of operations.

The foregoing events, or the perception that any of them could occur, have had and may continue to have an adverse effect on global economic conditions and the stability of global financial markets, and may significantly reduce global market liquidity, restrict the ability of market participants to operate in certain financial markets or restrict our access to capital. This could have an adverse effect on our business, financial condition and results of operations and reduce the price of the Equity Shares.

Risks Relating to this Offer

52. ***You may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares.***

Under the current Indian tax laws, capital gains arising from the sale of equity shares in an Indian company held as investments are generally taxable in India unless specifically exempted. Securities Transaction Tax ("**STT**") will be levied on and collected by a domestic stock exchange on which the equity shares are sold. Any gains realized on the sale of listed equity shares held for more than 12 months are subject to long term capital gains tax in India at specified rates, depending on certain factors, such as STT paid, the quantum of gains and any available treaty exemptions.

Further, any capital gains realized on the sale of listed equity shares held for a period of 12 months or less immediately preceding the date of transfer will be subject to short term capital gains tax in India. The capital gains tax applicable at the time of sale of equity shares, on a stock exchange or off-market sale, is subject to amendments from time to time.

The Finance Act, 2019, which amended the Indian Stamp Act, 1899 with effect from July 1, 2020, has clarified that, in the absence of a specific provision under an agreement, the liability to pay stamp duty in case of sale of securities through stock exchanges will be of the buyer, while in other cases of transfer for consideration through a depository, the onus will be on the transferor. The stamp duty on transfer of securities other than debentures, on a delivery basis is specified at 0.015% and on a non -delivery basis is specified at 0.003% of the consideration amount.

No dividend distribution tax is required to be paid in respect of dividends declared, distributed or paid by a domestic company after March 31, 2020, and accordingly, such dividends would not be exempt in the hands of the shareholders, both resident as well as non-resident. Our Company may or may not grant the benefit of a tax treaty (where applicable) to a non-resident shareholder for the purposes of deducting tax at source pursuant to any corporate action including dividends. Investors should consult their own tax advisors about the consequences of investing or trading in the Equity Shares.

53. *Fluctuations in the exchange rate of the Indian Rupee and other currencies could have an adverse effect on the value of the Equity Shares, independent of our financial results.*

On listing, the Equity Shares will be quoted in Indian Rupees on the Stock Exchanges. Any dividends in respect of the Equity Shares will be paid in Indian Rupees and subsequently converted into appropriate foreign currency for repatriation, if required. Any adverse movement in currency exchange rates during the time it takes to undertake such conversion may reduce the net dividend to investors. In addition, any adverse movement in exchange rates during a delay in repatriating the proceeds from a sale of Equity Shares outside India, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares, may reduce the net proceeds received by shareholders. For example, the exchange rate between the Indian Rupee and the U.S. dollar has fluctuated in recent years and may continue to fluctuate substantially in the future, which may have an adverse effect on the returns on our Equity Shares, independent of our operating results.

54. *The determination of the Price Band is based on various factors and assumptions and the Offer Price of the Equity Shares may not be indicative of the market price of the Equity Shares after the Offer.*

The determination of the Price Band is based on various factors and assumptions and will be determined by our Company in consultation with the BRLMs. Furthermore, the Offer Price of the Equity Shares will be determined by our Company in consultation with the BRLMs through the book building process prescribed under the SEBI ICDR Regulations.

The Offer Price will be based on numerous factors, as described under "*Basis for Offer Price*" on page 95 and may not be indicative of the market price for our Equity Shares after the Offer. The market price of our Equity Shares could be subject to significant fluctuations after the Offer and may decline below the Offer Price. In addition, the stock market often experiences price and volume fluctuations that are unrelated or disproportionate to the operating performance of a particular company. These broad market fluctuations and industry factors may materially reduce the market price of the Equity Shares, regardless of our Company's performance. As a result of these factors, there can be no assurance that investors will be able to resell their Equity Shares at or above the Offer Price.

55. *Our Company's Equity Shares have never been publicly traded and this Offer may not result in an active or liquid market for our Equity Shares.*

Prior to this Offer, there has been no public market for our Company's Equity Shares. We cannot assure you that an active trading market for the Equity Shares will develop or be sustained after this Offer. The Offer Price of the Equity Shares will be determined through a book-building process and may not be indicative of the market price of the Equity Shares at the time of commencement of trading of the Equity Shares or at any time thereafter. The market price of our Equity Shares may be subject to significant fluctuations in response to various factors, including variation in our operating results, market conditions specific to our industry, and volatility in stock exchanges and securities markets.

Further, the stock market often experiences price and volume fluctuations that are unrelated or disproportionate to the operating performance of a company. These broad market fluctuations and industry factors may materially reduce the market price of the Equity Shares, regardless of our Company's performance. A decrease in the market price of our Equity Shares could cause investors to lose some or all of their investment.

56. *Rights of shareholders under Indian laws may be more limited than under the laws of other jurisdictions.*

Indian legal principles related to corporate procedures, directors' fiduciary duties and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights under Indian law, including in relation to class actions, may not be as extensive as shareholders' rights under the laws of other countries or jurisdictions. Investors may have more difficulty in asserting their rights as a shareholder of an Indian company than as shareholder of an entity in certain other jurisdictions.

57. *Any future issuance of Equity Shares or securities linked to Equity Shares may dilute your shareholding, and sale of our Equity Shares by our major shareholders may also adversely affect the trading price of the Equity Shares.*

We may be required to finance our growth through future equity offerings. Any future equity issuances by us, including on exercise of options pursuant to employee stock option plans, may lead to dilution of your shareholding in the Company. In addition, any sales of substantial amounts of our Equity Shares in the public market after the completion of this Offer, including by our major shareholders after the completion of this Offer (subject to compliance with the lock-in provisions under the SEBI ICDR Regulations), or any other change in our shareholding structure to comply with minimum public shareholding norms applicable to listed companies in India, or the perception that any sales, pledge or encumbrance could occur, could adversely affect the market price of our Equity Shares and could impair our future ability to raise capital through offerings of our Equity Shares. We cannot assure you that we will not make equity issuances or that our Shareholders will not dispose of, pledge or encumber their Equity Shares in the future. Further, we cannot predict what effect, if any, market sales of our Equity Shares held by our major Shareholders or the availability of these Equity Shares for future sale will have on the market price of our Equity Shares.

58. *Holders of Equity Shares may be restricted in their ability to exercise pre-emptive rights under Indian law and thereby suffer future dilution of their ownership position.*

Under the Companies Act, a company having share capital and incorporated in India must offer its equity shareholders pre-emptive rights to subscribe and pay for a proportionate number of equity shares to maintain their existing ownership percentages prior to issuance of any new equity shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by holders of three-fourths of the equity shares voting on such resolution.

However, if the law of the jurisdiction that the investors are located in does not permit the exercise of such pre-emptive rights without our filing an offering document or registration statement with the applicable authority in such jurisdiction, investors will be unable to exercise such pre-emptive rights, unless we make such a filing. If we elect not to file a registration statement, the new securities may be issued to a custodian, who may sell the securities for the investor's benefit. The value such custodian receives on the sale of any such securities and the related transaction costs cannot be predicted. To the extent that investors are unable to exercise pre-emptive rights granted in respect of the Equity Shares, their proportional interests in our Company would be diluted.

59. *Qualified Institutional Buyers and Non-Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid, and Retail Individual Bidders are not permitted to withdraw their Bids after the Bid/Offer Closing Date.*

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are required to pay the Bid Amount on submission of Bids and are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid. RIBs can revise or withdraw their Bids during the Bid/Offer Period. While our Company is required to complete Allotment pursuant to the Offer within such period as may be prescribed under applicable law, events affecting the Bidders' decision to invest in our Equity Shares, including adverse changes in international or national monetary policy, financial, political or economic conditions, our business, financial condition and results of operations may arise between the date of submission of the Bid

and Allotment. Our Company may complete the Allotment of our Equity Shares even if such events occur, and such events limit the Bidders' ability to sell our Equity Shares Allotted pursuant to the Offer or cause the trading price of our Equity Shares to decline on listing. QIBs and Non-Institutional Bidders will therefore not be able to withdraw or lower their bids following adverse developments in international or national monetary policy, financial, political or economic conditions, our business, results of operations, cash flows or otherwise, between the dates of submission of their Bids and Allotment.

60. *Investors will not be able to sell immediately on an Indian Stock Exchange any of the Equity Shares they may be allotted in the Offer.*

The Equity Shares will be listed on the Stock Exchanges. Pursuant to applicable Indian laws, certain actions must be completed before the Equity Shares can be listed and trading in the Equity Shares may commence. Investors' book entry, or 'demat' accounts with depository participants in India, are expected to be credited within one working day of the date on which the Basis of Allotment is approved by the Stock Exchanges. The Allotment of Equity Shares in this Offer and the credit of such Equity Shares to the applicant's demat account with depository participant and obtaining trading approvals is expected to be completed within the period as may be prescribed under applicable law. There could be a failure or delay in listing of the Equity Shares on the Stock Exchanges. Any failure or delay in obtaining the approval or otherwise commence trading in the Equity Shares would restrict investors' ability to dispose of their Equity Shares. We cannot assure you that the Equity Shares will be credited to investors' demat accounts, or that trading in the Equity Shares will commence, within the time periods specified in accordance with applicable law. We could also be required to pay interest at the applicable rates if allotment is not made, refund orders are not dispatched or demat credits are not made to investors within the prescribed time periods.

61. *Under Indian law, foreign investors are subject to investment restrictions that limit our ability to attract foreign investors, which may adversely affect the trading price of the Equity Shares.*

Under foreign exchange regulations currently in force in India, the transfer of shares between non-residents and residents are freely permitted (subject to compliance with sectoral norms and certain other restrictions), if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or falls under any of the exceptions referred to above, then a prior regulatory approval will be required. Further, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries and/or departments are responsible for granting approval for foreign investment. Additionally, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income tax authorities. Furthermore, this conversion is subject to the shares having been held on a repatriation basis and, either the security having been sold in compliance with the pricing guidelines or, the relevant regulatory approval having been obtained for the sale of shares and corresponding remittance of the sale proceeds.

In addition, pursuant to the Press Note No. 3 (2020 Series), dated April 17, 2020, issued by the DPIIT, investments where the beneficial owner of the equity shares is situated in or is a citizen of a country which shares a land border with India, can only be made through the Government approval route. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction and/or purview, such subsequent change in the beneficial ownership will also require approval of the Government of India. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made similar amendment to the FEMA Non-debt Instruments Rules. We cannot assure investors that any required approval from the RBI or any other government agency can be obtained on any particular terms or conditions or at all. For further information, see *"Restrictions on Foreign Ownership of Indian Securities"* beginning on page 318.

62. *Our Company will not receive the proceeds from the Offer. The Promoter Selling Shareholder in the Offer for Sale will receive the proceeds of the Offer.*

This Offer comprises an Offer for Sale of up to 984,460,377 Equity Shares aggregating up to ₹[●] million. The proceeds from this Offer for Sale will be paid to the Promoter Selling Shareholder (after deducting applicable Offer related expenses and relevant taxes thereon) and our Company will not receive any such proceeds. For further details, see "*Objects of the Offer*" and "*Capital Structure*" beginning on pages 93 and 81, respectively.

63. ***Subsequent to the listing of the Equity Shares, we may be subject to pre-emptive surveillance measures, such as the Additional Surveillance Measures and the Graded Surveillance Measures by the Stock Exchanges in order to enhance the integrity of the market and safeguard the interest of investors.***

Subsequent to the listing of the Equity Shares, we may be subject to Additional Surveillance Measures ("**ASM**") and Graded Surveillance Measures ("**GSM**") by the Stock Exchanges. These measures are in place to enhance the integrity of the market and safeguard the interest of investors. The criteria for shortlisting any security trading on the Stock Exchanges for ASM is based on objective criteria, which includes market-based parameters such as high low price variation, concentration of client accounts, close to close price variation, market capitalization, average daily trading volume and its change, and average delivery percentage, among others. Securities are subject to GSM when its price is not commensurate with the financial health and fundamentals of the issuer. Specific parameters for GSM include net worth, net fixed assets, price to earnings ratio, market capitalization and price to book value, among others. Factors within and beyond our control may lead to our securities being subject to GSM or ASM. In the event our Equity Shares are subject to such surveillance measures implemented by any of the Stock Exchanges, we may be subject to certain additional restrictions in connection with trading of our Equity Shares such as limiting trading frequency (for example, trading either allowed once in a week or a month) or freezing of price on upper side of trading which may have an adverse effect on the market price of our Equity Shares or may in general cause disruptions in the development of an active trading market for our Equity Shares.

SECTION III – INTRODUCTION

THE OFFER

The following table summarises details of the Offer.

Offer of Equity Shares by way of Offer for Sale by the Promoter Selling Shareholder[(1)]	Up to 984,460,377 Equity Shares of face value of ₹ 10 each aggregating up to ₹ [●] million
The Offer consists of:	
(i) Employee Reservation Portion[(3)]	Up to [●] Equity Shares of face value of ₹ 10 each, aggregating to ₹[●] million
(ii) Net Offer	Up to [●] Equity Shares of face value of ₹ 10 each, aggregating to ₹[●] million
The Net offer comprises of:	
A. QIB Portion[(2) (4)]	Not less than [●] Equity Shares of face value of ₹ 10 each
Of which:	
Anchor Investor Portion	Up to [●] Equity Shares of face value of ₹ 10 each
Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)	[●] Equity Shares of face value of ₹ 10 each
Of which:	
Available for allocation to Mutual Funds only (5% of the Net QIB Portion)	[●] Equity Shares of face value of ₹ 10 each
Balance for all QIBs including Mutual Funds	[●] Equity Shares of face value of ₹ 10 each
B. Non-Institutional Portion[(4)(5)]	Not more than [●] Equity Shares of face value of ₹ 10 each
Of which:	
One-third of the Non-Institutional Portion, available for allocation to Bidders with an application size between ₹0.2 million to ₹1.00 million	[●] Equity Shares of face value of ₹ 10 each
Two-thirds of the Non-Institutional Portion, available for allocation to Bidders with an application size of more than ₹1.00 million	[●] Equity Shares of face value of ₹ 10 each
C. Retail Portion[(4)]	Not more than [●] Equity Shares of face value of ₹ 10 each
Pre and post-Offer Equity Shares	
Equity Shares outstanding prior to the Offer	4,681,328,413 Equity Shares of face value of ₹ 10 each
Equity Shares outstanding after the Offer	[●] Equity Shares of face value of ₹ 10 each
Use of Net Proceeds of this Offer	Our Company will not receive any proceeds from the Offer for Sale. For further details, see "*Objects of the Offer*" beginning on page 93.

(1) The Promoter Selling Shareholder, specifically confirms and undertakes that its Offered Shares has been held by the Promoter Selling Shareholder for a continuous period of at least one year prior to the filing of this Draft Red Herring Prospectus in terms of Regulation 8 of the SEBI ICDR Regulations. For more details, see "Capital Structure" beginning on page 81. In accordance with Regulation 8A of the SEBI ICDR Regulations, Offered Shares of the Promoter Selling Shareholder holding, individually or with persons acting in concert, more than 20% of pre-issue shareholding of the Company (on a fully- diluted basis), shall not exceed more than 50% of their respective pre-issue shareholding (on a fully- diluted basis). The Promoter Selling Shareholder, has confirmed and authorised its participation in the Offer for Sale as set out below:

S. No.	*Selling Shareholder*	*Number of Equity Shares proposed to be offered in the Offer for Sale*	*Aggregate amount of Offer for Sale (up to) (in ₹ million)*	*Date of corporate authorization*	*Date of consent letter*
1.	*Sagility B.V.*	*984,460,377*	*[●]*	*June 18, 2024*	*June 25, 2024*

(2) Our Company, in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. In the event the aggregate demand from Mutual Funds is less than as specified above, the balance Equity Shares available for Allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders

(other than Anchor Investors) in proportion to their Bids For details, see "Offer Procedure" beginning on page 297.

(3) In the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹0.20 million, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹0.50 million. The unsubscribed portion, if any, in the Employee Reservation Portion (after allocation up to ₹0.50 million), shall be added to the Net Offer. Further, an Eligible Employee Bidding in the Employee Reservation Portion can also Bid under the Net Offer and such Bids will not be treated as multiple Bids The Employee Reservation Portion shall not exceed 5% of our post-Offer paid-up Equity Share capital. For further details, see "Offer Structure" on page 293.

(4) Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company, in consultation with the BRLMs and the Designated Stock Exchange, subject to applicable laws. Under-subscription, if any, in the QIB Portion (excluding the Anchor Investor Portion) will not be allowed to be met with spill-over from other categories or a combination of categories of Bidders. For further details, see "Terms of the Offer" beginning on page 287.

(5) The Equity Shares available for allocation to Non-Institutional Bidders under the Non-Institutional Portion, shall be subject to the following: (i) one-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than ₹0.20 million and up to ₹1.00 million, and (ii) two-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with application size of more than ₹1.00 million, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders. The allotment to each Non-Institutional Bidder shall not be less than the minimum application size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis.

Allocation to Bidders in all categories, except Anchor Investors, if any, Non-Institutional Bidders, and Retail Individual Bidders, shall be made on a proportionate basis, subject to valid Bids received at or above the Offer Price. The Allocation to each Retail Individual Bidder shall not be less than the minimum Bid lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be Allocated on a proportionate basis. The allocation to each Non-Institutional Bidder shall not be less than the minimum application size, i.e ₹ 0.20 million, subject to the availability of Equity Shares in Non-Institutional Investors' category, and the remaining Equity Shares, if any, shall be allocated on a proportionate basis. Allocation to Anchor Investors shall be on a discretionary basis. For further details, see "*Offer Structure*", "*Terms of the Offer*" and "*Offer Procedure*" on pages 293, 287 and 297, respectively.

For further details of the terms of the Offer, see "*Terms of the Offer*" on page 287.

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SUMMARY OF FINANCIAL INFORMATION

The following tables provide summary of financial information of our Company derived from the Restated Consolidated Financial Information, i.e. for the financial years ended March 31, 2024, March 31, 2023, and for the period beginning from July 28, 2021 to March 31, 2022.

The summary of financial information presented below should be read in conjunction with "Restated Consolidated Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on pages 218 and 223, respectively.

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SUMMARY OF RESTATED CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES

(in ₹ million,)

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
ASSETS			
Non-current assets			
Property, plant and equipment	3,831.82	2,954.71	2,652.70
Capital-work-in-progress	57.02	3.06	53.54
Right-of-use assets	5,665.05	5,294.83	5,524.99
Goodwill	57,095.91	54,597.63	52,182.78
Other intangible assets	20,078.47	23,221.44	25,848.29
Financial assets			
- Other financial assets	475.52	372.56	356.09
Deferred tax assets (net)	1,353.65	614.27	112.51
Other tax assets (net)	740.59	571.48	87.02
Other non-current assets	144.70	340.56	80.64
Total Non-current assets	**89,442.73**	**87,970.54**	**86,898.56**
Current assets			
Financial assets			
- Trade receivables	11,813.36	10,685.84	9,262.01
- Cash and cash equivalents	3,441.26	5,852.87	3,738.01
- Other financial assets	351.64	268.69	415.10
Other current assets	1,592.97	1,126.82	649.12
Total Current assets	**17,199.23**	**17,934.22**	**14,064.24**
Total Assets	**1,06,641.96**	**1,05,904.76**	**1,00,962.80**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	42,852.82	19,186.72	19,186.72
Other equity			
a) Shares pending issuance	-	66,979.09	66,979.09
b) Securities premium	43,241.02	-	-
c) Common control adjustment deficit account	(28,186.58)	(28,218.44)	(46,254.57)
d) Other components of equity	6,524.02	4,119.33	354.92
Total Equity	**64,431.28**	**62,066.70**	**40,266.16**
Liabilities			
Non-current liabilities			
Financial liabilities			
- Borrowings	16,647.00	23,236.98	41,842.19
- Lease liabilities	4,713.51	4,345.66	4,593.11
- Other financial liabilities	141.51	55.97	-
Provision for employee benefit obligations	1,477.07	1,033.05	801.41
Deferred tax liabilities (net)	4,710.41	4,601.98	4,610.31
Total Non-current liabilities	**27,689.50**	**33,273.64**	**51,847.02**
Current liabilities			
Financial liabilities			
- Borrowings	2,688.18	242.44	550.13

- Lease liabilities	1,268.43	1,133.35	892.36
- Trade payables			
Total outstanding dues to micro enterprises and small enterprises ;	173.62	0.03	27.01
Total outstanding dues to creditors other than micro enterprises and small enterprises	2,419.40	2,134.64	1,122.47
- Other financial liabilities	6,445.07	5,686.67	5,158.08
Contract liabilities	235.87	106.21	109.59
Other current liabilities	462.77	394.23	261.75
Provision for employee benefit obligations	673.08	727.41	626.64
Current tax liabilities (net)	154.76	139.44	101.59
Total Current liabilities	**14,521.18**	**10,564.42**	**8,849.62**
Total Liabilities	**42,210.68**	**43,838.06**	**60,696.64**
Total Equity and Liabilities	**1,06,641.96**	**1,05,904.76**	**1,00,962.80**

SUMMARY OF RESTATED CONSOLIDATED STATEMENT OF PROFIT AND LOSS

(*in ₹ million, except for share data and if otherwise stated*)

Particulars	**For the year ended 31 March 2024**	**For the year ended 31 March 2023**	**For the period from 28 July 2021 to 31 March 2022**
Revenue from operations	47,535.57	42,184.08	9,234.07
Other income	279.47	176.52	209.87
Total income	**47,815.04**	**42,360.60**	**9,443.94**
Expenses			
Employee benefits expense	29,376.44	24,942.01	5,057.13
Other expenses	7,278.23	6,969.95	2,281.09
Total expenses	**36,654.67**	**31,911.96**	**7,338.22**
Earnings before interest expense, taxes, depreciation and amortisation	**11,160.37**	**10,448.64**	**2,105.72**
Finance costs	1,851.45	2,148.49	652.16
Depreciation and amortisation expenses	6,892.11	6,443.38	1,472.10
	8,743.56	**8,591.87**	**2,124.26**
Restated Profit/ (Loss) before tax	**2,416.81**	**1,856.77**	**(18.54)**
Tax expense:			
Current tax	1,115.24	1,243.21	104.27
Deferred tax	(981.09)	(822.16)	(76.10)
Total tax expense	**134.15**	**421.05**	**28.17**
Restated Profit/ (Loss) for the year / period	2,282.66	1,435.72	(46.71)
Restated Other Comprehensive Income (OCI)			
Items that will not be reclassified subsequently to the statement of profit and loss			
Re-measurements (losses)/ gains on defined employee benefit plans	(176.55)	(97.63)	63.29
Income tax effect of the above	20.70	21.67	(3.15)
Items that will be reclassified subsequently to the statement of profit and loss			
Exchange difference on translation of financial statements of foreign operations	174.94	2,439.05	357.87
Change in fair value of derivatives designated as cash flow hedges (net) (A)	150.71	(68.45)	(21.89)
Income tax effect on (A) above	(47.77)	34.05	5.51
Restated Other comprehensive income for the year/ period, net of tax	**122.03**	**2,328.69**	**401.63**
Restated Total comprehensive income for the year/ period	**2,404.69**	**3,764.41**	**354.92**
Restated Profit/ (Loss) attributable to			
Owners of the Company	2,282.66	1,435.72	(46.71)
Non-controlling interests	-	-	-
	2,282.66	**1,435.72**	**(46.71)**
Restated Other comprehensive income attributable to:			
Owners of the Company	122.03	2,328.69	401.63
Non-controlling interests	-	-	-
	122.03	**2,328.69**	**401.63**
Restated Total comprehensive income attributable to:			
Owners of the Company	2,404.69	3,764.41	354.92
Non-controlling interests	-	-	-

	2,404.69	**3,764.41**	**354.92**
Restated Earnings/ (Losses) per equity share (par value Rs. 10 per share) for the year/ period			
- Basic	0.53	0.33	(0.05)
- Diluted	0.53	0.33	(0.05)

SUMMARY OF RESTATED CONSOLIDATED STATEMENT OF CASH FLOWS

(in ₹ million)

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023	For the period from 28 July 2021 to 31 March 2022
A. Cash flows from operating activities			
Profit / (loss) before tax for the year / period	**2,416.81**	**1,856.77**	**(18.54)**
Adjustments for:			
Depreciation and amortization expense	6,892.11	6,443.38	1,472.10
Finance costs	1,851.45	2,148.49	652.16
Interest income	(79.79)	(37.48)	(4.24)
Provision for / (reversal of) expected credit loss	(29.33)	53.02	0.01
(Profit)/ loss on sale of property, plant, equipment	(11.05)	121.73	33.93
Gain on modification of leases	(15.10)	-	-
Unrealised foreign exchange loss/ (gain) , net	84.50	384.16	(179.73)
Operating profit / (loss) before working capital adjustments	**11,109.60**	**10,970.07**	**1,955.69**
Working capital adjustments:			
Trade receivables	(864.76)	(752.08)	(1,592.84)
Non-current financial assets	(12.99)	(81.17)	6.71
Other non-current assets	43.15	(17.46)	(70.47)
Current financial assets	(109.56)	4.59	(38.68)
Other current assets	(460.70)	(442.62)	(239.08)
Trade payables	126.29	(92.58)	423.92
Provision for employee benefit obligations	221.24	197.33	(7.99)
Other non current financial liabilities	97.41	42.55	-
Other current financial liabilities	656.21	324.29	(623.63)
Other current liabilities	189.77	113.26	(39.19)
Cash flows generated from/(used in) operating activities	**10,995.66**	**10,266.18**	**(225.56)**
Income taxes paid (net of refunds)	(1,263.11)	(1,698.40)	(93.36)
Net cash flows generated from/(used in) operating activities (A)	9,732.55	**8,567.78**	**(318.92)**
B. Cash flows from investing activities			
Acquisition of property, plant and equipment and other intangible assets	(1,827.29)	(1,436.82)	(70.54)
Proceeds from sale of property, plant and equipment and other intangible assets	3.13	24.58	-
Payment for business combination, net of cash acquired Rs 1.06 (31 March 2023: Rs. Nil, 31 March 2022: Rs. 635.65)	(3,009.88)	(164.12)	(77,159.68)
Proceeds from maturity of derivative assets/liabilities, (net)	118.89	276.06	89.61
Interest received	24.56	9.71	0.65
Net cash flows used in investing activities (B)	**(4,690.59)**	**(1,290.59)**	**(77,139.96)**
C. Cash flows from financing activities			
Proceeds from issue of shares	-	-	19,207.26
Proceeds from issue of shares by subsidiaries in a related party transaction	-	-	20,724.52
Share issue expense paid	(71.97)	-	(20.54)
Proceeds from borrowings	-	-	41,611.24

Repayment of borrowings	(4,280.75)	(1,964.08)	-
Repayment of lease liabilities	(1,264.95)	(1,025.91)	(256.95)
Interest on repayment of lease liabilities	(412.31)	(385.27)	(91.09)
Interest paid on borrowings	(1,483.40)	(2,070.91)	(10.94)
Net cash flows generated from/(used in) financing activities (C)	**(7,513.38)**	**(5,446.17)**	**81,163.50**
Net (decrease)/ increase in cash and cash equivalents (A+B+C)	(2,471.42)	1,831.02	3,704.62
Cash and cash equivalents at the beginning of the year/period	5,852.87	3,738.01	-
Effect of movement in exchange rates on cash and cash equivalents	59.81	283.84	33.39
Cash and cash equivalents at the end of the year/ period	**3,441.26**	**5,852.87**	**3,738.01**
Cash and cash equivalents comprises of:			
Cash and bank balances	3,441.26	5,852.87	3,738.01
	3,441.26	**5,852.87**	**3,738.01**

GENERAL INFORMATION

Our Company was originally incorporated as 'Berkmeer India Private Limited' as a private limited company under the Companies Act, 2013 pursuant to a certificate of incorporation dated July 28, 2021, issued by the Registrar of Companies, Karnataka at Bengaluru. Subsequently, pursuant to a resolution passed by our Shareholders at the EGM held on August 25, 2022 the name of our Company was changed to 'Sagility India Private Limited' and a fresh certificate of incorporation was issued by the Registrar of Companies, Karnataka at Bengaluru on September 13, 2022. Subsequently, our Company was converted from a private limited company to a public limited company, pursuant to a special resolution passed by our Shareholders at the EGM held on May 21, 2024 and the name of our Company was changed to 'Sagility India Limited', and a fresh certificate of incorporation was issued to our Company by the RoC, on June 20, 2024 .For details of incorporation, changes in the name and registered office address of our Company, see '*History and Certain Corporate Matters- Brief History of our Company*' on page 174.

Registered Office
No. 23 & 24, AMR Tech Park,
Building 2A, First Floor, Hongasandara Village,
Off Hosur Road, Bommanahalli,
Bengaluru 560068,
Karnataka, India

Corporate Office
AMR Tech Park, Building 2A,
Third Floor, Hongasandara Village,
Off Hosur Road, Bommanahalli,
Bengaluru 560068,
Karnataka, India

Corporate Identity Number and Registration Number

Corporate Identity Number: U72900KA2021PLC150054

Company Registration Number: 150054

Address of the Registrar of Companies

Our Company is registered with the RoC situated at the following address:

Registrar of Companies, Karnataka at Bengaluru
'E' Wing, 2nd Floor
Kendriya Sadana, Koramangala
Bengaluru 560 034
Karnataka, India

Board of Directors

As on the date of this Draft Red Herring Prospectus, the Board of Directors of our Company comprises the following:

Name	Designation	DIN	Address
Ramesh Gopalan	Managing Director and Group CEO	00636524	A503, St John Woods Apartments, 80 Tavarekere Main Road, Bengaluru - 560029
Hari Gopalakrishnan	Non-Executive Non-Independent Director	03289463	E2302, Ashok Gardens Tower 2, T J Road, Swan Mill Compound, Sewri, Mumbai 400 015, Maharashtra, India
Martin I. Cole	Non-Executive, Non-Independent Director	10642347	123 Royal Palm DR, Fort Lauderdale FL, Fort Lauderdale – 33301 1410, Florida, United States
William Winkenwerder Jr.	Independent Director	07279333	410 Vanderbilt Road, Asheville, North Carolina 28803

Name	Designation	DIN	Address
Anil Kumar Chanana	Independent Director	00466197	Pent House -1, Tower-J, Central Park – 1, Sector – 42, Galleria DLF – IV, Gurugram, 122 009, Haryana, India.
Ginger Dusek	Independent Director	10642344	235, Willowgate LN, Indianapolis Metropolitan Police Department, Indianapolis – 46260, Indiana, United States
Venkat Krishnaswamy	Independent Director	10643175	3119 E Scenic Valley, LN Sandy – 84092 4920, Utah, United States
Shalini Sarin	Independent Director	06604529	C-248, Defence Colony, New Delhi, India – 110 024

For brief profiles of our Directors, see "*Our Management*" on page 190.

Company Secretary and Compliance Officer

SatishKumar Sakharayapattana Seetharamaiah
Company Secretary and Compliance Officer
No. 23 & 24, AMR Tech Park,
Building 2A, First Floor, Hongasandara Village,
Off Hosur Road, Bommanahalli,
Bengaluru 560068,
Karnataka, India
E-mail: investorservice@sagilityhealth.com
Tel.: +91- 80-7125 1500

Statutory Auditors of our Company

B S R & Co. LLP, Chartered Accountants
3rd Floor, Embassy Golf Links Business Park, Pebble Beach,
B Block, Off Intermediate Ring Road
Bengaluru 560 071
Karnataka, India
Tel.: +91 80 4682 3000
E-mail: hemanth@bsraffiliates.com
ICAI Firm Registration Number: 101248W/W-100022
Peer Review Number: 014196

Changes in Statutory Auditors

The Statutory Auditors of the Company were first appointed on June 10, 2022 as the first auditors of the Company, and thereafter reappointed on October 21, 2022 for a period of five years.

Filing of this Draft Red Herring Prospectus

A copy of this Draft Red Herring Prospectus has been filed electronically with SEBI at cfddil@sebi.gov.in, in accordance with the instructions issued by the SEBI on March 27, 2020, in relation to "Easing of Operational Procedure – Division of Issues and Listing – CFD" and has also been uploaded on the SEBI intermediary portal at siportal.sebi.gov.in as specified in Regulation 25(8) of the SEBI ICDR Regulations and the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018. A copy of the Red Herring Prospectus, along with the material contracts and documents required to be filed under Section 32 of the Companies Act shall be filed with the RoC and a copy of the Prospectus shall be filed under Section 26 of the Companies Act with the RoC.

Book Running Lead Managers

ICICI Securities Limited
ICICI Venture House
Appasaheb Marathe Marg
Prabhadevi
Mumbai 400 025
Maharashtra, India
Tel: +91 22 6807 7100
E-mail: sagility.ipo@icicisecurities.com
Website: www.icicisecurities.com
Investor Grievance E-mail:
customercare@icicisecurities.com
Contact Person: Harsh Thakkar/ Abhijit Diwan
SEBI Registration No.: INM000011179

Jefferies India Private Limited
16th Floor, Express Towers,
Nariman Point, Mumbai 400 021
Maharashtra, India
Tel: +91 22 4356 6000
E-mail: SagilityIndia.IPO@jefferies.com
Investor Grievance e-mail: jipl.grievance@jefferies.com
Website: www.jefferies.com
Contact Person: Suhani Bhareja
SEBI Registration: INM000011443

IIFL Securities Limited
24th Floor, One Lodha Place
Senapati Bapat Marg
Lower Parel (West)
Mumbai 400 013
Maharashtra, India
Tel: + 91 22 4646 4728
E-mail: sagility.ipo@iiflcap.com
Investor Grievance e-mail:
ig.ib@iiflcap.com
Website: www.iiflcap.com
Contact person: Yogesh Malpani / Pawan Kumar Jain
SEBI Registration No.: INM000010940

J.P. Morgan India Private Limited
J.P. Morgan Tower, Off CST Road, Kalina
Santacruz East, Mumbai 400 098
Maharashtra, India
Tel: +91 22 6157 3000
E-mail: SAGILITY_IPO@jpmorgan.com
Investor grievance e-mail:
investorsmb.jpmipl@jpmorgan.com
Website: www.jpmipl.com
Contact Person: Vidit Jain / Akhand Dua
SEBI Registration: INM000002970

Syndicate Members

[●]

Legal Counsel to our Company as to Indian law

IndusLaw
1502B, 15th Floor, Tower – 1C
One World Centre
Senapati Bapat Marg, Lower Parel
Mumbai 400 013
Maharashtra, India
Tel: +91 22 4920 7200

101, 1st Floor, Embassy Classic,
11, Vittal Malya Rd,
Shantala Nagar, Ashok Nagar,
Bengaluru 560 001
Karnataka, India
Tel: +91 80 4072 6600

Registrar to the Offer

Link Intime India Private Limited
C-101, 1st Floor, 247 Park
Lal Bahadur Shastri Marg, Vikhroli (West)
Mumbai 400 083
Maharashtra, India
Tel: +91 810 811 4949

E-mail: sagility.ipo@linkintime.co.in
Investor grievance e-mail: sagility.ipo@linkintime.co.in
Website: www.linkintime.co.in
Contact person: Shanti Gopalkrishnan
SEBI Registration Number.: INR000004058

Bankers to our Company

HDFC Bank Limited
HDFC Bank House, Senapati Bapat Marg, Lower Parel
(West), Mumbai- 400 013, India
Tel.: 080-68906232
E-mail:
aleena.jiji@hdfcbank.com/pattabhi.srinivasan@hdfcbank.com
Website: www.hdfcbank.com
Contact Person: Aleena Jiji/Pattabhi Srinivasan
CIN:L65920MH1994PLC080618

Standard Chartered Bank
112, "Serenity", 3rd Floor, East Wing, Koramangala
Industrial Area, 5th Block, Koramangala,
Bengaluru 560 096, India
Tel.: +91 80 67079461
E-mail: sameepa.behera@sc.com
Website: www.sc.com
Contact Person: Ms. Sameepa Behera

Axis Bank Limited
Axis Bank Limited, Corporate Banking Branch, Nitesh
Timesquare, Level 3, No.8, M.G. Road,
Bengaluru-560 001, India
Tel.: +91 80 68047352
E-mail: naveen.inamdar@axisbank.com
Website: www.axisbank.com
Contact Person: Naveen Inamdar
CIN: L65110GJ1993PLC020769

ICICI Bank Limited
ICICI Bank Towers, Bandra-Kurla Complex,
Mumbai 400 051, India
Tel.: +91 8411958458
E-mail: shailendra.si@icicibank.com
Website: www.axisbank.com
Contact Person: Shailendra Singh
CIN: L65190GJ1994PLC021012

Hongkong and Shanghai Banking Corporation Limited
2nd floor, No7, MG Road,
Bengaluru, India – 560001
Tel.: +91 96619928951/8451822084
E-mail: sourabh1.jain@hsbc.co.in
Website: www.hsbsc.co.in
Contact Person: Sourabh Jain

Bankers to the Offer

Escrow Collection Bank(s)/ Refund Bank(s)/Public Offer Account Bank

[●]

Sponsor Banks

[●]

Statement of inter-se allocation of responsibilities among the BRLMs

The responsibilities and coordination by the BRLMs for various activities in this Offer are as follows:

Sr. No.	Activity	Responsibility	Coordinator
1.	Due diligence of the Company including its operations/management/business plans/legal etc. Drafting and design of this Draft Red Herring Prospectus, the Red Herring Prospectus, the Prospectus, abridged prospectus and application form. The Book Running Lead Managers shall ensure compliance with stipulated requirements and completion of prescribed formalities with the Stock Exchanges, RoC and SEBI including finalisation of Prospectus and RoC filing	BRLMs	I-Sec
2.	Capital structuring with the relative components and formalities such as type of instruments, size of Offer, etc.	BRLMs	I-Sec
3.	Positioning strategy, drafting of business section of the Draft Red Herring Prospectus, Red Herring Prospectus and Prospectus	BRLMs	J.P. Morgan
4.	Drafting of industry section of the Draft Red Herring Prospectus, Red Herring Prospectus, Prospectus	BRLMs	Jefferies
5.	Drafting and approval of all statutory advertisements	BRLMs	I-Sec
6.	Drafting and approval of all publicity material other than statutory advertisements, including corporate advertising, brochures, media monitoring, etc. and filing of media compliance report	BRLMs	J.P. Morgan
7.	Appointment of intermediaries (including co-ordinating all agreements to be entered with such parties): advertising agency, registrar, printers, banker(s) to the Offer, Sponsor Bank, Share Escrow Agent, Syndicate Members, etc.	BRLMs	Jefferies
8.	Preparation of road show presentation and frequently asked questions	BRLMs	Jefferies
9.	International institutional marketing of the Offer, which will cover, inter alia: • Institutional marketing strategy and preparation of publicity budget; • Finalising the list and division of international investors for one-to-one meetings • Finalising international road show and investor meeting schedules	BRLMs	J.P. Morgan
10.	Domestic institutional marketing of the Offer, which will cover, inter alia: • Institutional marketing strategy and preparation of publicity budget; • Finalising the list and division of domestic investors for one-to-one meetings • Finalising domestic road show and investor meeting schedules	BRLMs	I-Sec
11.	Conduct non-institutional marketing of the Offer, which will cover, inter-alia:	BRLMs	IIFL

Sr. No.	Activity	Responsibility	Coordinator
	• Finalising media, marketing and public relations strategy including list of frequently asked questions at road shows; • Finalising centres for holding conferences for brokers, etc.		
12.	Retail marketing of the Offer, which will cover, *inter alia*, • Finalising media, marketing and public relations strategy including list of frequently asked questions at retail road shows; • Finalising centres for holding conferences for brokers, etc.; • Follow-up on distribution of publicity and Offer material including application form, the Prospectus and deciding on the quantum of the Offer material; and finalising collection centres	BRLMs	IIFL
13.	Coordination with Stock Exchanges for book building software, bidding terminals, mock trading, intimation to Stock Exchanges for anchor portion, anchor coordination, anchor CAN and intimation of anchor allocation.	BRLMs	IIFL
14.	Managing the book and finalization of pricing in consultation with our Company	BRLMs	J.P. Morgan
15.	Post bidding activities including management of escrow accounts, coordinate non-institutional allocation, coordination with registrar, SCSBs and banks, intimation of allocation and dispatch of refund to bidders, etc. Post-Offer activities, which shall involve essential follow-up steps including allocation to anchor investors, follow-up with bankers to the Offer and SCSBs to get quick estimates of collection and advising the issuer about the closure of the Offer, based on correct figures, finalisation of the basis of allotment or weeding out of multiple applications, coordination for unblock of funds by SCSBs, finalization of trading, dealing and listing of instruments, dispatch of certificates or demat credit and refunds and coordination with various agencies connected with the post-issue activity such as registrar to the Offer, bankers to the Offer, SCSBs including responsibility for underwriting arrangements, as applicable. Payment of the applicable securities transaction tax ("**STT**") on sale of unlisted equity shares by the Promoter Selling Shareholder under the Offer for Sale to the Government and filing of the STT return by the prescribed due date as per Chapter VII of Finance (No. 2) Act, 2004. Submission of all post-offer reports including final post-offer report to SEBI.	BRLMs	IIFL

Designated Intermediaries

Self Certified Syndicate Banks

The banks registered with the SEBI, which offer the facility of ASBA services, (i) in relation to ASBA, where the Bid Amount will be blocked by authorizing an SCSB, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 and updated from time to time and at such other websites as may be prescribed by SEBI from time to time, (ii) in relation to UPI Bidders using the UPI Mechanism, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as updated from time to time.

Applications through the UPI Mechanism in the Offer can be made only through the SCSBs mobile applications (apps) whose name appears on the SEBI website. A list of SCSBs and mobile application, which are live for applying in public issues using UPI Mechanism is provided as Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019. The list is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 and updated from time to time and at such other websites as may be prescribed by SEBI from time to time.

SCSBs eligible as Issuer Banks for UPI and mobile applications enabled for UPI Mechanism

In accordance with SEBI RTA Master Circular, SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, UPI Bidders using the UPI Mechanism may only apply through the SCSBs and mobile applications using the UPI handles specified on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40) and (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) respectively, as updated from time to time. A list of SCSBs and mobile applications, which are live for applying in public issues using UPI mechanism is provided as 'Annexure A' for the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019.

Syndicate SCSB Branches

In relation to Bids (other than Bids by Anchor Investors and RIIs) submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes&intmId=35, which may be and updated from time to time or any such other website as may be prescribed by SEBI from time to time. For more information on such branches collecting Bid cum Application Forms from the Syndicate at Specified Locations, see the website of the SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do? Do Recognised=yes & in tm Id=35 or any such other website as may be prescribed by SEBI from time to time.

Registered Brokers

The list of the Registered Brokers, eligible to accept ASBA forms, including details such as postal address, telephone number, and email address, is provided on the websites of BSE and NSE at http://www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx?expandable=3 and http://www.nseindia.com/products/content/equities/ipos/ipo_mem_terminal.htm, respectively, or such other websites as updated from time to time.

Registrar and Share Transfer Agents

The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number, and e-mail address, are provided on the websites of BSE and NSE at http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?expandable=6 and http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, respectively, or such other websites as updated from time to time.

Collecting Depository Participants

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as name and contact details, are provided on the websites of BSE and NSE at http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?expandable=6 and http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, respectively, or such other websites as updated from time to time.

Credit Rating

As this is an offer of Equity Shares, there is no requirement to obtain credit rating for the Offer.

Grading of the Offer

No credit agency registered with SEBI has been appointed in respect of obtaining grading for the Offer.

Debenture Trustees

As this is an offer of Equity Shares, the appointment of debenture trustees is not required for the Offer.

Monitoring Agency

As the Offer is an offer for sale of Equity Shares by the Promoter Selling Shareholder, there is no requirement to appoint a monitoring agency in relation to the Offer.

Green Shoe Option

No green shoe option is contemplated under the Offer.

Appraising Entity

As the Offer is an offer for sale of Equity Shares by the Promoter Selling Shareholder, our Company will not receive any proceeds from the Offer. Accordingly, no appraising entity has been appointed for the Offer.

Experts

Except as stated below, our Company has not obtained any expert opinions:

(i) Our Company has received written consent dated June 26, 2024 from the Statutory Auditors namely, B S R & Co. LLP, Chartered Accountants, holding a valid peer review certificate from ICAI, to include their name as required under section 26 (1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this DRHP, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of their: (i) examination report, dated June 25, 2024, on Restated Consolidated Financial Information and their report dated June 26, 2024 on the Statement of Special Tax Benefits available to the Company and its shareholders under direct and indirect tax laws in this DRHP and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term "expert" and the consent thereof shall not be construed to mean an "expert" or consent within the meaning as defined under the U.S. Securities Act.

(ii) Our Company has received written consent dated June 26, 2024 from Agarwal Jain & Gupta, Chartered Accountants, holding a valid peer review certificate from ICAI, to include their name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations in this Draft Red Herring Prospectus and as an 'expert' as defined under Section 2(38) of Companies Act, 2013 in respect of the certificates issued by them in their capacity as an independent chartered accountant to our Company.

(iii) Our Company has received written consent dated June 24, 2024 from Nitish Ranjan, Licensed Certified Public Accountant to include their name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations in this Draft Red Herring Prospectus and as an 'expert' as defined under Section 2(38) of Companies Act, 2013 in respect of the Statement of Special Tax Benefits available to Sagility (US) Holdings Inc along with its subsidiaries, namely, Sagility LLC, Sagility (US) Inc., Sagility Operations Inc.. and its shareholders under direct and indirect tax laws in this DRHP and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

(iv) Our Company has received written consent dated June 24, 2024 from Ian Walters, Chartered Accountants to include their name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations in this Draft Red Herring Prospectus as an "expert" as defined under Section 2(38) of Companies Act, 2013 in respect of the Statement of Special Tax Benefits available to Sagility (Jamaica) Limited and its shareholders under direct and indirect tax laws in this DRHP and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

(v) Our Company has received written consent dated June 25, 2024 from Loyens & Loeff N.V., Dutch law firm to include their name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations in this Draft Red Herring Prospectus as an "expert" as defined under Section 2(38) of Companies Act, 2013 in respect of the Statement of Special Tax Benefits available to Sagility Philippines

B.V. and its shareholders under direct and indirect tax laws in this DRHP and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Such consents have not been withdrawn as on the date of this Draft Red Herring Prospectus. It is clarified, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Book Building Process

"Book building" refers to the process of collection of Bids from investors on the basis of the Red Herring Prospectus, the Bid cum Application Forms and the Revision Forms within the Price Band. The Price Band and minimum Bid Lot will be decided by our Company in consultation with the BRLMs, and advertised in all editions of the English national daily newspaper the [●], and all editions of the Hindi national daily newspaper [●], and a widely circulated Kannada daily newspaper [●] (Kannada being the regional language of Karnataka, where our Registered Office is located) each with wide, at least two Working Days prior to the Bid/ Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading on their website. The Offer Price shall be determined by our Company in consultation with the BRLMs, after the Bid/ Offer Closing Date. For details, see "*Offer Procedure*" on page 297.

All Bidders, other than Anchor Investors, shall participate in the Offer mandatorily through the ASBA process by providing the details of their respective ASBA Accounts in which the corresponding Bid Amount will be blocked by the SCSBs and Sponsor Banks, as the case may be. Anchor Investors are not permitted to participate in the Offer through the ASBA process. UPI Bidders may participate through the ASBA process by either (a) providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs or, (b) through the UPI Mechanism. Non-Institutional Investors with an application size of up to ₹ 0.50 million shall use the UPI Mechanism and shall also provide their UPI ID in the Bid cum Application Form submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents.

In accordance with the SEBI ICDR Regulations, QIBs and Non-Institutional Bidders are not allowed to withdraw or lower the size of their Bid(s) (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Retail Individual Investors and Eligible Employees Bidding in the Employee Reservation Portion can revise their Bids during the Bid/ Offer Period and withdraw their Bids until the Bid/ Offer Closing Date. Anchor Investors cannot withdraw their Bids after the Anchor Investor Bidding Date. Further, allocation to QIBs will be on a proportionate basis and allocation to Anchor Investors will be on a discretionary basis.

Each Bidder will be deemed to have acknowledged the above restrictions and the terms of the Offer, by submitting their Bid in the Offer.

The process of Book Building under the SEBI ICDR Regulations and the Bidding Process are subject to change from time to time and the investors are advised to make their own judgment about investment through this process prior to submitting a Bid in the Offer.

For further details, see "*Terms of the Offer*", "*Offer Structure*" and "*Offer Procedure*" on pages 287, 293 and 297 respectively.

Our Company will comply with the SEBI ICDR Regulations and any other directions issued by SEBI in relation to this Offer. The Promoter Selling Shareholder specifically confirms that it will comply with the SEBI ICDR Regulations and any other directions issued by SEBI, as applicable to the Promoter Selling Shareholder, in relation to its Offered Shares. In this regard, our Company and the Promoter Selling Shareholder have appointed the BRLMs to manage this Offer and procure Bids for this Offer.

The Book Building Process is in accordance with guidelines, rules, regulations prescribed by SEBI. Bidders are advised to make their own judgment about an investment through this process prior to submitting a Bid.

Bidders should note the Offer is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment; and (ii) the final approval of the RoC after the Prospectus is filed with the RoC.

Illustration of Book Building Process and the Price Discovery Process

For an illustration of the Book Building Process and the price discovery process, see "*Offer Procedure*" on page 297.

Underwriting Agreement

Prior to the filing of the Red Herring Prospectus or Prospectus with the RoC, as applicable, and in accordance with the nature of underwriting which is determined in accordance with Regulation 40(3) of SEBI ICDR Regulations, the Promoter Selling Shareholder and our Company intend to enter into the Underwriting Agreement with the Underwriters for the Equity Shares proposed to be offered through the Offer. It is proposed that pursuant to the terms of the Underwriting Agreement, each of the BRLMs shall be severally responsible for bringing in the amount devolved in the event the respective Syndicate Member do not fulfill their underwriting obligations. Pursuant to the terms of the Underwriting Agreement, the obligations of each of the Underwriters are several and are subject to certain conditions specified therein.

The Underwriting Agreement is dated [●]. The Underwriters have indicated their intention to underwrite the following number of Equity Shares which they shall subscribe to on account of rejection of bids, either by themselves or by procuring subscription, at a price which shall not be less than the Offer Price, pursuant to the Underwriting Agreement:

(The Underwriting Agreement has not been executed as on the date of this Draft Red Herring Prospectus. This portion has been intentionally left blank and will be filled in before the filing of the Red Herring Prospectus, and this portion will be applicable upon the execution of the Underwriting Agreement and filing of the Red Herring Prospectus or Prospectus with the RoC, as applicable.)

Name, address, telephone number and email address of the Underwriters	Indicative Number of Equity Shares to be underwritten	Amount underwritten (₹ million)
[●]	[●]	[●]

The above-mentioned amount is indicative and will be finalised after determination of the Offer Price and finalisation of the Basis of Allotment and subject to the provisions of the SEBI ICDR Regulations.

In the opinion of our Board (based on representations given by the Underwriters), the resources of the Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The Underwriters are registered with SEBI under Section 12(1) of the SEBI Act or are registered as brokers with the Stock Exchange(s). The Board of Directors/ IPO Committee, at its meeting, held on [●], has accepted and entered into the Underwriting Agreement mentioned above on behalf of our Company.

Allocation among the Underwriters may not necessarily be in the proportion of their underwriting commitments set forth in the table above. Notwithstanding the above table, each of the Underwriters shall be severally responsible for ensuring payment with respect to the Equity Shares allocated to Bidders procured by them, in accordance with the Underwriting Agreement.

Notwithstanding the above table, the Underwriters shall be severally responsible for ensuring payment with respect to the Equity Shares allocated to investors respectively procured by them in accordance with the Underwriting Agreement. In the event of any default in payment, the respective Underwriter, in addition to other obligations defined in the Underwriting Agreement, will also be required to procure subscribers for or subscribe to the Equity Shares to the extent of the defaulted amount in accordance with the Underwriting Agreement. The Underwriting Agreement has not been executed as on the date of this Draft Red Herring Prospectus and will be executed in accordance with applicable laws, after the determination of the Offer Price and allocation of Equity Shares, prior to the filing of the Prospectus with the RoC. The extent of underwriting obligations and the Bids to be underwritten in the Offer shall be as per the Underwriting Agreement.

CAPITAL STRUCTURE

The share capital of our Company, as of the date of this Draft Red Herring Prospectus, is set forth below.

(In ₹, except share data)

Sr. No.	Particulars	Aggregate nominal value	Aggregate value at offer price*
A.	**AUTHORISED SHARE CAPITAL#**		
	10,000,000,000 Equity Shares of face value of ₹ 10 each	100,000,000,000	-
B.	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER**		
	4,681,328,413 Equity Shares of face value of ₹ 10 each	46,813,284,130	-
C.	**PRESENT OFFER**		
	Offer for sale of up to 984,460,377 Equity Shares aggregating up to ₹ [●] million (1)(2)	9,844,603,770	[●]
	Which includes:		
	Employee Reservation Portion of up to [●](3) Equity Shares of face value of ₹ 10 each		
	Net Offer of up to [●] Equity Shares of face value of ₹ 10 each	[●]	[●]
D.	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE OFFER**		
	4,681,328,413 Equity Shares* of face value of ₹ 10 each	46,813,284,130	[●]
E.	**SECURITIES PREMIUM ACCOUNT**		
	Before the Offer	50,446.74 million	
	After the Offer*	[●]	

 # For details of changes in the authorised share capital of our Company, see "History and Certain Corporate Matters – Amendments to our MoA", on page 175.

**To be included upon finalisation of Offer Price and Basis of Allotment.*

(1) The Promoter Selling Shareholder has confirmed and authorized its participation in the Offer for Sale. The Offer has been authorised by our Board pursuant to resolution dated June 24, 2024. Further, our Board has taken on record the approval for the Offer for Sale by the Promoter Selling Shareholder pursuant to its resolution dated June 25, 2024. For further details, see "Other Regulatory and Statutory Disclosures" on page 272.

(2) The Promoter Selling Shareholder confirms that its Offered Shares has been held by it for a period of at least one year prior to filing of this Draft Red Herring Prospectus in accordance with Regulation 8 of the SEBI ICDR Regulations and accordingly are eligible for the Offer for Sale in accordance with the provisions of the SEBI ICDR Regulations. In accordance with Regulation 8A of the SEBI ICDR Regulations, Offer for Sale by the Promoter Selling Shareholder, as a shareholder holding more than 20% of pre-issue shareholding of the Company (on a fully- diluted basis), shall not exceed more than 50% of their pre-issue shareholding in our Company (on a fully-diluted basis). For details on the authorization of the Promoter Selling Shareholder in relation to the Offered Shares, see "Other Regulatory and Statutory Disclosures – Authority for the Offer" on page 272.

(3) Eligible Employees Bidding in the Employee Reservation Portion must ensure that the maximum Bid Amount does not exceed ₹ 500,000. However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹ 200,000. Only in the event of an under-subscription in the Employee Reservation Portion post the initial Allotment, such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹ 200,000, subject to the total Allotment to an Eligible Employee not exceeding ₹ 500,000.

Notes to the capital structure

1. Equity Share Capital History of our Company

The following table sets forth the history of the Equity Share capital of our Company:

Date of allotment/ subscription	Number of Equity Shares allotted	Details of allottees	Face value (₹)	Offer price per Equity Share (₹)	Nature of consideration	Reason/ Nature of allotment	Cumulative number of Equity Shares	Cumulative paid-up Equity Share Capital (₹)
July 22, 2021	200	Allotment of 100 Equity Shares each	10	10	Cash	Initial subscription to the Memora	200	2,000

Date of allotment/ subscription	Number of Equity Shares allotted	Details of allottees	Face value (₹)	Offer price per Equity Share (₹)	Nature of consideration	Reason/ Nature of allotment	Cumulative number of Equity Shares	Cumulative paid-up Equity Share Capital (₹)
		to Purvashri Pradeep Salgaonkar and Akshara Joshi[1]				ndum of Association		
January 6, 2022	1,920,725,866	Allotment of 1,920,725,866 Equity Shares to Sagility B.V. (erstwhile Betaine B.V.)	10	10	Cash	Rights Issue	1,920,726,066	19,207,260,660
March 26, 2024	515,525,269	Allotment of 515,525,269 Equity Shares to Sagility B.V.	10	28.30	Other than cash[2]	Private Placement	2,436,251,335	24,362,513,350
March 28, 2024	1,851,085,160	Allotment of 1,851,085,160 Equity Shares to Sagility B.V.	10	28.30	Other than cash[3]	Private Placement	4,287,336,495	42,873,364,950
May 31, 2024	393,991,918	Allotment of 393,991,918 Equity Shares to Sagility B.V.	10	28.30	Other than cash[4]	Private Placement	4,681,328,413	46,813,284,130

1. *On September 6, 2021, Purvashri Pradeep Salgaonkar transferred 100 Equity Shares of face value of ₹ 10 each to Sagility B.V. (erstwhile Betaine B.V.) and Akshara Joshi transferred 99 Equity Shares of face value of ₹ 10 each to Sagility B.V. and one Equity Share of face value of ₹ 10 is being held by Sagility Philippines B.V. as a nominee of Sagility B.V. (erstwhile Betaine B.V.).*
2. *Pursuant to a share purchase agreement dated March 26, 2024, entered into between our Promoter, Sagility B.V. and our Company, our Company acquired 100% shareholding of Sagility Philippines B. V. (along with its branch in Philippines). For further details of the acquisition of Sagility Philippines B.V., see "History and Certain Corporate Matters" on page 174. Based on the valuation reports dated March 22, 2024 issued by PwC Business Consulting Services LLP and Navigant Corporate Advisors Limited, respectively in relation to valuation of shares of Sagility Philippines B.V. and valuation of Equity Shares of our Company, the fair value of each share of common stock of Sagility Philippines B. V. was USD 175.04 and the fair value of each Equity share of our Company each, was ₹ 28.30..*
3. *Pursuant to a share purchase agreement dated March 27, 2024 entered into between our Promoter, Sagility B.V., and our Company, our Company acquired 100% shareholding of Sagility (US) Holdings Inc. (along with its downstream subsidiaries). For further details of the acquisition of Sagility (US) Holdings Inc., see "History and Certain Corporate Matters" on page 174. Based on the valuation reports dated March 22, 2024 issued by PwC Business Consulting Services LLP and Navigant Corporate Advisors Limited, respectively in relation to valuation of shares of common stock of Sagility (US) Holdings Inc. and valuation of equity shares of our Company, the fair value of each share of common stock of Sagility (US) Holdings Inc. was USD 2,713.47 and the fair value of each Equity Share of our Company was ₹ 28.30..*
4. *Pursuant to a share purchase agreement dated May 31, 2024 entered into between our Promoter, Sagility B.V., and our Company, our Company acquired 49,299.85 shares of common stock in Sagility (US) Holdings Inc. from our Promoter, Sagility B.V., for a share swap of 393,991,918 Equity Shares of face value of ₹ 10 each in our Company. Based on the valuation reports dated March 22, 2024 issued by PwC Business Consulting Services LLP and Navigant Corporate Advisors Limited, respectively in relation to valuation of shares of common stock of Sagility (US) Holdings Inc. and valuation of equity shares of our Company, the fair value of each share of common stock of Sagility (US) Holdings Inc. was USD 2,713.47 and the fair value of each Equity Share of our Company was ₹ 28.30.*

All issuances of our securities since the incorporation of our Company till the date of filing of the Draft Red Herring Prospectus were in compliance the Companies Act, 2013.

Further, our Company has not issued any compulsorily convertible preference shares since the incorporation of our Company and until the date of filing of this Draft Red Herring Prospectus.

2. Shares issued for consideration other than cash or out of revaluation reserves

Our Company has not issued any Equity Shares or Preference Shares out of revaluation of reserves. Except as disclosed below our Company has not issued any Equity Shares or Preference Shares for consideration other than cash:

Date of allotment	Number of Equity Shares allotted	Details of allottees	Face value (₹)	Offer price per Equity Share (₹)	Total consideration	Reason/ Nature of allotment	Benefits accrued
March 26, 2024	51,55,25,269	Allotment of 515,525,269 Equity Shares to Sagility B.V.	10	28.30	Allotment of 515,525,269 equity shares to Sagility B.V. at ₹ 28.30 per share totalling to ₹ 14590.24 million in the swap ratio of 515.52 equity shares of face value of ₹ 10 each of our Company for every share of Sagility Philippines B. V.	Private Placement	Pursuant to a share purchase agreement dated March 26, 2024, entered into between our Promoter Sagility B.V., and our Company, our Company acquired 100% shareholding of Sagility Philippines B. V. (along with its branch in Philippines). . Based on the valuation reports dated March 22, 2024 issued by PwC Business Consulting Services LLP and Navigant Corporate Advisors Limited, respectively in relation to valuation of shares of Sagility Philippines B.V. and valuation of Equity Shares of our Company, the fair value of each share of common stock of Sagility Philippines B. V. was USD 175.04 and the fair value of each Equity share of our Company each, was ₹ 28.30. . *For further details of the acquisition of Sagility Philippines B.V., see "History and Certain Corporate Matters" on page 174.*
March 28, 2024	1,85,10,85,160	Allotment of 1,851,085,160	10	28.30	Allotment of 1,85,10,85,160	Private Placement	Pursuant to a share purchase agreement

Date of allotment	Number of Equity Shares allotted	Details of allottees	Face value (₹)	Offer price per Equity Share (₹)	Total consideration	Reason/ Nature of allotment	Benefits accrued
		Equity Shares to Sagility B.V.			equity shares to Sagility B.V. at ₹ 28.30 per share totalling to ₹ 52,388.86 million in the swap ratio of 7991.75 equity shares of face value of ₹ 10 each of our Company for every share of Sagility (US) Holdings Inc.		dated March 27, 2024 entered into between our Promoter Sagility B.V., and our Company, our Company acquired 100% shareholding of Sagility (US) Holdings Inc. (along with its downstream subsidiaries). Based on the valuation reports dated March 22, 2024 issued by PwC Business Consulting Services LLP and Navigant Corporate Advisors Limited, respectively in relation to valuation of shares of common stock of Sagility (US) Holdings Inc. and valuation of Equity Shares of our Company, the fair value of each share of common stock of Sagility (US) Holdings Inc., was USD 2,713.47 and the fair value of each Equity Share of our Company was ₹ 28.30. *For further details of the acquisition of Sagility (US) Holdings Inc., see "History and Certain Corporate Matters" on page 174.*
May 31, 2024	393,991,918	Allotment of 393,991,918 Equity Shares to Sagility B.V.	10	28.30	Allotment of 393,991,918 Equity Shares to Sagility B.V. at ₹ 28.30 per Equity Share for a swap of 49,299.85 shares of common stock in Sagility (US) Holdings Inc. from our Promoter, Sagility B.V.	Private Placement	Pursuant to a share purchase agreement dated May 31, 2024 entered into between our Promoter, Sagility B.V., and our Company, our Company acquired 49,299.85 shares of common stock in Sagility (US) Holdings Inc. from our Promoter, Sagility B.V., for a share swap of 393,991,918 Equity Shares in our Company. Based on

Date of allotment	Number of Equity Shares allotted	Details of allottees	Face value (₹)	Offer price per Equity Share (₹)	Total consideration	Reason/ Nature of allotment	Benefits accrued
							the valuation reports dated March 22, 2024 issued by PwC Business Consulting Services LLP and Navigant Corporate Advisors Limited, respectively in relation to valuation of shares of common stock of Sagility (US) Holdings Inc. and valuation of Equity Shares of our Company, the fair value of each share of common stock of Sagility (US) Holdings Inc., was USD 2,713.47 and the fair value of each Equity Share of our Company was ₹ 28.30. *For further details of the Acquisition of Sagility (US) Holdings Inc., see "History and Certain Corporate Matters" on page 174.*

3. Issue of Equity Shares pursuant to schemes of arrangement

As of the date of this Draft Red Herring Prospectus, our Company has not allotted any Equity Shares or Preference Shares pursuant to any scheme of arrangement approved under sections 391-394 of the Companies Act, 1956 or sections 230-234 of the Companies Act, 2013, as applicable.

4. Issue of Equity Shares at a price lower than the Offer Price in the last one year

Except as stated under "*Notes to the capital structure – Equity Share Capital History of our Company*" *and "– Shares issued for consideration other than cash or out of revaluation reserves"*, our Company has not issued any Equity Shares or Preference Shares which may be lower than the Offer Price during the period of one year preceding the date of this Draft Red Herring Prospectus.

5. Issue of Equity Shares under employee stock option schemes

As of the date of this Draft Red Herring Prospectus, our Company does not have an employee stock option scheme or an employee stock purchase scheme.

6. History of build-up of Promoter's shareholding and lock-in of Promoter's shareholding including Promoter's contribution)

As on the date of this Draft Red Herring Prospectus, our Promoters hold, in aggregate 4,681,328,413[*] Equity Shares of face value of ₹ 10 each, which represent 100% of the issued, subscribed and (paid-up) equity share capital of our Company. The details regarding our Promoters' shareholding are set out below:

[*]*Six Equity Shares of face value of ₹ 10 each are held by Siby Joy, Anand Natampalli, Sivarama Rambhatla, Krithika Srivats, Srikanth*

Laksminarayan, and Benedict Richard as the registered holders on behalf of Sagility B.V., who is the beneficial owner of these Equity Shares.

a) *Build-up of Promoter's shareholding in our Company*

Set forth below is the build-up of our Promoter' equity shareholding since the incorporation of our Company:

Date of allotment/transfer	Number of Equity Shares allotted/transferred	Face value per Equity Share (₹)	Issue/ acquisition/ transfer price per Equity Share (₹)	Nature of consideration	Nature of transaction	% of the pre-Offer Equity Share capital	% of the post-Offer Equity Share capital
Sagility B.V.							
September 6, 2021	100	10	10	Cash	Transfer of 100 equity shares by Purvashri Pradeep Salgaonkar	Negligible	[●]
September 6, 2021	99	10	10	Cash	Transfer of 99 equity shares by Akshara Joshi	Negligible	[●]
September 6, 2021	1	10	10	Cash	Transfer of 1 equity share by Akshara Joshi	Negligible	[●]
January 6, 2022	1,920,725,866	10	10	Cash	Rights Issue	41.03	[●]
March 26, 2024	515,525,269	10	28.30	Other than cash[1]	Private Placement	11.01	[●]
March 28, 2024	1,851,085,160	10	28.30	Other than cash[2]	Private Placement	39.54	[●]
May 31, 2024	393,991,918	10	28.30	Other than cash[3]	Private Placement	8.42	[●]
Total	**4,681,328,413***					**100%**	[●]

1. *Our Company acquired 100% shareholding of Sagility Philippines B. V. (along with its branch in Philippines). For further details of the acquisition of Sagility Philippines B.V., see "History and Certain Corporate Matters" on page 174. Based on the valuation reports dated March 22, 2024 issued by PwC Business Consulting Services LLP and Navigant Corporate Advisors Limited, respectively in relation to valuation of shares of Sagility Philippines B.V. and valuation of Equity Shares of our Company, the fair value of each share of common stock of Sagility Philippines B. V. was USD 175.04 and the fair value of each Equity share of our Company each, was ₹ 28.30.*
2. *Pursuant to a share purchase agreement dated March 27, 2024 entered into between our Promoter, Sagility B.V., and our Company, our Company acquired 100% shareholding of Sagility (US) Holdings Inc. (along with its downstream subsidiaries). For further details of the acquisition of Sagility (US) Holdings Inc., see "History and Certain Corporate Matters" on page 174. Based on the valuation reports dated March 22, 2024 issued by PwC Business Consulting Services LLP and Navigant Corporate Advisors Limited, respectively in relation to valuation of shares of common stock of Sagility (US) Holdings Inc. and valuation of equity shares of our Company, the fair value of each share of common stock of Sagility (US) Holdings Inc. was USD 2,713.47 and the fair value of each Equity Share of our Company was ₹ 28.30..*
3. *Pursuant to a share purchase agreement dated May 31, 2024 entered into between our Promoter, Sagility B.V., and our Company, our Company acquired 49,299.85 shares of common stock in Sagility (US) Holdings Inc. from our Promoter, Sagility B.V., for a share swap of 393,991,918 Equity Shares of face value of ₹ 10 each in our Company. Based on the valuation reports dated March 22, 2024 issued by PwC Business Consulting Services LLP and Navigant Corporate Advisors Limited, respectively in relation to valuation of shares of common stock of Sagility (US) Holdings Inc. and valuation of equity shares of our Company, the fair value of each share of common stock of Sagility (US) Holdings Inc. was USD 2,713.47 and the fair value of each Equity Share of our Company was ₹ 28.30.*

** Six Equity Shares of face value of ₹ 10 each are held by Siby Joy, Anand Natampalli, Sivarama Rambhatla, Krithika Srivats, Srikanth Laksminarayan, and Benedict Richard as the registered holders on behalf of Sagility B.V., who is the beneficial owner of these Equity Shares.*

b) *Shareholding of our Promoters and the members of our Promoter Group*

Except as disclosed in the table titled "*Build-up of the Promoter's shareholding in our Company*" above, our Promoter Group, our Promoters, the Directors of our Company and the Directors of our Promoters do not hold any Equity Shares of our Company as on the date of this Draft Red Herring Prospectus.

c) *Details of Promoter's contribution locked in for eighteen months*

Pursuant to Regulations 14 and 16 of the SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post-Offer Equity Share capital of our Company held by our Promoter, shall be considered as minimum promoter's contribution and locked-in for a period of eighteen (18) months from the date of Allotment ("**Promoter's Contribution**"). Our Promoter's shareholding in excess of 20% of the fully diluted post-Offer Equity Share capital shall be locked in for a period of six (6) months from the Allotment.

Our Promoter has given consent, to include such number of Equity Shares held by it, as may constitute 20% of the fully diluted post-Offer Equity Share capital of our Company as Promoter's Contribution. Our Promoter has agreed not to dispose, sell, transfer, charge, pledge or otherwise encumber in any manner the Promoter's Contribution from the date of this Draft Red Herring Prospectus, until the expiry of the lock-in period specified above, or for such other time as required under SEBI ICDR Regulations. Details of Promoter's Contribution are as provided below:

This portion has been intentionally left blank and will be filled in before filing of the Prospectus with the RoC.

Name of the Promoter	No. of Equity Shares	No. of Equity Shares locked-in**	Date of allotment/ transfer#	Face value per Equity Share (₹)	Allotment/ Acquisition price per Equity Share (₹)	Nature of transaction	% of the fully diluted post-Offer paid-up Capital	Date up to which the Equity Shares are subject to lock-in
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Total	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]

Note: To be updated at the Prospectus stage.
 # Subject to finalisation of Basis of Allotment.
*** All Equity Shares were fully paid-up at the time of allotment or acquisition, as the case may be.*

Our Company undertakes that the Equity Shares being locked-in for computation of Promoter's Contribution are not and will not be ineligible under Regulation 15 of the SEBI ICDR Regulations. In particular, these Equity Shares do not and shall not consist of:

(i) Equity Shares acquired since the incorporation of our Company (a) for consideration other than cash and revaluation of assets or capitalisation of intangible assets, or (b) as a result of bonus shares issued by utilization of revaluation reserves or unrealised profits of the Company or from bonus issue against Equity Shares which are otherwise ineligible for computation of Promoter's Contribution;

(ii) Equity Shares acquired during the one year immediately preceding the date of this Draft Red Herring Prospectus, at a price lower than the price at which the Equity Shares are being offered to the public in the Offer;

(iii) Our Company has not been formed by the conversion of one or more partnership firms or a limited liability partnership firm into a company and hence no Equity Shares have been issued in the one year immediately preceding the date of this Draft Red Herring Prospectus, at a price lower than the price at which the Equity Shares are being offered to the public in the Offer pursuant to conversion from a partnership firm;

(iv) The Equity Shares held by the Promoter that are subject to any pledge or any other form of encumbrance; and

(v) Except for the six Equity Shares held by nominees of our Promoter, all the Equity Shares held by our Promoter is in dematerialised form as on the date of this Draft Red Herring Prospectus.

7. Details of share capital locked-in for six months

In terms of Regulation 17 of the SEBI ICDR Regulations, the entire pre-Offer Equity Share capital of our Company, shall be locked in for a period of six months from the date of Allotment in the Offer, except for:

(i) the Promoter's Contribution which shall be locked in as above;

(ii) the Equity Shares sold or transferred by the Promoter Selling Shareholder pursuant to the Offer for Sale;

The entire pre-Offer Equity Share capital of our Company (including those Equity Shares held by our Promoter in excess of Promoter's Contribution), shall be locked in for a period of six months from the date of Allotment, including any unsubscribed portion of the Equity Shares being offered by the Promoter Selling Shareholder in the Offer for Sale would also be locked-in as required under the SEBI ICDR Regulations.

As required under Regulation 20 of the SEBI ICDR Regulations, our Company shall ensure that the details of the Equity Shares locked-in are recorded by the relevant Depository.

Pursuant to Regulation 21 of the SEBI ICDR Regulations, Equity Shares held by our Promoter and locked-in, as mentioned above, may be pledged as collateral security for a loan with a scheduled commercial bank, a public financial institution, Systemically Important Non-Banking Financial Company or a housing finance company, subject to the following:

(i) with respect to the Equity Shares locked-in as the minimum Promoter's Contribution for 18 months from the date of Allotment, pursuant to Regulation 21(a) of the SEBI ICDR Regulations, the loan must have been granted to our Company or its Subsidiaries for the purpose of financing one or more of the objects of the Offer, which is not applicable in the context of this Offer. See "*Objects of the Offer*" on page 93;

(ii) with respect to the Equity Shares locked-in for six months from the date of Allotment pursuant to Regulation 21(b) of the SEBI ICDR Regulations, such pledge of the Equity Shares must be one of the terms of the sanction of the loan.

However, the relevant lock-in period shall continue post the invocation of the pledge referenced above, and the relevant transferee shall not be eligible to transfer the Equity Shares till the relevant lock-in period has expired in terms of the SEBI ICDR Regulations.

In terms of Regulation 22 of the SEBI ICDR Regulations, Equity Shares held by our Promoters which are locked-in pursuant to Regulation 16 of the SEBI ICDR Regulations, may be transferred to and amongst any other Promoter, member of the Promoter Group or to any new promoters, subject to continuation of lock-in in the hands of the transferees for the remaining period and compliance with provisions of the Takeover Regulations, as applicable and such transferee shall not be eligible to transfer them till the lock-in period stipulated in SEBI ICDR Regulations has expired.

Further, in terms of Regulation 22 of the SEBI ICDR Regulations, the Equity Shares held by persons other than our Promoter and locked-in for a period of six months from the date of Allotment in the Offer, may be transferred to any other person holding Equity Shares which are locked-in, subject to the continuation of the lock-in in the hands of the transferee for the remaining period and compliance with provisions of the Takeover Regulations, as applicable and such transferee shall not be eligible to transfer them till the lock-in period stipulated in SEBI ICDR Regulations has expired.

Additionally, in accordance with Regulation 8A of the SEBI ICDR Regulations, as the Offer is in compliance with Regulation 6(2), the relaxation from lock-in period provided under Regulation 17(c) of the SEBI ICDR Regulations shall not be available to any shareholder(s) holding, individually or with persons acting in concert, more than 20% of pre-Offer shareholding of our Company on fully diluted basis. Any unsubscribed portion of the Offered Shares would also be locked-in as required under the SEBI ICDR Regulations.

Lock-in of Equity Shares Allotted to Anchor Investors

50% of the Equity Shares Allotted to Anchor Investors under the Anchor Investor Portion will be locked-in for a period of 90 days from the date of Allotment, and the remaining 50% of Equity Shares Allotted to Anchor Investors under the Anchor Investor Portion will be locked-in for a period of 30 days from the date of Allotment.

8. Sales or purchases of Equity Shares or other specified securities of our Company by our Promoter, directors of our Corporate Promoter, the other members of our Promoter Group or our Directors or their relatives during the six months immediately preceding the date of this Draft Red Herring Prospectus.

Except as disclosed in "*Build-up of Promoter's shareholding in our Company*" above, none of our Promoters, directors of our Corporate Promoter, members of our Promoter Group, our Directors or their relatives have sold or purchased any Equity Shares or other specified securities of our Company during the period of six months immediately preceding the date of this Draft Red Herring Prospectus.

[***The remainder of this page is intentionally left blank***]

9. Shareholding Pattern of our Company

The table below presents the equity shareholding pattern of our Company as on the date of this Draft Red Herring Prospectus.

Category (I)	Category of shareholder (II)	Number of shareholders (III)	Number of fully paid up Equity of face value of ₹ 10 each held (IV)	Number of Partly paid-up Equity Shares held (V)	Number of shares underlying Depository Receipts (VI)	Total number of shares held (VII) =(IV)+(V)+ (VI)	Shareholding as a % of total number of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			Number of Equity Shares Underlying Outstanding convertible securities (including Warrants) (X)*	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2) *	Number of Locked in Equity Shares (XII)		Number of Equity Shares pledged or otherwise encumbered (XIII)		Number of Equity Shares held in dematerialized form (XIV)
								Number of voting rights		Total as a % of (A+B + C)			Number (a)	As a % of total Shares held (b)	Number (a)	As a % of total Shares held (b)	
								Class: Equity Shares	Total								
(A)	Promoter and Promoter Group	7	4,681,328,413*	-	-	4,681,328,413*	100.00%	4,681,328,413*	44,681,328,413*	100 %	-	100.00%	-	-	-	-	4,681,328,413*
(B)	Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C)	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	**7**	**4,681,328,413***	**-**	**-**	**4,681,328,413***	**100.00.%**	**4,681,328,413***	**4,681,328,413***	**100 %**	**-**	**100.00%**	**-**	**-**	**-**	**-**	**4,681,328,413***

**Six Equity Shares of face value of ₹ 10 each are held by Siby Joy, Anand Natampalli, Sivarama Rambhatla, Krithika Srivats, Srikanth Laksminarayan, and Benedict Richard as the registered holders on behalf of Sagility B.V., who is the beneficial owner of these Equity Shares.*

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10. As on the date of this Draft Red Herring Prospectus, our Company has seven holders of Equity Shares, which includes six nominee holders of Equity Shares on behalf of Sagility B.V. (erstwhile Betaine B.V.).

11. Equity Shares held by the Shareholders holding 1% or more of the paid-up capital of our Company

The Shareholders holding 1% or more of the equity paid-up capital of our Company as on the date of this Draft Red Herring Prospectus are as follows (as on June 28, 2024):

Sr. No.	Name of Shareholder	No. of Equity Shares of face value of ₹ 10 each	Percentage of pre-Offer capital
1.	Sagility B.V.	4,681,328,413 *	100.00%
	Total	**4,681,328,413***	**100.00%**

**Six Equity Shares of face value of ₹ 10 each are held by Siby Joy, Anand Natampalli, Sivarama Rambhatla, Krithika Srivats, Srikanth Laksminarayan, and Benedict Richard as the registered holders on behalf of Sagility B.V., who is the beneficial owner of these Equity Shares.*

The Shareholders holding 1% or more of the equity paid-up capital of our Company ten days prior to the filing of this Draft Red Herring Prospectus are as follows (as on June 18, 2024):

Sr. No.	Name of Shareholder	No. of Equity Shares of face value of ₹ 10 each	Percentage of pre-Offer capital
1.	Sagility B.V.	4,681,328,413*	100.00%
	Total	**4,681,328,413***	**100.00%**

**Six Equity Shares of face value of ₹ 10 each are held by Siby Joy, Anand Natampalli, Sivarama Rambhatla, Krithika Srivats, Srikanth Laksminarayan, and Benedict Richard as the registered holders on behalf of Sagility B.V., who is the beneficial owner of these Equity Shares.*
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The Shareholders holding 1% or more of the equity paid-up capital of our Company as on one year prior to the date of this Draft Red Herring Prospectus are as follows (as on June 26, 2023):

Sr. No.	Name of Shareholder	No. of Equity Shares of face value of ₹ 10 each	Percentage of pre-Offer capital
1.	Sagility B.V. (erstwhile Betaine B.V.)	1,92,07,26,066*	100.00%
	Total	**1,92,07,26,066***	**100.00%**

**Including one Equity Share held by Sagility Philippines B.V. as a nominee of Sagility B.V. (erstwhile Betaine B.V.), which is the beneficial owners of these Equity Shares.*

The Shareholders holding 1% or more of the equity paid-up capital of our Company as on two years prior to filing of this Draft Red Herring Prospectus are as follows (as on June 26, 2022):

Sr. No.	Name of Shareholder	No. of Equity Shares of face value of ₹ 10 each	Percentage of pre-Offer capital
1.	Sagility B.V. (erstwhile Betaine B.V.)	1,92,07,26,066*	100.00%
	Total	**1,92,07,26,066***	**100.00%**

**Including one Equity Share held by Sagility Philippines B.V. as a nominee of Sagility B.V. (erstwhile Betaine B.V.), which is the beneficial owners of these Equity Shares.*

12. None of the Equity Shares being offered for sale through the Offer for Sale are pledged or otherwise encumbered, as on the date of this Draft Red Herring Prospectus.

13. Our Company, our Directors and the BRLMs have not made or entered into any buy-back arrangements for the purchase of Equity Shares.

14. Neither the BRLMs and nor their respective associates as defined in the SEBI Merchant Bankers Regulations, hold any Equity Shares as on the date of filing of this Draft Red Herring Prospectus.

15. No person connected with the Offer, including, but not limited to the BRLMs, the Syndicate Members, our Company, the Promoters, our Directors, or the members of the Promoter Group, shall offer or make payment of any incentive, whether direct or indirect, in the nature of discount, commission and allowance, except for fees or commission for services rendered in relation to the Offer, in any manner, whether in cash or kind or services or otherwise, to any Bidder for making a Bid.

16. The Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of filing this Draft Red Herring Prospectus. The Equity Shares transferred pursuant to the Offer shall be fully paid-up at the time of Allotment, failing which they may be forfeited for non-payment of calls within twelve months from the date of allotment of securities.

17. All the shares held by our Promoter are in dematerialised form as on the date of the Draft Red Herring Prospectus.

18. Our Company has no outstanding warrants, options to be issued or rights to convert debentures, loans or other convertible instruments into Equity Shares as on the date of this Draft Red Herring Prospectus.

19. Our Company presently does not intend or propose or is under negotiation or consideration to alter its capital structure for a period of six months from the Bid/ Offer Opening Date, by way of split or consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into or exchangeable for, directly or indirectly into Equity Shares), whether on a preferential basis or issue of bonus or rights or further public issue of Equity Shares. However, if our Company enters into acquisitions, joint ventures or other arrangements, our Company may, subject to necessary approvals, consider raising additional capital to fund such activity or use Equity Shares as currency for acquisitions or participation in such joint ventures.

20. There will be no further issue of Equity Shares whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from filing of this Draft Red Herring Prospectus with SEBI until the Equity Shares have been listed on the Stock Exchanges or all application moneys have been refunded to the Anchor Investors, or the application moneys are unblocked in the ASBA Accounts on account of non-listing, under-subscription etc, as the case may be, other than in connection with the Offer;

21. During the period of six months immediately preceding the date of filing of this Draft Red Herring Prospectus, no financing arrangements existed whereby our Promoters, directors of our Promoters, other members of our Promoter Group, our Directors or their relatives have financed the purchase of securities of our Company by any other person other than in the normal course of the business of the financing entity.

22. None of our Directors, KMPs and SMPs hold any Equity Shares or Preference Shares in our Company.

23. None of our Promoters or Shareholders are directly/indirectly related to the BRLMs and any associates of the BRLMs.

24. Our Promoters and members of our Promoter Group will not submit Bids, or otherwise participate in this Offer. None of the members of Promoter Group will participate in the Offer.

25. The Promoters and members of our Promoter Group will not receive any proceeds from the Offer, except to the extent of participation as a Promoter Selling Shareholder in the Offer for Sale.

26. There shall be only one denomination of the Equity Shares, unless otherwise permitted by law.

27. The BRLMs and any associates of the BRLMs, or Syndicate Members, or any person related to the promoter/ promoter group, cannot apply in the Offer under the Anchor Investor Portion, except for Mutual Funds sponsored by entities which are associates of the BRLMs, or insurance companies promoted by entities which are associates of the BRLMs or AIFs sponsored by the entities which are associate of the Book Running Lead Managers or a FPI (other than individuals, corporate bodies and family offices) which are associates of the BRLMs or pension funds sponsored by entities which are associates of the BRLMs.

28. Our Company shall ensure that transactions in the Equity Shares by the Promoter and the Promoter Group, if any, during the period between the date of filing of the Draft Red Herring Prospectus and the date of closure of the Offer shall be reported to the Stock Exchanges within 24 hours of the transactions.

Any oversubscription to the extent of 1% of the Offer size can be retained for the purposes of rounding off to the nearest multiple of minimum allotment lot while finalising the Basis of Allotment.

OBJECTS OF THE OFFER

The objects of the Offer are to (i) achieve the benefits of listing the Equity Shares on the Stock Exchanges; and (ii) carry out the Offer for Sale of up to 984,460,377 Equity Shares of face value of ₹ 10 each by the Promoter Selling Shareholder. Further, our Company expects that the proposed listing of its Equity Shares will enhance our visibility and brand image as well as provide a public market for the Equity Shares in India. Our Company will not receive any proceeds from the Offer. For details of Offered Shares from the Promoter Selling Shareholder, see "*The Offer*" on page 62.

Offer Expenses

The Offer expenses are estimated to be approximately ₹ [●] million. Other than the listing fees, which will be solely borne by the Company; all costs, fees and expenses as stated herein, shall be borne by the Promoter Selling Shareholder (including all applicable taxes) directly attributable to the Offer (including fees and expenses of the Book Running Lead Managers, legal counsels appointed in connection with the Offer, and other intermediaries, advertising and marketing expenses (other than corporate advertisements expenses and branding of the Company undertaken in the ordinary course of business by the Company), printing, underwriting commission, procurement commission (if any), brokerage and selling commission and payment of fees and charges to various regulators in relation to the Offer), stamp duty payable on transfer of the Offered Shares pursuant to the Offer for Sale, in accordance with applicable law including Section 28(3) of the Companies Act. All the expenses relating to the Offer shall be paid by the Company in the first instance. Upon commencement of listing and trading of the Equity Shares on the Stock Exchanges pursuant to the Offer, the Promoter Selling Shareholder shall, reimburse the Company for any expenses in relation to the Offer paid by the Company on behalf of the Promoter Selling Shareholder directly from the Public Offer Account except as may be prescribed by the SEBI or any other regulatory authority.

The expenses directly attributable to the portion with regard to Offer for Sale shall be borne by the Promoter Selling Shareholder and the estimated expenses will be deducted from the Offer proceeds, as appropriate, and only the remaining amount will be paid to the Promoter Selling Shareholder, in accordance with Section 28(3) of the Companies Act.

The break-up for the Offer expenses is as follows:

Activity	Estimated expenses[(1)] (in ₹ million)	As a % of the total estimated Offer expenses[(1)]	As a % of the total Offer size[(1)]
Book Running Lead Managers' fees and commission (including underwriting commission),	[●]	[●]	[●]
Commission/processing fee for SCSBs, Sponsor Bank and Bankers to the Offer. Brokerage, underwriting commission and selling commission and bidding charges for Members of the Syndicate, Registered Brokers, RTAs and CDPs [(2)(3)(4)(5)]	[●]	[●]	[●]
Fees payable to the Registrar to the Offer	[●]	[●]	[●]
Others	[●]	[●]	[●]
- Listing fees, SEBI filing fees, upload fees, BSE & NSE processing fees, book building software fees and other regulatory expenses	[●]	[●]	[●]
- Printing and distribution of issue stationery	[●]	[●]	[●]
- Advertising and marketing expenses	[●]	[●]	[●]
- Fees payable to legal counsels	[●]	[●]	[●]
- Fees payable to other advisors to the Offer	[●]	[●]	[●]
- Miscellaneous	[●]	[●]	[●]
Total estimated Offer expenses	[●]	[●]	[●]

[(1)] *Offer expenses include applicable taxes, where applicable. Offer expenses will be incorporated at the time of filing of the Prospectus. Offer expenses are estimates and are subject to change.*

[(2)] *Selling commission payable to the SCSBs on the portion for RIBs, Eligible Employees and Non-Institutional Bidders which are directly procured by the SCSBs, would be as follows:*

*Portion for RIBs**	*[●]% of the Amount Allotted (plus applicable taxes)*
*Portion for Eligible Employees**	*[●]% of the Amount Allotted (plus applicable taxes)*

*Portion for Non-Institutional Bidders**	*[●]% of the Amount Allotted (plus applicable taxes)*

** Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price.*
Selling Commission payable to the SCSBs will be determined on the basis of the bidding terminal id as captured in the Bid Book of BSE or NSE.

(3) *No processing fees shall be payable by our Company and the Promoter Selling Shareholder to the SCSBs on the applications directly procured by them.*
Processing fees payable to the SCSBs on the portion for RIBs, Eligible Employees and Non-Institutional Bidders which are procured by the members of the Syndicate/sub-Syndicate/Registered Broker/RTAs/ CDPs and submitted to SCSB for blocking, would be as follows:

*Portion for RIBs**	*₹[●] per valid application (plus applicable taxes)*
Portion for Eligible Employees	*₹[●] of the Amount Allotted (plus applicable taxes)*
Portion for Non-Institutional Bidders	*₹[●] per valid application (plus applicable taxes)*

** The processing fees for applications made by the UPI Bidders using the UPI Mechanism may be released to the SCSBs only after such SCSBs provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.*

(4) *Selling commission on the portion for RIBs, Eligible Employees and Non-Institutional Bidders which are procured by members of the Syndicate (including their sub-Syndicate Members), Registered Brokers, RTAs and CDPs would be as follows:*

Portion for RIBs	*[●]% of the Amount Allotted* (plus applicable taxes)*
Portion for Eligible Employees	*[●]% of the Amount Allotted* (plus applicable taxes)*
Portion for Non-Institutional Bidders	*[●]% of the Amount Allotted* (plus applicable taxes)*

**Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price.*

The Selling Commission payable to the Syndicate / Sub-Syndicate Members will be determined on the basis of the application form number / series, provided that the application is also bid by the respective Syndicate / Sub-Syndicate Member. For clarification, if a Syndicate ASBA application on the application form number / series of a Syndicate / Sub-Syndicate Member, is bid by an SCSB, the selling commission will be payable to the SCSB and not the Syndicate / Sub-Syndicate Member.

Bidding Charges payable to members of the Syndicate (including their sub-Syndicate Members), RTAs and CDPs on the portion for RIBs and Non-Institutional Bidders which are procured by them and submitted to SCSB for blocking, would be as follows: ₹[●] plus applicable taxes, per valid application bid by the Syndicate (including their sub-Syndicate Members), RTAs and CDPs.
The selling commission and bidding charges payable to Registered Brokers the RTAs and CDPs will be determined on the basis of the bidding terminal id as captured in the Bid Book of BSE or NSE.

Bidding charges payable to the Registered Brokers, RTAs/CDPs on the portion for RIBs, Eligible Employees and Non-Institutional Bidders which are directly procured by the Registered Broker or RTAs or CDPs and submitted to SCSB for processing, would be as follows:

*Portion for RIBs**	*₹[●] per valid application (plus applicable taxes)*
*Portion for Eligible Employees**	*₹[●] of the Amount Allotted (plus applicable taxes)*
*Portion for Non-Institutional Bidders**	*₹[●] per valid application (plus applicable taxes)*

* *Based on valid applications*

Processing fees for applications made by RIBs using the UPI Mechanism would be as under:

Members of the Syndicate / RTAs / CDPs	*₹[●] per valid application (plus applicable taxes)*
Sponsor Bank	*₹[●] per valid application (plus applicable taxes)* *The Sponsor Bank shall be responsible for making payments to the third parties such as remitter bank, NPCI and such other parties as required in connection with the performance of its duties under applicable SEBI circulars, agreements and other Applicable Laws*

All such commissions and processing fees set out above shall be paid as per the timelines in terms of the Syndicate Agreement and Cash Escrow and Sponsor Bank Agreement.

Monitoring Utilization of Funds

Since the Offer is an offer for sale and our Company will not receive any proceeds from the Offer, our Company is not required to appoint a monitoring agency for the Offer.

Other confirmations

There is no arrangement whereby any portion of the Offer proceeds will be paid to our Promoters, Promoter Group, Directors, Key Managerial Personnel or our Group Company, except the proceeds from Offer for Sale.

BASIS FOR OFFER PRICE

The Price Band and the Offer Price will be determined by our Company, in consultation with the BRLMs on the basis of assessment of market demand for the Equity Shares offered in the Offer through the Book Building Process and on the basis of the qualitative and quantitative factors as described below. The face value of the Equity Shares is ₹ 10 each and the Offer Price is [●] times the face value at the lower end of the Price Band and [●] times the face value at the higher end of the Price Band.

Investors should also refer to the sections "*Our Business*", "*Risk Factors*", "*Financial Information – Restated Consolidated Financial Information*" and "*Management Discussion and Analysis of Financial Condition and Results of Operations"* on pages 142, 32, 218 and 223 respectively, to have an informed view before making an investment decision.

Qualitative Factors

Some of the qualitative factors and our strengths which form the basis for computing the Offer Price are:

- Leadership position in the large and resilient U.S. Payer and Provider solutions market;
- Domain expertise in healthcare operations, with end-to-end service offerings to Payers and Providers;
- Suite of scalable, technology-enabled services and solutions, supported by proprietary tools and platforms;
- Deep, long-term, expanding client relationships across healthcare Payers and Providers;
- Multi-shore, scalable and flexible delivery model with certified data protection and service standards; and
- Experienced management and board, motivated employee base, marquee sponsor support and a sustainability focused culture.

For details, see "*Our Business – Our Competitive Strengths*" on page 146.

Quantitative factors

Some of the information presented in this section relating to our Company is derived from the Restated Consolidated Financial Information. For details, see "*Financial Information – Restated Consolidated Financial Information*" beginning on page 218.

Some of the quantitative factors, which may form the basis for computing the Offer Price, are as follows:

A. Basic and Diluted Earnings/(Loss) Per Equity Share ("EPS") (face value of each Equity Share is ₹10):

Fiscal/Period Ended	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
March 31, 2024	0.53	0.53	3
March 31, 2023	0.33	0.33	2
For the period beginning from July 28, 2021 to March 31, 2022	(0.05)	(0.05)	1
Weighted Average	0.37	0.37	

Notes:

1. *Basic EPS (₹) = Basic earnings per share are calculated by dividing the net restated profit/(loss) for the year/period attributable to equity shareholders by the weighted average number of Equity Shares outstanding during the year/period.*
2. *Diluted EPS (₹) = Diluted earnings per share are calculated by dividing the net restated profit/(loss) for the year/period attributable to equity shareholders by the weighted average number of Equity Shares outstanding during the year/period as adjusted for the effects of all dilutive potential Equity Shares during the year/period.*
3. *Basic and diluted earnings per equity share: Basic and diluted earnings per equity share are computed in accordance with Indian Accounting Standard 33 notified under the Companies (Indian Accounting Standards) Rules of 2015 (as amended).*
4. *Weighted average number of equity shares is the number of shares used to derive 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*

B. Price Earning ("P/E") Ratio in relation to the Price Band of ₹ [●] to ₹ [●] per Equity Share

Particulars	P/E at the Floor Price* (number of times)	P/E at the Cap Price* (number of times)
Based on basic EPS for year ended March 31, 2024	[●]	[●]
Based on diluted EPS for year ended March 31, 2024	[●]	[●]

**To be computed after finalization of Price Band*

Notes:

P/E ratio = Price per equity share / Earnings per equity share.

C. Industry Peer Group P/E ratio

Given Sagility's healthcare-only focus across the payer and provider markets, there are no listed service providers in India or abroad that cater to US healthcare enterprises and are its immediate comparables in size and business model (which is categorized as a pureplay healthcare specialist).

D. Return on Net Worth ("RoNW") on a consolidated basis

Financial Year	RoNW, as derived from the Restated Consolidated Financial Information (%)	Weightage
Financial Year ended March 31, 2024	3.54	3
Financial Year ended March 31, 2023	2.31	2
For the period beginning from July 28, 2021 to March 31, 2022	(0.12)	1
Weighted Average	2.52	

Notes:

1. *Return on net worth is calculated as restated profit/(loss) for the year/period divided by the corresponding net worth as at the end of the year/period.*
2. *For the purposes of the above, "net worth" means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account after deducting the aggregate value of the accumulated losses, debit or credit balance of Common control adjustment deficit account and miscellaneous expenditure not written off but excludes share application money pending allotment, ESOP outstanding reserve and fair value change account, each as applicable for the Company on a restated basis.*
3. *Weighted average is aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. {(RoNW x weight) for each year}/ {Total of weights}*

E. Net Asset Value ("NAV") per Equity Share

Particulars	Amount (₹)
As on March 31, 2024	15.03
After the completion of the Offer	
- At the Floor Price	[●]*
- At the Cap Price	[●]*
Offer Price	[●]

**To be computed after finalization of price band*

Notes: Net asset value per equity share means total equity divided by weighted average number of equity shares.

F. Comparison of Accounting Ratios with Listed Industry Peers

Given Sagility's healthcare-only focus across the payer and provider markets, there are no listed service providers in India or abroad that cater to US healthcare enterprises and are its immediate comparables in size and business model (which is categorized as a pureplay healthcare specialist).

G. Key Performance Indicators

The table below sets forth the details of key performance indicators ("**KPIs**") that our Company considers to have a bearing for arriving at the basis for Offer Price. All the KPIs disclosed below have been approved by a resolution of our Audit Committee dated June 25, 2024. The Audit Committee has further confirmed that the KPIs pertaining to the Company that have been disclosed to earlier investors at any point of time during the three years period prior to the

date of filing of this Draft Red Herring Prospectus have been disclosed in this section and have been verified and audited by Agarwal Jain & Gupta, Chartered Accountants holding a valid certificate issued by the peer review board of the ICAI. The KPIs disclosed below have been certified by *Agarwal Jain & Gupta*, Chartered Accountants, pursuant to certificate dated June 26, 2024.

Our Company shall continue to disclose the KPIs disclosed in this section, on a periodic basis, at least once in a year (or for any lesser period as determined by our Company), for a duration that is at least the later of (i) one year after the listing date or period specified by SEBI; or (ii) till the utilization of the Net Proceeds. Any change in these KPIs, during the aforementioned period, will be explained by our Company. The ongoing KPIs will continue to be certified by a member of an expert body as required under the SEBI ICDR Regulations.

The list of our KPIs along with brief explanation of the relevance of the KPI for our business operations are set forth below:

KPI		Definition
Financial	Revenue from Operations	Revenue from operations include revenue from providing comprehensive business process management (BPM) services including tech enabled solutions across the payers and providers in the US Healthcare industry. The payer value chain comprises of claims management, payment integrity, clinical management, provider network operations, and front-office services, among others. The provider value chain includes end-to-end Revenue Cycle Management, integrating patient access, A/R management, and clinical services with licensed professionals.
	Y-o-Y growth in revenue from operations	Revenue of the current year/ period compared to revenue of previous year/ period.
	Restated profit/(loss) before tax	Restated profit/(loss) before tax provides a view on the overall profitability of the company before taxes
	Restated Profit/(loss) before tax margin	Restated Profit/(loss) before tax margin represents restated profit/(loss) before tax as a percentage of revenue from operations.
	Restated Profit/(loss) after tax	Restated profit/(loss) after tax provides a view on the overall profitability of the company after taxes.
	Restated Profit/(loss) after tax margin	Restated Profit/(loss) after tax margin represents restated profit/(loss) as a percentage of revenue from operations.
	Adjusted PAT	Adjusted profit / (loss) (Adjusted PAT) represents restated profit /(loss) adjusted for amortization of other intangible assets acquired pursuant to business combinations, post-combination expenses in relation to earnouts payable under acquisition agreements, and for the tax impact of each of the adjustments. Adjusted PAT helps us evaluate our profitability, adjusted for certain cash and non-cash expenses incurred in relation to business combinations
	Adjusted PAT margin	Adjusted PAT margin calculates as Adjusted PAT divided by Revenue from Operations. (Adjusted PAT/Revenue from Operations *100). Adjusted PAT margin helps us evaluate the company's overall operational and financial performance.
	EBITDA	EBITDA stands for Earnings Before Interest expense, Tax, Depreciation and Amortization. It focuses on the profitability of the company from its core business operations, excluding effect of financing, tax, depreciation on property, plant and equipment and amortization of intangible assets and right to use assets
	EBITDA margin	EBITDA margin represents EBITDA divided by Revenue from Operations (EBITDA/Revenue from Operations *100)
	Adjusted EBITDA	Adjusted EBITDA represents EBITDA adjusted for post-combination expenses in relation to earnouts payable under the acquisition agreements. Adjusted EBITDA helps us evaluate the company's overall operational performance.
	Adjusted EBITDA margin	Adjusted EBITDA margin is calculated as represents Adjusted EBITDA divided by Revenue from Operations (Adjusted EBITDA/Revenue from Operations *100)

KPI		Definition
		Adjusted EBITDA margin helps us evaluate the company's overall operational performance
Operational	Number of Client Groups	Number of Clients Groups associated with the company as on the 31st March of respective year/period. Clients' groups comprise client entities together with their affiliates.
	Top 5 Clients Revenue (Client concentration)	Revenue of Top 5 Client Groups as a proportion of the total revenue from operations for the respective year ended. This indicates the client concentration of the Top 5 Client Groups.
	Number of New Client Additions	Number of New Client Group additions during the respective year/period including clients acquired through acquisition. New client group is an entity which has not previously taken services but has taken services in the respective year/period.
	Number of clients contributing more than US$ 1 million in revenues	Number of Clients Groups contributing more than US$ 1 million revenues during the respective year/period
	Total Number of Employees	Total number of employees refers to the actual head count of permanent employees on the rolls of the organization on a certain date or period.
	Employee Voluntary Attrition rate (%)	Voluntary employee attrition refers to the attrition a. that is not forced or exits which are enabled . In cases of voluntary attrition, the employee may resign and exit due to various reasons such as better prospects, personal reasons, health reasons, shifts and abandonment of services to name a few. It does not involve exits attributed to non- performance/ behavioural issues or ramp downs. Post 90 days of joining Date
	Number of global delivery sites	Global delivery sites refer to the facilities of the company across multiple locations, cities and countries from where employees of company offer their services.
	New Site additions	New site additions are used to indicate the number of new sites added by the company during the respective year/period. This metric indicates diversification of sites to boost service, resilience, and reach.

Details of KPIs as at/for the financial years ended March 31, 2024, March 31, 2023, and as at/for the period beginning July 28, 2021 to March 31, 2022:

Particulars of financial KPI			
	As for Fiscal 2024	**As for Fiscal 2023**	**For period beginning July 28, 2021 to March 31, 2022[1]**
Revenue from Operations *(₹ million)*	47,535.57	42,184.08[(10)]	9,234.07
Revenue by Vertical split:			
By Payer	42,904.18	38,254.26	8,447.42
By Provider	4,631.39	3,929.82	786.65
Growth in revenue from operations *(%)*	12.69%	Not meaningful[(1)]	N/A
Restated profit/(loss) before tax *(₹ million)*	2,416.81	1,856.77	(18.54)
Restated profit/(loss) before tax margin *(%)*[(2)]	5.08%	4.40%	(0.20)%
Restated profit/(loss) for the year / period *(₹ million)*	2,282.66	1,435.72	(46.71)
Restated profit/(loss) margin *(%)*[(3)]	4.80%	3.40%	(0.51)%
EBITDA *(₹ million)*[(4)]	11,160.37	10,448.64	2,105.72
EBITDA margin *(%)*[(5)]	23.48%	24.77%	22.80%
Adjusted EBITDA *(₹ million)*[(6)]	11,714.61	10,448.64	2,105.72
Adjusted EBITDA margin *(%)*[(7)]	24.64%	24.77%	22.80%
Adjusted PAT *(₹ million)* [(8)]	5,895.58	4,555.93	661.75
Adjusted PAT margin *(%)*[(9)]	12.40%	10.80%	7.17%

Notes:

1. *Our Company was incorporated on July 28, 2021; however, we acquired the business of our predecessor company on January 6, 2022, which is when our Company started commercial operations. Accordingly, all financial information for the Financial Year 2022 relates to the period from January 6, 2022 until March 31, 2022.*
2. *Restated profit/(loss) before tax margin represents restated profit/(loss) before tax as a percentage of revenue from operations.*
3. *Restated profit/(loss) margin represents restated profit/(loss) as a percentage of revenue from operations.*
4. *For a detailed calculation of EBITDA, see "Other Financial Information – Reconciliation of Non-GAAP Financial Measures" on page 219.*
5. *EBITDA margin represents EBITDA as a percentage of revenue from operations.*
6. *Adjusted EBITDA represents EBITDA adjusted for post-combination expenses in relation to earnouts payable under the acquisition agreements*
7. *Adjusted EBITDA margin is calculated as Adjusted EBITDA divided by Revenue from Operation (Revenue).*
8. *Adjusted profit / (loss) (Adjusted PAT) represents Profit After Tax (PAT) adjusted for post combination expense in relation to earnouts payable under acquisition agreements (net of tax impact) and amortization of other intangible assets acquired pursuant to business combinations (net of tax impact)*
9. *Adjusted PAT margin calculates as Adjusted PAT divided by Revenue from operations.*
10. *Growth in revenue from operation for Fiscal 2023 is not comparable to the previous period since previous period is beginning from January 6, 2022 (acquisition date) to March 31, 2022*

Particulars of operational KPI	As for Fiscal 2024	As for Fiscal 2023	For period beginning July 28, 2021 to March 31, 2022
Number of Client Groups[(1)]	44	35	31
Top 5 Clients Revenue (Client concentration)	79.16%	80.56%	82.96%
Number of New Client Additions	13	7	Nil
Number of clients contributing to more than US$ 1 million in revenues	24	23	13

Particulars of operational KPI	As for Fiscal 2024	As for Fiscal 2023	For period beginning July 28, 2021 to March 31, 2022
Total Number of Employees	35,044	33,366	30,830
Employee Voluntary Attrition rate) (%)[(2)]	25.28%	26.55%	31.78%[(3)]
Number of global delivery sites	30	27	25
New Site additions	4	2	-

Notes:

1. *Clients groups comprise retail client entities together with their affiliates as at the end of the period described.*
2. *Attrition > 90 days*
3. *Annualized*

H. Weighted average cost of acquisition ("WACA"), floor price and cap price

(a) **Price per share of the Company (as adjusted for corporate actions, including split, bonus issuances) based on primary issuances of Equity Shares or convertible securities (excluding issuance of Equity Shares pursuant to a bonus issue) during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Primary Issuances")**

Name of Allotee	Date of Allotment	Nature of Allotment	Nature of Specified Security	Issue Price per Specified Security (in ₹)	Transaction as a % of the fully diluted paid up capital of our Company*	Number of specified securities allotted*
Sagility B.V	March 26, 2024	Private Placement	Equity Shares	28.30	11.01%	515,525,269
	March 28, 2024	Private Placement	Equity Shares	28.30	39.54%	1,851,085,160
	May 31, 2024	Private Placement	Equity Shares	28.30	8.42%	393,991,918

(b) **Price per share of the Company (as adjusted for corporate actions, including bonus issuances) based on secondary sale or acquisition of equity shares or convertible securities (excluding gifts) where Promoters or members of the Promoter Group or Promoter Selling Shareholder or other shareholders with rights to nominate directors are a party to the transaction during the 18 months preceding the date of filing of the Draft Red Herring Prospectus, where the acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Offer capital before such transaction/s), in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Secondary Transactions")**

There have been no secondary sale/ acquisitions of Equity Shares or any convertible securities ("**Security(ies)**"), where the Promoter, members of the Promoter Group, the Promoter Selling Shareholder or the Shareholder(s) having the right to nominate director(s) in our Board are a party to the transaction (excluding gifts), during the 18 months preceding the date of this Draft Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of our Company (calculated based on the pre-Offer capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

I. The Floor Price is [●] times and the Cap Price is [●] times the weighted average cost of acquisition based on the primary/ secondary transactions disclosed above, at which the Equity Shares were issued by our Company, or acquired or sold by the shareholders with rights to nominate directors are disclosed below:

Past Transactions	Weighted average cost of acquisition (in ₹)[#]	Floor Price* (in ₹)	Cap Price* (in ₹)
WACA of equity shares that were issued by our Company	28.30	[●] times	[●] times
WACA of equity shares that were acquired or sold by way of secondary transactions	N.A	[●] times	[●] times

**To be computed after finalization of Price Band.*

[#]As certified by Agarwal Jain & Gupta,by way of their certificate dated June 26, 2024.

J. Justification for Basis for Offer price

(i) The following provides an explanation to the Cap Price being [●] times of weighted average cost of acquisition of equity shares that were issued by our Company or acquired or sold by the Promoter Selling Shareholder or other shareholders with rights to nominate directors by way of primary and secondary transactions in the last three full Financial Years preceding the date of this Draft Red Herring Prospectus compared to our Company's KPIs for the Financial Years 2024, 2023 and 2022

[●]*
**to be computed after finalization of Price Band*

(ii) The following provides an explanation to the Cap Price being [●] times of weighted average cost of acquisition of equity shares that were issued by our Company or acquired or sold by the Promoter Selling Shareholder or other shareholders with rights to nominate directors by way of primary and secondary transactions in the last three full Financial Years preceding the date of this Draft Red Herring Prospectus compared to our financial ratios for the Financial Years 2024, 2023 and 2022

[●]*
**to be computed after finalization of Price Band*

(iii) The following provides an explanation to the Cap Price being [●] times of weighted average cost of acquisition of equity shares that were issued by our Company or acquired by the Promoter Selling Shareholder or other shareholders with rights to nominate directors by way of primary and secondary transactions in view of external factors, if any

[●]*
**to be computed after finalization of Price Band*

K. The Offer Price is [●] times of the face value of the Equity Shares.

The Offer Price of ₹ [●] has been determined by our Company in consultation with the BRLMs, on the basis of assessment of demand from investors for Equity Shares through the Book Building Process and, is justified in view of the above qualitative and quantitative parameters.

Investors should read the above-mentioned information along with "*Risk Factors*", "*Our Business*", "*Financial Information – Restated Consolidated Financial Information*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 32, 142, 218 and 223, respectively, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the "*Risk Factors*" beginning on page 32 and you may lose all or part of your investments.

STATEMENT OF SPECIAL TAX BENEFITS

The Board of Directors

Sagility India Limited (formerly known as Sagility India Private Limited and prior to that Berkmeer India Private Limited)
No 23 & 24, AMR Tech Park, Building 2A, First Floor, Hongasandra Village, Off Hosur Road, Bengaluru Urban, Bengaluru, Karnataka, 560068

Date: June 26, 2024

Subject: Statement of possible special tax benefits ("the Statement") available to Sagility India Limited ("the Company") and its shareholders prepared in accordance with the requirement under Schedule VI – Part A - Clause (9) (L) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("the ICDR Regulations")

This Statement is issued in accordance with the Engagement Letter dated 06/05/2024

We hereby report that the enclosed Annexure II prepared by the Company, initialed by us for identification purpose, states the possible special tax benefits available to the Company and its shareholders, under direct and indirect taxes (together "**the Tax Laws**"), presently in force in India as on the signing date, which are defined in Annexure I. These possible special tax benefits are dependent on the Company and its shareholders fulfilling the conditions prescribed under the relevant provisions of the Tax Laws. Hence, the ability of the Company and its shareholders to derive these possible special tax benefits is dependent upon their fulfilling such conditions, which is based on business imperatives the Company may face in the future and accordingly, the Company and its shareholders may or may not choose to fulfill.

The benefits discussed in the enclosed Annexure II cover the possible special tax benefits available to the Company and its shareholders and do not cover any general tax benefits available to the Company and its shareholders. Further, the preparation of the enclosed Annexure II and its contents is the responsibility of the Management of the Company. We were informed that the Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering of equity shares of the Company (the "**Proposed Offer**") particularly in view of the fact that certain recently enacted legislations may not have a direct legal precedent or may have a different interpretation on the possible special tax benefits, which an investor can avail. Neither we are suggesting nor advising the investors to invest money based on the Statement.

We conducted our examination in accordance with the "Guidance Note on Reports or Certificates for Special Purposes (Revised 2016)" (the "**Guidance Note**") issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with ethical requirements of the Code of Ethics issued by the Institute of Charted Accountants of India.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial information, and Other Assurance and Related Services Engagements.

We do not express any opinion or provide any assurance as to whether:

i) the Company and its shareholders will continue to obtain these possible special tax benefits in future; or

ii) the conditions prescribed for availing the possible special tax benefits where applicable, have been/would be met with.

The contents of the enclosed Annexures are based on the information, explanation and representations obtained from the Company, and on the basis of our understanding of the business activities and operations of the Company.

Our views expressed herein are based on the facts and assumptions indicated to us. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. Our views are based on the existing provisions of the Tax Laws and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to the Company for any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to the Company and any other person in respect of this Statement, except as per applicable law.

We hereby give consent to include this Report in the Draft Red Herring Prospectus, Red Herring Prospectus, the Prospectus and in any other material used in connection with the Proposed Offer, and it is not to be used, referred to or distributed for any other purpose without our prior written consent.

for **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No: 101248W / W-100022

Hemanth Bhasin
Partner
Place: Bangalore
Membership No: 235040
Date: June 26, 2024
UDIN: 24235040BKHUDY7860

ANNEXURE I

LIST OF DIRECT AND INDIRECT TAX LAWS ('TAX LAWS')

Sr. No:	**Details of tax laws**
1.	Income-tax Act, 1961 and Income-tax Rules, 1962
2.	Central Goods and Services Tax Act, 2017 (CGST Act)
3.	Integrated Goods and Services Tax Act, 2017 (IGST Act)
4.	State Goods and Services Tax Act, 2017 (SGST Act)
5.	Goods and Services Tax (Compensation to States) Act, 2017
6.	Customs Act, 1962 (Customs Act)
7.	Customs Tariff Act, 1975 (Tariff Act)
8.	Foreign Trade Policy 2023 (FTP)
9.	Special Economic Zone Act, 2005 (SEZ Act)

ANNEXURE II

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO SAGILITY INDIA LIMITED ("THE COMPANY") AND ITS SHAREHOLDERS UNDER THE APPLICABLE DIRECT AND INDIRECT TAXES ("TAX LAWS")

Outlined below are the Possible Special Tax Benefits available to the Company and its shareholders under the Tax Laws. These Possible Special Tax Benefits are dependent on the Company and its shareholders fulfilling the conditions prescribed under the Tax Laws. Hence, the ability of the Company and its shareholders to derive the Possible Special Tax Benefits is dependent upon fulfilling such conditions, which are based on business imperatives it faces in the future, it may or may not choose to fulfill.

UNDER THE TAX LAWS

1. Special tax benefits available to the Company

i) Direct taxes:

a. Lower corporate tax rate under section 115BAA of the Income-tax Act, 1961 ('the Act')

Section 115BAA has been inserted in the Act w.e.f. 1 April 2020 (A.Y. 2020-21). Section 115BAA of the Act grants an option to a domestic company to be governed by the section from a particular assessment year. If a company opts for section 115BAA of the Act, it can pay corporate tax at a reduced rate of 25.168% (22% plus surcharge of 10% and education cess of 4%). Further, it was clarified by CBDT vide Circular No. 29/ 2019 dated 2 October 2019 that if the Company opts for concessional income tax rate under section 115BAA, the provisions of section 115JB regarding Minimum Alternate Tax (MAT) are not applicable. Further, such Company will not be entitled to claim tax credit relating to MAT. However, such a company will no longer be eligible to avail specified exemptions / incentives/deductions under the Act and will also need to comply with the other conditions specified in section 115BAA of the Act. Further, it shall not be allowed to claim set-off of any brought forward loss arising to it on account of additional depreciation and other specified incentives. The Company has opted to apply section 115BAA of the Act for Financial Year 2021-22 (from the date of its incorporation on 28 July 2021) and onwards.

b. Deductions in respect of eligible employment cost of new employees under section 80JJAA of the Income-tax Act, 1961 ('the Act')

Section 80JJAA of the Income Tax Act, 1961 provides tax incentives for employment generation and provides for deduction from income from business of an assessee for the employment of new employees by the assessee. The employment cost eligible for these deductions should meet the following conditions:

i. The assessee must be engaged in the business.

ii. The business is not formed by splitting up / reconstruction of an existing business or acquired by transfer from any other person or as a result of any business reorganization.

iii. In the case of an existing business, there must be an increase in the number of employees from the total number of the employees employed as on the last day of the preceding year.

iv. Deduction under the aforementioned section shall be available in respect of total emoluments paid / payable to all the "additional employees" in the aggregate, provided that each additional employee –

a. is in receipt of total emoluments not more than INR 25,000 per month;

b. has been in the employment for a period not less than 240 days during the previous year (subject to the condition that where an employee is in the

employment for less than 240 days but is employed for the period of 240 days of more in the immediately succeeding year, he shall be deemed to be employed in the succeeding year and the provisions of section 80JJAA shall apply accordingly.

c. Participates in the recognised provident fund and the entire contribution is not paid by the Government under the Employees' Pension Scheme notified in accordance with the provisions of Employees' Provident Funds and Miscellaneous Provisions Act, 1952.

v. Emoluments are not paid to the additional employees otherwise than by an account-payee cheque or account payee bank or by use of electronic clearing system through bank account.

This deduction is provided in order to promote employment generation in the country. This deduction, if claimed, can provide a deduction of 90% of the expenses incurred towards emoluments paid to the additional employees (such deduction of 90% is in addition to deductions of business expenses). Such deduction is available for three consecutive assessment years including the assessment year relevant to the previous year in which such additional employment was provided.

c. Deduction on the inter-corporate dividend under section 80M of the Income-tax Act, 1961 ('the Act')

Section 80M is applicable to domestic companies that have declared a dividend and are also receiving a dividend from another domestic company or a foreign company (including wholly owned subsidiaries). A deduction is allowed for dividends received by the Company, provided they are distributed as dividends one month before the date of filing of the income tax return of the Company. This section is applicable to dividends distributed on or after 1 April 2020 (AY 2021-22 onwards). The Company would be eligible for deductions of the amount of the dividend received from its subsidiary companies and the amount of dividend distributed one month prior to the due date of filing income tax return, whichever is less.

ii) <u>Indirect taxes:</u>

The Company operates as Special Economic Zone (SEZ) Unit, Software Technology Parks of India (STPI) units and Domestic Tariff Area (DTA) units across India. The following special tax benefits are available to the Company under Indirect Taxes:

a) Exemption from payment of duties of Customs in terms of the Customs Act or the Customs Tariff Act, 1975, IGST Act or any other law of Central Government in respect of goods or services imported into the SEZ units for carrying out authorized operations as approved by the Development Commissioner, subject to fulfilment of specified conditions and procedures prescribed under the relevant legislations.

b) Exemption from payment of Integrated Goods and Services Tax (IGST) on the procurement of goods or services into SEZ unit from DTA to carry on the authorized operations approved by the Development Commissioner subject to fulfilment of specified conditions and procedures prescribed under the relevant legislations.

c) Exemption from payment of duties of Customs on import of goods by STP Units in terms of Customs Act read with the Foreign Trade Policy 2023 and refund of GST paid on local procurement of goods under Deemed Export route.

d) Exemption from payment of tax on zero rated supplies of services effected against Letter of Undertaking (LUT), in terms of Section 2(6) of the IGST Act. Further, the Company is eligible to claim refund of unutilized input tax credit (ITC) in terms of Section 54 of the CGST Act, 2017 read with Rule 89 of the CGST Rules, 2017 in respect of such zero rated supplies effected without payment of tax subject to fulfilment of the specified conditions and procedures as prescribed under the relevant legislations.

2. Special tax benefits available to the Shareholders of the Company

The present shareholders of the Company who hold the equity shares of the Company are corporate entities incorporated in the Netherlands (i.e., Dutch shareholders). As per the provision of the Income-tax Act, 1961 read with the double taxation avoidance agreement signed between India and Netherlands, the dividends received by the Dutch shareholders will qualify for concessional withholding tax amounting to 10% (as against the full withholding rate under the domestic provisions) if the recipient shareholder is the beneficial owner of the equity shares against which dividends have been received.

Moreover, the capital gains on the sale of equity shares of the Company by the Dutch shareholder may not be chargeable to tax in India, in accordance with the provisions of the double taxation avoidance agreement signed between India and Netherlands, if any of the following conditions are satisfied –

- If the Dutch shareholder holds less than 10% shares in the Indian Company
- If the Dutch shareholder holds more than 10% share in the Indian Company, and
    - such shareholder sells the shares to a non-Indian resident purchaser; or
    - such shareholder sells the shares as a corollary from a group restructuring.

NOTES:

1. The above is as per the current Tax Laws.

2. **The above Statement of possible special tax benefits sets out the provisions of Tax Laws in a summary manner only and is not a complete analysis or listing of all the existing and potential tax consequences of the purchase, ownership and disposal of equity shares of the Company.**

3. This Statement does not discuss any tax consequences in any country outside India of an investment in the equity shares of the Company. The shareholders / investors in any country outside India are advised to consult their own professional advisors regarding possible income tax consequences that apply to them under the laws of such jurisdiction.

Director
Place: Bengaluru
Date: June 26, 2024

STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO SAGILITY (US) HOLDINGS INC AND ITS US SUBSIDIARIES UNDER THE TAX LAWS OF THE UNITED STATES OF AMERICA

Date: June 24, 2024
To
The Board of Directors

Sagility India Limited (formerly known as Sagility India Private Limited and prior to that Berkmeer India Private Limited)
No 23 & 24, AMR Tech Park,
Building 2A, First Floor, Hongasandra Village,
Off Hosur Road, Bengaluru Urban, Bengaluru,
Karnataka, 560068

Subject: Statement of Special Tax Benefits ("the Statement") available to Sagility US Holdings Inc. and its US Subsidiaries, namely, Sagility LLC, Sagility (US) Inc., and Sagility Operations Inc. ("the Consolidated US Group") of proposed initial public offering of the equity shares (the "Equity Shares") of Sagility India Limited (the "Company" and such initial public offering, the "Offer")

This report is issued in accordance with the Engagement Letter dated 18/05/2024,

- We hereby confirm that the enclosed Annexure I and II describe the special tax benefits available to the Sagility US Holdings Inc and its US Subsidiaries ("the Consolidated US Group") under the tax laws of the United States of America, as stated in the enclosed Annexure I and II.

- Certain of these benefits are dependent on the subsidiary satisfying conditions prescribed under the relevant provisions of the U.S. Internal Revenue Code ("IRC") and/or other applicable law, including state taxations laws applicable to the Consolidated US Group. Therefore, the ability of the Consolidated US Group to derive the special tax benefits may be dependent upon the satisfaction of such conditions which, based upon the various factors, the Consolidated US Group may or may not ultimately satisfy.

- The benefits discussed in the enclosed Annexures are neither exhaustive nor conclusive. The cover only the special tax benefits available to the Consolidated US Group and do not cover general tax benefits that are available to the Consolidated US Group.

- The contents of these Annexures are the responsibility of the management of the Consolidated US Group. We are informed that the Annexures are only intended to provide general information to the investor and are not designed nor intended to be a substitute of the professional tax advice. In view of the individual nature of the tax consequence and the changing tax laws, each investor is advised to consult their own tax consultant with respect to the specific tax implications arising out of their participation in the Offer, particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the special tax benefits, which an investor can avail. Neither are we suggesting, nor are we advising any investor to make any investment based on this statement of special tax benefit. Reliance on this statement is on the express standing that we don't assume responsibility towards any investor and any third parties who may or may not invest in the Offer relying on this document.

- We don't express any opinion or provide or any type of assurance as to whether:

    - The Consolidated US Group or its shareholders will continue to obtain these benefits in the future.

    - The conditions prescribed for availing the special tax benefit have been / will be satisfied; or

    - The revenue authorities / courts will concur with the views expressed therein.

- The contents of the enclosed Annexures are based on information, explanation, and representations obtained from the Consolidated US Group, which is responsible for the Annexures, and on the basis of our understanding of the Consolidated US Group's business activities and operations.

- We hereby give consent to include this Report in the Draft Red Herring Prospectus, Red Herring Prospectus, the Prospectus and in any other material used in connection with the Proposed Offer, and it is not to be used, referred to or distributed for any other purpose without our prior written consent.

- Our views expressed herein are based on the facts and assumptions indicated to us. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. Our views are based on the existing provisions of the US Tax laws and its interpretation in, which are subject to change from time to time.

Nitish Ranjan
Licensed Certified Public Accountant
License No. 51006
Date – June 24, 2024

Annexure I

LIST OF TAX LAWS

Sr. No:	Details of Tax laws
1.	Internal Revenue Code of 1986 (IRC) - Title 26 of the United States Code (26 USC)
2.	Treasury Regulations issued by the U.S. Department of the Treasury

Annexure II

Statement of Special Tax Benefit available to Sagility (US) Holdings Inc and its Subsidiaries under tax laws of the United States of America

Global Intangible Low-Taxed Income (GILTI) Deduction – IRC Section 951A & Section 250

Sagility US Holdings Inc and its US Subsidiaries ("the Consolidated US Group") has two controlled foreign corporations ("CFC"). The Consolidated US Group includes each CFC's GILTI in its gross income on an annual basis. This amount is subject to 21% U.S. Federal Corporate Income Tax Rate. Under Code Section 250. The Consolidated US Group may be allowed a 50% deduction of their GILTI income inclusion on annual basis.

Bonus Depreciation – IRC Section 168(k)

The Consolidated US Group may be allowed to deduct 100% of the cost of quaifying tangible property with 20-years useful life or less as additional depreciation in the year placed in the service. The bonus depreciation percentage decreased from 100% to 80% beginning in 2023.

Credit for increaseing Research Activities – IRC Section 41

The Consolidated US Group may be allowed a federal income tax credit for increasing their research activities on an annual basis. The credit is calculated as a percentage of research expenditures. These research expenditures generally include wages paid to the employees performing research activities as well as the cost of supplies.

STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO SAGILITY JAMAICA LIMITED UNDER THE TAX LAWS OF JAMAICA

Date: June 24, 2024
To
The Board of Directors

Sagility India Limited (formerly known as Sagility India Private Limited and prior to that Berkmeer India Private Limited)
No 23 & 24, AMR Tech Park,
Building 2A, First Floor, Hongasandra Village,
Off Hosur Road, Bengaluru Urban, Bengaluru,
Karnataka, 560068

Subject: Statement of Special Tax Benefits ("the Statement") available to Sagility Jamaica Limited (the "Sagility Jamaica") of proposed initial public offering of the equity shares (the "Equity Shares") of Sagility India Limited and such initial public offering (the "Offer")

This report is issued in accordance with the Engagement Letter dated 15/05/2024

- We hereby confirm that the enclosed Annexure I and II describe the special tax benefits available to Sagility Jamaica Limited (the "**Sagility Jamaica**") under the tax laws of Jamaica, as stated in the enclosed Annexure I and II.

- Certain of these benefits are dependent on Sagility Jamaica satisfying conditions prescribed under the relevant provisions of the Income Tax Act and/or other applicable law, including allied laws and regulations applicable to Sagility Jamaica. Therefore, the ability of Sagility Jamaica to derive the special tax benefits may be dependent upon the satisfaction of such conditions which, based upon the various factors, Sagility Jamaica may or may not ultimately satisfy.

- The benefits discussed in the enclosed Annexures are neither exhaustive nor conclusive. The cover only the special tax benefits available to Sagility Jamaica and do not cover general tax benefits that are available to Sagility Jamaica .

- The contents of these Annexures are the responsibility of the management of Sagility Jamaica. We are informed that the Annexures are only intended to provide general information to the investor and are not designed nor intended to be a substitute of the professional tax advice. In view of the individual nature of the tax consequence and the changing tax laws, each investor is advised to consult their own tax consultant with respect to the specific tax implications arising out of their participation in the Offer, particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the special tax benefits, which an investor can avail. Neither are we suggesting, nor are we advising any investor to make any investment based on this statement of special tax benefit. Reliance on this statement is on the express standing that we don't assume responsibility towards any investor and any third parties who may or may not invest in the Offer relying on this document.

- We don't express any opinion or provide or any type of assurance as to whether:

    - Sagility Jamaica or its shareholders will continue to obtain these benefits in the future.

    - The conditions prescribed for availing the special tax benefit have been / will be satisfied; or

    - The revenue authorities / courts will concur with the views expressed therein.

- The contents of the enclosed Annexures are based on information, explanation, and representations obtained from Sagility Jamaica, which is responsible for the Annexures, and on the basis of our understanding of Sagility Jamaica's business activities and operations.

- We hereby give consent to include this Report in the Draft Red Herring Prospectus, Red Herring Prospectus, the Prospectus and in any other material used in connection with the Proposed Offer, and it is not to be used, referred to or distributed for any other purpose without our prior written consent.

- Our views expressed herein are based on the facts and assumptions indicated to us. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. Our views are based on the existing provisions of the Jamaican Tax laws and its interpretation in, which are subject to change from time to time.

For and on behalf of
Ian Walters
Chartered Accountants

Name - Ian Walters
Designation Public Accountant and Chartered Accountant (ACCA, CA)
Date: June 24, 2024

Annexure I

LIST OF TAX LAWS

Sr. No:	Details of Tax laws
1.	The Income Tax Act
2.	Special Economic Zone (SEZ) Act 2016
3.	The Contractors Levy Act
4.	The General Consumption Tax Act

Annexure II

Statement of Special Tax Benefit available to Sagility Jamaica Limited under tax laws of the Jamaica

Lower effective income tax rate – Section 30(1)(b) of Income Tax Act read with First Schedule of the SEZ Act, 2016

The regular corporate income tax rate applicable to a company in Jamaica is 25%. However, the SEZ Act, 2016 provides for the 50% exemption from the regular corporate income tax for the companies which are in such zone, bringing down the applicable rate of corporate income tax to 12.50%. Sagility Jamaica is located in and registered with the SEZ in Jamaica and hence entitled for the reduced corporate income tax rate of 12.50%. Further, an effective corporate income rate of 7.50% is possible with the approval of additional tax credits which are available to Sagility Jamaica upon satisfaction of certain conditions. Sagility Jamaica can enjoy this benefit for the duration of their relevant contracts. These contracts can span up to 50 years but may be extended.

No withholding tax on the dividends - Section 40(1A) of the Income tax Act read with First Schedule of the SEZ Act, 2016

Under the provisions of the SEZ Act, 2016, the applicable rate of withholding tax on the distribution of the dividend by Sagility Jamaica to Jamaican resident or non-resident is Nil, however, they will be subject to a claw back of the certain employee employment tax credits claimed earlier prior to the payment of the dividend.

Exemption from Custom duty and General Consumption Tax – Group 15A of First Schedule of General Consumption Tax Act read with First Schedule of the SEZ Act, 2016

Sagility Jamaica is entitled for the full exemption from the customs duty on goods imported and general consumption tax on the service procured into the zone.

Refund of General Consumption Tax

Sagility Jamaica is engaged in the provision of the export of service to its foreign customer and therefore entitled to seek refund of general consumption tax paid, if any, on the procurment of the goods and services used for the purpose of the export of service.

STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO SAGILITY PHILLIPINES B.V. UNDER THE TAX LAWS OF THE NETHERLANDS

Date: June 24, 2024
To
The Board of Directors

Sagility India Limited (formerly known as Sagility India Private Limited and prior to that Berkmeer India Private Limited)
No 23 & 24, AMR Tech Park,
Building 2A, First Floor, Hongasandra Village,
Off Hosur Road, Bengaluru Urban, Bengaluru,
Karnataka, 560068

Subject: Statement of Special Tax Benefits (the Statement) available to Sagility Philippines B.V. (Sagility PH BV) of proposed initial public offering of the equity shares (the Equity Shares) of Sagility India Limited and such initial public offering (the Offer)

This report is issued in accordance with the Engagement Letter dated 15/02/2022,

- We hereby confirm that the enclosed Annex I and Annex II (together the **Annexes**) describe the special tax benefits available to Sagility PH BV under the tax laws of the Netherlands, as stated in the Annexes.

- Certain of these benefits are dependent on subsidiary satisfying conditions prescribed under the relevant provisions of the Dutch Corporation Tax Act (**CITA**), Dividend Withholding Tax Act (**DWT**), and Turnover Tax Act (**TTA**). Therefore, the ability of **Sagility PH BV** to derive special tax benefits may be dependent upon the satisfaction of such conditions which, based upon the various factors, **Sagility PH BV** may or may not ultimately satisfy.

- The benefits discussed in the Annexes are neither exhaustive nor conclusive. The benefits cover only the special tax benefits available to **Sagility PH BV** and do not cover general tax benefits that are available to **Sagility PH BV.**

- The contents of the Annexes are the responsibility of the management of **Sagility PH BV**. We are informed that the Annexes are only intended to provide general information to the investors and are not designed, nor intended to be a substitute of the professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult their own tax consultant with respect to the specific tax implications arising out of their participation in the Offer, particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the special tax benefits, which an investor can avail. Neither are we suggesting, nor are we advising any investor to make any investment based on this statement of special tax benefit. Reliance on this statement is on the express standing that we don't assume responsibility towards any investor and any third parties who may or may not invest in the Offer relying on this document.

- We do not express any opinion or provide or any type of assurance as to whether:

    - **Sagility PH BV** or its shareholders will continue to obtain these benefits in the future;

    - The conditions prescribed for availing the special tax benefit have been / will be satisfied; or

    - The revenue authorities / courts will concur with the views expressed therein.

- The contents of the Annexes are based on information, explanation, and representations obtained from **Sagility PH BV**, which is responsible for the Annexes, and based on our understanding of the business activities and operations of **Sagility PH BV**.

- We hereby give consent to include this Report in the Draft Red Herring Prospectus, Red Herring Prospectus, the Prospectus and in any other material used in connection with the Proposed Offer, and it is not to be used, referred to or distributed for any other purpose without our prior written consent.

- Our views expressed herein are based on the facts and assumptions indicated to us. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. Our views are based on the existing provisions of the Dutch Tax laws and its interpretation in, which are subject to change from time to time.

For and on behalf of
Loyens & Loeff N.V.

Name – Michiel Beudeker
Designation – Tax Partner
Date: June 24, 2024

Annex I

LIST OF TAX LAWS

Sr. No:	Details of Tax laws
1	Corporation Tax Act 1969 (*Wet op de vennootschapsbelasting 1969)*
2	Dividend Withholding Tax Act 1965 (*Wet op de dividendbelasting 1965*)
3	Turnover Tax Act1968 (*Wet op omzetbelasting 1968*)

Annex II
Statement of Special Tax Benefit available to Sagility PH BV. under tax laws of the Netherlands

There are no special tax benefits available to Sagility PH BV under the Dutch CITA, DWT, and TTA.

SECTION IV – ABOUT OUR COMPANY

INDUSTRY OVERVIEW

*The information in this section is derived from the report dated June 18, 2024 titled Everest Group's Healthcare Industry Overview (the "**Everest Report**") prepared by Everest Business Advisory India Private Limited ("**Everest Group**").We have commissioned and paid for the Everest Report for an agreed fee for the purposes of confirming our understanding of the industry exclusively in connection with the Offer. We officially engaged the Everest Group in connection with the preparation of the Everest Report pursuant to an engagement letter dated April 9, 2024. A copy of the Everest Report is available on the website of our Company at https://sagilityhealth.com/investor-relations/. The information included in this section includes excerpts from the Everest Report and may have been re-ordered by us for the purposes of presentation. There are no parts, data or information (which may be relevant for the Offer), that have been left out or changed in any manner. Unless otherwise indicated, all financial, operational, industry and other related information derived from the Everest Report and included herein with respect to any particular year, refers to such information for the relevant calendar year. See also "Risk Factors – Internal Risks – Certain sections of this Draft Red Herring Prospectus contain information from the Everest Report which has been commissioned by us and any reliance on such information for making an investment decision in this Offer is subject to inherent risks" on page 53.*

Information used in preparing the Everest Report may have been obtained from or through the public, the companies mentioned in the report, or third-party sources. To the extent such information includes estimates or forecasts, Everest Group has assumed that such estimates and forecasts have been properly prepared. Everest Group confirms that all information contained in the Everest Report was obtained by the Everest Group from sources which it believes to be true correct, fair and reliable.

Everest Group is not a legal, tax, financial, or investment advisor, and nothing provided by Everest Group is legal, tax, financial, or investment advice. Nothing Everest Group provides is an offer to sell or a solicitation of an offer to purchase any securities or instruments from any entity. Nothing from Everest Group may be used or relied upon in evaluating the merits of any investment. Do not base any investment decisions, in whole or part, on Everest Group products and/or services, including the Everest Report, or Everest Group statements or presentations. The Everest Report is not a recommendation to invest in any entity covered in the report and no part of the Everest Report shall be construed as expert advice or investment advice or any form of investment banking within the meaning of any law.

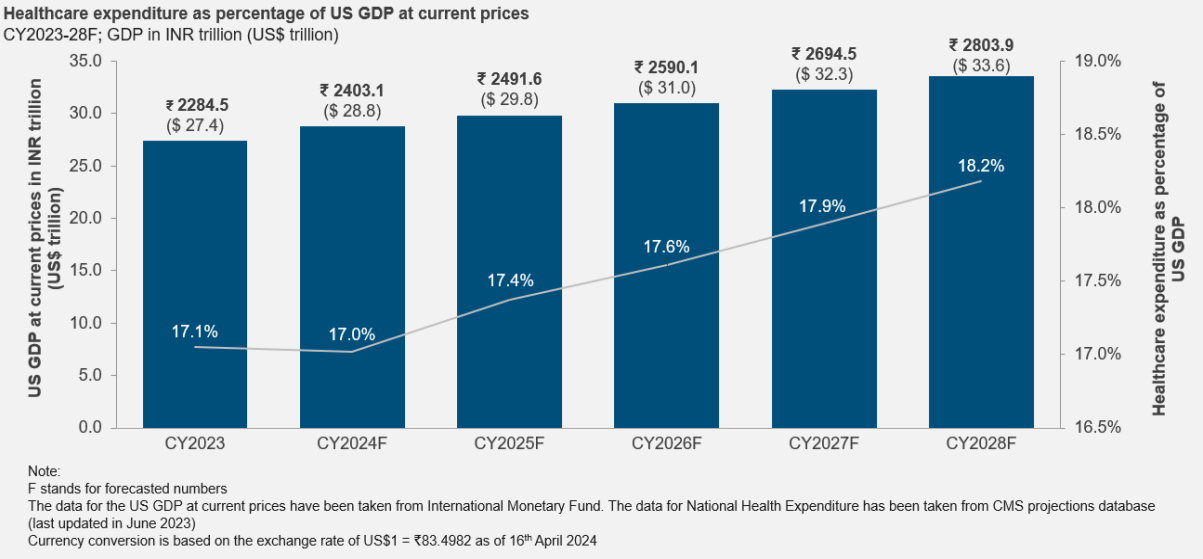
Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, goals, assumptions or future events or performance are not statements of historical fact and may be forward-looking statements. Forward-looking statements are based on expectations, estimates, and projections at the time the statements are made that involve a number of risks and uncertainties, which could cause actual results or events to differ materially from those presently anticipated. Forward-looking statements may be identified through the use of words such as "expects," "will," "anticipates," "estimates,", "projects" and "believes", among others, or by statements indicating that certain actions "may," "could," or "might" occur. Past results are not necessarily indicative of future performance.

Nothing in the Everest Report shall be construed as the Everest Group providing or intending to provide any services in jurisdictions where the Everest Group does not have the necessary authority, permission or registration to conduct activities in this regard.

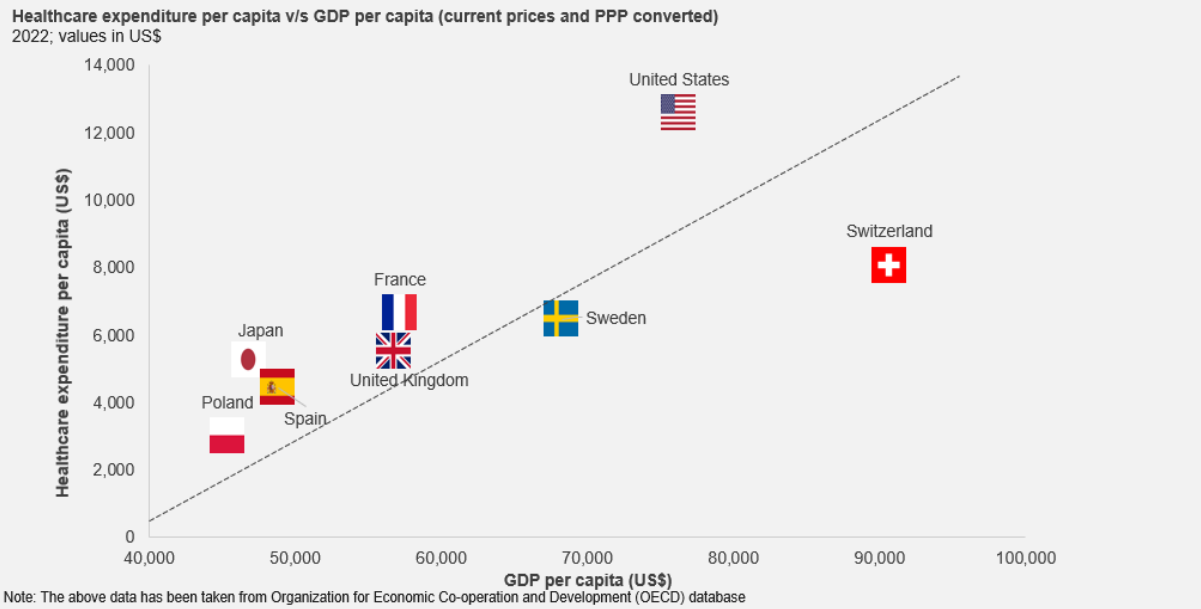
The US economy and the role of healthcare – an overview

According to the International Monetary Fund ("**IMF**"), the nominal GDP of the United States reached US$27.4 trillion (₹2,284.5 trillion) in 2023 and is projected it to steadily grow to US$33.6 trillion (₹2,803.9 trillion) in 2028, at a CAGR of 4.2%.

Healthcare is an intricate segment of the US economy accounting for 17.1% of its nominal GDP and amounting to US$4.7 trillion (₹389.6 trillion) in 2023 as per the latest projections by Centers for Medicare & Medicaid Services ("**CMS**"). Furthermore, according to CMS this expenditure is anticipated to grow at a CAGR of 5.5%, reaching US$6.1 trillion (₹509.8 trillion) by 2028.



According to the Organization for Economic Cooperation and Development ("**OECD**"), the per capita healthcare expenditure at current prices (Purchasing Power Parity converted) in the US amounted to US$12,555.3 (₹10,48,345.0) in 2022, establishing it as the highest spender on healthcare among leading economies. As per the analysis of OECD data, this expenditure amount is significantly more than Switzerland, the second-highest spender, standing at US$8,049.1 (₹672,085.4) in 2022. Comparatively, the Indian healthcare market is underdeveloped with the latest estimates from World Health Organization ("**WHO**") showing that the health spending per capita is US$74.0 (₹6,178.9) in 2021.



Given the substantial difference in healthcare expenditure per capita between the US and other leading economies, the US market is expected to maintain its lead over other nations, with the latest estimates from CMS indicating healthcare expenditure per capita to grow at 4.8% CAGR from 2023-28.

The US healthcare market

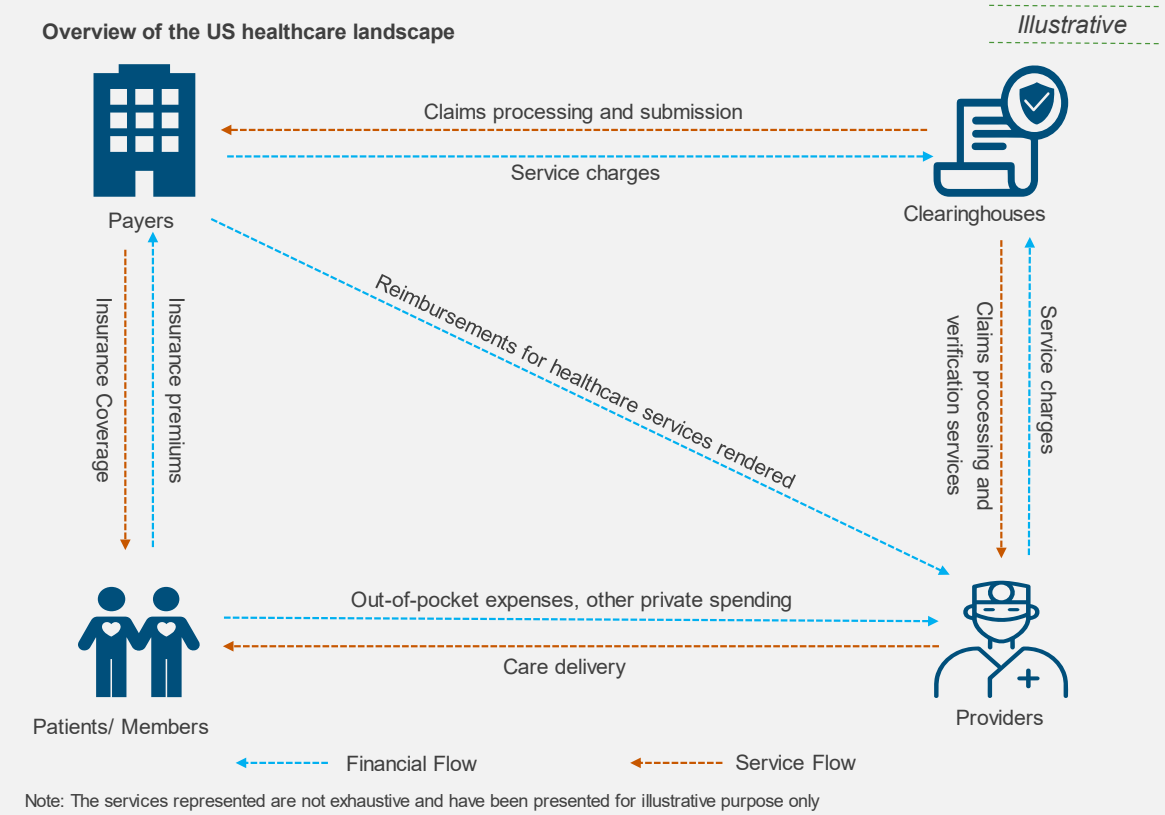
Healthcare enterprise segments

The US healthcare market comprises of two primary entities with respect to care financing and care delivery – healthcare payers and healthcare providers:

- *Healthcare payers*: Healthcare payers are entities that pay for or reimburse healthcare services for insured members through health insurance plans.

- *Healthcare providers:* Healthcare providers are individuals or healthcare facilities that are licensed to deliver care services or aid in care delivery such as doctors, clinics, hospitals, labs, durable medical equipment providers, etc.

An illustrative representation of these two stakeholders of the US healthcare landscape is as follows:



Within healthcare payers and providers, there exists various categories and sub-categories as elaborated below:

Healthcare payers: Major categories based on the plan type

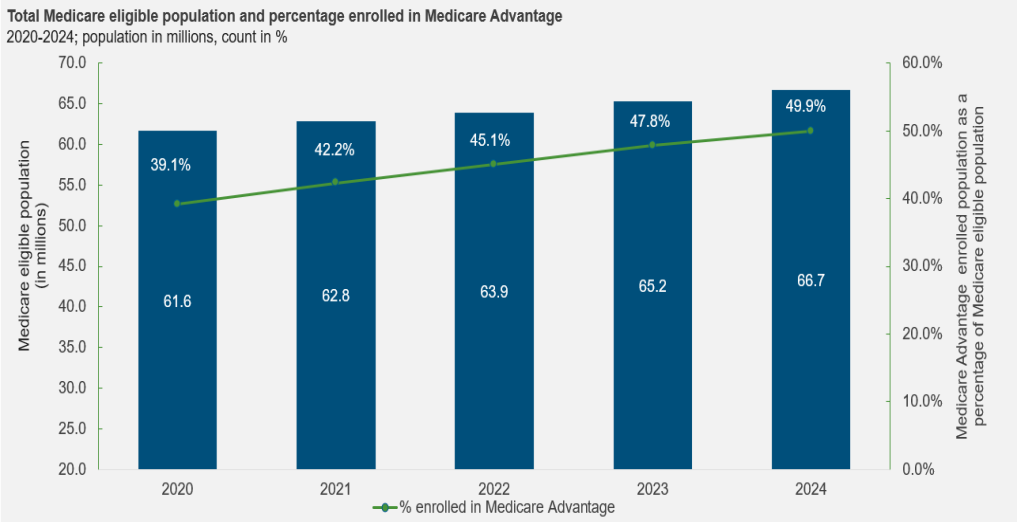
1. *Government/public plans*: These healthcare plans are funded by federal and state governments. Major sub-categories of these plans include:

    - *Medicaid:* Medicaid is a collaborative initiative of federal and state governments that provides health coverage to low-income people, families and children, pregnant women etc. These plans are either state-run or administered by private organizations (contracted by states) known as Managed Care Organizations, in which case they are called Managed Medicaid plans. As of December 2023, Medicaid enrolment stood at over 78 million+ growing at a CAGR of approximately 2.4% since December 2020 according to CMS.

    - *Children's Health Insurance Program ("**CHIP**")*: CHIP is also a collaborative initiative of federal and state governments focusing on children whose household income exceeds Medicaid limits but falls short of other plans. In some states, CHIP covers pregnant women as well. According to CMS, as of December 2023, national CHIP enrolment was over 7 million+ growing at a CAGR of 2.1% since December 2020.

    - *Medicare*: It is a federal health insurance program for people aged 65 and older, as well as younger people with certain disabilities. Medicare plans can be administered directly by the

federal government (*referred to as Original Medicare*) or offered through private organizations that contract with the government, in which case they are called Medicare Advantage plans. In addition to the coverage provided by Original Medicare, Medicare Advantage plans may also offer additional benefits for the insured population. According to CMS, as of April 2024, Medicare enrolment stood at over 66 million, growing at a CAGR of 2.0% since April 2021. Medicare Advantage (MA) enrolment, on the other hand, has been witnessing a consistent uptick at a CAGR of 7.9% over the same period to reach approximately half of the total Medicare enrolment or over 33 million.



- *Others*: These include health plans for federal employees, military service members, and veterans through programs such as TRICARE and Veterans Health Administration.

2. *Commercial plans***:** These healthcare plans are funded and managed by private insurance companies for individuals and families. Some of these health plans are self-funded and are assisted by Third Party Administrators ("**TPAs**") for administrative services. Moreover, several commercial health plans may also include dental and vision benefits. Major sub-categories include:

   - *Employer-sponsored***:** Health insurance plans provided by employers to their employees as part of their employee benefits package. As per the latest reports by the Congressional Budget Office ("**CBO**"), approximately 161 million people had employment-based coverage in 2023 which is further expected to grow at a CAGR of approximately 0.3% till 2033.

   - *Health Insurance Exchange ("**HIX**")***:** It is an online marketplace where individuals and small businesses can compare and purchase health insurance plans. According to the CMS, over 21 million consumers have signed up for exchange-based coverage through the marketplaces since the start of the 2024 Marketplace Open Enrolment Period ("**OEP"**), indicating a substantial growth at a CAGR of 21.1% from Open Enrolment 2021.

   - *Medicare Supplement***:** Also known as Medigap plans, these are private insurance policies that help cover some of the healthcare costs that Original Medicare does not cover, such as copayments, coinsurance, and deductibles.

Healthcare payers: Major categories based on the carrier type

- *National carriers***:** Healthcare payers that offer coverage across most of the states in the US. Examples of national carriers include UnitedHealthcare, Elevance Health, Centene Corporation, CVS Health, Cigna Healthcare, Humana, Health Care Service Corporation, Highmark, and Kaiser Permanente.

- *Regional carriers***:** These are health insurance plans or companies that operate within a specific region or geographic area. Some examples of such plans are Healthfirst, UPMC Health Plan, L.A. Care Health Plan, CareSource, Medical Mutual of Ohio, Corewell Health West Michigan (Formerly Spectrum Health), Point32Health, and Inland Empire Health Plan. Blue Cross Blue Shield Association ("**BCBSA**") plans are a type of regional carriers that are offered by BCBS association – an association of 33 independent, community-based and locally operated companies (as of June 4, 2024). Some of the examples of BCBSA plans are Horizon Blue Cross Blue Shield of New Jersey, Florida Blue, Independence Blue Cross, CareFirst Blue Cross Blue Shield, Blue Cross Blue Shield of Michigan, Blue Cross and Blue Shield of North Carolina, Blue Cross and Blue Shield of Alabama, and Blue Shield of California.

National and regional carriers can offer different types of health plans such as Medicare Advantage and commercial plans.

Healthcare providers: Major categories

- *Hospitals and health systems*: Healthcare organizations operating as independent hospitals or as a network of hospitals, that provide a wide range of medical services, including inpatient (patient staying with the hospital for the treatment) and outpatient care (no stay treatments), emergency services, surgical procedures, and specialized treatments. Hospitals are often bucketed based on different lenses such as the number of beds, Net Patient Revenue earned in a year, etc. According to the OECD, there are more than 6,000 hospitals in the US such as the Johns Hopkins Hospital, Tenet Healthcare, UCSF Health, Cedars-Sinai, Encompass Health, Cleveland Clinic, Northwestern Memorial Hospital, and Universal Health Services.

- *Physician groups and clinics*: These are office-based individual physicians or groups of specialists who collaborate to deliver medical and outpatient care. Cleveland Clinic and IU Health Physicians are some of the examples. According to US Bureau of Labor Statistics, as of May 2023, office-based physicians employed 131,460 physicians in the U.S.

- *Others*: This category includes a range of healthcare providers that provide specialized services such as long-term care facilities, home healthcare agencies, dental clinics, Durable Medical Equipment providers (DMEs), and laboratories Some examples of this category of healthcare providers are DaVita Kidney Care, Bio-Reference Laboratories, and Laboratory Corporation of America Holdings.

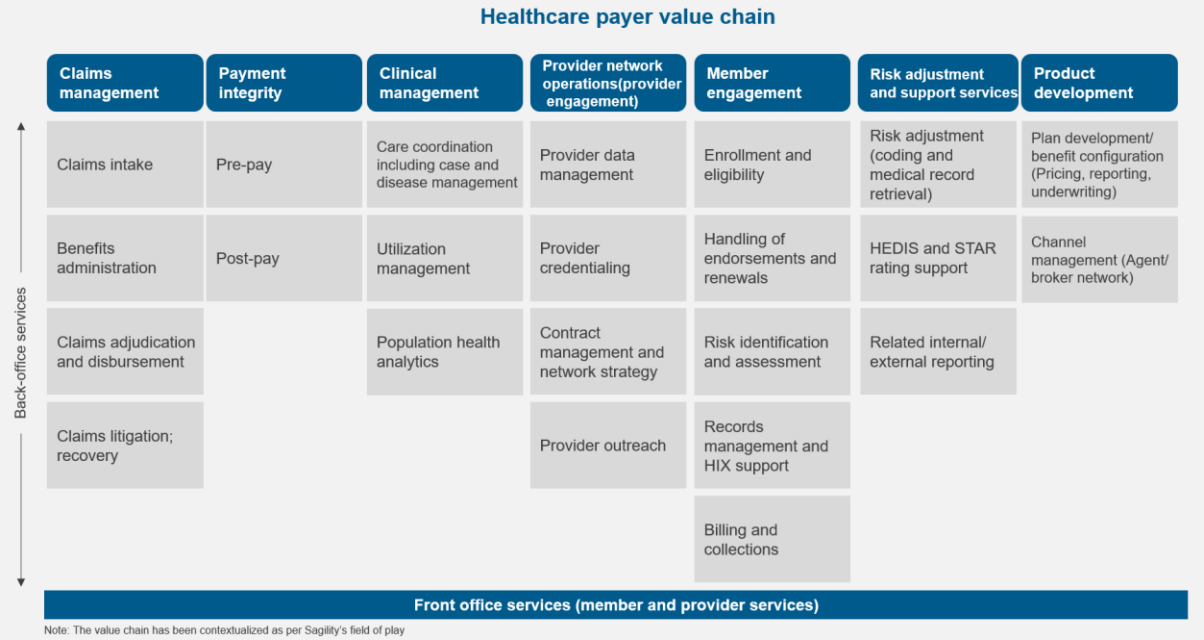
Some of the healthcare providers mentioned above may also come together voluntarily as a group of doctors, hospitals etc., to provide coordinated and high-quality care to the patients and prevent unnecessary healthcare utilization. These groups, also called as Accountable Care Organizations ("**ACOs**"), have innovative payment arrangements with healthcare payers, that compensates them for the quality of care delivered, instead of the volume of healthcare services provided.

Apart from this, there are also some other enterprises that are crucial in facilitating continuous care, such as Pharmacy Benefit Managers (PBMs), who are administrators of prescription drug programs and serve as intermediaries between health plans, pharmaceutical manufacturers, and pharmacies.

Healthcare operations overview

Healthcare payer operations value chain functions

Healthcare payers engage in a diverse set of activities to ensure operational efficiency and seamless experience for the individuals they cover, referred to as members. These activities can be categorized into seven broad value chain segments across front- and back-office, as shown in the process map below. The process map excludes non-business process operations such as pureplay Information Technology (IT) development and SaaS, IT services, and maintenance.



- *Claims management*: This refers to the process of receiving, adjudicating, and paying or denying claims submitted by healthcare providers or members often through technology-enabled tools.

- *Payment Integrity*: Payment integrity refers to the process of ensuring accuracy, transparency, and compliance in financial transactions related to healthcare services, claims, and reimbursements. It involves verifying the validity of claims, detecting, and preventing fraud, waste, and abuse, coordinating benefits in case of multiple payers and optimizing cost management, through analytics and technology solutions.

- *Clinical management*: Clinical management is a coordinated approach to healthcare that involves organizing and overseeing member (patient) care. It focuses on optimizing health outcomes, improving quality of care, and controlling costs by ensuring appropriate utilization of services and resources along with leveraging population health insights through technology for effective care management.

- *Provider network operations (Provider engagement)*: Provider network operations or provider engagement is an intrinsic process that includes credentialing and maintaining an accurate provider directory in a Payer's network, as part of regulatory requirements in the U.S. This segment focuses on maintaining and updating a network of healthcare providers, including hospitals, clinics, and physicians, using integrated technological solutions, to ensure members have access to quality care.

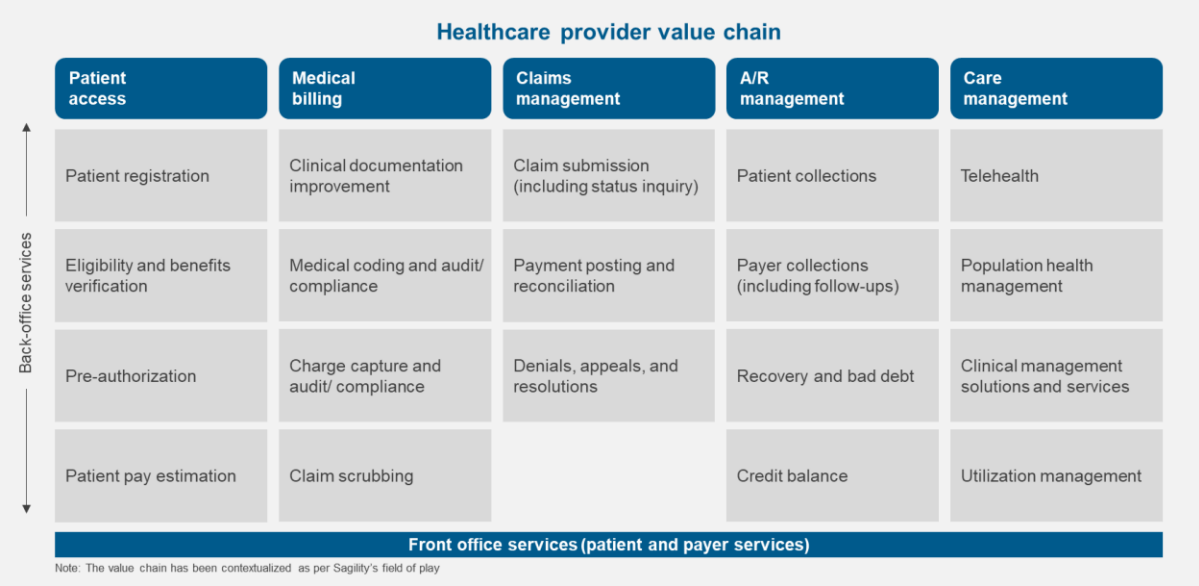
- *Member engagement*: This segment comprises activities that are aimed at supporting member relationships and interactions for smooth navigation of benefits and coverage often through tech-enabled analytics and platform solutions.

- *Risk adjustment and support services*: This segment focuses on activities aimed at securing accurate reimbursements and improving health plan performance metrics through processes such as risk adjustment coding, ratings support, and compliance reporting.

- *Product development*: This segment focuses on the design and development of health insurance plans along with the management of agents and broker networks.

Healthcare provider operations value chain functions

Apart from core care delivery, healthcare providers undertake a wide range of activities to reduce administrative burden, improve efficiency, and ensure robust patient experience. The processes involved can be categorized into five broad value chain segments across front-office and back-office, as shown in the process map below. The process map excludes non-business process operations such as pureplay IT development and SaaS, IT services, and maintenance.



- *Patient access*: Focuses on ensuring that the patients have timely and efficient access to healthcare services, including appointment scheduling, registration, and insurance verification while leveraging technological solutions such as online portals and scheduling systems to improve efficiency.

- *Medical billing*: This segment encompasses activities that are aimed at accurately billing patients or their insurance providers for healthcare services rendered through activities such as clinical documentation improvement and medical coding, often utilizing technology solutions such as billing and coding systems to streamline processes and ensure accuracy.

- *Claims management*: This segment focuses on getting accurate reimbursements from payers or patients through error-free claim submissions and proficient resolution of denials.

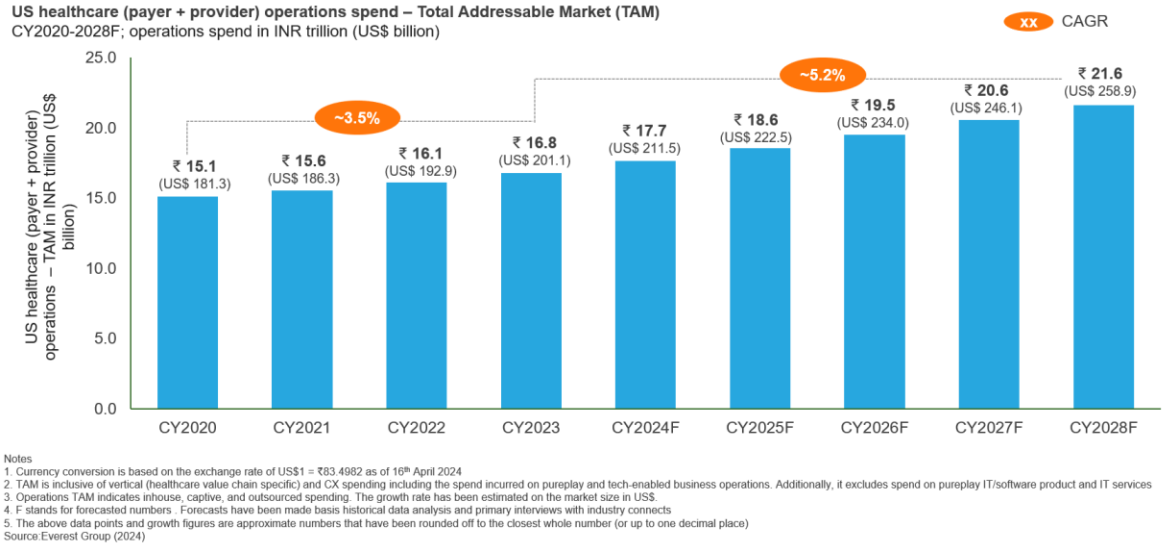
- *A/R management*: Responsible for managing and collecting outstanding payments owed to the healthcare providers either by patients or health plans with technology solutions deployed to track and optimize the accounts receivable process.

- *Care management*: This segment is focused on the coordination and optimization of healthcare services for patients to ensure comprehensive and effective care.

The U.S. healthcare industry is characterized by complex services, stringent compliance requirements, intricate performance measures, and multifaceted payment workflows. These challenges necessitate the involvement of specialized service providers who possess the expertise to navigate and manage these complexities effectively.

US healthcare operations spend

The healthcare operations spend (defined by and limited to the value chain mentioned above) in the US has grown at a CAGR of approximately 3.5% from 2020 to 2023 and was valued at approximately US$201.1 billion (₹16.8 trillion) in 2023. This spend is expected to grow at a CAGR of approximately 5.2% to reach approximately US$258.9 billion (₹21.6 trillion) in 2028, driven by the rise in aging population, increasing prevalence of chronic diseases, and various governmental initiatives aimed at enhancing healthcare services, among other factors.

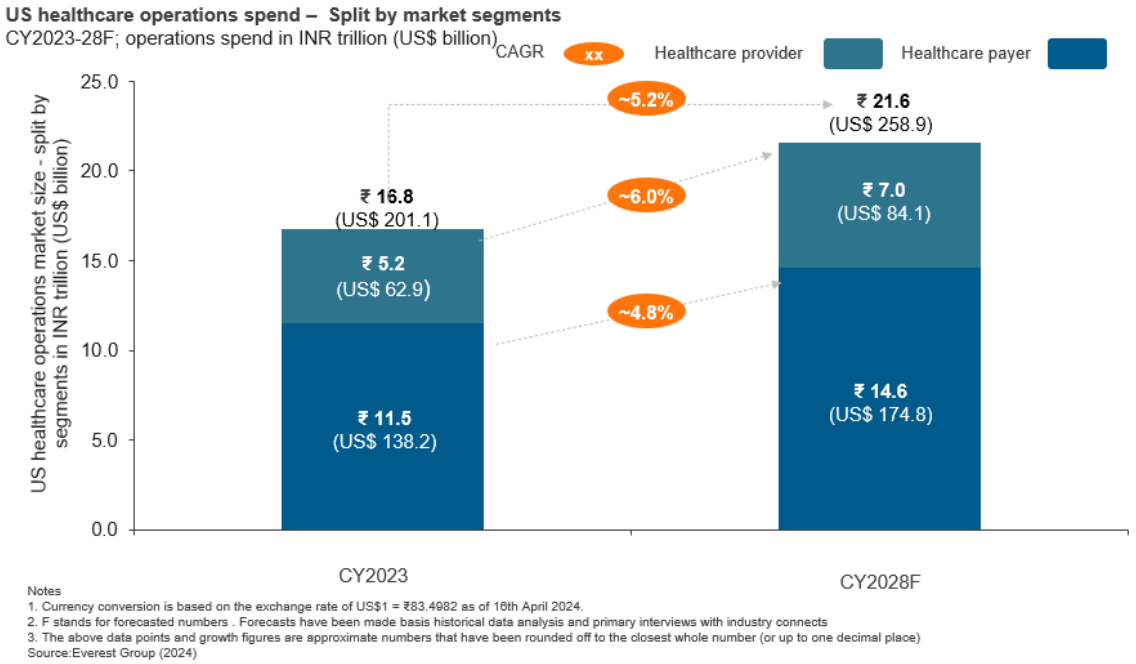


Notes
1. Currency conversion is based on the exchange rate of US$1 = ₹83.4982 as of 16th April 2024
2. TAM is inclusive of vertical (healthcare value chain specific) and CX spending including the spend incurred on pureplay and tech-enabled business operations. Additionally, it excludes spend on pureplay IT/software product and IT services
3. Operations TAM indicates inhouse, captive, and outsourced spending. The growth rate has been estimated on the market size in US$.
4. F stands for forecasted numbers . Forecasts have been made basis historical data analysis and primary interviews with industry connects
5. The above data points and growth figures are approximate numbers that have been rounded off to the closest whole number (or up to one decimal place)
Source:Everest Group (2024)

Split of operations spend by healthcare payers and providers

The healthcare payers are estimated to contribute approximately 68.7% or approximately US$138.2 billion (₹11.5 trillion) to the overall operations spend of US$201.1 billion (₹16.8 trillion) in 2023. The healthcare provider market had a comparatively smaller contribution of approximately 31.3% or US$62.9 billion (₹5.2 trillion) in 2023.

The healthcare payer operations spend is expected to grow at a CAGR of approximately 4.8% to reach US$174.8 billion (₹14.6 trillion) in 2028. While the insured population has grown at a CAGR of approximately 1.3% from 2019 to 2022, the growth in the payer operations spending has outpaced this rate. This trend is expected to continue due to factors such as rising consumerism and changing care models, among other factors. On the other hand, the healthcare provider operations market is expected to grow at a CAGR of approximately 6.0% to reach US$84.1 billion (₹7.0 trillion), driven by factors such as increasing demand for healthcare services and complexities in billing, among other factors.



Notes
1. Currency conversion is based on the exchange rate of US$1 = ₹83.4982 as of 16th April 2024.
2. F stands for forecasted numbers . Forecasts have been made basis historical data analysis and primary interviews with industry connects
3. The above data points and growth figures are approximate numbers that have been rounded off to the closest whole number (or up to one decimal place)
Source:Everest Group (2024)

Tailwinds driving growth in the US healthcare market

The following factors are expected to drive growth in the US healthcare market:

- *Rise in aging population:* The United States population aged 65 years and older as of July 1 is projected to increase from approximately 57.8 million in 2022 to approximately 71.2 million by 2030, growing at a CAGR of approximately 2.6%. This growth is expected to accelerate the share of 65-and-older population from approximately 17.3% in 2022 to approximately 20.6% of the total population in 2030 according to the US Census Bureau. As the elderly population grows, the demand for numerous age-related procedures and geriatric care will also increase, given their vulnerability to frequent illnesses. This will lead to a surge in demand for healthcare services, an increase in physician/hospital visits, and greater utilization of resources, thereby, fuelling growth in the healthcare industry.

- *Increasing prevalence of chronic diseases:* The number of people suffering from chronic diseases is rising steadily in the United States. According to the CDC, as of 2022, 6 in 10 adults in the US have a chronic condition and 4 in 10 adults have two or more chronic conditions, highlighting the burden of chronic disease in the U.S. Chronic diseases such as diabetes, cardiovascular diseases, asthma, cancer, etc. require frequent physician visits, medical care, diagnostic tests, and expensive prescription drugs. As the incidence of chronic diseases rise further, the demand for recurring services such as preventive care, outpatient care, and wellness management will accelerate, resulting in the growth of the healthcare market.

- *Shift towards value-based care:* Value-based care emphasizes quality, provider performance, and patient outcomes over the traditional fee-based model, thus, prioritizing holistic patient experience and effective results. By 2030, the CMS is targeting to have 100% of traditional Medicare beneficiaries and most of the Medicaid beneficiaries in an accountable care relationship, with advanced primary care serving as key means to attain this objective. CMS' shift to value-based care and reimbursement will prompt healthcare enterprises to prioritize patient outcomes and deploy preventive strategies, thus, emphasizing outcome-oriented care delivery. This drive necessitates efficient care management operations, enhancing patient satisfaction and healthcare outcomes. As a result, the healthcare payers and providers will need to invest in solutions that lead to actual, long-term impact on improvement in member/patient health, thus driving growth in the healthcare market.

- *Increased consumerization in the US healthcare industry:* The growing emphasis on proactive wellness initiatives is encouraging members and patients to seek personalized services to manage their health and treatment decisions. As a result, this has driven the need for transparent processes, elevated customer experience, and nuanced solutions that can attend to patient and member requests 24*7. Consequentially, healthcare payers and providers are investing in interoperable solutions, tailored care plans, and targeted outreach efforts to ensure comprehensive member experience. As the healthcare consumerization journey evolves further, it is expected to increase the demand for a range of healthcare services, including wellness programs, and disease management initiatives, thus, accelerating growth in the US healthcare market.

- *Shift in care delivery models:* Following the COVID-19 pandemic, the US healthcare industry has seen a surge in the adoption of non-traditional care delivery models like remote patient monitoring, telehealth, and home-based care. According to CMS, this trend has been notably reflected in the significant increase in spend by home healthcare agencies that increased 6% in 2022 to reach US$132.9 billion (₹11.1 trillion), a notable acceleration from growth of 0.3% in 2021. Furthermore, the expanded coverage of remote monitoring services to additional healthcare providers who can now bill for these services as per Medicare Physician Fee Schedule 2024 has increased accessibility for such types of innovative care options as per CMS. This spurt in the growth of non-traditional care is expected to drive investments from healthcare enterprises into new capabilities around home-based care, telehealth etc., thus, enabling them to diversify their service offerings and cater to evolving patient preferences.

- *Increasing push by the government to enhance healthcare services:* While the U.S. healthcare expenditure is steadily growing, the US government and CMS has implemented several policy initiatives

and guidelines such as CMS Framework for Health Equity, and HHS Roadmap for Behavioural Health Integration to improve the healthcare outcomes for the US population. The primary objective of these programs is to ensure comprehensive and equitable healthcare coverage to the US population irrespective of race, ethnicity, orientation etc. with a keen emphasis on addressing social determinants of health. In fact, as per a proposed rule on health equity, CMS has recommended to incorporate health equity experts on utilization management committees of Medicare Advantage organizations for annual review of their utilization management policies. These concerted efforts underscore the government's commitment to ensuring robust healthcare services coverage for the populace, thus signalling a conducive environment to the growth of healthcare industry.

- *Growth in health insurance coverage:* Rising healthcare costs, coupled with the prevalence of chronic diseases, are driving a surge in demand for comprehensive health insurance plans in the US. As a result, individuals and families are increasingly seeking health insurance plans that offer a wider range of benefits, including preventive care, specialist consultations, and coverage for prescriptions. In fact, as per the recent reports from the US Department of Health and Human Services, the national uninsured rate reached an all-time low of 7.7% among all US residents in the first quarter of 2023. This highlights the growing awareness among the population about the importance of extensive health coverage, thereby emphasizing the continued expansion of the US healthcare market.

Challenges in the US healthcare market

While the US healthcare market has shown resiliency in overcoming some of the pain points faced by the industry, there is a likelihood of several challenges that may impact the sector. However, the industry is proactively taking steps to mitigate these challenges by engaging external vendors for outsourcing support. Some of the challenges are mentioned below:

- *Shortage of healthcare talent including physicians and nurses:* Labor shortages in the healthcare industry not only affect operational efficiency but also has an impact on patient/member care and experience. According to the U.S. Department of Health and Human Services, the US healthcare industry projects a shortage of 68,020 primary care physicians and 337,970 registered nurses by 2036. This scarcity may likely translate into reduced access to care, longer wait times for patients, and potential dissatisfaction among care-seekers, eventually resulting in deferred treatments and a drop in healthcare revenues. Further, doctors may face increased workloads and burnout, leading to attrition and rise in operational costs for healthcare facilities as they compete to retain talent. As a result, the quality of care, adoption of innovation, and eventually, profitability, may get compromised, further impacting the overall growth of the healthcare industry.

- *Enterprise consolidation and rise in cost of care:* The US healthcare market continues to witness a flurry of consolidations across both – payer as well as provider enterprises. While consolidation does offer opportunities for efficiency, it also brings about significant risks, impacting factors such as competition, access, and pricing. In fact, according to the National Association of Insurance Commissioners, the net premium per member per month (PMPM) as of December 31 increased by 6.7% in 2022 compared to 2021, rising from US$296.0 to US$316.0. As a result, consumer demand for healthcare services and insurance products may get affected, potentially exacerbating health disparities and impacting the growth of the healthcare industry.

- *Increasing friction between payers and providers impacting member experience and treatment journeys:* The increasing friction between payers and providers poses an emerging challenge that may impact member experience and treatment journeys in healthcare. For example, a review conducted by the Office of Inspector General reveals that Medicaid managed care organizations deny approximately one out of every eight requests for the prior authorization of services, highlighting the gravity of the situation. Factors such as systematic problems with MCO prior authorization processes, limited use of external medical reviews, and administrative problems with MCO prior authorization decisions contribute significantly to these denial rates. These conflicts over utilization reviews, reimbursement rates, denials, and billing practices may lead to a subpar patient experience, as patients face delays in accessing care and disruptions in the treatment plans, ultimately resulting in poorer health outcomes. As a result, patients

may seek alternative care options or delay treatments, eventually, impacting growth of the healthcare market.

- *Escalating revenue pressures amid regulatory changes:* As regulatory changes unfold, healthcare enterprises may face escalating financial strains. The conclusion of the Public Health Emergency (PHE) post-COVID-19 lifted off waivers, exacerbating challenges in maintaining financial stability. Further, Medicaid redeterminations are expected to result in loss of coverage for certain ineligible individuals, thus, diminishing access to care. Additionally, the Inflation Reduction Act is expected to alter the financial dynamics, as payers now face increased financial responsibility, rising to 60% in the catastrophic phase for Medicare Part D according to CMS. This may lead to tighter margins for healthcare enterprises and impact their growth prospects.

- *Impact of potential slowdown in 2024:* While the concerns around recession in the US diminish on account of improved economic outlook, the impact of a recession on healthcare remains considerable, given its significant contribution to the US GDP. In the wake of the recession, government healthcare spending may face constraints as tax revenues decline, prompting the reallocation of resources. As a result, healthcare being a significant contributor to the US GDP may face budgetary pressure. Further, healthcare providers may experience reduced demand for non-urgent services due to financial strain on members who lose employment coverage, resulting in deferred treatments, and loss of revenue, thus, impacting the growth of healthcare.

- *Increasing frequency of cybersecurity incidents:* Healthcare organizations are prime targets for cyber-attacks due to the vast amount of sensitive patient data they handle. According to the U.S. Department of Health and Human Services, over the past five years, there has been a 256% increase in large breaches reported to the Office for Civil Rights (OCR) involving hacking and a 264% increase in ransomware. The recent example of Change Healthcare's cyber outage has cost United Health Group, its parent company, nearly US$872.0 million. These incidents can lead to financial losses impacting the already stretched margins, breach in patient confidentiality, and disruption in critical healthcare operations, thus, inviting regulatory scrutiny and impeding the growth of the healthcare ecosystem. However, the US healthcare industry is already taking steps to mitigate the effects of these challenges by seeking outsourcing support from external vendors. Let us look at some of the major drivers of outsourcing in the US healthcare market below.

Trends driving growth in the US healthcare outsourcing market

Healthcare payers and providers are seeking third-party support to gain capabilities that enable them to deal with the challenges such as evolving regulatory landscape, increasing patient expectations, and burdening clinician pressure among others. The following trends list down the drivers behind the outsourcing spends of the healthcare payer and provider enterprises:

- *Continued staffing shortages propelling an increased demand for third-party support*: As detailed out in the previous section, the US healthcare industry is likely to face an acute shortage of clinical talent. Healthcare providers, when faced with worsening staffing challenges and an ageing population, face far-reaching consequences that not only strain existing clinical talent but also increases the risk of errors. Moreover, the shortage of resources leads to delays in reviewing medical records, assessing medical necessity, and undertaking authorization procedures, leading to suboptimal patient experiences, lower Star ratings and potential revenue loss for payers. As a result, the demand for service providers who can offer skilled talent (e.g., nurses) with domain expertise for services such as clinical management, through a cost-effective delivery model is expected to increase. This will ultimately enable in-house enterprise clinical staff to focus on core care processes, which will positively impact patient care and improve their care journeys.

- *Regulatory changes accelerating emphasis on better member engagement*: Evolving regulatory changes in the healthcare market are compelling enterprises to enhance their capabilities to remain compliant. For instance, with the end of Public Health Emergency (PHE), states have resumed conducting annual Medicaid eligibility reviews, necessitating assistance with processes such as outreach and member

engagement and eligibility verification.

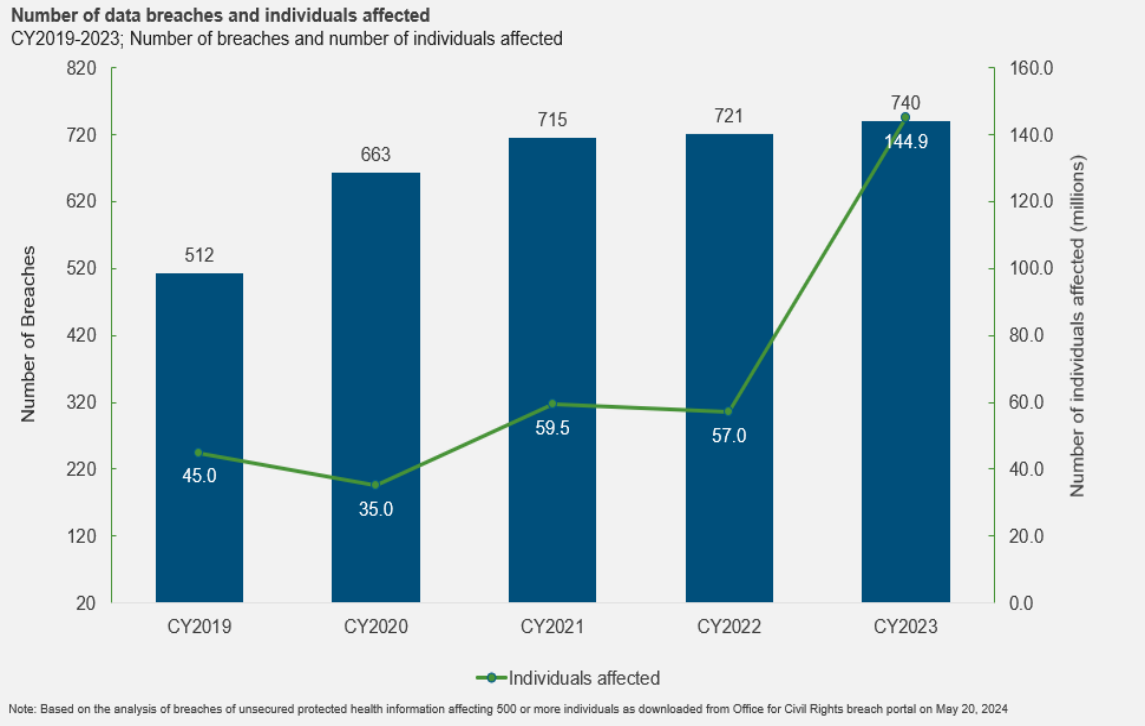
Further, despite CMS raising payments for Medicare Advantage Programs by 3.7% in CY 2025, the decrease in effective growth rate along with rising medical inflation could adversely impact the financial health of Medicare Advantage-focused payers. Successfully navigating this complex and evolving regulatory landscape not only requires more resources to focus on administrative processes but also necessitates investments in staff training and technology upgrades, leading to higher operating expenses for healthcare organizations.

As a result, healthcare enterprises are expected to increasingly turn to outsourcing service providers who can handle the entire gamut of administrative processes including eligibility verification, member engagement, clinical documentation, prior authorizations, and claims management while staying abreast of regulatory compliances and mitigating the risk of penalties.

- *Transition to ICD-11 to elevate the requirement for experienced and certified coders for optimal reimbursements*: The new coding standard, i.e., ICD–11 coding system has over 55,000 codes to classify diseases, disorders, injuries, and causes of death, compared to the 14,400 in ICD-10, amounting to nearly 4x as many codes as ICD-10, according to the CDC. As countries prepare for this transition, it would bring a plethora of challenges for the healthcare entities in the form of increased administrative work, uptick in the demand of coding talent, higher expenditure on coder training, and need to update technology systems to accommodate the expanded code sets.

  The healthcare enterprises that are inadequately prepared for this transition may experience an uptick in rejected claims, decrease in operational efficiency, and consequently, a drop in revenue. This serves as an opportunity for service providers to assist healthcare enterprises by coupling certified coding talent with modular and robust technology to ensure comprehensive delivery of services across coding, billing, claims, and multiple other processes.

- *Increasing data breaches underscoring the surge in demand for robust data security to ensure compliance and safeguard patient information*: According to the U.S. Department of Health and Human Services, there have been over 4,900 healthcare data breaches of 500 or more records that were reported to Office for Civil Rights (OCR) from 2015 to 2024. These breaches have resulted in the exposure or impermissible disclosure of over 520 million healthcare records.



Amidst escalating cybersecurity incidents, the healthcare payers and providers are expected to seek outsourcing partners with robust systems and capabilities to bolster their defenses against evolving cyber threats. As a result, the demand for service providers with future-proof systems that can ensure data security, patient privacy, and compliance with industry regulations such as HITECH and HIPPA is anticipated to increase.

- *Shift toward proactive healthcare to drive enterprises to develop capabilities in preventive clinical management such as disease management, population health analytics, and remote patient monitoring:* The shift toward value-based care, especially for chronic and other diseases that require long term care management, is driving the push for proactive health management that necessitates coordination across different care delivery settings including home-based care. While this shift is driven by the objective of reducing healthcare costs and improving patient outcomes, it also leads to complexities that require capabilities for preventive clinical insights, accurate risk identification, and seamless services without care gaps.

  As a result, the demand for service providers who can support healthcare enterprises in areas such as SDoH (data intake and analytics), utilization review, remote patient monitoring, population health management, risk identification and stratification, and other clinical services is expected to increase.

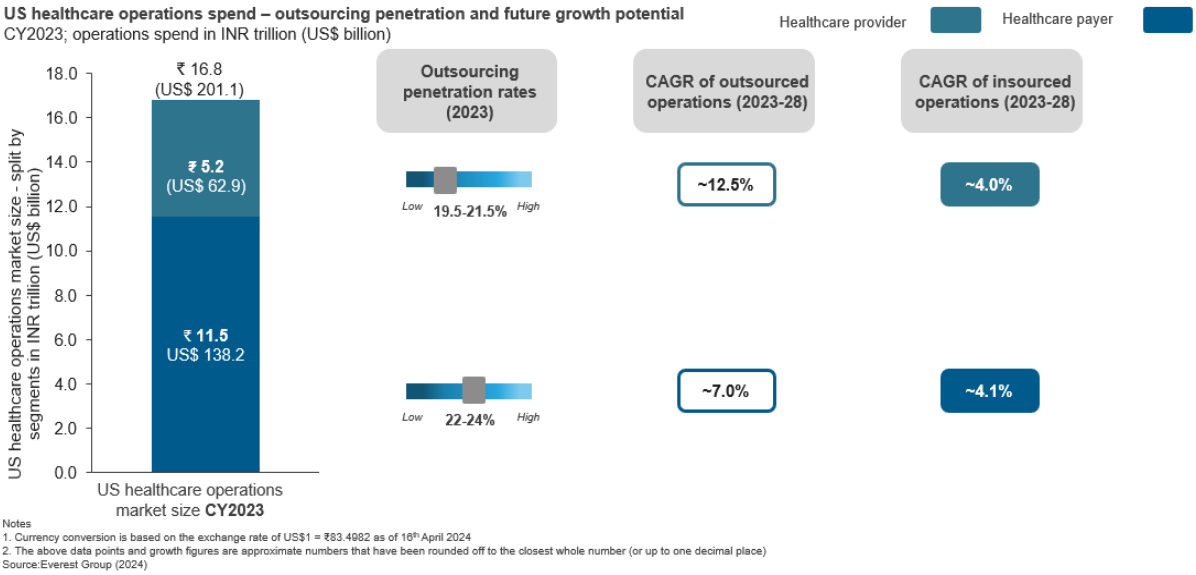
- *Medical Loss Ratio (MLR) requirements prompting payers to optimize administrative spending*: According to the CMS, the MLR regulations established by Affordable Care Act in the United States require several healthcare payers to spend at least 80% of premium dollars on clinical care and quality improvements, with the remaining portion designated for administrative costs and profits. Furthermore, the payers are required to provide rebate to their customers if they are unable to meet the MLR standards. Given the increasing burden of chronic diseases and higher utilization for several organizations, payers find it difficult to manage administrative expenses, thus, prompting a need for optimization. This is expected to compel payers to resort to outsourcing non-core functions such as member engagement, claims processing etc. to streamline operations and reduce administrative overheads, while enabling them to maintain MLR standards and ensure compliance.

Healthcare operations outsourcing market

Healthcare operations outsourcing penetration by market segments

In 2023, the aggregate outsourcing penetration rate in the US healthcare operations market stood at 21.5-23.5%, resulting in a total outsourced operations spend of approximately US$ 45.0 billion (₹ 3.8 trillion). The healthcare payer market had a relatively higher outsourcing penetration at 22.0-24.0%, while the healthcare provider market had a relatively lower outsourcing penetration at 19.5-21.5%.

Further, the growth in the outsourced operations market is expected to outpace the growth in the insourced market. While the overall healthcare outsourced operations market is expected to grow at a CAGR of approximately 8.7%, the payer outsourced market is forecasted to grow at a CAGR of approximately 7.0% from 2023-28. The provider operations outsourced market, on the other hand, is expected to grow at a CAGR of approximately 12.5%.



US healthcare outsourcing supplier landscape

Categorization of service provider landscape and details of services provided:

There are 4 broad categories of service providers within the healthcare industry:

- *Healthcare specialists:* These firms focus exclusively on the healthcare market. Healthcare specialists leverage their deep domain and process expertise to offer robust offerings across multiple value chain segments to clients. CorroHealth, Sagility, Shearwater Health, and Omega Healthcare are some examples of healthcare specialists having capabilities in both healthcare payer and provider markets. While some firms such as Omega Healthcare has a stronger presence in the provider (RCM) space, players such as Sagility uniquely stand out as a tech-enabled healthcare services firm with integrated offerings in payer and provider markets.

- *Broad-based IT and business services firms:* These companies typically offer a blend of IT services (e.g., software development and implementation, IT maintenance support) and business services across various industries, including healthcare. In the healthcare sector, they may provide services to payers, providers, or both, such as claims operations, revenue cycle management (RCM) operations, provider network operations (provider engagement) services, and other vertical-specific processes. Accenture, Cognizant, and EXL are some examples of broad-based IT and business services firms. While this category of firms also provides industry-agnostic services such as human resources, finance, and accounting services, etc., some of them do not have an integrated offering for healthcare.

- *Product-focused companies:* Companies that specialize in providing products or solutions for the healthcare industry, such as electronic health records (EHR) systems, health information systems, analytics solutions, etc. Their business model often incorporates a license-based engagement as well as partnerships with service providers for bundled offerings. Optum, Cotiviti, FinThrive, and Epic Systems are some examples of product-focused companies.

- *Broad-based CX firms with presence in the healthcare market among other verticals:* In healthcare, these companies prioritize enhancing the experience and satisfaction of members/patients by offering front-end services such as member support, inquiries, issues, etc. through traditional contact centers as well as digital channels. These firms typically have limited capabilities on the back-office operations such as utilization management, claims management amongst others which limits their ability to provide integrated end-to-end healthcare offerings. ResultsCX is an example of a broad-based CX firm with a presence in the healthcare market.

The typical value propositions and focus areas of the 4 broad categories of service providers are given below:

Typical operating models and value propositions

	Healthcare specialists	Broad-based IT and business services firms	Product-focused companies	Broad-based CX providers with healthcare presence
Key focus areas	Specialized healthcare offerings and domain expertise for payers, providers, or both	Broad-based operations; technology/IT offerings and improvement of domain expertise	Product-centric offerings for integrated insights, analytics, and information retrieval	Focus on process expertise and outcomes to streamline CX operations
Value proposition	• Healthcare domain specialization • Strong market access • Scalable operations • Pivot toward technology-enabled solutions	• Broad-based portfolio • Cost optimization through offshoring • Services augmented by technology offerings • Consulting-led transformation	• Integration capabilities with existing solutions; strong partnership play • Cloud/on-premise offerings • Unified data source for predictive insights	• Focus on omnichannel CX • Multi-linguistic support; rapid scalability • Global delivery footprint

Digital adoption in healthcare

While the service provider landscape is extensive, differentiation requires strategic investments in digital solutions. However, the adoption of these technologies in healthcare depends on various factors driving the pace of digital adoption.

Factors that will determine the pace of digital adoption in healthcare:

There are multiple factors that will determine the pace of digital adoption in healthcare services. Some of the notable factors are described below:

1. *Timeframe associated to achieve interoperability across multiple platforms and systems:* Interoperability in healthcare enables different systems to access, integrate, and use data seamlessly, improving care coordination and reducing redundant processes. Multiple regulatory provisions such as CMS Interoperability and Prior Authorization rule and Health Information Technology for Economic and Clinical Health (HITECH) Act promote interoperability by focusing on adoption of electronic data exchange through APIs and incentivizing adoption of EHRs respectively.

   However, achieving full interoperability still presents multiple technical and non-technical challenges, such as standardizing diverse systems, replacement cost concerns, and privacy issues. Overcoming these requires collaboration among stakeholders to establish shared standards, data exchange protocols, and supportive policies, thus, necessitating the need to develop modular and flexible solutions capable of integrating with diverse set of existing systems.

2. *Wider acceptance of proactive and digital patient care initiatives:* The healthcare landscape is rapidly embracing proactive patient care initiatives, fuelled by the recognized advantages of prevention and early intervention, alongside increased regulatory backing for preventive care and remote monitoring policies. However, the adoption of digital care initiatives is contingent upon organizational readiness to support modern infrastructure and compliance with regulatory standards. As a result, healthcare enterprises will require real-time analytics and automation capabilities that can ensure seamless care delivery and improved outcomes by identifying potential health risks, predicting disease progression, and ensuring right intervention.

3. *Pace of modernization of legacy EHR/EMR systems:* Many healthcare providers are grappling with outdated technology infrastructure, which consists of fragmented modules and databases that are ill-equipped to handle the vast data volumes generated from modern digital solutions. Furthermore, transitioning from legacy systems to new-age systems demands substantial investments in financial resources and technical expertise. As this transition progresses, the adoption of digital solutions is expected to accelerate, resulting in improved data accessibility, enhanced member experience, and robust predictive capabilities such as fraud detection, thus enhancing operations across multiple processes.

4. *Training and enablement of digital healthcare workforce:* The adoption of digital solutions in healthcare necessitates comprehensive training and the acceptance of a digitally proficient healthcare workforce among patients and members. This entails providing targeted education programs to equip staff with the necessary skills to effectively utilize new technologies. As enterprises increase investment in developing and providing such training programs, the impact on optimizing operations, enhancing decision-making processes, and improving service delivery shall be realized.

Generative AI and its value promise for healthcare

Generative AI refers to the application of artificial intelligence techniques that can generate new content in the form of text, images, videos, audio, and more. This technology is built on underlying models that are trained on large, extensive datasets. Some of the prominent GenAI models in the market include OpenAI's GPT, Google's Gemini, and Meta's LLaMA.

GenAI has the potential to improve organizational productivity by streamlining a variety of tasks, thereby increasing efficiency, optimizing processes, and enhancing the overall patient/member experience. While it has numerous applications in healthcare, most can be grouped into the following categories:

Support	Generate	Stimulate
Compilation and summarisation • Integrate information from various sources for a coherent view and gather robust insights such as population health • Analyse medical charts to create concise summaries for quicker evaluation	**Content generation** • Create customized reports, e.g., pattern identification for claims fraud detection • Generate personalized member communication material	**Advanced search** • Efficient and quick extraction of pertinent information from extensive clinical, claims, and medical databases
Translation • Assist in translating various types of content for patient and member education in local languages	**Medical coding** • Streamline medical coding tasks by analysing clinical notes and generating appropriate medical codes	**Analytics** • Analyse vast clinical datasets to discern trends, patterns • Support healthcare organizations with decision making

While GenAI shows promise in simplifying tasks with low-to-moderate complexity, the solutions still require human-in-the-loop engagements in the healthcare industry due to the degree of risk involved and regulatory concerns. Human intervention ensures that AI-generated outputs are reliable and error-free, particularly in critical decision-making processes. Moreover, the dynamic nature of healthcare demands adaptability and contextual understanding, areas wherein human expertise complements AI capabilities.

Emerging use cases of generative AI in the healthcare industry

Numerous use cases for GenAI are emerging across healthcare payers and providers in areas such that are aimed at enhancing patient care and improving operational efficiency. While majority of the use cases are still in pilot/testing stage, examples of the notable ones are as follows:

Market segment	Use case (non-exhaustive)	Business problem	Outcomes of GenAI-enabled solutions
Payer	Member support	High call volumes and complex inquiries may lead to delay in resolutions, impacting, member experience and ratings	• Generate personalized responses based on user interactions • Assist customer services agents with after call work and sentiment analysis • Reduces average handling time by call route optimization and real-time assistance
	Enhanced claims management	High claim volumes straining operational capacity may result in incorrect adjudications and higher denial rates	• Intelligent document processing for mailroom operations • Claims denials prediction, appeals and grievances response
Provider	Improved clinical documentation and coding	Time-consuming documentation detracts providers from patient care	• Detects discrepancies and simplifies clinical documentation • Increases coder accuracy by assigning appropriate codes and streamline coding audits
	Enhanced patient engagement	Complex registration, delays in appointment, and lack of information about the services, costs, etc. impact patient experience	• Assists agents in handling patient inquiries such as scheduling requests, provider matching, and billing inquiries

While these use cases do provide an opportunity to enhance existing processes, their impact will be subject to the factors driving digital adoption in healthcare such as interoperability and modernization of legacy systems, among others. Furthermore, careful considerations will have to be given to several challenges and risks associated with Gen AI to ensure its safe and effective implementation.

Risks and challenges in the adoption of Generative AI

The integration of GenAI into healthcare comes with several challenges and risks. The healthcare industry lacks a centralized data pool as healthcare enterprises often use multiple IT systems that are fragmented and disparate. AI algorithms on the other hand, require a robust data set for training and validation. As a result, the lack of a comprehensive data repository, limited interoperability, biases in training data, and unclear data origin can raise questions about the accuracy of the outputs. In addition, AI hallucinations, which are erroneous outcomes resulting from inadequate training data or biases, may have further consequences. Lastly, regulatory, and ethical concerns surrounding patient privacy, data ownership, and accountability needs to be alleviated as several government agencies plan to regulate AI usage within defined frameworks (e.g., the U.S. government's Blueprint for an AI Bill of Rights, and the UK government's Artificial Intelligence (Regulation) Bill).

The risk mitigation strategies for GenAI adoption includes rigorous testing, human-AI collaboration, and expert oversight. While some healthcare organizations may choose to build out their own GenAI capabilities, the majority will likely need to engage in collaborative partnerships with service providers who have robust domain and process expertise across payer and provider operations. As a result, the capabilities of these providers complemented with GenAI solutions can be instrumental in achieving the right outcomes for the healthcare ecosystem.

Generative AI-focused value proposition of prominent players across the service provider landscape

The following table highlights broad GenAI-value proposition and the focus areas for each of the player categories in the healthcare service provider landscape:

	Healthcare specialists	Broad-based IT and business services firms	Product-focused companies	Broad-based CX providers with healthcare presence
Key focus areas	Complement deep domain capabilities with digital solutions infused with AI/GenAI-enabled offerings	Development of proprietary Gen AI portfolio of solutions and establishing partnerships to offer end-to-end services	Incorporating Gen AI into their suite of applications for one or multiple use cases	Improve customer experience journeys through GenAI enabled operational optimization
Value proposition	• AI services and solutions suite tailormade for healthcare domain • Domain data trained models • Healthcare transformation with demonstrable proof points across front, and back-office	• Industry-agnostic AI solutions infused in verticalized offerings • Skill development & training and change management	• Integration of GenAI in product applications and workflows • Healthcare specific use cases • Robust security and compliance measures	• GenAI-enabled omnichannel CX • Quicker resolution of queries through GenAI-led multi-linguistic support

Overview on Sagility

Sagility is one of the largest tech-enabled healthcare services firms (by revenue) with a cumulative revenue from operations of approximately ₹47.5 billion in the Financial Year 2024 and growing at a year-on-year growth rate of approximately 12.7 % with services spanning across healthcare payer and provider markets

For healthcare payers, Sagility provides a comprehensive set of services across the payer value chain such as claims management, payment integrity, clinical management, provider network operations (provider engagement), and front-office services, among others, thus, helping optimize operational spending and improve care quality for health plans. As an end-to-end RCM provider, Sagility integrates patient access, A/R management, and clinical services with licensed professionals to streamline administrative processes and ensure efficient billing and revenue cycle management. As of January 2024, Sagility has clients across payers and providers that includes five of the top 10 largest healthcare payers by enrollment in the US and one of the largest US-based hospital networks by revenue, and three of the top 6 PBMs by claims volume, among other enterprise segments such as Blues, DMEs and labs.

Sagility's portfolio is characterized by a suite of cloud-based Business Process-as-a-Service (BPaaS) solutions that bundle operations and technology along with several healthcare process-specific solutions. Its offerings include solutions such as Aging in Place solution to personalize interactions through self-service portals, and data-hub-based provider solution for outreach and credentialing, among others. Sagility's tech-enabled healthcare services focus across end-to-end front and back-office healthcare services sets it apart among business services firms, technology transformation firms, and back-office service providers.

BirchAI's acquisition to augment its AI-driven capabilities

In March 2024, Sagility acquired BirchAI, a company specializing in cloud based GenAI technology powered by natural language processing (NLP). BirchAI offers AI-driven real-time customer support solutions for healthcare transactions. Its advanced speech-to-text model, tuned for domain-specific conversations, automates key tasks such as call classification, and summarization, and identifies customer trends in real-time to improve agent performance. Its acquisition is expected to enhance Sagility's AI Center of Excellence for client transformation through dedicated AI operations, governance, and solutions support, thus, improving capabilities in other operations such as fraud, waste & abuse identification, clinical reviews & decision support, among other things. This is expected to help Sagility swiftly identify opportunities across the gamut of healthcare payer and provider clients, allowing it to engage with them more meaningfully and create value.

Devlin Consulting's acquisition to enhance payment integrity (PI) capabilities

In April 2023, Sagility acquired Devlin Consulting, Inc. (DCI), a technology services company providing payment integrity services, thus, strengthening its precision payment integrity solutions for health plans. This integration of DCI's technology with Sagility's existing services allows the firm to offer cohesive PI solutions including pre-pay cost avoidance and post-pay recoveries and improve client access across national and regional plans, thus unlocking additional opportunities.

Sagility's competitive positioning

The comparative assessment of Sagility has been conducted through two approaches:

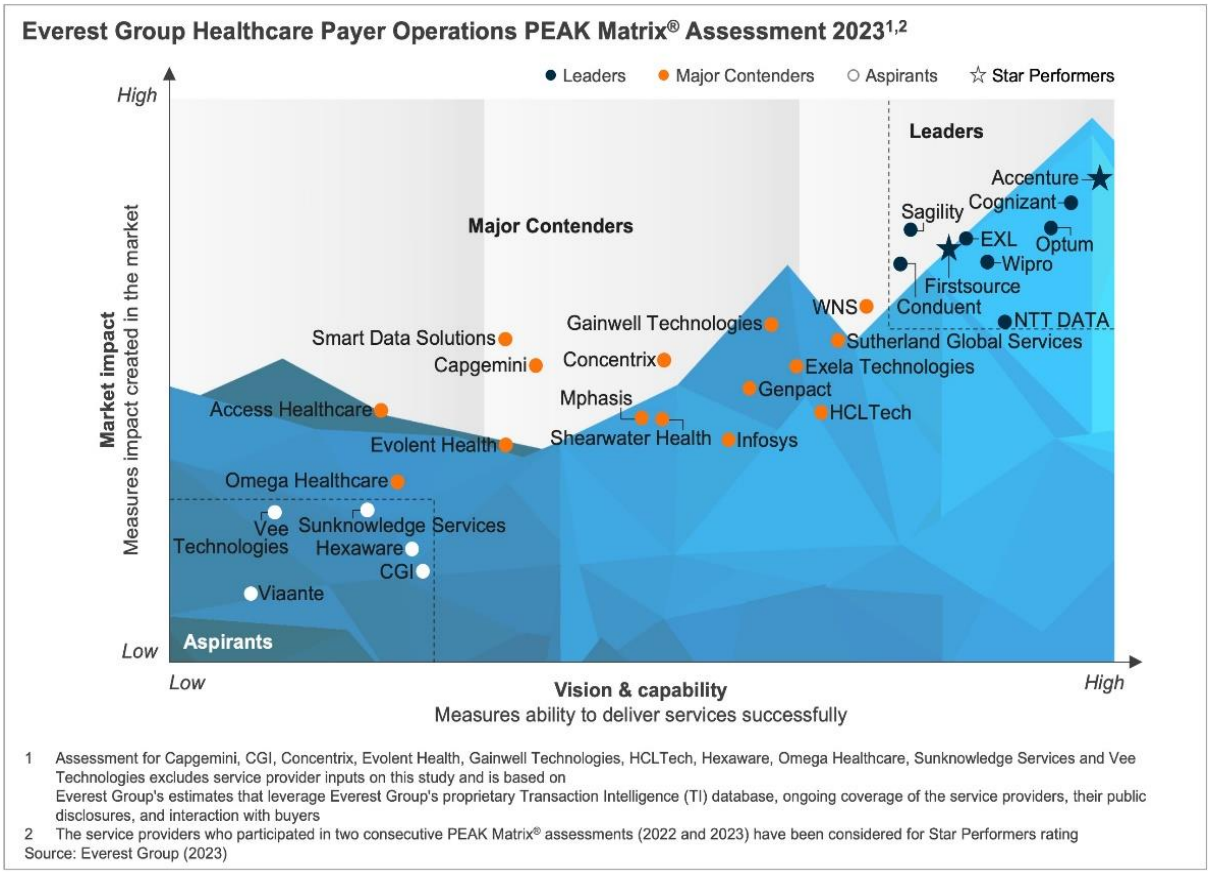
Everest Group's PEAK Matrix Assessment

The PEAK Matrix is a proprietary framework for assessing the relative market success and overall capability of technology and technology-enabled service providers based on performance, experiences, ability, and knowledge. Each provider is comparatively assessed on two dimensions: market success and delivery capabilities. Market success is measured by revenue, number of clients and year-over-year growth. Delivery capability is measured by scale of operations, scope, technology and innovation, delivery footprint and buyer satisfaction. The PEAK Matrix assessment process also includes provider customer reference interviews – a critical step that some other research firms exclude.

Everest Group's Healthcare Payer Operations PEAK Matrix Assessment 2023 and Sagility's positioning

Everest Group's Healthcare Payer Operations PEAK Matrix Assessment 2023 was an assessment featuring 29 leading healthcare payer service providers and presented a relative evaluation of their strengths and limitations. The PEAK Matrix assessment is based on information collected from primary research, including interactions with participating firms and client reference checks, and targeted secondary research.

The exhibit below depicts the latest edition of Everest Group's Healthcare Payer Operations PEAK Matrix Assessment conducted in 2023.



1 Assessment for Capgemini, CGI, Concentrix, Evolent Health, Gainwell Technologies, HCLTech, Hexaware, Omega Healthcare, Sunknowledge Services and Vee Technologies excludes service provider inputs on this study and is based on Everest Group's estimates that leverage Everest Group's proprietary Transaction Intelligence (TI) database, ongoing coverage of the service providers, their public disclosures, and interaction with buyers

2 The service providers who participated in two consecutive PEAK Matrix® assessments (2022 and 2023) have been considered for Star Performers rating

Source: Everest Group (2023)

The scope of the assessment covered the entire healthcare payer operations value chain, including product development, member engagement, provider network operations (provider engagement), clinical management, claims management, and risk and compliance. The ecosystem of players included in this assessment comprised of healthcare specialists such as Shearwater Health, Omega Healthcare among others from product-focused firms and broad-based IT and business services firms.

Everest Group's Healthcare Payer Operations PEAK Matrix Assessment 2023 identified Sagility as a "Leader". The 2023 assessment identified the following strengths of Sagility:

- Investments in custom-built offerings strengthened Sagility's technology portfolio, further focus on BPaaS-led deals has fueled its growth.

- Launch of a new delivery center in offshore region increased its offshore presence which was complemented by its balanced presence of resources in onshore and nearshore locations.

- While it exhibited a strong claims portfolio, Sagiltiy also invested in ramping up its payment integrity and Fraud, Waste and Abuse (FWA) capabilities through advancements in predictive analytics. It further invested in growing areas such as remote patient monitoring, telehealth, and population data analytics.

- Referenced buyers highlighted Sagility's relationship management, implementation management, and flexibility to scale as strengths.

Everest Group's Revenue Cycle Management Operations PEAK Matrix Assessment 2023 and Sagility's positioning

Everest Group's Revenue Cycle Management (RCM) Operations PEAK Matrix® Assessment 2023 was an assessment featuring 31 leading revenue cycle operations providers and presented a relative evaluation of their strengths and limitations. This assessment deep dived into the RCM operations market, which is the other segment of the healthcare market (healthcare provider).

The scope of the assessment covered the RCM operations value chain segments including patient access, medical billing, claims management, and A/R management. The ecosystem of players included in this assessment comprised of product-focused firms, broad-based IT and business services firms, and healthcare/RCM specialists.

This assessment identified Sagility as a "Major Contender". The 2023 assessment identified the following strengths of Sagility:

- Sagility developed a strong foothold in the growing DMEs and labs segment and expanded focus on domain expertise and coverage across different processes of the RCM value chain in 2022.

- Clients highlighted proactive account management and swift leadership style as strengths for the firm.

Everest Group's Clinical and Care Management (CCM) Operations PEAK Matrix Assessment 2023 and Sagility's positioning

Everest Group's Clinical and Care Management Operations – Services PEAK Matrix Assessment 2023 was an assessment featuring 15 leading clinical and care management operations providers and presented a relative evaluation of their strengths and limitations. This assessment deep dived into the clinical and care management value chain segment in contrast to the above two assessments which are more broad-based in nature.

The scope of the assessment covered the CCM operations value chain including population data management and analytics, utilization management, care coordination, and quality improvement services. The ecosystem included in this assessment comprised of broad-based IT and business services firms, product-focused companies, and healthcare/clinical specialists.

This assessment identified Sagility as a "Major Contender" and identified several key strengths as highlighted below:

- Sagility developed comprehensive and scalable solutions targeted for whole-person care by utilizing data from multiple data sources to deliver improved member experience and clinical outcomes. Additionally, it leverages BPaaS for utilization management which further strengthened its capabilities.

- Sagility's balanced spread of clinical FTEs across onshore, offshore, and nearshore locations, growth strategy for the CCM market through the productization of clinical programs and focus on virtual health

enables it to meet the increasing demand from enterprises.

- Sagility has a broad presence within the payer market as it caters to a wide variety of buyer types, ranging from employer plans to Medicare and Medicaid, highlighting its ability to cater to different payer enterprises with varied requirements.

- Clients highlighted its skilled talent pool, especially on domain knowledge, responsive account management, willingness to partner, and flexibility to accommodate requirements.

Evaluation of breadth and depth of Sagility's portfolio

While there are many service providers offering services across payer and provider landscape, there are fewer specialists that are only focused on healthcare. As of May 2024, in a comparative evaluation conducted by Everest Group, nine other companies are identified alongside Sagility, that provide healthcare solutions to enterprises. This comparative peer set serves to facilitate a comprehensive assessment of Sagility's capabilities across the supplier landscape.

Service provider classification - depth and breadth		Healthcare specialists				Broad-based IT and BPOs			Product-focused companies		Broad-based CX firms with healthcare presence
Service provider/ functions		Sagility	Shearwater Health	Omega Healthcare	CorroHealth	Cognizant	EXL	Accenture	Cotiviti	FinThrive	ResultsCX
Healthcare payer	Value chain functions - Claims management - Payment integrity - Clinical management - Provider network operations (provider engagement) - Member engagement - Risk adjustment and support services - Product development	High coverage	Medium coverage	Medium coverage	Limited to no coverage	High coverage	High coverage	High coverage	Medium coverage	Limited to no coverage	Medium coverage
	Position on Everest Group's Healthcare Payer Operations PEAK Matrix® Assessment 2023	Leader	Major Contender	Major Contender	Not profiled	Leader	Leader	Leader	Not profiled	Not profiled	Not profiled
Healthcare provider	Value chain functions - Patient access - Medical billing - Claims management - A/R management - Care management	High coverage	Medium coverage	High coverage	Medium coverage	High coverage	Limited to no coverage	Limited to no coverage	Limited to no coverage	High coverage	Limited to no coverage
	Position on Everest Group's Revenue Cycle Management Operations PEAK Matrix® Assessment 2023	Major Contender	Major Contender	Leader	Major Contender	Leader	Not profiled	Not profiled	Not profiled	Not profiled	Not profiled
Percentage exposure to healthcare and life sciences as a proportion of total revenue (2023)		100.0%	Not available	Not available	Not available	29.3%	Not available	12.0%	Not available	Not available	Not available

Source: Companies websites, case studies, and other public source
Notes:

1. *Coverage is estimated based on the weighted average of presence across total number of functions and sub-functions based on the in-scope value chain*
2. *The percentage exposure to healthcare and life sciences as a proportion of total revenue comprises the entire set of healthcare and life sciences revenue, including business process services, software products and IT services*
3. *The values for percentage exposure to healthcare and life sciences as a proportion of total revenue have been derived from the service providers' annual financial report. Cognizant reports healthcare and life sciences under the Health Sciences segment. Accenture reports healthcare under the Health and Public Services segment and life sciences under the Products segment. The reporting period for Accenture is from July 2022 to August 2023, and for Cognizant, it is from January 2023 to December 2023*
4. *Shearwater Health, Omega Healthcare, CorroHealth, Cotiviti, FinThrive, and ResultsCX are unlisted companies, therefore their percentage exposure to healthcare and life sciences is not publicly available. While EXL does have a healthcare reporting segment, some portion of its analytics segment also include healthcare services, which has exposure to other industry verticals. Given that, its overall exposure to health and life sciences vertical is not available in the public report, it has not been mentioned.*

Summary of findings of the comparative analysis

Based on the analysis above, Sagility is one of the leading tech-enabled healthcare specialists with comprehensive coverage across healthcare payer and provider markets. Everest Group's Healthcare Payer Operations PEAK Matrix Assessment 2023 has identified Sagility as a "Leader" underscoring superior performance on market impact and vision and capability. Additionally, Sagility is one of the largest tech-enabled healthcare services firms (by revenue) and has achieved a year-on-year growth rate of approximately 12.7% in the Financial Year 2024, outpacing healthcare revenue growth of several publicly listed firms such as Accenture and Cognizant. Given Sagility's healthcare-only focus across the payer and provider markets, there are no listed service providers in India or abroad that cater to US healthcare enterprises (as defined in the report) and are its immediate comparables in size and business model (which is categorized as a pureplay healthcare specialist). However, there is a recently listed company in India called Indegene, which, like Sagility is a specialist, but focuses on the life sciences market (i.e., pharmaceuticals and medical devices).

Threats and challenges to Sagility

Although Sagility stands out as one of the leading tech-enabled healthcare services firms, there are several threats and challenges to its business on account of evolving market, possibility of new market entrants, and shifting enterprise considerations, among others. Some of the major threats and challenges (not exhaustive) are mentioned below:

1. *Decline in the growth of the US healthcare industry:* Given Sagility's exclusive focus on the US healthcare market, issues impacting the growth of the US healthcare industry such as potential reduction in government spending during recession and decrease in the demand of non-urgent services may impact Sagility's business.

2. *Potential hesitancy for enterprises to outsource:* Although the industry is increasingly shifting towards an outsourcing model, data privacy concerns, compliance challenges, shift in enterprise strategy to shift to an in-house model, or future regulations preventing outsourcing, may increase reluctance among healthcare enterprises toward outsourcing. As a result, this may become a threat to Sagility's growth prospects.

3. *Talent retention and up-skilling challenges:* As the US healthcare industry continues to face talent shortage, higher attrition rates, inability to up-skill, and inefficient resource utilization may impact Sagility's business. Consequentially, the competition to attract talent within the industry, along with the expenses of hiring and training, may jeopardize Sagility's future profitability and obstruct business growth.

4. *Wave of technology disruption impacting efficiencies:* The technological advancements in various healthcare processes may significantly enhance efficiencies, thus, disrupting existing productivity. As a result, inability to deliver robust technological solutions that provides enhanced throughput and integrates seamlessly with client systems may impact Sagility's business.

5. *Potential competition amidst the impending possibility of new market entrants:* The potential entry of new entrants with disruptive business models and differentiated solutions that can cater to the evolving client needs may increase further competition in the healthcare market, hence, posing a threat to Sagility's business. While there are currently no new entrants with significant play in the healthcare outsourced market, inability to keep up with future investments of disruptive players may impact Sagility's growth.

OUR BUSINESS

Some of the information in this section, especially information with respect to our plans and strategies, contain certain forward-looking statements that involve risks and uncertainties. You should read "Forward-looking Statements" beginning on page 18 for a discussion of the risks and uncertainties related to those statements and "Risk Factors" beginning on page 32 for a discussion of certain risks that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in, or implied by, these forward-looking statements.

We have included various operational and financial performance indicators in this Draft Red Herring Prospectus, many of which may not be derived from our Restated Consolidated Financial Information. The manner in which such operational and financial performance indicators are calculated and presented, and the assumptions and estimates used in such calculations, may vary from those used by other companies in India and other jurisdictions. Investors are accordingly cautioned against placing undue reliance on such information in making an investment decision and should consult their own advisors and evaluate such information in the context of the Restated Consolidated Financial Information and other information relating to our business and operations included in this Draft Red Herring Prospectus.

*The industry-related information contained in this section is derived from the report dated June 18, 2024 titled Everest Group's Healthcare Industry Overview (the "**Everest Report**") prepared by Everest Business Advisory India Private, which has been exclusively commissioned and paid for by our Company in connection with the Offer pursuant to an engagement letter dated April 9, 2024. A copy of the Everest Report is available on the website of our Company at https://sagilityhealth.com/investor-relations/. Unless otherwise indicated, all financial, operational, industry and other related information derived from the Everest Report and included herein with respect to any particular year, refers to such information for the relevant Financial Year. The information included in this section includes excerpts from the Everest Report and may have been re-ordered by us for the purposes of presentation.*

*Our Financial Year commences on April 1 and ends on March 31 of the subsequent year, and references to a particular Financial Year are to the 12 months ended March 31 of that year. Our Company was incorporated on July 28, 2021 and acquired the healthcare services business (the "**Business**") of our predecessor company ("**Predecessor Company**") on January 6, 2022, which is when our Company started commercial operations. Accordingly, all financial information for the Financial Year 2022 relates to the period from January 6, 2022 until March 31, 2022.*

The following information is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in this Draft Red Herring Prospectus, including the information contained in "Risk Factors," "Industry Overview," "Restated Consolidated Financial Information," and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on pages 32, 120, 218 and 223, respectively.

For definitions of technical and industry related terms used in this section, see "Definitions and Abbreviations – Technical/Industry Related Terms/Abbreviations" on page 10.

Overview

We are a technology-enabled, pure-play healthcare focused solutions and services provider to Payers (U.S. health insurance companies, which finance and reimburse the cost of health services), and Providers (primarily hospitals, physicians, and diagnostic and medical devices companies). We support the core business operations of both Payer and Provider clients. Our services to Payers encompass the entire spectrum of their operations, including core benefits administration functions and clinical services. These services include claims management, payment integrity, clinical management, and other services. To Providers, we provide revenue cycle management services which help them manage their billings and claim the cost of treatment from Payers. Additionally, we also provide some of the services that we provide to Payers to pharmacy benefit managers ("**PBMs**") that manage prescription drugs for Members (i.e., insured persons) under health insurance plans. We deliver these services leveraging our tools and platforms, as needed, through our capable talent pool from our five global service delivery locations in India, the Philippines, the U.S., Jamaica and Colombia.

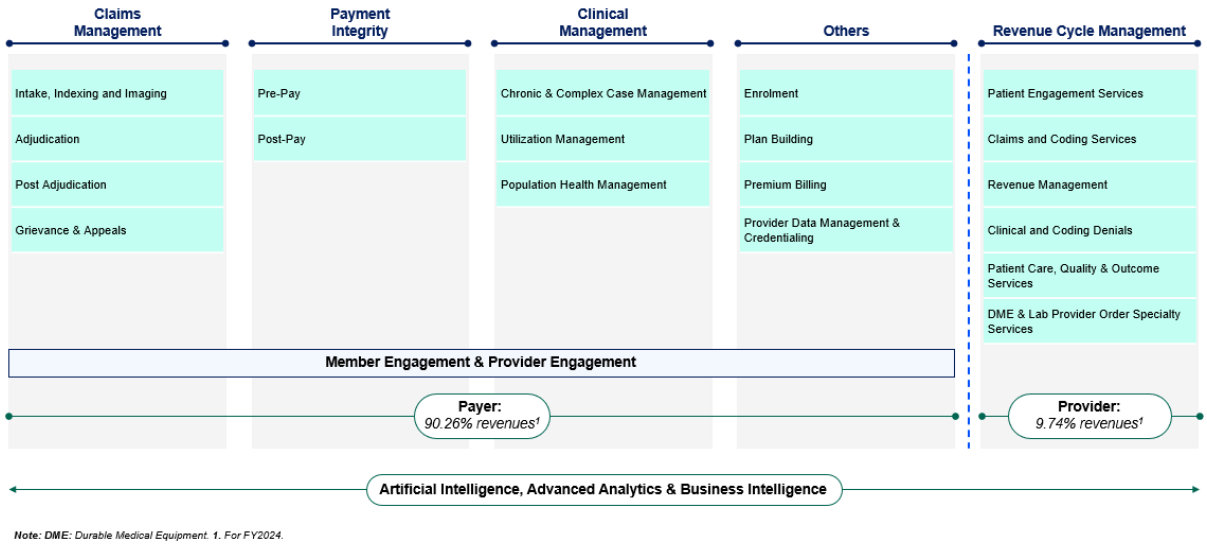
We have been recognized for the quality and scale of our services by industry specialists. We were ranked as a Leader by Avasant in their Clinical Services Business Process Transformation RadarView report 2023 and as a Leader in Everest's Healthcare Payer Operations PEAK Matrix Assessment 2023 (*Source: Everest Report*).

Our Predecessor Company commenced providing services to Payer clients in 2000 and gradually increased the scope of services provided to Payers and Providers, and the number of its clients, through organic and inorganic growth. Our Company was incorporated on July 28, 2021 and acquired the healthcare services business (the "**Business**") of our Predecessor Company on January 6, 2022. Subsequently, our Company acquired the Subsidiaries in March 2024. For further details, see "*History and Certain Corporate Matters*" on page 174.

All of our clients are located in the U.S. As of March 31, 2024, our five largest client groups (i.e., client entities together with their affiliates) had an average tenure of 17 years with the Business. As of January 2024, we served five of the top 10 Payers by enrolment in the U.S. (*Source: Everest Report*). Further, during the Financial Year 2024 and 2023, we have added 20 new clients.

In the Financial Year 2024, we helped our Payer clients process 105 million claims and handle over 75 million Member and Provider interactions.

Set forth below is a description of our core services (also represented in the chart below):



Note: DME: Durable Medical Equipment. 1. For FY2024.

Payer Services

- *Claims Management*. We manage the claims adjudication processes for Payers. This process involves reviewing and validating claims from Providers against the relevant Member's benefits plan and Provider contracts to ensure that claims are paid accurately and in a timely manner. We deploy a combination of intelligent automation tools and experienced employees with the aim of driving efficient and accurate processing of claims. We handle in-patient hospital, outpatient physician, laboratory, surgery, prescription drug/pharmacy, vision and dental claims. We utilize a smart cognitive extraction solution that extracts content from various documents, thereby reducing manual effort. Further, we offer grievance and appeals solutions that address Provider complaints and appeals. We utilize artificial intelligence ("**AI**") to identify and prioritize urgent appeals followed by resolution through our experienced claims processors.

- *Payment Integrity*. These services aim to help Payers contain costs by identifying overpayments of claims. We help verify that the correct amount has been paid by Payers against the claims submitted by healthcare Providers. We provide this service by leveraging data mining algorithms supplemented by machine-learning ("**ML**"**)** based tools. Using our proprietary technology "Contract Central", we re-price claims based on state-specific guidelines and other contractual provisions to identify overpayment and assist with seeking recovery of those overpayments. The payment integrity service is provided as post-pay (after a claim is paid to a Provider) or pre-pay (once a claim is adjudicated, but the payment has not been made yet). We utilize predictive analytics tools to identify overpayment as well as cases of fraud,

waste and abuse. Our payment integrity team comprises certified medical coders, credentialed clinicians, data scientists, claims examiners, and auditors.

- *Clinical Management*. Our clinical management services are aimed at delivering timely and quality clinical care for Members. Our large team of clinically trained and licensed staff provide these services which help Payers manage the cost of care while ensuring Members receive medically necessary and appropriate care from Providers. Our clinical services span chronic and complex case management, utilization management and population health management. We provide utilization management services to our clients across their commercial, Medicare and Medicaid lines of business. These services are highly regulated to ensure that Members get timely and relevant care and to reduce unnecessary high-cost procedures. We have developed end-to-end capabilities in utilization management which include intake across all channels of requests from Providers and reviewing for medical necessity by clinical staff, for prior authorization and concurrent services such as extension of days in hospitals. We also further review any appeals by Providers for denial of prior authorizations using our team of clinicians. Over the years, we have built automations around electronic intake, intelligent clinical decisioning engine and AI, to reduce effort for Providers and for high-cost clinical staff. We also identify and support care requirements for the vulnerable population that have multiple chronic conditions with social and functional needs. Our clinicians use their clinical expertise along with a whole-person care approach in engaging with this population, to improve their health and the health plan's ability to drive optimized cost of care. For elderly care, we offer our 'Aging in Place' solution that combines our proprietary predictive analytics to identify elders with multiple functional impairments and clinical interventions to reduce their risk of high frailty. Aging in Place is delivered through our proprietary platform with a member facing portal for self-assessment as well as a care manager workflow with digital engagement channels including video visits. Our other clinical services include a 24x7 nurse helpline that can take calls from or chat with Members to assess symptoms and triage them to the right level of care or provide support with home-based self-care. Further, we also provide post discharge and transition of care coordination when Members are released from the hospital after an acute event, to reduce re-admissions.

- *Other Payer services*. We also assist Payers onboard new Providers to their networks and manage Provider databases. Onboarding Providers/doctors through a verification process that includes credentialing and maintaining an accurate provider directory in a Payer's network is a regulatory requirement in the U.S. (*Source: Everest Report*). We assist Payers in this onboarding process by verifying Provider credentials and managing demographic and contract data. Our services are enabled through our Provider Forward™ platform. We also assist Payers with enrolling new Members, configuring and designing benefits plans and managing premium billing and collection.

In delivering our Payer, services, we engage with Members and Providers as follows:

- *Member Engagement*: We help Payers engage with their Members from the time of their onboarding through the tenure of their plan membership, including by (i) collecting necessary onboarding information, (ii) addressing queries with respect to plan benefits, (iii) providing information on healthcare provider networks, (iv) billing and collection of premiums, (v) pre-authorization of services, (vi) explanation of claim payments, and (vii) providing information on benefit programs that they can avail. We utilize our technology enabled solutions to provide these services, such as 'interaction analytics', which transcribes member interactions for analysis using natural language processing ("**NLP**") and natural language understanding ("**NLU**") capabilities. Further, our real-time speech to text conversion capabilities allows us to summarize conversations with Members and use that information to provide insights for process improvement opportunities.

- *Provider Engagement*: We help Payers in managing their interactions with Providers, including in validating claims, handling complaints and appeals, identifying and recovering overpayments, onboarding healthcare providers to their networks, and verifying credentials. Our interaction analytics platform validates the answers to queries from Providers for comprehensiveness, accuracy and compliance. It validates the answers provided to queries from Providers using NLP models by checking them against a pre-defined form which looks for experience, accuracy and compliance.

Provider Services

- *Revenue Cycle Management ("**RCM**")*. We are an end-to-end RCM service provider *(Source: Everest Report)*. We provide scheduling and financial clearance services to Providers that include insurance

verification, benefits validation, referral management and prior authorizations. We assist Providers with order entry, charge entry and medical coding. On the 'back-end' of the revenue cycle, we provide billing and follow-up services focused on collection and resolution of insurance and patient balances. We also provide various accounts receivables collection programs. Further, our denials management services include appealing and overturning coding and clinical denials. We also provide cash posting (i.e. recording and allocating payments to accounts), credit balance resolution (i.e., collecting outstanding payments from Payers) and patient engagement services to Providers. Our team comprises financial clearance associates, medical coders, nurses, claims processors, and accounts receivable specialists. We have proprietary technology and workflow solutions that enables us to manage the life cycle of a Provider's revenue collection process. We leverage predictive analytics and workflow automation to prioritize and facilitate quick and accurate reimbursement from Payers. We also support order-to-cash processes (i.e., services covering the life cycle of service delivery from the point of order until its delivery and payment) for ancillary providers such as durable medical equipment providers, national laboratories and radiology services providers.

Set forth below is a breakdown of our revenue from operations from services to Payers and Providers for the periods indicated, which is also expressed as a percentage of our total revenue from operations:

Particulars	**Financial Year**				**For the period July 28, 2021 – March 31, 2022***	
	2024		**2023**			
	(₹ in millions)	***% of Revenue from Operations***	***(₹ in millions)***	***% of Revenue from Operations***	***(₹ in millions)***	***% of Revenue from Operations***
Revenue from Payers	42,904.18	90.26%	38,254.26	90.68%	8,447.42	91.48%
Revenue from Providers	4,631.39	9.74%	3,929.82	9.32%	786.65	8.52%
Revenue from operations	**47,535.57**	**100.00%**	**42,184.08**	**100.00%**	**9,234.07**	**100.00%**

**Our Company was incorporated on July 28, 2021; however, we acquired the healthcare services business of our Predecessor Company on January 6, 2022, which is when our Company started commercial operations. Accordingly, all financial information for the Financial Year 2022 relates to the period from January 6, 2022 until March 31, 2022.*

Our Key Managerial Personnel and Senior Management Personnel are positioned across the regions in which we operate, and have a combined industry experience of more than 80 years. Further, our Key Managerial Personnel and Senior Management Personnel have been associated with the Business for an average of 23 years and have several years of industry experience.

We are also supported by our sponsor, EQT, and benefit from its strong capital sponsorship, networks and professional expertise. As of March 31, 2024, EQT had EUR 242 billion in assets under management. We expect to significantly benefit from EQT's global expertise in identifying and executing acquisitions, as we seek to undertake inorganic growth initiatives.

A list of operating and financial metrics for the periods indicated are set out below:

Metric	**As of and for the Financial Year**		**For the period July 28, 2021 – March 31, 2022[(1)]**
	2024	**2023**	
Revenue from operations *(₹ million)*	47,535.57	42,184.08	9,234.07
Growth in revenue from operations *(%)*	12.69%	Not meaningful[(1)]	N/A
Restated profit/(loss) before tax *(₹ million)*	2,416.81	1,856.77	(18.54)
Restated profit/(loss) before tax margin *(%)*[(2)]	5.08%	4.40%	(0.20)%
Restated profit/(loss) for the year / period *(₹ million)*	2,282.66	1,435.72	(46.71)
Restated profit/(loss) margin *(%)*[(3)]	4.80%	3.40%	(0.51)%
EBITDA *(₹ million)*[(4) (11)]	11,160.37	10,448.64	2,105.72
EBITDA margin *(%)*[(5) (11)]	23.48%	24.77%	22.80%

Metric	As of and for the Financial Year		For the period July 28, 2021 – March 31, 2022[1]
	2024	2023	
Adjusted EBITDA *(₹ million)*[6] [11]	11,714.61	10,448.64	2,105.72
Adjusted EBITDA margin *(%)*[7] [11]	24.64%	24.77%	22.80%
Adjusted PAT *(₹ million)* [8] [11]	5,895.58	4,555.93	661.75
Adjusted PAT margin *(%)*[9] [11]	12.40%	10.80%	7.17%
Number of Client Groups[10]	44	35	31
Number of New Client Additions	13	7	N/A
Number of Employees	35,044	33,366	30,830
Revenues from five largest client groups *(₹ million)*	37,627.68	33,981.79	7,660.48

Notes:

1. *Our Company was incorporated on July 28, 2021; however, we acquired the healthcare services business of our Predecessor Company on January 6, 2022, which is when our Company started commercial operations. Accordingly, all financial information for the Financial Year 2022 relates to the period from January 6, 2022 until March 31, 2022.*
2. *Restated profit/(loss) before tax margin represents restated profit/(loss) before tax as a percentage of revenue from operations.*
3. *Restated profit/(loss) margin represents restated profit/(loss) as a percentage of revenue from operations.*
4. *EBITDA represents our earnings before interest expense, tax, depreciation and amortization.*
5. *EBITDA margin represents EBITDA as a percentage of revenue from operations.*
6. *Adjusted EBITDA represents EBITDA adjusted for post-combination expenses in relation to earnouts payable under acquisition agreements.*
7. *Adjusted EBITDA margin represents Adjusted EBITDA as a percentage of revenue from operations.*
8. *Adjusted PAT represents our restated profit/(loss) adjusted for amortization of other intangible assets acquired pursuant to business combinations, post-combination expenses in relation to earnouts payable under acquisition agreements, and for the tax impact of each of the adjustments.*
9. *Adjusted PAT margin represents our Adjusted PAT as a percentage of revenue from operations.*
10. *Client groups comprise client entities together with their affiliates.*
11. *For detailed calculation of EBITDA, EBITDA Margin, Adjusted EBITDA, Adjusted EBITDA margin, Adjusted PAT and Adjusted PAT margin, please refer to "Other Financial Information– Reconciliation of Non-GAAP Financial Measures" on page 219..*

Our Competitive Strengths

We believe that we have the following competitive strengths:

Leader in the large and resilient U.S. Payer and Provider solutions market

With per capita healthcare expenditure amounting to US$12,555.3 (₹1,048,345.0) in 2022, the U.S. economy was the highest spender on healthcare among leading economies. Healthcare operations expenditure (i.e., expenditure on front and back-office functions to support Payers and Providers) was valued at US$201.1 billion (₹16.8 trillion) in 2023 and is expected to reach approximately US$258.9 billion (₹21.6 trillion) in 2028 (*Source: Everest Report*).

Growth in the U.S. healthcare market is expected to be driven by a number of factors, including a rise in aging population and increasing prevalence of chronic diseases. While the healthcare market is expected to benefit from these tailwinds, challenges faced by the healthcare market are expected to drive outsourcing growth. These factors include continued staffing shortages propelling an increased demand for third-party support and regulatory changes. See also "*Industry Overview*" beginning on page 120.

In 2023, the aggregate outsourcing penetration rate in the U.S. healthcare operations market stood at 21.5-23.5%, resulting in a total outsourced operations spend of approximately US$ 45.0 billion (₹ 3.8 trillion) While the overall healthcare outsourced operations market is expected to grow at a CAGR of approximately 8.7%, the Payer outsourced market is forecasted to grow at a CAGR of approximately 7.0% from 2023 to 2028. The Provider operations outsourced market, on the other hand, is expected to grow at a CAGR of approximately 12.5% (*Source: Everest Report*).

The size and expected growth in the U.S. healthcare services market, outsourcing trends driven by technological and other developments, and the non-discretionary nature of our services help drive growth in our business. The Business has capitalized on this growth opportunity over the last 24 years, providing a comprehensive range of services to Payers and Providers. Our services to Payers encompass the entire spectrum of their operations,

including core non-discretionary benefits administration functions and clinical services. To Providers, we provide end-to-end revenue cycle management services which help them manage their billing and payment from Payers and patients. We have become one of the largest tech-enabled healthcare services firms by revenue (*Source: Everest Report*), by building out our end-to-end portfolio of services in the outsourced operations market for both Payers and Providers.

We have been recognized for the quality and scale of our services by industry experts. We were ranked as a Leader by Avasant in their Clinical Services Business Process Transformation RadarView report 2023 and as a Leader in Everest's Healthcare Payer Operations PEAK Matrix Assessment 2023 (*Source: Everest Report*).

Domain expertise in healthcare operations, with end-to-end service offerings to Payers and Providers

We provide technology-enabled services to Payer and Provider clients. This pure-play nature of our business, together with over 24 years of the Business' experience and the effective use of technology, has helped us build domain expertise in our operations.

We provide end-to-end, comprehensive service offerings to Payer clients. Our tech-enabled healthcare services focussed across end-to-end front and back-office healthcare services sets us apart among business services firms, technology transformation firms, and back-office service providers (*Source: Everest Report*). Set forth below are Payer and Provider functions which our technology enabled services address, as compared to our key competitors.

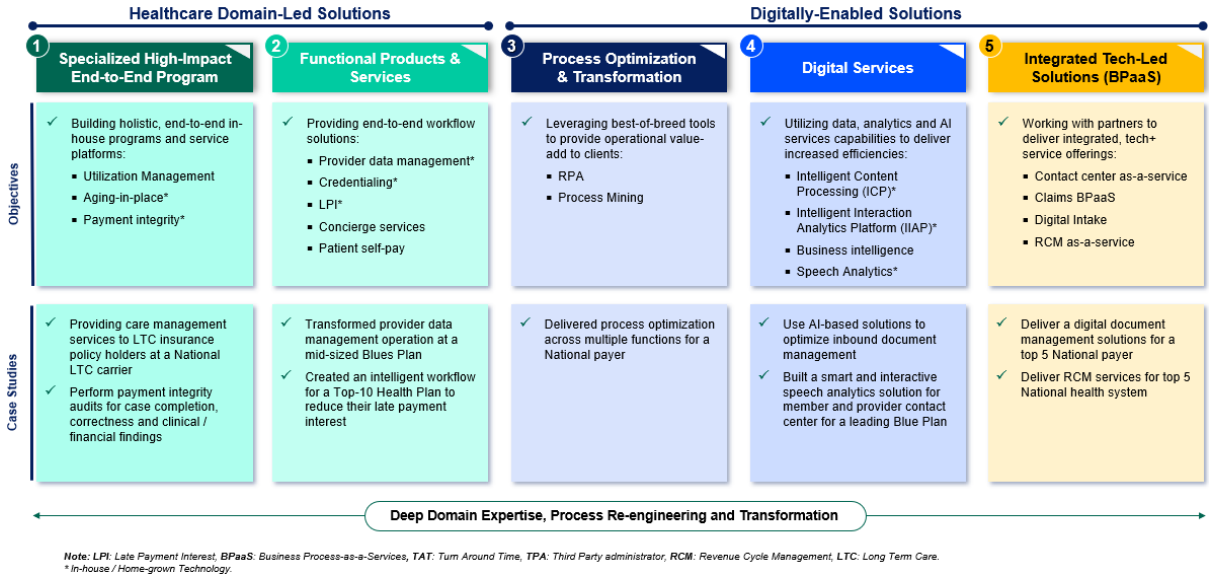
Service provider classification - depth and breadth		Healthcare specialists				Broad-based IT and BPOs			Product-focused companies		Broad-based CX firms with healthcare presence
Service provider/ functions		Sagility	Shearwater Health	Omega Healthcare	CorroHealth	Cognizant	EXL	Accenture	Cotiviti	FinThrive	ResultsCX
Healthcare payer	Value chain functions - Claims management - Payment integrity - Clinical management - Provider network operations (provider engagement) - Member engagement - Risk adjustment and support services - Product development	High coverage	Medium coverage	Medium coverage	Limited to no coverage	High coverage	High coverage	High coverage	Medium coverage	Limited to no coverage	Medium coverage
	Position on Everest Group's Healthcare Payer Operations PEAK Matrix® Assessment 2023	Leader	Major Contender	Major Contender	Not profiled	Leader	Leader	Leader	Not profiled	Not profiled	Not profiled
Healthcare provider	Value chain functions - Patient access - Medical billing - Claims management - AR management - Care management	High coverage	Medium coverage	High coverage	Medium coverage	High coverage	Limited to no coverage	Limited to no coverage	Limited to no coverage	High coverage	Limited to no coverage
	Position on Everest Group's Revenue Cycle Management Operations PEAK Matrix® Assessment 2023	Major Contender	Major Contender	Leader	Major Contender	Leader	Not profiled	Not profiled	Not profiled	Not profiled	Not profiled
Percentage exposure to healthcare and life sciences as a proportion of total revenue (2023)		100.0%	Not available	Not available	Not available	29.3%	Not available	12.0%	Not available	Not available	Not available

(Source: Everest Report)

The U.S. healthcare industry is characterized by complex services, stringent compliance requirements, intricate performance measures, and multifaceted payment workflows. These challenges necessitate the involvement of specialized service providers who possess the expertise to navigate and manage these complexities effectively (*Source: Everest Report*). Our domain expertise helps us improve the efficiency of core operations, improve clinical outcomes, optimize cost of care as well as modernize and digitize various functions of Payers' and Providers' businesses. In order to effectively assist these clients, service providers require a keen understanding of the healthcare domain. As a specialist healthcare company we are able to assess whether treatments are "medically necessary", predict healthcare risks based on relevant data sets, and reduce unnecessary rework in claims that result in provider abrasion and high interest payments. We reduce customer effort and improve quality through proactive benefit navigation services, build propensity models that help prioritize operational effort and deploy high impact custom automation, to drive optimization across the value chain for our clients. Our teams have extensive healthcare expertise and experience, with 1,687 employees having nursing, medical coding, physical therapy, dentistry, pharmacy, occupational therapy, microbiology or laboratory science degrees as of March 31, 2024. All of our employees are provided healthcare related training to understand the complex healthcare landscape.

Further, our domain expertise also helps us contextualize the use of technology, from RPAs to Gen AI, among other things, to optimize the pre-authorization process, assess and manage claims, respond to questions from Members, and handle grievances for Payers. The non-discretionary nature and the domain specificity of our services (as against shared service services such as finance, accounting and, procurement) leads to higher client

stickiness. Set forth below is a diagram representing our healthcare domain-led solutions and digitally-enabled solutions.

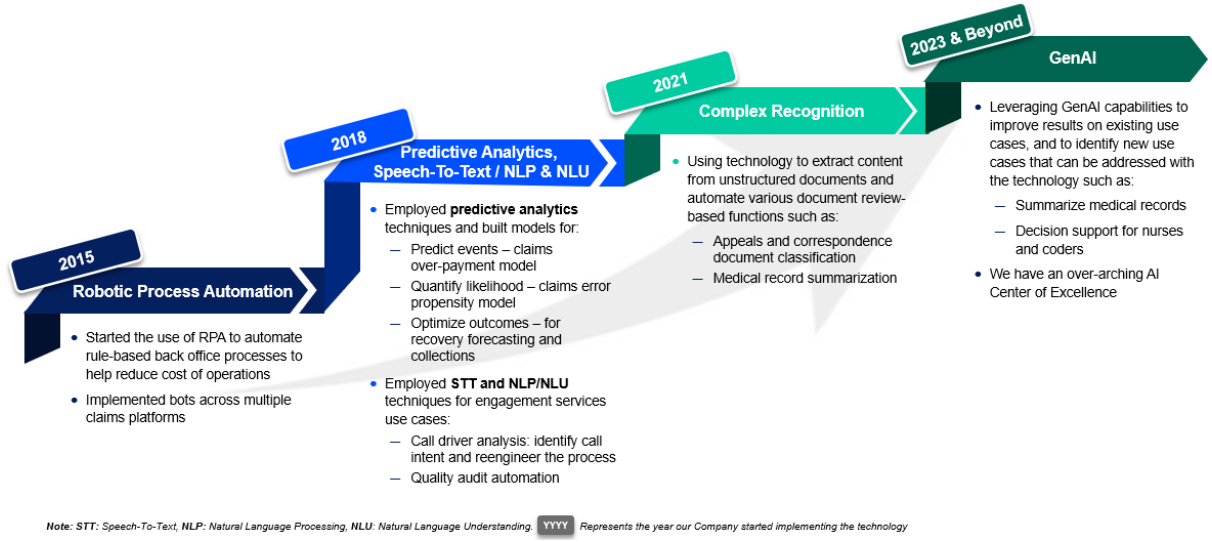


*Note: **LPI**: Late Payment Interest, **BPaaS**: Business Process-as-a-Services, **TAT**: Turn Around Time, **TPA**: Third Party administrator, **RCM**: Revenue Cycle Management, **LTC**: Long Term Care.*
** In-house / Home-grown Technology.*

Our domain expertise has helped us build comprehensive technology-based solutions in the areas of utilization management, payment integrity and elderly care, and tools and platforms that target functional improvements in a number of areas that include claims, Provider data management and Member engagement as well as contextualize our digital solutions like robotic process automation ("**RPA**"), analytics and AI. Our understanding of the complete Payer and Provider value chain helps us offer solutions that target the core administrative workflows of Payers and the revenue cycle management workflow of the Provider.

Suite of scalable, technology-enabled services and solutions, supported by proprietary tools and platforms

Over the years, we have developed a suite of proprietary tools and platforms that enable our services. These proprietary tools and platforms assist in serving the entire spectrum of our Payer clients' operations and our healthcare Provider clients' revenue cycle management functions. We leverage various technologies including RPA, analytics and AI. Set forth below is a diagram depicting our digital journey since 2015:



*Note: **STT**: Speech-To-Text, **NLP**: Natural Language Processing, **NLU**: Natural Language Understanding. YYYY Represents the year our Company started implementing the technology*

The technology team supporting these technology products and solutions spans product development, client delivery, process optimization, technology consulting and client engagement functions. Our products and technologies are guided by the domain expertise of our practice leaders to make them relevant to the healthcare industry.

Our suite of technology tools include:

- *Platforms.* We have built cloud-hosted platforms that are used by our clinical and non-clinical employees to deliver various services. Our clinical coordinators and care managers use our Aging in Place platform to engage with Members and their caregivers to deliver clinical interventions and resources to manage their chronic conditions, frailty and fall risk. Our Provider Forward™ platform allows our employees to engage with Providers and their staff to verify and validate information. Our Utilization Management platform that supports Providers' need to request an authorization for a service from a Payer and the subsequent clinical decisions required to approve such a request. Our revenue cycle management service is delivered using a platform that receives, processes and enables workflow for proper resolution of requests. Each of these platforms are built to be hosted and supported on a secure cloud platform that interacts with the client's technology.

- *RCM workflow tools.* We have built propriety workflow tools that help us manage our RCM client engagements. Our claims management system has workflow, inventory management and reporting functionalities to help us deliver our engagements effectively. The system also has a suite of integrated modules that incorporate document integration, inbound and outbound fax capability, and a request tracking module. We also leverage AI / NLP tools for clinical denial management and predictive analytics tools to generate propensity to pay assessments.

- *Intelligent intake and content processing*. We use a range of tools including automated document recognition, complex image recognition, optical character recognition ("**OCR**") and ML/generative AI which are trained to extract data from structured and unstructured documents and data sets, process the extracted data and feed this data into decision trees. For example, as a part of our claims management services, we offer a digital document processing tool to electronically read documents which are submitted along with claims, extract and process the information in these documents, and take actions based on their contents.

- *Analytics.* We have used a variety of data science tools such as predictive and generative AI, ML, NLP, NLU and data visualization platforms. Our AI-powered tools assist with analyzing data sets and information across the client enterprise, providing actionable advice to our clients. For example, within our payment integrity services, we have implemented data mining and ML models that can read clinical documents and analyse them for overpayment. Further, we analyze lifestyle data to risk stratify populations to identify care needs and determine utilization trends that are managed through clinical programs. We use these technologies to develop prediction models that quantify the likelihood of outcomes.

- *Speech processing and interaction analytics.* We have built capabilities for speech to text transformation and are able to use NLP to identify the intent of the call from Members. We build comprehensive dashboards that deliver detailed business insight on entity interactions for Payers and Providers resulting in a deeper understanding of business engagement.

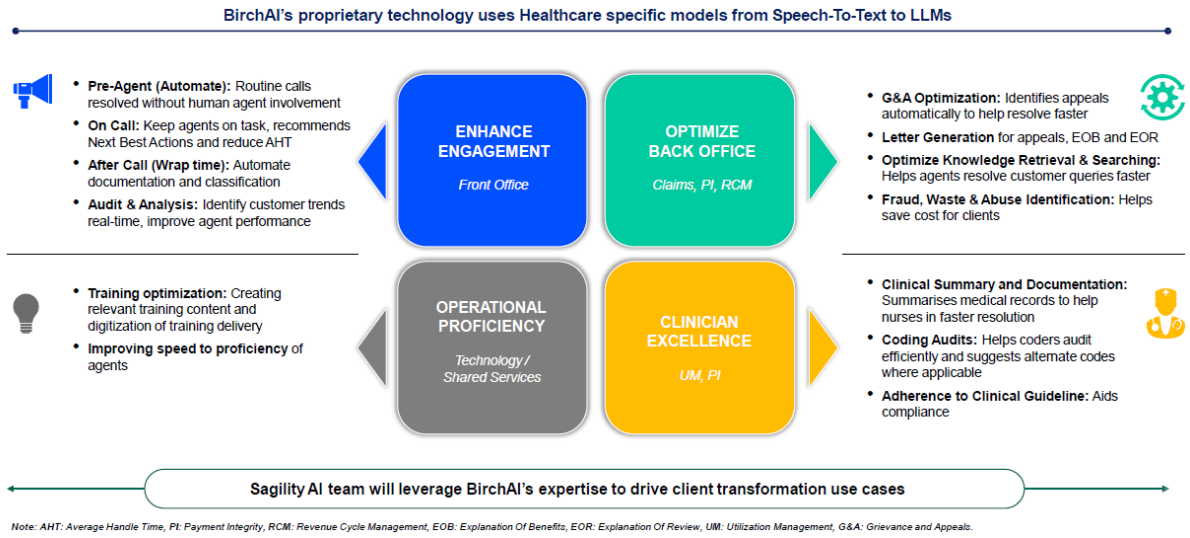
- *Automation.* We automate several aspects of our clients' workflow, including Member registration, Member interactions, grievance redressal, claims management and payment processing through a variety of tools. For example, we have implemented self-service platforms which capture actions at source including capturing input directly from Providers (for Payer clients), enabling a Member to continue engagement with a care coordinator on their schedule or allow a caregiver to engage with the care coordinator on behalf of the Member. We have also implemented a number of custom RPAs as a part of our claims management solutions for automatic processing of claims based on predetermined criteria, in payment integrity for medical record management, sending emails etc and in provider data management for validating data accuracy in payers provider directory.

- *Gen AI.* We use Gen AI to improve on our existing capabilities and identify other opportunities to assist our clients. For example, our Nurse Assist tool annotates and summarizes medical documents for nurses. This annotation and summarization allows nurses to review medical documentation more efficiently and with higher accuracy when making a decision to approve a service for reimbursement. This tool functions as an interactive workflow technology designed to use AI for reviewing unstructured clinical text. Nurse Assist leverages NLP algorithms to identify and infer clinical information from medical records. It scans

the record for key medical terms, diagnoses, treatments codes, symptoms and diagnoses and other clinical content, ensuring requisite information is highlighted and accurately summarized.

We use reusable and reconfigurable components that allow us to build new tools based on our clients' unique requirements. Our tools are also designed for ease of interoperability with third-party platforms that are common to the healthcare industry. While we develop a number of tools in-house, we also leverage other popular third party-developed tools through commercial licenses.

Further, in March 2024, we acquired BirchAI, a healthcare technology company offering cloud-based, generative AI technology. We expect that this acquisition will help enhance our Member and Provider engagement capabilities and further reduce our clients' operational costs by providing various AI-powered real-time customer support solutions to manage complex healthcare transactions using proprietary speech-to-text and large language models ("**LLMs**") that efficiently integrate with our end-to-end engagement solutions. The diagram below describes how we expect BirchAI to help improve technology transformation at our Company.



Deep, long-term, expanding client relationships across healthcare Payers and Providers

All of our clients are Payers and Providers based in the U.S. As of January 2024, we served five of the top 10 Payers by enrolment in the U.S. (*Source: Everest Report*). Our clients also include one of the largest U.S.-based hospital networks in terms of revenue as of January 2024, three of the top 6 PBMs by claims volume (*Source: Everest Report*), and other large diagnostic laboratories, hospitals, DMEs and radiology companies. As of March 31, 2024, our five largest client groups had an average tenure of 17 years with the Business.

We have high client stickiness and retention. Due to the sticky nature of our services and solutions, recurring revenues account for a high proportion of our total revenues. For the Financial Year 2024, our revenue retention rate (i.e., revenues from existing clients as a percentage of revenues from such clients earned in the previous year) was 110.75%. Our strong client relationships can be attributed to our focus on account management, reliable and high-quality delivery, deep understanding of the client's business, and our ability to grow and scale the portfolio of services that we provide to our clients over time. For example, the Business has a relationship with our third largest client (a national top 10 Payer) spanning over 10 years. Over the period beginning July 28, 2021 until March 31, 2022 to the Financial Year 2024, our revenues from this client have grown at a CAGR of 20.58%, as we have been able to consistently increase our wallet share from the client. We have expanded our services provided to the client over prior periods and have an established presence across most of its key lines of business.

Further, we continue to expand our business to newer clients. During the Financial Years 2024 and 2023, we have added 13 and 7 new clients, respectively, while continuing to expand the portfolio of services that we provided to our five largest client groups by revenue.

Typically, we establish relationships with multiple stakeholders within each client and service different parts of their organization. We have long-term master services agreements with our clients and execute individual scope of work documents ("**SOWs**") for each engagement. Further, under each of these SOWs, we provide multiple

lines of business ("**LOBs**"). We have grown our SOWs with our five largest client groups from 337 as of March 31, 2022, to 352 as of March 31, 2024.

With each client, we enter into 'service-level agreements' ("**SLAs**"), which define the level of service expected by the client from us, laying out the metrics by which that service is measured, and the remedies or penalties, if any, should the agreed-on service levels not be achieved. During the Financial years 2024, 2023 and period beginning July 28, 2021 until March 31, 2022, we have recorded a compliance (meeting or exceeding the level of service expected) with 95.34%, 93.23% and 94.44% of our SLAs across our clients.

Set forth below are key metrics relating to our clients and sales function:

Metric	As of March 31,		
	2024	2023	2022
Total number of client groups*	44	35	31
Number of New Client Additions	13	7	N/A
Number of clients contributing to more than US$20 million in revenues	5	4	3
Number of clients contributing to US$5 million – US$20 million in revenues	7	7	Nil
Number of clients contributing to US$1 million – US$5 million in revenues	12	12	10
Less than US$1 million in revenues	20	12	18

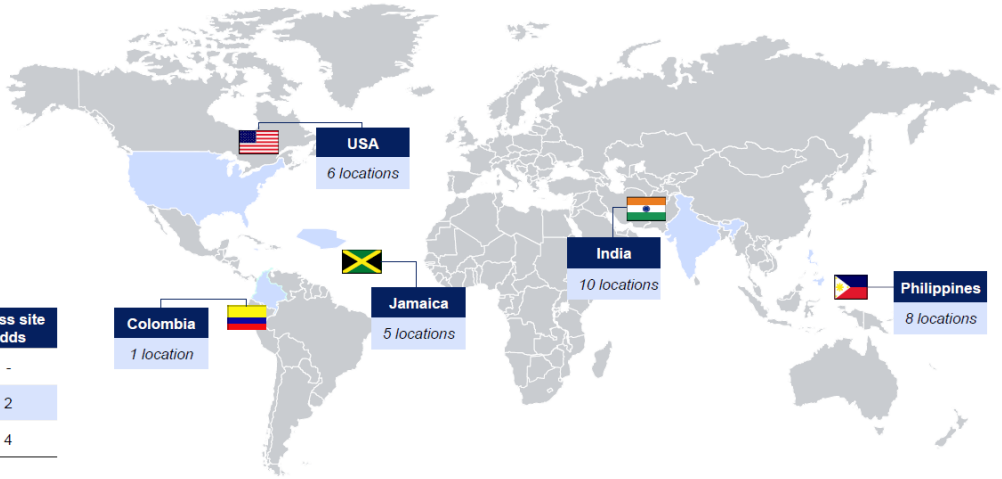
** Client groups comprise client entities together with their affiliates.*

We have dedicated client management teams which manage key client accounts. We also have a sales and marketing team which undertakes account-based marketing activities and who are also experienced in content generation, graphics and proposal writing. Several members of our sales and marketing team members are located in the U.S., proximate to our clients' locations.

Multi-shore, scalable and flexible delivery model with certified data protection and service standards

We have a multi-shore service delivery model, whereby we provide our services from 30 locations in five countries (U.S., Colombia, Jamaica, India and the Philippines). As of March 31, 2024, we had 35,044 employees servicing Members across the U.S. In Financial Year 2024, we helped Payers process 105 million claims and handle over 75 million Member and Provider interactions. We determine the location of service delivery in consultation with our clients, depending upon their requirements. We follow a flexible work from home model with many of our employees working from home.

Set forth below is a map of our delivery centers illustrating our global footprint:



Year	# of sites[1]	Gross site adds
FY22	25	-
FY23	27	2
FY24	30	4

Notes:
1. As of March 31, 2024

We have dedicated leaders for each of our core service lines who are responsible for their respective service lines in each geography. At the same time, we have streamlined our global processes, allowing us to scale our services, as required, and ensure predictable and consistent service delivery.

Our key quality control processes are implemented horizontally across our organization but are customized based on the requirements of each service line. Through this approach, we aim to ensure compliance at any organizational level with globally recognized standards of service delivery and data protection, including with the ISO27001, SOC1 and SOC2, the U.S. Health Insurance Portability and Accountability Act ("**HIPAA**") and the U.S. National Committee for Quality Assurance's standards ("**NCQA**").

Further, our business excellence team continuously works on improving efficiencies within our organization. The business excellence framework focusses on standard methods and practices (which involves design and deployment of practice capability and maturity models, including business health assessments); delivery excellence; continuous improvement best practices (for example, kaizen, lean and six sigma practices); efficiency improvement through the elimination / reduction of process wastes; and client value addition.

Strong financial performance and high margins

The Business has consistently increased the scope of services provided to clients and the number of clients, leading to growth in revenues in prior periods. Our revenue from operations grew by 12.69% to ₹47,535.57 million in Financial Year 2024 from ₹42,184.08 million in Financial Year 2023.

Set forth below are certain key financial metrics demonstrating our strong financial performance over the last three Financial Years.

Metric	For the Financial Year 2024	For the Financial Year 2023	For the period July 28, 2021 – March 31, 2022[(1)]
Revenue from operations *(₹ million)*	47,535.57	42,184.08	9,234.07
Restated profit/(loss) before tax *(₹ million)*	2,416.81	1,856.77	(18.54)
Restated profit/(loss) for the year / period *(₹ million)*	2,282.66	1,435.72	(46.71)
Restated profit/(loss) margin *(%)*[(2)]	4.80%	3.40%	(0.51)%

Metric	For the Financial Year 2024	For the Financial Year 2023	For the period July 28, 2021 – March 31, 2022[1]
Net cash generated from / (used in) operating activities *(₹ million)*	9,732.55	8,567.78	(318.92)
EBITDA *(₹ million)*[3] [9]	11,160.37	10,448.64	2,105.72
EBITDA margin *(%)*[4] [9]	23.48%	24.77%	22.80%
Adjusted EBITDA *(₹ million)* [5] [9]	11,714.61	10,448.64	2,105.72
Adjusted EBITDA margin *(%)*[6] [9]	24.64%	24.77%	22.80%
Adjusted PAT *(₹ million)* [7] [9]	5,895.58	4,555.93	661.75
Adjusted PAT margin (%) [8] [9]	12.40%	10.80%	7.17%

Notes:

1. *Our Company was incorporated on July 28, 2021; however, we acquired the healthcare services business of our Predecessor Company on January 6, 2022, which is when our Company started commercial operations. Accordingly, all financial information for the Financial Year 2022 relates to the period from January 6, 2022 until March 31, 2022.*
2. *Restated profit/(loss) margin represents restated profit/(loss) as a percentage of revenue from operations.*
3. *EBITDA represents our earnings before interest expense, tax, depreciation and amortization.*
4. *EBITDA margin represents EBITDA as a percentage of revenue from operations.*
5. *Adjusted EBITDA represents EBITDA adjusted for post-combination expenses in relation to earnouts payable under acquisition agreements.*
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7. *Adjusted PAT represents our restated profit/(loss) adjusted for amortization of other intangible assets acquired pursuant to business combinations, post-combination expenses in relation to earnouts payable under acquisition agreements, and for the tax impact of each of the adjustments.*
8. *Adjusted PAT margin represents our Adjusted PAT as a percentage of revenue from operations.*
9. *For detailed calculation of EBITDA, EBITDA Margin, Adjusted EBITDA, Adjusted EBITDA margin, Adjusted PAT and Adjusted PAT margin, please refer to "Other Financial Information– Reconciliation of Non-GAAP Financial Measures" on page 219.*

Experienced management and board, motivated employee base, marquee sponsor support and a sustainability focused culture

Our Key Managerial Personnel and Senior Management Personnel are positioned across the regions in which we operate, and are experienced across Payer and Provider operations, healthcare, IT services, sales and marketing, outsourcing, and technology transformation. Our Key Managerial Personnel and Senior Management Personnel have been associated with the Business for an average of 23 years and have several years of industry experience. Further, three of our Directors have a combined experience of over 65 years of experience in the healthcare industry.

We are supported by a dedicated and tenured talent pool of employees. We believe that our employees have been key to our successes thus far. We are an equal opportunity employer and embrace diversity to make our workplaces inclusive and collaborative. Our human resources policies and practices have earned us recognition such as the recognition for Innovative HR Practices at the Asia Pacific HRM Congress (2023) and the Times Group award for the best organization for women (2024). As of March 31, 2024, we had 35,044 employees, of which 60.52% were women. As of March 31, 2024, 1,687 of our employees held certifications, of which 374 were certified medical coders, 1,280 were registered nurses across the U.S., Philippines and India, and 33 employees held other degrees such as dentistry, surgery, and pharmacy. Further, we also offer several learning and development programs, including domain-based training programs, talent development and leadership programs. Our voluntary attrition rates (considering employees who were employees for more than 90 days) for Financial Years 2024, 2023 and the period beginning July 28, 2021 until March 31, 2022 were 25.28%, 26.55% and 31.78% (on an annualized basis), respectively.

We are also supported by our sponsor, EQT, and benefit from its strong capital sponsorship, networks and professional expertise. As of March 31, 2024, EQT had EUR 242 billion in assets under management. We expect to significantly benefit from EQT's global expertise in identifying and executing acquisitions, as we seek to undertake inorganic growth initiatives.

Further, we are deeply focused on sustainability and optimizing the use of environmental resources. We strive to reduce carbon emissions by committing to science-based targets, implementing renewable energy sources, and

implementing measures to recycle and reuse water. We have digitized our energy management processes and are a part of the CDP global disclosure system for environmental disclosures and performance tracking. We are also committed to diversity, equity and inclusion ("**DEI**") within our organization and have established a Corporate Social Responsibility ("**CSR**"), DEI and sustainability council.

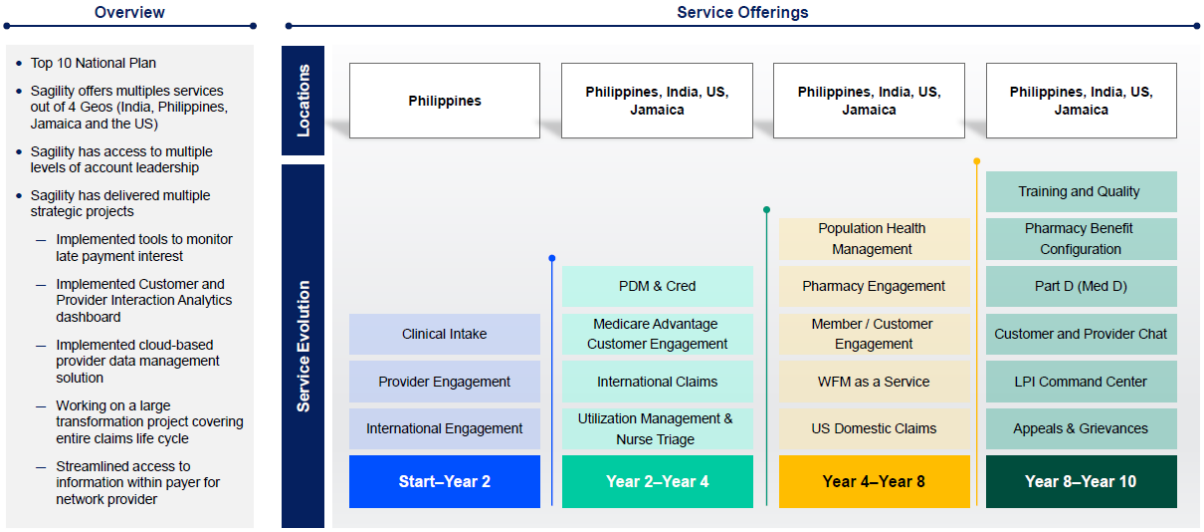
Our Strategies

As a part of our strategies, we look to strengthen our relationships with existing clients, establish new client relationships across categories, enhance our portfolio of technology tools and platforms, and pursue strategic acquisitions and collaborations.

Strengthen our relationships with existing clients, expand our offerings and increase our share of their wallets

Over the years we have built strong business relationships with several large Payer and Provider clients and continue to see significant headroom for growth. As of March 31, 2024, we had 44 client groups. As of January 2024, we served five of the top 10 Payers by enrolment in the U.S. (*Source: Everest Report*). After making initial inroads with our Payer clients, we seek to increase our share of their wallets by introducing them to the entire spectrum of our services, to assist across their core benefits administration functions, front and back-office functions, and clinical services. We have dedicated client management teams which manage key client accounts. By regularly interacting with multiple teams across our clients' organizations, we aim to leverage opportunities to up-sell and cross-sell our services. We currently see significant opportunities to expand on our payment integrity and clinical management offerings to our clients.

In the past, we have been successful in increasing our wallet share of clients through steering discussions with their stakeholders in relation to additional service lines. For example, for a large top 10 national Payer, we expanded our service offerings over the years as follows:



Further, for some of our clients we have taken a consultative approach to look into their end-to-end operational value chain and delivered projects to reduce operational cost with help of process reengineering, point solutions, new operating models and insights on processes. With our extensive knowledge of running operations, we are able to provide industry benchmarks and best practices for our clients to improve their operational metrics. We also actively invest in capabilities, where required, in order to expand service lines for a client.

Establish new client relationships across categories

Leveraging the experience and credibility that we have gained through our relationships with our existing client base, as well as our technology and our talent pool, we are focused on expanding our client base to other large Payer and Provider clients. During the Financial Years 2024 and 2023, we have added 13 and 7 new clients, respectively, to our portfolio. We will focus on offering such companies the same key technology enabled services that have helped us break into and build credibility with our existing clients. Once we are within a new client's

ecosystem, we aim to scale up our business footprint by up-selling and cross-selling our services. To this end, in 2022, our Subsidiary, Sagility LLC, appointed a Chief Growth Officer to focus on strategic growth initiatives.

Additionally, we have engaged a number of employees to assist with sales and marketing content generation, graphics and proposal writing. As of January 2024, we served five of the top 10 Payers by enrolment in the U.S. (*Source: Everest Report*). We seek to expand our client base to other large national Payers and Blue plans (state-specific plans), as well as local and small to mid-sized Payers. We also seek to expand our Provider revenue cycle management services to hospitals, health systems and other adjacent markets, including accountable care organization and independent practice associations. We also aim to increase our pharmacy benefit management offerings to support existing clients with operations in the pharmacy benefit management space as well as to grow new clients in this space. In addition, we collaborate with industry leading technology, consulting and organizations with specialized services to complement our services and provide a compelling value proposition to new clients.

Enhance our portfolio of technology tools and platforms

As we have implemented various technologies over the years (for example, web applications, RPA, data engineering and data science, cloud computing) we have grown our in-house technology organization to a 361-person team of software engineers, data scientists, technical project managers and business analysts, as of March 31, 2024. We plan to expand our technology team and make other technology investments, including acquiring commercial licenses to third-party technology tools to assist with accelerated software development, data aggregation and transformation and cloud migration. Our technology investment in staff and tools is complemented by a collaboration strategy, whereby we work with leading software vendors to incorporate their products into our solutions offering.

As we continue to identify further opportunities to automate, streamline and enhance our service delivery capabilities, we will broaden our technology solutions portfolio. We expect that AI, and in particular, generative AI technologies will allow us to increase the impact and accuracy of our solutions. We intend to design and develop technical solutions, including platforms, automations and business workflows that empower our employees to be more effective at delivering superior and personalized services.

Consequently, our current portfolio of technology and skills are being enhanced with a significant focus on cutting-edge areas of cloud computing and cognitive computing (AI, ML and generative AI). We have deepened our skills in these technology fields by hiring highly skilled employees and through acquisitions, such as our acquisition of BirchAI. Various tools and platforms that we have developed, such as the ICP framework have been migrated to the cloud for easier client implementations. We continue to apply predictive AI and generative AI to enhance our ability to automate and deliver business insights in the areas of Payment Integrity, Claims Management and Utilization Management. With these AI enabled features, our associates are able to perform services for our clients more efficiently, more accurately and with a better user experience for the relevant targeted audience (Members or Providers). For instance, our claims adjudication service which was previously supported by RPAs has now been further automated through the use of predictive models. In Payment Integrity, our rules-based efforts to identify overpayments are being supplemented by predictive models that can identify overpayments that can be applied in a post-pay scenario. In Utilization Management, our employees leverage generative AI models to accurately annotate and summarize voluminous clinical records.

Pursue strategic acquisitions and collaborations

Over the last 18 months, we have successfully executed two acquisitions, and benefit from the synergies, technologies, and talent pools of the companies that we have acquired. In April 2023, we acquired Devlin Consulting. Inc. ("**DCI**") which helped boost our payment integrity capabilities. Prior to our acquisition, DCI had a history of 28 years of providing payment integrity services to leading Payers. Through this acquisition, we also acquired DCI's "Contract Central" technology platform which acts as a secondary adjudication engine for claims reprocessing and identification of overpayments.

Further, in March 2024, we acquired BirchAI, a healthcare technology company offering cloud-based, generative AI call technology. We expect that this acquisition will help enhance our Member and Provider engagement capabilities and further reduce our clients' operational costs by providing various AI-powered real-time customer support solutions to manage complex healthcare transactions using proprietary speech-to-text and LLMs that efficiently integrate with our end-to-end engagement solutions.

We have a dedicated team that evaluates strategic opportunities, identify suitable targets and effectively evaluate and execute potential opportunities. We seek to pursue acquisitions to, among other things, expand our portfolio of services in Payer and Provider segments and other adjacent segments of the market and to add to our technology capabilities. We also expect to significantly benefit from EQT's global expertise in identifying and executing acquisitions.

Description of our Business

Our Services

Set forth below is a description of the services that we offer to our clients.

Claims Management

Claims management is the process of receiving, processing, adjudicating, and paying or denying claims submitted by Providers or Members. We assist Payers with managing claim requests from healthcare providers and Members, including by verifying if adequate information and documents have been collected, indexing and categorizing claims, confirming whether claims are covered by the applicable healthcare plan, checking if referrals/authorization are needed for the services, applying appropriate rates to the services billed, communicating decisions to Members and providers, and handling grievances and appeals. As part of our claims management services, we cover first time claims, reworks, adjustments and appeals. We handle in-patient hospital, outpatient physician, laboratory, surgery, prescription drug/pharmacy, vision and dental claims. We use several automation and analytics levers to provide value to our customers. Our claims management services include the following components:

- *Intake, indexing and imaging.* These services include: (i) handling and scanning of inbound documents received through email, fax or mail, (ii) automated document recognition, i.e., the process of identification and categorization of documents using technology, (iii) database validation, i.e., the process whereby data entered into a database is checked for accuracy, (iv) data extraction from the documents submitted, and (v) generation of output based on the information in documents, for utilisation in the subsequent stages of claims management.

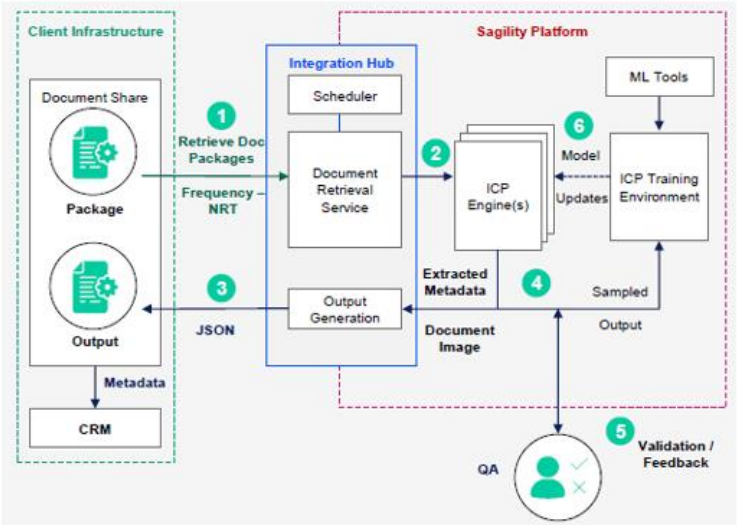
- *Adjudication*. These services include: (i) first pass claims, i.e., claims that should be accepted by Payers without the need for rework or corrections, (ii) correspondence with providers, (iii) pre-payment medical coding, which is the process of transformation of healthcare diagnosis, procedures, medical services and equipment into standard medical alphanumeric codes, and (iv) other party liability (i.e., the responsibility of a third party, other than the patient or Provider, to pay for the claim) review.

- *Post adjudication*. These services include: (i) adjustments to payments (ii) correspondence with Members, (iii) retrospective clinical reviews (i.e., re-evaluation of claims which are denied as "medically unnecessary"), (iv) claims pricing, (v) generation of 'explanations of benefit', which are sent to Members along with payments, (vi) special investigative unit ("**SIU**") reviews, and (vii) detecting fraud, waste and abuse.

- *Grievances and appeals.* These services include (i) sorting and triage of grievances and appeals based on the level of urgency, (ii) review of grievance and appeal letters and related correspondence, (iii) resolution of grievances and appeals, and (iv) support with regulatory compliance requirements in relation to appeals.

Case study 1

One of our clients was looking to create efficiencies in the manually intensive processes of document intake, classification, and data extraction for claims processing. We implemented a digital document processing tool for this client which allowed for automated document recognition, OCR based extraction of data, customized procedures for verification and review. This tool uses AI and ML to extract content from unstructured documents like faxes, pdfs, and images. This tool is able to process approximately 1 million (estimated annualised) documents per year. Set forth below is a diagram describing how the digital document processing tool that we implemented operates:



Note: JSON: JavaScript Object Notation, NRT: Near Real Time, ML: Machine Learning, ICP: Intelligent Content Processing.

Case study 2

One of our clients was looking to automate the process for processing claims that were re-submitted by Providers with corrections. Using RPAs, we deployed bots that automated the end-to-end process of validating claims from multiple systems, compared the corrected claim with the original to identify changes and then taking appropriate further action based on the original payment made. Through these bots, we successfully automated over 43% of the corrected claims with no human intervention and with 99% accuracy.

Payment Integrity

These services help Payers contain costs by reducing overpayment for claims. We help verify that the correct amount has been paid against the claims submitted by healthcare Providers. Using our proprietary technology "Contract Central", we re-price claims based on guidelines for the relevant states and other contractual provisions to identify overpayment and assist with seeking recovery of those overpayments. The payment integrity service is provided as post-pay (after a claim is already paid) or pre-pay (after a claim is adjudicated, but the payment has not been made yet).

Our payment integrity services include the following components:

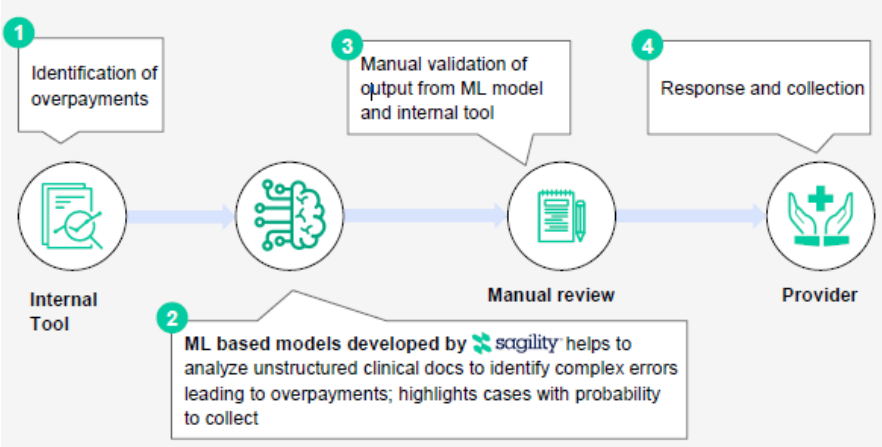
- *Pre-pay audit and validation*, which seek to proactively identify and correct billing or adjudication errors before a health plan disburses payment to a Provider; and

- *Post-pay audit and validation*, which identifies and resolve historical payment errors after disbursement of initial payment to Members or Providers.

Our payment integrity team comprises certified medical coders, credentialed clinicians, data scientists, claims examiners, and auditors.

Case study

One of our clients had low success in identifying overpayments due to challenges in analyzing complex overpayment transactions involving review of clinical documents. We deployed a team of data scientists to develop ML based models. The ML models processed clinical documents to identify instances of potential errors that could have resulted in overpayment. Using predictive models, we identified Providers with high propensity to have submitted such claims by analyzing past patterns. This helped our client recover over US$5 million in overpayments over two years. Set forth below is a diagram describing the recovery solutions that we implemented operate:



Clinical Management

Our clinical management services are aimed at delivering timely and quality clinical care for Members. Our large team of clinically trained and licensed staff provide these services which help Payers manage the cost of care while ensuring Members receive medically necessary and appropriate care from quality providers. Our Member facing solutions are offered to all age groups.

Our clinical management services cover the following:

- *Chronic and complex case management.* We provide evidence-based services to Payers to address multiple morbidities and common disease prevention. Our services are aimed at reducing the cost of operations, cost of care and compliance with quality-of-care initiatives. We provide predictive analytics to identify Members with the most impactable health deficits. We have multi-disciplinary care teams including nurses, social workers, pharmacists and allied professionals, who utilize omni-channel communication efforts such as SMS, secure emails, digital engagement through our portal, and telephone and video calls to maximize engagement and reduce unnecessary medical expenses. We adopt a 'whole-person care approach' supported by proprietary configurable algorithms and clinical assessments and interventions to help Members and their healthcare providers stabilize the Member's health status, remove common barriers, build self-efficacy, improve adherence to prescribed care, and promote healthy behaviour changes. For highly vulnerable patients, such as Members with complex needs such as multiple co-morbidities, we also provide additional services including discharge planning and transition of care services in conjunction with the hospital discharge teams in order to ensure that the Member has support to successfully recover from their hospitalization. This includes coordination with home health, follow-up provider visit scheduling, follow-up post discharge care protocols at home, and medication adherence.

- *Utilization management ("**UM**")*. UM in healthcare refers to techniques and policies for evaluating the necessity of medical treatments and services on a case-to-case basis. UM is aimed at reducing costs for Payers, providing better patient care and reduce denial of claims. We have developed end-to-end capabilities in UM which includes intake across all channels of requests from providers and reviewing for medical necessity by clinical staff, for prior authorization and concurrent services such as extension of days in hospitals. We also further review any appeals by providers for denial of prior authorizations using our team of clinicians. Over the years, we have built automations around electronic intake, intelligent clinical decisioning and AI to reduce effort for Providers and for high cost clinical staff. We are accredited by the Utilization Review Accreditation Commission ("**URAC**") for onshore and offshore UM operations. We help reduce Provider burden and manual effort for call agents through an intake portal for electronic prior authorization requests that provides real-time authorizations using a clinical decisioning engine. Our services allow Payers to comply with turnaround times mandated by the U.S. Center for Medicare and Medicaid Services and also reduce their cost per authorization. Our UM solutions are highly flexible and configurable as per the requirements of our clients wherein they can use their clinical policies to configure the automation decisioning engine or can outsource the entire program to us.

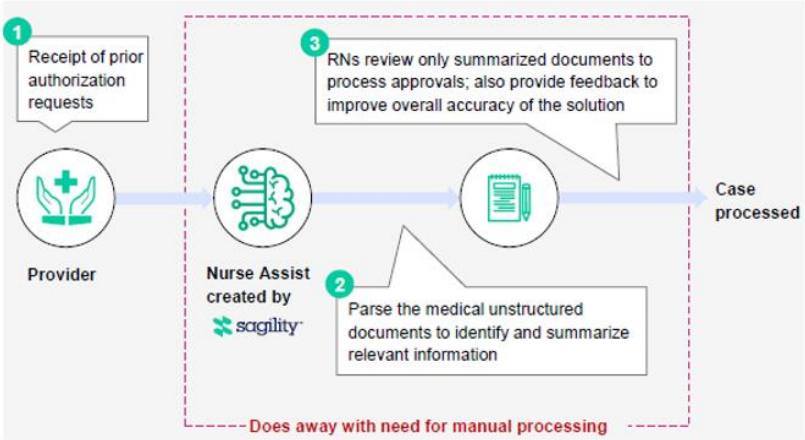
- *Population Health Management*: We identify and support care requirements for the vulnerable

population that have multiple chronic conditions with social and functional needs. Our multi-disciplinary team of nurses, social workers, pharmacists, dietitians, occupational and physical therapists overseen by doctors use their clinical expertise along with a whole-person care approach in engaging with this population, to improve their health and the health plan's ability to drive optimized cost of care. We have deployed productized solutions in the elderly care market with our 'Aging in Place' offering to Payers with elderly beneficiaries. It is a proprietary platform with a member facing portal and care manager workflow. The platform also includes proprietary predictive analytics capabilities which predict frailty and fall risks in elderly patients and help mitigate such risks through clinical interventions. We also engage with caregivers to help ensure that, they have sufficient awareness of the member needs in order to help access the resources for building long term resilience for themselves and their elderly member to age safely at home. Some of our other clinical services include a 24x7 nurse helpline that can take calls from or chat with Members to assess symptoms and triage them to the right level of care or provide support with home-based self-care, and care outreach to help coach members on their disease conditions and benefits of engaging with a care manager in the population health management programs.

Case study

For a large national health plan, we (and, prior to the acquisition of our Business, our Predecessor Company) have been providing UM services for over 10 years. Over the years, based on our consistent performance, the client increased our scope of work to over 15 clinical processes. One of the areas in which this client was facing issues is in the number of cases that were being escalated to medical directors, thus increasing the cost of authorizations. In order to reduce the number of cases that were being escalated, we worked on improving the clinical acumen of nurses as well as improving the client's clinical decision workflow. As a result of these interventions, the average number of cases being escalated to medical directors for nasal surgeries, speech therapy, eye and breast surgeries reduced from 34% of total cases processed in March 2018 to 17% of total cases processed in June 2022.

Separately, for a large Provider health system, we perform clinical denials review where nurses review for medical necessity against large volumes of medical records. Set forth below is a diagram describing how the Nurse Assist tool that we implemented operates:



Other Payer Services

- *Provider data management and credentialing.* We help Payers manage their Provider databases and directories accurately so that Members are able to have access to the right Providers for timely service. As part of these services, we verify Providers' credentials, and licenses, and conduct background checks, including sanctions screening. We utilize our Provider Forward™ platform, to offer solutions for Payers to onboard Providers to their networks, manage Provider data, and manage contracts. We organize Provider databases based on various details including demographics, specialties, practice locations, and contracted services, which help Payers direct their Members to the appropriate Provider for treatments.

- *Enrolment.* We help Payers with onboarding new Members. We manage onboarding members for commercial group insurance plans (large and small), individual and government programs such as

Medicare and Medicaid. As part of these services, we help Payers with reviewing applications from Members, request for missing information, generate quotes for premiums, update premium quotes based on Member enrolment counts, issue welcome letters, generate Member ID cards, and add dependants as beneficiaries of a policy.

- *Plan building.* Through our plan building services, we help with designing fully insured individual and group plans, multi-tiered custom plans, partial group plans, integrated pharmacy plans, and specialty plans.

- *Premium billing*. For insurance premiums, we help with billing and reconciliation, refunds and reversals, cash posting, and reconciliation and adjustments.

We also provide some of the services that we provide to Payers to pharmacy benefit managers that manage prescription drugs for Members under health insurance plans. We help them manage their interactions with Members and Providers, and handle authorizations. We also help them design pharmacy plans.

Case Study

Our Provider Forward™ platform allows function specific workflows for data collection, directory verification, and credentialing, among other things. At one of our Payer clients, collecting and maintaining accurate provider data was challenging and required multiple manual call attempts. We implemented the Provider Forward platform for this client to collect and validate Provider data, along with self-service portals to enable providers to verify and confirm the captured data. The use of the integrated self-service portal reduced the need for agent outreach to collect Provider information thereby automating data collection and validation.

In delivering our Payer, services, we engage with Members and Providers as follows:

- *Member Engagement*: We help Payers engage with their Members from the time of their onboarding through the tenure of their plan membership, including by (i) collecting necessary onboarding information, (ii) addressing queries with respect to plan benefits, (iii) providing information on healthcare provider networks, (iv) billing and collection of premiums, (v) pre-authorization of services, (vi) explanation of claim payments, and (vii) providing information on benefit programs that they can avail. We utilize our technology enabled solutions to provide these services, such as 'interaction analytics', which transcribes member interactions for analysis using NLP and NLU capabilities. Further, our real-time speech to text conversion capabilities allows us to summarize conversations with Members and use that information to provide insights for process improvement opportunities.

- *Provider Engagement*: We help Payers in managing their interactions with Providers, including in validating claims, handling complaints and appeals, identifying and recovering overpayments, onboarding healthcare providers to their networks, and verifying credentials. Our interaction analytics platform validates the answers to queries from providers for comprehensiveness, accuracy and compliance. It validates the answers provided to queries from Providers using NLP models by checking them against a pre-defined form which looks for experience, accuracy and compliance.

Healthcare Provider Revenue Cycle Management

We provide a wide range of revenue cycle management services for Provider clients. Our clients include hospitals and integrated delivery networks, diagnostic laboratories, durable medical equipment ("**DME**") providers and other ancillary providers such as radiology and home health providers. Our portfolio of services include:

- *Patient engagement services.* Our patient engagement solutions cover diverse services such as appointment setting, patient billing and collections, as well as communications support.

- *Claims and coding services*. We do prospective coding work for our clients, which is the process of analysing a patient's condition, history, medications, hospital records, laboratory results and physician notes and assigning medical codes.

- *Revenue management*. We use predictive analytics and machine learning to prioritize unpaid claims based on their propensity to pay, utilizing smart automation to enhance claims accuracy and increase

speed of payments. We help Providers with both electronic and hard copy billing. We also edit claims for accuracy prior to submission of claims to Payers. This reduces front-end rejections or other errors or inconsistencies that could lead to denials and helps increase the claim rate. We also help with responding to rejections from clearinghouses (i.e., HIPAA registered organizations which enable the submission of data from Providers' systems in the HIPAA claim format). Further, we provide a wide variety of accounts receivable resolution programs to providers, including aged third-party accounts receivable resolution, denials, small balance claims, and accounts receivable liquidation. We also help providers claim cash from explanation of benefits documents and help with reconciliation and under-payment reviews. We also assist with resolving credit balances and also provide refund processing support.

- *Clinical and Coding Denials*. We assist our Providers with resolution of clinical and coding denials. We leverage analytics to assess collectability of these denied claims and leverage our nurses and certified coders to make appeal. We have a very successful track record of overturning close to 60% of the denials we appeal.

- *DME and lab provider order specialty services.* We provide comprehensive support for laboratories offering services such as order entry, prior-authorization, billing management, accounts receivable, denials management and patient engagement services. We also assist with cash collection, reduction in bad debt, streamlining of processes through automation and technology, and aim to improve productivity and quality benchmarks. Further, our DME services cover order intake, triage, order qualification, product sales, patient engagement and insurance processes.

Case study

For a large national health system, we provide several accounts receivable resolution programs. We have also assisted several regions of the health system with the run-down of their legacy accounts receivable as they migrated to a new patient accounting platform. We also provide credit balance resolution support and help with cash posting.

Delivery Model

We have a multi-shore service delivery model, whereby we provide our services from 30 locations in five countries (U.S., Colombia, Jamaica, India and the Philippines). As of March 31, 2024, we had 35,044 employees servicing Members across the U.S. In the Financial Year 2024, we helped our Payer clients process 105 million claims and handle over 75 million Member and Provider interactions. We determine the location of service delivery in consultation with our clients, depending upon their requirements. We follow a flexible work from home model with many of our employees working from home.

We have dedicated leaders for each of our core service lines who are responsible for their respective service lines in each geography. At the same time, we have streamlined our global processes, allowing us to scale our services, as required, in a head-count independent tech-enabled manner, and ensure predictable and consistent service delivery.

Our Revenue Model

Our revenue from operations comprises revenue from the sale of services to our Payer and Provider clients. We utilise the following revenue models under our statements of work ("**SOWs**") with our clients:

- Time-based: Under time-based SOWs, we charge for the services performed by our employees at hourly or monthly rates that are agreed at the time the SOW is executed.

- Transaction-based: Under transaction-based SOWs, we charge our clients a per-transaction fee, and our fees are based on the volume of transactions handled, such as the number of claims that we process.

- Outcome-based: Under outcome-based SOWs, our fee is linked to certain performance outcomes, such as cash collected on outstanding receivables or recovery made on overpaid claims.

Our Clients

All of our clients are Payers and Providers based in the U.S. As of January 2024, we served five of the top 10

Payers by enrolment in the U.S. (*Source: Everest Report*). Set forth below are are details of our revenues from operations from both of our client categories to which we provided services, for the periods indicated:

(₹ in million, except percentages)

Particulars	Financial Year				For the period July 28, 2021 – March 31, 2022*	
	2024		2023			
	(₹ in millions)	*% of Revenue from Operations*	*(₹ in millions)*	*% of Revenue from Operations*	*(₹ in millions)*	*% of Revenue from Operations*
Revenue from Payers	42,904.18	90.26%	38,254.26	90.68%	8,447.42	91.48%
Revenue from Providers	4,631.39	9.74%	3,929.82	9.32%	786.65	8.52%
Revenue from operations	**47,535.57**	**100.00%**	**42,184.08**	**100.00%**	**9,234.07**	**100.00%**

**Our Company was incorporated on July 28, 2021; however, we acquired the healthcare services business of our Predecessor Company on January 6, 2022, which is when our Company started commercial operations. Accordingly, all financial information for the Financial Year 2022 relates to the period from January 6, 2022 until March 31, 2022.*

Further, set forth below are details of our revenues from operations from our three largest, five largest and 10 largest client groups by revenue, in absolute terms and as a percentage of our total revenue from operations, for the periods indicated.

(₹ in million, except percentages)

Particulars**	Financial Year				For the period July 28, 2021 – March 31, 2022*	
	2024		2023			
	(₹ in millions)	*% of Revenue from Operations*	*(₹ in millions)*	*% of Revenue from Operations*	*(₹ in millions)*	*% of Revenue from Operations*
Revenues from three largest client groups	32,476.84	68.32%	30,536.72	72.39%	7,031.58	76.15%
Revenues from five largest client groups	37,627.68	79.16%	33,981.79	80.56%	7,660.48	82.96%
Revenues from 10 largest client groups	43,451.78	91.41%	38,251.61	90.68%	8,490.73	91.95%

**Our Company was incorporated on July 28, 2021; however, we acquired the healthcare services business of our Predecessor Company on January 6, 2022, which is when our Company started commercial operations. Accordingly, all financial information for the Financial Year 2022 relates to the period from January 6, 2022 until March 31, 2022.*
*** We are unable to disclose the names of individual customers since this information is commercially sensitive to our business.*

Sales and Marketing of our Services

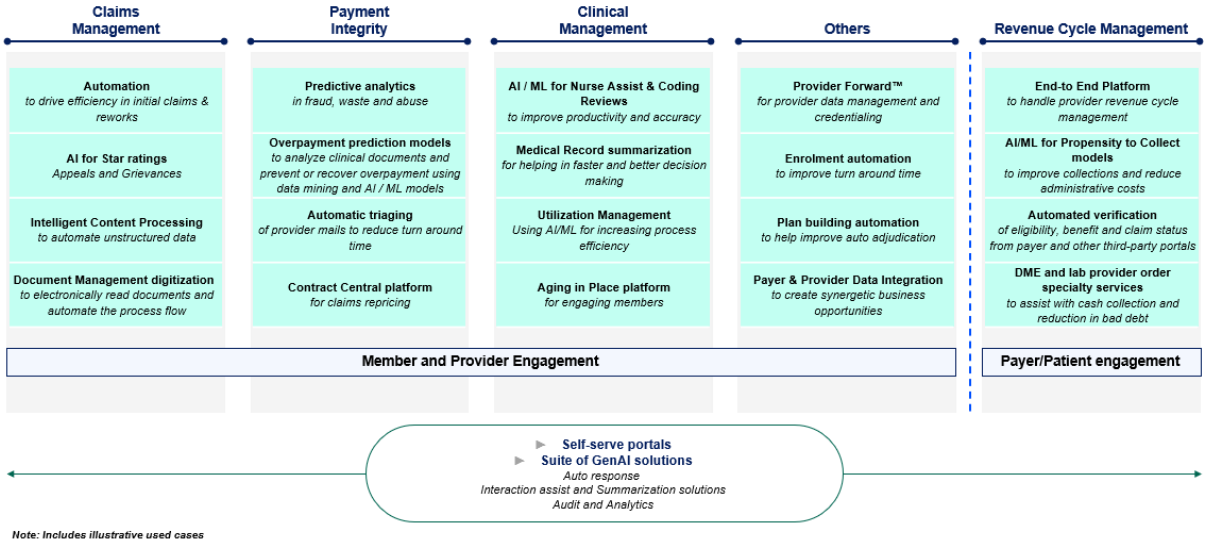
We have dedicated client management teams which manage key client accounts. We also have a sales and marketing team which undertakes account-based marketing and who are also experienced in content generation, graphics and proposal writing. Several members of our sales and marketing team members are located in the U.S., proximate to our clients' locations.

To improve out outreach to our clients, we undertake a variety of initiatives, including:

- focused outreach to targeted clients, in the form of campaign emails, lead generation calls, digital reach-outs and webinar collaborations;
- marketing events, such as participation in industry conferences;
- go to market partnerships with channel partners (i.e., companies providing services to Providers who, in turn, sub-contract certain services to us);
- deepening relationships with industry analysts; and
- collaborating with industry leading technology, consulting and organizations with specialized services to complement our services and provide a compelling value proposition to new clients.

Technology

The technology solutions that we have developed are deeply embedded in our service offerings and we continuously work on improving and expanding our range of tools and platforms. The chart below depicts the use of technology and automation across our services:



Set forth below are some of the key tools and platforms that we use in delivering our services:

- *Document processing engine*. This platform supports in-bound document handling and processing within Payer organizations. It supports automated document recognition and classification, data extraction with context sensitive interpretation and includes workflows for validation of extracted data. This platform enables an end-to-end process for digitalization of the inbound mailroom function, supporting inbound documents coming through paper, email or fax channels. We use OCR and NLP (Intelligent Content Processing) that understands domain specific language, semantic and contextual inferences to help improve intake efficiency. The engine also helps identify expedited or urgent cases. Further, it identifies potential duplicate documents, proactively identifies misrouted documents and helps improve turnaround time.

- *Nurse Assist.* This tool annotates and summarizes medical documents for nurses leveraging generative AI and ML technologies. It functions as an interactive workflow technology designed to use AI for reviewing unstructured clinical text. Nurse Assist leverages NLP algorithms to identify and infer clinical information from medical records. It scans the record for key medical terms, diagnoses, treatments codes, symptoms and diagnoses and other clinical content, ensuring requisite information is highlighted and accurately summarized. The reliability of Nurse Assist has been significantly enhanced by collaboration with healthcare SMEs who have helped train it to understand complex clinical language. The tool is configured to serve a variety of document processing tasks involving clinical inferences such as clinical reviews where Nurse Assist compares the information in medical records against established clinical policies and guidelines. It analyses text to ensure alignment with relevant clinical protocols, providing a thorough review and highlighting areas that require attention for prior authorisation or other use cases.

- *Member engagement platform*. This platform allows our clinical services agents and nurses to engage with patients and their caregivers. It enables targeted delivery of resources/programs to Members, allows Members to access a self-service portal to view and interact with these resources and programs and helps keep track of a Members' progress against program goals.

- *Provider Forward™*. This platform supports the delivery of provider data management and provider credentialing services performed by our employees on behalf of our Payer clients. In addition to a workflow engine that enables tracking of agent activity against individual tasks, the platform provides a self-service web portal for use by providers to verify and correct data directly.

- *Speech analytics suite*. We provide a suite of capabilities to finetune and streamline many of the

engagement services tasks undertaken by our employees. These tools supports both inbound and outbound call handling tasks with features such as automated call deflection, automated call summarization, and an interactive analytics dashboard that provides details around caller sentiment and call details. These tools use real time speech transcripts to help an agent while they are on the call with recommending the next best action. They simultaneously and automatically summarise the entire call.

- *Contract Central platform*. This platform is designed to enable claims overpayment detection on behalf of our Payer clients. The platform receives contracts and paid claims from our clients and reprocesses claims using contract details and state guidelines to compute correct payment and matches that with the amount that the client has paid to identify overpayment.

- *Enrolment and Plan Building Automation*. We have built automations that help with the process of enrolling Members including reviewing applications from Members, request for missing information, generate quotes for premiums, update premium quotes based on Member enrolment counts, issue welcome letters, and generate Member ID cards. Further, we also built automations that help Payers design benefits plans including fully insured individual and group plans, multi-tiered custom plans, partial group plans, integrated pharmacy plans, and specialty plans.

- *Revenue cycle management*. We have built an end-to-end platform to handle Providers' revenue cycle management functions. This platform leverages AI and ML to predict the collectability of claims to improve collections and reduce administrative costs. Further, it has automated verification of eligibility, benefits and claim status from Payers' and third parties' portals. Additionally, for DMEs and lab providers, the platform helps with managing orders and assists with cash collection with a view to reducing bad debts.

We have established procedures to help protect the security and privacy of data, including security systems, such as firewalls with password encryption, that are designed to minimize the risk of security breaches. Our data protection processes are compliant with ISO 9001:2000, ISO27001, SOC1 and SOC2, the HIPAA, SISA PCI DSS, URAC, the NCQA and some of our applications are also HITRUST certified.

Insurance

We maintain insurance policies that we believe are customary for companies operating in our industry. Our principal types of coverage include cyber insurance, comprehensive general liability insurance, fire and special perils insurance, employment practices liability insurance, directors' and officers' liability insurance, professional indemnity-technology, burglary and robbery insurance.

Human Resources

We have rapidly added to our talent pool over the last three years. Set forth below are key metrics relating to our headcount.

Particulars	As of March 31,		
	2024	2023	2022
Number of full-time employees	35,044	33,366	30,830
Number of full-time women employees	21,209	19,974	18,274
Number of full-time woman employees as a percentage of total number of full-time employees	60.52%	59.86%	59.27%
Voluntary attrition rate (considering employees who were employed for more than 90 days)	25.28%	26.55%	31.78%*

**On an annualized basis*

The following table sets forth the split of our employees across countries as of March 31, 2024:

Country	As of March 31, 2024
India	15,998

Country	As of March 31, 2024
U.S.	1,879
Colombia	203
Jamaica	3,683
Philippines	13,281
Total	**35,044**

We focus on providing proper and adequate training to our employees, which includes the following:

- Orientation to U.S. healthcare followed by specific domain training depending on the process or function they will handle along with the tools or applications that they will use to perform their work.

- Certification support through in-depth 180-hour programs for National Council Licensure Examination (relating to the licensing of nurses in the U.S.) and medical coding certifications.

- In house skill development programs relating to time management, communication, and presentation skills, among others, to help develop future leadership.

- Bespoke training for customer specific requirements, developed and constantly innovated in partnership with customers.

Intellectual Property

We rely on a combination of trademark and domain name registrations, as well as confidentiality provisions in our agreements to protect our intellectual property. As of the date of this Draft Red Herring Prospectus, we have two registered trademarks in India and three registered trademarks in the U.S. For further details, see "*Government and other approvals – Intellectual Property*" on page 271.

Corporate Social Responsibility

We have adopted a CSR policy in compliance with the requirements of the Companies Act, 2013. For the Financial Years 2024 and 2023, our CSR expenses amounted to ₹5.39 million, ₹1.54 million, respectively. We did not incur any CSR related expenses in the Financial Year 2022. Our CSR activities are primarily focused on empowering local communities, providing inclusive access to healthcare and enabling livelihood through skill development.

Competition

Our company operates in an elaborate ecosystem of service providers, which includes:

- *Healthcare specialists:* These firms focus exclusively on the healthcare market. Healthcare specialists leverage their deep domain and process expertise to offer robust offerings across multiple value chain segments to clients. CorroHealth, Sagility, Shearwater Health, and Omega Healthcare are some examples of healthcare specialists having capabilities in both healthcare payer and provider markets (*Source: Everest Report*).

- *Broad-based IT and business services firms:* These companies typically offer a blend of IT services (e.g., software development and implementation, IT maintenance support) and business services across various industries, including healthcare. In the healthcare sector, they may provide services to payers, providers, or both, such as claims operations, revenue cycle management operations, provider network operations (provider engagement) services, and other vertical-specific processes. Accenture, Cognizant, and EXL are some examples of broad-based IT and business services firms. While this category of firms also provides industry-agnostic services such as human resources, finance, and accounting services, etc., some of them do not have an integrated offering for healthcare (*Source: Everest Report*).

- *Product-focused companies:* Companies that specialize in providing products or solutions for the healthcare industry, such as electronic health records (EHR) systems, health information systems,

analytics solutions, etc. Their business model often incorporates a license-based engagement as well as partnerships with service providers for bundled offerings. Optum, Cotiviti, FinThrive, and Epic Systems are some examples of product-focused companies (*Source: Everest Report*).

- *Broad-based CX firms with presence in the healthcare market among other verticals:* In healthcare, these companies prioritize enhancing the experience and satisfaction of members/patients by offering front-end services such as member support, inquiries, issues, etc. through traditional contact centers as well as digital channels. These firms typically have limited capabilities on the back-office operations such as utilization management, claims management amongst others which limits their ability to provide integrated end-to-end healthcare offerings. ResultsCX is an example of a broad-based CX firm with a presence in the healthcare market (*Source: Everest Report*).

For details, see "*Industry Overview*" on page 120.

Awards and Accreditations

We have received the following the industry recognitions and accreditations:

Calendar year	Industry recognitions and accreditations
2024	Certified with 11th rank in the category of 'dream companies to work for' at the 32nd edition of World HRD Congress
2024	Awarded the 'best organisation for women 2024' by ET Now, the Times Group
2023	Won the 'sustainable initiative of the year 2023' award at the 2nd edition of Sustainability Summit and Awards 2023 by USB Forums
2023	Ranked as a 'major contender' by Everest Group in the Revenue Cycle Management Operations PEAK Matrix Assessment
2023	Ranked as a 'major contender' by Everest Group in the Clinical and Care Management Operations – Services PEAK Matrix Assessment

Calendar year	Industry recognitions and accreditations
2023	Identified as 'Leader' by Everest Group in the Healthcare Payer Operations PEAK Matrix Assessment
2023	Ranked as a 'leader' by Avasant in the Clinical Services Business Process Transformation RadarView Report
2022	Recognised as 'top organizations with innovative HR practices' at the 21st edition of Asia Pacific HRM Congress Awards by Times Ascent
2022	Awarded 'HR team of the year' at the 21st edition of Asia Pacific HRM Congress Awards by Times Ascent
2022	Received the award for 'promoting health in the workplace' at the 21st edition of Asia Pacific HRM Congress Awards by Times Ascent
2022	Ranked as a 'major contender' by Everest Group in the Healthcare Customer Experience Management in North America PEAK Matrix

For further details, see "*History and Certain Corporate Matters – Key awards, accreditations and recognitions*" on page 175.

Additionally, prior to our acquisition of the Business from our Predecessor Company, our Predecessor Company received the following industry recognitions and accreditations:

Calendar year	Industry recognitions and accreditations
2021	Ranked as a Leader in Magic Quadrant for customer service BPO award by Gartner and cited as a consulting provider in Robotic Process Automation
2020	Part of "America's Top 15" in the "Breakthrough Sourcing Standouts" category in the ISG Outsourcing Index Global
2019	Ranked as a leader in cost take out focus by NelsonHall
2019	Ranked as a top 10 performer by HFS Research for digital customer experience
2018	Ranked as a leader in NelsonHall's digital marketing vendors NEAT evaluation
2016 – 2020	Recognized in the "winner's circle" by HFS Research for Payer operations
2015, 2016 and 2018	Ranked as a leader across Payer and Provider business process services by NelsonHall
2011 – 2020	Part of the IAOP Global Outsourcing 100 and named as a "Super Star"

Properties

Our Registered Office and Corporate Office are located at No 23 and 24, AMR Tech Park, Building 2A, First Floor, Hongasandara Village, Off Hosur Road, Bommanahalli, Bengaluru – 560068, Karnataka, India and AMR Tech Park, Building 2A, Third Floor, Hongasandara Village, Off Hosur Road, Bommanahalli, Bengaluru 560 068, Karnataka, India, respectively, and are held by us on a leasehold basis. Further, we hold properties across various cities, including Bengaluru, Chennai, Hyderabad, Mumbai and Coimbatore on a leasehold basis.

KEY REGULATIONS AND POLICIES

The following description is a summary of certain sector specific laws, regulations, rules, notifications, circulars and policies in India, which are applicable to our Company. The information detailed in this chapter, is based on the current provisions of applicable statutes, rules, regulations, notifications, memoranda, circulars and policies, as amended, and are subject to changes or modifications or future amendments by subsequent legislative, regulatory, administrative or judicial decisions. The information detailed in this section has been obtained from publications available in the public domain. The descriptions of the regulations disclosed below may not be exhaustive and are only intended to provide general information to the investors and are neither designed nor intended to substitute for professional legal advice.

Under the provisions of various Central Government and State Government statutes and legislations, our Company is required to obtain and regularly renew certain licenses or registrations and to seek statutory permissions to conduct our business and operations. For information regarding regulatory approvals required by our Company, see *"Government and Other Approvals"* on page 269.

Laws in relation to our business

Telecom Regulatory Authority of India Act, 1997 (the "TRAI Act")

The TRAI Act was enacted with an aim to establish the Telecom Regulatory Authority of India ("TRAI") and establish a dispute settlement mechanism for adjudication of disputes, dispose of appeals and protect interests of service providers and consumers in the telecom sector. The TRAI has the power to issue directions to service providers and to adjudicate all disputes between the GoI (in its role as service provider) and any other service provider. The TRAI Act, as amended, confers exclusive jurisdiction to the TRAI to adjudicate on matters falling under its ambit. It further provides for penalty provisions for offences by companies placing liability on persons in charge of, or responsible to the company for the conduct of business for the company. In furtherance of its aim to provide universal accessibility, OSPs are required to participate in the universal service obligation as established by the GoI to the extent technically feasible and shall be reimbursed from the universal access levy established.

New Telecom Policy, 1999, as amended (the "New Telecom Policy")

The New Telecom Policy was introduced in 1999 with an aim to provide increased access to telecommunications across all areas with increased infrastructure efficiency. The New Telecom Policy applies to Other Service Providers ("OSPs"), wherein for applications such as tele-banking, tele-medicine, tele-education, tele-trading, OSPs will be allowed to operate using infrastructure provided by various access providers. Registration for specific services being offered is mandated, while no license fee would be required. The jurisdiction of other access providers under the policy shall not be infringed by OSPs. Further, OSPs are restricted form providing switched telephony.

Revised Guidelines for Other Service Providers, w.e.f. June 23, 2021

Other service providers ("**OSPs**") refer to companies providing services like tele-banking, tele-medicine, tele-education, tele-trading, e-commerce, call centre, network operation centre and other IT Enabled Services. The New Telecom Policy, 1999 required registration of OSPs with the Department of Telecommunications, Ministry of Communications and Information Technology, GoI ("**DoT**"). However, the Revised Guidelines for Other Service Providers issued by DoT, has repealed the registration requirement for OSP centres in India. Further, the Revised Guidelines has repealed the requirement of submission of bank guarantees and annual reports/periodic compliances. Pursuant to the new guidelines, there exists no distinction between domestic and international OSPs and the restriction on data interconnectivity between OSP centres is removed. An OSP is subject to the terms and conditions set out in the "Terms and Conditions - Other Service Provider Category" dated August 5, 2008, issued by the DoT ("**OSP Terms and Conditions**").

The Information Technology Act, 2000 (the "IT Act") and the rules made thereunder

The IT Act seeks to: (i) provide legal recognition to transactions carried out by various means of electronic data interchange involving alternatives to paper-based methods of communication and storage of information; (ii) facilitate electronic filing of documents; and (iii) create a mechanism for the authentication of electronic

documentation through digital signatures. The IT Act provides for extraterritorial jurisdiction over any offence or contravention under the IT Act committed outside India by any person, irrespective of their nationality, if the act or conduct constituting the offence or contravention involves a computer, computer system or computer network located in India. Additionally, the IT Act empowers the Government of India to direct any of its agencies to intercept, monitor or decrypt any information in the interest of sovereignty, integrity, defence and security of India, friendly relations with foreign states or public order or preventing incitement to the commission of any cognizable offence relating to an investigation of the offence. The Information Technology (Procedure and Safeguards for Blocking for Access of Information by Public) Rules, 2009 specifically permit the Government of India to block access of any information generated, transmitted, received, stored or hosted in any computer resource by the public, the reasons for which are required to be recorded by it in writing.

The IT Act facilitates electronic commerce by recognizing contracts concluded through electronic means, protects intermediaries in respect of third-party information liability and creates liability for failure to protect sensitive personal data. The IT Act also prescribes civil and criminal liability including fines and imprisonment for computer related offences including those relating to unauthorized access to computer systems, tampering with or unauthorised manipulation of any computer, computer system or computer network and damaging computer systems, and creates liability for negligence in dealing with or handling any sensitive personal data or information in a computer resource and in maintaining reasonable security practices and procedures in relation thereto, among others.

The IT Act empowers the Government of India to formulate rules with respect to reasonable security practices and procedures and sensitive personal data. In exercise of this power, the Department of Information Technology, ("**DoIT**") Ministry of Electronics and Information Technology, Government of India, in April 2011, notified the Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011 ("**IT Security Rules**") which prescribe directions for the collection, disclosure, transfer and protection of sensitive personal data by a body corporate or any person acting on behalf of a body corporate. The IT Security Rules require every such body corporate to provide a privacy policy for handling and dealing with personal information, including sensitive personal data, ensuring security of all personal data collected by it and publishing such policy on its website. The IT Security Rules further require that all such personal data be used solely for the purposes for which it was collected, and any third party disclosure of such data is made with the prior consent of the information provider, unless contractually agreed upon between them or where such disclosure is mandated by law.

The DoIT also notified the Information Technology (Intermediaries Guidelines) Rules, 2021 ("**IT Intermediary Rules**") requiring intermediaries receiving, storing, transmitting, or providing any service with respect to electronic messages to observe due diligence while publishing on its website or application and ensure that users do not host, display, upload, modify, publish, transmit, store, update or share any information that belongs to another person, is defamatory, obscene, pornographic, paedophilic, invasive of another's privacy, including bodily privacy, insulting or harassing on the basis of gender, libellous, racially or ethnically objectionable, relating or encouraging money laundering or gambling, or otherwise inconsistent with or contrary to the laws in force; is harmful to child; infringes any patent, trademark, copyright or other proprietary rights; violates any law for the time being in force; deceives or misleads the addressee about the origin of the message or knowingly and intentionally communicates any information which is patently false or misleading in nature but may reasonably be perceived as a fact; impersonates another person; threatens the unity, integrity, defence, security or sovereignty of India, friendly relations with foreign States, or public order, or causes incitement to the commission of any cognizable offence or prevents investigation of any offence or is insulting other nation; contains software virus or any other computer code, file or program designed to interrupt, destroy or limit the functionality of any computer resource; is patently false and untrue, and is written or published in any form, with the intent to mislead or harass a person, entity or agency for financial gain or to cause any injury to any person; The IT Intermediary Rules mandate the appointment of a grievance officer and a mechanism for victims to report violations. They also impose criminal penalties under the Indian Penal Code to intermediaries not adhering to them. Further, the IT Intermediary Rules was recently amended pursuant to the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Amendment Rules, 2023.

The Digital Personal Data Protection Act, 2023 (the "DPDP Act")

The DPDP Act deals with the provisions relating to protection of personal and sensitive data by fiduciaries. As per the Act, entities responsible for collecting, storing, and processing digital personal data are defined as data fiduciaries and have defined obligations, that include maintaining security safeguards, ensuring completeness, accuracy, and consistency of personal data; intimation of data breach in a prescribed manner to the Data Protection

Board of India , data erasure on consent withdrawal or on the expiry of the specified purpose, the data fiduciary having to appoint a data protection officer and set up grievance redress mechanisms, and the consent of the parent/guardian being mandatory in the case of children/minors (those under eighteen years of age). It also states that any processing that is likely to have a detrimental effect on a child is not permitted. It prohibits tracking, behavioural monitoring, and targeted advertising directed at children. There is an additional category of data fiduciaries known as significant data fiduciaries ("**SDFs**"). The government will designate data fiduciaries as SDFs based on certain criteria—volume and sensitivity of data and risks to data protection rights, sovereignty and integrity, electoral democracy, security, and public order. SDFs will have additional obligations that include appointing a data protection officer based in India who will be answerable to the board of directors or the governing body of the SDF and will also serve as the point of contact for grievance redressal; and conducting data protection impact assessments and audits and taking other measures as prescribed by the government. Any form of non-compliance shall attract financial penalty as prescribed in Schedule I of the DPDP Act which may extend to ₹ 2,500 million.

The Government of India is considering enacting legislation for non-personal data ("**NPD**"). In September 2019, the Ministry of Electronics and Information Technology established the NPD Committee to propose regulations for NPD. The committee has released two reports suggesting frameworks for NPD governance, access, sharing, and a registration regime for data businesses. In May 2022, a draft National Data Governance Framework was issued, aiming to mobilize non-personal data for public and private use, proposing a non-personal data-based India datasets program and outlining rules for secure access by the research and innovation ecosystem.

Competition Act, 2002 (the "Competition Act")

The Competition Act is an act to prevent practices having adverse effect on competition, to promote and sustain competition in markets, to protect the interests of consumers and to ensure freedom of trade in India. The act deals with prohibition of (i) certain agreements such as anti-competitive agreements and (ii) abuse of dominant position and regulation of combinations. No enterprise or group shall abuse its dominant position in various circumstances as mentioned under the Competition Act.

The prima facie duty of the Competition Commission of India ("Commission") is to eliminate practices having adverse effect on competition, promote and sustain competition, protect interests of consumers and ensure freedom of trade. The Commission shall issue notice to show cause to the parties to combination calling upon them to respond within 30 days in case it is of the opinion that there has been an appreciable adverse effect on competition in India. In case a person fails to comply with the directions of the Commission and Director General (as appointed under Section 16(1) of the Competition Act), he shall be punishable with a fine which may exceed to ₹ 100,000 for each day during such failure subject to maximum of Rs. 10,000,000, as the Commission may determine.

The Competition (Amendment) Act, 2023 introduces significant changes to the Competition Act in India. It introduces a Deal Value threshold of Rs. 2000 Crores for reporting merger and acquisition transactions to the Competition Commission of India (CCI). The time limit for CCI's assessment of mergers and acquisitions is reduced from 210 days to 150 days. The scope of anti-competitive agreements is broadened by replacing "Exclusive supply agreement" with "Exclusive dealing agreement" and now covers the selling side of such agreements. The definition of cartel is expanded to include hubs and spoke arrangements involving trade associates, consultants, or intermediaries. Additionally, the Amendment Act grants the CCI the power to appoint a Director General for more effective enforcement.

Laws relating to Foreign Investment

Foreign investment in India is governed by the provisions of Foreign Exchange Management Act, 1999, as amended, along with the rules, regulations and notifications made by the Reserve Bank of India thereunder, and the consolidated FDI Policy, effective from October 15, 2020, issued by the DPIIT, and any modifications thereto or substitutions thereof, issued from time to time (the "**Consolidated FDI Policy**"). For further details, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 318.

The consolidated Foreign Direct Investment Policy of 2020 (the "Consolidated FDI Policy")

Foreign investment in India is governed by the provisions of the Foreign Exchange Management Act, 1999 ("**FEMA**") and the rules, regulations and notifications thereunder, as issued by the RBI from time to time and the FEMA Non-Debt Instruments Rules and the Foreign Direct Investment Policy ("**FDI Policy**"). In terms of the

FDI Policy, foreign investment is permitted (except in the prohibited sectors) in Indian companies either through the automatic route or the Government route, depending upon the sector in which the foreign investment is sought to be made. In terms of the FDI Policy, the work of granting government approval for foreign investment under the FDI Policy and FEMA has now been entrusted to the concerned administrative ministries/departments. The FEMA Non-Debt Instrument Rules were enacted on October 17, 2019 in supersession of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, except for things done or omitted to be done before such supersession. The total holding by any individual NRI, on a repatriation basis, shall not exceed five percent of the total paid-up equity capital on a fully diluted basis or shall not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10%of the paid-up value of each series of debentures or preference shares or share warrant, provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company. The total holding by each FPI or an investor group, shall be less than 10% of the total paid-up equity capital on a fully diluted basis or less than 10% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all FPIs put together, including any other direct and indirect foreign investments in the Indian company permitted under these rules, shall be up to the sectoral cap applicable to the sector in which the Company operates. The said limit of 10% and 24% shall be called the individual and aggregate limit, respectively.

The RBI, with an aim to operationalise a new overseas investment regime, has introduced the new Foreign Exchange Management (Overseas Investment) Rules, 2022 ("**OI Rules**") and the Foreign Exchange Management (Overseas Investment) Regulations, 2022 ("**OI Regulations**"), vide Notification No. G.S.R. 646(E) and Notification No. FEMA 400/2022-RB dated August 22, 2022 respectively. Further, the Foreign Exchange Management (Overseas Investment) Directions, 2022 ("**OI Directions**") were introduced to be read with the OI Rules and the OI Regulations. The new regime simplifies the framework to cover wider economic activity and thereby, significantly reducing the need for specific approvals. Investment may be made by an Indian entity only in a foreign entity engaged in activities permissible under the law in force in India and the host jurisdiction. Any manner of Overseas Direct Investment ("**ODI**") by an Indian entity shall be made as prescribed in the OI Rules, namely: (i) subscription as part of MoA or purchase of equity capital, (ii) acquisition through bidding or tender procedure, (iii) acquisition of equity capital by way of rights issue or allotment of bonus shares, (iv) capitalisation of any amount due from the foreign entity subject to applicable conditions, (v) swap of securities, and (vi) merger, demerger, amalgamation or any scheme of arrangement.

Intellectual Property Laws

The Trade Marks Act, 1999 (the "Trade Marks Act")

The Trade Marks Act governs the statutory protection of trademarks and prevention of the use of fraudulent marks in India. It provides for the application and registration of trademarks in India. It also provides for exclusive rights to marks such as brand, label, and heading and to obtain relief in case of infringement for commercial purposes as a trade description. Under the provisions of the Trade Marks Act, an application for trade mark registration may be made with the Controller General of Patents, Designs and Trademarks by any person or persons claiming to be the proprietor of a trade mark, whether individually or as joint applicants, and can be made on the basis of either actual use or intention to use a trade mark in the future. Once granted, a trade mark registration is valid for 10 years unless cancelled, subsequent to which, it can be renewed. If not renewed, the mark lapses and the registration is required to be restored to gain protection under the provisions of the Trade Marks Act. The Trade Marks Act prohibits registration of deceptively similar trademarks and provides penalties for infringement, falsifying or falsely applying for trademarks. Further, pursuant to the notification of the Trade Marks (Amendment) Act, 2010, simultaneous protection of trade mark in India and other countries has been made available to owners of Indian and foreign trade marks. It also seeks to simplify the law relating to the transfer of ownership of trade marks by assignment or transmission and to bring the law in line with international practices.

Labour Legislations

Shops and establishments legislations

Under the provisions of local shops and establishments legislations applicable in the states in which establishments are set up, such establishments are required to be registered. Such legislations regulate the working and employment conditions of the workers employed in shops and establishments including commercial

establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees. All establishments must be registered under the shops and establishments legislations of the state where they are located. There are penalties prescribed in the form of monetary fine or imprisonment for violation of the legislations, as well as the procedures for appeal in relation to such contravention of the provisions.

Other Labour Law legislations

The various labour and employment related legislation that may apply to our operations, from the perspective of protecting the workers' rights and specifying registration, reporting and other compliances, and the requirements that may apply to us as an employer, include, among others:

- The Employee's Compensation Act, 1923*
- The Employees State Insurance Act, 1948*
- The Employee's Provident Fund and Miscellaneous Provisions Act, 1952*
- The Equal Remuneration Act, 1976**
- The Maternity Benefit Act, 1961*
- The Payment of Gratuity Act, 1972*
- The Payment of Bonus Act, 1965**
- The Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013.

**The Code on Social Security, 2020 received the assent of the President of India on September 28, 2020. Through its notification dated April 30, 2021, the Government of India brought into force section 142 of the Code on Social Security, 2020. The remaining provisions of this code will be brought into force on a date to be notified by the Government of India. Once effective, it will subsume, inter alia, the Employees' Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employee's Provident Fund and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961 and the Payment of Gratuity Act, 1972.*

***The Government of India enacted 'The Code on Wages, 2019' (the "Code") which received the assent of the President of India on August 8, 2019. The provisions of the Code will be brought into force on a date to be notified by the Central Government. The Code proposes to subsume the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976, each as amended. As on date, certain provisions of the Code have been brought into force vide notification dated December 18, 2020.*

Tax related legislations

The tax related laws that are applicable to us include the Income-tax Act, 1961, Income Tax Rules, 1962, goods and services tax legislation comprising Central Goods and Services Tax Act, 2017, Integrated Goods and Services Tax Act, 2017, the respective states' Goods and Services Tax Act, 2017, state-wise legislations in relation to professional tax, the Customs Act, 1962 and various rules and notifications thereunder and as issued by taxation authorities.

Other Legislations

In addition to the above, our Company is also compliant with the provisions of the Companies Act, 2013 and the relevant rules, regulations, and orders framed thereunder, the Arbitration and Conciliation Act, 1996, Indian Contract Act, 1872, and other applicable statutes imposed by the Centre or the State for its day-to-day operations.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was originally incorporated as 'Berkmeer India Private Limited' as a private limited company under the Companies Act, 2013 pursuant to a certificate of incorporation dated July 28, 2021, issued by the Registrar of Companies, Karnataka at Bengaluru. Subsequently, pursuant to a resolution passed by our Shareholders at the EGM held on August 25, 2022 the name of our Company was changed to 'Sagility India Private Limited' and a fresh certificate of incorporation was issued by the Registrar of Companies, Karnataka at Bengaluru on September 13, 2022. Subsequently, our Company was converted from a private limited company to a public limited company, pursuant to a special resolution passed by our Shareholders at the EGM held on May 21, 2024 and the name of our Company was changed to 'Sagility India Limited', and a fresh certificate of incorporation was issued to our Company by the RoC, on June 20, 2024.

Changes in the registered office

Our Company was originally incorporated with its registered office at 111, 8th Cross, Paramount Gardens, Thalaghattapura, Kanakapura, Main Road, Bengaluru - 560062, Karnataka. Details of subsequent change in the registered office of our Company is set as below:

Effective Date	Details of change	Reasons for change
March 21, 2022	Change in registered office of the Company from 111, 8th Cross, Paramount Gardens, Thalaghattapura, Kanakapura, Main Road, Bengaluru – 560062, Karnataka to No. 23 & 24, AMR Tech Park, Building 2A, First Floor, Hongasandara Village, Off Hosur Road, Bommanahalli, Bengaluru – 560068, Karnataka	For administrative convenience

The Registered Office of our Company is currently situated at No. 23 & 24, AMR Tech Park, Building 2A, First Floor, Hongasandara Village, Off Hosur Road, Bommanahalli, Bengaluru – 560068, Karnataka.

Our main objects

The main objects of our Company as contained in our MoA are:

1. "*To undertake the business of providing outsourcing services of all processes, sub processes, transactions, activities and all other work performed in healthcare industries within India and across the world and to act as a network service center, service provider for various hospitals, medical institutions and healthcare professionals relating to medical coding and billing services, claims processing and data entry services, improvement and monitoring of business process and any other services incidental to healthcare and includes corporate support service, information management services, knowledge management services, consultancy, document services, data processing services, activities for collating, accounting, managing, processing, analyzing, distributing, developing and storing documents, information and data, renting, publishing and marketing of information by any and all means and media, and providing access to information relating to the businesses, information technology support services, financial control support services, administration support services, human resources support services, correspondence management, online support services for internet related business.*

2. *To carry out and undertake all activities, business relating to Information Technology (IT), Information Technology enabled Services (IteS), Business Process Outsourcing, Business Process Management, Knowledge Process Outsourcing, Call Centers and for that purpose to set out all facilities and infrastructure in India and abroad.*

3. *To enter into any kind of activity and perform and carry out contracts of any kind necessary to, in connection with, or incidental or desirable to, the accomplishment of providing business process outsourcing services or related services*."

The main objects as contained in the Memorandum of Association enable our Company to carry on the business presently being carried out.

Amendments to our MoA

The amendments to the MoA of our Company since its incorporation are as detailed below:

Date of Shareholders' resolution	Nature of amendment
December 24, 2021	Clause 5 of the MoA was amended to reflect the increase in authorized share capital of the Company from ₹ 1,500,000 divided into 150,000 equity shares of face value of ₹10 each to ₹ 19,303,979,550 divided into 1,930,397,955 equity shares of face value of ₹ 10 each
August 25, 2022	Clause 1 of the MoA was amended to reflect the change in name of our Company from "Berkmeer India Private Limited" to "Sagility India Private Limited" pursuant to a global re-branding exercise carried out.
March 14, 2024	Clause 5 of the MoA was amended to reflect the increase in authorized share capital of the Company from ₹ 19,303,979,550 divided into 1,930,397,955 equity shares of face value of ₹ 10 each to ₹ 100,000,000,000 divided into 10,000,000,000 equity shares of face value of ₹ 10 each.
May 21, 2024	Clause 1 of the MoA of Company was amended to reflect the change in our name from 'Sagility India Private Limited' to 'Sagility India Limited' pursuant to conversion of our Company from a private limited company to a public limited company.

Key awards, accreditations, and recognition

The table below sets forth some of the awards and accreditations received by our Company

Year	Particulars
2024	Certified with 11th rank in the category of 'dream companies to work for' at the 32nd edition of World HRD Congress
2024	Awarded the 'best organisation for women 2024' by ET Now, the Times Group
2023	Won the 'sustainable initiative of the year 2023' award at the 2nd edition of Sustainability Summit & Awards 2023 by USB Forums
2023	Ranked as a 'major contender' by Everest Group in the Revenue Cycle Management Operations PEAK Matrix Assessment
2023	Ranked as a 'major contender' by Everest Group in the Clinical and Care Management Operations – Services PEAK Matrix Assessment
2023	Identified as 'Leader' by Everest Group in the Healthcare Payer Operations PEAK Matrix Assessment
2023	Ranked as a 'leader' by Avasant in the Clinical Services Business Process Transformation RadarView Report
2022	Recognised as 'top organizations with innovative HR practices' at the 21st edition of Asia Pacific HRM Congress Awards by Times Ascent
2022	Awarded 'HR team of the year' at the 21st edition of Asia Pacific HRM Congress Awards by Times Ascent
2022	Received the award for 'promoting health in the workplace' at the 21st edition of Asia Pacific HRM Congress Awards by Times Ascent
2022	Ranked as a 'major contender' by Everest Group in the Healthcare Customer Experience Management in North America PEAK Matrix

Major events and milestones

The table below sets forth some of the major events in the history of our Company. For details, also see "*Our Business*" on page 142.

Calendar Year	Details
2024	Our Company acquired 100% shareholding of Sagility Philippines B.V. *(along with its branch in Philippines)*
2024	Our Company acquired 100% shareholding of Sagility (US) Holdings Inc (*along with its downstream subsidiaries*).
2024	Our Subsidiary, Sagility LLC acquired 100% shareholding of Birch Technologies, Inc., pursuant to which it became an indirect Subsidiary of our Company
2023	Our Subsidiary, Sagility LLC acquired 100% shareholding of Sagility Payment Integrity Solutions LLC (*formerly known as Delvin Consulting Inc.*), pursuant to which it became indirect Subsidiary of our Company
2022	Our Subsidiary, Sagility (US) Inc. *(formerly known as Betaine (US) Bidco Inc.)* acquired 100% shareholding of Sagility Operations Inc.*(formerly known as HGS Healthcare Operations Inc.) (along with its downstream subsidiaries*).
2022	Our Subsidiary, Sagility (Jamaica) Limited *(formerly known as Betaine (Jamaica) Limited)* acquired the Jamaican undertaking of Team HGS Limited conducting the business of providing healthcare services to healthcare clients
2022	Our Subsidiary, Sagility Philippines B.V. *(formerly known as Betaine (PH) B.V.)* acquired the undertaking of the branch office of Hinduja Global Solutions Limited in Philippines conducting the business of providing healthcare services to healthcare clients
2022	Acquisition of the Indian undertaking of Hinduja Global Solutions Limited conducting the business of providing healthcare services to healthcare clients
2021	Our Company was incorporated in July 2021 as "Berkmeer India Private Limited"

Time and cost overrun

Our Company has not experienced any time or cost overruns in respect of our business operations, as at the date of this Draft Red Herring Prospectus.

Defaults or rescheduling/restructuring of borrowings from Financial Institutions/Banks

No payment defaults or rescheduling/restructuring have occurred in relation to any borrowings availed by our Company from any financial institutions or banks, nor have any such borrowings or loans been converted into Equity Shares.

Launch of key products or services, entry in new geographies or exit from existing market, capacity/ facility creation or location of plants

For details of key products or services launched by our Company, entry in new geographies or exit from existing markets, capacity or facility creation and the location of offices, see, *"Our Business"* beginning on pages 142.

Significant strategic or financial partnerships

Our Company does not have any significant strategic or financial partner as of the date of this Draft Red Herring Prospectus.

Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations or any revaluation of assets, since its incorporation

Except as disclosed under "- *Key terms of other subsisting material agreements*" on page 181 and below, our Company has not entered into nor proposes to enter into any arrangements, including acquisition of any material business, mergers, slump sale, amalgamations, divestments of business or undertaking, or revaluation of assets since its incorporation.

1. Share purchase agreement dated May 31, 2024 entered into between our Promoter, Sagility B.V., and our Company ("Sagility SPA")

Pursuant to the Sagility SPA, our Company acquired from Sagility B.V., 49,299.85 shares of common stock of Sagility (US) Holdings Inc (*representing 17.55% of its shareholding*), with a nominal value of USD 0.001 each at a price of USD 2,713.47 for a total consideration of USD 133.77 million*, as on the effective date, i.e., May 31, 2024. Simultaneously, our Company issued and allotted 393,991,918 Equity Shares of face value of ₹ 10 each of our Company to Sagility B.V. at ₹ 28.30 per Equity Share totalling to ₹ 11,150.64 in the ratio of 7,991.75 Equity Shares of face value of ₹ 10 each of our Company for every share of Sagility (US) Holdings Inc. Based on the

valuation reports each dated March 22, 2024 issued by PwC Business Consulting Services LLP and Navigant Corporate Advisors Limited, respectively in relation to valuation of shares of common stock of Sagility (US) Holdings Inc. and valuation of equity shares of our Company, the fair value of each share of common stock of Sagility (US) Holdings Inc. was USD 2,713.47 and the fair value of each Equity Share of our Company was ₹ 28.30.

[*]*Actual payment of cash consideration was not involved, and consideration was discharged through a share swap under the automatic route*.

2. Share purchase agreement dated March 27, 2024, entered into between our Promoter, Sagility B.V., and our Company ("Sagility US SPA")

Pursuant to the Sagility US SPA, our Company acquired from Sagility B.V., 231,624.6 shares of common stock Sagility (US) Holdings Inc. (*along with its downstream subsidiaries*), *representing 100% of its shareholding*[#] with a nominal value of USD 0.001 each totalling to a consideration of USD 628.51 million[*], as on the effective date, i.e., March 28, 2024. Simultaneously, our Company issued and allotted 1,851,085,160 Equity Shares of face value of ₹ 10 each of our Company to Sagility B.V. at ₹ 28.30 per Equity Share totalling to ₹ 52,388.86 million in the ratio of 7991.75 Equity Shares of face value of ₹ 10 each of our Company for every share of Sagility (US) Holdings Inc. Based on the valuation reports dated March 22, 2024 issued by PwC Business Consulting Services LLP and Navigant Corporate Advisors Limited, respectively in relation to valuation of shares of common stock of Sagility (US) Holdings Inc. and valuation of Equity Shares of our Company, the fair value of each share of common stock of Sagility (US) Holdings Inc., was USD 2,713.47 and the fair value of each Equity Share of our Company was ₹ 28.30.

[*]*Actual payment of cash consideration was not involved, and consideration was discharged through a share swap under the automatic route*.
[#]*100% shareholding of Sagility (US) Holdings Inc. as on March 31, 2024 was acquired by our Company*.

3. Share purchase agreement dated March 26, 2024, entered into between our Promoter, Sagility B.V., and our Company ("Sagility Philippines SPA")

Pursuant to the Sagility Philippines SPA, our Company acquired from Sagility B.V., 1,000,001 shares of common stock of Sagility Philippines B.V.(*along with branch in Philippines*), representing 100% of its shareholding of with a nominal value of USD 1.00 each for a total consideration of USD 175.04 million[*], as on the effective date, i.e., March 26, 2024. Simultaneously, our Company issued and allotted 515,525,269 Equity Shares of face value of ₹ 10 each to Sagility B.V. at ₹ 28.30 per share totalling to ₹ 14,590.24 million in the ratio of 515.52 Equity Shares of face value of ₹ 10 each of our Company for every share of Sagility Philippines B.V. Based on the valuation reports dated March 22, 2024 issued by PwC Business Consulting Services LLP and Navigant Corporate Advisors Limited, respectively in relation to valuation of shares of Sagility Philippines B.V. and valuation of Equity Shares of our Company, the fair value of each share of common stock of Sagility Philippines B. V. was USD 175.04 and the fair value of each Equity share of our Company each, was ₹ 28.30.

[*]*Actual payment of cash consideration was not involved, and consideration was discharged through a share swap under the automatic route*.

4. Stock purchase agreement dated March 22, 2024 entered into between by our Subsidiary, Sagility LLC, Birch Technologies, Inc. ("Birch"), Radical Venture Fund II L.P., A 12 Incubator Partners LLC, Washington Research Foundation, Flare Capital Partners II L.P., Aiden Gomez, Nicholas Frosst, Zhi Lin Zhang, Kevin Richard Terrell, Sumant Sudhir Kawale, Yinhan Liu, Blake Parsons, A 12 Investment Partners LLC, Radical Ventures Fund II (International), L.P., A 12 Investment Partners-A LLC, Gaurav Shegokar, Ziyuan Wang, Lori Mcdougal, Yieshan Melissa Chan, Purujit Goyal, and WT Representative LLC ("Birch SPA")

Pursuant to the Birch SPA, our Subsidiary, Sagility LLC ("**Buyer**") purchased from the Radical Venture Fund II, L.P., A 12 Incubator Partners, LLC, Washington Research Foundation, Flare Capital Partners II, L.P., Aiden Gomez, Nicholas Frosst, Zhi Lin Zhang, Kevin Richard Terrell, Sumant Sudhir Kawale, Yinhan Liu, Blake Parsons, A 12 Investment Partners LLC, Radical Ventures Fund II (International), L.P., A 12 Investment Partners-A, LLC, Gaurav Shegokar, Ziyuan Wang, Lori Mcdougal, Yieshan Melissa Chan, Purujit Goyal, (together the "**Business Equityholders**"), 100% of the shares, interests, warrants, options, convertible or exchangeable securities, rights, calls, and subscriptions of Birch for a closing consideration of (i) USD 9.63 million, subject to certain adjustments, and (ii) aggregate amount of exercise price of all options of Birch outstanding immediately prior to the execution of Birch SPA, as on the effective date, i.e., March 22, 2024. Out of the closing consideration of USD 9.63 million, USD 1.20 million is a deferred consideration that was payable after 12 months from the date

of closing. Additionally, the Birch SPA entitled the Business Equityholders to a contingent consideration of up to USD 3.12 million payable over a period of two years, subject to meeting certain performance targets and continued employment. An external valuer was not appointed for the acquisition pursuant to Birch SPA and a price purchase allocation of Birch was undertaken internally as of the effective date based on which the purchase price allocated was USD 9.63 million. As on the date of this Draft Red Herring Prospectus, Birch is an indirect Subsidiary of our Company pursuant to the Birch SPA. Further, our Promoters and Directors are not related in any manner with the Business Equityholders.

5. Stock purchase agreement dated April 19, 2023 entered into between our Subsidiary, Sagility LLC, Sagility Payment Integrity Solutions LLC (formerly known as Delvin Consulting Inc.), the Theodore J. Devlin and Julia A. Devlin Family Trust, Theodore J. Devlin, and Julia A. Devlin ("Devlin SPA")

Pursuant to the Devlin SPA, our Subsidiary, Sagility LLC ("**Buyer**"), purchased from the Theodore J. Devlin and Julia A. Devlin Family Trust, Theodore J. Devlin, and Julia A. Devlin (together the "**Business Equityholders**"), 100% of common stock of Sagility Payment Integrity Solutions LLC (*formerly known as Delvin Consulting Inc.*) ("**Sagility Payment**"), for a consideration of USD 28.00 million, subject to certain adjustments and any contingent payment consideration up to USD 12.00 million, as on the effective date, i.e., April 19, 2023. An external valuer was not appointed for the acquisition pursuant to Devlin SPA and a purchase price analysis of Sagility Payment was undertaken internally as of the effective date based on which the purchase price allocated was USD 28.08 million. As on the date of this Draft Red Herring Prospectus, Sagility Payment is an indirect Subsidiary of our Company pursuant to the Devlin SPA. Further, our Promoters and Directors are not related in any manner with the Business Equityholders.

***6.* Business transfer agreement dated August 9, 2021 entered into between our Promoter, Sagility B.V. (formerly known as Betaine B.V.) and Hinduja Global Solutions Limited ("India BTA"), as supplemented by the deed of adherence to the India BTA dated January 3, 2022 entered into between our Company (formerly known as Berkmeer India Private Limited), our Promoter, Sagility B.V. (formerly known as Betaine B.V.) and Hinduja Global Solutions Limited ("Berkmeer Deed"), and as amended by amendment agreement to India BTA dated January 6, 2022 entered into between our Company (formerly known as Berkmeer India Private Limited), Sagility B.V. (formerly known as Betaine B.V.) and Hinduja Global Solutions Limited ("India BTA Amendment")**

Pursuant to the India BTA, our Promoter, Sagility B.V. (*formerly known as Betaine B.V.*) ("**Investor**"), agreed to incorporate a wholly owned subsidiary in India, i.e. our Company and cause it to acquire from Hinduja Global Solutions Limited ("**HGSL**"), the Indian undertaking of HGSL conducting the business of providing healthcare services to healthcare clients, comprising of movable assets, contracts, employees, records, leased assets, other assets, insurance policies, intellectual property, liabilities, permits and licenses ("**HGSL Undertaking**"), for a consideration of USD 449.00 million subject to debt of the HGSL Undertaking and working capital adjustments, if any, as on the effective date, i.e., January 6, 2022. Pursuant to the Berkmeer Deed, our Company became a party to the India BTA and acquired the HGSL Undertaking as a going concern on a slump sale basis. Further, pursuant to the India BTA Amendment, certain changes were made to the India BTA, including *inter alia* change in the definitions of certain terms under the India BTA, amending actions and covenants on closing date and post-closing, amending and restating list of forward contracts, intellectual property, liabilities, moveable and leased assets transferred etc. The valuation for the transfer of undertaking pursuant to India BTA was conducted by HGSL and the details of valuation reports are subject to confidentiality restrictions imposed by HGSL. Our Promoters and Directors are not related in any manner with HGSL.

***7.* Business transfer agreement dated August 9, 2021 entered into between our Promoter, Sagility B.V. (formerly known as Betaine B.V.) and Team HGS Limited ("Jamaica BTA"), as supplemented by the deed of adherence to the Jamaica BTA dated January 6, 2022 entered into between Sagility (Jamaica) Limited (formerly known as Betaine (Jamaica) Limited), our Promoter, Sagility B.V. (formerly known as Betaine B.V.) and Team HGS Limited ("Jamaica Deed"), and as amended by amendment agreement to Jamaica BTA dated January 6, 2022 entered into between Sagility (Jamaica) Limited (formerly known as Betaine (Jamaica) Limited), our Promoter, Sagility B.V. (formerly known as Betaine B.V.) and Team HGS Limited ("Jamaica BTA Amendment")**

Pursuant to the Jamaica BTA, our Promoter, Sagility B.V. (*formerly known as Betaine B.V.*) ("**Investor**"), agreed to incorporate a wholly owned subsidiary in Jamaica, i.e. Sagility (Jamaica) Limited (*formerly known as Betaine (Jamaica) Limited*) **("Sagility Jamaica")** and cause it to acquire from Team HGS Limited ("**HGS Jamaica**"), the Jamaican undertaking of HGS Jamaica conducting the business of providing healthcare services to healthcare

clients, comprising of movable assets, contracts, employees, records, leased assets, other assets, insurance policies, intellectual property, liabilities, permits and licenses ("**HGS Jamaica Undertaking**"), for a lumpsum consideration of USD 85.60 million, as on the effective date, i.e., January 6, 2022. Pursuant to the Jamaica Deed, Sagility Jamaica became a party to the Jamaica BTA and acquired the HGS Jamaica Undertaking as a going concern, free from all encumbrances, right, title and interest of HGS Jamaica in and to the HGS Jamaica Undertaking. Further, pursuant to the Jamaica BTA Amendment, certain changes were made to the Jamaica BTA, including *inter alia* change in the definitions of certain terms under the Jamaica BTA, amending conditions precedent for HGS Jamaica and Investor, amending and restating list of contracts, employees, employee benefits, liabilities, moveable and leased assets transferred etc. The valuation for the transfer of undertaking pursuant to Jamaica BTA was conducted by HGS Jamaica and the details of valuation reports are subject to confidentiality restrictions imposed by HGS Jamiaca. Our Promoters and Directors are not related in any manner with HGS Jamaica.

8. **Business transfer agreement dated August 9, 2021 entered into between our Promoter, Sagility B.V. (formerly known as Betaine B.V.) and Hinduja Global Solutions Limited ("Philippines BTA"), as supplemented by the deed of adherence to the Philippines BTA dated January 6, 2022 entered into between Sagility Philippines B.V. (formerly known as Betaine (PH) B.V.), our Promoter, Sagility B.V. (formerly known as Betaine B.V.) and Hinduja Global Solutions Limited ("Philippines Deed"), and as amended by amendment agreement to Philippines BTA dated January 6, 2022 entered into between our Promoter, Sagility B.V. (formerly known as Betaine B.V.) and Hinduja Global Solutions Limited ("Philippines BTA Amendment")**

Pursuant to the Philippines BTA, our Promoter, Sagility B.V. (*formerly known as Betaine B.V.*) ("**Investor**"), agreed to setup and register a branch office in the Philippines, i.e. Sagility Philippines B.V. (formerly known as Betaine (PH) B.V.) **("Sagility Philippines")** and cause it to acquire from Hinduja Global Solutions Limited ("**HGSL**"), the undertaking of HGSL's branch office in the Philippines conducting the business of providing healthcare services to healthcare clients, comprising of movable assets, contracts, employees, records, leased assets, other assets, insurance policies, intellectual property, liabilities, permits and licenses ("**Philippines HS Undertaking**"), for a lumpsum consideration of USD 109.30 million, as on the effective date, i.e., January 6, 2022. Pursuant to the Philippines Deed, Sagility Philippines became a party to the Philippines BTA and acquired the Philippines HS Undertaking as a going concern, free from all encumbrances, right, title and interest of HGSL in and to the Philippines HS Undertaking. Further, pursuant to the Philippines BTA Amendment, certain changes were made to the Philippines BTA, including *inter alia* change in actions on closing date, adding additional post-closing actions and covenants, amending and restating list of contracts, employees, employee benefits, liabilities, moveable and leased assets, conditions precedent transferred etc. The valuation for the transfer of undertaking pursuant to Philippines BTA was conducted by HGSL and the details of valuation reports are subject to confidentiality restrictions imposed by HGSL. Our Promoters and Directors are not related in any manner with HGSL.

9. **US transfer agreement dated August 9, 2021 entered into between our Subsidiary, Sagility (US) Inc. (formerly known as Betaine (US) BidCo Inc.) and HGS International ("US Transfer Agreement"), as amended by the amended and restated US transfer agreement dated December 1, 2021 entered into between our Subsidiary, Sagility (US) Inc. (formerly known as Betaine (US) BidCo Inc.), HGS International and Hinduja Global Solutions UK Limited ("US Transfer Restatement") and by the amendment agreement to the US Transfer Amendment dated January 6, 2022 ("US Transfer Restatement Amendment")**

Pursuant to the US Transfer Agreement, our Subsidiary, Sagility (US) Inc. (*formerly known as Betaine (US) Bidco Inc.*) acquired the shares of capital stock other than the Redeemed Shares (*as defined below*) of a wholly owned subsidiary incorporated by HGS International ("**Seller**") in Delaware, USA i.e. Sagility Operations Inc. (*formerly known as HGS Healthcare Operations Inc*.) ("**Sagility Operations**") for a consideration of USD 556.00 million (Rs. 41,462.48 million), adjusted for net working capital and net debt., as on the effective date, i.e., January 6, 2022. The Seller owned all of the issued and outstanding shares of and interest in Hinduja Global Solutions Inc. ("**HGS US**"), Sagility LLC (*formerly known as HGS Healthcare, LLC*) ("**Sagility LLC**"), Sagility Provider Solutions LLC (*formerly known as HGS EBOS LLC*) ("**Sagility Provider**") and Sagility Technologies LLC (*formerly known as HGS Colibrium, LLC*) ("**Sagility Technologies**") and prior to consummation of the US Transfer Agreement, (i) certain leased assets of HGS US were to be transferred to Sagility LLC, (ii) all of the issued and outstanding equity securities of Sagility Care Management LLC (*formerly known as HGS Axispoint Health, LLC*) ("**Sagility Care**") were contributed to HGS US, (iii) all of the issued and outstanding stock of HGS US was transferred to Sagility Operations ("**HGS US Interest**"), (iv) all of the issued and outstanding interests in

Sagility LLC, Sagility Care, Sagility Provider and Sagility Technologies were transferred to Sagility Operations ("**Downstream Interest**"), (v) Sagility Operations transferred the HGS US Interest and Downstream Interest to another entity incorporated by the Seller in USA ("**US NewCo**") for a cash and promissory note issued by the US NewCo representing the aggregate total equity value of the interest of Seller in direct and indirect subsidiaries other than the Downstream Interest ("**Redemption Consideration**") and (vi) Sagility Operations redeemed its capital stock held by the Seller that had a fair market value equal to the Redemption Consideration ("**Redeemed Shares**"). Pursuant to the US Transfer Restatement, certain amendments were made to the US Transfer Agreement, which included transfer of membership interests of Sagility Care by the Seller and Hinduja Global Solutions UK Limited to our Subsidiary Sagility (US) Inc. and transfer of all shares of capital stock held by the Seller in Sagility Operations to our Subsidiary Sagility (US) Inc. Pursuant to the US Transfer Restatement Amendment, certain changes were made to the US Transfer Agreement, including amending the list of vendor contracts, amending actions on closing date, etc. The valuation for the transfer of undertaking pursuant to US Transfer Agreement was conducted by the Seller and the details of valuation reports are subject to confidentiality restrictions imposed by the Seller. Our Promoters and Directors are not related in any manner with HGS International and Hinduja Global Solutions UK Limited.

10. **Master framework agreement dated August 9, 2021 entered into between the our Promoter, Sagility B.V. (formerly known as Betaine B.V.), Hinduja Global Solutions Limited, HGS International, Mauritius and Team HGS Limited ("MFA") supplemented by the deed of adherence to the MFA dated January 3, 2022 entered into between our Company (formerly known as Berkmeer India Private Limited), Sagility Philippines B.V. (formerly known as Betaine (PH) B.V.), Sagility (Jamaica) Limited (formerly known as Betaine (Jamaica) Limited), Sagility (US) Inc. (formerly known as Betaine (US) BidCo Inc.), our Promoter, Sagility B.V. (formerly known as Betaine B.V.), HGS International, Mauritius, Team HGS Limited and Hinduja Global Solutions Limited ("MFA Deed") and as amended by amendment agreement to master framework agreement dated December 1, 2021 and second amendment agreement to master framework agreement dated January 6, 2022, both entered into between our Company (formerly known as Berkmeer India Private Limited), our Promoter, Sagility B.V. (formerly known as Betaine B.V.), Hinduja Global Solutions Limited, Team HGS Limited, Jamaica, HGS International, Mauritius, Sagility Philippines B.V. (formerly known as Betaine (PH) B.V.), and Sagility (US) Inc. (formerly known as Betaine (US) BidCo Inc.) ("MFA Amendment) and ("MFA Second Amendment")**

Pursuant to the MFA, our Promoter, Sagility B.V. (*formerly known as Betaine B.V.*) ("**Investor**"), agreed to incorporate one or more wholly owned subsidiaries and cause them to acquire from Hinduja Global Solutions Limited ("**HGSL**"), 100% interest in the undertakings conducting the business of providing healthcare services to healthcare clients ("**Business**") of HGSL's branch office in the Philippines ("**Philippines HS Undertaking**"), the Jamaican undertaking of Team HGS Limited ("**HGS Jamaica Undertaking**"), the Indian undertaking of HGSL ("**HGSL Undertaking**") along with certain assets, contracts, and employees of Hinduja Global Solutions Inc., HGS (USA) LLC, and Hinduja Global Solutions UK Limited, as on the effective date, i.e., January 6, 2022. Simultaneously, the Investor agreed to acquire from HGS International, Mauritius ("**HGS Mauritius**"), the 100% membership interests in a company incorporated in Delaware to be set up by HGS Mauritius as a wholly owned subsidiary, ("**Sale Securities**") and HGS Mauritius has agreed to sell the Sale Securities to a wholly owned subsidiary of the Investor, in accordance with a transfer agreement entered into between HGS Mauritius and Sagility (US) Inc. *(formerly known as Betaine (US) Bidco, Inc.)* ("**US Transfer Agreement**"). Pursuant to the MFA Deed, our Company, Sagility Jamaica, Sagility Philippines, and Sagility (US) Inc. *(formerly known as Betaine (US) Bidco, Inc.)* became a party to the MFA and acquired the HGSL Undertaking, the HGS Jamaica Undertaking, the Philippines HS Undertaking, the Sale Securities respectively as a going concern, free from all encumbrances, right, title and interest of HGSL in and to the HGSL Undertaking, the HGS Jamaica Undertaking, the Philippines HS Undertaking and the Sale Securities respectively. All the transactions contemplated under the MFA, the India BTA, the Jamaica BTA, the Philippines BTA, and the US Transfer Agreement constituted a composite transaction and were given effect to simultaneously for a consideration contemplated under respective agreements. Further, pursuant to the MFA Amendment, the Investor also agreed to acquire from HGS Mauritius, and Hinduja Global Solutions UK Limited, the 100% membership interests in Sagility Care Management LLC (*formerly known as HGS Axis Point Health LLC)* ("**Axis Point Sale Securities**") for a consideration of USD 41.00 million and HGS Mauritius has agreed to sell the Axis Point Sale Securities to a wholly owned subsidiary of the Investor, that is, our Company. The MFA Amendment also specified the consideration under the US Transfer Agreement to be USD 515.10 million, subject to certain debt and working capital adjustments. Pursuant to the MFA Second Amendment, certain changes were made to the MFA, including *inter alia* change in the definitions of certain terms, amending certain actions on closing date and post-closing, amending certain conduct between

the execution date and the closing date etc. The valuation for MFA was conducted by HGSL and the details of valuation reports are subject to confidentiality restrictions imposed by HGSL.

Prior to entering into the MFA, an indemnity agreement dated August 9, 2021 was entered into between Hinduja Global Solutions Inc. ("**HGSI**"), Sagility LLC *(formerly known as HGS Healthcare LLC)* ("**Sagility LLC**"), and our Promoter, Sagility B.V. (*formerly known as Betaine B.V.*) ("**Investor**") ("**Indemnity Agreement**") for indemnifying our Promoter, Sagility B.V. (*formerly known as Betaine B.V.*), Sagility LLC and their parents, subsidiaries, affiliates etc. against any and all liabilities, damages etc. arising out of or resulting from the lawsuit filed by Snergy Global Outsourcing, LLC against HGSI, and Sagility LLC, effective unless earlier terminated in writing by the parties or until the earlier of either the litigation being discharged or third anniversary of the closing date of the MFA. Provided, in the event the litigation is not satisfied within three years from the closing date of the MFA, the indemnity agreement shall remain in effect until the fourth anniversary of the closing date of the MFA or for a further period to be mutually agreed by the parties. Pursuant to the Indemnity Agreement, an irrevocable bank guarantee dated March 22, 2024, valid until October 31, 2026 for an amount equal to USD 45.00 million was provided by Barclays Bank PLC, on behalf of Hinduja Automotive Limited to the Investor, which can be drawn by the Investor. For further information in relation to the outstanding litigation, see "*Outstanding Litigation and Material Developments – Material civil litigations initiated against our Subsidiaries*" on page 264. Our Promoters and Directors are not related in any manner with HGS International, Mauritius, Team HGS Limited and Hinduja Global Solutions Limited.

Agreements with Key Managerial Personnel, Senior Management Personnel, Director, Promoters or any other employee

Except as disclosed below, there are no agreements entered into by a Key Managerial Personnel or Senior Management Personnel or Director or Promoter or any other employee of our Company, either by themselves or on behalf of any other person, with any Senior Management Personnel or Director or Promoter or any other employee of our Company:

Incentive Unit Award Plan

Our Promoter, Sagility B.V (*formerly known as Betaine B.V)* entered into 'incentive unit award plan,("**Incentive Unit Award Agreements**") pursuant to which Sagility B.V. granted certain incentive units ("**Incentive Units**") to certain identified Directors, Key Managerial Personnel, Senior Management Personnel and employees of our Company and employees of our Subsidiaries. A portion of the Incentive Units will vest over a period of five fiscal years, while the remaining will vest upon 'change in control' of Sagility B.V. and are also conditional upon meeting performance goals. Thereafter such Incentive Units will fully vest upon 'change-in control' of Sagility Holdings B.V. (*directly or indirectly*) in Sagility B.V.. Upon such change in control, the participants in Incentive Unit Award Plan will be paid cash rewards based on the excess of fair market value, subject to adjustments, entirely by Sagility B.V. Our Company will seek the approval of the Board of Directors and the Shareholders in relation to the Incentive Unit Award Plan, in compliance with Regulation 26(6) of the SEBI Listing Regulations. Further, the Company undertakes to make appropriate disclosures of cash payments made under the Incentive Unit Award Plan on an ongoing basis, as may be required pursuant to Applicable Law. The quantum of such cash payment is not currently determinable.

Details of subsisting Shareholders' agreements

As on the date of this Draft Red Herring Prospectus, our Company does not have any subsisting shareholders' agreements.

Key terms of other subsisting material agreements

Except as disclosed in *"Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations or any revaluation of assets, since its incorporation"* on page 176, our Company has not entered into any subsisting material agreements including with strategic partners, joint venture partners, and/or financial partners other than in the ordinary course of the business of our Company or which are otherwise material and need to be disclosed in this Draft Red Herring Prospectus in context of the Offer. Additionally, there are no other clauses or covenants in these material agreements which are adverse or pre-judicial to the interest of the public shareholders, or nor are there agreements that the Company has entered into that are required to be disclosed under the SEBI ICDR Regulations or non-disclosure of which may have a bearing on the investment decisions of the Bidders, except as already disclosed in this Draft Red Herring Prospectus. Further, except as disclosed in this

section - “History and Certain Corporate Matters”, there are no other agreements / arrangements and clauses / covenants which are material, and which need to be disclosed or non-disclosure of which may have bearing on the investment decision.

Holding company

Our Promoter, Sagility B.V. is our holding company. For further details, see “*Our Promoters and Promoter Group*” on page 211.

Joint venture

As on the date of this Draft Red Herring Prospectus, our Company does not have any joint ventures.

Associate

As on the date of this Draft Red Herring Prospectus, our Company does not have any associate companies.

Our Subsidiaries

As on the date of this Draft Red Herring Prospectus, our Company the following Subsidiaries:

Direct Subsidiaries

1. Sagility (US) Holdings Inc.
2. Sagility Philippines B.V.

Indirect Subsidiaries

1. Sagility (US) Inc.
2. Sagility (Jamaica) Limited
3. Sagility (Colombia) S.A.S.
4. Sagility Operations Inc.
5. Sagility Care Management LLC
6. Sagility Technologies LLC
7. Sagility Provider Solutions LLC
8. Sagility LLC
9. Sagility Payment Integrity Solutions LLC
10. Birch Technologies Inc.

Details of our Subsidiaries

1. Sagility (US) Holdings Inc. (“Sagility US”)

Corporate information

Sagility US was incorporated on July 23, 2021 as a Delaware Corporation registered with Division of Corporations, Secretary of State, Delaware and bears the US Federal Tax ID 87-2004247. The registered office of Sagility US is situated at c/o its registered agent Cogency Global Inc., 850, New Burton Road, Suite 201, Dover, Delaware – 19904 and the corporate office is situated at 11000 Westmoor Circle, Suite 125, Westminster, Colorado 80021.

Sagility US is the holding company of Sagility (US) Inc.

The purpose of Sagility US is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

Capital structure and shareholding pattern

The issued, subscribed and paid-up share capital of Sagility US is 231,624.60 shares of common stock of USD 0.001 par value per share.

The shareholding pattern of Sagility US is as follows:

S. No.	Name of shareholder	Number of shares	Percentage of issued and paid-up share capital
1	Sagility India Limited	231,624.60	100%
Total		231,624.60	100%

Accumulated Profits or Losses

As on the date of this Draft Red Herring Prospectus, there are no accumulated profits or losses of Sagility US that are not accounted for by our Company in the Restated Consolidated Financial Information.

2. Sagility Philippines B.V. ("Sagility Philippines")

Corporate information

Sagility Philippines was incorporated as a private company with limited liability under Dutch law on June 24, 2021 with the Netherlands Chamber of Commerce, having its official seat in Amsterdam, the Netherlands. The corporate identification number of Sagility Philippines is 862764403 and the registered office is situated at Herikerbergweg 88, 1101CM Amsterdam, the Netherlands.

Sagility Philippines is engaged in the business of holding and investment activities as authorized under the article 3 of its memorandum of association.

Capital structure and shareholding pattern

The authorized share capital of Sagility Philippines is USD 1,000,001 divided into 1,000,001 shares of USD 1 each and its issued, subscribed and paid up share capital is USD 1,000,001 divided into 1,000,001 shares of USD 1 each.

The shareholding pattern of Sagility Philippines is as follows:

S. No.	Name of shareholder	Number of shares	Percentage of issued and paid-up share capital
1	Sagility India Limited	1,000,001	100%
Total		1,000,001	100%

Accumulated Profits or Losses

As on the date of this Draft Red Herring Prospectus, there are no accumulated profits or losses of Sagility Philippines that are not accounted for by our Company in the Restated Consolidated Financial Information.

Details of our indirect Subsidiaries

1. Sagility (US) Inc.

Corporate information

Sagility (US) Inc. was incorporated on July 27, 2021 as a Delaware Corporation registered with Division of Corporations, Secretary of State, Delaware and bears the US Federal Tax ID 87-2032872. The registered office is situated at c/o its registered agent Cogency Global Inc., 850, New Burton Road, Suite 201, Dover, Delaware 19904 and the corporate office is situated at 11000 Westmoor Circle, Suite 125, Westminster, Colorado 80021.

Sagility (US) Inc. is the holding company of Sagility Operations Inc., Sagility (Jamaica) Limited and Sagility (Colombia) S.A.S.

The purpose of this corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

Capital structure and shareholding pattern

The issued, subscribed and paid-up capital share capital of Sagility (US) Inc. is 100 shares of common stock of USD 1 par value per share.

The shareholding pattern of Sagility (US) Inc. is as follows:

S. No.	Name of shareholder	Number of shares	Percentage of issued and paid-up share capital
1	Sagility (US) Holdings Inc.	100	100%
Total		100	100%

Accumulated Profits or Losses

As on the date of this Draft Red Herring Prospectus, there are no accumulated profits or losses of Sagility (US) Inc. that are not accounted for by our Company in the Restated Consolidated Financial Information.

2. Sagility (Jamaica) Limited ("Sagility Jamaica")

Corporate information

Sagility Jamaica was incorporated as a limited company on September 15, 2021 under the Companies Act of Jamaica with the Registrar of Companies and bears the registration number 110126. The registered office of Sagility Jamaica is situated at 6th Floor, Panjam Building, 60 Knutsford Boulevard, Kingston 5, Saint Andrew, Jamaica.

The primary business of the Sagility Jamaica is carrying on the business of business process outsourcing (call centre).

Capital structure and shareholding/membership pattern

Sagility Jamaica has an unlimited authorised share capital and there is no limit to the number of shares that Sagility Jamaica can issue. The issued, subscribed and paid-up ordinary share capital of Sagility Jamaica is divided into 100 ordinary shares. Since there is no par regime, shares do not carry a price per share.

The shareholding pattern of Sagility Jamaica is as follows:

S. No.	Name of shareholder	Number of shares	Percentage of issued and paid-up share capital
1	Sagility (US) Inc.	100	100%
Total		100	100%

Accumulated Profits or Losses

As on the date of this Draft Red Herring Prospectus, there are no accumulated profits or losses of Sagility Jamaica that are not accounted for by our Company in the Restated Consolidated Financial Information.

3. Sagility (Colombia) S.A.S. ("Sagility Colombia")

Corporate information

Sagility Colombia, with tax ID (NIT) 901.590.850-2, was incorporated on April 28, 2022 and is a legally established commercial entity, as per private document no. 432,411 in the Chamber of Commerce of Bogotá. The registered office of Sagility Colombia, was subsequently relocated to Carrera 46 No. 90-17 Edificio Distrito 90 Torre 2 Pisos 10,11 y 12 in the city of Barranquilla- Atlántico, as stipulated by Act No. 3 dated August 8, 2022.

The relocation was duly registered with the Chamber of Commerce under commercial registration no. 848,896 on September 5, 2022.

The corporate purpose of Sagility Colombia is to provide services to other operating entities in US. The by-laws of Sagility Colombia establish that it has an indefinite term and during its fiscal year, it was not subject to the control and supervision of the Superintendence of Companies.

Capital structure and shareholding pattern

The authorised share capital of Sagility (Colombia) S.A.S. is COP 50,000,000,000 divided into 5,000,000 shares of COP 10,000 each. The issued, subscribed and paid-up capital is COP 10,890,040,000 divided into 1,089,004 shares of COP 10,000 each.

The shareholding pattern of Sagility Colombia is as follows:

S. No.	Name of shareholder	Number of shares	Percentage of issued and paid-up share capital
1	Sagility (US) Inc.	1,089,004	100%
Total		1,089,004	100%

Accumulated Profits or Losses

As on the date of this Draft Red Herring Prospectus, there are no accumulated profits or losses of Sagility Colombia that are not accounted for by our Company in the Restated Consolidated Financial Information.

4. Sagility Operations Inc. ("Sagility Operations")

Corporate information

Sagility Operations was incorporated on November 17, 2021 as a Delaware Corporation registered with Division of Corporations, Secretary of State, Delaware and bears the US Federal Tax ID – 87-3740924 '. The registered office of Sagility Operations is situated at c/o its registered agent Cogency Global Inc., 850, New Burton Road, Suite 201, Dover, Delaware – 19904 and the corporate office is situated at 11000 Westmoor Circle, Suite 125, Westminster, Colorado 80021.

Sagility Operations is the parent company of the Sagility Care Management LLC, Sagility Technologies LLC, Sagility Provider Solutions LLC and Sagility LLC.

The purpose of Sagility Operations is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware, as amended.

Capital structure and shareholding pattern

The authorised, issued, subscribed and paid-up share capital of Sagility Operations is USD 10,000 divided into 1,000,000 shares of common stock of USD 0.01, par value per share.

The shareholding pattern of Sagility Operations is as follows:

S. No.	Name of shareholder	Number of shares	Percentage of issued and paid-up share capital
1	Sagility (US) Inc.	1,000,000	100%
Total		1,000,000	100%

Accumulated Profits or Losses

As on the date of this Draft Red Herring Prospectus, there are no accumulated profits or losses of Sagility Operations that are not accounted for by our Company in the Restated Consolidated Financial Information.

5. Sagility Care Management LLC ("Sagility Care")

Corporate information

Sagility Care was incorporated as a Delaware limited liability company on January 16, 2018 registered with the Division of Corporations, Secretary of State, Delaware and bears the US federal tax ID 82-4313508. The registered office of Sagilty Care is situated at c/o its registered agent Cogency Global Inc., 850, New Burton Road, Suite 201, Dover, Delaware 19904, United States and the corporate office is situated at 11000 Westmoor Circle, Suite 125, Westminster, Colorado 80021, United States.

It is engaged in the business of providing care management services to clients in the health insurance sector.

Capital structure and shareholding pattern/ownership

Sagility Care being a limited liability company does not have any share capital.

Sagility Operations Inc. is the sole owner of Sagility Care.

Accumulated Profits or Losses

As on the date of this Draft Red Herring Prospectus, there are no accumulated profits or losses of Sagility Care that are not accounted for by our Company in the Restated Consolidated Financial Information.

6. Sagility Technologies LLC ("Sagility Technologies")

Limited liability company information

Sagility Technologies was incorporated on January 21, 2015 as a Delaware limited liability company registered with the Division of Corporations, Secretary of State, Delaware and bears the US tax ID 47-2873786. The registered office is situated at c/o its registered agent Cogency Global Inc., 850, New Burton Road, Suite 201, Dover, Delaware – 19904 and the corporate office is situated at 11000 Westmoor Circle, Suite 125, Westminster, Colorado 80021.

Sagility Technologies, develops healthcare management software solutions and provides such solutions to healthcare payor customers, specifically health insurance plans.

The purpose of Sagility Technologies is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware, as amended.

Capital structure and shareholding/membership pattern

Sagility Technologies being a limited liability company has a member's contribution towards preferred equity units of 3,143,010 and common units of 3,143,010. Sagility Operations Inc. owns 100% and is the sole owner of Sagility Technologies.

S. No.	Name of shareholder	Type of units	Number of membership units	Percentage of total holding
1	Sagility Operations Inc.	Preferred equity units	3,143,010	100%
2.	Sagility Operations Inc.	Common equity units	3,143,010	100%
Total			6,286,020	**100%**

Accumulated Profits or Losses

As on the date of this Draft Red Herring Prospectus, there are no accumulated profits or losses of Sagility Technologies that are not accounted for by our Company in the Restated Consolidated Financial Information.

7. Sagility Provider Solutions LLC ("Sagility Provider")

Limited liability company information

Sagility Provider was incorporated on September 17, 2012 as a Delaware limited liability company registered with the Division of Corporations, Secretary of State, Delaware and bears the US tax ID 46-1061511. Its registered office is c/o its registered agent Cogency Global Inc., 850, New Burton Road, Suite 201, Dover, Delaware 19904 and its corporate office is situated at 11000 Westmoor Circle, Suite 125, Westminster, Colorado 80021.

The purpose of Sagility Provider has not been specified in its certificate of formation. Sagility Provider offers services to healthcare clients, primarily in the provider segments, including but not limited to segments such as hospitals, clinics, labs and medical practices, and suppliers of durable medical equipment and diagnostic services.

Capital structure and shareholding/membership pattern

Sagility Provider Solutions LLC being a limited liability company does not have any share capital.

Sagility Operations Inc. is the sole owner of Sagility Provider Solutions LLC.

Accumulated Profits or Losses

As on the date of this Draft Red Herring Prospectus, there are no accumulated profits or losses of Sagility Provider that are not accounted for by our Company in the Restated Consolidated Financial Information.

8. Sagility LLC

Limited liability information

Sagility LLC was incorporated on February 5, 1998 as an Illinois limited liability company registered with the Secretary of State, Department of Business Services, Limited Liability Division and bears the US Tax ID 47-5108949 . The registered office of Sagility LLC is situated at c/o its registered agent Cogency Global Inc., 600 South second Street, Suite 404, Springfield, Illinois 62704 and the corporate office is situated at 11000 Westmoor Circle, Suite 125, Westminster, Colorado 80021.

Sagility LLC is engaged in the business of offering services to healthcare clients, primarily in the payor segments, such as health insurance companies. The purpose of Sagility LLC is to engage in any lawful act or activity for which a company may be organized under the Illinois Limited Liability Company Act.

Capital structure and shareholding/membership pattern

Sagility LLC being a limited liability company has a member's contribution towards common units of 251,000. Sagility Operations Inc. owns 100% and is the sole owner of Sagility LLC

Sr. No.	Name of the shareholder/member	Type of units	Number of membership units	Percentage of total holding (%)
1.	Sagility Operations Inc.	Common equity units	251,000	100%
	Total		251,000	**100.00**

Accumulated Profits or Losses

As on the date of this Draft Red Herring Prospectus, there are no accumulated profits or losses of Sagility LLC that are not accounted for by our Company in the Restated Consolidated Financial Information.

9. Sagility Payment Integrity Solutions LLC ("Sagility Payment")

Limited liability company information

Sagility Payment was incorporated on May 3, 1995 as an Arizona limited liability company with Arizona Corporation Commission and bears the US tax ID 86-0793390. The registered office is situated at c/o its registered agent Cogency Global Inc., 1090, South Gilbert Road, Suite 106 – 128, Gilbert, Arizona 85296 andcorporate office is situated at 11000 Westmoor Circle, Suite 125, Westminster, Colorado 80021.

Sagility Payment performs payment integrity services to healthcare clients, primarily in the payor segments (such as health insurance companies). The purpose of Sagility Payment has not been specified in its articles of organization. Sagility Payment performs payment integrity services to healthcare clients, primarily in the payor segments, such as health insurance companies.

Capital structure and shareholding pattern

Sagility Payment Integrity Solutions LLC being a limited liability company does not have any share capital.

Sagility LLC is the sole owner of Sagility Payment Integrity Solutions LLC.

Accumulated Profits or Losses

As on the date of this Draft Red Herring Prospectus, there are no accumulated profits or losses of Sagility Payment that are not accounted for by our Company in the Restated Consolidated Financial Information.

10. Birch Technologies Inc. ("Birch")

Birch was incorporated as a Delaware corporation on June 5, 2020 registered with Division of Corporations, Secretary of State, Delaware and bears the tax ID 85-1338479. The corporate office of Birch is situated at 11000 Westmoor Circle, Suite 125, Westminster, Colorado 80021. Birch Technologies Inc. is in the process of converting from a Delaware Corporation to a Delaware LLC with its registered office as c/o its registered agent Cogency Global Inc., 850, New Burton Road, Suite 201, Dover, Delaware 19904.

Birch is a healthcare technology company offering cloud-based, GenAI call technology in transformer-based natural language processing. BirchAI enables clients to reduce operational costs by providing various AI-powered real-time customer support solutions to manage complex healthcare transactions.

Capital structure and shareholding pattern

The authorised capital is 13,554,397 units of USD 0.0001 each. The issued, subscribed and paid up share capital share capital of Birch is USD 588.4426 divided into 5,884,426 units of USD 0.0001 each. The shareholding pattern of Birch is as follows:

S. No.	Name of shareholder	Number of units	Percentage of issued and paid-up capital
1	Sagility LLC	5,884,426	100%
Total		5,884,426	100%

Accumulated Profits or Losses

As on the date of this Draft Red Herring Prospectus, there are no accumulated profits or losses of Birch that are not accounted for by our Company in the Restated Consolidated Financial Information.

Common Pursuits between our Subsidiaries and our Company

Except as disclosed under "*Other Financial Information – Related Party Transactions*" on page 222, there are no common pursuits between our Subsidiaries and our Company.

Business Interest of our Subsidiaries in our Company

Except as disclosed in "*Our Business*" and "*Financial Information – Restated Consolidated Financial Information*" on pages 142 and 218, our Subsidiaries do not have or propose to have any business interest in our Company.

Guarantees given by the Promoters offering their shares in the Offer for Sale

Our Promoter, Sagility B.V., who is also the Promoter Selling Shareholder have not provided any guarantees to any third parties with respect to the Company, or its Subsidiaries, as on the date of this Draft Red Herring Prospectus.

Other Confirmations

There is no conflict of interest between the suppliers of raw materials and third-party service providers (crucial for operations of our Company) and our Subsidiaries and their directors.

Further, there is no conflict of interest between the lessors of immovable properties (crucial for operations of our Company) and our Subsidiaries and their directors.

OUR MANAGEMENT

Board of Directors

In accordance with the Companies Act and our Articles of Association, our Company is required to have not less than three Directors and not more than 15 Directors, provided that our Shareholders may appoint more than 15 Directors after passing a special resolution in a general meeting. As of the date of this Draft Red Herring Prospectus, our Board comprises eight Directors of which one is an Executive Director, two are Non-Executive Non-Independent Directors, and five are Independent Directors. Two of our Independent Directors are woman Directors**.** The present composition of our Board and its committees is in accordance with the corporate governance requirements provided under the Companies Act and the SEBI Listing Regulations.

The following table sets forth details regarding our Board as of the date of this Draft Red Herring Prospectus.

S. No.	Name, DIN, Designation, Address, Occupation, Term, Period of Directorship and Date of Birth	Age (Years)	Other Directorships
1.	Ramesh Gopalan ***DIN*****:** 00636524 ***Designation*****:** Managing Director and Group CEO ***Address*****:** A503, St John Woods Apartments, 80 Tavarekere Main Road, Bengaluru - 560029 ***Occupation*****:** Services ***Term*****:** With effect from June 24, 2024, for a period of five years ***Period of Directorship*****:** Since June 24, 2024 ***Date of birth:*** February 17, 1968	56	*Indian Companies:* • Perputo Content Management Private Limited (Under liquidation); • HGS International Services Private Limited (Amalgamated). *Foreign Companies* Nil
2.	Hari Gopalakrishnan ***DIN*****:** 03289463 ***Designation*****:** Non-Executive Non-Independent Director ***Address*****:** E2302, Ashok Gardens Tower 2, T J Road, Swan Mill Compound, Sewri, Mumbai 400015, Maharashtra, India ***Occupation*****:** Professional ***Term*****:** Liable to retire by rotation ***Period of Directorship*****:** Since July 28, 2021 ***Date of birth:*** March 22, 1977	47	*Indian Companies:* • AGS Health Private Limited; • Citiustech Healthcare Technology Private Limited; • IGT Solutions Private Limited; • Indium Software (India) Private Limited *Foreign Companies* • Austin SuperHoldCo. Inc.; • Global Content Alpha Partners Holdco. Pte. Limited.
3.	Martin I. Cole ***DIN*****:** 10642347 ***Designation*****:** Chairman, Non-Executive Non-Independent Director ***Address*****:** 123 Royal Palm DR, Fort	68	*Indian Companies:* Nil *Foreign Companies* • Western Union; • Western Digital

S. No.	Name, DIN, Designation, Address, Occupation, Term, Period of Directorship and Date of Birth	Age (Years)	Other Directorships
	Lauderdale FL, Fort Lauderdale – 33301 1410, Florida, United States ***Occupation*:** Service ***Term*:** Liable to retire by rotation ***Period of Directorship*:** Since June 24, 2024 ***Date of birth:*** April 20, 1956		
4.	William Winkenwerder Jr. ***DIN*:** 07279333 ***Designation*:** Independent Director ***Address*:** 410 Vanderbilt Road, Asheville, North Carolina 28803 ***Occupation*:** Professional ***Term*:** With effect from June 24, 2024, for a period of three years ***Period of Directorship*:** Since June 24, 2024 ***Date of birth:*** April 27, 1954	70	*Indian Companies:* • Citiustech Healthcare Technology Private Limited *Foreign Companies* • Confluent Health LLC; • UNC Health; • WPS Health Solutions; • Sagility (US) Holdings Inc.
5.	Anil Kumar Chanana ***DIN*:** 00466197 ***Designation*:** Independent Director ***Address*:** Pent House -1, Tower-J, Central Park – 1, Sector – 42, Galleria DLF – IV, Gurugram, 122 009, Haryana, India. ***Occupation*:** Consultant ***Term*:** With effect from June 24, 2024, for a period of three years **Period of Directorship:** Since June 24, 2024 ***Date of birth:*** April 15, 1958	66	*Indian Companies:* • Campus Activewear Limited; • Cohance Lifesciences Limited; • DFM Foods Limited; • IGT Solutions Private Limited; • Servacio Consulting Private Limited; • Coforge Limited; • Route Mobile Limited; • Medi Assist Healthcare Services Limited. *Foreign Companies:* Nil
6.	Ginger Dusek ***DIN*:** 10642344 ***Designation*:** Independent Director ***Address*:** 235, Willowgate LN, Indianapolis Metropolitan Police Department, Indianapolis – 46260, Indiana, United States ***Occupation*:** Service ***Term*:** With effect from June 24, 2024, for a period of three years **Period of Directorship:** Since June 24, 2024	53	*Indian Companies:* Nil *Foreign Companies:* • Sagility Operations Inc.; • Sagility Philippines B.V.

S. No.	Name, DIN, Designation, Address, Occupation, Term, Period of Directorship and Date of Birth	Age (Years)	Other Directorships
	Date of birth: April 21, 1971		
7.	Venkat Krishnaswamy ***DIN*****:** 10643175 ***Designation*****:** Independent Director ***Address*****:** 3119 E Scenic Valley, LN Sandy – 84092 4920, Utah, United States ***Occupation*****:** Service ***Term*****:** With effect from June 24, 2024, for a period of three years **Period of Directorship:** Since June 24, 2024 ***Date of birth:*** April 19, 1953	71	*Indian Companies* Nil *Foreign Companies* • Sagility LLC
8.	Shalini Sarin ***DIN*****:** 06604529 ***Designation*****:** Independent Director ***Address*****:** C-248, Defence Colony, New Delhi, India – 110 024 ***Occupation*****:** Professional ***Term*****:** With effect from June 24, 2024, for a period of three years **Period of Directorship:** Since June 24, 20024 ***Date of birth:*** June 15, 1965	59	*Indian Companies* • Kirloskar Ferrous Industries Limited; • Linde India Limited; • ISMT Limited; • Telenergy Technologies Private Limited; • Kirloskar Oil Engines Limited; • Elektromobilitat India Private Limited. *Foreign Companies* • Nagarro SE; • Sagility (US) Inc.

Relationship between our Directors

None of our Directors are related to each other.

Brief Biographies of our Directors

Ramesh Gopalan is the Managing Director and Group CEO of our Company. He holds a bachelor's degree in technology specialising in mining machinery from Indian School of Mines, Dhanbad and a post-graduate diploma in management from Indian Institute of Management, Ahmedabad. He has been associated with our Company since January 2022 and the healthcare business of the predecessor company, Hinduja Global Solutions Limited since February 2011. He has more than 31 years of experience in providing consulting and outsourcing services and was previously associated with Deloitte Consulting, Accenture (*formerly, '*Arthur Andersen & Co.*'*), Ramco Systems, Infosys BPM Limited (*formerly*, 'Progeon Limited') and has also served as the country head for Gridstone Research in India.

Hari Gopalakrishnan is a Non-Executive Non-Independent Director of our Company. He holds a bachelor's degree in medicine and surgery from University of Kerala and post-graduate diploma in management from Indian Institute of Management, Ahmedabad. He has been associated with our Company as a director since July 28, 2021. He has more than 16 years of experience and has been associated with Baring Private Equity Asia (BPEA) since 2007 (founding member of the BPEA India team) and is currently serving as a partner and global co-head of services, private capital in the BPEA EQT team. He is also a member of EQT's Fund's Investment Committee,

Exits and Liquidity Committee and the Mid Market Investment Committee and focusses on investments in the technology and healthcare sectors.

Martin I. Cole is the Chairman, Non-Executive Non-Independent Director of our Company. He holds a Bachelor of Arts degree from Dartmouth College and Master's of Public Affairs degree from University of Texas at Austin. He has been associated with our Company as a director since June 24, 2024. He has more than 43 years of experience and is currently serving as a director for Western Digital which is publicly traded on the NASDAQ and Western Union which is publicly traded on the NYSE. Prior to joining our Company, he was associated as chairman of the board and interim chief executive officer of Cloudera and as the chief executive of Accenture's technology group.

William Winkenwerder Jr. is an Independent Director of our Company. He holds a bachelor's degree in science from Davidson College, a medical degree from the University of North Carolina School of Medicine and master's degree in business administration from the Wharton School at the University of Pennsylvania. He has been associated with our Company as a director since June 24, 2024. He has several years of experience in medical and healthcare services industry and previously served as Assistant Secretary of Defense for Health Affairs States and Principal advisor to the Secretary of Defense at the United States Department of Defense. He has also served as a chief executive officer of 'Highmark Health' and chairman of 'C-Change', a cancer charity founded by former U.S. President George H.W. Bush. He has also served as a member of the Board of Trustees at Davidson College He is currently serving as chairman on the board of CitiusTech and member of board of directors at Confluent Health and is a member of the executive committee of the board of directors at UNC Health Care System..

Anil Kumar Chanana is an Independent Director of our Company. He holds a bachelors' degree in commerce (honours) from the University of Delhi and is also an associate member of the Institute of Chartered Accountants of India. He was awarded the certificate of completion of the financial management program from the Graduate School of Business, Stanford University. He has been associated with our Company as a director since June 24, 2024. He has more than 30 years of experience and was previously associated with Ansaldo Impianti SpA, CMC Limited and was the chief financial officer at HCL Technologies Limited for nine years (during 2009 to 2018). He has been the recipient of 'Best Performing CFO in the IT & ITES Sector' award by CNBC-TV18 and was a recipient of 'ICAI Awards 2015 CA CFO-Information Technology Sector" by committee for members in industry, The Institute of Chartered Accountants of India. He has also received 'Hall of Fame Award – 2018' from HCL Technologies Limited in recognition of exceptional leadership and contribution.

Ginger Dusek is an Independent Director of our Company. She holds a bachelor's degree in science and public health from Indiana University and master's degree in health administration from Washington University. She has been associated with our Company as a director since June 24, 2024. She has more than 27 years of experience and was previously associated with Accenture as part of leadership team. Prior to that she has also served as senior consultant at Ernst and Young LLP and project manager at Baylor St. Luke's Medical Center. She also currently serves on the board of directors as the VP & Secretary of Tree House Humane Society in Chicago.

Venkat Krishnaswamy is an Independent Director of our Company. He holds a bachelor's degree in engineering specialising in electronics and communication from University of Madras and master's degree in electrical engineering from Indian Institute of Technology, Delhi. He has been associated with our Company since June 24, 2024. He has more than 38 years of experience. He is currently serving as advisory board member for Simplify Healthcare Technology and Recognize Partners LP. Previously he has been associated with Business Machine India Limited, Tata Consultancy Services, State Bank of New South Wales, AMP Financial Services and Cognizant Technology Solutions Corporation. He has been awarded with Distinguished Alumni Award by National Institute of Technology, Tiruchirappalli.

Shalini Sarin is an Independent Director of our Company. She holds a bachelor's degree in science from University of Mumbai, passed the final examination for master's degree in sociology, and degree of doctor of philosophy from Jamia Millia Islamia, New Delhi. She has been associated with our Company as a director since June 24, 2024.She currently serves on the board of directors of Linde India and Kirloskar Oil Engines.

Terms of appointment of our Directors

1. Ramesh Gopalan

Ramesh Gopalan is the Managing Director and Group CEO of our Company. He was appointed as the Managing Director of our Company, for a period of five years with effect from June 24, 2024, pursuant to the board resolution

dated June 24, 2024,and a Shareholders resolution dated June 24, 2024 .

Details of the remuneration payable to Ramesh Gopalan, pursuant to the board resolution dated June 24, 2024, Shareholders' resolution dated June 24, 2024 for fiscal 2025 shall be:

S. No.	Particulars	Remuneration per annum (₹ million)
1.	Basic	12,708,396
2.	House rent allowance	6,354,204
3.	Other all	13,148,112
4.	Gross Salary (A)	32,210,712
5.	Provident fund contribution	1,525,008
6.	Gratuity	611,280
7.	Retirals (B)	2,136,288
8.	Total Fixed Compensation (A+B)	34,347,000

Remuneration to our Executive Directors

Details of the remuneration paid to our Executive Directors in Financial Year 2024 are set forth below:

S. No.	Name of Executive Director	Remuneration (in ₹ million)
1.	Ramesh Gopalan	65.80

Employment Agreements between our Company and Directors

Except for the employment agreements dated January 5, 2022 between our Company and Ramesh Gopalan, as on the date of this DRHP, there are no employment agreements between our Company and our Directors. Further, our company has entered into separate agreements each dated June 24, 2024, with each of our independent directors documenting their terms of appointment as members of our Board of Directors and Committees constituted by our Board of Directors as described in this draft red herring prospectus. Further, pursuant to an inter-company assignment agreement dated June 23, 2024 one of our Independent Director Anil Chanana is entitled to a remuneration of US$ 200,000 per annum from our Company in relation to his duties of supervising the affairs of the board of Sagility Operations Inc., our wholly owned subsidiary, pro-rated for term served i.e., January 31, 2023, to June 23, 2024

2. Remuneration paid to our Non – Executive Directors

Pursuant to the resolution dated June 24, 2024 passed by our Board, the Non-Executive Directors are entitled to receive (i) a sitting fee of ₹ 100,000 for attending each meeting of our Board and a sitting fee of ₹ 100,000 for attending each meeting of the committees of the Board, (ii) profit related commission and (iii) reimbursement of expenses. No remuneration was paid to our Non - Executive Directors in the Financial Year 2024.

Deferred or contingent compensation

There is no deferred or contingent compensation payable to any of our Directors for the Fiscal Year 2024.

Remuneration from Subsidiaries

Except as disclosed below, none of our Directors have been paid any remuneration by our Subsidiaries, including contingent or deferred compensation accrued for the year during the Fiscal Year 2024.

S.No.	Details of the Directors	Details of the Subsidiary	Remuneration in Fiscal 2024 (Amount in USD)
1.	Ginger Dusek	Sagility Operations Inc.	46,237
2.	Martin I. Cole	Sagility Operations Inc.	275,004
3.	Venkat Krishnaswamy	Sagility Operations Inc.	99,996
4.	William Winkenwerder Jr.	Sagility Operations Inc.	73,886
Total			528,456

Shareholding of our Directors in our Company

As per our Articles of Association, our Directors are not required to hold any qualification shares.

As on the date of this Draft Red Herring Prospectus, none of our Directors hold any Equity Shares or employee stock options in the Company.

Arrangement or Understanding with Major Shareholders, Customers, Suppliers or Others

None of our Directors have been presently appointed or selected as a director pursuant to any arrangement or understanding with our major shareholders, customers, suppliers, or others. For details, see "*History and Certain Corporate Matters – Agreements with Key Managerial Personnel, Senior Management Personnel, Director, Promoters or any other employee*" on page 181.

Service Contracts with Directors

For details, see "- *Terms of appointment of our Directors*" on page 193.

Interest of Directors

All of our Directors may be deemed to be interested to the extent of (i) remuneration (including sitting fees, as applicable) and reimbursement of expenses, payable to them under our Articles of Association or to the extent of services rendered as an officer or employee of our Company. For details, see "-*Terms of appointment of our Directors"* on page 193, (ii) transactions entered into in the ordinary course of business with companies in which our Directors hold directorship, and (iii) their directorship on the board of directors of Company and Subsidiaries, as applicable.

None of our Directors are interested in the promotion or formation of our Company.

No amount or benefit has been paid or given within the two preceding years or is intended to be paid or given to any of our Directors except the normal remuneration for services rendered as a director of our Company.

Our Directors have not entered into any service contracts with our Company providing for benefits upon termination of their employment.

None of our Directors is a party to any bonus or profit-sharing plan by our Company. However, certain directors are eligible to get certain incentive awards from our Promoter. For further details, see – "*History and Certain Corporate Matters - Agreements with Key Managerial Personnel, Senior Management Personnel, Director, Promoters or any other employee – Incentive Unit Award Plan"* on page 181.

Our Directors have no interest in any property acquired by our Company preceding the date of this Draft Red Herring Prospectus or proposed to be acquired by our Company, or of our Company.

No consideration in cash or shares or otherwise has been paid or agreed to be paid to any of our Directors or to the firms or companies in which any of our Directors are interested as members, by any person, either to induce him to become, or to qualify him as, as a Director, or otherwise for services rendered by our Directors or by the firm or company in which they are interested as members, in connection with the promotion or formation of our Company.

None of our Directors have any interest in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

No loans have been availed by our Directors from our Company.

Confirmations

None of our Directors is or was a director of any listed company during the five years immediately preceding the date of this Draft Red Herring Prospectus, whose shares have been, or were suspended from being traded on any of the stock exchanges in India during their tenure in such company.

Except as disclosed below, none of our Directors is or was a director of any company which has been or was delisted from any stock exchange in India during their term of directorship in such company.

Particulars	***Details***
Anil Kumar Chanana	
Name of the Company	DFM Foods Limited
Name of the stock exchanges(s) on which the company was listed	BSE and NSE
Date of delisting on stock exchanges	April 5, 2023
Whether delisting was compulsory or voluntary	Voluntary
Reason for delisting	Pursuant to the SEBI (Delisting of Equity Shares) Regulations, 2021
Whether the company has been relisted	No
Date of relisting on BSE and NSE	Not Applicable
Term of Directorship (along with relevant dates) in the above company	For a period of five years from January 14, 2020

None of our Directors have been identified as Wilful Defaulters or Fraudulent Borrower by any bank or financial institution or consortium, in accordance with the applicable guidelines issued by the Reserve Bank of India.

Changes in our Board during the Last Three Years

The changes in our Board in the immediately preceding three years are set forth below:

S. No.	**Name**	**Effective Date of Appointment/ Cessation**	**Reason**
1.	Hari Gopalakrishnan	July 28, 2021	Appointment as first director, subscribed to the memorandum of association
2.	Purvashiri Pradeep Salgaonkar	July 28, 2021	Appointment as first director, subscribed to the memorandum of association
3.	Purvashiri Pradeep Salgaonkar	September 5, 2021	Resigned as Director due to preoccupation with other business responsibilities
4.	Sanjeev Lakra	September 5, 2021	Appointment as Additional Director
5.	Sanjeev Lakra	October 21, 2022	Regularised as Non-Executive Director
6.	Smita Vishwanathan Nair	November 2, 2022	Appointment as Additional Director
7.	Sarvabhouman Doraiswamy Srinivasan	February 23, 2023	Appointment as Additional Director
8.	Smita Vishwanathan Nair	September 29, 2023	Regularised as Executive Director
9.	Sarvabhouman Doraiswamy Srinivasan	September 29, 2023	Regularised as Executive Director
10.	Sanjeev Lakra	June 24, 2024	Resigned as Executive Director
11.	Smita Vishwanathan Nair	June 14, 2024	Resigned as Executive Director
12.	Sarvabhouman Doraiswamy Srinivasan	June 24, 2024	Resigned as Executive Director
13.	Ramesh Gopalan	June 24, 2024	Appointed as Managing Director
14.	Martin I. Cole	June 24, 2024	Appointed as Chairman and Non-Executive Non-Independent Director
15.	William Winkenwerder Jr.	June 24, 2024	Independent Director
16.	Anil Kumar Chanana	June 24, 2024	Independent Director
17.	Ginger Dusek	June 24, 2024	Independent Director
18.	Venkat Krishnaswamy	June 24, 2024	Independent Director
19.	Shalini Sarin	June 24, 2024	Independent Director

Borrowing Powers of our Board

Pursuant to our Articles of Association, our Board is authorised to borrow in any manner from time to time any sum or sums of monies at its discretion on such terms and conditions as the Board of Directors may deem fit, which together with the monies already borrowed by our Company (apart from temporary loans obtained or to be obtained from our Company's bankers in the ordinary course of business), may not exceed the aggregate of the paid-up capital of our Company ,its free reserves and securities premium, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceed limits

prescribed under section 180 (1) (c) of the Companies Act, as amended from time to time, whichever is higher.

Corporate Governance

The provisions relating to corporate governance prescribed under the SEBI Listing Regulations will be applicable to us immediately upon listing of the Equity Shares on the Stock Exchanges. We are in compliance with the requirements of corporate governance with respect to composition of Board and constitution of the committees of the Board, including the audit committee, stakeholder's relationship committee, nomination and remuneration committee and risk management committee by our Company and formulation and adoption of policies, as prescribed under the SEBI Listing Regulations.

Our Board has been constituted in compliance with the Companies Act and the SEBI Listing Regulations. The Board of Directors function either as a full board, or through various committees constituted to oversee specific operational areas.

Committees of our Board

In addition to the committees of our Board described below, our Board may constitute committees for various functions from time to time.

Audit Committee

The members of our Audit Committee are:

Name of the Directors	Designation	Designation in Committee
Anil Kumar Chanana	Independent Director	Chairperson
Venkat Krishnaswamy	Independent Director	Member
Hari Gopalakrishnan	Non-Executive Non-Independent Director	Member

Our Audit Committee was constituted by our Board pursuant to a resolution dated June 24, 2024. The scope and functions of the Audit Committee are in accordance with Section 177 of the Companies Act and Regulation 18 and Part C of Schedule II of the SEBI Listing Regulations and its terms of reference as stipulated pursuant to a resolution dated June 24, 2024 passed by our Board are set forth below:

The role of the Audit Committee shall include the following:

(a) Overseeing the Company's financial reporting process, examination of the financial statement and the auditors' report thereon and the disclosure of its financial information to ensure that the financial statements is correct, sufficient and credible;

(b) Recommendation to the Board for appointment, re-appointment, replacement, remuneration and terms of appointment of auditors of the Company including the internal auditor, cost auditor and statutory auditor of the Company, and fixation of the audit fee;

(c) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;

(d) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

    (i) matters required to be included in the director's responsibility statement to be included in the Board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;

    (ii) changes, if any, in accounting policies and practices and reasons for the same;

    (iii) major accounting entries involving estimates based on the exercise of judgment by management;

(iv) significant adjustments made in the financial statements arising out of audit findings;

(v) compliance with listing and other legal requirements relating to financial statements;

(vi) disclosure of any related party transactions;

(vii) modified opinion(s) in the draft audit report;

(e) Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;

(f) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring utilisation of proceeds of a public or rights issue or preferential issue or qualified institutional placement, and making appropriate recommendations to the Board to take up steps in this matter;

(g) Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

(h) Formulating a policy on related party transactions, which shall include materiality of related party transactions;

(i) Approval or any subsequent modification of transactions of the Company with related parties; All related party transactions shall be approved by only Independent Directors who are the members of the committee and the other members of the committee shall recuse themselves on the discussions related to related party transactions;

(j) Explanation: The term "related party transactions" shall have the same meaning as provided in Clause 2(zc) of the SEBI Listing Regulations and/or the applicable Accounting Standards and/or the Companies Act, 2013.

(k) Review, at least on a quarterly basis, the details of related party transactions entered into by the Company pursuant to each of the omnibus approvals given;

(l) Scrutiny of inter-corporate loans and investments;

(m) Valuation of undertakings or assets of the Company, wherever it is necessary; Appointment of Registered Valuer under Section 247 of the Companies Act, 2013.

(n) Evaluation of internal financial controls and risk management systems;

(o) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

(p) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

(q) Discussion with internal auditors of any significant findings and follow up thereon;

(r) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;

(s) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

(t) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

(u) To review the functioning of the whistle blower mechanism;

(v) Approval of appointment of chief financial officer (i.e., the whole-time finance director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;

(w) carrying out any other function as is mentioned in the terms of reference of the audit committee or as required as per the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, or any other applicable law, as and when amended from time to time;

(x) ensuring that an information system audit of the internal systems and process is conducted at least once in two years to assess operational risks faced by the Company;

(y) Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision;

(z) To formulate, review and make recommendations to the Board to amend the Terms of Reference of Audit Committee from time to time;

(aa) Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances;

(bb) Reviewing compliance with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as may be amended from time to time, at least once in a financial year and shall verify that the systems for internal control under the said regulations are adequate and are operating effectively;

(cc) Investigating any activity within its terms of reference, seeking information from any employee, obtaining outside legal or other professional advice and securing attendance of outsiders with relevant expertise, if it considers necessary;

(dd) To consider the rationale, cost, benefits and impact of schemes involving merger, demerger, amalgamation etc. of the Company and its shareholders, and provide comments;

(ee) Reviewing:

i. Any show cause, demand, prosecution and penalty notices against the Company or its Directors which are materially important including any correspondence with regulators or government agencies and any published reports which raise material issues regarding the Company's financial statements or accounting policies;
ii. Any material default in financial obligations by the Company;
iii. Any significant or important matters affecting the business of the Company; and

Carrying out any other functions as provided under the provisions of the Companies Act, the SEBI Listing Regulations and other applicable laws, and carrying out any other functions as may be required / mandated and/or delegated by the Board as per the provisions of the Companies Act, 2013, SEBI Listing Regulations, uniform listing agreements and/or any other applicable laws or by any regulatory authority and performing such other functions as may be necessary or appropriate for the performance of its duties.

The Audit Committee shall mandatorily review the following information:

(a) management discussion and analysis of financial condition and results of operations;
(b) management letters / letters of internal control weaknesses issued by the statutory auditors;
(c) internal audit reports relating to internal control weaknesses;
(d) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee;
(e) the examination of the financial statements and the auditors' report thereon;
(f) statement of deviations:
    (i) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of SEBI Listing Regulations; and
    (ii) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of SEBI Listing Regulations.
(g) the financial statements, in particular, the investments made by any unlisted subsidiary; and
(h) such information as may be prescribed under the Companies Act and SEBI Listing Regulations.

The powers of the Audit Committee shall include the following:

1 to investigate any activity within its terms of reference;
2 to seek information from any employee of the Company;
3 to obtain outside legal or other professional advice; and
4 to secure attendance of outsiders with relevant expertise, if it considers necessary.
5 Such powers as may be prescribed under the Companies Act and SEBI Listing Regulations.

The Company Secretary and Compliance Officer shall act as Secretary to the Audit Committee.

Nomination and Remuneration Committee

The members of the Nomination and Remuneration Committee are:

Name of the Directors	Designation	Designation in Committee
Venkat Krishnaswamy	Independent Director	Chairperson
Shalini Sarin	Independent Director	Member
Hari Gopalakrishnan	Non-Executive Non-Independent Director	Member

The Nomination and Remuneration Committee was constituted by our Board pursuant to a resolution dated June 24, 2024. The scope and functions of the Nomination and Remuneration Committee are in accordance with Section 178 of the Companies Act and Regulation 19 and Part D of Schedule II of the SEBI Listing Regulations and its terms of reference as stipulated pursuant to a resolution dated June 24, 2024 passed by our Board are set forth below:

The role of the Nomination and Remuneration Committee shall be as follows:

(a) Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees.

(b) For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may

i. use the services of an external agencies, if required;
ii. consider candidates from a wide range of backgrounds, having due regard to diversity; and
iii. consider the time commitments of the candidates;

The Nomination and Remuneration Committee, while formulating the above policy, should ensure that:

i. the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run our Company successfully;
ii. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
iii. remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

(c) Formulating criteria for evaluation of performance of independent directors and the Board;

(d) Devising a policy on diversity of Board;

(e) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal and shall specify the manner for effective evaluation of performance of the Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance. The Company shall disclose the remuneration policy and the evaluation criteria in its annual report;

(f) Extending or continuing the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;

(g) Recommending to the board, all remuneration, in whatever form, payable to senior management;

(h) Analysing, monitoring and reviewing various human resource and compensation matters, including the compensation strategy;

(i) Determining the Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;

(j) Recommending the remuneration, in whatever form, payable to non-executive directors and the senior management personnel and other staff (as deemed necessary);

(k) Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;

(l) Administering, monitoring and formulating detailed terms and conditions of the Employees Stock Option Scheme of the Company;

(m) Framing suitable policies and systems to ensure that there is no violation, as amended from time to time, of any securities laws or any other applicable laws in India or overseas, including:

(i) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended; and

(ii) The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, as amended;

(n) performing such other functions as may be delegated by the Board and/or prescribed under the SEBI Listing Regulations, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the Companies Act, each as amended or other applicable law, as and when applicable;

(o) Perform such functions as are required to be performed by the Compensation Committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations,

2021, as and when applicable.

(p) Administering the employee stock option scheme/plan approved by the Board and shareholders of the Company, as and when applicable, in accordance with the terms of such scheme/plan ("**ESOP Scheme**") including the following:

(i) Determining the eligibility of employees to participate under the ESOP Scheme;

(ii) Determining the quantum of option to be granted under the ESOP Scheme per employee and in aggregate;

(iii) Date of grant;

(iv) Determining the exercise price of the option under the ESOP Scheme;

(v) The conditions under which option may vest in employee and may lapse in case of termination of employment for misconduct;

(vi) The exercise period within which the employee should exercise the option and that option would lapse on failure to exercise the option within the exercise period;

(vii) The specified time period within which the employee shall exercise the vested option in the event of termination or resignation of an employee;

(viii) The right of an employee to exercise all the options vested in him at one time or at various points of time within the exercise period;

(ix) Re-pricing of the options which are not exercised, whether or not they have been vested if stock option rendered unattractive due to fall in the market price of the equity shares;

(x) The grant, vest and exercise of option in case of employees who are on long leave;

(xi) the vesting and exercise of option in case of grantee who has been transferred or whose services have been seconded to any other entity within the group at the instance of the Company;

(xii) Allow exercise of unvested options on such terms and conditions as it may deem fit;

(xiii) The procedure for cashless exercise of options;

(xiv) Forfeiture/ cancellation of options granted;

(xv) arranging to get the shares issued under the ESOP Scheme listed on the stock exchanges on which the equity shares of the Company are listed or maybe listed in future.

(xvi) Formulating and implementing the procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of corporate actions such as rights issues, bonus issues, merger, sale of division and others. In this regard following shall be taken into consideration:

- the number and the price of stock option shall be adjusted in a manner such that total value of the option to the employee remains the same after the corporate action;
- for this purpose, global best practices in this area including the procedures followed by the derivative markets in India and abroad may be considered; and
- the vesting period and the life of the option shall be left unaltered as far as possible to protect the rights of the employee who is granted such option.

(q) Construing and interpreting the employee stock option scheme/plan approved by the Board and shareholders of the Company in accordance with the terms of such scheme/plan ("**ESOP Scheme**") and any agreements defining the rights and obligations of the Company and eligible employees under the ESOP Scheme, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the ESOP Scheme;

(r) engaging the services of any consultant/professional or other agency for the purpose of recommending

compensation structure/policy; and

(s) Performing such other functions as may be necessary or appropriate for the performance of its duties.

The chairman of the Nomination and Remuneration Committee shall be present at general meetings of the Company, or in the absence of the chairman, any other member of the Nomination and Remuneration Committee authorised by the chairman in this behalf. At annual general meetings, the chairman shall be present to answer the shareholders' queries, provided however, that it would be up to the chairman to decide who should answer the queries

Stakeholders' Relationship Committee

The members of the Stakeholders' Relationship Committee are:

Name of the Directors	Designation	Designation in Committee
William Winkenwerder Jr.	Independent Director	Chairperson
Martin I. Cole	Non-Executive Non-Independent Director	Member
Ginger Dusek	Independent Director	Member

The Stakeholders' Relationship Committee was constituted pursuant to resolution of our Board dated June 24, 2024. The scope and functions of the Stakeholder Relationship Committee are in accordance with Section 178 of the Companies Act, 2013 and Regulation 20 and Part D of Schedule II of the SEBI Listing Regulations and its terms of reference as stipulated pursuant to a resolution June 24, 2024 passed by our Board are set forth below:

The powers of the Stakeholder Relationship Committee shall be as follows:

(a) Redressal of all security holders' and investors' grievances such as complaints related to transfer of shares, including non-receipt of share certificates and review of cases for refusal of transfer/transmission of shares and debentures, dematerialisation and re-materialisation of shares, non-receipt of balance sheet, non-receipt of declared dividends, non-receipt of annual reports, etc., assisting with quarterly reporting of such complaints and formulating procedures in line with statutory guidelines to ensure speedy disposal of various requests received from shareholders;

(b) Resolving the grievances of the security holders of the Company including complaints related to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.;

(c) Giving effect to all transfer/transmission of shares and debentures, dematerialisation of shares and re-materialisation of shares, split and issue of duplicate/consolidated share certificates, compliance with all the requirements related to shares, debentures and other securities from time to time;

(d) Reviewing the adherence to the service standards by the Company with respect to various services rendered by the registrar and transfer agent of our Company and to recommend measures for overall improvement in the quality of investor services;

(e) Review of measures taken for effective exercise of voting rights by shareholders;

(f) Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the registrar & share transfer agent;

(g) To approve allotment of shares, debentures or any other securities as per the authority conferred / to be conferred to the Committee by the Board of Directors from time to time;

(h) To approve requests for transfer, transposition, deletion, consolidation, sub-division, change of name, dematerialization, rematerialisation etc. of shares, debentures and other securities;

(i) To monitor and expedite the status and process of dematerialization and rematerialisation of shares, debentures and other securities of the Company; and

(j) Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

(k) performing such other functions as may be delegated by the Board and/or prescribed under the SEBI Listing Regulations and the Companies Act or other applicable law.

Risk Management Committee

The members of the Risk Management Committee are:

Name of the Directors	Designation	Designation in Committee
Anil Kumar Chanana	Independent Director	Chairperson
Ginger Dusek	Independent Director	Member
Martin I. Cole	Non-Executive Non-Independent Director	Member
William Winkenwerder Jr.	Independent Director	Member

The Risk Management Committee was constituted by our Board pursuant to a resolution dated June 24, 2024. The scope and functions of the Risk Management Committee are in accordance with the SEBI Listing Regulations and its terms of reference as stipulated pursuant to a resolution dated June 24, 2024 passed by our Board are set forth below:

(a) To formulate a detailed risk management policy covering risk across functions and plan integration through training and awareness programmes which shall include:

(i) A framework for identification of internal and external risks specifically faced by the listed entities, in particular including financial, operational, sectoral, sustainability (particularly environmental, social and governance related risks), information, cyber security risks or any other risk as may be determined by the Risk Management Committee;

(ii) Measures for risk mitigation including systems and processes for internal control of identified risks; and

(iii) Business continuity plan.

(b) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;

(c) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;

(d) To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;

(e) To set out risk assessment and minimization procedures and the procedures to inform the Board of the same;

(f) To frame, implement, review and monitor the risk management policy for the Company and such other functions, including cyber security;

(g) To review the status of the compliance, regulatory reviews and business practice reviews;

(h) To approve the process for risk identification and mitigation;

(i) To decide on risk tolerance and appetite levels, recognizing contingent risks, inherent and residual risks including for cyber security;

(j) To monitor the Company's compliance with the risk structure. Assess whether current exposure to the risks it faces is acceptable and that there is an effective remediation of non-compliance on an on-going basis;

(k) To approve major decisions affecting the risk profile or exposure and give appropriate directions;

(l) To consider the effectiveness of decision making process in crisis and emergency situations;

(m) To balance risks and opportunities;

(n) To generally, assist the Board in the execution of its responsibility for the governance of risk;

(o) To keep the Board informed about the nature and content of its discussions, recommendations and actions to be taken;

(p) The appointment, removal and terms of remuneration of the chief risk officer (if any) shall be subject to review by the Risk Management Committee;

(q) To review and assess the risk management system and policy of the Company from time to time and recommend for amendment or modification thereof;

(r) To implement and monitor policies and/or processes for ensuring cyber security;

(s) To review and recommend potential risk involved in any new business plans and processes;

(t) To review the Company's risk-reward performance to align with the Company's overall policy objectives;

(u) To monitor and review regular updates on business continuity;

(v) The Risk Management Committee shall have powers to seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary;

(w) The Risk Management Committee shall coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the board of directors;

(x) To advise the Board with regard to risk management decisions in relation to strategic and operational matters such as corporate strategy; and

(y) Performing such other activities as may be delegated by the Board or specified/ provided under the Companies Act, 2013 or by the SEBI Listing Regulations or statutorily prescribed under any other law or by any other regulatory authority.

The chairman of the Risk Management Committee shall be present at the Annual general meetings of the Company, or in the absence of the chairman, any other member of the Risk Management Committee authorised by the chairman in this behalf.

*Corporate Social Responsibility Committee ("**CSR Committee**")*

The members of CSR Committee are:

Name of the Directors	Designation	Designation in Committee
Shalini Sarin	Independent Director	Chairperson

Name of the Directors	Designation	Designation in Committee
Martin I. Cole	Non-Executive Non-Independent Director	Member
Ginger Dusek	Independent Director	Member

The corporate social responsibility committee was constituted by our Board pursuant to a resolution dated February 23, 2023 passed by our Board and last re-constituted on June 24, 2024. The scope and functions of the corporate social responsibility committee are in accordance with Section 135 of the Companies Act, 2013 and its terms of reference as stipulated pursuant to a resolution dated June 24 2024 passed by our Board are set forth below:

(a) To formulate and recommend to the Board, a Corporate Social Responsibility Policy stipulating, amongst others, the guiding principles for selection, implementation and monitoring the activities as well as formulation of the annual action plan which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act and the rules made thereunder and make any revisions therein as and when decided by the Board;

(b) To review and recommend the amount of expenditure to be incurred on the activities referred to in (a) and amount to be incurred for such expenditure shall be as per the applicable law;

(c) To identify corporate social responsibility policy partners and corporate social responsibility policy programmes;

(d) To review and recommend the amount of expenditure to be incurred for the corporate social responsibility activities and the distribution of the same to various corporate social responsibility programmes undertaken by the Company;

(e) To delegate responsibilities to the corporate social responsibility team and supervise proper execution of all delegated responsibilities;

(f) To review and monitor the Corporate Social Responsibility Policy of the company and its implementation from time to time, and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programmes;

(g) To do such other acts, deeds and things as may be required to comply with the applicable laws;

(h) To take note of the Compliances made by implementing agency (if any) appointed for the corporate social responsibility of the Company;

(i) The Corporate Social Responsibility Committee shall formulate and recommend to the Board, an annual action plan in pursuance of its corporate social responsibility policy, which shall include the following:

i. the list of corporate social responsibility projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Companies Act;

ii. the manner of execution of such projects or programmes as specified in the rules notified under the Companies Act;

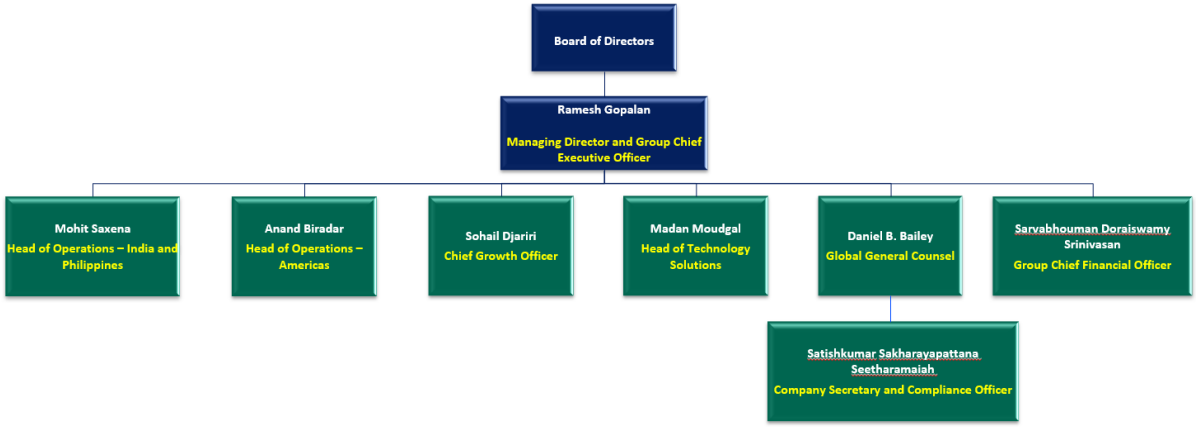
iii. the modalities of utilisation of funds and implementation schedules for the projects or programmes;

iv. monitoring and reporting mechanism for the projects or programmes; and

v. details of need and impact assessment, if any, for the projects undertaken by the Company; and

(j) To perform such other activities as may be delegated by the Board or specified/ provided under the Companies Act, 2013 or by the SEBI Listing Regulations or statutorily prescribed under any other law or by any other regulatory authority

Management Organisation Structure



Key Managerial Personnel of our Company

In addition to Ramesh Gopalan who is the Managing Director and Group CEO of our Company, whose details are provided in *"Our Management – Brief Biographies of our Directors"* on page 192, the details of the Key Managerial Personnel as of the date of this Draft Red Herring Prospectus are set forth below:

Sarvabhouman Doraiswamy Srinivasan is the Group Chief Financial Officer of our Company. He holds a bachelor's degree in commerce from the University of Madras and is also a fellow member of the Institute of Chartered Accountants of India. He was also awarded the certificate for final examination conducted by Institute of Cost and Works Accountants of India. He has been associated with our Company since January 6, 2022. He has more than 30 years of experience and was previously associated with Medi Assist India TPA as chief financial officer, prior to joining Hinduja Global Solutions Limited. He was paid a remuneration of ₹ 18.71 million in Fiscal 2024.

Satishkumar Sakharayapattana Seetharamaiah is the Company Secretary and Compliance Officer of our Company. He holds a bachelor's degree in law from Bangalore University and completed the final examination for the bachelors' degree in commerce from the University of Mysore, and he is an associate member of the Institute of Company Secretaries of India. He has also obtained a diploma in commercial practice from Department of Technical Education, Government of Karnataka. He has been associated with our Company since January 6, 2022. He has more than 23 years of experience and prior to joining our Company, he was associated with Hinduja Global Solutions, Biocon Limited, Himatsingka Seide Limited, Arjus Steels Limited, Mangalore Chemicals & Fertilizers Limited, ING Vysya Bank Limited, Centum Electronics Limited and BPL Group. He was paid a remuneration of ₹ 6.48 million in Fiscal 2024.

Senior Management Personnel of our Company

In addition to Sarvabhouman Doraiswamy Srinivasan, the Group Chief Financial Officer, and Satishkumar Sakharayapattana Seetharamaiah, the Company Secretary and Compliance Officer, of our Company, respectively, whose details are provided in "*Key Managerial Personnel*" on page 207, the details of our other Senior Management are set out below:

Daniel B. Bailey is the Global General Counsel and employed by our Subsidiary, Sagility LLC. He holds a bachelor's degree in business administration from Washburn University and a juris doctor degree from Washburn University School of Law of Topeka, Kansas. He has been associated with our Subsidiary, Sagility LLC since December 22, 2021. He has several years of experience as corporate attorney and was previously associated with AxisPoint Health LLC , CMH Services Subsidiary LLC and other organizations. He was paid a remuneration of ₹ 32.75 million in Fiscal 2024.

Madan Moudgal is the –Head of Technology Solutions and employed by our Subsidiary, Sagility Technologies LLC. He holds a bachelor's degree in science and master's degree in science from Bangalore University and master's degree in business administration from NYU Stern School of Business. He has been associated with our Subsidiary, Sagility Technologies LLC since December 2017. He has several years of experience in technology

product strategy and IT solutions and was previously associated with CareGain, and EDS Information Services LLC. He was paid a remuneration of ₹ 26.84 million in Fiscal 2024.

Anand Biradar is the Head of Operations - Americas and employed by our Subsidiary, Sagility (Jamaica) Limited. He holds a bachelor's degree in mechanical engineering from Bangalore University and post graduate certification in sales and marketing from Indian Institute of Management, Kozhikode. He also holds certification for attending General Management Program from Harvard Business School. He has been associated with our subsidiary since December 2021. He has several years of experience in business process management and was previously associated with Hinduja Global Solutions, Netscape Communications India Private Limited and America Online. He was paid a remuneration of ₹ 28.95 million in Fiscal 2024.

Mohit Saxena is the Head of Operations – India and Philippines and employed by our Company. He holds a bachelors' degree in commerce from the University of Allahabad and has passed examinations for master's degree in Management Studies from Narsee Monjee Institute of Management Studies. He has been associated with our Company since January 2022. He has several years of experience and was previously associated with Hinduja Global Solutions and NetAmbit Infosource. He was paid a remuneration of ₹ 18.44 million in Fiscal 2024.

Sohail Djariri is the Chief Growth Officer and employed by our Subsidiary, Sagility LLC. He holds a bachelor's degree in business administration from Western Michigan University. He has been associated with our subsidiary since July 18, 2022. He has several years of experience in sales and business development and was previously associated with Cognizant. Sohail was awarded with Sales Excellence Award for 2010 by Cognizant for outstanding contribution to growth and development of the organisation. He was paid a remuneration of ₹ 33.08 million in Fiscal 2024.

Status of Key Managerial Personnel and Senior Management Personnel

All the Key Managerial Personnel and Senior Management Personnel are permanent employees of our Company.

Relationship between our Key Managerial Personnel and Senior Management Personnel and Directors

None of our Key Managerial Personnel and Senior Management Personnel are related to each other or to our Directors.

Shareholding of Key Managerial Personnel and Senior Management Personnel

Except as disclosed in "– *Shareholding of our Directors in our Company*" on page 195, and "*Capital Structure – Share capital history of our Company*" on page 81, none of our Key Managerial Personnel and Senior Management Personnel hold any Equity Shares in our Company.

Bonus or Profit Sharing Plan of our Key Managerial Personnel and Senior Management Personnel

Except as disclosed in "- *Terms of appointment of our Directors*" on page 193, none of our Key Managerial Personnel or Senior Management Personnel are entitled to any bonus (excluding performance linked incentive from the Company which is part of their remuneration) or profit-sharing plans of our Company. However, certain Key Managerial Personnels are eligible to get certain incentive awards from our Promoter. For further details, see – "*History and Certain Corporate Matters - Agreements with Key Managerial Personnel, Senior Management Personnel, Director, Promoters or any other employee – Incentive Unit Award Plan"* on page 181.

Arrangement or Understanding with Major Shareholders, Customers, Suppliers or Others

There are no arrangements or understanding with major shareholders, customers, suppliers or others, pursuant to which any of our Key Managerial Personnel and Senior Management Personnel were selected as members of our management. For details, see "*History and Certain Corporate Matters - Agreements with Key Managerial Personnel, Senior Management Personnel, Director, Promoters or any other employee*" on page 181.

Interest of Key Managerial Personnel and Senior Management Personnel

None of our Key Managerial Personnel and Senior Management Personnel have any interest in our Company, other than to the extent of (i) the remuneration or benefits to which they are entitled in accordance with the terms of their appointment or reimbursement of expenses incurred by them during the ordinary course of business.

None of our Key Managerial Personnel and Senior Management Personnel have been paid any consideration of any nature by our Company other than remuneration in the ordinary course of their employment.

Other than as disclosed in "*Terms of appointment of our Directors*", "*Key Managerial Personnel of our Company" and "Senior Management Personnel of our Company"* on pages 193, 207, and 207, our Company has not paid any compensation or granted any benefit to any of our Key Managerial Personnel and Senior Management Personnel (including contingent or deferred compensation) in all capacities in the Fiscal Year 2024. Further, there is no deferred or contingent compensation payable to any of our Key Managerial Personnel and Senior Management Personnel for the Fiscal Year 2024.

Changes in the Key Managerial Personnel and Senior Management Personnel during the Last Three Years

The changes in our Key Managerial Personnel and Senior Management Personnel in the immediately preceding three years are set forth below:

Name	Designation	Date of Change	Reason for Change
Ramesh Gopalan	Group Chief Executive Officer	January 6, 2022	Appointment, pursuant to transfer of employment from Hinduja Global Solutions Limited
Sarvabhouman Doraiswamy Srinivasan	Group Chief Financial Officer	January 6, 2022	Appointment, pursuant to transfer of employment from Hinduja Global Solutions Limited
Satishkumar Sakharayapattana Seetharamaiah	Company Secretary	January 6, 2022	Appointment, pursuant to transfer of employment from Hinduja Global Solutions Limited
Daniel B. Bailey	Global General Counsel	December 22, 2021	Appointment, pursuant to transfer of employment from Hinduja Global Solutions, Inc.
Anand Biradar	Head of Operations - Americas	January 6, 2022	Appointment, pursuant to transfer of employment from Betaine (Jamaica) Limited
Mohit Saxena	Head of Operations – India and Philippines	January 6, 2022	Appointment, pursuant to transfer of employment from Hinduja Global Solutions Limited
Sohail Djariri	Chief Growth Officer	July 18, 2022	Appointed as Chief Growth Officer with Sagility LLC
Satishkumar Sakharayapattana Seetharamaiah	Compliance Officer	June 24, 2024	Appointed as Compliance Officer

The rate of attrition of our Key Managerial Personnel and Senior Management Personnel is not high in comparison to the industry in which we operate.

Payment or Benefit to Key Managerial Personnel and Senior Management Personnel

No amount or benefit has been paid or given within the preceding two years or is intended to be paid or given to any officers of our Company, including our Key Managerial Personnel and Senior Management Personnel, other than normal remuneration, for services rendered as officers of our Company and other than as disclosed in "*Other Financial Information –Related Party Transactions*" on page 222 and as provided below:

Sagility Employees' Gratuity Trust

Our Company has established Berkmeer Employees' Gratuity Trust (*currently , "Sagility Employees' Gratuity Trust"*) ("**Trust Fund**") through deed of trust dated February 4, 2022 ("**Trust Deed**"). The purpose of the Trust Fund is to provide benefits to all the eligible employees in case of retirement, separation, death or permanent disablement. Under the Trust Deed and its corresponding rules, all the employees between the age of eighteen to fifty-eight years shall be considered eligible members of the Trust Fund ("**Eligible Members**"). The contribution in relation to the Trust Fund are to be made by the Company in accordance with terms of the Trust Deed. The trustees shall be responsible on behalf of the Company to ensure benefits are provided as per the term of the Trust Deed. The trustees are empowered to enter into group gratuity scheme with third-party insurers to provide benefits for the Eligible Members. The Trust Fund has obtained necessary approvals from the Commissioner of Income Tax (Exemptions), Bengaluru for a period of three year with effect from May 23, 2022.

Other than statutory benefits upon termination of their employment in our Company on retirement, none of our Key Managerial Personnel and Senior Management Personnel has entered into a service contract with our Company pursuant to which they are entitled to any benefits upon termination of employment.

Contingent and deferred compensation payable to our Key Managerial Personnel and Senior Management Personnel

There is no contingent or deferred compensation payable to any of our Key Managerial Personnel and Senior Management Personnel which accrued in Fiscal 2024.

Employee Stock Option/Purchase Schemes

Our Company has not issued or granted any employee stock options, as on the date of this Draft Red Herring Prospectus.

OUR PROMOTERS AND PROMOTER GROUP

The Promoters of our Company are Sagility B.V. and Sagility Holdings B.V. As on the date of this Draft Red Herring Prospectus, our Promoters holds an aggregate of 4,681,328,413[*] Equity Shares of face value of ₹ 10 each representing 100% of our issued, subscribed and paid up Equity Share capital of our Company.

For details of the build-up of our Promoters' shareholding in our Company, see "*Capital Structure- Shareholding of our Promoters and Promoter Group*" on page 86.

[*]Six Equity Shares of face value of ₹ 10 each are held by Siby Joy, Anand Natampalli, Sivarama Rambhatla, Krithika Srivats, Srikanth Laksminarayan, and Benedict Richard as the registered holders on behalf of Sagility B.V., who is the beneficial owner of these Equity Shares.

1. Sagility B.V.

Corporate Information

Sagility B.V. was originally incorporated as 'Betaine B.V.' on June 8, 2020, as a private limited liability company under Dutch law, having its official seat in Amsterdam, the Netherlands and was registered with the Dutch trade register under number 78240557. Subsequently, the name was changed from 'Betaine B.V.' to 'Sagility B.V.' pursuant to amendment to articles of association executed on October 18, 2023. Its registered office is located at Herikerbergweg 88, 1101CM, Amsterdam, Netherlands.

Sagility B.V. is primarily engaged in investment activities, including but not limited to private equity investments. Sagility B.V. is an affiliate of EQT Private Capital Asia.

EQT Private Capital Asia has been supporting companies through its investment platform for 27 years. Formed following BPEA's combination with EQT, EQT has investment professionals globally, including across Asia and Europe. EQT is a purpose-driven global investment organization with EUR 242 billion in total assets under management (EUR 130 billion in fee-generating AUM) and more than 1,800 employees based in offices across 20 countries.

EQT Private Capital Asia deploys capital in various companies through its investment platforms specifically set-up for this purpose and pools capital from investors for this purpose. It invests from two complementary fund strategies, both of which seek control and co-control equity investments from small to large-cap buyouts with equity checks of USD 50 million to over USD 1 billion. Over the past 27 years, EQT Private Capital Asia has deployed more than USD 27 billion in equity across 140 investments, through its various investment platforms, and today, the current portfolio employs more than 400,000 people.

There has been no change to the primary business activities undertaken by Sagility B.V., i.e. the investment activities undertaken by them.

Board of Directors

As on the date of the Draft Red Herring Prospectus, the Board of Directors of Sagility B.V. comprises the following directors:

Sr. No.	Name of the Director
1.	Ezekiel Daniel Arlin
2.	Ronald Posthumus
3.	Tim Bogaards
4.	Johannes Louis Rothuizen
5.	Stefan Mathias Jacob van Oorschot
6.	Adriana Petra Weij
7.	Vistra Management Services (Netherlands) B.V.

Capital Structure and Shareholding pattern of Sagility B.V.

As on the date of this Draft Red Herring Prospectus, Sagility Holdings B.V. holds 100% of the shareholding in Sagility B.V.

Details of change in control of Sagility B.V.

There has been no change in the control of Sagility B.V. in the last three years preceding the date of this Draft Red Herring Prospectus.

Our Company confirms that the bank account number(s) and corporate registration number of Sagility B.V., will be submitted to the Stock Exchanges at the time of filing this Draft Red Herring Prospectus.

Promoters of Sagility B.V.

The promoter of Sagility B.V. is Sagility Holdings B.V., which is also identified as a promoter of our Company. For details, see "-*Sagility Holdings B.V.*, on page 212.

2. Sagility Holdings B.V.

Corporate Information

Sagility Holdings B.V. was originally incorporated as Betaine Holdings B.V. on June 8, 2020, as a private limited liability company under the Dutch law, having its official seat in Amsterdam, the Netherlands and was registered with the Dutch trade register under number 78240395. Subsequently, the name was changed from 'Betaine Holdings B.V. to 'Sagility Holdings B.V.' pursuant to amendment to articles of association executed on October 18, 2023. Its registered office is located at Herikerbergweg 88, 1101CM, Amsterdam, Netherlands.

Sagility Holdings B.V. is primarily engaged in investment activities, including but not limited to private equity investments.

There has been no change to the primary business activities undertaken by Sagility Holdings B.V, i.e. the investment activities undertaken by them.

Board of Directors

As on the date of the Draft Red Herring Prospectus, the Board of Directors of Sagility Holdings B.V. comprises of the following directors:

Sr. No.	Name of the Director
1.	Ezekiel Daniel Arlin
2.	Ronald Posthumus
3.	Tim Bogaards
4.	Johannes Louis Rothuizen
5.	Stefan Mathias Jacob van Oorschot
6.	Adriana Petra Weij
7.	Vistra Management Services (Netherlands) B.V.

Capital Structure and Shareholding pattern of Sagility Holdings B.V.

As on the date of this Draft Red Herring Prospectus, Sagility Mezz B.V. holds 100% of the shareholding in Sagility Holdings B.V.

Details of change in control of Sagility Holdings B.V.

There has been no change in the control of Sagility Holdings B.V. in the last three years preceding the date of this Draft Red Herring Prospectus.

Our Company confirms that the bank account number(s) and corporate registration number of Sagility Holdings B.V., will be submitted to the Stock Exchanges at the time of filing this Draft Red Herring Prospectus.

Promoter of Sagility Holdings B.V.

The promoter of Sagility Holdings B.V. is Sagility Mezz B.V.

Sagility Mezz B.V.

Sagility Mezz B.V. was originally incorporated as Betaine Mezz B.V. on September 1, 2021, as a private limited liability company under the Dutch law, having its official seat in Amsterdam, the Netherlands and was registered with the Dutch trade register under number 83815457. Subsequently, the name was changes from 'Betaine Mezz B.V.' to 'Sagility Mezz B.V' pursuant to amendment to articles of association executed on October 18, 2023. Its registered office is located at Herikerbergweg 88, 1101 CM, Amsterdam.

Sagility Mezz B.V. is engaged in investment activities, including but not limited to private equity investments.

Sagility Mezz B.V. does not hold any Equity Shares in our Company. However, through its association with Promoters, (wherein its holds 100% shareholding in Sagility Holdings B.V. which in turn holds 100% shareholding in Sagility B.V which in turn holds 100% shareholding (*including through nominees*) in our Company)., it indirectly controls 100% of the voting rights our Company.

As on the date of the Draft Red Herring Prospectus, the Board of Directors of Sagility Mezz B.V. comprises of the following directors:

Sr. No.	Name of the Director
1.	Ezekiel Daniel Arlin
2.	Ronald Posthumus
3.	Tim Bogaards
4.	Johannes Louis Rothuizen
5.	Stefan Mathias Jacob van Oorschot
6.	Adriana Petra Weij
7.	Vistra Management Services (Netherlands) B.V.

EQT AB (publ), is a Swedish public limited liability company listed on NASDAQ Stockholm (the regulated market operated by NASDAQ Stockholm AB). EQT AB indirectly holds 100% shareholding in BPEA Private Equity GP VIII Limited and BPEA Private Equity GP VIII Sarl, which indirectly controls 100% shares in Sagility Mezz B.V. Further, as on the date of this Draft Red Herring Prospectus, no single shareholder holds more than 15% of the voting rights in EQT AB.

Additionally, no natural person holds more than 15% of the voting rights in Sagility Mezz B.V.

Changes in management and control of our Company

There has been no change in control of our Company since the date of incorporation. Prior to March 26, 2024 the promoters of our Company were Sagility B.V. and Sagility Philippines B.V.

Interests of Promoters in our Company

Our Promoter, Sagility B.V. is interested in our Company to the extent of its shareholding in and control over our Company, dividend payable on such shareholding and other distribution in respect of its Equity Shares, if any. Similarly, our Promoter, Sagility Holdings B.V. is interested in our Company to the extent of its indirect shareholding and control over our Company. For details on shareholding of our Promoters in our Company, see "*Capital Structure*" on page 81.

Our Promoters are also interested in our Company to the extent of the unsecured loans extended by our Promoters to our Company. For further details, see "*Financial Indebtedness – Key terms of our borrowings from our Promoter"* on 257.

Other than as disclosed in "*Other Financial Information - Related Party Transactions*" on page 222 and except as disclosed herein above, our Company has not entered into any contract, agreements or arrangements during the two years immediately preceding the date of this Draft Red Herring Prospectus and does not propose to enter into any such contract in which our Promoters are directly or indirectly interested and no payment have been made to them in respect of the contracts, agreements or arrangements which are proposed to be made.

Our Promoters are not interested in any property acquired by our Company since its incorporation from the date of filing this Draft Red Herring Prospectus with SEBI or proposed to be acquired by our Company as on the date of this Draft Red Herring Prospectus or in any transaction by our Company for acquisition of land, construction of building and supply of machinery.

No sum has been paid or agreed to be paid by our Company, to our Promoters or to such firm or company in cash or shares wherein our Promoters are interested as member, or promoter or otherwise as an inducement by any person for services rendered by the Promoters or by such firm or company in connection with the promotion or formation of our Company.

Payment or Benefits to Promoters or Promoter Group

Except as stated above, and otherwise as disclosed in the section "*Other Financial Information - Related Party Transactions*" on page 222 there has been no payment or benefits given or paid by our Company to our Promoters and members of our Promoter Group during the two years prior to the filing of this Draft Red Herring Prospectus nor there is any intention to pay or give any benefit to our Promoters or Promoter Group as on the date of this Draft Red Herring Prospectus.

Companies with which our Promoters have disassociated in the last three years

Our Promoters have not disassociated themselves from any companies or firms during the last three years preceding the date of this Draft Red Herring Prospectus.

Material guarantees given by our Promoters

There are no material guarantees given by our Promoter to third parties, with respect to the Equity Shares of our Company.

Other confirmations

Our Promoters and members of our Promoter Group have not been declared as Wilful Defaulters or Fraudulent Borrowers.

Our Promoters and members of our Promoter Group have not been debarred from accessing the capital market for any reasons by SEBI or any other regulatory or governmental authorities.

Our Promoters are not and have never been a promoter of any other company which is debarred from accessing capital markets.

Our Promoter Group

Apart from our Promoters and Subsidiaries, the entities forming part of our Promoter Group are as follows:

Sr. No.	Name of the entity	Promoter group relation
1.	Sagility Mezz B.V.	Holding company of our Promoter/ body corporate which holds 20% or more of the equity share capital of our Corporate Promoter

OUR GROUP COMPANY

In accordance with the SEBI ICDR Regulations, "group companies" shall include (i) such companies (other than Promoters and Subsidiaries) with which there were related party transactions during the period for which Restated Consolidated Financial Information have been disclosed in this Draft Red Herring Prospectus, as covered under Ind AS 24; and (ii) any other companies which are considered material by our Board. In respect of item (ii) above, our Board in its meeting held on June 24, 2024, has considered and adopted the Materiality Policy, inter alia, for identification of companies that shall be considered material and shall be disclosed as a group company in the Draft Red Herring Prospectus.

In terms of the Materiality Policy, a company (other than Promoters and Subsidiaries) shall be considered 'material' to be disclosed as a 'Group Company' in the Offer Documents if a company is (i) a member of the Promoter Group in terms of Regulation 2(1)(pp) of SEBI ICDR Regulations, and has entered into one or more transactions with our Company (on a consolidated basis) in the most recent financial year and/ or the relevant stub period (covered in the Restated Consolidated Financial Information included in the Offer Documents) that cumulatively exceed 10.00% of the total consolidated revenue of our Company, as per the Restated Consolidated Financial Information of our Company for the most recent financial year and/ or the relevant stub period.

Accordingly, based on the parameters outlined above, as on the date of this Draft Red Herring Prospectus, our Board has identified one[*] Group Company, i.e., Sagility Parent B.V.

[*]*While as stated in "Restated Consolidated Financial Information – Note 36: Related party disclosures", there are related party transactions with Baring Private Equity Asia Group Limited ("**BPEA**") as well. However, BPEA has been liquidated with effect from November 21, 2022 and currently is no longer in existence.*

In accordance with the SEBI ICDR Regulations, certain financial information in relation to our Group Company for the previous three financial years, extracted from their respective financial statements, are required to be hosted on the websites of the respective Group Company.

Our Company is providing a link to the aforementioned website solely to comply with the requirements specified under the SEBI ICDR Regulations. Such financial information of our Group Company and other information provided on the website does not constitute a part of this Draft Red Herring Prospectus. Such information should not be considered as part of information that any investor should consider before making any investment decision.

None of our Company, the BRLMs or any of our Company's or the BRLMs' respective directors, employees, affiliates, associates, advisors, agents or representatives have verified the information available on the website indicated below.

Details of our Group Company

The details of our Group Company are provided below:

1. *Sagility Parent B.V.*

Registered Office

The registered office of Sagility Parent B.V. is situated at Herikerbergweg 88, 1101 CM Amsterdam, the Netherlands.

Nature of Activities

Sagility Parent B.V. is engaged in the business of investment holding activities.

Financial information

In accordance with the SEBI ICDR Regulations, the details of the reserves (excluding revaluation reserves), sales, profit/(loss) after tax, basic earnings per share, diluted earnings per share and net asset value per share derived from the unaudited standalone financial statements of Sagility Parent B.V., for Sagility Parent B.V.'s financial year ended December 31, 2022 (being Sagility Parent B.V.'s first financial year) [*] are available on the website of our Company at https://sagilityhealth.com/investor-relations/.Sagility Parent B.V. is not

required to have audited financial statements. The Sagility Parent B.V. financial statements for the period ended December 31, 2023 are not yet finalized.

Nature and extent of interest of our Group Company

In the promotion of our Company

Our Group Company has no interest in the promotion of our Company.

In the properties acquired by our Company in the past three years before filing this Draft Red Herring Prospectus or proposed to be acquired by our Company

Our Group Company is not interested in the properties acquired by our Company in the three years preceding the filing of this Draft Red Herring Prospectus or proposed to be acquired by our Company.

In transactions for acquisition of land, construction of building and supply of machinery, etc.

Our Group Company is not interested in any transactions for acquisition of land, construction of building or supply of machinery, etc.

Common pursuits among the Group Company and our Company

There are no common pursuits amongst our Group Company and our Company.

Related business transactions within our Group Company and significance on the financial performance of our Company

Except as disclosed in "*Restated Consolidated Financial Information – Note 36: Related party disclosures*" on page 218, there are no related business transactions with the Group Company that impact financial performance of our Company.

Litigation

As on the date of this Draft Red Herring Prospectus, there is no pending litigation involving our Group Company which will have a material impact on our Company.

Business interest of our Group Company

Except in the ordinary course of business and as stated in "*Restated Consolidated Financial Information – Note 36: Related party disclosures*" on page 218, our Group Company has no business interest in our Company.

Confirmations

Our Group Company's securities are not listed on a stock exchange. Further, our Group Company has not made any public or rights issue (as defined under the SEBI ICDR Regulations) of securities in the three years preceding the date of this Draft Red Herring Prospectus.

DIVIDEND POLICY

The declaration and payment of dividends, if any, will be recommended by our Board and approved by our Shareholders at their discretion, subject to the provisions of our Articles of Association and the applicable laws including the Companies Act together with the applicable rules issued thereunder. We may retain all our future earnings, if any, for use in the operations and expansion of our business. Our Company has adopted a formal policy on dividend distribution. ("**Dividend Policy**") pursuant to a resolution of the Board dated June 24, 2024. Our Company will endeavour to distribute a significant portion of our free cash flow as dividend, but this will be dependent on a number of internal factors, including but not limited to our Company's financial commitment with respect to growth, acquisition of new businesses, outstanding borrowings and provisioning for financial implications arising out of unforeseen events or contingencies. In addition, the dividend will also depend on a number of external factors such as state of domestic and global economy, competition or client related risks, market conditions, dividend policy of competitors and industry outlook for future years. Our Company may also, from time to time, pay interim dividends. Our past practices with respect to the declaration of dividends are not necessarily indicative of our future dividend declaration**.**

No dividends have been declared and paid by the Company on the Equity Shares as per the Restated Consolidated Financial Information and till the date of filing of this Draft Red Herring Prospectus.

SECTION V – FINANCIAL INFORMATION

RESTATED CONSOLIDATED FINANCIAL INFORMATION

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B S R & Co. LLP
Chartered Accountants

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No. 13/2, Off Intermediate Ring Road
Bengaluru – 560 071, India
Telephone + 91 80 4682 3000
Fax + 91 80 4682 3999

INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED CONSOLIDATED FINANCIAL INFORMATION

The Board of Directors
Sagility India Limited
(formerly known as Sagility India Private Limited and prior to that, Berkmeer India Private Limited)
AMR Tech Park 2A, 1st Floor, No 23 & 24,
Hosur Main Road, Bangalore - 560068,
Karnataka

Dear Sirs,

1. We, B S R & Co. LLP, Chartered Accountants ("we" or "us" or "B S R") have examined the attached Restated Consolidated Financial Information of **Sagility India Limited (*formerly known as Sagility India Private Limited and prior to that, Berkmeer India Private Limited*)** (the **"Company"** or the **"Issuer"**) and its subsidiaries (the Company and its subsidiaries together referred to as the **"Group"**) comprising the Restated Consolidated Statement of Assets and Liabilities as at 31 March 2024, 31 March 2023 and 31 March 2022, the Restated Consolidated Statement of Profit and Loss (including other comprehensive income), the Restated Consolidated Statement of Changes in Equity the Restated Consolidated Statement of Cash Flows for the year ended 31 March 2024, 31 March 2023 and for the period from 28 July 2021 to 31 March 2022, the Summary Statement of Material Accounting Policies, and other explanatory information (collectively, the **"Restated Consolidated Financial Information"**), as approved by the Board of Directors of the Company at their meeting held on 25 June 2024, for the purpose of inclusion in the Draft Red Herring Prospectus ("DRHP") prepared by the Company in connection with its proposed Initial Public Offer of equity shares ("IPO") prepared in terms of the requirements of:

    a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act");

    b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**ICDR Regulations**"); and

    c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("**ICAI**"), as amended from time to time (the "Guidance Note").

2. The Company's Management and Board of Directors are responsible for the preparation of the Restated Consolidated Financial Information for the purpose of inclusion in the DRHP to be filed with Securities and Exchange Board of India ("**SEBI**"), BSE Limited and National Stock Exchange of India Limited where the equity shares of the Company are proposed to be listed ("**Stock Exchanges**") in connection with the proposed IPO. The Restated Consolidated Financial Information has been prepared by the management of the Company on the basis of preparation stated in note 2.1 of Annexure V to the Restated Consolidated Financial Information.

The responsibility of the respective Board of Directors of the Companies included in the Group includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Consolidated Financial Information. The respective Board of Directors are also responsible for identifying and ensuring that the Group complies with the Act, ICDR Regulations and the Guidance Note.

3. We have examined such Restated Consolidated Financial Information taking into consideration:

   a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated 2 April 2024 in connection with the proposed IPO of equity shares of the Company;

   b) The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;

   c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Consolidated Financial Information; and

   d) The requirements of Section 26 of the Act and the ICDR Regulations.

   Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.

4. These Restated Consolidated Financial Information have been compiled by the management from:

   a) Audited consolidated financial statements of the Group as at and for the year ended 31 March 2024, prepared in accordance with the Indian Accounting Standards (referred to as "**Ind AS**") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on 24 June 2024.

   b) Audited financial statements of the Company as at and for the year ended 31 March 2023 prepared in accordance with Ind AS as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on 19 September 2023. As explained in note 44(B) of Annexure VI to the Restated Consolidated Financial Information, during the year ended 31 March 2024, the Company acquired certain entities in a common control transaction. Pursuant to the requirements of Appendix C to Ind AS 103 – Business Combinations, prior periods have been restated. Accordingly, while preparing the Restated Consolidated Financial Information, the financial information as at and for the year ended 31 March 2023 has also been restated and prepared on consolidated basis.

   c) Audited financial statements of the Company as at 31 March 2022 and for the period from 28 July 2021 to 31 March 2022, prepared in accordance with Ind AS as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles

generally accepted in India, which have been approved by the Board of Directors at their meeting held on 19 October 2022. As explained in note 44(B) of Annexure VI to the Restated Consolidated Financial Information, during the year ended 31 March 2024, the Company acquired certain entities in a common control transaction. Pursuant to the requirements of Appendix C to Ind AS 103 – Business Combinations, prior periods have been restated. Accordingly, while preparing the Restated Consolidated Financial Information, the financial information as at 31 March 2022 and for the period from 28 July 2021 to 31 March 2022 has also been restated and prepared on consolidated basis.

5. For the purpose of our examination, we have relied on:

a) Auditor's report issued by us dated 25 June 2024 on the consolidated financial statements of the Group as at and for the year ended 31 March 2024 as referred in Paragraph 4 (a) above. The auditor's report on the consolidated financial statements of the Group as at and for the year ended 31 March 2024 included the following paragraphs in relation to reporting on other legal and regulatory requirements:

i. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books, except that the back-up of one of the applications which forms part of the 'books of account and other relevant books and papers in electronic mode' for the period from 1 January 2024 to 31 March 2024 has not been maintained on the servers physically located in India.

ii. The reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is applicable from 1 April 2023.

Based on our examination which included test checks, except for the instances mentioned below, the Company has used accounting softwares for maintaining its books of account, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective software:

- For the period from 1 April 2023 to 31 December 2023, the Company has used an accounting software for maintaining its books of account, however, the feature of recording audit trail (edit log) facility has not been enabled.
- In the absence of an independent auditor's report in relation to controls at the service organisation for accounting software relating to the procure to pay process for the period from 1 April 2023 to 31 December 2023, which is operated by a third-party software service provider, we are unable to comment whether audit trail feature at the database level of the said software was enabled to log any direct data changes and operated throughout the period from 1 April 2023 to 31 December 2023 for all relevant transactions recorded in the software.
- In the absence of an independent auditor's report in relation to controls at the service organisation for accounting software relating to the general ledger and all related processes for the period from

1 January 2024 to 31 March 2024, which is operated by a third-party software service provider, we are unable to comment whether audit trail feature at the database level of the said software was enabled to log any direct data changes and operated throughout the period from 1 January 2024 to 31 March 2024 for all relevant transactions recorded in the software.

Further, where audit trail (edit log) facility was enabled and operated throughout the year for the respective accounting softwares, we did not come across any instance of the audit trail feature being tampered with.

b) Auditor's report issued by us dated 19 September 2023 on the Ind AS financial statements of the Company as at and for the year ended 31 March 2023 as referred in Paragraph 4 (b) above.

c) Auditor's report issued by us dated 19 October 2022 on the Ind AS financial statements of the Company as at 31 March 2022 and for the period from 28 July 2021 to 31 March 2022, referred in Paragraph 4 (c) above

6. Based on our examination and according to the information and explanations given to us, we report that the Restated Consolidated Financial Information:

   a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors, regrouping/reclassifications and adjustments for business combinations under common control as detailed in note 44(B) of Annexure VI to the Restated Consolidated Financial Information retrospectively in the financial years ended 31 March 2024, 31 March 2023 and for the period from 28 July 2021 to 31 March 2022 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the year ended 31 March 2024;

   b) does not contain any qualifications requiring adjustments; and

   c) have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.

7. We have not audited any financial statements of the Group as of any date or for any period subsequent to 31 March 2024. Accordingly, we express no opinion on the financial position, results of operations, cash flows and statement of changes in equity of the Group as of any date or for any period subsequent to 31 March 2024.

8. The Restated Consolidated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the audited consolidated financial statements mentioned in paragraphs 4 and 5 above.

9. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

10. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

11. Our report is intended solely for use of the Board of Directors for inclusion in the DRHP to be filed with Securities and Exchange Board of India, the Stock Exchanges

and Registrar of Companies, Karnataka in connection with the proposed IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration Number: 101248W/W-100022

Hemanth Bhasin
Partner
Membership Number: 235040
UDIN : 24235040BKHUDT3966

Place of Signature: Bengaluru
Date: 25 June 2024

Sagility India Limited (formerly known as Sagility India Private Limited and prior to that Berkmeer India Private Limited)
CIN - U72900KA2021PLC150054
Annexure I - Restated Consolidated Statement of Assets and Liabilities
(All amounts are in Indian Rupees millions, unless otherwise stated)

Particulars	Annexure VI Note	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
ASSETS				
Non-current assets				
Property, plant and equipment	4	3,831.82	2,954.71	2,652.70
Capital-work-in-progress	4	57.02	3.06	53.54
Right-of-use assets	5	5,665.05	5,294.83	5,524.99
Goodwill	6	57,095.91	54,597.63	52,182.78
Other intangible assets	7	20,078.47	23,221.44	25,848.29
Financial assets				
- Other financial assets	8	475.52	372.56	356.09
Deferred tax assets (net)	33	1,353.65	614.27	112.51
Other tax assets (net)	9	740.59	571.48	87.02
Other non-current assets	10	144.70	340.56	80.64
Total Non-current assets		**89,442.73**	**87,970.54**	**86,898.56**
Current assets				
Financial assets				
- Trade receivables	11	11,813.36	10,685.84	9,262.01
- Cash and cash equivalents	12	3,441.26	5,852.87	3,738.01
- Other financial assets	13	351.64	268.69	415.10
Other current assets	14	1,592.97	1,126.82	649.12
Total Current assets		**17,199.23**	**17,934.22**	**14,064.24**
Total Assets		**106,641.96**	**105,904.76**	**100,962.80**
EQUITY AND LIABILITIES				
Equity				
Equity share capital	15	42,852.82	19,186.72	19,186.72
Other equity				
a) Shares pending issuance	16	-	66,979.09	66,979.09
b) Securities premium	16	43,241.02	-	-
c) Common control adjustment deficit account	16	(28,186.58)	(28,218.44)	(46,254.57)
d) Other components of equity	16	6,524.02	4,119.33	354.92
Total Equity		**64,431.28**	**62,066.70**	**40,266.16**
Liabilities				
Non-current liabilities				
Financial liabilities				
- Borrowings	17	16,647.00	23,236.98	41,842.19
- Lease liabilities	18	4,713.51	4,345.66	4,593.11
- Other financial liabilities	19	141.51	55.97	-
Provision for employee benefit obligations	20	1,477.07	1,033.05	801.41
Deferred tax liabilities (net)	33	4,710.41	4,601.98	4,610.31
Total Non-current liabilities		**27,689.50**	**33,273.64**	**51,847.02**
Current liabilities				
Financial liabilities				
- Borrowings	17	2,688.18	242.44	550.13
- Lease liabilities	18	1,268.43	1,133.35	892.36
- Trade payables	21			
Total outstanding dues to micro enterprises and small enterprises ;		173.62	0.03	27.01
Total outstanding dues to creditors other than micro enterprises and small enterprises		2,419.40	2,134.64	1,122.47
- Other financial liabilities	22	6,445.07	5,686.67	5,158.08
Contract liabilities	23	235.87	106.21	109.59
Other current liabilities	24	462.77	394.23	261.75
Provision for employee benefit obligations	25	673.08	727.41	626.64
Current tax liabilities (net)	26	154.76	139.44	101.59
Total Current liabilities		**14,521.18**	**10,564.42**	**8,849.62**
Total Liabilities		**42,210.68**	**43,838.06**	**60,696.64**
Total Equity and Liabilities		**106,641.96**	**105,904.76**	**100,962.80**

The above Annexure should be read with the basis of preparation and material accounting policies appearing in Annexure V, Notes to the Restated Consolidated Financial Information appearing in Annexure VI and Statement of Adjustments to the Restated Consolidated Financial Information appearing in Annexure VII.

As per our report of even date

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

Firm registration number: 101248W/W-100022

Hemanth Bhasin
Partner

Membership No: 235040

Place: Bengaluru
Date: 25 June 2024

for **and on behalf of the Board of Directors of**
Sagility India Limited (formerly known as Sagility India Private Limited and prior to that Berkmeer India Private Limited)

Anil Kumar Chanana
Director

DIN-00466197

Ramesh Gopalan
Managing Director and Group Chief Executive Officer

DIN-00636524

Sarvabhouman Doraiswamy Srinivasan
Group Chief Financial Officer

Satishkumar Sakharayapattana Seetharamaiah
Company Secretary and Compliance Officer
ACS16008

Place: Bengaluru
Date: 25 June 2024

Sagility India Limited (formerly known as Sagility India Private Limited and prior to that Berkmeer India Private Limited)
CIN - U72900KA2021PLC150054
Annexure II - Restated Consolidated Statement of Profit and Loss
(All amounts are in Indian Rupees millions, unless otherwise stated)

Particulars	Annexure VI Note	For the year ended 31 March 2024	For the year ended 31 March 2023	For the period from 28 July 2021 to 31 March 2022
Income				
Revenue from operations	27	47,535.57	42,184.08	9,234.07
Other income	28	279.47	176.52	209.87
Total income		**47,815.04**	**42,360.60**	**9,443.94**
Expenses				
Employee benefits expense	29	29,376.44	24,942.01	5,057.13
Other expenses	32	7,278.23	6,969.95	2,281.09
Total expenses		**36,654.67**	**31,911.96**	**7,338.22**
Earnings before interest expense, taxes, depreciation and amortisation		**11,160.37**	**10,448.64**	**2,105.72**
Finance costs	30	1,851.45	2,148.49	652.16
Depreciation and amortisation expenses	31	6,892.11	6,443.38	1,472.10
		8,743.56	**8,591.87**	**2,124.26**
Restated Profit/ (Loss) before tax		**2,416.81**	**1,856.77**	**(18.54)**
Tax expense:	33			
Current tax		1,115.24	1,243.21	104.27
Deferred tax		(981.09)	(822.16)	(76.10)
Total tax expense		**134.15**	**421.05**	**28.17**
Restated Profit/ (Loss) for the year / period		**2,282.66**	**1,435.72**	**(46.71)**
Restated Other Comprehensive Income (OCI)				
Items that will not be reclassified subsequently to the statement of profit and loss				
Re-measurements (losses)/ gains on defined employee benefit plans		(176.55)	(97.63)	63.29
Income tax effect of the above		20.70	21.67	(3.15)
Items that will be reclassified subsequently to the statement of profit and loss				
Exchange difference on translation of financial statements of foreign operations		174.94	2,439.05	357.87
Change in fair value of derivatives designated as cash flow hedges (net) (A)		150.71	(68.45)	(21.89)
Income tax effect on (A) above		(47.77)	34.05	5.51
Restated Other comprehensive income for the year/ period, net of tax		**122.03**	**2,328.69**	**401.63**
Restated Total comprehensive income for the year/ period		**2,404.69**	**3,764.41**	**354.92**
Restated Profit/ (Loss) attributable to				
Owners of the Company		2,282.66	1,435.72	(46.71)
Non-controlling interests		-	-	-
		2,282.66	**1,435.72**	**(46.71)**
Restated Other comprehensive income attributable to:				
Owners of the Company		122.03	2,328.69	401.63
Non-controlling interests		-	-	-
		122.03	**2,328.69**	**401.63**
Restated Total comprehensive income attributable to:				
Owners of the Company		2,404.69	3,764.41	354.92
Non-controlling interests		-	-	-
		2,404.69	**3,764.41**	**354.92**
Restated Earnings/ (Losses) per equity share (par value Rs. 10 per share) for the year/	34			
- Basic		0.53	0.33	(0.05)
- Diluted		0.53	0.33	(0.05)

The above Annexure should be read with the basis of preparation and material accounting policies appearing in Annexure V, Notes to the Restated Consolidated Financial Information appearing in Annexure VI and Statement of Adjustments to the Restated Consolidated Financial Information appearing in Annexure VII.

As per our report of even date

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

Firm registration number: 101248W/W-100022

Hemanth Bhasin
Partner

Membership No: 235040

Place: Bengaluru
Date: 25 June 2024

for **and on behalf of the Board of Directors of**
Sagility India Limited (formerly known as Sagility India Private Limited and prior to that Berkmeer India Private Limited)

Anil Kumar Chanana
Director

DIN-00466197

Ramesh Gopalan
Managing Director and Group Chief Executive Officer

DIN-00636524

Sarvabhouman Doraiswamy Srinivasan
Group Chief Financial Officer

Satishkumar Sakharayapattana Seetharamaiah
Company Secretary and Compliance Officer
ACS16008

Place: Bengaluru
Date: 25 June 2024

Sagility India Limited (formerly known as Sagility India Private Limited and prior to that Berkmeer India Private Limited)
CIN - U72900KA2021PLC150054
Annexure III - Restated Consolidated Statement of Changes in Equity
(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 *	**No. of shares**	**Amount**
Balance as at 1 April 2023	1,920,726,066	19,186.72
Changes in equity share capital due to prior period error	-	-
Changes in equity share capital during the year {refer note 44 (B)}	2,366,610,429	23,666.10
Balance as at 31 March 2024	**4,287,336,495**	**42,852.82**
Balance as at 1 April 2022	**1,920,726,066**	**19,186.72**
Changes in equity share capital due to prior period error	-	-
Changes in equity share capital during the year	-	-
Balance as at 31 March 2023	**1,920,726,066**	**19,186.72**
Balance as at 28 July 2021	-	-
Changes in equity share capital due to prior period error	-	-
Changes in equity share capital during the period	1,920,726,066	19,186.72
Balance as at 31 March 2022	**1,920,726,066**	**19,186.72**

* Refer note 15 to Annexure VI for detailed information.

B. Other equity

Particulars	**Annexure VI Note**	**Attributable to the equity owners of the Company**						
		Reserves and surplus				**Items of Other comprehensive income**		
		Shares pending issuance	**Retained earnings**	**Securities premium**	**Common control adjustment deficit account**	**Exchange difference on translation of financial statements of foreign operations**	**Effective portion of cashflow hedge**	**Total**
Balance as at 01 April 2023	44 (B)	66,979.09	1,373.19	-	(28,218.44)	2,796.92	(50.78)	42,879.98
Restated profit for the year			2,282.66	-	-	-	-	2,282.66
Restated other comprehensive income / (loss), net of tax			(155.85)	-	-	174.94	102.94	122.03
Restated Total comprehensive income for the year		**-**	**2,126.81**	**-**	**-**	**174.94**	**102.94**	**2,404.69**
Movement during the year in common control adjustment deficit account pursuant to common control transactions	44 (B)		-	-	31.86	-	-	31.86
Transactions with owners in their capacity as owners:			-					
Issue of equity shares during the year for consideration other than cash	44 (B)	(66,979.09)		43,312.99	-	-	-	(23,666.10)
Share issue expenses (Note 1)			-	(71.97)	-	-	-	(71.97)
Balance as at 31 March 2024		**-**	**3,500.00**	**43,241.02**	**(28,186.58)**	**2,971.86**	**52.16**	**21,578.46**
Balance as at 01 April 2022		66,979.09	13.43	-	(46,254.57)	357.87	(16.38)	21,079.44
Restated profit for the year		-	1,435.72	-	-	-	-	1,435.72
Restated other comprehensive income / (loss), net of tax		-	(75.96)	-	-	2,439.05	(34.40)	2,328.69
Restated Total comprehensive income / (loss) for the year		**-**	**1,359.76**	**-**	**-**	**2,439.05**	**(34.40)**	**3,764.41**
Movement during the year in common control adjustment deficit account pursuant to common control transactions	44 (B) & 17		-	-	18,036.13	-	-	18,036.13
Transactions with owners in their capacity as owners								
		-	**-**	**-**	**-**	**-**	**-**	**-**
Balance as at 31 March 2023		**66,979.09**	**1,373.19**	**-**	**(28,218.44)**	**2,796.92**	**(50.78)**	**42,879.98**
Balance as at 28 July 2021		-	-	-	-	-	-	-
Restated loss for the period		-	(46.71)	-	-	-	-	(46.71)
Restated other comprehensive income / (loss), net of tax		-	60.14	-	-	357.87	(16.38)	401.63
Restated Total comprehensive income / (loss) for the period		**-**	**13.43**	**-**	**-**	**357.87**	**(16.38)**	**354.92**
Common control adjustment deficit account	44 (B)		-	-	(46,254.57)	-	-	(46,254.57)
Shares pending issuance on account of common control transactions	44 (B)	66,979.09	-	-	-	-	-	66,979.09
Transactions with owners in their capacity as owners:		**-**	**-**	**-**	**-**	**-**	**-**	**-**
Balance as at 31 March 2022		**66,979.09**	**13.43**	**-**	**(46,254.57)**	**357.87**	**(16.38)**	**21,079.44**

(Loss) / gain (net of tax) amounting to Rs.(155.85) million (31 March 2023 :Rs. (75.96) million, 31 March 2022: Rs. 60.14 million on re-measurement of defined employee benefit plans is recognized as part of retained earnings.

Note 1 : In accordance with the provision of Section 52(2)(c) of the Companies Act, 2013, expenses incurred in connection with issuance of shares have been adjusted against the securities premium.

The above Annexure should be read with the basis of preparation and material accounting policies appearing in Annexure V, Notes to the Restated Consolidated Financial Information appearing in Annexure VI and Statement of Adjustments to the Restated Consolidated Financial Information appearing in Annexure VII.

As per our report of even date

for **B S R & Co. LLP**
Chartered Accountants
Firm registration number: 101248W/W-100022

Hemanth Bhasin
Partner
Membership No: 235040

Place: Bengaluru
Date: 25 June 2024

for **and on behalf of the Board of Directors of**
Sagility India Limited (formerly known as Sagility India Private Limited and prior to that

Anil Kumar Chanana
Director
DIN-00466197

Ramesh Gopalan
Managing Director and Group Chief Executive Officer
DIN-00636524

Sarvabhouman Doraiswamy Srinivasan
Group Chief Financial Officer

Satishkumar Sakharayapattana Seetharamaiah
Company Secretary and Compliance Officer
ACS16008

Place: Bengaluru
Date: 25 June 2024

Sagility India Limited (formerly known as Sagility India Private Limited and prior to that Berkmeer India Private Limited)
CIN - U72900KA2021PLC150054
Annexure IV - Restated Consolidated Statement of Cash Flows
(All amounts are in Indian Rupees millions, unless otherwise stated)

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023	For the period from 28 July 2021 to 31 March 2022
Cash flows from operating activities			
Profit / (loss) before tax for the year / period	**2,416.81**	**1,856.77**	**(18.54)**
Adjustments for:			
Depreciation and amortization expense	6,892.11	6,443.38	1,472.10
Finance costs	1,851.45	2,148.49	652.16
Interest income	(79.79)	(37.48)	(4.24)
Provision for / (reversal of) expected credit loss	(29.33)	53.02	0.01
(Profit)/ loss on sale of property, plant, equipment	(11.05)	121.73	33.93
Gain on modification of leases	(15.10)	-	-
Unrealised foreign exchange loss/ (gain) , net	84.50	384.16	(179.73)
Operating profit / (loss) before working capital adjustments	**11,109.60**	**10,970.07**	**1,955.69**
Working capital adjustments:			
Trade receivables	(864.76)	(752.08)	(1,592.84)
Non-current financial assets	(12.99)	(81.17)	6.71
Other non-current assets	43.15	(17.46)	(70.47)
Current financial assets	(109.56)	4.59	(38.68)
Other current assets	(460.70)	(442.62)	(239.08)
Trade payables	126.29	(92.58)	423.92
Provision for employee benefit obligations	221.24	197.33	(7.99)
Other non current financial liabilities	97.41	42.55	-
Other current financial liabilities	656.21	324.29	(623.63)
Other current liabilities	189.77	113.26	(39.19)
Cash flows generated from/(used in) operating activities	**10,995.66**	**10,266.18**	**(225.56)**
Income taxes paid (net of refunds)	(1,263.11)	(1,698.40)	(93.36)
Net cash flows generated from/(used in) operating activities (A)	**9,732.55**	**8,567.78**	**(318.92)**
Cash flows from investing activities			
Acquisition of property, plant and equipment and other intangible assets	(1,827.29)	(1,436.82)	(70.54)
Proceeds from sale of property, plant and equipment and other intangible assets	3.13	24.58	-
Payment for business combination, net of cash acquired Rs 1.06 (31 March 2023: Rs. Nil, 31 March 2022: Rs. 635.65) (refer note 44)	(3,009.88)	(164.12)	(77,159.68)
Proceeds from maturity of derivative assets/liabilities, (net)	118.89	276.06	89.61
Interest received	24.56	9.71	0.65
Net cash flows used in investing activities (B)	**(4,690.59)**	**(1,290.59)**	**(77,139.96)**
Cash flows from financing activities			
Proceeds from issue of shares	-	-	19,207.26
Proceeds from issue of shares by subsidiaries in a related party transaction (refer note 44(C))	-	-	20,724.52
Share issue expense paid	(71.97)	-	(20.54)
Proceeds from borrowings	-	-	41,611.24
Repayment of borrowings	(4,280.75)	(1,964.08)	-
Repayment of lease liabilities	(1,264.95)	(1,025.91)	(256.95)
Interest on repayment of lease liabilities	(412.31)	(385.27)	(91.09)
Interest paid on borrowings	(1,483.40)	(2,070.91)	(10.94)
Net cash flows generated from/(used in) financing activities (C)	**(7,513.38)**	**(5,446.17)**	**81,163.50**
Net (decrease)/ increase in cash and cash equivalents (A+B+C)	(2,471.42)	1,831.02	3,704.62
Cash and cash equivalents at the beginning of the year/period	5,852.87	3,738.01	-
Effect of movement in exchange rates on cash and cash equivalents	59.81	283.84	33.39
Cash and cash equivalents at the end of the year/ period	**3,441.26**	**5,852.87**	**3,738.01**
Cash and cash equivalents comprises of:			
Cash and bank balances (refer note 12)	3,441.26	5,852.87	3,738.01
	3,441.26	**5,852.87**	**3,738.01**

Refer note 17 for supplementary information on cash flow movements.

Note:

The above restated consolidated statement of cash flow has been prepared under the indirect method as set out in Ind AS 7 - "Statement of Cash Flows" notified under section 133 of the Companies Act, 2013 ('the Act') read with Rule 4 of the Companies (Indian Accounting Standards) Rules 2015 (as amended) and the relevant provisions of the Act.

The above Annexure should be read with the basis of preparation and material accounting policies appearing in Annexure V, Notes to the Restated Consolidated Financial Information appearing in Annexure VI and Statement of Adjustments to the Restated Consolidated Financial Information appearing in Annexure VII.

As per our report of even date

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

Firm registration number: 101248W/W-100022

Hemanth Bhasin
Partner

Membership No: 235040

Place: Bengaluru
Date: 25 June 2024

for **and on behalf of the Board of Directors of**
Sagility India Limited (formerly known as Sagility India Private Limited and prior to that Berkmeer India Private Limited)

Anil Kumar Chanana
Director

DIN-00466197

Ramesh Gopalan
Managing Director and Group Chief Executive Officer

DIN-00636524

Sarvabhouman Doraiswamy Srinivasan
Group Chief Financial Officer

Satishkumar Sakharayapattana Seetharamaiah
Company Secretary and Compliance Officer
ACS16008

Place: Bengaluru
Date: 25 June 2024

1 Corporate information

Sagility India Private Limited ("'SIPL") (formerly known as Berkmeer India Private Limited) domiciled in Bangalore, India was incorporated on 28 July 2021 under the provisions of the Companies Act, 2013 ('the Act') as a private limited company. SIPL is engaged in rendering non-voice business process management and back-office transaction processing related services to the customers in the Healthcare and Insurance industry. SIPL exclusively renders services to its wholly owned subsidiaries only. SIPL has its registered office at No.23 & 24 AMR Tech Park, Building 2A, First Floor, Hongasandara Village, Off Hosur Road, Bommanahalli, Bangalore Karnataka, India, 560 068.

SIPL was a standalone entity and did not have any branches / subsidiaries until 25 March 2024. Pursuant to common control transactions entered into on 26 March 2024 and 28 March 2024, SIPL acquired its erstwhile fellow subsidiaries and became the holding company of various entities in the Sagility Group. Refer note 44 for further details.

SIPL was converted into a public limited company w.e.f 20 June 2024. Consequent to the conversion, the name of the Company has been changed to “Sagility India Limited” ('SIL' or 'the Company'). The Company and its wholly owned subsidiaries included in these Restated Consolidated Financial Information are together referred to as 'the Group'.

The holding company of SIL is Sagility B.V. (formerly known as Betaine B.V). incorporated in Amsterdam, Netherlands under Dutch laws on 8 June 2020. The ultimate holding company of SIL was Baring Private Equity Asia incorporated in Cayman islands up to 17 October 2022 and with effect from 18 October 2022, EQT AB incorporated in Sweden is the ultimate holding company of SIL.

Refer table below for the list of subsidiaries included in the Restated Consolidated Financial Information and the percentage of holding:

List of subsidiaries (including branch)	Country of incorporation	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Sagility LLC (formerly known as HGS Healthcare, LLC)	USA	100%	100%	100%
Sagility Provider Solutions LLC (formerly known as HGS EBOS, LLC)	USA	100%	100%	100%
Sagility Technologies LLC (formerly known as HGS Colibrium, LLC)	USA	100%	100%	100%
Sagility Care Management LLC (formerly known as HGS Axispoint Health, LLC)	USA	100%	100%	100%
Sagility Operations Inc. (formerly known as HGS Healthcare Operations Inc.)	USA	100%	100%	100%
Sagility (Jamaica) Limited (formerly known as Betaine (Jamaica) Limited)	Jamaica	100%	100%	100%
Sagility (US) Inc. (formerly known as Betaine (US) BidCo Inc.)	USA	100%	100%	100%
Sagility (US) Holdings Inc. (formerly Betaine (US) Holdings Inc)	USA	100%	100%	100%
Sagility Philippines B.V. – Philippine Branch (formerly known as Betaine (PH) B.V. – Philippine Branch)	Philippines	100%	100%	100%
Sagility Philippines B.V. (formerly known as Betaine (PH) B.V.)	Netherlands	100%	100%	100%
Sagility (Colombia) SAS w.e.f 28 April 2022	Colombia	100%	100%	-
Sagility Payment Integrity Solutions LLC (formerly known as Devlin Consulting Inc.) w.e.f 19 April 2023	USA	100%	-	-
Birch Technologies, Inc w.e.f 22 March 2024	USA	100%	-	-

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2 Basis of preparation

2.1 Statement of Compliance

The Restated Consolidated Financial Information of the Group comprise the Restated Consolidated Statement of Assets and Liabilities as at 31 March 2024, 31 March 2023 and 31 March 2022, the Restated Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Restated Consolidated Statement of Cash flows and the Restated Consolidated Statement of Changes in Equity for the years / period ended 31 March 2024, 31 March 2023 and 31 March 2022, and the Basis of Preparation and Material Accounting Policies (together referred to as 'Restated Consolidated Financial Information').

These Restated Consolidated Financial Information have been prepared by the Group as a going concern on the basis of relevant Ind AS that are effective as at and for the year ended 31 March 2024. These Restated Consolidated Financial Information has been approved by the Board of Directors and authorised for issue on 25 June 2024.

These Restated Consolidated Financial Information have been prepared by the management of the Company in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time, issued by the Securities and Exchange Board of India ('SEBI') on 11 September 2018, in pursuance of the Securities and Exchange Board of India Act, 1992 ("ICDR Regulations") for the purpose of inclusion in the Draft Red Herring Prospectus ('DRHP') in connection with its proposed Initial Public Offering of equity shares of face value of Rs. 10 each of the Company comprising an Offer for Sale of equity shares held by the selling shareholders (the "Offer"). The Restated Consolidated Financial Information has been prepared by the Company in terms of the requirements of :

(i) Section 26 of Part I of Chapter III of the Act;

(ii) relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, issued by SEBI on 11 September 2018 in pursuance of the Securities and Exchange Board of India Act, 1992;

(iii) Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended (the "Guidance Note") which inter-alia requires the Group to disclose the Restated Consolidated Financial Information for a period lesser than three years considering the Company was incorporated on 28 July 2021;

These Restated Consolidated Financial Information have been compiled by the management of the Company from the audited consolidated financial statements of the Group as at and for the years ended 31 March 2024 prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended from time to time and other accounting principles generally accepted in India.

The Restated Consolidated Financial Information of the Group as at and for the year ended 31 March 2023 has been compiled based on the audited standalone financial statements of the Company for the said period and after consolidating the entities acquired vide common control transactions (Refer note 44 (B) for further details) in accordance with the requirements of Appendix C to Ind AS 103, Business Combinations which requires the financial information in the financial statements in respect of the prior periods presented to be restated as if the business combination had occurred from the beginning of the earliest period presented in the financial statements, after considering the fact that entities were under common control as of the beginning of the earliest period presented in the financial statements. Accordingly, while preparing the Restated Consolidated Financial Information, the financial information has also been restated and prepared on a consolidated basis as at and for the year ended 31 March 2023.

The Restated Consolidated Financial Information of the Group as at 31 March 2022 and for the period from 28 July 2021 to 31 March 2022 has been compiled based on the audited standalone financial information of the Company for the said period and after consolidating the entities acquired vide common control transactions (Refer note 44 (B) for further details) in accordance with the requirements of Appendix C to Ind AS 103, Business Combinations which requires the financial information in the financial statements in respect of the prior periods presented to be restated as if the business combination had occurred from the beginning of the earliest period presented in the financial statements, after considering the fact that entities were under common control as of the beginning of the earliest period presented in the financial statements. Accordingly, while preparing the Restated Consolidated Financial Information, the financial information has also been restated and prepared on a consolidated basis as at and for the period from 28 July 2021 to 31 March 2022.

The provisions of Division II, Schedule III of the Act were not applicable to the Company on the date of incorporation and for the period ended 31 March 2022. 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.

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2.1 Statement of Compliance (continued)

Basis of measurement

These Restated Consolidated Financial Information 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.

(i) Derivative financial instruments;

(ii) Fair value of plan assets less present value of defined benefit obligations; and

(iii) Contingent consideration pertaining to business combinations

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 Group has consistently applied the following accounting policies throughout the periods presented in these Restated Consolidated Financial Information.

Measurement of Earnings before interest expense, tax, depreciation and amortization (EBITDA)

As permitted by the Guidance Note on Division II - Ind AS Schedule III to the Companies Act, 2013, the Group has elected to present Earnings before interest expense, tax, depreciation and amortization (EBITDA) as a separate line item on the face of the restated consolidated statement of profit and loss. In its measurement of EBITDA, the Group includes other income but does not include depreciation and amortization expense, finance costs and tax expenses/ (credit), net.

2.2 Functional and presentation currency

These Restated Consolidated Financial Information are presented in Indian Rupees, which is the Company's functional and presentation currency. The functional currency of foreign subsidiaries is the currency of the primary economic environment in which the entity operates. All the amounts have been rounded off to the nearest millions, unless otherwise indicated.

2.3 Use of estimates and judgements

The preparation of the Restated Consolidated Financial Information 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 Restated Consolidated Financial Information 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 Restated Consolidated Financial Information in the period in which changes are made and, if material, their effects are disclosed in the notes to the Restated Consolidated Financial Information.

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

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Judgements:

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the Restated Consolidated Financial Information is included in the notes as below:

Note 3.2, business combinations and intangible assets: identification of intangible assets that should be recognized separately from goodwill (Refer Note 44)

Note 3.2 Identification of cash generating unit to which goodwill should be allocated for the purpose of impairment testing (Refer Note 44)

Note 3.5, leases: assessment of whether or not an arrangement contains a lease, whether or not the Group is reasonably certain to exercise extension options

Note 3.12, revenue recognition: determination of transaction price; identification of performance obligations and allocation of transaction price; recognition of revenue from performance obligations over time or at a point in time; revenue recognition relating to variable consideration arrangements

Estimates and estimation uncertainties:

Information about estimates and estimation uncertainties at the end of the reporting period, that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Note 3.2, business combinations and intangible assets: key assumptions in estimating the acquisition date fair values of the identifiable assets acquired (Refer Note 44)

Note 3.3 : useful life of property, plant and equipment and other intangible assets;

Note 3.10: measurement of defined benefit obligations and key actuarial assumptions (Refer Note 37);

Note 3.14: estimating the most likely outcome of uncertain tax positions;

Note 3.9: impairment test of intangible assets and goodwill; key assumptions underlying the recoverable amounts and the weighted average cost of capital used to compute the present value (Refer Note 6)

Note 3.14: recognition of deferred tax assets: availability of future taxable income against which deductible temporary differences can be utilized (Refer Note 33)

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2.4 Operating Cycle

Operating cycle is the time between the acquisition of assets for processing and their realization in cash or cash equivalents. The Group has ascertained its operating cycle being a period of 12 months for the purpose of classification of assets and liabilities into current and non-current. Accordingly, 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.

2.5 Recent accounting pronouncements

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. As at 31 March 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Group.

3 Material accounting policy information

This note provides a list of the material accounting policies adopted in the preparation of these Restated Consolidated Financial Information.

3.1 Basis of consolidation

The Group determines the basis of control in line with the requirements of Ind AS 110 - Consolidated Financial Statements. The Restated Consolidated Financial Information comprise the financial statements of the Company and its subsidiaries as disclosed in Note 1.

Subsidiary is an entity controlled by the Group. The Group controls an entity when it has:

a) Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee),

b) Exposure or rights, to variable returns from its involvement with the investee, and

c) The ability to use its power over the investee to affect its returns.

Entities are consolidated from the date control commences (acquisition date) until the date control ceases. The Group re-assesses whether or not it controls an entity if facts and circumstances indicate that there are changes to one or more of the three elements of control.

For the purposes of preparing the consolidated financial statements of the Group, the financial statements of the Company and entities controlled by the Group have been combined on a line-by-line basis and intra group balances and transactions including unrealised gain / loss from such transactions have been eliminated upon consolidation. Changes in the Company's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amount of the Company's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Group.

The financial statements of all entities used for consolidation are drawn up to the same reporting date.

3.2 Business combinations including goodwill and accounting for common control transactions

In accordance with Ind AS 103, Business combinations, the Group 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 Group.

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 Group 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 Group has an option to apply a 'concentration test' that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The optional concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets.

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 Group'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 Group 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.

Transaction cost/acquisition related costs are expensed as incurred and services are received, except if related to the issue of debt or equity securities

Common control business combinations

Common control business combination refers to a business combination involving entities in which all the combining entities are ultimately controlled by the same party or parties both before and after the business combination, and that control is not transitory. Business combinations involving entities or businesses under common control have been accounted for using the pooling of interest method. The assets and liabilities of the combining entities are reflected at their carrying amounts. No adjustments have been made to reflect fair values, or to recognise any new assets or liabilities.

The financial information in the Restated Consolidated Financial Information in respect of prior periods have been restated as if the business combination had occurred from the beginning of the earliest period presented in these Restated Consolidated Financial Information, irrespective of the actual date of the combination. However, if business combination had occurred after that date, the prior period information has been restated only from that date.

The difference, if any, between the purchase consideration paid either in the form of share capital or cash or other assets and the amount of net assets of the entities acquired is transferred to capital reserve in case of credit balance and common control adjustment deficit account in case of debit balance and presented separately from other reserves within equity. The nature and purpose of such reserve in disclosed in the notes.

3.3 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 Group, and its cost can be measured reliably. The carrying amount of the replaced component is de-recognised. The costs of the day-to-day servicing of plant and equipment are recognised in restated consolidated statement of profit and loss as incurred.

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 restated consolidated statement of profit and 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: **(in years)**

Asset category	**Useful life as per Companies Act, 2013**	**Useful Life estimated by the management**
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.

3.3 Property, plant and equipment (continued)

Leasehold improvements are depreciated over the shorter of their useful live or the lease term, unless the Group 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 restated consolidated statement of profit and loss.

3.4 Identified intangible assets in a business combination

Identified intangible assets 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, if any.

Amortisation methods and periods

Amortisation is calculated based on the cost of the asset, less its residual value. Amortisation is recognised in the restated consolidated statement of profit and 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 Group amortises intangible assets with a finite useful life over the following periods:

Asset category	**Useful Life (in years)**
Customer contracts	2.2
Customer relationship	2 - 16
Computer Software and Technology platform	5 - 7

Subsequent Measurement

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates and the cost of asset can be measured reliably. All other expenditure, including expenditure on internally generated goodwill and brands, is recognised in restated consolidated statement of profit and loss as incurred.

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 restated consolidated statement of profit and loss when the asset is derecognized.

3.5 Leases

At inception of a contract, the Group 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 Group evaluates whether:

(i) the contract involves the use of an identified asset;

(ii) the Group has the right to obtain substantially all the economic benefits from use of the asset throughout the period of use; and

(iii) the Group 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 Group 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 Group by the end of the lease term or the cost of the right-of-use asset reflects that the Group 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 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 Group 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 Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate.

The Group 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:

(i) fixed payments, including in-substance fixed payments;

(ii) variable lease payments that depend on an index or a rate, initially measured using

(iii) amounts expected to be payable under a residual value guarantee;

(iv) the exercise price under a purchase option that the Group is reasonably certain to

(v) lease payments in an optional renewal period if the Group is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Group 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 Group's estimate of the amount expected to be payable under a residual value guarantee, if the Group 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 restated consolidated statement of profit and loss if the carrying amount of the right-of-use asset has been reduced to zero.

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

3.6 Foreign currency translation

Transactions and balances

Foreign currency transactions are recorded at exchange rates prevailing on the date of the transaction. Foreign currency denominated monetary assets and liabilities are restated into the functional currency using exchange rates prevailing on the reporting date.

Gains and losses arising on restatement of foreign currency denominated monetary assets and liabilities are included in the restated consolidated statement of profit and loss. Non-monetary assets and liabilities denominated in a foreign currency and measured at historical cost are translated at an exchange rate that approximates the rate prevalent on the date of the transaction.

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.

Translations

For the purposes of presenting these Restated Consolidated Financial Information, the assets and liabilities of the Company's foreign operations that have a functional currency other than Rs. are translated into Rs. using exchange rates prevailing at the reporting date. Income and expense items are translated at the average exchange rates for the period. Exchange differences arising, if any, are recognized in other comprehensive income and held in foreign currency translation reserve ('FCTR'), a component of equity. When a foreign operation is disposed off, the relevant amount recognized in FCTR is transferred to the restated consolidated statement of profit and loss as part of the profit and loss on disposal. Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the exchange rate prevailing at the reporting date.

3.7 Financial instruments

(i) Recognition and initial measurement

Non-derivative financial assets and financial liabilities

Non-derivative financial instruments consist of the following:

(i) financial assets, which include cash and cash equivalents, trade receivables, security deposits and eligible current and non-current assets;

(ii) 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 Group becomes a party to the contract that gives rise to financial assets and liabilities. Financial assets (excluding trade receivables) 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 and loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.. Trade receivables that do not contain a significant financing component are measured at transaction price. Trade receivables that contain a significant financing component are measured at their present value with interest thereon being accreted over the period to the receivables becoming due for collection.

Financial assets – Business model assessment

The Group 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 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 realising cash flows through the sale of the assets;

➢ how the performance of the portfolio is evaluated and reported to the Group'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.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

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 Group 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 Group 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 Group'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 compensation for early termination of the contract. Additionally, for a financial asset acquired at a 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 compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

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

(ii) Classification and subsequent measurement

Non-derivative financial assets

The Group 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 and loss), and

• those to be measured at amortised cost.

The classification depends on the Group'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 the restated consolidated statement of profit and loss or other comprehensive income.

Financial assets are not reclassified subsequent to their initial recognition unless the Group 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 Group 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 through profit and 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 and loss are expensed in restated consolidated statements of profit and loss.

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group 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 restated consolidated statement of profit and loss and presented in other gains/(losses). Impairment losses are presented as separate line item in the restated consolidated 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 restated consolidated statement of profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to restated consolidated statement of profit and 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 restated consolidated statement of profit and loss.

• Fair value through profit and loss: Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit and loss. A gain or loss on a debt instrument that is subsequently measured at fair value through profit and loss is recognised in restated consolidated statement of profit and 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 and loss are recognised in other gains/ (losses) in the restated consolidated 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 cash flows; 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

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

Financial liabilities are classified as measured at amortised cost.

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 restated consolidated statement of profit and loss. These financial liabilities comprises of trade and other payables, borrowings and lease liabilities. For trade and other payables maturing within one year from the reporting date, the carrying amounts approximate fair value due to the short maturity of these instruments.

Derivatives financial instruments

The Group is exposed to foreign currency fluctuations on foreign currency assets and liabilities. The Group 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 Group. 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 Group designates their derivatives as hedges of foreign exchange risk associated with the cash flows of highly probable forecast transactions. The Group 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 Group 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

*T*he 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 restated consolidated 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 restated consolidated statement of profit and loss within other income.

Others

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

3.7 Financial instruments (continued)

(iii) Derecognition

Financial assets

The Group 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 either substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

Financial liabilities

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Group 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 restated consolidated statement of profit and loss.

(iv) Offsetting

Financial assets and financial liabilities are offset and the net amount is presented in the statement of restated consolidated statement of assets and liabilities when, and only when, the Group 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 Group 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 Group's cash management are included in cash and cash equivalents.

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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 Group has access at that date. The fair value of a liability reflects its non-performance risk.
A number of the Group'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 Group 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 Group 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 Group 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 Restated Consolidated Financial Information 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).
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 Restated Consolidated Financial Information on a recurring basis, the Group 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

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3.8 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. Consideration received in cash or kind against issue of shares, in excess of the face value of shares is recorded as securities premium, a component of other equity.

3.9 Impairment

(i) Non-derivative financial assets and contract assets

The Group 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 Group 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 Group 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 Group 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 Group 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 Group 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 Group'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.

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

3.9 Impairment (continued)

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 Group expects to receive). ECLs are discounted at the effective interest rate of the financial asset.

Credit-impaired financial assets

At each reporting date, the Group 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 Group on terms that the Group 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

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 Group 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 Group's procedures for recovery of amounts due.

(ii) **Non-financial 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 restated 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 and future cash flows. For the purpose of impairment testing, goodwill acquired in a business combination is allocated to the Group'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 Group 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 restated consolidated statement of profit and loss. Impairment losses relating to goodwill are not reversed in future periods.

3.10 Employee benefits

Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which the Group 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 the restated consolidated statement of profit and 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 Group'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 Group 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 reporting 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 Group, 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 Group. An economic benefit is available to the Group if it is recognised during the life of the plan, or on settlement of the plan liabilities.

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 Group recognises them immediately in OCI and all expenses related to defined benefit plans in employee benefits expense in restated consolidated statement of profit and 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 in restated consolidated statement of profit and loss when the plan amendment or curtailment occurs.

The Group 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 Group 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 Group 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 Group 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 reporting date measured based on the amounts expected to be paid / availed as a result of the unused entitlement that has accumulated at the reporting date. The Group 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 restated consolidated statement of profit and loss. The Group presents the entire obligation for compensated absences as a current liability, since it does not have an unconditional right to defer its settlement beyond 12 months from the reporting date.

3.11 Provisions and contingent liabilities

Provisions are recognised when the Group 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 Group 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 is established, the Group 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 Restated Consolidated Financial Information unless the possibility of an outflow of economic resources is remote.

3.12 Revenue recognition

Revenue from contracts with customers

Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the transaction price (net of variable consideration) allocated to a particular performance obligation.

Nature of the services

The Group derives its Revenue from providing comprehensive business process management (BPM) services including tech enabled solutions across the payers and providers in the US Healthcare industry. The payer value chain comprises of claims management, payment integrity, clinical management, provider network operations, and front-office services, among others. The provider value chain includes end-to-end Revenue Cycle Management, integrating patient access, A/R management, and clinical services with licensed professionals.

Revenue is measured based on the transaction price, which is the consideration, adjusted for variable consideration such as 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 Group 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 Group 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 Group recognizes a receivable for revenues related to time and materials contracts or volume based contracts. The Group 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 Group 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 Group 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 Group 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 Group 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 Group 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 Group expects to recover these costs and amortised over the contract term.

The Group 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 Group 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 Group 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 Group may enter into arrangements with third party suppliers to resell products or services. In such cases, the Group evaluates whether the Group 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 Group first evaluates whether the Group controls the services before it is transferred to the customer. If Group controls the services before it is transferred to the customer, Group is the principal; if not, the Group is the agent.

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 Group's contracts with customers could include promises to transfer multiple goods and services to a customer. The Group 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 Group has applied the practical expedient provided by Ind AS 115, whereby it 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 Group 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 Group uses judgement to determine an appropriate standalone selling price for a performance obligation. The Group 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 Group uses the expected cost-plus margin approach to allocate the transaction price to each distinct performance obligation.

The Group exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Group 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 Group 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 costs are amortized over the contract term, consistent with the pattern of transfer of goods or services to which the asset relates.

The Group disaggregates revenue from contracts with customers by nature of services rendered, customer category and pattern of revenue recognition.

3.13 Earnings / (loss) per share

Basic earnings/ (loss) 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 shares issued as consideration for common control transactions, 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.

3.14 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 restated consolidated statement of profit and loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

The Group 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 restated consolidated 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 reporting 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 and loss at the time of the transaction. The carrying amount of deferred income tax assets is reviewed at each reporting 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.

The measurement of deferred taxes reflects the tax consequences that would follow the way the Group 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 Group. 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 Group 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 Group 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.

3.15 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.

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4 Property, plant and equipment and capital work-in progress

Particulars	Leasehold improvements	Computers	Office equipment	Furniture and fixtures	Vehicles	Total	Capital-work-in -progress*
Cost							
Balance as at 28 Julv 2021	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Additions pursuant to business combinations (refer note 44)	678.00	1,870.92	72.73	196.77	3.70	2,822.12	46.97
Additions	11.19	31.16	0.17	0.18	-	42.70	5.97
Disposals	-	(28.81)	-	-	-	(28.81)	**-**
Effect of movements in exchange rates	8.42	13.59	1.24	2.63	-	25.88	0.60
Balance as at 31 March 2022	**697.61**	**1,886.86**	**74.14**	**199.58**	**3.70**	**2,861.89**	**53.54**
Additions	206.24	908.81	42.14	45.39	3.94	1,206.52	205.80
Capitalized during the year	-	-	-	-	-	-	(259.18)
Disposals	(55.97)	(226.71)	(6.85)	(13.93)	-	(303.46)	-
Effect of movements in exchange rates	42.49	103.42	6.92	13.87	0.20	166.90	2.90
Balance as at 31 March 2023	**890.37**	**2,672.38**	**116.35**	**244.91**	**7.84**	**3,931.85**	**3.06**
Additions	631.97	1,190.64	96.36	57.54	5.67	1,982.18	53.96
Capitalized during the year	-	-	-	-	-	-	**-**
Disposals	(62.86)	(60.65)	(0.22)	(11.15)	-	(134.88)	-
Effect of movements in exchange rates	(9.36)	13.74	2.67	0.46	0.11	7.62	-
Balance as at 31 March 2024	**1,450.12**	**3,816.11**	**215.16**	**291.76**	**13.62**	**5,786.77**	**57.02**
Accumulated depreciation							
Balance as at 28 July 2021	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Charge for the period	31.89	160.01	4.54	11.29	0.10	207.83	-
Effect of movements in exchange rates	0.35	0.87	0.05	0.09	-	1.36	**-**
Balance as at 31 March 2022	**32.24**	**160.88**	**4.59**	**11.38**	**0.10**	**209.19**	**-**
Charge for the year	152.17	669.69	23.21	51.75	0.79	897.61	-
Disposals	(35.76)	(108.11)	(6.81)	(6.47)	-	(157.15)	-
Effect of movements in exchange rates	4.47	20.76	0.73	1.51	0.02	27.49	-
Balance as at 31 March 2023	**153.12**	**743.22**	**21.72**	**58.17**	**0.91**	**977.14**	**-**
Charge for the year	223.02	757.85	32.51	50.36	1.97	1,065.71	-
Disposals	(19.20)	(46.70)	(0.20)	(5.19)	-	(71.29)	-
Effect of movements in exchange rates	(3.52)	(11.93)	(0.70)	(0.58)	0.12	(16.61)	-
Balance as at 31 March 2024	**353.42**	**1,442.44**	**53.33**	**102.76**	**3.00**	**1,954.95**	**-**
Net block as at 31 March 2024	**1,096.70**	**2,373.67**	**161.83**	**189.00**	**10.62**	**3,831.82**	**57.02**
Net block as at 31 March 2023	**737.25**	**1,929.16**	**94.63**	**186.74**	**6.93**	**2,954.71**	**3.06**
Net block as at 31 March 2022	**665.37**	**1,725.98**	**69.55**	**188.20**	**3.60**	**2,652.70**	**53.54**

***Capital-work-in -progress ageing schedule**

As at 31 March 2024

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	57.02	-	-	-	**57.02**
Projects temporarily suspended	-	-	-	-	-
Total	**57.02**	-	-	-	**57.02**

As at 31 March 2023

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	3.06	-	-	-	**3.06**
Projects temporarily suspended	-	-	-	-	-
Total	**3.06**	-	-	-	**3.06**

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	53.54	-	-	-	**53.54**
Projects temporarily suspended	-	-	-	-	-
Total	**53.54**	-	-	-	**53.54**

There are no projects for which completion is overdue compared to original plan and no costs exceeding budgeted cost

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5 Right-of-use assets

Particulars	Buildings	Leasehold improvements	Total
Cost			
Balance as at 28 July 2021	**-**	**-**	**-**
Addition pursuant to business combinations (refer note 44)	5,699.71	132.23	5,831.94
Additions	5.67	-	5.67
Disposals	(47.51)	-	(47.51)
Effect of movements in exchange rates	11.78	-	11.78
Balance as at 31 March 2022	**5,669.65**	**132.23**	**5,801.88**
Additions	931.10	-	931.10
Disposals on completion of lease term	(26.04)	(40.21)	(66.25)
Adjustments on account of lease modification / early termination	(66.00)	-	(66.00)
Effect of movements in exchange rates	171.84	-	171.84
Balance as at 31 March 2023	**6,680.55**	**92.02**	**6,772.57**
Additions	1,989.23	-	1,989.23
Disposals on completion of lease term	(227.67)	(89.45)	(317.12)
Adjustments on account of lease modification / early termination	(267.43)	-	(267.43)
Effect of movements in exchange rates	(42.76)	-	(42.76)
Balance as at 31 March 2024	**8,131.92**	**2.57**	**8,134.49**
Accumulated depreciation			
Balance as at 28 July 2021	-	-	-
Charge for the period	256.37	19.88	276.25
Effect of movements in exchange rates	0.64	-	0.64
Balance as at 31 March 2022	**257.01**	**19.88**	**276.89**
Charge for the year	1,168.61	79.16	1,247.77
Disposals on completion of lease term	(26.04)	(40.21)	(66.25)
Adjustments on account of lease modification / early termination	(10.12)	-	(10.12)
Effect of movements in exchange rates	29.45	-	29.45
Balance as at 31 March 2023	**1,418.91**	**58.83**	**1,477.74**
Charge for the year	1,379.25	33.19	1,412.44
Disposals on completion of lease term	(227.67)	(89.45)	(317.12)
Adjustments on account of lease modification / early termination	(97.05)	-	(97.05)
Effect of movements in exchange rates	(6.57)	-	(6.57)
Balance as at 31 March 2024	**2,466.87**	**2.57**	**2,469.44**
Net block as at 31 March 2024	**5,665.05**	**-**	**5,665.05**
Net block as at 31 March 2023	**5,261.64**	**33.19**	**5,294.83**
Net block as at 31 March 2022	**5,412.64**	**112.35**	**5,524.99**

Note:

1 The Group leases buildings and leasehold improvements to conduct its business in the ordinary course. The leases typically is for a period of 2 to 10 years.

2 Amounts recognised in the restated consolidated statement of profit and loss

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023	For the period from 28 July 2021 to 31 March 2022
(a) Depreciation charge of Right-of-use assets			
- Building	1,379.25	1,168.61	256.37
- Leasehold improvements	33.19	79.16	19.88
(b) Interest expense (included in finance costs)	412.31	385.27	91.09
(c) Expenses relating to short-term leases (included in other expenses)	102.37	185.19	41.38
	1,927.12	**1,818.23**	**408.72**

3 The total cash outflows for leases, including short-term leases amounted to Rs. 1,779.63 million, Rs. 1,596.37 million and Rs. 389.42 million for the years / period ended 31 March 2024, 31 March 2023 and 31 March 2022 respectively.

6 Goodwill

Particulars	Note	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Opening balance		54,597.63	52,182.78	-
Addition during the year / period		-		
Acquisition of healthcare services business in India	44	-	-	20,993.22
Acquisition of healthcare service business in Jamaica	44	-		4,738.44
Acquisition of healthcare service business in USA	44	-	-	21,248.07
Acquisition of healthcare service business in Philippines	44	-	-	4,721.29
Acquisition of Devlin Consulting Inc.	44	1,608.60	-	-
Acquisition of Birch Technologies Inc.	44	626.10	-	-
Effect of movements in exchange rates		263.58	2,414.85	481.76
Closing balance		**57,095.91**	**54,597.63**	**52,182.78**

For the purpose of impairment testing, goodwill has been allocated to the Group's CGU's as follows:

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Provider business	5,485.08	5,459.76	5,218.28
Payer business	51,610.83	49,137.87	46,964.50
	57,095.91	**54,597.63**	**52,182.78**

Impairment test of Goodwill

Goodwill is tested for impairment at each reporting 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 CGUs 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 in the estimation of the value-in-use are set out below. The values assigned to revenue and EBITDA growth rates are based on management's assessment of future trends in the relevant businesses and are also based on historical data from boths internal and external sources. Terminal growth rates (beyond 5 years) and the discount rate for goodwill impairment purposes have been estimated based on macroeconomic conditions and business factors prevalent in USA, being the sole customer jurisdiction in which the Group operates.

Following key assumptions were considered while performing impairment testing of Goodwill : -

Assumptions for Payer business

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Discount rate	15.00%	15.25%	13.00%
Terminal growth rate	5.50%	5.50%	5.50%
EBITDA growth rate (average of next five years)	22.00%	21.26%	22.00%
Revenue growth rate (average of next five years)	16.03%	16.04%	15.60%

Assumptions for Provider business

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Discount rate	15.00%	15.25%	13.00%
Terminal growth rate	5.50%	5.50%	5.50%
EBITDA growth rate (average of next five years)	22.00%	21.26%	22.00%
Revenue growth rate (average of next five years)	16.03%	16.04%	15.60%

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 growth rate to the final year cash flows. The growth rates used to estimate future performance (revenue, cost of services, operating expenses, etc) are based on the reasonable estimates considering past performance.

The discount rate is a post tax measure and 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 reasonably possible changes in the key assumptions mentioned above would not cause the carrying amount to exceed the recoverable amount of the CGU's as at 31 March 2024, 31 March 2023 and 31 March 2022.

Recoverable amount of the CGU's exceeded their carrying amounts, and hence no impairment losses were recognized during the years/ period ended 31 March 2024, 31 March 2023 and 31 March 2022.

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7 Other intangible assets

Particulars	Software and Technology	Customer contracts	Customer relationships	Total
Cost				
Balance as at 28 July 2021	-	-	-	-
Addition pursuant to business combinations (refer note 44)	378.74	6,338.69	19,761.79	26,479.22
Additions	6.76	-	-	6.76
Effect of movements in exchange rates	0.97	-	351.84	352.81
Balance as at 31 March 2022	**386.47**	**6,338.69**	**20,113.63**	**26,838.79**
Additions	50.80	-	-	50.80
Effect of movements in exchange rates	14.48	-	1,646.26	1,660.74
Balance as at 31 March 2023	**451.75**	**6,338.69**	**21,759.89**	**28,550.33**
Addition pursuant to business combinations (refer note 44)	610.65	-	340.71	951.36
Additions	18.68	-	-	18.68
Disposals	(19.61)	-	-	(19.61)
Effect of movements in exchange rates	12.97	-	332.23	345.20
Balance as at 31 March 2024	**1,074.44**	**6,338.69**	**22,432.83**	**29,845.96**
Accumulated amortization				
Balance as at 28 July 2021	-	-	-	-
Charge for the period	37.36	660.28	290.38	988.02
Effect of movements in exchange rates	0.16	-	2.32	2.48
Balance as at 31 March 2022	**37.52**	**660.28**	**292.70**	**990.50**
Charge for the year	114.76	2,835.32	1,347.92	4,298.00
Disposals	-	-	-	-
Effect of movements in exchange rates	4.59	-	35.80	40.39
Balance as at 31 March 2023	**156.87**	**3,495.60**	**1,676.42**	**5,328.89**
Charge for the year	156.58	2,843.09	1,414.29	4,413.96
Disposals	(12.28)	-	-	(12.28)
Effect of movements in exchange rates	(2.43)		39.35	36.92
Balance as at 31 March 2024	**298.74**	**6,338.69**	**3,130.06**	**9,767.49**
Net block as at 31 March 2024	**775.70**	-	**19,302.77**	**20,078.47**
Net block as at 31 March 2023	**294.88**	**2,843.09**	**20,083.47**	**23,221.44**
Net block as at 31 March 2022	**348.95**	**5,678.41**	**19,820.93**	**25,848.29**

Remaining useful life of other intangible assets (in years)

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Software and Technology	5	6	7
Customer contracts	-	1	2
Customer relationships	2 to 13.75	14.75	15.75

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8 Other financial assets (non-current)

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Unsecured, considered good			
Security deposits	421.31	322.22	227.80
Derivative assets	7.95	2.82	128.29
Others	46.26	47.52	-
	475.52	**372.56**	**356.09**

9 Other tax assets (net)

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Advance tax, net of provision for tax	740.59	571.48	87.02
	740.59	**571.48**	**87.02**

10 Other assets (non-current)

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Unsecured, considered good			
Capital advance	97.54	249.59	10.00
Advances other than capital advances			
Prepaid expenses	47.16	90.97	70.64
	144.70	**340.56**	**80.64**

11 Trade receivables

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Trade receivables from contracts with customers - billed	7,400.37	6,376.39	5,925.76
Trade receivables from contract with customers - unbilled^	4,412.99	4,309.45	3,336.25
	11,813.36	**10,685.84**	**9,262.01**

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

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Unsecured, considered good			
Trade receivables	11,813.36	10,685.84	9,262.01
Significant increase in credit risk			
Trade receivables	21.27	53.02	-
Allowance for doubtful receivables	(21.27)	(53.02)	-
	11,813.36	**10,685.84**	**9,262.01**

Ageing of trade receivables:

As at 31 March 2024

Particulars	Unbilled receivables	Not due	Outstanding for following periods 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	4,412.99	5,221.49	1,968.93	209.95	-	-	-	11,813.36
(ii) Undisputed Trade receivables - which have significant increase in credit risk	-	-	-	21.27	-	-	-	21.27
(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	**4,412.99**	**5,221.49**	**1,968.93**	**231.22**	**-**	**-**	**-**	**11,834.63**
Allowance for doubtful receivables								(21.27)
Total								**11,813.36**

As at 31 March 2023

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	4,309.45	5,225.14	1,133.97	17.28	-	-	-	10,685.84
(ii) Undisputed Trade receivables - which have significant increase in credit risk	-	-	47.64	5.38	-	-	-	53.02
(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	**4,309.45**	**5,225.14**	**1,181.61**	**22.66**	**-**	**-**	**-**	**10,738.86**
Allowance for doubtful receivables								(53.02)
Total								**10,685.84**

11 Trade receivables (continued)

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	3,336.25	4,333.26	1,592.50	-	-	-	-	9,262.01
(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	**3,336.25**	**4,333.26**	**1,592.50**	**-**	**-**	**-**	**-**	**9,262.01**
Allowance for doubtful receivables								**-**
Total								**9,262.01**

12 Cash and cash equivalents

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Balances with banks			
- in current accounts	3,022.45	5,824.66	3,457.64
- in Exchange Earners Foreign Currency ("EEFC") accounts	1.93	28.21	80.37
- in deposit accounts (original maturity within 3 months)	416.88	-	200.00
	3,441.26	**5,852.87**	**3,738.01**

13 Other financial assets (current)

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Unsecured, considered good			
Security deposits	169.08	173.34	170.34
Other receivables*	114.88	-	-
Derivative assets	67.68	95.35	244.76
	351.64	**268.69**	**415.10**

* For transactions with related parties - Refer note 36

14 Other assets (current)

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Advances to suppliers	83.91	111.89	157.51
Advances to employees	86.12	50.35	9.94
Prepaid expenses	757.78	590.11	432.43
Balances with statutory / government authorities	665.16	374.47	49.24
	1,592.97	**1,126.82**	**649.12**

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15 Equity share capital

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Authorised ^			
10,000,000,000 (31 March 2023 : 1,930,397,955, 31 March 2022 : 1,930,397,955) equity shares of Rs	100,000.00	19,303.98	19,303.98
	100,000.00	**19,303.98**	**19,303.98**
Issued, subscribed and paid-up ^			
4,287,336,495 (31 March 2023 : 1,920,726,066, 31 March 2022 : 1,920,726,066) equity shares of Rs 10/- each, fully	42,852.82	19,186.72	19,186.72
	42,852.82	**19,186.72**	**19,186.72**

^ On 26 March 2024 and 28 March 2024, SIL entered into a Share Purchase Agreement ('SPA') with Sagility B.V., (SIL's immediate holding company), to acquire 100% of the equity shares of Sagility Philippines B.V. (including its branch in Philippines) and Sagility (US) Holdings Inc. (along with its downstream subsidiaries) for a purchase consideration of USD 175.04 million (Rs. 14,590.24 million) and USD 628.5 million (Rs. 52,388.86 million) respectively. During the year ended 31 March 2024, the purchase consideration for the acquisitions was discharged by issuing 2,366,610,429 shares of SIL, valued at Rs. 28.3 per share. The face value of the shares issued amounting to Rs 23,666.1 million was recorded as equity share capital and the differential, amounting to Rs. 43,312.99 million was recorded in securities premium. Also refer note 44 for further details.

* Share issue expenses of Rs. Nil (31 March 2023 and 31 March 2022 : Rs. 20.54 million) 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
Balance as at 1 April 2023	1,920,726,066	19,186.72
Changes in equity share capital due to prior period error	-	-
Changes in equity share capital during the year {refer note 44 (B)}	2,366,610,429	23,666.10
Balance as at 31 March 2024	**4,287,336,495**	**42,852.82**
Balance as at 1 April 2022	1,920,726,066	19,186.72
Changes in equity share capital due to prior period error	-	-
Changes in equity share capital during the year	-	-
Balance as at 31 March 2023	**1,920,726,066**	**19,186.72**
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 2024		As at 31 March 2023	As at 31 March 2022	
	No. of shares	% holding	% holding	No. of shares	% holding
Equity shares					
Sagility B.V. *^	4,287,336,494	99.99%	99.99%	1,920,726,065	99.99%

* The ultimate holding of the Company was Baring Private Equity Asia incorporated in Cayman islands up to 17 October 2022 and with effect from 18 October 2022, EQT AB incorporated in Sweden is the ultimate holding company of the Company.

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 Philippines B.V. as nominee on behalf of Sagility B.V.

c) Details of shareholding of Promoters:

Name of the promoter	As at 31 March 2024		As at 31 March 2023		
	No. of shares	% holding	No. of shares	% holding	% change during the year
Sagility B.V.	4,287,336,494	99.99%	1,920,726,065	99.99%	-
Sagility Philippines B.V.^	1	0.01%	1	0.01%	-

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

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

^ 1 share is held by Sagility Philippines B.V. as nominee on behalf of Sagility 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 Group after distribution of all preferential amounts, if any. The distribution will be in the proportion to the number of equity shares held by the shareholders.

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 shares during the period from incorporation up to 31 March 2024. As explained above and in note 44 to the Restated Consolidated Financial Information, 2,366,610,429 shares of Rs. 10 each along with a premium of Rs. 18.3 each were issued for consideration other than cash.

f) No shares are reserved for issue under options.

16 Other Equity

	Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
(i)	**Shares pending issuance**			
	Balance at the beginning of the year / period	66,979.09	66,979.09	-
	Add: consideration payable on account of common control transactions (refer note 44 (B)	-	-	66,979.09
	Less: issue of equity shares during the year	(66,979.09)	-	
	Balance at the end of the year/ period	**-**	**66,979.09**	**66,979.09**
(ii)	**Effective portion of cashflow hedge**			
	Balance at the beginning of the year / period	(50.78)	(16.38)	-
	Add: movement during the year/ period	102.94	(34.40)	(16.38)
	Balance at the end of the year/ period	**52.16**	**(50.78)**	**(16.38)**
(iii)	**Securities premium**			
	Balance at the beginning of the year / period	-	-	-
	Add: movement during the year (refer note 44 (B) and 15)	43,312.99	-	-
	Less: Share issue expenses *	(71.97)	-	-
	Balance at the end of the year/ period	**43,241.02**	**-**	**-**
(iv)	**Common control adjustment deficit account**			
	Balance at the beginning of the year / period	(28,218.44)	(46,254.57)	-
	Add: Movement during the year/ period (refer note 44 (B)	31.86	18,036.13	(46,254.57)
	Balance at the end of the year/ period	**(28,186.58)**	**(28,218.44)**	**(46,254.57)**
(v)	**Exchange difference on translation of financial statements of foreign operations**			
	Balance at the beginning of the year / period	2,796.92	357.87	-
	Add: Movement during the year/ period	174.94	2,439.05	357.87
	Balance at the end of the year/ period	**2,971.86**	**2,796.92**	**357.87**
(v)	**Retained earnings**			
	Balance at the beginning of the year / period	1,373.19	13.43	-
	Add: Restated Profit/ (Loss) for the year/ period	2,282.66	1,435.72	(46.71)
	Add: Re-measurements (losses)/ gains on defined employee benefit plans (net of tax)	(155.85)	(75.96)	60.14
	Balance at the end of the year/ period	**3,500.00**	**1,373.19**	**13.43**
	Total	**21,578.46**	**42,879.98**	**21,079.44**

* Share issue expenses of Rs. 71.97 million (31 March 2023 and 31 March 2022 : Rs. Nil) has been adjusted against securities premium as these are qualifying costs attributable to an equity transaction.

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

Nature & purpose of reserves

(i) Effective portion of cashflow hedge

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 Effective portion of cashflow hedge are reclassified to the restated consolidated statement of profit and loss when the underlying transaction occurs.

(ii) Securities premium

Securities premium is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of Section 52 of the Companies Act, 2013.

(iii) Common control adjustment deficit account

The deficit account pertains to the impact of accounting for common control business combinations as detailed in Note 44 (B). The same will be utilised for the purposes as permitted by the Companies Act, 2013.

(iv) Exchange difference on translation of financial statements of foreign operations

Exchange differences relating to the translation of the results and net assets of the foreign operations from their respective functional currencies to the Company's functional and presentation currency are recognized directly in OCI and accumulated in other equity. When a foreign operation is disposed off, the relevant amount recognized in other equity is transferred to the restated consolidated statement of profit and loss as part of the profit or loss on disposal.

(v) Retained earnings

Retained earnings comprises of prior and current year undistributed earnings / (losses) after tax.

17 Borrowings

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Non-current			
Unsecured borrowings from related parties (Refer note 36)			
8% p.a 13,000 Non-convertible bonds of Rs. 1,000,000 each [Refer note (A)]	8,020.00	13,000.00	13,000.00
Promissory notes outstanding [Refer note (B)]	8,627.00	10,236.98	28,842.19
	16,647.00	**23,236.98**	**41,842.19**
Current			
Unsecured borrowings from related parties (Refer note 36)			
8% p.a 13,000 Non-convertible bonds of Rs. 1,000,000 each [Refer note (A)]	2,490.00	-	-
Accrued interest	198.18	242.44	550.13
	2,688.18	**242.44**	**550.13**
Total	**19,335.18**	**23,479.42**	**42,392.32**

Pursuant to the facilities agreements entered into between, among others, Sagility B.V. (the immediate holding company and formerly known as Betaine B.V.) the financial institutions listed therein as lenders dated 14 September 2021 (as last amended and restated by a second amendment and restatement agreement dated 22 March 2024, and as further amended and/or restated from time to time), certain assets of the Group including all of the assets of Sagility B.V. (but excluding, among other things, shares in SIL and any other assets of Sagility B.V. located in India) were offered as security.

In connection with the second amendment and restatement agreement and pursuant to a global deed of release entered into between, among others, Sagility B.V and The Hongkong and Shanghai Banking Corporation Limited as security agent dated 22 March 2024 (which took effect on 22 March 2024) certain assets / investments offered as security by the [Group members] were released. Accordingly, with effect from 22 March 2024, securities over the Group's assets originally granted pursuant to the facilities agreement in respect of SIPL and/or its subsidiaries are no longer existing.

Note:

A. (i) On 4 January 2022, the Group allotted 13,000 Non-convertible bonds ("NCB") at a face value of Rs. 10,00,000 each to Sagility B.V. (the immediate holding company)
(ii) The term of the NCB is 60 (Sixty) months from contractual agreed drawdown date. i.e. 04 January 2022.
(iii) The NCB's are entitled to a fixed coupon rate of interest at 8% per annum.
(iv) The NCB's can be fully or partially repaid before the contractual repayment dates, subject to compliance with applicable regulations in India

Repayment schedule (as at 31 March 2022 and 31 March 2023)

Scheduled redemption (repayment) date	Redemption/ Repayment amount
04 January 2025	2.00%
04 July 2025	3.00%
04 January 2026	8.50%
04 July 2026	11.50%
04 January 2027	75.00%

Repayment schedule (as at 31 March 2024)

Scheduled redemption (repayment) date	Redemption/ Repayment amount
23 May 2024	1,245.00
24 February 2025	1,245.00
23 May 2025	1,245.00
04 January 2026	1,105.00
04 July 2026	1,496.00
04 January 2027	4,176.42

During the year ended 31 March 2024, the Group voluntarily prepaid a portion of the outstanding NCB's amounting to Rs. 2,487.42 million.

B. (i) On 6 January 2022, Sagility (US) Inc. a wholly owned subsidiary of the Group issued two promissory notes to Sagility B.V. (the immediate holding company) totalling to USD 380 million (Rs. 28,185.06 million)
(ii) Refer schedule below for the contractual repayment dates
(iii) The promissory notes are entitled to a fixed coupon rate of interest at 4.7% per annum.
(iv) The promissory notes can be fully or partially repaid before the contractual repayment dates

Repayment schedule

Particulars	Borrowings (USD in millions)	Scheduled redemption (repayment) date
Promissory note	300	6 February 2027
Sub-ordinated promissory note	80	6 July 2027

Sagility (US) Inc. an entity incorporated in United States of America was a wholly owned subsidiary of Sagility B.V. (the immediate holding company) for periods from 06 January 2022 to 27 March 2024. With effect from 28 March 2024, Sagility (US) Inc. became a wholly owned subsidiary of SIL. Refer note 44 for further details.
'In June 2022, a wholly owned subsidiary converted a part of the outstanding promissory notes USD 231.52 million (Rs. 17,961.47 million) into equity by issuing 231,326.6 shares to Sagility B.V. as consideration for conversion of debt into equity. In this transaction, although the wholly owned subsidiary and Sagility B.V. were the creditor and debtor respectively, Sagility B.V. was acting in the capacity of a shareholder and not a lender. Hence, the conversion of debt into equity was recorded as a capital transaction within equity (in the books of the wholly owned subsidiary) of USD 231.52 million (Rs. 17,961.47 million) being credited to the extent of partial extinguishment of the outstanding promissory notes. No gain or (loss) was recognized in the restated consolidated statement of profit and loss.
'During the year ended 31 March 2024 and 31 March 2023, the wholly owned subsidiary voluntarily prepaid a portion of the outstanding promissory notes amounting to USD 21.20 million (Rs. 1,609.99 million) and USD 25.00 million (Rs. 2,034.94 million) The outstanding amounts against the promissory notes as at 31 March 2024, 31 March 2023 and 31 March 2022 is USD 103.80 million (Rs. 8,627.00 million), USD 125.00 million (Rs. 10,236.98 million) and USD 380.00 million (Rs. 28,842.19 million) respectively.

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C. Net debt reconciliation

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

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Cash and cash equivalents	3,441.26	5,852.87	3,738.01
Borrowings (including interest payable)	(19,335.19)	(23,479.42)	(42,392.33)
Lease liabilities	(5,981.94)	(5,479.01)	(5,485.47)
Net debt	**(21,875.87)**	**(23,105.56)**	**(44,139.79)**

(ii) Movement of net debt

a)

Particulars	Other assets	Liabilities from financing activities		Total
	Cash and cash equivalents	Lease liabilities	Borrowings (including interest	
Net debt as at 1 April 2023	5,852.87	(5,479.01)	(23,479.42)	(23,105.56)
Cash flows	(2,471.42)	1,264.95	4,280.75	3,074.27
Interest paid	-	412.31	1,483.40	1,895.71
Non-cash items				
New leases	-	(1,989.23)	-	(1,989.23)
Deletions	-	170.38	-	170.38
Gain on modification of lease	-	15.10	-	15.10
Effect of movements in exchange rates	59.81	35.87	(180.77)	(85.08)
Interest expense	-	(412.31)	(1,439.14)	(1,851.45)
Net debt as at 31 March 2024	**3,441.26**	**(5,981.94)**	**(19,335.18)**	**(21,875.86)**

b)

Particulars	Other assets	Liabilities from financing activities		Total
	Cash and cash equivalents	Lease liabilities	Borrowings (including interest	
Net debt as at 1 April 2022	3,738.01	(5,485.47)	(42,392.33)	(44,139.79)
Cash flows	1,831.02	1,025.91	1,964.08	4,821.01
Interest paid	-	385.27	2,070.91	2,456.18
Non-cash items				
New leases	-	(931.31)	-	(931.31)
Conversion of promissory notes into equity (Refer note 36)	-	-	17,961.47	17,961.47
Deletions	-	55.88	-	55.88
Effect of movements in exchange rates	283.84	(144.02)	(1,320.33)	(1,180.51)
Interest expense	-	(385.27)	(1,763.22)	(2,148.49)
Net debt as at 31 March 2023	**5,852.87**	**(5,479.01)**	**(23,479.42)**	**(23,105.56)**

c)

Particulars	Other assets	Liabilities from financing activities		Total
	Cash and cash equivalents	Lease liabilities	Borrowings (including interest	
Net debt as at 28 July 2021	**-**	**-**	**-**	**-**
Cash flows	3,704.62	256.95	(41,611.24)	(37,649.67)
Interest paid	-	91.09	10.94	102.03
Non-cash items				-
Additions on account of business combination (refer note 44)	-	(5,772.86)	-	(5,772.86)
Additions	-	(5.67)	-	(5.67)
Disposals	-	47.51	-	47.51
Effect of movements in exchange rates	33.39	(11.40)	(230.96)	(208.97)
Interest expense	-	(91.09)	(561.07)	(652.16)
Net debt as at 31 March 2022	**3,738.01**	**(5,485.47)**	**(42,392.33)**	**(44,139.79)**

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18 Lease liabilities

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Carried at amortised cost			
Non-current			
Lease liabilities	4,713.51	4,345.66	4,593.11
Current			
Lease liabilities	1,268.43	1,133.35	892.36
Total	**5,981.94**	**5,479.01**	**5,485.47**

19 Other financial liabilities (non-current)

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Cash settled share based payment awards (Refer note 36)	140.79	42.76	-
Derivative liabilities	0.72	13.21	-
	141.51	**55.97**	**-**

20 Provision for employee benefit obligations

Non-current

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Provision for employee benefits (refer note 37)			
- Gratuity	346.23	133.75	86.91
- Pension	1,130.84	899.30	714.50
	1,477.07	**1,033.05**	**801.41**

21 Trade payables

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Total outstanding dues of micro enterprises and small enterprises	173.62	0.03	27.01
Total outstanding dues of creditors other than micro enterprises and small enterprises *	2,419.40	2,134.64	1,122.47
	2,593.02	**2,134.67**	**1,149.48**

* For transactions with related parties - Refer note 36

Ageing of trade payables

^ MSME stands for Micro enterprises and small enterprises

As at 31 March 2024

Particulars	Unbilled dues	Not due	Outstanding for following period from due date of payment				
			Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed dues - MSME^	124.71	10.10	38.81	-	-	-	173.62
(ii) Undisputed dues - Others	1,831.27	65.76	522.37	-	-	-	2,419.40
(iii) Disputed dues - MSME^		-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
Total	**1,955.98**	**75.86**	**561.18**	**-**	**-**	**-**	**2,593.02**

As at 31 March 2023

Particulars	Unbilled dues	Not due	Outstanding for following period from due date of payment				
			Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed dues - MSME^		0.03	-	-	-	-	0.03
(ii) Undisputed dues - Others	1,816.23	49.59	265.86	2.96	-	-	2,134.64
(iii) Disputed dues - MSME^		-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
	1,816.23	**49.62**	**265.86**	**2.96**	**-**	**-**	**2,134.67**

As at 31 March 2022

Particulars	Unbilled dues	Not due	Outstanding for following period from due date of payment				
			Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed dues - MSME^		14.99	12.02	-	-	-	27.01
(ii) Undisputed dues - Others	678.04	38.53	405.90	-	-	-	1,122.47
(iii) Disputed dues - MSME^		-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
	678.04	**53.52**	**417.92**	**-**	**-**	**-**	**1,149.48**

22 Other financial liabilities (current)

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Purchase consideration payable (refer note 44 and note 48)	3,853.19	3,695.08	3,640.24
Creditors for capital goods	-	54.63	0.89
Derivative liabilities	9.72	64.33	-
Employee benefits payable	2,298.21	1,730.57	1,304.74
Other payables*	283.95	142.06	212.21
	6,445.07	**5,686.67**	**5,158.08**

* For transactions with related parties - Refer note

23 Contract liabilities

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Contract liabilities	235.87	106.21	109.59
	235.87	**106.21**	**109.59**

(i) Revenue recognised in relation to contract liabilities

The following table shows how much of the revenue recognised in each of the reporting periods relates to carried-forward contract liabilities and how much relates to performance obligations that were satisfied in a prior year.

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Movement in contract liabilities:			
Opening balance	106.21	109.59	-
Revenue recognised that was included in the contract liability balance at the beginning of the year/ period	(106.21)	(109.59)	-
Increases due to invoicing during the year, excluding amounts recognised as revenue during the year/ period	235.87	106.21	109.59
Closing balance	**235.87**	**106.21**	**109.59**

24 Other liabilities (current)

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Statutory dues*	462.77	394.23	261.75
	462.77	**394.23**	**261.75**

**** Breakup of Statutory dues includes:***

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Defined contribution plans	106.15	73.13	57.19
Withholding taxes	347.01	317.28	202.18
Profession tax	9.61	3.82	2.38
	462.77	**394.23**	**261.75**

25 Provision for employee benefit obligations

Current

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Provision for employee benefits (refer note 37)			
- Gratuity	67.80	149.20	122.43
- Pension	-	-	49.18
- Compensated absences	605.28	578.21	455.03
	673.08	**727.41**	**626.64**

26 Current tax liabilities (net)

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Provision for tax, net of advance tax	154.76	139.44	101.59
	154.76	**139.44**	**101.59**

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27 Revenue from operations

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023	For the period from 28 July 2021 to 31 March 2022
Revenue from contracts with customers			
Revenue from sale of services	47,535.57	42,184.08	9,234.07
Total	**47,535.57**	**42,184.08**	**9,234.07**

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 Group 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 year ended 31 March 2024	For the year ended 31 March 2023	For the period from 28 July 2021 to 31 March 2022
Major service line			
Business process management services	47,535.57	42,184.08	9,234.07
	47,535.57	**42,184.08**	**9,234.07**

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

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023	For the period from 28 July 2021 to 31 March 2022
Revenue recognized over time	47,535.57	42,184.08	9,234.07
	47,535.57	**42,184.08**	**9,234.07**

C) Recognition of revenue as per customer category

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023	For the period from 28 July 2021 to 31 March 2022
Customer category			
Payer	42,904.18	38,254.26	8,447.42
Provider	4,631.39	3,929.82	786.65
	47,535.57	**42,184.08**	**9,234.07**

D) Reconciliation of revenue recognised with contract price

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023	For the period from 28 July 2021 to 31 March 2022
Contract price	47,447.03	42,967.11	9,395.36
Adjustments for:			
Addition on account of variable consideration (contingent revenue)	1,581.34	783.49	160.10
Reduction towards variable consideration components such as penalty, cash and volume discount	(1,492.80)	(1,566.52)	(321.39)
Revenue from contracts with customers	**47,535.57**	**42,184.08**	**9,234.07**

E) 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 Group 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 Group 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 Group's performance completed to date, typically those contracts where invoicing is on time & material or unit price basis.

The aggregate value of performance obligations that are completely or partially unsatisfied as of 31 March 2024 is Rs. 235.87 million (31 March 2023: Rs. 106.21 million, 31 March 2022 : Rs. 109.59 million).

The Group expects to complete 100% (31 March 2023 : 100%, 31 March 2022 : 100%) of the related undelivered services within 1 year (31 March 2023 : 1 year, 31 March 2022 : 1 year) and recognise the related revenue.

28 Other income

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023	For the period from 28 July 2021 to 31 March 2022
Interest income under the effective interest rate method on financial assets carried at amortised cost			
- Fixed deposits	24.56	9.71	0.65
- Security deposits	55.23	27.77	3.59
Other non-operating income			
Net foreign exchange gain	166.81	100.56	165.91
Gain on lease modification	15.10	-	-
Profit on sale of property, plant and equipment	11.05	-	-
Miscellaneous income	6.72	38.48	39.72
	279.47	**176.52**	**209.87**

29 Employee benefits expense

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023	For the period from 28 July 2021 to 31 March 2022
Salaries, bonus and allowances	24,536.66	20,784.10	4,206.19
Contribution to provident and other funds	1,576.54	1,256.04	251.56
Defined benefit plan expenses (refer note 37)	232.45	197.68	48.27
Share based payment awards	97.41	42.55	-
Compensated absences	813.92	634.90	132.49
Staff welfare expenses	1,574.67	1,511.78	298.31
Others	544.79	514.96	120.31
	29,376.44	**24,942.01**	**5,057.13**

30 Finance costs

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023	For the period from 28 July 2021 to 31 March 2022
Interest expense on financial liabilities carried at amortized cost			
- Long-term borrowings from related parties*			
On '8% p.a 13,000 non-convertible bond (India)	997.01	1,040.00	247.89
On Promissory notes (US)	442.13	723.22	313.18
- Lease liabilities	412.31	385.27	91.09
	1,851.45	**2,148.49**	**652.16**

* For transactions with related parties - Refer note 36

31 Depreciation and amortisation expenses

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023	For the period from 28 July 2021 to 31 March 2022
Depreciation on property, plant and equipment (refer note 4)	1,065.71	897.61	207.83
Depreciation on right of use assets (refer note 5)	1,412.44	1,247.77	276.25
Amortisation on other intangible assets (refer note 7)*	4,413.96	4,298.00	988.02
	6,892.11	**6,443.38**	**1,472.10**

***** Includes amortisation on intangible assets recognised pursuant to purchase price allocation on account of business acquisitions amounting to Rs 4,311.56 million, Rs 4183.24 million and Rs 950.66 million for the year / period ended 31 March 2024, 31 March 2023 and 31 March 2022

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32 Other expenses

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023	For the period from 28 July 2021 to 31 March 2022
Legal and professional fees	1,217.57	940.07	1,170.09
Software subscription charges	1,313.84	1,276.46	162.22
Travelling and conveyance	976.26	599.05	67.42
Communication expenses	640.87	676.62	121.90
Power and fuel	445.96	331.22	55.89
Marketing expenses	204.98	165.88	0.40
Insurance charges	68.91	86.01	27.59
Security expenses	124.88	112.03	21.84
Housekeeping charges	190.84	115.04	16.85
Recruitment expenses	262.02	229.38	47.16
Rent*	102.37	185.19	41.38
Royalty expenses	-	88.06	37.85
Payment to auditors (refer note below)	45.35	15.05	3.22
Rates and taxes	104.16	81.17	42.27
Hire charges	14.15	11.79	5.34
Sub-contracting expenses	259.05	414.21	128.29
Repairs and maintenance			
-computers	503.71	554.05	98.96
-building	369.10	261.36	47.14
-others	119.29	168.43	37.33
Postage and courier	100.37	212.09	45.26
(Reversal)/Provision of expected credit loss	(29.33)	53.02	0.01
Loss on sale of property, plant & equipment	-	121.73	33.93
CSR expenses	5.39	1.54	-
Miscellaneous expenses	238.49	270.50	68.75
	7,278.23	**6,969.95**	**2,281.09**

*Represent lease rentals for short term leases.

Note
Payment to auditors (excluding Goods and Services Tax)

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023	For the period from 28 July 2021 to 31 March 2022
Statutory audit	29.00	3.60	3.20
Other audit engagements	12.45	10.25	-
Certificates	0.10	0.10	-
Reimbursement of expenses	3.80	1.10	0.02
	45.35	**15.05**	**3.22**

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33 Income tax

The major components of income tax expense for the year/ period ended 31 March 2024, 31 March 2023 and 31 March 2022 are:

Restated Consolidated Statement of profit and loss section

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023	For the period from 28 July 2021 to 31 March 2022
Tax expense:			
Current tax	1,115.24	1,243.21	104.27
Deferred tax	(981.09)	(822.16)	(76.10)
Income tax expense reported in the restated consolidated statement of profit and loss for the year/ period	**134.15**	**421.05**	**28.17**

OCI Section

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

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023	For the period from 28 July 2021 to 31 March 2022
Items that will not be reclassified subsequently to the statement of profit and loss			
Re-measurements (losses)/ gains on defined employee benefit plans	20.70	21.67	(3.15)
Items that will reclassified subsequently to the statement of profit and loss			
Change in fair value of derivatives designated as cash flow hedges	(47.77)	34.05	5.51
	(27.07)	**55.72**	**2.36**

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

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023	For the period from 28 July 2021 to 31 March 2022
Profit / (loss) before tax	2,416.81	1,856.77	(18.54)
Expected tax expense/ (credit) at the enacted tax rate of 25.17% in India	608.26	467.31	(4.67)
Tax effect of adjustments to reconcile expected income tax expense to reported income tax expenses:			
Difference in tax rates	(210.41)	(119.59)	(42.03)
Tax effect of non-deductible expenses	46.65	90.08	31.78
Tax incentives for current year	(170.43)	(38.70)	(2.40)
Tax incentives for previous year	(105.47)	-	-
Others	(34.45)	21.95	45.49
Net tax expense	**134.15**	**421.05**	**28.17**

33 Income tax (continued)

Deferred taxes

(a) Deferred tax assets/ (liabilities) as at 31 March 2024 in relation to:

Particulars	As at 31 March 2023	Recognised pursuant to business combinations (Refer note 44)	Recognised in Statement of profit and loss	Recognised in Other comprehensive income	Effect of movements in exchange rates	As at 31 March 2024
Deferred tax assets						
Lease liabilities	695.66	-	76.86	-	(2.68)	769.84
Property, plant and equipment and other intangible assets	13.17	-	427.08	-	(0.19)	440.06
Provision for employee benefits	205.60	-	140.61	20.70	(2.85)	364.06
Interest expense	87.30	-	(27.01)	-	1.21	61.50
Net operating loss	470.08	-	(54.53)	-	6.97	422.52
Provision for expected credit loss	14.69	-	(14.33)	-	0.15	0.51
Expenses allowed on payment basis	6.42	-	24.92	-	0.12	31.46
Tax incentives	-	-	134.49	-	-	134.49
Security deposit	(5.00)	-	34.55	-	(0.05)	29.50
	1,487.92	-	742.64	20.70	2.68	2,253.94
Deferred tax liabilities						
Property, plant and equipment and other intangible assets	(4,840.27)	(248.45)	284.72	-	(80.73)	(4,884.73)
Derivative liabilities	35.54	-	-	(47.77)	0.07	(12.16)
Right-of-use asset	(670.90)	-	(46.27)	-	3.36	(713.81)
	(5,475.63)	(248.45)	238.45	(47.77)	(77.30)	(5,610.70)
Deferred tax assets/ (liabilities) (net)	**(3,987.71)**	**(248.45)**	**981.09**	**(27.07)**	**(74.62)**	**(3,356.76)**

(b) Deferred tax assets/ (liabilities) as at 31 March 2023 in relation to:

Particulars	As at 31 March 2022	Recognised in Statement of profit and loss	Recognised in Other comprehensive income	Effect of movements in exchange rates	As at 31 March 2023
Deferred tax assets					
Lease liabilities	793.48	(110.53)	-	12.71	695.66
Derivative Assets/ Liabilities	5.51	(3.90)	34.05	(0.12)	35.54
Property, plant and equipment and other intangible assets	21.16	(9.86)	-	1.87	13.17
Provision for employee benefits	146.84	29.79	21.67	7.30	205.60
Interest expense	66.30	15.44	-	5.56	87.30
Net operating loss	484.87	(54.00)	-	39.21	470.08
Provision for expected credit loss	0.60	13.91	-	0.18	14.69
Expenses allowed on payment basis	0.85	5.44	-	0.13	6.42
Security deposit	7.11	(12.20)	-	0.09	(5.00)
	1,526.72	(125.91)	55.72	66.93	1,523.46

Particulars	As at 31 March 2022	Recognised in Statement of profit and loss	Recognised in Other comprehensive income	Effect of movements in exchange rates	As at 31 March 2023
Deferred tax liabilities					
Property, plant and equipment and other intangible assets	(5,190.18)	768.88	-	(418.97)	(4,840.27)
Right-of-use asset	(834.34)	179.19	-	(15.75)	(670.90)

	(6,024.52)	948.07	-	(434.72)	(5,511.17)
Deferred tax assets/ (liabilities) (net)	**(4,497.80)**	**822.16**	**55.72**	**(367.79)**	**(3,987.71)**

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

Particulars	As at 28 July 2021	Recognised pursuant to business combinations (Refer note 44)	Recognised in Statement of profit and loss	Recognised in Other comprehensive income	Effect of movements in exchange rates	As at 31 March 2022
Deferred tax assets						
Lease liabilities	-	564.04	85.84	-	143.60	793.48
Derivative Assets/ Liabilities	-	-	-	5.51	-	5.51
Property, plant and equipment and other intangible assets	-	18.25	2.51	-	0.40	21.16
Provision for employee benefits	-	168.15	(18.86)	(3.15)	0.70	146.84
Interest expense	-	-	65.77	-	0.53	66.30
Net operating loss	-	487.33	(11.05)	-	8.59	484.87
Provision for expected credit loss	-	0.59	-	-	0.01	0.60
Expenses allowed on payment basis	-	-	0.83	-	0.02	0.85
Security deposit	-	8.07	(0.96)	-	-	7.11
	-	1,246.43	124.08	2.36	153.85	1,526.72
Deferred tax liabilities						
Property, plant and equipment and other intangible assets	-	(5,162.94)	63.96	-	(91.20)	(5,190.18)
Right-of-use assets	-	(578.15)	(111.94)	-	(144.25)	(834.34)
	-	(5,741.09)	(47.98)	-	(235.45)	(6,024.52)
Deferred tax assets/ (liabilities) (net)	**-**	**(4,494.66)**	**76.10**	**2.36**	**(81.60)**	**(4,497.80)**

The Group offsets deferred 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.

At 31 March 2024, the Group had a deferred tax liability of Rs. 829.45 million (31 March 2023: Rs. 371.61 million, 31 March 2022: Rs. 65.48 million) for temporary differences of Rs. 3,295.64 million (31 March 2023: Rs. 1,476.53 million: 31 March 2022: Rs. 260.16 million) related to its investments in subsidiaries, However, this liability was not recongized as the Group controls the dividend policy of its subsidiaries and is able to control the timing of reversal of the related taxable temporary differences. Management believes these taxable temporary differences will not reverse in the foreseeable future.

Reflected in Annexure I - Restated Consolidated Statement of Assets and Liabilities

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Deferred tax assets (net)	1,353.65	614.27	112.51
Deferred tax liabilities (net)	(4,710.41)	(4,601.98)	(4,610.31)
	(3,356.76)	**(3,987.71)**	**(4,497.80)**

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34 Earnings per share ("EPS")

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

For the purposes of computing the basic and diluted earnings per share for the years / period mentioned below, the shares issued by the Company on 26 March 2024 and 28 March 2024 as consideration for the common control acquistion {refer note 44 (B} have been considered to be outstanding from 06 January 2022.

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

(Figures in Rupees millions except number of shares)

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023	For the period from 28 July 2021 to 31 March
Profit / (loss) attributable to equity shareholders	2,282.66	1,435.72	(46.71)
Weighted average number of shares for basic EPS	4,287,336,495	4,287,336,495	998,420,828
Weighted average number of shares for diluted EPS	4,287,336,495	4,287,336,495	998,420,828
Earnings / (loss) per share, basic (Rs.)	0.53	0.33	(0.05)
Earnings / (loss) per share, diluted (Rs.)	0.53	0.33	(0.05)

35 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 Group's performance and reviews revenue and earnings before interest expense, taxes, depreciation and amortisation as the performance indicator. The Group operates in one segment only i.e. “Business process management services”. The CODM evaluates performance of the Group as one single segment. Accordingly, segment information has not been separately disclosed. With respect to geographic segments, all of the Group's revenue is recognised from contracts with customers in the United States of America.

Major Customers greater than 10% of total revenue

Revenue from three customers (31 March 2023 : three, 31 March 2022 : three) individually accounted for more than 10% of the total revenue.

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36 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

EQT AB - ultimate holding company with effect from 18 October 2022
Baring Private Equity Asia GP VIII Limited (Cayman Islands) until 17 October 2022

(ii) Ultimate Beneficial Owner with a Controlling Stake

Jean Eric Salata Rothleder - Ultimate beneficial owner with a controlling stake, until 17 October 2022

(iii) Intermediate Holding company

Baring Private Equity Asia Group Limited intermediate holding Company until 18 October 2022

Sagility B.V.

Sagility Parent B.V.

(iv) Key managerial personnel

	Designation
Ramesh Gopalan	Managing Director and Group Chief Executive Officer
Sarvabhouman Doraiswamy Srinivasan	Group Chief Financial Officer and Director w.e.f. 24 February 2023 till 24 June 2024
Smita Vishwanathan Nair	Director w.e.f 2 November 2022 till 14 June 2024
Hari Gopalakrishnan	Director w.e.f. 28 July 2021
Sanjeev Lakra	Director w.e.f 5 September 2022 till 24 June 2024
Satishkumar Sakharayapattana Seetharamaiah	Company Secretary and Compliance Officer

** Also refer Note 49 -Events after the Reporting period*

(v) Post-employment benefit plans of the Company

Sagility Employees Gratuity Trust

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36 Related party disclosures (continued)

(i) Transactions eliminated during the year/ period *

(i) Sagility India Limited

Name of Related Party	Nature of transaction	For the year ended 31 March 2024	For the year ended 31 March 2023	For the period from 28 July 2021 to 31 March 2022
Sagility (US) Holdings Inc	Investment in subsidiary	52,388.86	-	-
Sagility Philippines B.V *(formerly Betaine (PH) B.V.)*	Investment in subsidiary	14,590.24	-	-
Sagility LLC	Revenue from rendering of services	12,868.24	11,943.58	2,374.34
Sagility Provider Solutions LLC	Revenue from rendering of services	2,205.71	2,127.87	437.90
Sagility LLC	Recharge of corporate support cost	39.14	12.78	-
Sagility Philippines B.V. - Philippines Branch	Recharge of corporate support cost	5.51	8.71	-
Sagility (Jamaica) Limited	Recharge of corporate support cost	13.26	8.61	1.92
Sagility Philippines B.V. - Philippines Branch	Expenses incurred by related party	15.35	32.93	1.95
Sagility LLC	Expenses incurred by related party	-	-	3.97

(ii) Sagility Care Management LLC

Name of Related Party	Nature of transaction	For the year ended 31 March 2024	For the year ended 31 March 2023	For the period from 28 July 2021 to 31 March 2022
Sagility (US) Inc.	Equity share capital issued	-	-	2,991.45
Sagility Operations Inc.	Change in equity interest	-	2,991.45	-

(iii) Sagility (Jamaica) Limited

Name of Related Party	Nature of transaction	For the year ended 31 March 2024	For the year ended 31 March 2023	For the period from 28 July 2021 to 31 March 2022
Sagility (US) Inc.	Equity share capital issued	-	-	6,521.06
Sagility LLC	Revenue from rendering of services	5,175.27	4,318.28	925.99
Sagility LLC	Recharge of corporate support cost	27.99	-	-
Sagility India Limited	Expenses incurred by related party	13.26	8.61	1.92

(iv) Sagility Provider Solutions LLC

Name of Related Party	Nature of transaction	For the year ended 31 March 2024	For the year ended 31 March 2023	For the period from 28 July 2021 to 31 March 2022
Sagility India Limited	Sub-contracting expenses	2,209.89	2,144.52	437.90
Sagility Philippines B.V. - Philippines Branch	Sub-contracting expenses	1,182.90	807.23	137.561

(v) Sagility Technologies LLC

Name of Related Party	Nature of transaction	For the year ended 31 March 2024	For the year ended 31 March 2023	For the period from 28 July 2021 to 31 March 2022
Sagility LLC	Revenue from rendering of services	43.26	34.57	13.47

(vi) Sagility LLC

Name of Related Party	Nature of transaction	For the year ended 31 March 2024	For the year ended 31 March 2023	For the period from 28 July 2021 to 31 March 2022
Sagility India Limited	Expenses incurred by related party	39.14	12.78	-
Sagility (Jamaica) Limited	Expenses incurred by related party	27.99	-	-
Sagility Philippines B.V. - Philippines Branch	Expenses incurred by related party	46.71	4.36	-
Sagility India Limited	Sub-contracting expenses	12,891.21	12,069.75	2,374.34
Sagility (Jamaica) Limited	Sub-contracting expenses	5,176.89	4,267.36	917.43
Sagility Technologies LLC	Sub-contracting expenses	43.26	34.57	13.47
Sagility Philippines B.V. - Philippines Branch	Sub-contracting expenses	12,675.90	10,516.68	2,036.39
Sagility (Colombia) SAS	Sub-contracting expenses	411.64	108.73	-

(vii) Sagility Operations Inc.

Name of Related Party	Nature of transaction	For the year ended 31 March 2024	For the year ended 31 March 2023	For the period from 28 July 2021 to 31 March 2022
Sagility (US) Inc.	Equity share capital issued	-	-	30,834.97
Sagility (Colombia) SAS	Interest Income	9.06	-	-
Sagility (US) Inc.	Loan to related party	4.17	3,025.93	-
Sagility (US) Inc.	Investment in subsidiary	-	2,991.45	-

(viii) Sagility Philippines B.V. - Philippines Branch

Name of Related Party	Nature of transaction	For the year ended 31 March 2024	For the year ended 31 March 2023	For the period from 28 July 2021 to 31 March 2022
Sagility Provider Solutions LLC	Revenue from rendering of services	1,182.90	792.14	145.79
Sagility LLC	Revenue from rendering of services	12,676.19	10,364.46	2,075.90
Sagility LLC	Recharge of corporate support cost	46.71	4.36	-
Sagility India Limited	Recharge of corporate support cost	15.35	32.93	1.95
Sagility India Limited	Expenses incurred by related party	5.51	8.71	-

*** As per Schedule VI (Para 11(I)(A)(i)(g)) of ICDR Regulations**

36 Related party disclosures (continued)

(i) Transactions eliminated during the year/ period *

(ix) Sagility (US) Holdings Inc.

Name of Related Party	Nature of transaction	For the year ended 31 March 2024	For the year ended 31 March 2023	For the period from 28 July 2021 to 31 March 2022
Sagility (US) Inc.	Investment in subsidiary	-	17,961.47	12,162.42

(x) Sagility (US) Inc.

Name of Related Party	Nature of transaction	For the year ended 31 March 2024	For the year ended 31 March 2023	For the period from 28 July 2021 to 31 March 2022
Sagility (US) Holdings Inc.	Share premium	-	17,961.47	12,162.41
Sagility (US) Holdings Inc.	Equity share capital issued	-	-	0.01
Sagility Care Management LLC	Investment in subsidiary	-	-	2,991.45
Sagility (Jamaica) Limited	Investment in subsidiary	-	-	6,521.06
Sagility Operations Inc.	Investment in subsidiary	-	-	30,834.97
Sagility (Colombia) S.A.S	Investment in subsidiary	220.38	0.06	-
Sagility Operations Inc.	Loan from related party	4.17	3,025.93	-
Sagility Operations Inc.	Transfer of equity interest	-	2,991.5	-

(xi) Sagility (Colombia) S.A.S

Name of Related Party	Nature of transaction	For the year ended 31 March 2024	For the year ended 31 March 2023	For the period from 28 July 2021 to 31 March 2022
Sagility (US) Inc.	Equity share capital issued	220.38	0.06	-
Sagility LLC	Revenue from rendering of services	413.35	110.17	-
Sagility Operations Inc.	Interest expense on borrowings	9.06	-	-

*** As per Schedule VI (Para 11(I)(A)(i)(g)) of ICDR Regulations**

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36 Related party disclosures (continued)

(ii) Balances eliminated as at the end of the year/ period *

(i) Sagility India Limited

Name of Related Party	Nature of transaction	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Sagility (Colombia) SAS	Trade receivables	0.64	-	-
Sagility (Jamaica) Limited	Trade receivables	9.19	-	-
Sagility LLC	Trade receivables	7,065.74	6,880.15	4,926.22
Sagility Philippines B.V Branch	Trade receivables	2.01	-	-
Sagility Provider Solutions LLC	Trade receivables	1,266.44	1,231.94	757.49
Sagility Technology LLC	Trade receivables	-	-	0.16
Sagility (Jamaica) Limited	Other receivables	2.90	4.44	0.65
Sagility LLC	Other receivables	3.85	1.57	-
Sagility Philippines B.V Branch	Other receivables	0.45	19.36	16.92
Sagility (Jamaica) Limited	Trade payables	3.27	2.10	-
Sagility LLC	Trade payables	153.77	14.42	2.78
Sagility Philippines B.V Branch	Trade payables	38.91	4.20	19.97
Sagility (US) Holdings Inc	Investment in subsidiary	52,388.86	-	-
Sagility Philippines B.V *(formerly Betaine (PH) B.V.)*	Investment in subsidiary	14,590.24	-	-

(ii) Sagility Care Management LLC

Name of Related Party	Nature of transaction	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Sagility LLC	Advance received	99.50	109.53	0.65

(iii) Sagility (Jamaica) Limited

Name of Related Party	Nature of transaction	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Sagility India Limited	Trade payables	9.19	-	-
Sagility India Limited	Trade receivables	3.27	2.10	-
Sagility Philippines B.V. - Philippines Branch	Trade payables	-	0.28	1.38
Sagility LLC	Trade payables	109.68	10.64	-
Sagility LLC	Trade receivables	2,550.32	1,927.67	1,401.64
Sagility India Limited	Other payables	2.90	4.44	0.65
Sagility (Colombia) S.A.S	Advance given	-	0.88	-

(iv) Sagility Provider Solutions LLC

Name of Related Party	Nature of transaction	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Sagility (US) Holdings Inc	Advance given	0.08	-	-
Sagility (US) Inc	Advance given	33.35	-	-
Sagility India Limited	Trade payables	1,266.44	1,231.94	757.49
Sagility LLC	Advance received	337.07	34.59	5.06
Sagility Philippines B.V. - Philippines Branch	Trade payables	526.58	271.78	280.10
Sagility Operations Inc	Advance given	22.93	-	-
Sagility LLC	Advance given	1,974.96	-	-
Sagility Operations Inc	Advance received	36.70	2.21	-

(v) Sagility Technologies LLC

Name of Related Party	Nature of transaction	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Sagility LLC	Advance received	1,277.85	727.36	244.64
Devlin Consulting Inc	Advance received	4.85	-	-
Sagility India Limited	Trade payables	-	-	0.16
Sagility LLC	Advance given	0.82	5.42	3.37

*** As per Schedule VI (Para 11(I)(A)(i)(g)) of ICDR Regulations**

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36 Related party disclosures (continued)

(ii) Balances eliminated as at the end of the year/ period *

(vi) Sagility LLC

Name of Related Party	Nature of transaction	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Sagility (Colombia) S.A.S	Trade payables	61.12	17.28	10.66
Sagility (Jamaica) Limited	Trade payables	2,550.32	1,927.67	1,401.64
Sagility (US) Inc.	Advance given	2,380.69	0.08	-
Sagility India Limited	Trade payables	7,065.74	6,880.15	4,926.22
Sagility Operations Inc	Advance received	51.02	-	-
Devlin Consulting Inc	Advance received	224.53	-	-
Sagility Philippines B.V. - Philippines Branch	Trade payables	6,042.86	5,055.06	4,075.32
Sagility India Limited	Other payables	3.85	1.57	-
Sagility Technologies LLC	Advance received	0.82	5.42	3.37
Sagility (Colombia) S.A.S	Trade receivables	1.95	-	-
Sagility (Jamaica) Limited	Trade receivables	109.68	10.64	-
Sagility Care Management LLC	Advance given	99.50	109.53	0.65
Sagility India Limited	Trade receivables	153.77	14.42	2.78
Sagility Operations Inc	Advance given	3,479.07	2,871.72	-
Devlin Consulting Inc	Advance given	0.66	-	-
Sagility (U.S.) Holding Inc.	Advance given	25.18	0.08	-
Sagility Philppines B.V. Branch	Trade receivables	0.41	0.11	-
Sagility Provider Solutions LLC	Advance given	337.07	34.59	5.06
Sagility Technologies LLC	Advance given	1,277.85	727.36	244.64
Sagility Philippines B.V. - Philippines Branch	Other receivables	27.81	-	-
Sagility Provider Solutions LLC	Advance received	1,974.96	-	-
Devlin Consulting Inc	Investment in subsidiary	2,308.85	-	-
Birch Technologies Inc.	Investment in subsidiary	803.32	-	-

(vii) Sagility Operations Inc.

Name of Related Party	Nature of transaction	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Sagility (US) Inc.	Loan to related party	3,076.67	3,025.93	-
Sagility LLC	Advance received	3,479.07	2,871.72	-
Sagility Provider Solutions LLC	Advance received	22.93	-	-
Sagility LLC	Advance given	51.02	-	-
Sagility (Colombia) SAS	Advance given	-	209.39	-
Sagility Provider Solutions LLC	Advance given	36.70	2.21	-
Sagility Care Management LLC	Investment in subsidiary	3,362.72	3,311.75	-

(viii) Sagility Philippines B.V. - Philippines Branch

	Nature of transaction	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Sagility India Limited	Trade payables	2.01	-	-
Sagility India Limited	Other payables	0.45	19.36	16.92
Sagility LLC	Trade payables	0.41	0.11	-
Sagility (Colombia) SAS	Trade receivables	0.59	-	-
Sagility India Limited	Trade receivables	38.91	4.20	19.97
Sagility (Jamaica) Limited	Trade receivables	-	0.28	1.38
Sagility LLC	Trade receivables	6,042.86	5,055.06	4,075.32
Sagility Provider Solution LLC	Trade receivables	526.58	271.78	280.10
Sagility LLC	Other payables	27.81	-	-

(ix) Sagility (US) Holdings Inc.

Name of Related Party	Nature of transaction	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Sagility LLC	Advance received	25.18	0.08	-
Sagility Provider Solutions LLC	Advance received	0.08	-	-
Sagility (US) Inc.	Advance given	20.84	-	-
Sagility (US) Inc.	Investment in subsidiary	32,975.60	32,475.80	12,445.99

(x) Sagility (US) Inc.

Name of Related Party	Nature of transaction	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Sagility Operations Inc.	Loan from related party	3,076.67	3,025.93	-
Sagility LLC	Advance received	2,380.69	0.08	-
Sagility (US) Holdings Inc.	Advance received	20.84	-	-
Sagility Provider Solutions LLC	Advance received	33.35	-	-
Sagility Care Management LLC	Investment in subsidiary	-	-	3,061.20
Sagility (Jamaica) Limited	Investment in subsidiary	7,330.38	7,219.28	6,673.10
Sagility Operations Inc.	Investment in subsidiary	34,661.86	34,136.50	31,553.88
Sagility (Colombia) S.A.S	Investment in subsidiary	221.45	0.06	-

(xi) Sagility (Colombia) S.A.S

Name of Related Party	Nature of transaction	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Sagility India Limited	Trade payables	0.64	-	-
Sagility Philippines B.V. - Philippines Branch	Trade payables	0.59	-	-
Sagility LLC	Trade receivables	61.12	17.28	10.66
Sagility LLC	Trade payables	1.95	-	-
Sagility Operations Inc.	Advance received	-	209.39	-
Sagility (Jamaica) Limited	Advance received	-	0.88	-

(xii) Devlin Consulting Inc

Name of Related Party	Nature of transaction	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Sagility LLC	Advance given	224.53	-	-
Sagility Technology LLC	Advance given	4.85	-	-
Sagility LLC	Advance received	0.66	-	-

*** As per Schedule VI (Para 11(I)(A)(i)(g)) of ICDR Regulations**

36 Related party disclosures (continued)

(i) The following transactions were carried out with related parties during the year/ period in the ordinary course of business:

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023	For the period from 28 July 2021 to 31 March [illegible]
Interest expense on borrowings			
Sagility B.V.	1,439.14	1,763.22	561.07
Non-convertible bonds issued during the period			
Sagility B.V.	-	-	13,000.00
Promissory notes issued during the period			
Sagility B.V.	-	-	28,842.19
Equity shares issued and paid-up during the period for cash consideration			
Sagility B.V.	-	-	19,186.72
Equity shares issued and paid-up during the period for other than cash consideration			
Sagility B.V. (refer note 44 (C))	23,666.10	-	-
Securities premium received during the period for other than cash consideration			
Sagility B.V. (refer note 44)	43,312.99	-	-
Conversion of promissory notes into equity			
Sagility B.V. (refer note 17)	-	17,961.47	-
Repayment of Non-convertible bonds			
Sagility B.V. (refer note 17)	2,490.00	-	-
Repayment of Promissory notes in cash			
Sagility B.V. (refer note 17)	1,609.98	2,034.94	-
Reimbursement of transaction fees incurred on behalf of the Group			
Baring Private Equity Asia Group Limited	-	-	903.59
Reimbursement of other expenses incurred by the Group on behalf of a related party			
Sagility B.V.	44.39	-	
Sagility Parent B.V.	60.44	-	-
Remuneration to Key managerial personnel			
Short-term employee benefits	109.90	100.19	17.15
Post-employment benefits	1.14	0.99	0.19
Share-based payments	33.75	15.54	-
Payment to / Reimbursement from the Sagility Employees Gratuity Trust			
Contribution to plan assets	0.01	40.00	70.00
Premium payment towards the policy	6.38	5.69	3.73
Reimbursement received from the Trust towards settlement of post employee benefits	39.79	45.10	-

(ii) Balances outstanding at year/ period end:

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Non-convertible bonds outstanding			
Sagility B.V.	10,510.00	13,000.00	13,000.00
Promissory notes outstanding			
Sagility B.V.	8,627.00	10,236.98	28,842.19
Interest accrued and due on borrowings			
Sagility B.V.	198.18	242.44	550.13
Other payables			
Sagility B.V.	2.58		
Trade payables			
Sagility B.V.	-	11.04	3.92
Other receivables			
Sagility B.V.	44.39	-	-
Sagility Parent B.V.	60.44	-	-
Remuneration to Key managerial personnel			
Short-term employee benefits	42.46	41.43	5.38
Post-employment benefits	2.31	1.18	0.19
Share-based payments	49.29	15.54	-

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37 Employee benefits

a) Defined contribution plans:

The contributions paid/ payable to Employee Provident Fund, Employees State Insurance Scheme, Employees Pension Schemes, 401(K) and other funds, are determined under the relevant approved schemes and / or statutes and are recognised as an expense in the restated consolidated statement of profit and loss during the year / period in which the employee renders the related service. There are no further obligations other than the contributions payable to the appropriate authorities by the Group.

During the year / period, the Group has recognised the following amounts in the restated consolidated statement of profit and loss, which are included in contribution to provident and other funds:

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023	For the period from 28 July 2021 to 31 March 2022
Contribution to provident fund and other funds	1,576.54	1,256.04	251.56

b) Compensated absences:

The leave obligation covered Group's liability towards compensated absences.

The entire amount of the provision of Rs. 605.28 millions (31 March 2023 : Rs. 578.21 millions, 31 March 2022 : Rs. 455.03 millions) for compensated absences is presented as a current liability, as the Group does not have an unconditional right to defer its settlement beyond 12 months from the reporting date.

c) Defined benefit plans - Gratuity in India

The Company has a defined benefit gratuity plan in accordance with 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 Group's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year/ period. Actuarial gains/ (losses) are recognised under other comprehensive income in the restated consolidated 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 the respective reporting dates:

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Present value of defined benefit obligation at the end of the year/ period	447.56	351.43	279.34
Fair value of plan assets at the end of the year/ period	33.54	68.50	70.01
Liability recognised in the restated consolidated statement of assets and	**414.02**	**282.93**	**209.33**
Current liabilities (refer note 25)	67.80	149.20	122.43
Non-current liabilities (refer note 20)	346.23	133.75	86.91
	414.03	**282.95**	**209.34**

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37 Employee benefits (continued)

i Reconciliation of the defined benefit liability

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

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Obligations as at the beginning of the year/ period	351.43	279.34	-
Obligations taken over pursuant to business combinations (Refer note 44)		-	273.46
Benefits paid	(39.79)	(39.31)	(5.80)
Current service cost	41.62	33.13	8.19
Interest cost	25.20	14.79	3.80
Actuarial (gains)/losses recognised in other comprehensive income			
Changes in demographic assumptions	4.85	(0.38)	-
Changes in financial assumptions	0.76	1.11	(2.43)
Experience adjustment	63.49	62.75	2.12
Obligations as at the end of the year/ period	**447.56**	**351.43**	**279.34**

ii Reconciliation of present value of plan assets

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Balance at the beginning of the year/ period	68.50	70.01	-
Benefits paid	(39.79)	(39.31)	-
Interest income	4.82	3.64	-
Contributions paid by the employer	0.01	34.20	70.00
Return on plan assets, excluding interest income	-	(0.04)	0.01
Obligations as at the end of the year/ period	**33.54**	**68.50**	**70.01**

Expense recognised in the restated consolidated statement of profit and loss

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023	For the period from 28 July 2021 to 31 March 2022
Current service cost	41.62	33.13	8.19
Interest cost	25.20	14.79	3.80
Interest income	(4.82)	(3.64)	-
Total	**62.00**	**44.27**	**11.99**

Expense recognised in other comprehensive income

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023	For the period from 28 July 2021 to 31 March 2022
Changes in demographic assumptions	4.85	(0.38)	-
Changes in financial assumptions	0.76	1.11	(2.43)
Experience adjustment	63.49	62.79	2.11
Total	**69.10**	**63.52**	**(0.32)**

iii. Plan assets

Plan assets comprise the following

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023	For the period from 28 July 2021 to 31 March 2022
Insurance policies managed by Life Insurance Corporation	33.54	68.50	70.01
Total	**33.54**	**68.50**	**70.01**

37 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 2024	As at 31 March 2023	As at 31 March 2022
Discount rate	7.14%	7.20%	5.33% to 6.00%
Future salary growth	8.00%	8.00%	6.00%
Mortality rate	Indian Assured Lives Mortality 2012-14 (Urban)	Indian Assured Lives Mortality 2012-14 (Urban)	Indian Assured Lives Mortality 2012-14 (Urban)
Expected return on plan assets	7.14%	7.20%	4.56% to 6.09%
Employee Attrition Rate	25% to 35%	25% to 35%	20% to 40%

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 2024		
Discount rate (1% movement)	(12.21)	13.09
Future salary growth (1% movement)	12.86	(12.22)
Employee turnover (1% movement)	(2.11)	2.18
As at 31 March 2023		
Discount rate (1% movement)	(9.22)	9.87
Future salary growth (1% movement)	9.70	(9.24)
Employee turnover (1% movement)	(1.46)	1.51
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 Restated Consolidated Financial Information.

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

v. Maturity profile of defined benefit obligation (undiscounted)

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
One to five years	379.18	304.45	220.13
Five years and above	188.08	137.65	127.34
Total expected cash flows	**567.26**	**442.10**	**347.47**

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d) Defined benefit plans - Pension in Philippines:

The Group's operations in Philippines has a defined benefit plan governed by The Republic Act No. 7641 that mandates a minimum retirement benefit equivalent to one-half month salary per year of service, a fraction of at least six (6) months being considered as one whole year. One-half month salary is defined as fifteen (15) days salary plus one-twelfth (1/12) of the 13th month pay and the cash equivalent of not more than five (5) days of service incentive leaves.

The benefit shall be payable to employees who retire from service who are at least 60 years old and with at least 5 years of continuous service.

The Group adopted the Projected Unit Credit (PUC) method of valuation. The discount rate used was was based on approximated zero-coupon yield of government bonds with remaining maturity approximating the estimated average duration of payments under the plan.

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Present value of retirement benefit obligation at the end of the year / period	1,193.38	968.34	763.68
Fair value of plan assets at the end of the year / period	62.53	69.02	-
Liability recognised in the restated consolidated statement of assets and liabili	**1,130.85**	**899.32**	**763.68**
Current liabilities (refer note 25)	-	-	49.18
Non-current liabilities (refer note 20)	1,130.84	899.30	714.50
	1,130.84	**899.30**	**763.68**

i Reconciliation of the retirement benefits obligation

The following table shows a reconciliation from the opening balances to the closing balances for retirement benefits obligation and its components:

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Obligations as at the beginning of the year / period	968.34	763.68	-
Obligations taken over pursuant to business combinations (Refer note 44)		-	790.28
Benefits paid	(33.33)	(16.54)	-
Current service cost	112.22	105.36	26.50
Interest cost	62.25	48.71	9.79
Effect of movements in exchange rates	(18.48)	32.79	0.09
Actuarial (gains)/losses recognised in other comprehensive income			
Changes in demographic assumptions	49.27	(42.77)	-
Changes in financial assumptions	(43.85)	20.35	(51.02)
Experience adjustment	96.96	56.76	(11.96)
Obligations as at the end of the year / period	**1,193.38**	**968.34**	**763.68**

ii Reconciliation of fair value of plan assets

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Balance at the beginning of the year / period	69.02	-	-
Benefits paid	(33.33)	(16.54)	-
Contributions paid by the employer	32.07	82.24	-
Interest income	4.02	0.66	-
Effect of movements in exchange rates	(7.70)	2.39	-
Return on planned assets recognised in other comprehensive income			
Gain/(Loss) on plan assets	(1.55)	0.27	-
Balance at the end of the year / period	**62.53**	**69.02**	**-**

iii Expense recognised in the restated consolidated statement of profit and loss

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023	For the period from 28 July 2021 to 31 March 2022
Current service cost	112.22	105.36	26.50
Interest cost	58.23	48.05	9.79
Total	**170.45**	**153.41**	**36.29**

iv Expense recognised in other comprehensive income

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023	For the period from 28 July 2021 to 31 March 2022
Changes in demographic assumptions	49.27	(42.77)	-
Changes in financial assumptions	(43.85)	20.35	(51.02)
Experience adjustment	98.51	56.53	(11.96)
Total	**103.93**	**34.11**	**(62.98)**

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v. Actuarial Assumptions

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

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Discount rate	6.26%	6.56%	5.64%
Employee Attrition Rate			
- less than 7 years of service	13% to 37%	13% to 37%	13% to 37%
- more than 7 years of service	8% to 14%	8% to 14%	8% to 14%
Future salary growth	4.44%	5.19%	3.40%

vi. 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 2024		
Discount rate (1% movement)	(123.29)	132.50
Future salary growth (1% movement)	134.65	(129.26)
As at 31 March 2023		
Discount rate (1% movement)	(85.44)	99.47
Future salary growth (1% movement)	100.16	(89.03)
As at 31 March 2022		
Discount rate (1% movement)	(66.49)	76.24
Future salary growth (1% movement)	78.06	(70.41)

vii Maturity profile of defined benefit obligations (Undiscounted)

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
One to five years	444.54	447.47	357.06
Five years and above	9,635.72	6,411.56	4,236.71
Total expected cash flows	**10,080.26**	**6,859.03**	**4,593.77**

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38 Financial instruments - fair value measurement

A The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy.

As at 31 March 2024

Particulars	Carrying amount				Fair value			
	FVTPL	FVOCI	Amortised cost	Total	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value								
Derivative financial assets designated in a hedge relationship*	-	75.63	-	75.63	-	75.63	-	75.63
Financial assets not measured at fair value								
Security deposits	-	-	590.39	590.39	-	-	-	-
Trade receivables	-	-	11,813.36	11,813.36	-	-	-	-
Cash and cash equivalents	-	-	3,441.26	3,441.26	-	-	-	-
Other financial assets	-	-	161.14	161.14	-	-	-	-
Total	**-**	**75.63**	**16,006.15**	**16,081.78**	**-**	**75.63**	**-**	**75.63**
Financial liabilities measured at fair value								
Derivative financial liabilities designated in a hedge relationship*	-	10.44	-	10.44	-	10.44	-	10.44
Earnout payable	277.92	-	-	277.92	-	-	277.92	277.92
Cash settled share based payment awards	140.79	-	-	140.79	-	-	140.79	140.79
Financial liabilities not measured at fair value								
Borrowings (including accrued interest) #	-	-	19,335.18	19,335.18	-	17,266.37	-	17,266.37
Trade payables	-	-	2,593.02	2,593.02	-	-	-	-
Lease liability (current and non-current)	-	-	5,981.94	5,981.94	-	-	-	-
Other financial liabilities	-	-	6,157.43	6,157.43	-	-	-	-
Total	**418.71**	**10.44**	**34,067.57**	**34,496.72**	**-**	**17,276.81**	**418.71**	**17,695.52**

As at 31 March 2023

Particulars	Carrying amount				Fair value			
	FVTPL	FVOCI	Amortised cost	Total	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value								
Derivative financial assets designated in a hedge relationship*	-	98.17	-	98.17	-	98.17	-	98.17
Financial assets not measured at fair value								
Security deposits	-	-	495.56	495.56	-	-	-	-
Trade receivables	-	-	10,685.84	10,685.84	-	-	-	-
Cash and cash equivalents	-	-	5,852.87	5,852.87	-	-	-	-
Other financial assets	-	-	47.52	47.52	-	-	-	-

Total	**-**	**98.17**	**17,081.79**	**17,179.96**	**-**	**98.17**	**-**	**98.17**
Financial liabilities measured at fair value								
Derivative financial liabilities designated in a hedge relationship*	-	77.54	-	77.54	-	77.54	-	77.54
Cash settled share based payment awards	42.76			42.76	-	-	42.76	42.76
Financial liabilities not measured at fair value								
Borrowings (including accrued interest) #	-	-	23,479.42	23,479.42	-	20,591.96	-	20,591.96
Trade payables	-	-	2,134.67	2,134.67	-	-	-	-
Lease liability (current and non-current)	-	-	5,479.01	5,479.01	-	-	-	-
Other financial liabilities	-	-	5,622.35	5,622.35	-	-	-	-
Total	**42.76**	**77.54**	**36,715.45**	**36,835.75**	**-**	**20,669.50**	**42.76**	**20,712.26**

As at 31 March 2022

Particulars	**Carrying amount**				**Fair value**			
	FVTPL	**FVOCI**	**Amortised cost**	**Total**	**Level 1**	**Level 2**	**Level 3**	**Total**
Financial assets measured at fair value								
Derivative financial assets designated in a hedge relationship*	-	373.05	-	373.05	-	373.05	-	373.05
Financial assets not measured at fair value								
Security deposits	-	-	398.14	398.14	-	-	-	-
Trade receivables	-	-	9,262.01	9,262.01	-	-	-	-
Cash and cash equivalents	-	-	3,738.01	3,738.01	-	-	-	-
Other financial assets	-	-	-	-	-	-	-	-
Total	**-**	**373.05**	**13,398.16**	**13,771.21**	**-**	**373.05**	**-**	**373.05**
Financial liabilities not measured at fair value								
Borrowings (including accrued interest) #	-	-	42,392.32	42,392.32	-	42,392.32	-	42,392.32
Trade payables	-	-	1,149.48	1,149.48	-	-	-	-
Lease liability (current and non-current)	-	-	5,485.47	5,485.47	-	-	-	-
Other financial liabilities	-	-	5,158.08	5,158.08	-	-	-	-
Total	**-**	**-**	**54,185.35**	**54,185.35**	**-**	**42,392.32**	**-**	**42,392.32**

The fair value of cash and cash equivalents, trade receivables (including unbilled receivables), trade payables, other financial assets and liabilities approximate the carrying amount thereof as at 31 March 2024, 31 March 2023 and 31 March 2022, largely due to the short-term nature of these instruments.

* The fair value of derivative financial instruments is determined based on observable market inputs including currency spot and forward rates, and currency volatility.

Discounted cash flows: The valuation model considers the present value of expected payments, discounted using a risk-adjusted discount rate. The own non-performance risk was assessed to be insignificant.

(a) Fair value hierarchy

The section explains the judgements and estimates made in determining the fair value of the financial instruments that are:
a) recognised and measured at fair value.
b) measured at amortised cost and for which fair values are disclosed in the financial statement.

To provide an indication of the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into three levels as mentioned under Indian Accounting Standards.

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).

There were no changes in fair value hierarchy during the previous period/ year.

Valuation techniques and significant unobservable inputs
Level 2:
Forward exchange contracts: The fair value is determined using quoted forward exchange rates at the reporting date and present value calculations based on yield curves in the respective currencies.

Level 3:

Earnout payable: The earnout payable is based on achievement of defined financial targets and continued employment of key employees. The Group has evaluated the probability of these targets being met, continued employment of key employees and based on such probability, earnout payable has been accounted for based on the most likely amounts expected to be paid.

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38 Financial instruments - fair value measurement (continued)

B Measurement of fair values

Reconciliation of level 3 fair value measurement of financial liabilities is as

Particulars	As at 31 March	As at 31 March 2023	As at 31 March 2022
Balance at the beginning of the year/ period	-	-	-
Additions	276.58	-	-
Payments	-	-	-
Effect of movements in exchange rates	1.34	-	-
Balance at the end of the year / period	**277.92**	**-**	**-**

39 Financial instruments - risk management

The Group 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 have the overall responsibility for the establishment and oversight of the Group's risk management framework. The Group's risk management policies are established to identify and analyse the risks faced by the Group, 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 Group's activities.

The Company's Board oversees how management monitors compliance with the Group's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Group. 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 Group if a customer or a counterparty to any other 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 Group 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.

Financial assets that are neither past due nor impaired

The Group has an established process to evaluate the creditworthiness of its customers to minimise potential credit risk. Credit evaluations are performed by the Group before agreements to render services are entered into with prospective customers. Outstanding customer receivables are regularly monitored. three customer groups individually accounted for more than 10% of the outstanding trade receivable as at 31 March 2024 (31 March 2023 : three customer groups and 31 March 2022 : three customer groups)

The Group's credit period generally ranges from 60–90 days. The amounts outstanding in the consolidated statement of assets and liabilities represent the maximum exposure to credit risk. The concentration risk with respect to trade receivables is high since they are concentrated in 3 customers individually.

The Group 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 Group 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.

Refer table below for movement in the provision for expected credit losses:

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Balance at the beginning of the year/ period	53.02	-	-
Charge for the year/ period	21.27	53.02	0.01
(Reversal) for the year/ period	(50.60)	-	(0.01)
Effect of movements in exchange rates	(2.42)	-	-
Balance at the end of the year / period	**21.27**	**53.02**	**-**

Financial instruments and deposits with banks

Credit risk is limited as the Group generally invests in deposits with banks with high credit ratings assigned by international and domestic credit rating agencies. Counterparty credit limits are reviewed by the Group 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 Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group'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 Group's reputation. The Group believes that the working capital is sufficient to meet its current requirements. Accordingly, no significant liquidity risk is perceived.

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39 Financial instruments - risk management (continued)

(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 2024					
Borrowings - including current maturities and future committed interest	19,335.18	22,099.81	3,851.72	18,248.09	-
Trade payables	2,593.02	2,593.02	2,593.02	-	-
Lease liability - Current and non-current	5,981.94	7,145.50	1,653.94	4,881.88	609.68
Other financial liabilities	6,157.43	6,157.43	6,157.43	-	-
	34,067.57	**37,995.76**	**14,256.11**	**23,129.97**	**609.68**

Particulars	Carrying amount	Total undiscounted contractual payments	0–12 months	1–5 years	> 5 years
As at 31 March 2023					
Borrowings - including current maturities and future committed interest	23,479.42	28,778.63	3,218.62	25,560.01	-
Trade payables	2,134.67	2,134.67	2,134.67	-	-
Lease liability - Current and non-current	5,479.01	8,500.29	1,850.48	5,178.52	1,471.29
Other financial liabilities	5,622.35	5,622.35	5,622.35	-	-
	36,715.45	**45,035.94**	**12,826.12**	**30,738.53**	**1,471.29**

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	42,392.32	48,903.32	2,284.13	46,619.19	-
Trade payables	1,149.48	1,149.48	1,149.48	-	-
Lease liability - Current and non-current	5,485.47	8,898.29	1,628.12	4,946.65	2,323.52
Other financial liabilities	5,158.08	5,158.08	5,158.08	-	-
	54,185.35	**64,109.17**	**10,219.81**	**51,565.84**	**2,323.52**

As of 31 March 2024, the Group had a working capital of Rs. 2,678.03 million (31 March 2023: Rs. 7,369.8 million, 31 March 2022: Rs. 5,214.61 million including cash and cash equivalents of Rs. 3,441.26 million (31 March 2023: Rs. 5.852.88 million, 31 March 2022: 3,738.01 million) and receivables of Rs. 11,840.42 million (31 March 2023: Rs. 10,685.84 million, 31 March 2022: 9,262.01 million).

(d) Market risk

Market risk is the risk that changes in market prices which is mainly foreign exchange rates affect the Groups' 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 Rs., are as follows:

Particulars	As at 31 March 2024		As at 31 March 2023		As at 31 March 2022	
	Currency	In Rs. million	Currency	In Rs. million	Currency	In Rs. million
Financial assets						
Cash and cash equivalents	USD	440.21	USD	503.35	USD	244.89
Financial liabilities						
Trade payables	USD	4.07	USD	11.57	USD	107.43
Lease liabilities	USD	342.81	USD	461.07	USD	414.47
Other payables	USD	2.58	USD	-	USD	-

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	Impact on profit after tax	Impact on profit after tax
	March 31, 2024	March 31, 2023	As at 31 March 2022
USD sensitivity			
USD- Increase by 5% *	4.54	1.54	(13.85)
USD- Decrease by 5% *	(4.54)	(1.54)	13.85

* Holding all other variables constant

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39 Financial instruments - risk management (continued)

(b) Impact of hedging activities

The Group'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 Group 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 Group 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 Group monitors the aforesaid critical terms on a regular basis to assess if the heding 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 respective reporting dates:

Particulars	**Changes in fair value of hedging instrument**		
	As at 31 March 2024	**As at 31 March 2023**	**As at 31 March 2022**
Derivative assets			
Not later than 12	67.68	95.35	244.76
Later than 12 months	7.95	2.82	128.29
	75.63	**98.17**	**373.05**
Derivative liabilities			
Not later than 12	9.72	64.33	-
Later than 12 months	0.72	13.21	-
	10.44	**77.54**	**-**
Net derivative assets	**65.19**	**20.63**	**373.05**

The reconciliation of cash flow hedge reserve is as follows :

Particulars	**As at 31 March**	**As at 31 March 2023**	**As at 31 March 2022**
Balance at the beginning of the year / period	(50.78)	(16.38)	-
Gain/(Loss) recognized in other comprehensive income during the year/ period	(7.68)	(429.02)	(36.51)
Amounts reclassified to profit or loss during the year/ period	158.39	360.57	14.62
Tax impact on above	(47.77)	34.05	5.51
Balance at the end of the year/ period	**52.16**	**(50.78)**	**(16.38)**

Cash flow hedges

As at 31 March 2024, the Group held following instruments to hedge exposures to changes in foreign currency

Forward exchange contracts	**Maturity**		
	0 - 180 days	**180 - 365 days**	**365 days and above**
Average Rs / USD forward contract rate	83.52	83.98	84.85
Average PHP / USD forward contract rate	56.19	55.92	56.37

As at 31 March 2023, the Group held following instruments to hedge exposures to changes in foreign currency

Forward exchange contracts	**Maturity**		
	0 - 180 days	**180 - 365 days**	**365 days and above**
Average Rs / USD forward contract rate	82.01	83.65	80.82
Average PHP / USD forward contract rate	54.75	-	-

As at 31 March 2022, the Group held following instruments to hedge exposures to changes in foreign currency

Forward exchange contracts	**Maturity**		
	0 - 180 days	**180 - 365 days**	**365 days and above**
Average Rs / USD forward contract rate	-	76.50	81.77

The following are outstanding forward contracts which have been designated as cash flow hedges:

	As at 31 March 2024			**As at 31 March 2023**			**As at 31 March 2022**		
Currency	**Number of contracts**	**Notional amount (millions in respective**	**Fair value gain/ (loss) (Rs. in millions)**	**Number of contracts**	**Notional amount (millions in respective**	**Fair value gain/ (loss) (Rs. in millions)**	**Number of contracts**	**Notional amount (millions in respective currencies)**	**Fair value gain/ (loss) (Rs. in millions)**
USD / Rs.	91	116.50	45.94	59	26.20	(35.19)	91	83.50	373.05
USD / PHP	70	76.70	19.24	8	12.00	55.82	-	-	-

ii) Interest rate risk

Interest rate on the Group's borrowings are fixed, hence there is no interest rate risk.

40 Capital management

For the purpose of the Group'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 Group's capital management is to maximise the shareholder value.

The Group'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 Group's capital structure includes debt and 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 Group 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 except hedge reserve.

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

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Total borrowings including lease liabilities	25,317.12	28,958.43	47,877.79
Less: Cash and cash equivalents	(3,441.26)	(5,852.87)	(3,738.01)
Adjusted net debt	**21.875.86**	**23.105.56**	**44.139.78**
Total equity	64,431.28	62,066.70	40,266.16
Less : Hedging reserve	52.16	(50.78)	(16.38)
Adjusted equity	64,483.44	62,015.92	40,249.78
Adjusted net debt to adjusted equity ratio	**0.34**	**0.37**	**1.10**

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41 Contingent Liabilities

There are no contingent liabilities as at 31 March 2024, 31 March 2023 and 31 March 2022.

42 Capital and other commitments

Capital commitments

Estimated amount of contracts remaining to be executed on capital account and not provided (net of advances) amount to Rs.389.42 million (31 March 2023 : Rs 101.72 million, 31 March 2022 : Rs 5.44 million).

43 Assessment of arms' length for related party transactions

The Group is subject to local transfer pricing regulations in each of the geographies in which it operates for determining the arm's length income and expenditure as derived from the related party transactions. These regulations, require maintenance of prescribed documents and/or furnishing the certificate by the management or an external accountant within the specified due date under the regulations to support the arm's length outcome determination by the Group. Based on these guidelines, the management is of the opinion that the related party transactions are at arm's length and does not warrant any adjustment, on the part of the management, on the amount of tax expense and tax provision reported in the Restated Consolidated Financials Information.

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44 Business combinations

A) Transactions during the year ended 31 March 2024

(i) Acquisition of Birch Technologies, Inc a healthcare technology Company

On 22 March 2024, the Group through its wholly owned subsidiary - Sagility LLC entered into a Stock Purchase Agreement ("SPA") to acquire 100% of the outstanding common stock in Birch Technologies Inc ('Birch').

Birch is a healthcare technology company offering cloud-based, GenAI call technology built by experts in transformer-based natural language processing. The Group considers this acquisition to be a business under Ind AS 103 - Business Combinations and has accounted for the same by applying the acquisition method of accounting.

The acquisition was carried out through a share purchase agreement entered into between the parties pursuant to which the Group acquired 100% of the outstanding shares in and consequently control over Birch. Out of total purchase consideration of USD 9.6 million (Rs 803.32 million), USD 8.4 million (Rs 702.08 million) was discharged fully in cash and balance USD 1.2 million (Rs.101.24 million) is a deferred consideration payable after 12 months from the date of closing. In addition, the agreement entitles the sellers to a contingent consideration of upto USD 3.12 million (Rs 260.37 million) payable over a period of 2 years subject to meeting certain performance targets and continued employment with the Group. Hence, such contingent consideration has not been considered as purchase price and will be accounted as a post combination expense in the restated consolidated statement of profit and loss over the respective periods. The excess of the purchase consideration paid over the fair value of assets acquired has been attributed to goodwill.

The acquisition of Birch is expected to optimize operational costs and increase revenues of the Group by providing various AI-powered customer support solutions.

The post combination expenses relating to the acquisition of Birch, accounted for during the year ended 31 March 2024 were not material.

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

Particulars	Amount (Rs in millions)
Cash consideration paid	702.08
Deferred purchase consideration	101.24
Total fair value of the consideration transferred for purpose of computing goodwill	**803.32**

This table represents the provisional purchase price allocation.

(Rs. in millions)

Particulars	Carrying amount	Fair value adjustment	Purchase price
Fair value of assets acquired:			
Technology	-	215.95	215.95
Customer relationships	-	20.01	20.01
Cash	0.24	-	0.24
Trade receivables	1.74	-	1.74
Other receivables	2.73	-	2.73
Prepaid expenses	2.38	-	2.39
Total assets acquired (a)	**7.09**	**235.96**	**243.06**
Liabilities assumed:			
Trade payables	1.09	-	1.09
Deferred tax liability	-	62.45	62.45
Contract liabilities	0.83	-	0.83
Employee benefit obligations	1.47	-	1.47
Total liabilities assumed (b)	**3.39**	**62.45**	**65.84**
Net identifiable assets acquired (a-b)	**3.70**	**173.51**	**177.22**

The useful life of intangible assets pertaining to technology and customer relationships were determined to be 5 years and 2 years respectively.

All trade receivables are expected to be collected in full.

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. 626.10 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	803.32
Net identifiable assets acquired	177.22
Goodwill on acquisition	**626.10**

The goodwill on acquisition has been allocated to the Payer CGU. The contribution of Birch to consolidated revenue and profits for the year 31 March 2024 was not material.

(ii) Acquisition of healthcare services business of Devlin Consulting Inc.

On 19 April 2023, the Group through its wholly owned subsidiary - Sagility LLC entered into a Stock Purchase Agreement ("SPA") to acquire 100% of the outstanding common stock in Devlin Consulting Inc ('DCI'). DCI has been subsequently renamed to Sagility Payment Integrity Solutions LLC.

DCI is a US based healthcare focused technology company engaged in the business of rendering payment integrity related services to customers in the Payer business. The Group considers this acquisition to be a business under Ind AS 103 - Business Combinations and has accounted for the same by applying the acquisition method of accounting.

The acquisition was executed through an agreement for a total consideration of USD 40 million (Rs. 3,289.20 million) (including earnout payable amounting to Rs. 980.35 million). The Group has paid an amount of USD 28 million (Rs. 2,308.85 million) as upfront purchase consideration. The earnout payable is linked to continuing employment of selling shareholders and has hence not been fair valued and considered as part of purchase consideration for goodwill purposes. Based on the expected outcome of future events, the earnout payable will be accounted for as post combination expenses in the restated consolidated statement of profit and loss. The excess of the purchase consideration paid over the fair value of assets acquired has been attributed to goodwill.

Devlin Consulting Inc. (DCI) is a consulting and software engineering firm specializing in client/server and web-based business solutions. The acquisition will help the Group to strengthen the payer business.

During the year ended 31 March 2024, expenses amounting to USD 6.68 million (Rs. 554.24 million) were accounted for as post combination expenses in relation to earnout payable under the acquisition agreements. The expenses accounted for based on management's assessment of the probability of the requisite financial targets / other contingencies being met and continued employment of key personnel.

Consideration transferred:

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

Particulars	Amount (Rs in millions)
Cash consideration paid	2,308.85
Total fair value of the consideration transferred for purpose of computing goodwill	**2,308.85**

This table represents the final purchase price allocation.

(Rs. in millions)

Particulars	Carrying amount	Fair value adjustment	Purchase price
Fair value of assets acquired:			
Technology	-	394.70	394.70
Customer relationships	-	320.70	320.70
Cash	0.82	-	0.82
Trade receivables	181.60	-	181.60
Total assets acquired (a)	**182.42**	**715.40**	**897.82**
Liabilities assumed:			
Employee benefit obligations	11.58	-	11.58
Deferred tax liabilities (net)	-	186.00	186.00
Total liabilities assumed (b)	**11.58**	**186.00**	**197.58**
Net identifiable assets acquired (a-b)	**170.84**	**529.40**	**700.24**

The useful life of intangible assets pertaining to technology and customer relationships were determined to be 7 years and 9 years respectively.
All trade receivables are expected to be collected in full.

44 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. 1,608.60 million comprises the value of acquired workforce and expected synergies from the acquisition. Goodwill is not deductible

Particulars	Amount (Rs in millions)
Total fair value of the consideration transferred for purpose of computing goodwill	2,308.85
Net identifiable assets acquired	700.24
Goodwill on acquisition	**1,608.60**

The goodwill on acquisition has been allocated to the payer CGU.

During the year ended 31 March 2024, Sagility Payment Integrity Solutions LLC contributed Rs. 1,036.97 million and Rs. 490.82 million to the consolidated revenue and profits respectively.

Had the above acquisitions occurred on 1 April 2023, management estimates that the consolidated revenue and profits for the year ended 31 March 2024 would have been Rs. 47,543.00 million and Rs. 2,156.00 million respectively.

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B) Transactions during the period ended 31 March 2022

On 6 January 2022, SIPL and its wholly owned subsidiaries, entered into various agreements to acquire the Healthcare business from Hinduja Global Solutions Limited. The acquisitions were executed by way of business transfer agreements in India, Philippines, Jamaica and through a share purchase agreement for transfer of shares in Sagility Operations Inc.(formerly known as HGS Healthcare Operations Inc.) (including its down-stream subsidiaries) and Sagility Care Management LLC (formerly known as HGS Axispoint Health, LLC). The Group considers these acquisitions to be a business under Ind AS 103 - Business Combinations and has accounted for the same by applying the acquisition method of accounting.

(i) Acquisition of healthcare services business in India

On 9 August 2021, Sagility B.V. (immediate holding company) and Hinduja Global Solutions Limited (Seller) entered into a Business Transfer Agreement ("BTA") under which the Seller agreed to transfer the identified assets and liabilities relating to the India Healthcare Services Business on a slump sale basis. Subsequently, vide an agreement dated 6 January 2022 Sagility India Limited (formerly known as Sagility India Private Limited and 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 Group obtained control over the India Healthcare Services Business of the Seller.

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

The Group 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 of accounting.

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

The acquisition was executed through a slump sale agreement for a consideration of USD 449 million (Rs. 33,486.74 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.

(Rs in millions)

Particulars	Amount
Cash consideration paid	31,679.50
Amounts payable on account of working capital adjustments	1,061.43
Total fair value of the consideration transferred for purpose of computing goodwill	**32,740.93**

This table represents the final purchase price allocation.

(Rs in millions)

Particulars	Carrying amount	Fair value adjustment	Purchase price
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 contracts*	-	6,338.69	6,338.69
Deferred Tax Asset	-	12.21	12.21
Other financial assets - non-current	230.64	-	230.64
Trade receivables (inter-company)	4,291.60	-	4,291.60
Other financial assets	484.55	-	484.55
Other current assets	92.30	-	92.30
Total assets acquired (a)	**8,262.33**	**6,350.90**	**14,613.23**
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 obligations	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.
During the period ended 31 March 2022, Sagility India Private Limited's losses amounted to Rs. 2,.861.71 million (post elimination of inter-company transactions). The contribution to the consolidated revenue was not material.

44 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. 20,993.22 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	**20,993.22**
The goodwill on acquisition has been allocated as below:	
Payer business	18,893.90
Provider business	2,099.32
	20,993.22

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44 Business Combination (continued)

(ii) Acquisition of voice and non-voice based business in Jamaica

On 9 August 2021, Sagility B.V.(immediate holding Company) and Hinduja Global Solutions Limited (Seller) entered into a Business Transfer Agreement ("BTA") under which the Seller agreed to transfer the identified assets and liabilities relating to the Jamaica Healthcare Services Business on a slump sale basis. Subsequently, vide an agreement dated 6 January 2022 Sagility (Jamaica) Ltd (formerly known as Betaine (Jamaica) Ltd) 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 Group obtained control over the Jamaica Healthcare Services Business of the Seller.

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

The Group 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 of accounting.

The acquired business has been included in the Group's financial information 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 86 million (Rs 6,383.43 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)
Cash consideration paid	6,383.43
Total fair value of the consideration transferred for purpose of computing goodwill	**6,383.43**

This table represents the final purchase price allocation. (Rs in millions)

Particulars	Carrying amount	Fair value adjustment	Purchase price
Fair value of assets acquired:			
Property, plant and equipment	613.37	-	613.37
Right-of-use assets	224.19	-	224.19
Intangible assets (other than goodwill)	12.88	-	12.88
Trade receivables	1,044.35	-	1,044.35
Other financial assets	11.23	-	11.23
Other current assets	10.72	-	10.72
Total assets acquired (a)	**1,916.74**	**-**	**1,916.74**
Liabilities assumed:			
Lease liabilities	224.19	-	224.19
Other current liabilities	47.56	-	47.56
Total liabilities assumed (b)	**271.75**	**-**	**271.75**
Net identifiable assets acquired (a-b)	**1,644.99**	**-**	**1,644.99**

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. 4,738.46 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	6,383.43
Net identifiable assets acquired	1,644.99
Goodwill on acquisition	**4,738.44**

The goodwill on acquisition has been allocated as below:

Payer business	4,264.60
Provider business	473.84
	4,738.44

During the period ended 31 March 2022, Sagility Jamaica's losses amounted to Rs. 1,031.25 million (post elimination of inter-company transactions). The contribution to the consolidated revenue was not material.

(ii) Acquisition of voice based business and non-voice based business in USA i.e. (Acquisition of Subsidiary)

On 9 August 2021, Sagility (US) Holdings Inc. (formerly known as Betaine (US) Bidco Inc.) and HGS International (Seller) entered into a Stock Sale and Purchase Agreement ("SPA") under which the Seller agreed to transfer the ownership of all the issued and outstanding shares of Sagility Operations Inc.(formerly known as HGS Healthcare Operations Inc.) (including its down-stream subsidiaries) and Sagility Care Management LLC (formerly known as HGS Axispoint Health, LLC). Upon satisfactory completion of all closing conditions on 6 January 2022, and having discharged the applicable purchase consideration, the Group obtained control over Sagility Operations Inc.(formerly known as HGS Healthcare Operations Inc.) (including its down-stream subsidiaries) and Sagility Care Management LLC (formerly known as HGS Axispoint Health, LLC).

The acquired business was previously engaged in the business of rendering various Healthcare BPM services to customers based in the United States of America. Post acquisition, the Group has continued with the same business. The Group 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 of accounting.

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

The acquisition was executed through a Share Purchase Agreement for a consideration of USD 556 million (Rs. 41,462.48 million), adjusted for net working capital and net debt. The purchase consideration was determined to be USD 457 million (Rs. 34,115.29 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.

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44 Business Combination (continued)

(ii) Acquisition of voice based business and non-voice based business in USA i.e. (Acquisition of Subsidiary)

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

Particulars	Amount (Rs in millions)
Cash consideration paid	31,581.59
Deferred purchase consideration (net of working capital adjustments)	2,533.70
Total fair value of the consideration transferred for purpose of computing goodwill	**34,115.29**

This table represents the final purchase price allocation.

(Rs in millions)

Particulars	Carrying amount	Fair value adjustment	Purchase price
Fair value of assets acquired:			
Property, plant and equipment	704.14	-	704.14
Capital work-in-progress	28.36	-	28.36
Right-of-use assets	380.17	-	380.17
Intangible assets (other than goodwill)	33.38	-	33.38
Customer relationship*	-	19,761.79	19,761.79
Trade receivables	7,473.07	-	7,473.07
Cash	635.65	-	635.65
Other financial assets	-	-	-
Other current assets	199.87	-	199.87
Total assets acquired (a)	**9,454.64**	**19,761.79**	**29,216.43**
Liabilities assumed:			
Lease liabilities	380.17	-	380.17
Trade payables	9,170.10	-	9,170.10
Deferred tax liabilities (net)	(39.89)	4,666.48	4,626.59
Other current liabilities	1,674.45	-	1,674.45
Employee payable	434.41	-	434.41
Employee benefit payable	63.49	-	63.49
Total liabilities assumed (b)	**11,682.73**	**4,666.48**	**16,349.21**
Net identifiable assets acquired (a-b)	**(2,228.09)**	**15,095.31**	**12,867.22**

* The intangible assets comprising of customer relationships has been identified and recognised at fair value and is being amortised over a period of 16 years. The asset is not deductible for tax purposes.
All trade receivables are expected to be collected in full.

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. 21,248.08 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	34,115.29
Net identifiable assets acquired	12,867.22
Goodwill on acquisition	**21,248.07**

The goodwill on acquisition has been allocated as below:

Payer business	19,123.26
Provider business	2,124.81
	21,248.07

During the period ended 31 March 2022, Sagility US's contribution to the Group's consolidated revenue and profits amounted to Rs. 9,234.07 million and Rs. 6,680.78 million (post elimination of inter-company transactions).

44 Business Combination (continued)

(iii) Acquisition of voice based business in Philippines

On 9 August 2021, Sagility B.V. (formerly known as Betaine B.V.) 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 Philippines Healthcare Services Business on a slump sale basis. Subsequently, vide an agreement dated 6 January 2022 Sagility (PH) B.V. 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 Group obtained control over the Philippines 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 Group 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 of accounting.

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

The acquisition was executed through a slump sale agreement for a consideration of USD 109 million (Rs 8136.91 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)
Cash consideration paid	8,150.81
Total fair value of the consideration transferred for purpose of computing goodwill	**8,150.81**

This table represents the final purchase price allocation.

(Rs in millions)

Particulars	Carrying amount	Fair value adjustment	Purchase price
Fair value of assets acquired:			
Property, plant and equipment	764.42	-	764.42
Right-of-use assets	2,888.28	-	2,888.28
Intangible assets (other than goodwill)	267.35	-	267.35
Deferred Tax Asset	119.72	-	119.72
Trade receivables (inter-company)	3,330.85	-	3,330.85
Other financial assets	119.87	-	119.87
Other current assets	102.28	-	102.28
Total assets acquired (a)	**7,592.77**	**-**	**7,592.77**
Liabilities assumed:			
Lease liabilities	2,888.28	-	2,888.28
Trade payables	16.93	-	16.93
Employee payable	276.22	-	276.22
Employee benefit payable	981.82	-	981.82
Total liabilities assumed (b)	**4,163.25**	**-**	**4,163.25**
Net identifiable assets acquired (a-b)	**3,429.52**	**-**	**3,429.51**

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44 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. 4,791.92 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	8,150.81
Net identifiable assets acquired	3,429.51
Goodwill on acquisition	**4,721.29**
The goodwill on acquisition has been allocated as below:	
Payer business	4,249.16
Provider business	472.13
	4,721.29

During the period ended 31 March 2022, Sagility Philippines losses amounted to Rs. 2,376.31 million (post elimination of inter-company transactions). The contribution to the consolidated revenue was not material.

Had all of the above acquisitions occurred on 28 July 2021, the Group estimates the consolidated revenue and profit for the period ended 31 March 2022 would have been Rs. 26,827.40 million and Rs. 1,661.00 million respectively.

(B) Common control business combinations during the year ended 31 March 2024

Sagility Philippines B.V.

The Board of Directors and Shareholders of SIL approved a Share Purchase Agreement ('SPA') to be entered into between SIL and Sagility B.V., (immediate holding company), to acquire 100% of the equity shares of Sagility Philippines B.V. (including its branch in Philippines), which was a wholly owned subsidiary of Sagility B.V. The Board of Directors and shareholders of SIL concluded this acquisition to be at arms' length and in compliance with the requirements of the regulations of Companies Act, 2013 and other regulations in India that govern related party transactions.

Pursuant to the above, on 26 March 2024, SIL executed the SPA with Sagility B.V. for a purchase consideration of USD 175.04 million (Rs.14,590.24 million). The purchase consideration was discharged by issuing 515,525,269 shares of SIL to Sagility B.V. (holding company).

SIL and Sagility Philippines B.V. (including its branch in Philippines) were under common control with effect from 6 January 2022. This acquisition, being a common control transaction has been accounted for based on the pooling of interests method in accordance with Appendix C to Ind AS 103 - Business Combinations. A purchase price allocation of the consideration paid to acquire is not required to be carried out and disclosed in accordance with Ind AS 103.

In accordance with the requirements of Appendix C to Ind AS 103, the financial information included in the Restated Consolidated Financial Information in respect of prior periods has been restated as if the business combination had occurred with effect from 6 January 2022. While accounting for the acquisition and restating the financial information for all periods included in the Restated Consolidated Financial Information, the assets and liabilities of the acquired entity was reflected at its carrying amount and no adjustments were made to determine the fair value. Similarly, no new assets or liabilities were identified and recorded.

The difference between the purchase consideration paid for the acquisition and the net assets acquired as of the acquisition date as well as each reporting date before the acquisition date was transferred to Common control adjustment deficit account and presented separately within other equity.

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Computation of Common control adjustment deficit account in relation to the common control acquisition of Sagility Philippines B.V. (including its Philippines branch)

Rs. in millions

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Purchase consideration discharged by issue of equity shares of SIL	14,590.24	14,590.24	14,590.24
Net assets of Sagility Philippines B.V. (including its Philippines branch)			
- Goodwill	4,792.57	4,886.72	4,722.09
- Property, plant and equipment	1,049.58	901.10	693.06
- Capital work in progress	4.36	-	1.37
- Intangible assets	148.15	219.03	255.86
- Trade receivables (inter-company)	6,602.59	5,349.70	4,425.13
- Right of use assets	2,962.56	2,622.30	2,719.88
- Other financial assets	356.30	295.03	112.46
- Other assets	187.61	212.44	112.03
- Cash and bank balances	333.37	508.60	264.08
- Lease liabilities	(3,042.63)	(2,653.68)	(2,700.50)
- Employee related liabilities (including defined benefit obligations)	(1,332.92)	(1,108.00)	(904.79)
- Other liabilities	(892.98)	(887.93)	(629.71)
- Trade payables and accrued expenses	(613.86)	(472.22)	(328.89)
- Deferred tax asset / (liability) (net)	231.71	158.22	112.51
- Current tax liability (net)	(19.37)	(94.55)	(21.55)
- Other components of equity	(2,204.94)	(1,374.66)	(270.94)
Common control adjustment deficit account (A)	**6,028.14**	**6,028.14**	**6,028.15**

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(B) Common control business combinations during the year ended 31 March 2024

Sagility Healthcare LLC

The Board of Directors and Shareholders of SIL approved a Share Purchase Agreement ('SPA') to be entered into between SIL and Sagility B.V., (immediate holding company), to acquire 100% of the equity shares of Sagility (US) Holdings Inc. (along with its downstream subsidiaries), which was a wholly owned subsidiary of Sagility B.V. The Board of Directors and shareholders of SIL concluded this acquisition to be at arms' length and in compliance with the requirements of the regulations of Companies Act, 2013 that govern related party transactions. The below entities were acquired as part of this transaction:

1) Sagility Care Management LLC (formerly known as Axispoint Healthcare LLC)
2) Sagility (Jamaica) Limited (formerly known as Betaine (Jamaica) Limited)
3) Sagility Provider Solutions LLC (formerly known as EBOS LLC)
4) Sagility Technologies LLC (formerly known as Collibrium LLC)
5) Sagility LLC (formerly known as Healthcare LLC)
6) Sagility Operations Inc. (formerly known as HGS Operations Inc.)
7) Sagility (US) Bidco Inc. (formerly known as Betaine (US) Bidco Inc.)
8) Sagility Payment Integrity Solutions LLC (acquired w.e.f 19 April 2023)
9) Sagility Columbia SAS

Pursuant to the above, on 28 March 2024, SIL executed the SPA with Sagility B.V. for a purchase consideration of USD USD 628.5 million (Rs. 52,388.86 million). The purchase consideration was discharged by issuing 1,851,085,160 shares of SIL to Sagility B.V. (immediate holding company).

SIL and Sagility (US) Holdings Inc. were under common control with effect from 6 January 2022. This acquisition, being a common control transaction has been accounted for based on the pooling of interests method in accordance with Appendix C to Ind AS 103 - Business Combinations. A purchase price allocation of the consideration paid to acquire is not required to be carried out and disclosed in accordance with Ind AS 103.

Computation of in relation to the common control acquisition of Sagility (US) Holdings Inc. (including its downstream subsidiaries)

Rs. in millions

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Purchase consideration discharged by issue of equity shares of SIL	52,388.86	52,388.86	52,388.86
Net assets of Sagility (US) Holdings Inc. (including its downstream subsidiaries)			
- Property, plant and equipment	1,687.23	1,109.10	1,229.10
- Capital work in progress	5.38	3.05	39.13
- Right of use assets	484.82	673.01	578.24
- Goodwill	31,310.14	28,717.69	26,467.47
- Intangible assets	19,899.80	20,112.77	19,853.06
- Other non-current financial assets	46.81	3,069.86	13.67
- Other non-current assets	2,433.32	659.79	16.10
- Trade receivables (including inter-company receivables)	15,159.50	16,508.32	10,599.16
- Cash and bank balances	2,850.67	4,914.89	3,016.75
- Other current financial assets	80.29	1.10	57.95
- Other current assets	431.95	378.93	343.28
- Promissory notes	(8,627.00)	(10,236.98)	(28,842.19)
- Lease liabilities	(323.87)	(499.12)	(439.43)
- Employee related liabilities (including defined benefit obligations)	(171.69)	(156.48)	(127.20)
- Trade payables and accrued expenses (including inter-company payables)	(19,349.83)	(19,979.11)	(12,139.91)
- Other current financial liability	(5,459.64)	(4,462.88)	(3,590.62)
- Other current liability	(314.66)	(187.04)	(169.25)
- Deferred tax asset / (liability) (net)	(4,695.97)	(4,601.98)	(4,596.94)
- Current tax liability (net)	(2,202.59)	(264.58)	(80.03)
- Others assets / (liabilities) (net) (including other component of equity)	(3,014.25)	(5,561.78)	(65.91)
Common control adjustment deficit account (B)	**22,158.45**	**22,190.30**	**40,226.43**
Cumulative Common control adjustment deficit account (A+B)	**28,186.59**	**28,218.44**	**46,254.58**

(C) During the period ended 31 March 2022, Sagility Philippines B.V. and Sagility (US) Holdings Inc. issued equity shares to Sagility B.V. (erstwhile holding company of Sagility Philippines B.V. and Sagility (US) Holdings Inc.) against a cash consideration received amounting to Rs. 8,562.10 million and Rs. 12,162.42 million respectively.

45 Additional information pursuant to paragraph 2 of Division II of Schedule III to the Companies Act, 2013 'General instructions for the preparation of Consolidated financial information

(i) As of 31 March 2024

Name of the entity	Net assets i.e. Total assets minus Total liabilities		Share in profit or loss		Share in OCI		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated OCI	Amount	As % of consolidated total comprehensive	Amount
Parent								
Sagility India Limited (formerly known as Sagility India Private Limited and Berkmeer India Private Limited)	135.26%	87,147.85	31.86%	727.17	79.05%	96.47	34.25%	823.64
Foreign Subsidiaries								
Sagility Care Management LLC (formerly known as HGS Axispoint Health, LLC)	4.86%	3,133.56	-0.12%	(2.69)	-	-	-0.11%	(2.69)
Sagility (Jamaica) Limited (formerly known as Betaine (Jamaica) Limited)	13.31%	8,576.02	26.84%	612.59	-	-	25.47%	612.59
Sagility Provider Solutions LLC(formerly known as HGS EBOS, LLC)	1.64%	1,055.45	27.03%	617.05	-	-	25.66%	617.05
Sagility Technologies LLC(formerly known as HGS Colibrium, LLC)	-1.40%	(903.43)	-19.02%	(434.22)	-	-	-18.06%	(434.22)
Sagility LLC (formerly known as HGS Healthcare, LLC)	5.77%	3,720.02	42.97%	980.97	-	-	40.79%	980.97
Sagility Operations Inc.(formerly known as HGS Healthcare Operations Inc.)	48.32%	31,136.10	-61.55%	(1,405.00)	-	-	-58.43%	(1,405.00)
Sagility Philippines B.V. (formerly known as Betaine (PH) B.V.)	31.64%	20,387.01	50.93%	1,162.49	-122.40%	(149.37)	42.13%	1,013.11
Betaine (US) Holdings Inc.	51.18%	32,975.19	-0.01%	(0.28)	-	-	-0.01%	(0.28)
Sagility (US) Inc. (formerly known as Betaine (US) BidCo Inc.)	49.23%	31,718.34	-16.24%	(370.83)	-	-	-15.42%	(370.83)
Sagility (Colombia) SAS	0.40%	255.63	0.52%	11.91	-	-	0.50%	11.91
Sagility Payment Integrity Solutions LLC (formerly known as Devlin Consulting Inc.)	0.87%	558.73	16.80%	383.56	-	-	15.95%	383.56
Birch Technologies Inc	1.25%	803.32	-	-	-	-	-	-
Subtotal	**342.32%**	**220,563.79**	**100.00%**	**2,282.73**	**-43.35%**	**(52.91)**	**92.72%**	**2,229.81**
Eliminations/ Adjustments arising out of consolidation	-242.32%	(156,132.47)	0.00%	0.00	143.35%	174.94	7.27%	174.94
Non-controlling interests		-					-	-
Total	**100.00%**	**64,431.33**	**100.00%**	**2,282.73**	**100.00%**	**122.03**	**99.99%**	**2,404.75**

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(ii) As of 31 March 2023

Name of the entity	Net assets i.e. Total assets minus Total liabilities		Share in profit or loss		Share in OCI		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated OCI	Amount	As % of consolidated total comprehensive	Amount
Parent								
Sagility India Limited (formerly known as Sagility India Private Limited and Berkmeer India Private Limite	31.28%	19,417.09	24.54%	352.37	-6.35%	(147.90)	5.43%	204.47
Foreign Subsidiaries								
Sagility Care Management LLC (formerly known as HGS Axispoint Health, LLC)	4.98%	3,088.73	-11.12%	(159.66)	-	-	-4.24%	(159.66)
Sagility (Jamaica) Limited (formerly known as Betaine (Jamaica) Limited)	12.88%	7,992.58	34.75%	498.93	-	-	13.25%	498.93
Sagility Provider Solutions LLC(formerly known as HGS EBOS, LLC)	0.69%	428.81	23.49%	337.30	-	-	8.96%	337.30
Sagility Technologies LLC(formerly known as HGS Colibrium, LLC)	-0.74%	(460.02)	-26.04%	(373.90)	-	-	-9.93%	(373.90)
Sagility LLC (formerly known as HGS Healthcare, LLC)	4.34%	2,692.85	119.80%	1,719.91	-	-	45.69%	1,719.91
Sagility Operations Inc.(formerly known as HGS Healthcare Operations Inc.)	51.65%	32,054.60	-74.66%	(1,071.83)	-	-	-28.47%	(1,071.83)
Sagility Philippines B.V. (formerly known as Betaine (PH) B.V.)	31.24%	19,387.18	49.51%	710.75	1.61%	37.55	19.88%	748.30
Betaine (US) Holdings Inc.	52.32%	32,475.68	0.00%	(0.05)	-	-	0.00%	(0.05)
Sagility (US) Inc. (formerly known as Betaine (US) BidCo Inc.)	50.92%	31,604.58	-40.73%	(584.81)	-	-	-15.54%	(584.81)
Sagility (Colombia) SAS	0.01%	6.87	0.47%	6.69	-	-	0.18%	6.69
Sagility Payment Integrity Solutions LLC (formerly known as Devlin Consulting Inc.)	-	-	-	-	-	-	-	-
Subtotal	**239.56%**	**148,688.91**	**100.00%**	**1,435.68**	**-4.74%**	**(110.35)**	**35.21%**	**1,325.32**
Eliminations/ Adjustments arising out of consolidation	-139.56%	(86,622.25)	-	-	104.74%	2,439.05	64.79%	2,439.05
Non-controlling interests	-	-	-	-	-	-	-	-
Total	**100.00%**	**62,066.66**	**100.00%**	**1,435.68**	**100.00%**	**2,328.70**	**100.00%**	**3,764.37**

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(iii) As of 31 March 2022

Name of the entity	Net assets i.e. Total assets minus Total liabilities		Share in profit or loss		Share in OCI		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated OCI	Amount	As % of consolidated total comprehensive	Amount
Parent								
Sagility India Limited (formerly known as Sagility India Private Limited and Berkmeer India Private Limite	47.71%	19,212.62	-89.83%	41.97	-4.00%	(16.07)	7.30%	25.90
Foreign Subsidiaries								
Sagility Care Management LLC (formerly known as HGS Axispoint Health, LLC)	7.46%	3,003.92	121.62%	(56.82)	-	-	-16.01%	(56.82)
Sagility (Jamaica) Limited (formerly known as Betaine (Jamaica) Limited)	16.91%	6,807.08	-225.32%	105.27	-	-	29.66%	105.27
Sagility Provider Solutions LLC(formerly known as HGS EBOS, LLC)	0.20%	81.85	-173.80%	81.20	-	-	22.88%	81.20
Sagility Technologies LLC(formerly known as HGS Colibrium, LLC)	-0.19%	(76.57)	162.59%	(75.96)	-	-	-21.40%	(75.96)
Sagility LLC (formerly known as HGS Healthcare, LLC)	2.20%	885.37	-1880.09%	878.36	-	-	247.48%	878.36
Sagility Operations Inc.(formerly known as HGS Healthcare Operations Inc.)	76.07%	30,628.93	1964.14%	(917.62)	-	-	-258.54%	(917.62)
Sagility Philippines B.V. (formerly known as Betaine (PH) B.V.)	43.68%	17,586.93	-331.55%	154.90	14.90%	59.83	60.50%	214.73
Betaine (US) Holdings Inc.	30.91%	12,445.92	0.14%	(0.07)	-	-	-0.02%	(0.07)
Sagility (US) Inc. (formerly known as Betaine (US) BidCo Inc.)	30.26%	12,185.99	552.10%	(257.94)	-	-	-72.68%	(257.94)
Subtotal	**255.21%**	**102,762.05**	**100.00%**	**(46.72)**	**10.90%**	**43.76**	**-0.83%**	**(2.95)**
Eliminations/ Adjustments arising out of consolidation	-155.21%	(62,495.89)	-	-	89.10%	357.87	100.83%	357.87
Non-controlling interests	-	-	-	-	-	-	-	-
Total	**100.00%**	**40,266.15**	**100.00%**	**(46.72)**	**100.00%**	**401.63**	**100.00%**	**354.92**

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46 Additional Regulatory Information required under Schedule III

(i) Utilisation of borrowed funds and share premium

I Other than in the normal and ordinary course of business, the Group 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 Group (Ultimate Beneficiaries); or

(b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries

II During the period ended 31 March 2022, the Group raised an amount of Rs. 39,931.78 and Rs. 41,927.01 respectively, by issuing equity shares and non-convertible bonds / promissory notes. These proceeds were obtained for the purposes of carrying our certain business combinations as disclosed in Note 44 to the Restated Consolidated Financial Information.

Other than the above, the Group has not received funds from any person(s) or entit(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Group shall :

(a) directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries"); or

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

47 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 Holding Company. 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 Group will assess the impact once the subject rules are notified and will give appropriate impact in its financial information in the period in which, the Code becomes effective and the related rules to determine the financial impact are published.

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48 Purchase consideration payable

The Group's wholly owned subsidiaries, Sagility Operations Inc., Sagility LLC, Sagility (US) Holdings Inc. and Sagility (US) Inc. are parties to an ongoing Legal dispute in the United States of America with respect to payment of certain vendor related commission arising from an agreement entered into with the vendor prior to the acquisition ('Synergy Litigation'). The vendor has claimed an amount of USD 115.9 million (Rs. 9,663.33) and USD 53.24 million (Rs 4,438.96 million) in damages under two alternative approaches based on the unjust enrichment approach and the lost profits approach. Pursuant to the acquisition agreements entered into by the Group, in relation to the share purchase of Sagility Operations Inc. and Sagility LLC (businesses acquired by the Group during the period ended 31 March 2022), such vendor related disputes and liabilities are excluded liabilities for the Group. In the future, as and when these disputes are settled and in the event the Group is required to make an outflow of resources to settle the same, Sagility B.V. (immediate holding company) is contractually entitled to a full reimbursement of such outflows from the Hinduja Global Solutions Limited (sellers). Sagility LLC has denied liability, asserted counterclaims and affirmative defenses, and are seeking damages. Sagility LLC has filed their expert disclosures to oppose the damages claimed as being incorrect, speculative, and economically flawed.

In relation to the above and the acquisitions during January 2022, the Group has a deferred consideration liability amounting to USD 45 million (Rs. 3,751.94 million) payable to sellers. The liability is due to be settled on the earlier of conclusion and settlement of the above disputes or obtaining a bank guarantee from the sellers. On 22 March 2024, Sagility B.V. has received an unconditional bank guarantee from Barclays Bank Plc on behalf of the sellers. Such bank guarantee is valid until 31 October 2026.

Subsequent to the reporting date, Sagility (US) Holdings Inc. raised an amount of USD 44.48 million (Rs. 3,707.73 million) against issue of shares to Sagility B.V. 16,393.83 shares were issued at a per share value of USD 2,713.47 (Rs. 226,166.44 per share). Such funds received were utilized by the Group to settle the deferred consideration due as above. Contemporaneously, SIL issued 131,015,338 shares to Sagility B.V. as consideration to acquire the shares issued by Sagility (US) Inc in this regard.

Further, on 22 May 2024 Sagility B.V. has entered into an agreement with the Group pursuant to which it has contracted to re-imburse any payments that may be required to be made by the Group in order to settle the above disputes, to the extent such amounts have been recovered by Sagility B.V. under the bank guarantee referred to above or under the indemnification agreement entered into with the sellers which is valid until 5 January 2026. Extension of the indemnification agreement beyond 5 January 2026 is subject to the mutual agreement of the Group and the sellers. Consequently, management of the Group believes they do not have exposure on account of the above disputes as at 31 March 2024, 31 March 2023 and 31 March 2022. If the dispute is not resolved by 5 January 2026 or the indemnification agreement is not extended beyond such date, the Group may be exposed to damages arising from the Synergy Litigation.

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49 Events after the Reporting period

Subsequent to the reporting date, SIPL was converted into a public limited company w.e.f 20 June 2024. Consequent to the conversion, the name of the Company has been changed to "Sagility India Limited"

Vide an agreement entered into on 31 May 2024, out of the outstanding promissory notes as at 31 March 2024 amounting to USD 103.80 million, an amount of USD 89.29 million (Rs. 7,442.24 million) were converted into equity. The balance amount was repaid in the month May 2024. As part of this transaction, the Group's wholly owned subsidiary, Sagility (US) Holdings Inc. issued 32,906.02 shares to Sagility B.V. as consideration for conversion of the outstanding debt into equity. In this transaction, although Sagility (US) Inc. and Sagility B.V. were the creditor and debtor respectively, Sagility B.V. was acting in the capacity of a shareholder and not a lender. Hence, the conversion of debt into equity will be recorded as a capital transaction within equity (in the book of Sagility (US) Inc). No gain / (loss) will be recognized in the consolidated statement of profit and loss. Contemporaneously, SIL issued 262,976,580 shares to Sagility B.V. as consideration to acquire the shares issued by Sagility (US) Inc. as consideration for the conversion of debt into equity. Pursuant to the above, the Group continues to retain full ownership of Sagility (US) Inc. and its downstream subsidiaries.

Subsequent to the reporting date, the new board has been constituted on 24 June 2024. The newly board comprises of following members:

Ramesh Gopalan	Managing Director and CEO
Hari Gopalakrishnan	Non-Executive Non-Independent Director
Martin I. Cole	Non-Executive Non-Independent Director
William Winkenweder Jr.	Independent Director
Anil Kumar Chanana	Independent Director
Ginger Dusek	Independent Director
Venkat Krishnaswamy	Independent Director
Shalini Sarin	Independent Director

Additionally, Sanjeev Lakra and Sarvabhouman Doraiswamy Srinivasan who were previously serving as members of the Board of Directors have resigned from their post on the same date.

As per our report of even date

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

Chartered Accountants
Firm registration number: 101248W/W-100022

Hemanth Bhasin

Partner
Membership No: 235040

Place: Bengaluru
Date: 25 June 2024

for **and on behalf of the Board of Directors of**
Sagility India Limited (formerly known as Sagility India Private Limited and prior to that Berkmeer India Private Limited)

Anil Kumar Chanana

Director
DIN-00466197

Ramesh Gopalan
Managing Director and Group Chief Executive Officer
DIN-00636524

Sarvabhouman Doraiswamy Srinivasan

Group Chief Financial Officer

Satishkumar Sakharayapattana Seetharamaiah
Company Secretary and Compliance Officer
ACS16008

Place: Bengaluru
Date: 25 June 2024

Part A: Statement of Restatement Adjustments to Audited Financial Statements

Reconciliation of total equity as per the audited consolidated financial statements for the year ended 31 March 2024 and the audited financial statements for the year / period ended 31 March 2023 and 31 March 2022 with the total equity as per the Restated Consolidated Financial Information

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Total equity (as per the audited consolidated financial statements)	64,431.28	-	-
.. Total equity (as per the audited financial statements)	-	19,416.98	19,212.63
B. Adjustments:			
Common control adjustment deficit account (Refer note 44(B))	-	(28,218.44)	(46,254.57)
Shares pending issuance (Refer note 15 and 16)	-	66,979.09	66,979.09
Impact on total comprehensive income for the year / period on account of consolidation ^	-	3,560.06	329.01
Other equity carried forward from the previous period	-	329.01	-
C. Restatement Adjustments:	-	-	-
Total equity as per the restated consolidated statement of assets and liabilities	**64,431.28**	**62,066.70**	**40,266.16**

^ As explained in note 44(B), note 15 and 16 of Annexure VI to the Restated Consolidated Financial Information, during the year ended 31 March 2024, the Company acquired certain entities in a common control business combination. The statutory financial statements of the Company as at and for the year / period ended 31 March 2023 and 31 March 2022 had previously been prepared on a standalone basis as the Company did not have any subsidiaries as of these year / period end.
In accordance with the requirements of Appendix C to Ind AS 103, the financial information included in the Restated Consolidated Financial Information in respect of prior periods i.e. as at and for the year / period ended 31 March 2023 and 31 March 2022 has been restated as if the business combination had occurred with effect from 6 January 2022. While accounting for the acquisition and restating the financial information for all periods included in the Restated Consolidated Financial Information, the assets and liabilities of the acquired entities were reflected at its carrying amount and no adjustments were made to determine the fair value. Similarly, no new assets or liabilities were identified and recorded.

1) Common control adjustment deficit account above represents the difference between the consideration paid for common control business combinations and net assets of the acquired entities as of each reporting date
2) Shares pending issuance represents the purchase consideration payable for the common control transactions as explained above. Such consideration was discharged by way of issuance of equity shares of SIL during the year ended 31 March 2024.
3) Impact on total comprehensive income for the year / period above represents the change in total comprehensive income upon consolidation of the acquired subsidiaries

Reconciliation of total comprehensive income / (loss) for the year / period as per the audited consolidated financial statements for the year ended 31 March 2024 and the audited financial statements for the year ended 31 March 2023 and period ended 31 March 2022 with the restated total comprehensive income / (loss) as per the Restated

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023	For the period from 28 July 2021 to 31 March 2022
Total comprehensive income for the year (as per the audited consolidated financial statements)	2,404.69		
Total comprehensive income for the year / period (as per the audited financial statements)	-	204.35	25.91
B. Adjustments:			
Impact on total comprehensive income for the year / period on account of consolidation ^	-	3,560.06	329.01
C. Restatement Adjustments:	-	-	-
Restated total comprehensive income for the year / period as per the restated consolidated statement of profit and	**2,404.69**	**3,764.41**	**354.92**

Part B: Material regrouping

(i) No regroupings were required to be made in the restated consolidated statement of assets and liabilities, the restated consolidated statement of profit and loss and the restated consolidated statements of cash flows for the years/ period ended 31 March, 2024, 31 March 2023 and 31 March, 2022 in order to bring them in line with the accounting policies and classification as per the consolidated financial statements of the Group as at and for the year ended 31 March 2024, prepared in accordance with Schedule III of the Companies Act, 2013, requirements of Ind AS 1 - 'Presentation of financial statements' and other applicable Ind AS principles and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018, as amended.

Part C: Non adjusting items

Audit qualifications for the respective years, which do not require any adjustments in the Restated Consolidated Financial Information:

a) i) There are no audit qualifications in the auditor's report on the consolidated financial statements for the year ended 31 March 2024 apart from the below.

The auditor's report on the consolidated financial statements of the Group as at and for the year ended 31 March 2024 included the following paragraphs in relation to reporting on other legal and regulatory requirements:

i. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books, except that the back-up of one of the applications which forms part of the 'books of account and other relevant books and papers in electronic mode' for the period from 1 January 2024 to 31 March 2024 has not been maintained on the servers physically located in India.
ii. The reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is applicable from 1 April 2023.

Based on our examination which included test checks, except for the instances mentioned below, the Company has used accounting softwares for maintaining its books of account, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective software:

• For the period from 1 April 2023 to 31 December 2023, the Company has used an accounting software for maintaining its books of account, however, the feature of recording audit trail (edit log) facility has not been enabled.

• In the absence of an independent auditor's report in relation to controls at the service organisation for accounting software relating to the procure to pay process for the period from 1 April 2023 to 31 December 2023, which is operated by a third-party software service provider, we are unable to comment whether audit trail feature at the database level of the said software was enabled to log any direct data changes and operated throughout the period from 1 April 2023 to 31 December 2023 for all relevant transactions recorded in the software.

• In the absence of an independent auditor's report in relation to controls at the service organisation for accounting software relating to the general ledger and all related processes for the period from 1 January 2024 to 31 March 2024, which is operated by a third-party software service provider, we are unable to comment whether audit trail feature at the database level of the said software was enabled to log any direct data changes and operated throughout the period from 1 January 2024 to 31 March 2024 for all relevant transactions recorded in the software.

Further, where audit trail (edit log) facility was enabled and operated throughout the year for the respective accounting softwares, we did not come across any instance of the audit trail

ii) There are no audit qualifications in the auditor's report on the financial statements for the year/ period ended 31 March 2023 and 31 March 2022.

Emphasis of matter not requiring adjustment to the Restated Consolidated Financial Information.

a) There are no emphasis of matter paragraphs in the auditor's report on the consolidated financial statements for the year ended 31 March 2024 and in the auditor's report on the financial statements for the year/ period ended 31 March 2023 and 31 March 2022.

Statement / comments included in the Companies (Auditor's Report) Order, 2020 (CARO 2020), which do not require any adjustments in the Restated Consolidated Financial Information:

a) There are no statements / comments in the auditor's report (both standalone and consolidated financial statements) with respect to CARO 2020 for the year ended 31 March 2024 and in the auditor's report on the financial statements for the year/ period ended 31 March 2023 and 31 March 2022.

The above Annexure should be read with the basis of preparation and significant accounting policies appearing in Annexure V, Notes to the Restated Consolidated Financial Information appearing in Annexure VI and Statement of Adjustments to the Restated Consolidated Financial Information appearing in Annexure VII.

As per our report of even date

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 Limited (formerly known as Sagility India Private Limited and prior to that Berkmeer India Private Limited)

Hemanth Bhasin
Partner

Membership No: 235040

Anil Kumar Chanana
Director

DIN-00466197

Ramesh Gopalan
Managing Director and Group Chief Executive Officer
DIN-00636524

Sarvabhouman Doraiswamy Srinivasan

Group Chief Financial Officer

Satishkumar Sakharayapattana Seetharamaiah
Company Secretary and Compliance Officer
ACS16008

Place: Bengaluru
Date: 25 June 2024

Place: Bengaluru
Date: 25 June 2024

OTHER FINANCIAL INFORMATION

The accounting ratios required under Clause 11 of Part A of Schedule VI of the SEBI ICDR Regulations are given below:

(₹ in million, except as otherwise stated)

Particulars	As at and for the Year ended March 31, 2024	As at and for the Year ended March 31, 2023	As at and for the period beginning July 28, 2021 till March 31, 2022
Basic earnings per share (in ₹)	0.53	0.33	(0.05)
Diluted earnings per share (in ₹)	0.53	0.33	(0.05)
Return on Net Worth[1] (%)	3.54%	2.31%	(0.12%)
NAV per Equity Share[2] (in ₹)	15.03	14.48	9.39
Earnings before interest expense, taxes, depreciation and amortisation	11,160.37	10,448.64	2,105.72

[1] Return on net worth has been computed by dividing the Restated Profit/Loss for the year/period by the corresponding net worth as at the end of the period

[2] NAV per equity share - Total equity attributable to shareholders divided by number of equity shares outstanding as on respective year/period end and includes 515,525,269 and 1,851,085,160 shares issued by the Company on March 26, 2024 and March 28, 2024, respectively, as consideration for the acquisitions of Sagility Philippines B. V (along with its branch in Philippines) and Sagility (US) Holdings Inc (along with its downstream subsidiaries) which have been considered to be outstanding from January 6, 2022 For further details, see "History and Certain Corporate Matters- Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations or any revaluation of assets, since its incorporation" on page 176.

For reconciliation of non-GAAP financial measures, see "– *Reconciliation of Non-GAAP Financial Measures*" on page 219.

Non-GAAP Financial Measures

This section includes Certain Non-GAAP financial measures and other statistical information relating to our operations and financial performance (together, "**Non-GAAP Measures**" and each a "**Non-GAAP Measure**"), as presented below. These Non-GAAP financial measures are not required by or presented in accordance with Ind AS.

Further, these Non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS. In addition, these Non-GAAP Measures are not standardized terms, hence a direct comparison of these Non-GAAP Measures between companies may not be possible. Other companies may calculate these Non-GAAP Measures differently from us, limiting its usefulness as a comparative measure. Although such Non-GAAP Measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that they are useful to an investor in evaluating us as they are widely used measures to evaluate a company's operating performance.

Reconciliation of Non-GAAP Financial Measures

Reconciliation for the various Non-GAAP Financial Measures included in this Draft Red Herring Prospectus are given below.

Reconciliation of EBITDA to restated profit/ (loss):

(₹ in million, except as otherwise stated)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023	For the period July 28, 2021 to March 31, 2022
Restated Profit/ (Loss) for the year / period (A)	2,282.66	1,435.72	(46.71)
Add: Total Tax expense (B)	134.15	421.05	28.17
Add: Finance costs (C)	1,851.45	2,148.49	652.16
Add: Depreciation and amortization expense (D)	6,892.11	6,443.38	1,472.10

EBITDA (E=A+B+C+D)[1]	11,160.37	10,448.64	2,105.72
Revenue from operations (F)	47,535.57	42,184.08	9,234.07
EBITDA Margin % (G) (G=E/F)[2]	23.48%	24.77%	22.80%

Notes:
1. EBITDA stands for Earnings Before Interest expense, Tax, Depreciation and Amortization. It focuses on the profitability of the company from its core business operations, excluding effect of financing, tax, depreciation on fixed assets and amortization of intangible assets and right to use assets.
*2. EBITDA margin represents EBITDA divided by Revenue from Operations (EBITDA/Revenue from Operations *100)*

Reconciliation of Adjusted EBITDA to restated profit/ (loss):

(₹ in million, except as otherwise stated)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023	For the period July 28, 2021 to March 31, 2022
Restated Profit/ (Loss) for the year / period (A)	2,282.66	1,435.72	(46.71)
Add: Total Tax expense (B)	134.15	421.05	28.17
Add: Finance costs (C)	1,851.45	2,148.49	652.16
Add: Depreciation and amortization expense (D)	6,892.11	6,443.38	1,472.10
EBITDA (E=A+B+C+D)[1]	11,160.37	10,448.64	2,105.72
Add: Earnouts under acquisition agreements	554.24	0.00	0.00
Adjusted EBITDA (G)[2]	11,714.61	10,448.64	2,105.72
Revenue from operations (F)	47,535.57	42,184.08	9,234.07
Adjusted EBITDA Margin %(H) (H=G/F)[3]	24.64%	24.77%	22.80%

Notes:
1. EBITDA stands for Earnings Before Interest expense, Tax, Depreciation and Amortization. It focuses on the profitability of the company from its core business operations, excluding effect of financing, tax, depreciation on fixed assets and amortization of intangible assets.and right to use assets
2. Adjusted EBITDA represents EBITDA adjusted for post-combination expenses in relation to earnouts payable under the acquisition agreements
*3. Adjusted EBITDA margin represents Adjusted EBITDA divided by Revenue from Operation (Adjusted EBITDA/Revenue from Operations *100)*

Reconciliation of restated profit/ (loss) to adjusted profit after tax:

(₹ in million, except as otherwise stated)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023	For the period July 28, 2021 to March 31, 2022
Restated Profit/ (Loss) for the year / period ("Profit/(loss) after Tax") (A)	2,282.66	1,435.72	(46.71)
Add: Earnouts under acquisition agreements (net of tax impact) (B)	407.48	0.00	0.00
Add: Amortization of other intangible assets acquired pursuant to business combinations (net of tax impact) (C)	3,205.44	3,120.21	708.46
Adjusted Profit for the year / period ("Adjusted PAT") (D) (D=A+B+C)[1]	5,895.58	4,555.93	661.75
Revenue from operations (F)	47,535.57	42,184.08	9,234.07
Profit/(Loss) after Tax as a % of Revenue from Operations ("PAT Margin") (G)(G=A/F)	4.80%	3.40%	(0.51)%
Adjusted Profit after Tax as a % of Revenue from Operations ("Adjusted PAT Margin") (H)(H=D/F)[2]	12.40%	10.80%	7.17%

Notes:
1. Adjusted profit / (loss) (Adjusted PAT) represents restated profit /(loss) adjusted for amortization of other intangible assets acquired pursuant to business combinations, post-combination expenses in relation to earnouts payable under acquisition agreements, and for the tax impact of each of the adjustments
*2. Adjusted PAT margin calculates as Adjusted PAT divided by Revenue from Operations. (Adjusted PAT/Revenue from Operations*100)*

Reconciliation of Net Worth and Return on Net Worth:

(₹ in million, except as otherwise stated)

	For the year ended March 31, 2024	For the year ended March 31, 2023	For the period July 28, 2021 to March 31, 2022
Equity Share Capital (A)	42,852.82	19,186.72	19,186.72
Other Equity (B)	21,578.46	42,879.98	21,079.44
Net Worth (C) (C=A+B) [1]	64,431.28	62,066.70	40,266.16
Restated Profit/ (Loss) for the year / period ("Profit/(loss) after Tax") (D)	2,282.66	1,435.72	(46.71)
Return on Net Worth % (E) (E=D/C)[2]	3.54%	2.31%	(0.12%)

Notes:
1. *Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account after deducting the aggregate value of the accumulated losses, debit or credit balance of Common control adjustment deficit account and miscellaneous expenditure not written off but excludes share application money pending allotment, ESOP outstanding reserve and fair value change account, each as applicable for the Company on a restated basis.*
2. *Return on net worth is the restated profit/(loss) of the company for the year/ period divided by the Net Worth.*

Reconciliation of NAV per Equity Share:

(₹ in million, except number of Equity Shares)

	For the year ended March 31, 2024	For the year ended March 31, 2023	For the period July 28, 2021 to March 31, 2022
Total equity attributable to equity holders of the company (A)	64,431.28	62,066.70	40,266.16
Number of shares (B)	4,287,336,495.00	4,287,336,495.00	4,287,336,495.00
NAV per Equity Share (C=A/B) (in Indian rupees)(1)	15.03	14.48	9.39

Notes:
1. NAV per equity share - Total equity attributable to shareholders divided by number of equity shares outstanding as on respective year/period end and includes 515,525,269 and 1,851,085,160 shares issued by the Company on March 26, 2024 and March 28, 2024, respectively, as consideration for the acquisitions of Sagility Philippines B. V (along with its branch in Philippines) and Sagility (US) Holdings Inc (along with its downstream subsidiaries) which have been considered to be outstanding from January 6, 2022 For further details, see "History and Certain Corporate Matters- Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations or any revaluation of assets, since its incorporation" on page 176.

In accordance with the SEBI ICDR Regulations, (i) the audited standalone financial statements of our Company and for the financial years ended March 31, 2024, March 31, 2023 and for the period beginning from July 28, 2021 to March 31, 2022 and the consolidated financial statements of our Company for the financial year ended March 31, 2024 (collectively, the "**Audited Financial Statements**") and (ii) the audited standalone financial statements of our Material Subsidiaries for the financial year ended March 31, 2024 are available on our website at https://sagilityhealth.com/investor-relations/

Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations. The Audited Financial Statements do not constitute, (i) a part of this Draft Red Herring Prospectus; or (ii) a prospectus, a statement in lieu of a prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document or recommendation or solicitation to purchase or sell any securities under the Companies Act, 2013, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere. The Audited Financial Statements should not be considered as part of information that any investor should consider subscribing for or purchase any securities of our Company and should not be relied upon or used as a basis for any investment decision.

None of our Company or any of its advisors, nor Book Running Lead Managers or the Promoter Selling Shareholder, nor any of their respective employees, directors, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Audited Financial Statements, or the opinions expressed therein.

RELATED PARTY TRANSACTIONS

For details of the related party transactions, as per the requirements under applicable Accounting Standards i.e. Ind AS 24 'Related Party Disclosures' for the financial years ended March 31, 2024, March 31, 2023 and for the period beginning from July 28, 2021 till March 31, 2022, and as reported in the Restated Consolidated Financial Information, see "*Restated Consolidated Financial Information – Note 36: Related Party Disclosures*" on page 218.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion in conjunction with our Restated Consolidated Financial Information included herein as of and for the Financial Years 2024 and 2023, and the period from July 28, 2021 to March 31, 2022, including the related notes, schedules and annexures on page 218. Our Restated Consolidated Financial Information has been prepared in accordance with Ind AS, Section 26 of the Companies Act, the SEBI ICDR Regulations and the Guidance Note. Ind AS differs in certain material respects from IFRS and US GAAP. See "Risk Factors – External Risk Factors – Risks relating to investments in an Indian company – Differences exist between Ind AS, which is used to prepare our financial information, and other accounting principles, such as U.S. GAAP and IFRS, which may be material to investors' assessments of our financial condition." on page 54.

We have included various operational and financial performance indicators in this Draft Red Herring Prospectus, many of which may not be derived from our Restated Consolidated Financial Information or otherwise be subject to an examination, audit or review by our auditors or any other expert. The manner in which such operational and financial performance indicators are calculated and presented, and the assumptions and estimates used in such calculations, may vary from that used by other companies in India and other jurisdictions. Investors are accordingly cautioned against placing undue reliance on such information in making an investment decision and should consult their own advisors and evaluate such information in the context of the Restated Consolidated Financial Information and other information relating to our business and operations included in this Draft Red Herring Prospectus.

*Unless otherwise indicated, industry and market data contained in this section is derived from the report dated June 18, 2024 titled Everest Group's Healthcare Industry Overview (the "**Everest Report**") prepared by Everest Business Advisory India Private Limited, which has been exclusively commissioned and paid for by our Company in connection with the Offer pursuant to an engagement letter dated April 9, 2024. A copy of the Everest Report is available on the website of our Company at https://sagilityhealth.com/investor-relations/. Unless otherwise indicated, all financial, operational, industry and other related information derived from the Everest Report and included herein with respect to any particular year, refers to such information for the relevant Financial Year. The information included in this section includes excerpts from the Everest Report and may have been re-ordered by us for the purposes of presentation.*

Our Financial Year commences on April 1 and ends on March 31 of the subsequent year, and references to a particular Financial Year are to the 12 months ended March 31 of that year. Unless otherwise stated, or the context otherwise requires, the financial information used in this section is derived from our "Restated Consolidated Financial Information" on page 218.

This discussion contains forward-looking statements that involve risks and uncertainties and reflects our current view with respect to future events and financial performance. Actual results may differ from those anticipated in these forward-looking statements as a result of factors such as those set forth under "Forward-looking Statements" and "Risk Factors" on pages 18 and 32, respectively.

Overview

We are a technology-enabled, pure-play healthcare focused solutions and services provider to Payers (U.S. health insurance companies, which finance and reimburse the cost of health services), and Providers (primarily hospitals, physicians, and diagnostic and medical devices companies). We support the core business operations of both Payer and Provider clients. Our services to Payers encompass the entire spectrum of their operations, including core benefits administration functions and clinical services. These services include claims management, payment integrity, clinical management, and other services. To Providers, we provide revenue cycle management services which help them manage their billings and claim the cost of treatment from Payers. Additionally, we also provide some of the services that we provide to Payers to pharmacy benefit managers ("**PBMs**") that manage prescription drugs for Members (i.e., insured persons) under health insurance plans. We deliver these services leveraging our tools and platforms, as needed, through our capable talent pool from our five global service delivery locations in India, the Philippines, the U.S., Jamaica and Colombia.

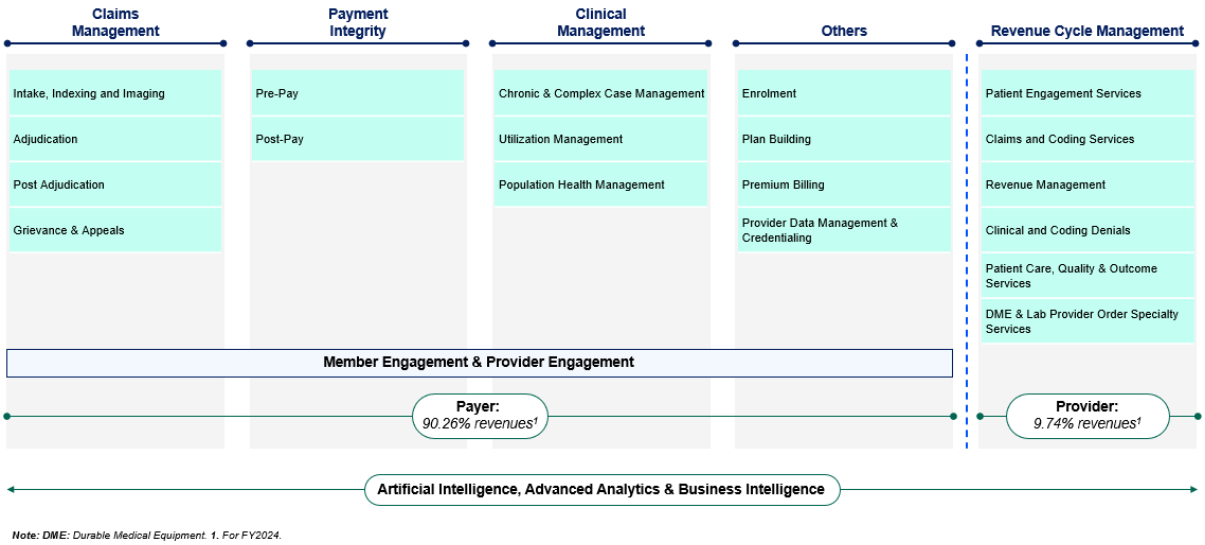
We have been recognized for the quality and scale of our services by industry specialists. We were ranked as a Leader by Avasant in their Clinical Services Business Process Transformation RadarView report 2023 and as a Leader in Everest's Healthcare Payer Operations PEAK Matrix Assessment 2023 (*Source: Everest Report*).

Our Predecessor Company commenced providing services to Payer clients in 2000 and gradually increased the scope of services provided to Payers and Providers, and the number of its clients, through organic and inorganic growth. Our Company was incorporated on July 28, 2021 and acquired the healthcare services business (the "**Business**") of our Predecessor Company on January 6, 2022. Subsequently, our Company acquired the Subsidiaries in March 2024. For further details, see "*History and Certain Corporate Matters*" on page 174.

All of our clients are located in the U.S. As of March 31, 2024, our five largest client groups (i.e., client entities together with their affiliates) had an average tenure of 17 years with the Business. As of January 2024, we served five of the top 10 Payers by enrolment in the U.S. (*Source: Everest Report*). Further, during the Financial Year 2024 and 2023, we have added 20 new clients.

In the Financial Year 2024, we helped our Payer clients process 105 million claims and handle over 75 million Member and Provider interactions.

Set forth below is a description of our core services (also represented in the chart below):



Note: DME: Durable Medical Equipment. 1. For FY2024.

Payer Services

- *Claims Management*. We manage the claims adjudication processes for Payers. This process involves reviewing and validating claims from Providers against the relevant Member's benefits plan and Provider contracts to ensure that claims are paid accurately and in a timely manner. We deploy a combination of intelligent automation tools and experienced employees with the aim of driving efficient and accurate processing of claims. We handle in-patient hospital, outpatient physician, laboratory, surgery, prescription drug/pharmacy, vision and dental claims. We utilize a smart cognitive extraction solution that extracts content from various documents, thereby reducing manual effort. Further, we offer grievance and appeals solutions that address Provider complaints and appeals. We utilize artificial intelligence ("**AI**") to identify and prioritize urgent appeals followed by resolution through our experienced claims processors.

- *Payment Integrity*. These services aim to help Payers contain costs by identifying overpayments of claims. We help verify that the correct amount has been paid by Payers against the claims submitted by healthcare Providers. We provide this service by leveraging data mining algorithms supplemented by machine-learning ("**ML**"**)** based tools. Using our proprietary technology "Contract Central", we re-price claims based on state-specific guidelines and other contractual provisions to identify overpayment and assist with seeking recovery of those overpayments. The payment integrity service is provided as post-pay (after a claim is paid to a Provider) or pre-pay (once a claim is adjudicated, but the payment has not been made yet). We utilize predictive analytics tools to identify overpayment as well as cases of fraud, waste and abuse. Our payment integrity team comprises certified medical coders, credentialed clinicians, data scientists, claims examiners, and auditors.

- *Clinical Management*. Our clinical management services are aimed at delivering timely and quality clinical care for Members. Our large team of clinically trained and licensed staff provide these services which help Payers manage the cost of care while ensuring Members receive medically necessary and appropriate care from Providers. Our clinical services span chronic and complex case management, utilization management and population health management. We provide utilization management services to our clients across their commercial, Medicare and Medicaid lines of business. These services are highly regulated to ensure that Members get timely and relevant care and to reduce unnecessary high-cost procedures. We have developed end-to-end capabilities in utilization management which include intake across all channels of requests from Providers and reviewing for medical necessity by clinical staff, for prior authorization and concurrent services such as extension of days in hospitals. We also further review any appeals by Providers for denial of prior authorizations using our team of clinicians. Over the years, we have built automations around electronic intake, intelligent clinical decisioning engine and AI, to reduce effort for Providers and for high-cost clinical staff. We also identify and support care requirements for the vulnerable population that have multiple chronic conditions with social and functional needs. Our clinicians use their clinical expertise along with a whole-person care approach in engaging with this population, to improve their health and the health plan's ability to drive optimized cost of care. For elderly care, we offer our 'Aging in Place' solution that combines our proprietary predictive analytics to identify elders with multiple functional impairments and clinical interventions to reduce their risk of high frailty. Aging in Place is delivered through our proprietary platform with a member facing portal for self-assessment as well as a care manager workflow with digital engagement channels including video visits. Our other clinical services include a 24x7 nurse helpline that can take calls from or chat with Members to assess symptoms and triage them to the right level of care or provide support with home-based self-care. Further, we also provide post discharge and transition of care coordination when Members are released from the hospital after an acute event, to reduce re-admissions.

- *Other Payer services*. We also assist Payers onboard new Providers to their networks and manage Provider databases. Onboarding Providers/doctors through a verification process that includes credentialing and maintaining an accurate provider directory in a Payer's network is a regulatory requirement in the U.S. (*Source: Everest Report*). We assist Payers in this onboarding process by verifying Provider credentials and managing demographic and contract data. Our services are enabled through our Provider Forward™ platform. We also assist Payers with enrolling new Members, configuring and designing benefits plans and managing premium billing and collection.

In delivering our Payer, services, we engage with Members and Providers as follows:

- *Member Engagement*: We help Payers engage with their Members from the time of their onboarding through the tenure of their plan membership, including by (i) collecting necessary onboarding information, (ii) addressing queries with respect to plan benefits, (iii) providing information on healthcare provider networks, (iv) billing and collection of premiums, (v) pre-authorization of services, (vi) explanation of claim payments, and (vii) providing information on benefit programs that they can avail. We utilize our technology enabled solutions to provide these services, such as 'interaction analytics', which transcribes member interactions for analysis using natural language processing ("**NLP**") and natural language understanding ("**NLU**") capabilities. Further, our real-time speech to text conversion capabilities allows us to summarize conversations with Members and use that information to provide insights for process improvement opportunities.

- *Provider Engagement*: We help Payers in managing their interactions with Providers, including in validating claims, handling complaints and appeals, identifying and recovering overpayments, onboarding healthcare providers to their networks, and verifying credentials. Our interaction analytics platform validates the answers to queries from Providers for comprehensiveness, accuracy and compliance. It validates the answers provided to queries from Providers using NLP models by checking them against a pre-defined form which looks for experience, accuracy and compliance.

Provider Services

- *Revenue Cycle Management ("**RCM**")*. We are an end-to-end RCM service provider *(Source: Everest Report)*. We provide scheduling and financial clearance services to Providers that include insurance verification, benefits validation, referral management and prior authorizations. We assist Providers with order entry, charge entry and medical coding. On the 'back-end' of the revenue cycle, we provide billing and follow-up services focused on collection and resolution of insurance and patient balances. We also

provide various accounts receivables collection programs. Further, our denials management services include appealing and overturning coding and clinical denials. We also provide cash posting (i.e. recording and allocating payments to accounts), credit balance resolution (i.e., collecting outstanding payments from Payers) and patient engagement services to Providers. Our team comprises financial clearance associates, medical coders, nurses, claims processors, and accounts receivable specialists. We have proprietary technology and workflow solutions that enables us to manage the life cycle of a Provider's revenue collection process. We leverage predictive analytics and workflow automation to prioritize and facilitate quick and accurate reimbursement from Payers. We also support order-to-cash processes (i.e., services covering the life cycle of service delivery from the point of order until its delivery and payment) for ancillary providers such as durable medical equipment providers, national laboratories and radiology services providers.

Our Key Managerial Personnel and Senior Management Personnel are positioned across the regions in which we operate, and have a combined industry experience of more than 80 years. Further, our Key Managerial Personnel and Senior Management Personnel have been associated with the Business for an average of 23 years and have several years of industry experience.

We are also supported by our sponsor, EQT, and benefit from its strong capital sponsorship, networks and professional expertise. As of March 31, 2024, EQT had EUR 242 billion in assets under management. We expect to significantly benefit from EQT's global expertise in identifying and executing acquisitions, as we seek to undertake inorganic growth initiatives.

A list of operating and financial metrics for the periods indicated are set out below:

Metric	**As of and for the Financial Year**		**For the period July 28, 2021 – March 31, 2022[1]**
	2024	**2023**	
Revenue from operations *(₹ million)*	47,535.57	42,184.08	9,234.07
Growth in revenue from operations *(%)*	12.69%	Not meaningful[1]	N/A
Restated profit/(loss) before tax *(₹ million)*	2,416.81	1,856.77	(18.54)
Restated profit/(loss) before tax margin *(%)*[2]	5.08%	4.40%	(0.20)%
Restated profit/(loss) for the year / period *(₹ million)*	2,282.66	1,435.72	(46.71)
Restated profit/(loss) margin *(%)*[3]	4.80%	3.40%	(0.51)%
EBITDA *(₹ million)*[4] [11]	11,160.37	10,448.64	2,105.72
EBITDA margin *(%)*[5] [11]	23.48%	24.77%	22.80%
Adjusted EBITDA *(₹ million)*[6] [11]	11,714.61	10,448.64	2,105.72
Adjusted EBITDA margin *(%)*[7] [11]	24.64%	24.77%	22.80%
Adjusted PAT *(₹ million)* [8] [11]	5,895.58	4,555.93	661.75
Adjusted PAT margin *(%)*[9] [11]	12.40%	10.80%	7.17%
Number of Client Groups[10]	44	35	31
Number of New Client Additions	13	7	N/A
Number of Employees	35,044	33,366	30,830
Revenues from five largest client groups *(₹ million)*	37,627.68	33,981.79	7,660.48

Notes:

1. *Our Company was incorporated on July 28, 2021; however, we acquired the healthcare services business of our Predecessor Company on January 6, 2022, which is when our Company started commercial operations. Accordingly, all financial information for the Financial Year 2022 relates to the period from January 6, 2022 until March 31, 2022.*
2. *Restated profit/(loss) before tax margin represents restated profit/(loss) before tax as a percentage of revenue from operations.*
3. *Restated profit/(loss) margin represents restated profit/(loss) as a percentage of revenue from operations.*
4. *EBITDA represents our earnings before interest expense, tax, depreciation and amortization.*
5. *EBITDA margin represents EBITDA as a percentage of revenue from operations.*

6. *Adjusted EBITDA represents EBITDA adjusted for post-combination expenses in relation to earnouts payable under acquisition agreements.*
7. *Adjusted EBITDA margin represents Adjusted EBITDA as a percentage of revenue from operations.*
8. *Adjusted PAT represents our restated profit/(loss) adjusted for amortization of other intangible assets acquired pursuant to business combinations, post-combination expenses in relation to earnouts payable under acquisition agreements, and for the tax impact of each of the adjustments.*
9. *Adjusted PAT margin represents our Adjusted PAT as a percentage of revenue from operations.*
10. *Client groups comprise client entities together with their affiliates.*
11. *For detailed calculation of EBITDA, EBITDA Margin, Adjusted EBITDA, Adjusted EBITDA margin, Adjusted PAT and Adjusted PAT margin, please refer to "Other Financial Information– Reconciliation of Non-GAAP Financial Measures" on page 219.*

Lack of Comparability of Periods under Discussion

In this section, we present our financial information for the Financial Years 2024 and 2023, and the period from July 28, 2021 to March 31, 2022.

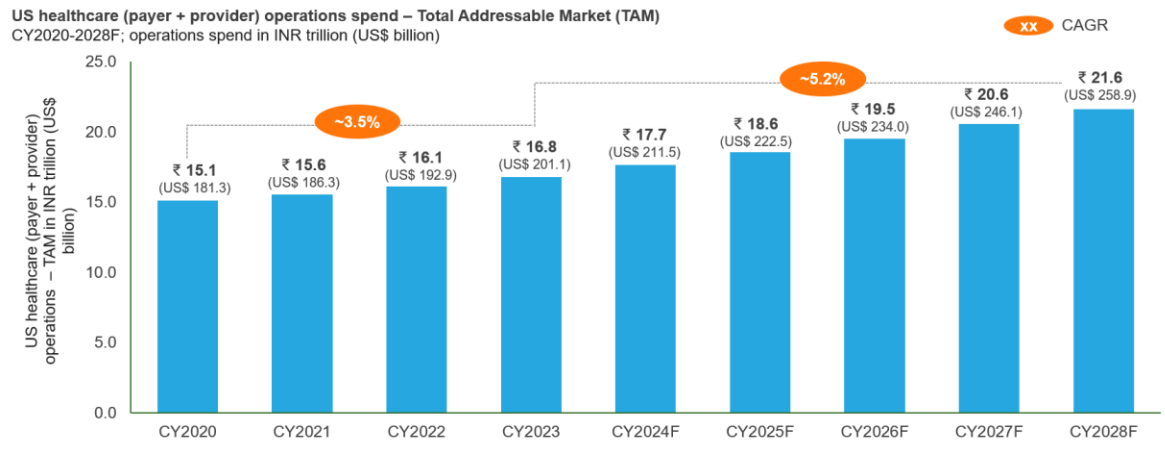
Our predecessor company ("**Predecessor Company**") commenced providing services to Payer clients in 2000 and gradually increased the scope of services provided to Payers and Providers, and the number of its clients, through organic and inorganic growth. Our Company was incorporated on July 28, 2021 and acquired the healthcare services business (the "**Business**") of the Predecessor Company on January 6, 2022. Since our Company was incorporated on July 28, 2021 and the Business was acquired only on January 6, 2022, the financial information for the period from July 28, 2021 to March 31, 2022 comprises financial transactions for the period from January 6, 2022 to March 31, 2022. Accordingly, the financial information for this period is not comparable with the financial information for the Financial Years 2024 and 2023, as it covers financial information for a comparatively smaller period of time.

Significant Factors Affecting our Results of Operations

Trends in the U.S. healthcare Payer and Provider solutions market

We are a pure-play healthcare focused solutions and services provider to Payer and Provider clients primarily located in the U.S. Consequently, demand for our solutions and services and, in turn, our revenues, depend on the growth of the overall U.S. healthcare industry as well as trends in the U.S. healthcare industry, including outsourcing trends, healthcare regulations, and insurance trends. The healthcare operations spend in the U.S. has grown at a CAGR of approximately 3.5% from 2020 to 2023 and was valued at approximately US$201.1 billion (₹16.8 trillion) in 2023. This spend is expected to grow at a CAGR of approximately 5.2% to reach approximately US$258.9 billion (₹21.6 trillion) in 2028, driven by the rise in the aging population, increasing prevalence of chronic diseases, and various governmental initiatives aimed at enhancing healthcare services, among other factors (*Source: Everest Report*).

The chart below represents the U.S. healthcare operations spend for the periods indicated:



Notes
1. Currency conversion is based on the exchange rate of US$1 = ₹83.4982 as of 16th April 2024
2. TAM is inclusive of vertical (healthcare value chain specific) and CX spending including the spend incurred on pureplay and tech-enabled business operations. Additionally, it excludes spend on pureplay IT/software product and IT services
3. Operations TAM indicates inhouse, captive, and outsourced spending. The growth rate has been estimated on the market size in US$.
4. F stands for forecasted numbers . Forecasts have been made basis historical data analysis and primary interviews with industry connects
5. The above data points and growth figures are approximate numbers that have been rounded off to the closest whole number (or up to one decimal place)
Source:Everest Group (2024)

Further, the growth in the outsourced U.S. healthcare operations market is expected to outpace the growth in the insourced market. In the Payer segment, the outsourced operations market is expected to grow at a CAGR of approximately 7.0% from 2023-28, while in the Provider segment, the outsourced market is forecasted to grow at a CAGR of approximately 12.5%. (*Source: Everest Report*)

The size and expected growth in the U.S. healthcare services market, outsourcing trends, and the non-discretionary nature of our services, help drive growth in our business. The Business has capitalized on this growth opportunity over the last 24 years, providing a comprehensive range of services to Payers and Providers which has led to an increase in revenue from operations. We expect to continue to benefit from the expected growth in U.S. healthcare Payer and Provider solutions market.

Ability to retain and increase engagements with existing clients, and establish new client relationships

We have deep, long term client relationships across Payers and Providers. Our revenues are highly dependent upon our ability to retain and grow business from our existing clients and to establish new client relationships.

Existing client relationships

Our clients are primarily Payers and Providers based in the U.S. As of January 2024, we served five of the top 10 Payers by enrolment in the U.S. (*Source: Everest Report*). Our clients also include one of the largest U.S.-based hospital networks in terms of revenue as of January 2024, three of the top 6 PBMs by claims volume (*Source: Everest Report*), and other large diagnostic laboratories, hospitals, DMEs and radiology companies. As of March 31, 2024, our five largest client groups (i.e., client entities together with their subsidiaries) had an average tenure of 17 years with the Business.

We have high client stickiness and retention. Due to the sticky nature of our services and solutions, recurring revenues account for a high proportion of our total revenues. For the Financial Year 2024, our revenue retention rate (i.e., revenues from existing clients as a percentage of revenues from such clients earned in the previous year) was 110.75%. Our strong client relationships can be attributed to our focus on account management, reliable and high-quality delivery, deep understanding of the client's business, and our ability to grow and scale the portfolio of services that we provide to our clients over time. All of these factors have contributed to the growth in our revenues from our significant clients.

The following table sets forth our revenues from operations from our three largest, five largest and 10 largest client groups, in absolute terms and as a percentage of our total revenue from operations, for the periods indicated.

Particulars**	**Financial Year**				**For the period July 28, 2021 – March 31, 2022***	
	2024		**2023**			
	(₹ in millions)	***% of Revenue from Operations***	***(₹ in millions)***	***% of Revenue from Operations***	***(₹ in millions)***	***% of Revenue from Operations***
Revenues from three largest client groups	32,476.84	68.32%	30,536.72	72.39%	7,031.58	76.15%
Revenues from five largest client groups	37,627.68	79.16%	33,981.79	80.56%	7,660.48	82.96%
Revenues from 10 largest client groups	43,451.78	91.41%	38,251.61	90.68%	8,490.73	91.95%

** The financial metrics included in the table above for Financial Year 2022 are for the period beginning July 28, 2021 until March 31, 2022. Our Company was incorporated on July 28, 2021; however, we acquired the healthcare services business of our Predecessor Company on January 6, 2022. Accordingly, all financial information for the Financial Year 2022 relates to the period from January 6, 2022 until March 31, 2022.*

*** We are unable to disclose the names of individual customers since this information is commercially sensitive to our business.*

Growth of services to existing clients and new client relationships

We have grown our SOWs with our five largest client groups from 337 as of March 31, 2022, to 352 as of March 31, 2024. This growth has been through engagements for providing existing services or new services to these clients. We continue to see significant headroom for growth of services to our existing clients, which we expect will continue to drive the growth on our revenue from operations going forward. After making initial inroads with

our Payer clients, we seek to increase our share of their wallets by introducing them to the entire spectrum of our services, to assist across their core benefits administration functions, front and back-office functions, and clinical services. Further, we have dedicated client management teams which manage key client accounts. By regularly interacting with multiple teams across our clients' organizations, we aim to leverage opportunities to up-sell and cross-sell our services. We currently see significant opportunities to expand on our payment integrity and clinical management offerings to our clients.

Leveraging the experience and credibility that we have gained through our relationships with our existing client base, as well as our technology and our talent pool, we are focused on expanding our client base to other large Payer and Provider clients. During the Financial Years 2024 and 2023, we have added 13 and 7 new clients, respectively, to our portfolio. We will focus on offering new clients the same key technology enabled services that have helped us break into and build credibility with our existing clients.

Availability and costs of qualified professionals

The U.S. healthcare industry is characterized by complex services, stringent compliance requirements, intricate performance measures, and multifaceted payment workflows. These challenges necessitate the involvement of specialized service providers who possess the expertise to navigate and manage these complexities effectively (*Source: Everest Report*). Accordingly, we need to employ staff with the appropriate background, training and expertise. Our ability to properly staff for engagements, to maintain and renew existing engagements and to win new engagements depends, in large part, on our ability to hire and retain such qualified professionals.

Our cost of operations have historically been significantly affected by expenses relating to employees. Our employee benefits expense constitutes the largest components of our total expenses. Set forth below are our employee benefits expense for the periods indicated, which are also expressed as a percentage of our Company's total expenses and total income for such periods:

(₹ in millions, except percentages)

Particulars	For the Financial Year		For the period July 28, 2021 to March 31, 2022
	2024	2023	
Employee benefits expense	29,376.44	24,942.01	5,057.13
Employee benefits expense as a percentage of total expenses	80.14%	78.16%	68.91%
Employee benefits as a percentage of total income	61.44%	58.88%	53.55%

The increase in employee benefits expense between the Financial Years 2024 and 2023 was driven by an increase in headcount in line with the growth of our business as well as increments to our employees' salaries. We have also engaged a number of employees to assist with sales and marketing, content generation, graphics and proposal writing. We believe that there is significant competition in our industry for professionals who possess the technical skills and experience necessary to deliver our solutions, and that such competition is likely to continue for the foreseeable future. We compete for talented individuals not only with other companies in our industry but also with companies in other industries, such as the software services industry, among others, and there is a limited pool of individuals who have the skills and training needed to help us grow. High attrition rates of qualified personnel could have an adverse effect on our ability to expand our business, as well as cause us to incur greater personnel expenses and training costs, which, in turn, could affect our margins.

Further, salaries and wages may increase in the future due to various factors, including a raise in minimum wage levels, enhancement in social security measures, inflation or through changes in regulations in the countries in which we operate. Unless we can maintain appropriate resource utilization levels, continue to increase the efficiency and productivity of our employees or source talent from other low-cost sources, the increase in employee benefits expense in the long term may reduce our profit margins and affect our ability to compete in the healthcare services industry, which would adversely affect our results of operations and financial condition.

Strategic acquisitions and integration of such acquisitions

We rely, in part, on inorganic growth to increase our revenues and grow our business. Over the last 18 months, we have executed two acquisitions, and benefit from the synergies, technologies, and talent pools of the companies

that we have acquired. In April 2023, we acquired Devlin Consulting. Inc. ("**DCI"**) which helped boost our payment integrity capabilities. Prior to our acquisition, DCI had a history of 28 years of providing payment integrity services to leading healthcare plans. Through this acquisition, we also acquired DCI's "contract-central" technology platform which acts as a secondary adjudication engine for claims reprocessing and identification of overpayments. Further, in March 2024, we acquired BirchAI, a healthcare technology company offering cloud-based, generative AI call technology. We expect that this acquisition will help enhance our Member and Provider engagement capabilities and further reduce our clients' operational costs by providing various AI-powered real-time customer support solutions to manage complex healthcare transactions using proprietary speech-to-text and LLMs that efficiently integrate with our end-to-end engagement solutions.

We seek to pursue acquisitions to, among other things, expand our portfolio of services in Payer and Provider segments and other adjacent segments of the market and to add to our technology capabilities and revenue streams.

Identifying suitable acquisition and partnership opportunities can be difficult, time consuming and costly. In addition, the anticipated benefit of many of our future acquisitions may not materialize. The successful implementation of acquisitions depends on a range of factors, including funding arrangements, cultural compatibility and integration. If an acquisition turns out to be unsuccessful, we may face additional costs as well as divest the acquisition, which can be costly and time-consuming. The benefits and costs arising from our acquisitions affect our results of operations and cash flows.

Fluctuations in currency exchange rates

Fluctuating currency exchanges rates affect our results of operations. We derive all of our revenues from engagements originating in the U.S., and such engagements are denominated in U.S. dollars. Further, our expenses are denominated in U.S. dollars, Jamaican dollars, Philippines Peso, Colombian Peso and Indian Rupees (depending upon the location of our offices and employees).

Fluctuating exchange rates, in particular fluctuations in the U.S. dollar to Rupee and U.S. dollar to Philippine Peso exchange rates, have an effect on our results of operations through foreign exchange gains or losses made on our working capital assets. Our receivables to third parties are primarily denominated in U.S. dollars. Further, our Company and our Subsidiaries raise invoices to each other in U.S. dollars. These billings result in foreign exchange gains and losses from time to time. For the Financial Years 2024, 2023 and 2022, we recorded net foreign exchange gain of ₹166.81 million, ₹100.56 million and ₹165.91 million, respectively, with such increases and decreases being mainly driven by fluctuations in the U.S. dollar to Rupee and U.S. dollar to Philippine Peso exchange rates.

We have adopted a foreign exchange risk management policy pursuant to which we undertake hedging transactions to protect against fluctuations in exchange rates, including by executing forward contracts. Despite such hedging transactions, changes in exchange rates, such as the exchange rates between the U.S. dollar, Philippine Peso, Indian Rupee, Jamaican Dollar and Colombian Peso, could affect our margins. See also "*Risk Factors – Internal Risk Factors – Risks Relating to Our Business – Our international operations expose us to complex management, legal, tax and economic risks, and exchange rate fluctuations, which could adversely affect our business, financial condition and results of operations*" on page 48.

Technological prowess and proficiency

Over the years, we have developed a suite of proprietary tools and platforms that enable our services. These proprietary tools and platforms assist in serving the entire spectrum of our Payer clients' operations and our healthcare Provider clients' revenue cycle management functions. We use reusable and reconfigurable components that allow us to build new tools based on our clients' unique requirements. Our tools are also designed for ease of interoperability with third-party platforms that are common to the healthcare industry. While we develop a number of tools in-house, we also leverage other popular third party-developed tools through commercial licenses. Our technology prowess and proficiency help us improve our service delivery and maintain and improve our margins and profitability.

Material Accounting Policy Information

A full description of our material accounting policies adopted in the preparation of our Restated Consolidated Financial Information is provided in Annexure V to our Restated Consolidated Financial Information. See "*Restated Consolidated Financial Information – Annexure V: Basis of Preparation and Material Accounting*

Policies" on page 218. The critical accounting policies that our management believes to be the most significant are summarised below.

Business combinations including goodwill and accounting for common control transactions

In accordance with Ind AS 103, Business Combinations, we account for business combinations using the acquisition method of accounting when the acquired set of activities and assets meet the definition of a business and control is transferred to us. 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, we assess if the acquisition includes, at a minimum, an input and a substantive process that together significantly contribute to the ability to create outputs. We have an option to apply a 'concentration test' that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The optional concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets. 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 our 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, we re-assess whether we have 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 ("**OCI**") and accumulated in equity as capital reserve. Any goodwill that arises is tested annually for impairment. Transaction cost/acquisition related costs are expensed as incurred when services are received, except if related to the issue of debt or equity securities.

Common control business combinations

Common control business combination refers to a business combination involving entities in which all the combining entities are ultimately controlled by the same party or parties both before and after the business combination, and that control is not transitory. Business combinations involving entities or businesses under common control have been accounted for using the pooling of interest method. The assets and liabilities of the combining entities are reflected at their carrying amounts. No adjustments have been made to reflect fair values, or to recognize any new assets or liabilities. The financial information in the Restated Consolidated Financial Information in respect of prior periods have been restated as if the business combination had occurred from the beginning of the earliest period presented in the Restated Consolidated Financial Information, irrespective of the actual date of the combination. However, if business combination had occurred after that date, the prior period information has been restated only from that date. The difference, if any, between the purchase consideration paid either in the form of share capital or cash or other assets and the amount of net assets of the entities acquired is transferred to capital reserve in case of credit balance and common control adjustment deficit account in case of debit balance and presented separately from other reserves within equity. The nature and purpose of such reserve in disclosed in the notes.

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 items and comprises purchase price, including import duties and non-refundable taxes or levies and any directly attributable cost of the bringing the asset to working condition for our 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 recognized in the carrying amount of the

item if it is probable that the future economic benefits embodied within the component will flow to us, and our cost can be measured reliably. The carrying amount of the replaced component is de-recognized. The costs of the day-to-day servicing of plant and equipment are recognized in restated consolidated statement of profit and loss as incurred.

Depreciation methods, estimated useful lives and residual values

Depreciation is based on the cost of an asset less our 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 recognized as an expense in the restated consolidated statement of profit and 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 recognized 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** ***(in years)***	**Useful Life estimated by the management** ***(in years)***
Office equipment	5	5
Computers*	3	6
Furniture and fittings	10	10
Vehicles	8	8

**For this class of assets, based on internal assessment and technical evaluation carried out, the management believes that the useful lives as given above best represents 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 life or the lease term, unless we expect 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 our recoverable amount if the asset's carrying amount is greater than our 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 recognized in the restated consolidated statement of profit and loss.

Identified intangible assets in a business combination

Identified intangible assets 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, if any

Amortisation methods and periods

Amortisation is calculated based on the cost of the asset, less our residual value. Amortisation is recognized in the restated consolidated statement of profit and 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. We amortize intangible assets with a finite useful life over the following periods:

Asset category	Useful Life *(in years)*
Customer contracts	2.2
Customer relationship	2 – 16
Computer Software and Technology platform	5 – 7

Subsequent Measurement

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates, and the cost of asset can be measured reliably. All other expenditure, including expenditure on internally generated goodwill and brands, is recognised in restated consolidated statement of profit and loss as incurred.

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 recognized in the restated consolidated statement of profit and loss when the asset is derecognized.

Leases

At inception of a contract, we assess 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, we evaluate whether:

(i) the contract involves the use of an identified asset;

(ii) we have the right to obtain substantially all the economic benefits from use of the asset throughout the period of use; and

(iii) we have 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, we allocate 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.

We recognize 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 us by the end of the lease term or the cost of the right-of-use asset reflects that we 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 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.

We recognize 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, our incremental borrowing rate. Generally, we use our incremental borrowing rate as the discount rate.

We determine our 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:

(i) fixed payments, including in-substance fixed payments;

(ii) variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;

(iii) amounts expected to be payable under a residual value guarantee;

(iv) the exercise price under a purchase option that we are reasonably certain to exercise, and

(v) lease payments in an optional renewal period if we are reasonably certain to exercise an extension option, and penalties for early termination of a lease unless we are 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 our estimate of the amount expected to be payable under a residual value guarantee, if we change our 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 restated consolidated statement of profit and loss if the carrying amount of the right-of-use asset has been reduced to zero.

Our 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

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

Foreign currency translation

Transactions and balances

Foreign currency transactions are recorded at exchange rates prevailing on the date of the transaction. Foreign currency denominated monetary assets and liabilities are restated into the functional currency using exchange rates prevailing on the reporting date.

Gains and losses arising on restatement of foreign currency denominated monetary assets and liabilities are included in the restated consolidated statement of profit and loss. Non-monetary assets and liabilities denominated in a foreign currency and measured at historical cost are translated at an exchange rate that approximates the rate prevalent on the date of the transaction.

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.

Translations

For the purposes of presenting Restated Consolidated Financial Information, the assets and liabilities of our foreign operations that have a functional currency other than ₹ are translated into ₹ using exchange rates prevailing at the reporting date. Income and expense items are translated at the average exchange rates for the period. Exchange differences arising, if any, are recognized in OCI and held in foreign currency translation reserve ("**FCTR**"), a component of equity. When a foreign operation is disposed off, the relevant amount recognized in FCTR is transferred to the restated consolidated statement of profit and loss as part of the profit and loss on

disposal. Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the exchange rate prevailing at the reporting date.

Financial instruments

Recognition and initial measurement

Non-derivative financial assets and financial liabilities

Non-derivative financial instruments consist of the following:

(i) financial assets, which include cash and cash equivalents, trade receivables, security deposits and eligible current and non-current assets;

(ii) 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 recognized when we become a party to the contract that gives rise to financial assets and liabilities. Financial assets (excluding trade receivables) 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 and loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability. Trade receivables that do not contain a significant financing component are measured at transaction price. Trade receivables that contain a significant financing component are measured at their present value with interest thereon being accreted over the period to the receivables becoming due for collection.

Financial assets – Business model assessment

We make 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 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 our 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.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

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, we consider 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, we consider:

- 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 our 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 compensation for early termination of the contract. Additionally, for a financial asset acquired at a discount or premium to our 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 compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

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

Classification and subsequent measurement

Non-derivative financial assets

We classify our financial assets in the following measurement categories:

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

The classification depends on our 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 the restated consolidated statement of profit and loss or OCI.

Financial assets are not reclassified subsequent to their initial recognition unless we change our 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, we measure 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 through profit and loss ("**FVTPL**"), transaction costs that are directly attributable to our 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 and loss are expensed in restated consolidated statements of profit and loss.

Debt instruments

Subsequent measurement of debt instruments depends on our business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which we classify our 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 recognized directly in restated consolidated statement of profit and loss and presented in other gains/(losses). Impairment losses are presented as separate line item in the restated consolidated 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 recognized in restated consolidated statement of profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognized in OCI is reclassified from equity to restated consolidated statement of profit and loss and recognized 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 restated consolidated statement of profit and loss.

- Fair value through profit and loss: Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit and loss. A gain or loss on a debt instrument that is subsequently measured at fair value through profit and loss is recognized in restated consolidated statement of profit and 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 and loss are recognized in other gains/ (losses) in the restated consolidated 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 cash flows; 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.

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

Financial liabilities are classified as measured at amortised cost.

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 recognized in restated consolidated statement of profit and loss. These financial liabilities comprise of trade and other payables, borrowings and lease liabilities. For trade and other payables maturing within one year from the reporting date, the carrying amounts approximate fair value due to the short maturity of these instruments.

Derivatives financial instruments

We are exposed to foreign currency fluctuations on foreign currency assets and liabilities. We hold 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 revenues. 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. We designate their derivatives as hedges of foreign exchange risk associated with the cash flows of highly probable forecast transactions. Our 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. Our documents our 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 OCI in cash flow hedging reserve within equity. The gain or loss relating to the ineffective portion is recognized immediately in restated consolidated 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 restated consolidated statement of profit and loss within other income.

Others

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

Derecognition

Financial assets

We derecognize a financial asset when the contractual rights to the cash flows from the financial asset expire, or we transfer the rights to receive the contractual cash flows in a transaction in which either substantially all of the risks and rewards of ownership of the financial asset are transferred or in which we neither transfer nor retain substantially all of the risks and rewards of ownership and we do not retain control of the financial asset.

Financial liabilities

We derecognize a financial liability when our contractual obligations are discharged or cancelled, or expire. We also derecognise a financial liability when our 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 recognized 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 recognized in restated consolidated statement of profit and loss.

Offsetting

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

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 us in the management of our 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 our 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 our absence, the most advantageous

market to which we have access at that date. The fair value of a liability reflects our non-performance risk.

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

When a quote is available, we measure 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 we use 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 our financial instruments, we use 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 Restated Consolidated Financial Information are categorized 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).
- Level 3 — Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

For assets and liabilities that are recognized in the Restated Consolidated Financial Information on a recurring basis, we determine whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

Share capital

Equity shares

Equity shares are classified as equity. Incremental costs directly attributable to the issue of equity shares are recognized as a deduction from equity, net of any tax effects. Consideration received in cash or kind against issue of shares, in excess of the face value of shares is recorded as securities premium, a component of other equity.

Impairment

Non-derivative financial assets and contract assets

We recognize expected credit loss allowances ("**ECLs**") on:

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

Loss allowances 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

We apply 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

We apply 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, we assess 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, we consider 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 our 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.

The maximum period considered when estimating ECLs is the maximum contractual period over which we are 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 we expect to receive). ECLs are discounted at the effective interest rate of the financial asset.

Credit-impaired financial assets

At each reporting date, we assess 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 us on terms that we would not consider otherwise;
- it is probable that the borrower will enter bankruptcy or other financial reorganization; or
- the disappearance of an active market for a security because of financial difficulties.

Presentation of allowance for ECLs

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 we determine 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 our procedures for recovery of amounts due.

Non-financial 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 CGU to which the asset belongs.

If the recoverable amount of an asset (or CGU) is estimated to be less than our carrying amount, the carrying amount of the asset (or CGU) is reduced to our recoverable amount. An impairment loss is recognized in the restated 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 and future cash flows. For the purpose of impairment testing, goodwill acquired in a business combination is allocated to our 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 our fair value less cost to sell and our value-in-use. Value-in-use is the present value of future cash flows expected to be derived from the CGU. We estimate 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 our 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 restated consolidated statement of profit and loss. Impairment losses relating to goodwill are not reversed in future periods.

Employee benefits

Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which we pay 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 recognized as an employee benefit expense in the restated consolidated statement of profit and 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. Our 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 our present value. The fair value of any plan assets is deducted. We determine 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 reporting 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 us, the recognized 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 of our plans. An economic benefit is available to us if it is recognized during the life of the plan, or on settlement of the plan liabilities.

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). We recognize them immediately in OCI and all expenses related to defined benefit plans in employee benefits expense in restated consolidated statement of profit and 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 recognized immediately in in restated consolidated statement of profit and loss when the plan amendment or curtailment occurs.

We recognize 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 us 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 recognized for the amount expected to be paid under short-term cash bonus or profit-sharing plans if we have 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

We have 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 is provided for based on estimates. The expected cost of accumulating compensated absences is determined by actuarial valuation at each reporting date measured based on the amounts expected to be paid / availed as a result of the unused entitlement that has accumulated at the reporting date. We treat 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 restated consolidated statement of profit and loss. Our presents the entire obligation for compensated absences as a current liability, since it does not have an unconditional right to defer our settlement beyond 12 months from the reporting date.

Provisions and contingent liabilities

Provisions are recognized when we have 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 recognized 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 recognized as interest expense.

A contract is considered onerous when the expected economic benefits to be derived by us from the contract are lower than the unavoidable cost of meeting our 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 is established, we recognize 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 Restated Consolidated Financial Information unless the possibility of an outflow of economic resources is remote.

Revenue recognition

Revenue from contracts with customers

We earn revenue primarily from rendering business process management services to related parties.

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the transaction price (net of variable consideration) allocated to a particular performance obligation.

Nature of the services

Revenue is measured based on the transaction price, which is the consideration, adjusted for variable consideration such as 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 us on our 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 recognized 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 recognized by means of percentage of completion method. Under this method, revenue is recognized 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

We classify our 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, we recognize a receivable for revenues related to time and materials contracts or volume-based contracts. We present 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. Our 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.

We recognize 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.

Our 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.

We estimate 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 we 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 recognized as an asset when we expect to recover these costs and amortised over the contract term.

We recognize 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.

We assess 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, we do 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.

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

Contract assets are recognized 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 is recognized 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

Our contracts with customers could include promises to transfer multiple goods and services to a customer. We assess 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. We have applied the practical expedient provided by Ind AS 115, whereby it 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 recognized will not occur and is reassessed at the end of each reporting period. We allocate 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.

We use judgement to determine an appropriate standalone selling price for a performance obligation. We allocate 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, we use the expected cost-plus margin approach to allocate the transaction price to each distinct performance obligation.

We exercise judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time. We consider 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 us 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 costs are amortized over the contract term, consistent with the pattern of transfer of goods or services to which the asset relates.

We disaggregate revenue from contracts with customers by nature of services rendered, customer category and pattern of revenue recognition.

Earnings / (loss) per share

Basic earnings/ (loss) 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 shares issued as consideration for common control transactions, 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.

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 recognized in restated consolidated statement of profit and loss except to the extent that it relates to a business combination, or items recognized directly in equity or in other comprehensive income.

We have 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 restated consolidated 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 recognized using the balance sheet approach. Deferred tax is recognized on temporary differences at the reporting 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 and loss at the time of the transaction. The carrying amount of deferred income tax assets is reviewed at each reporting 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.

The measurement of deferred taxes reflects the tax consequences that would follow the way we expect, at the reporting date, to recover or settle the carrying amount of our 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 realized simultaneously.

Deferred tax assets are recognized 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 recognize 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. 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 realized; such reductions are reversed when the probability of future taxable profits improves.

Unrecognized deferred tax assets are reassessed at each reporting date and recognized 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, we take 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 us to change our 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.

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.

Other income

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

Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

Key Components of our Restated Consolidated Statement of Profit and Loss

The following descriptions set forth information with respect to the key components of our restated consolidated statement of profit and loss.

Income

Income consists of revenue from operations and other income.

Revenue from operations. Revenue from operations comprises revenue from the sale of services to our Payer and Provider clients. For details of our services, see "*Our Business – Description of our Business Operations*" on page 156.

Set forth below is a breakdown of our revenue from operations based on our client categories for the Financial Years 2024 and 2023, and the period from July 28, 2021 to March 31, 2022.

Particulars	Financial Year				For the period from July 28, 2021 to March 31, 2022	
	2024		2023			
	(₹ in millions)	*% of Revenue from Operations*	*(₹ in millions)*	*% of Revenue from Operations*	*(₹ in millions)*	*% of Revenue from Operations*
Revenue from Payers	42,904.18	90.26%	38,254.26	90.68%	8,447.42	91.48%
Revenue from Providers	4,631.39	9.74%	3,929.82	9.32%	786.65	8.52%
Revenue from operations	**47,535.57**	**100.00%**	**42,184.08**	100.00%	**9,234.07**	**100.00%**

Other income. Other income comprises interest income (under the effective interest rate method on financial assets carried at amortised cost) from fixed deposits (where we invest surplus income) and security deposits and other non-operating income. Other non-operating income comprises net foreign exchange gain (arising from restatement/settlement of foreign currency denominated monetary assets), gain on lease modification, profit on sale of property, plant and equipment (primarily equipment), and miscellaneous income.

Expenses

Expenses consist of employee benefits expense, finance costs, depreciation and amortization expense and other expenses.

Employee benefits expense. Employee benefits expense primarily comprises salaries, bonus and allowances, contribution to provident and other funds, defined benefit plan expenses, share based payment awards, compensated absences, staff welfare expenses and others.

Finance costs. Finance costs comprise interest expense on long-term borrowings from our Promoter, Sagility B.V., and lease liabilities.

Depreciation and amortization expenses. Depreciation and amortization expenses include depreciation on property, plant and equipment, depreciation on right of use ("**ROU**") assets, and amortization on other intangible assets.

Other expenses. Other expenses primarily comprise legal and professional fees, software subscription charges (relating to third party software that we utilize in our business operations), travelling and conveyance expenses for our staff, communication expenses, subcontracting expenses, repairs and maintenance expenses for our equipment and buildings, and power and fuel expenses for our offices.

Tax Expense

Tax expense consists of current tax and deferred tax.

Our Results of Operations

The following tables set forth select financial data from our restated consolidated statement of profit and loss for the Financial Years 2024 and 2023, and the period from July 28, 2021 to March 31, 2022, the components of which are also expressed as a percentage of total income for such periods:

Particulars	Financial Year				For the period from July 28, 2021 to March 31, 2022	
	2024		2023			
	(₹ in millions)	*% of Total Income*	*(₹ in millions)*	*% of Total Income*	*(₹ in millions)*	*% of Total Income*
Income						
Revenue from operations	47,535.57	99.42%	42,184.08	99.58%	9,234.07	97.78%
Other income	279.47	0.58%	176.52	0.42%	209.87	2.22%
Total income	**47,815.04**	**100.00%**	**42,360.60**	**100.00%**	**9,443.94**	**100.00%**
Expenses						

Particulars	Financial Year				For the period from July 28, 2021 to March 31, 2022	
	2024		2023			
	(₹ in millions)	*% of Total Income*	*(₹ in millions)*	*% of Total Income*	*(₹ in millions)*	*% of Total Income*
Employee benefits expense	29,376.44	61.44%	24,942.01	58.88%	5,057.13	53.55%
Other expenses	7,278.23	15.22%	6,969.95	16.45%	2,281.09	24.15%
Total expenses	**36,654.67**	**76.66%**	**31,911.96**	**75.33%**	**7,338.22**	**77.70%**
Earnings before interest expense, taxes, depreciation and amortisation	**11,160.37**	**23.34%**	**10,448.64**	**24.67%**	**2,105.72**	**22.30%**
Finance costs	1,851.45	3.87%	2,148.49	5.07%	652.16	6.91%
Depreciation and amortisation expenses	6,892.11	14.41%	6,443.38	15.21%	1,472.10	15.59%
Restated Profit / (Loss) before tax	**2,416.81**	**5.05%**	**1,856.77**	**4.38%**	**(18.54)**	**(0.20%)**
Tax Expense						
Current tax	1,115.24	2.33%	1,243.21	2.93%	104.27	1.10%
Deferred tax	(981.09)	(2.05%)	(822.16)	(1.94%)	(76.10)	(0.81%)
Total tax expense	**134.15**	**0.28%**	**421.05**	**0.99%**	**28.17**	**0.30%**
Restated Profit / (Loss) for the year / period	**2,282.66**	**4.77%**	**1,435.72**	**3.39%**	**(46.71)**	**(0.49%)**

Financial Year 2024 compared to Financial Year 2023

Total income. Total income increased by 12.88% to ₹47,815.04 million for the Financial Year 2024 from ₹42,360.60 million for the Financial Year 2023 due to increases in revenue from operations and other income.

Revenue from operations. Revenue from operations increased by 12.69% to ₹47,535.57 million for the Financial Year 2024 from ₹42,184.08 million for the Financial Year 2023 primarily due to growth in volumes from existing clients (primarily as a result of an increase in members and Providers covered by some of our existing Payer clients), addition of new SOWs during the Financial Year 2024, the full year impact of new SOWs for existing clients added during the Financial Year 2023 and our acquisition of DCI. Revenue from operations from our five largest clients increased by 10.73% to ₹37,627.68 million for the Financial Year 2024 from ₹33,981.79 million for the Financial Year 2023. Further, we also added 13 new clients (on a gross basis) in the Financial Year 2024, which also contributed to the increase in our revenue from operations.

Revenue from operations generated from our Payer clients increased to ₹42,904.18 million from ₹38,254.26 million. Revenue from operations generated from our Provider clients increased to ₹4,631.39 million from ₹3,929.82 million.

Other income. Other income increased by 58.32% to ₹279.47 million for the Financial Year 2024 from ₹176.52 million for the Financial Year 2023 primarily due to increases in (i) net foreign exchange gain to ₹166.81 million from ₹100.56 million on account of fluctuations in foreign currency (net of hedging and revaluation) primarily between US dollars and Indian Rupees, US dollars and Philippines Peso, and US dollars and Jamaican dollars; (ii) interest income under the effective interest rate method on financial assets carried at amortised cost – security deposit to ₹55.23 million from ₹27.77 million; (iii) interest income under the effective interest rate method on financial assets carried at amortised cost – fixed deposit to ₹24.56 million from ₹9.71 million; (iv) gain on lease modification to ₹15.10 million from nil; and (v) profit on sale of property, plant and equipment to ₹11.05 million from nil, primarily on account of profit on sale of equipment. This was partially offset by decrease in miscellaneous income to ₹6.72 million from ₹38.48 million.

Total expenses. Total expenses increased by 14.86% to ₹36,654.67 million for the Financial Year 2024 from ₹31,911.96 million for the Financial Year 2023 due to increases in employee benefits expense and other expenses.

Employee benefits expense. Employee benefits expense increased by 17.78% to ₹29,376.44 million for the Financial Year 2024 from ₹24,942.01 million for the Financial year 2023 primarily due to increases in (i) salaries, bonus and allowances to ₹24,536.66 million from ₹20,784.10 million; (ii) contribution to provident and other funds to ₹1,576.54 million from ₹1,256.04 million; (iii) staff welfare expenses to ₹1,574.67 million from

₹1,511.78 million; (iv) compensated absences to ₹813.92 million from ₹634.90 million; and (v) defined benefit plan expenses to ₹232.45 million from ₹197.68 million. These increases were primarily on account of an increase in our employee headcount (primarily in Philippines) on account of the growth in our business and the acquisitions of DCI, and annual increments. We also engaged a number of employees to assist with sales and marketing, content generation, graphics and proposal writing, and appointed additional Senior Managerial Personnel.

Other expenses. Other expenses increased by 4.42% to ₹7,278.23 million for the Financial Year 2024 from ₹6,969.95 million for the Financial Year 2023 primarily due to increases in (i) legal and professional fees to ₹1,217.57 million from ₹940.07 million primarily on account of legal expenses in connection with our acquisition of DCI; (ii) travelling and conveyance expenses to ₹976.26 million from ₹599.05 million on account of an increase in the number of employees and increased business travel by our employees during the Financial Year 2024, (iii) power and fuel expenses to ₹445.96 million from ₹331.22 million primarily on account of an increase in the number of offices and fewer employees working from home; (iv) repairs and maintenance - building expenses to ₹369.10 million from ₹261.36 million due an increase in the number of offices; (v) housekeeping charges to ₹190.84 million from ₹115.04 million on account of an increase in the number of offices and higher utilization of our offices; and (v) marketing expenses to ₹204.98 million from ₹165.88 million on account of increased marketing efforts during the Financial Year 2024. These increases were partially offset by decreases in (i) sub-contracting expenses to ₹259.05 million from ₹414.21 million since we moved certain functions in-house from subcontractors in Colombia; (ii) loss on sale of property, plant and equipment to nil from ₹121.73 million since the expenses incurred in the Financial Year 2023 were part of a one-time site consolidation initiative; (iii) postage and courier expenses to ₹100.37 million from ₹212.09 million since we incurred lesser costs associated with shipping laptops to employees working from home; (iv) royalty expenses to nil from ₹88.06 million since we paid fees for licensing our Predecessor Company's trademarks in the Financial Year 2023; and (v) rent expenses to ₹102.37 million from ₹185.19 million due to termination of certain short term leases.

Finance costs. Finance costs decreased by 13.83% to ₹1,851.45 million for the Financial Year 2024 from ₹2,148.49 million for the Financial Year 2023 primarily due to (i) a decrease in interest expense on long term non-convertible bonds borrowed from related parties carried at amortized cost to ₹997.01 million from ₹1,040.00 million and (ii) a decrease in interest expense on promissory notes from related parties carried at amortized cost to ₹442.13 million from ₹723.22 million, in each case on account of partial voluntary repayment of the borrowings. These were partially offset by an increase in interest expense on financial liabilities carried at amortized cost - lease liabilities to ₹412.31 million from ₹385.27 million on account of new leases entered into during the Financial Year 2024.

Depreciation and amortization expense. Depreciation and amortization expense increased by 6.96% to ₹6,892.11 million for the Financial Year 2024 from ₹6,443.38 million for the Financial Year 2023 primarily due to increases in (i) depreciation on property, plant and equipment to ₹1,065.71 million from ₹897.61 million on account of additional assets being capitalized as a part of new offices in Jamaica and other locations; (ii) depreciation on right of use assets to ₹1,412.44 million from ₹1,247.77 million on account of new leases for office buildings in India, Jamaica and the Philippines; and (iii) amortisation on other intangible assets to ₹4,413.96 million from ₹4,298.00 million primarily as a result of acquisitions in the Financial Year 2024 pursuant to which new intangible assets were identified and recorded.

Tax expenses. Total tax expenses decreased by 68.14% to ₹134.15 million for the Financial Year 2024 from ₹421.05 million for the Financial Year 2023. For the Financial Year 2024, we had a current tax expense of ₹1,115.24 million and a deferred tax credit of ₹981.09 million. For the Financial Year 2023, we had a current tax expense of ₹1,243.21 million and a deferred tax credit of ₹822.16 million. The decrease in total tax expenses was primarily on account of tax incentives for the Financial Year 2024 and the Financial Year 2023 amounting to ₹275.90 million being recorded in the Financial Year 2024.

Restated profit for the year. As a result of the foregoing, our restated profit for the year increased by 58.99% to ₹2,282.66 million for the Financial Year 2024 from ₹1,435.72 million for the Financial Year 2023.

Financial Year 2023 compared to the period from July 28, 2021 to March 31, 2022

Since our Company was incorporated on July 28, 2021 and the Business was acquired only on January 6, 2022, the financial information for the period from July 28, 2021 to March 31, 2022 is not comparable with the financial information for the Financial Years 2024 and 2023, as it covers financial information for a comparatively smaller period of time.

We set forth below the movements in the various line items between Financial Year 2023 and the period from July 28, 2021 to March 31, 2022, for reference:

Total income. Total income increased to ₹42,360.60 million for the Financial Year 2023 from ₹9,443.94 million for the period from July 28, 2021 to March 31, 2022.

Revenue from operations. Revenue from operations increased to ₹42,184.08 million for the Financial Year 2023 from ₹9,234.07 million for the period from July 28, 2021 to March 31, 2022.

Other income. Other income decreased to ₹176.52 million for the Financial Year 2023 from ₹209.87 million for the period from July 28, 2021 to March 31, 2022 primarily due to a decrease in net foreign exchange gain to ₹100.56 million from ₹165.91 million. This was partially offset by increases in (i) interest income under the effective interest rate method on financial assets carried at amortised cost – security deposits to ₹27.77 million from ₹3.59 million; and (ii) interest income under the effective interest rate method on financial assets carried at amortised cost – fixed deposits to ₹9.71 million from ₹0.65 million.

Total expenses. Total expenses increased to ₹31,911.96 million for the Financial Year 2023 from ₹7,338.22 million for the period from July 28, 2021 to March 31, 2022.

Employee benefits expense. Employee benefits expense increased to ₹24,942.01 million for the Financial Year 2023 from ₹5,057.13 million for the period from July 28, 2021 to March 31, 2022 primarily due to increases in (i) salaries, bonus and allowances to ₹20,784.10 million from ₹4,206.19 million; (ii) staff welfare expenses to ₹1,511.78 million from ₹298.31 million; (ii) contribution to provident and other funds to ₹1,256.04 million from ₹251.56 million; (iv) compensated absences to ₹634.90 million from ₹132.49 million; and (v) other employee benefits expenses to ₹514.96 million from ₹120.31 million.

Other expenses. Other expenses increased to ₹6,969.95 million for the Financial Year 2023 from ₹2,281.09 million for the period from July 28, 2021 to March 31, 2022 primarily due to increases in (i) software subscription charges to ₹1,276.46 million from ₹162.22 million; (ii) communication expenses to ₹676.62 million from ₹121.90 million; (iii) travelling and conveyance to ₹599.05 million from ₹67.42 million; (iv) repairs and maintenance – computers expenses to ₹554.05 million from ₹98.96 million; (v) sub-contracting expenses to ₹414.21 million from ₹128.29 million; (vi) power and fuel expenses to ₹331.22 million from ₹55.89 million; (vii) repairs and maintenance – building expenses to ₹261.36 million from ₹47.14 million; and (viii) miscellaneous expenses to ₹270.50 million from ₹68.75 million. These increases were partially offset by a decrease in legal and professional fees to ₹940.07 million from ₹1,170.09 million.

Finance costs. Finance costs increased to ₹2,148.49 million for the Financial Year 2023 from ₹652.16 million for the period from July 28, 2021 to March 31, 2022 primarily due to (i) an increase in interest expense on long term non-convertible bonds borrowed from related parties carried at amortized cost to ₹1,040.00 million from ₹247.89 million; (ii) an increase in interest expense on promissory notes from related parties carried at amortized cost to ₹723.22 million from ₹313.18 million; and (iii) an increase in interest expense on financial liabilities carried at amortized cost - lease liabilities to ₹385.27 million from ₹91.09 million.

Depreciation and amortization expense. Depreciation and amortization expense increased to ₹6,443.38 million for the Financial Year 2023 from ₹1,472.10 million for the period from July 28, 2021 to March 31, 2022 primarily due to increases in (i) amortisation on other intangible assets to ₹4,298.00 million from ₹988.02 million; (ii) depreciation on right of use assets to ₹1,247.77 million from ₹276.25 million; and (iii) depreciation on property, plant and equipment to ₹897.61 million from ₹207.83 million.

Tax expenses. Total tax expense increased to ₹421.05 million for the Financial Year 2023 from ₹28.17 million for the period from July 28, 2021 to March 31, 2022. For the Financial Year 2023, we had a current tax expense of ₹1,243.21 million and a deferred tax credit of ₹822.16 million. For the period from July 28, 2021 to March 31, 2022, we had a current tax expense of ₹104.27 million and a deferred tax credit of ₹76.10 million.

Restated profit/(loss) for the year/period. As a result of the foregoing, our restated profit for the year amounted to ₹1,435.72 million for the Financial Year 2023, as compared to a loss of ₹46.71 million for the period from July 28, 2021 to March 31, 2022.

Liquidity and Capital Resources

Our primary sources of liquidity include cash flows generated from operating activities. As of March 31, 2024, we had cash and cash equivalents of ₹3,441.26 million.

Cash flows

The following table summarizes our cash flows data for the periods indicated:

(₹ in millions)

Particulars	For the Financial Year		For the period from July 28, 2021 to March 31, 2022
	2024	2023	
Net cash flows generated from / (used in) operating activities *(A)*	9,732.55	8,567.78	(318.92)
Net cash flows used in investing activities *(B)*	(4,690.59)	(1,290.59)	(77,139.96)
Net cash flows generated from / (used in) financing activities *(C)*	(7,513.38)	(5,446.17)	81,163.50
Net (decrease) / increase in cash and cash equivalents *(A+B+C)*	**(2,471.42)**	**1,831.02**	**3,704.62**
Cash and cash equivalents at the beginning of the year / period	**5,852.87**	**3,738.01**	**-**
Effect of movements in exchange rates	59.81	283.84	33.39
Cash and cash equivalents at the end of the year / period	**3,441.26**	**5,852.87**	**3,738.01**

Net cash flows generated from / (used in) operating activities

Net cash flows generated from operating activities was ₹9,732.55 million for the Financial Year 2024. We had an operating profit before working capital adjustments of ₹11,109.60 million for the Financial Year 2024, which was primarily subject to adjustments for depreciation and amortization expense of ₹6,892.11 million and finance costs of ₹1,851.45 million. This was further adjusted for working capital adjustments, which primarily consisted increases in other current financial liabilities of ₹656.21 million, trade payables of ₹126.29 million and provision for employee benefit obligations of ₹221.24 million, partially offset by an increase in trade receivables of ₹864.76 million and other current assets of ₹460.70 million. As a result, cash flows generated from operating activities for the Financial Year 2024 was ₹10,995.66 million before adjusting for income taxes paid (net of refunds) of ₹1,263.11 million.

Net cash flows generated from operating activities was ₹8,567.78 million for the Financial Year 2023. We had an operating profit before working capital adjustments of ₹10,970.07 million for the Financial Year 2023, which was primarily subject to adjustments for depreciation and amortization expense of ₹6,443.38 million and finance costs of ₹2,148.49 million. This was further adjusted for working capital adjustments, which primarily consisted increases in other current financial liabilities of ₹324.29 million, provision for employee benefit obligations of ₹197.33 million, and other current liabilities of ₹113.26 million, partially offset by an increase in trade receivables of ₹752.08 million, other current assets of ₹442.62 million, and decrease in trade payables of ₹92.58 million. As a result, cash flows generated from operating activities for the Financial Year 2023 was ₹10,266.18 million before adjusting for income taxes paid (net of refunds) of ₹1,698.40 million.

Net cash flows used in operating activities was ₹318.92 million for the period from July 28, 2021 to March 31, 2022. We had an operating profit before working capital adjustments of ₹1,955.69 million for the period from July 28, 2021 to March 31, 2022 which was primarily subject to adjustments for increases in depreciation and amortization expense of ₹1,472.10 million and finance costs of ₹652.16 million. This was further adjusted for working capital adjustments, which primarily consisted of an increase in trade receivables of ₹1,592.84 million, decrease in other current financial liabilities of ₹623.63 million, and an increase in other current assets of ₹239.08 million, partially offset by an increase in the trade payables of ₹423.92 million. As a result, cash flows used in operating activities for the period from July 28, 2021 to March 31, 2022 was ₹225.56 million before adjusting for income taxes paid (net of refunds) of ₹93.36 million.

Net cash flows used in investing activities

Net cash flows used in investing activities was ₹4,690.59 million for the Financial Year 2024. This was due to payment for business combination (net of cash acquired) of ₹3,009.88 million and acquisition of property, plant and equipment and other intangible assets of ₹1,827.29 million, partially offset by proceeds from maturity of derivative assets / liabilities (net) of ₹118.89 million.

Net cash flows used in investing activities was ₹1,290.59 million for the Financial Year 2023. This was primarily due to acquisition of property, plant and equipment and other intangible assets of ₹1,436.82 million, and payments made for business combination (net of cash acquired) of ₹164.12 million, partially offset by proceeds from maturity of derivative assets / liabilities (net) of ₹276.06 million.

Net cash flows used in investing activities was ₹77,139.96 million for the period from July 28, 2021 to March 31, 2022. This was primarily due to payment for business combination (net of cash acquired) of ₹77,159.68 million and acquisition of plant, property and equipment of ₹70.54 million, partially offset by proceeds from maturity of derivative assets / liabilities (net) of ₹89.61 million.

Net cash flows generated from / (used in) financing activities

Net cash flows used in financing activities was ₹7,513.38 million for the Financial Year 2024. This was due to repayment of borrowings of ₹4,280.75 million, interest paid on borrowings of ₹1,483.40 million, repayment of lease liabilities of ₹1,264.95 million, interest on repayment of lease liabilities of ₹412.31 million and share issue expense of ₹71.97 million.

Net cash flows used in financing activities was ₹5,446.17 million for the Financial Year 2023. This was due to interest paid on borrowings of ₹2,070.91 million, repayment of borrowings of ₹1,964.08 million, repayment of lease liabilities of ₹1,025.91 million, and interest on repayment of lease liabilities of ₹385.27 million.

Net cash flows generated from financing activities was ₹81,163.50 million for the period from July 28, 2021 to March 31, 2022. This was primarily due to proceeds from borrowings of ₹41,611.24 million, proceeds from issue of shares by subsidiaries in a related party transaction of ₹20,724.52 million, and proceeds from issue of shares amounting to ₹19,207.26 million, which was partially offset by repayment of lease liabilities of ₹256.95 million and interest on repayment of lease liabilities of ₹91.09 million.

Capital expenditures

Our historical capital expenditures have been related to property, plant and equipment and other intangible assets. For the Financial Years 2024 and 2023, and period from July 28, 2021 to March 31, 2022, our capital expenditure (not adjusted for proceeds from sale of assets) amounted to ₹1,827.29 million, ₹1,436.82 million, and ₹70.54 million, respectively. For the Financial Year 2025, we expect to incur capital expenditure of ₹1,964.09 million towards additional property, plant and equipment and computer software.

Financial indebtedness

As March 31, 2024, we had outstanding borrowings (current and non-current) amounting to ₹19,335.18 million, which primarily consisted of unsecured borrowings from related parties. For further details related to our indebtedness, see "*Financial Indebtedness*" on page 257.

Contractual Obligations

The following table sets forth certain information relating contractual maturities of financial liabilities as of March 31, 2024. 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**	**More than 5 years**
	(₹ in millions)				
Borrowings - including current maturities and future committed interest	19,335.18	22,099.81	3,851.72	18,248.09	-

Particulars	Carrying amount	Total undiscounted contractual payments	0–12 months	1–5 years	More than 5 years
	(₹ in millions)				
Trade payables	2,593.02	2,593.02	2,593.02	-	-
Lease liability - Current and non-current	5,981.94	7,145.50	1,653.94	4,881.88	609.68
Other financial liabilities	6,157.43	6,157.43	6,157.43	-	-
Total	**34,067.57**	**37,995.76**	**14,256.11**	**23,129.97**	**609.68**

Contingent Liabilities

There are no contingent liabilities as at March 31, 2024, March 31, 2023 and March 31, 2022.

Capital and Other Commitments

As at March 31, 2024, March 31, 2023 and March 31, 2022, estimated amounts of contracts remaining to be executed on capital account and not provided for (net of advances) amounted to ₹389.42 million, ₹101.72 million, and ₹5.44 million, respectively.

Off-Balance Sheet Commitments and Arrangements

We do not have any off-balance sheet arrangements, swap transactions or relationships with affiliates or other unconsolidated entities or financial partnerships that would have been established for the purpose of facilitating off-balance sheet arrangements.

Quantitative and Qualitative Analysis of Market Risks

In the course of our business, we are exposed to certain financial risks such as credit risk, liquidity and market risk.

Credit risk

Credit risk is the risk of financial loss if a customer or a counterparty to any 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. We are exposed to credit risk from our operating activities (primarily trade receivables) and from our investing activities, including deposits with banks, derivative financial instruments and security deposits.

Liquidity risk

Liquidity risk is the risk that we will encounter difficulty in meeting the obligations associated with our financial liabilities. Our approach to managing liquidity is to ensure that we have sufficient liquidity to meet our liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to our reputation.

Market risk

Market risk is the risk that changes in market prices (including foreign exchange rates) affect our income or the value of our holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

Unusual or Infrequent Events or Transactions

Except as disclosed in this Draft Red Herring Prospectus, to our knowledge, there have been no unusual or infrequent events or transactions that have in the past or may in the future affect our business operations or future financial performance.

Known Trends or Uncertainties

Our business has been subject, and we expect it to continue to be subject, to significant economic changes arising from the trends identified above in "*—Significant Factors Affecting Our Results of Operations*" and the uncertainties described in "*Risk Factors*", on pages 227 and 32, respectively. Except as disclosed in this Draft Red Herring Prospectus, there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

Future Relationship between Cost and Revenue

Other than as described in "*Risk Factors*", "*Our Business*" and above in "*– Significant Factors Affecting our Results of Operations*" on pages 32, 142 and 227, respectively, to our knowledge, there are no known factors that may adversely affect our business prospects, results of operations and financial condition.

New Products or Business Segments

Except as disclosed in this Draft Red Herring Prospectus, there are no new products or business segments that have or are expected to have a material impact on our business prospects, results of operations or financial condition.

Competitive Conditions

We expect competition in our industry from existing and potential competitors to intensify. For details, please refer to the discussions of our competition in the sections "*Risk Factors*" and "*Our Business*" on pages 32 and 142, respectively, of this Draft Red Herring Prospectus.

Seasonality

Our business is subject to seasonal fluctuations. We typically see higher demand for our services during the open enrollment period during November and December of each year, when members register for health insurance plans, and modify or cancel existing plans. See also "*Risk Factors – Internal Risks – Our business is subject to seasonality*" on page 46.

Significant Developments Occurring after March 31, 2024

Conversion to a public limited company

Our Company was converted from a private limited company to a public limited company on June 20, 2024. Consequent to the conversion, our Company's name has been changed to "Sagility India Limited".

Conversion of promissory notes

Through an agreement dated May 31, 2024, out of the outstanding promissory notes amounting to US$ 103.80 million as at March 31, 2024, promissory notes amounting to US$89.29 million (₹7,442.24 million) were converted into equity. As part of this transaction, our wholly owned subsidiary, Sagility (US) Holdings Inc. issued 32,906.02 shares to our Promoter, Sagility B.V. as consideration for conversion of the outstanding debt into equity. In this transaction, although Sagility (US) Inc. and Sagility B.V. were the creditor and debtor respectively, Sagility B.V. was acting in the capacity of a shareholder and not a lender. Hence, the conversion of debt into equity will be recorded as a capital transaction within equity (in the books of Sagility (US) Inc). No gain or (loss) will be recognized in the consolidated statement of profit and loss. Contemporaneously, our Company issued 262,976,580 shares to Sagility B.V. as consideration to acquire the shares issued by Sagility (US) Inc. as consideration for the conversion of debt into equity. Pursuant to the above, we continue to retain full ownership of Sagility (US) Inc. and its downstream subsidiaries.

Settlement of deferred consideration

Our wholly owned subsidiaries, Sagility Operations Inc., Sagility LLC, Sagility (US) Holdings Inc. and Sagility (US) Inc. are parties to an ongoing legal dispute in U.S. with respect to payment of certain vendor related commissions arising from an agreement entered into with the vendor prior to the acquisition of our business from

our Predecessor Company ("**Synergy Litigation**").

The vendor has claimed an amount of US$115.9 million (₹9,663.33) and US$53.24 million (₹4,438.96 million) in damages under two alternative approaches based on an unjust enrichment approach and a lost profits approach. Under the acquisition agreements that were executed, such vendor related disputes and liabilities were excluded from the liabilities that we acquired. In the future, as and when these disputes are settled and in the event we are required to make any payments to settle the dispute, Sagility B.V. is contractually entitled to be reimbursed by Hinduja Global Solutions Limited (i.e., the seller and our Predecessor Company). Sagility LLC has denied liability, asserted counterclaims and affirmative defenses, and are seeking damages. Sagility LLC has filed their expert disclosures to oppose the damages claimed as being incorrect, speculative, and economically flawed.

Under the acquisition agreements executed in January 2022, a portion of the consideration for the acquisition, amounting to US$45 million (₹3,751.94 million), was deferred. This liability is due to be settled on the earlier of the conclusion and settlement of the above disputes or on obtaining a bank guarantee from the sellers. On March 22, 2024, Sagility B.V. received an unconditional bank guarantee from Barclays Bank Plc on behalf of the seller (our Predecessor Company). Such bank guarantee is valid until October 31, 2026.

Subsequent to March 31, 2024, Sagility (US) Holdings Inc. raised an amount of US$44.48 million (₹3,707.73 million) against an issue of shares to Sagility B.V. 16,393.83 shares were issued at a per share value of US$2,713.47 (₹226,166.44 per share). Such funds received were used to settle the deferred consideration described above. Contemporaneously, our Company issued 131,015,338 shares to Sagility B.V. as consideration to acquire the shares issued by Sagility (US) Inc.

Further, on May 22, 2024, our Promoter, Sagility B.V., entered into an agreement with us pursuant to which it has agreed to re-imburse any payments that may be required to be made by us to settle the above disputes, to the extent such amounts have been recovered by Sagility B.V. under the bank guarantee referred to above or under the indemnification agreement entered into with the sellers which is valid until January 5, 2026. Extension of the indemnification agreement beyond January 5, 2026, is subject to our mutual agreement with the sellers. Consequently, we believe that we do not have any exposure on account of the above disputes as at March 31, 2024, 2023 and 2022. If the dispute is not resolved by January 5, 2026 or if the indemnification agreement is not extended beyond such date, we may be exposed to damages arising from the Synergy Litigation.

Constitution of Board of Directors

Subsequent to March 31, 2024, a new board of directors has been constituted on June 24, 2024 comprising the following members:

- Ramesh Gopalan: Managing Director and Group CEO
- Hari Gopalakrishnan: Non-Executive Non-Independent Director
- Martin I. Cole: Non-Executive Non-Independent Director
- William Winkenwerder Jr.: Independent Director
- Anil Kumar Chanana: Independent Director
- Ginger Dusek: Independent Director
- Venkat Krishnaswamy: Independent Director
- Shalini Sarin: Independent Director

Additionally, Sanjeev Lakra and Sarvabhouman Doraiswamy Srinivasan who were previously serving as members of our board of directors have resigned from their post on the same date.

CAPITALISATION STATEMENT

The following table sets forth our Company's capitalization as at March 31, 2024, as derived from our Restated Consolidated Financial Information. This table should be read in conjunction with the sections titled "*Management's Discussion and Analysis of Financial Condition and Results of Operations*", "*Financial Information – Restated Consolidated Financial Information*" and "*Risk Factors*" beginning on pages 223, 218 and 32, respectively.

Particulars	Pre-offer as at March 31, 2024 (in ₹ million)	As adjusted for the Offer (in ₹ million)
Borrowings*		
Current Borrowings (I)	2,688.18	[●]
Non-current borrowings (II)	16,647.00	[●]
Total borrowings* (III = I + II)	19,335.18	**[●]**
Equity*		
Equity Share capital (IV)	42,852.82	[●]
Other Equity (V)	21,578.46	[●]
Total Equity* (VI = IV + V)	64,431.28	[●]
Ratio: Total borrowings / Total Equity (III/VI)	30.01%	[●]

Notes:

The loan issued by Sagility B.V to Sagility (US) Inc. was assigned by Sagility B.V. to Sagility (US) Holdings Inc., in exchange of receipt of shares of common stock in Sagility (US) Holdings Inc. Thereafter, on May 31, 2024, Sagility B.V transferred 49,299.85 shares of common stock held in Sagility (US) Holdings Inc. to our Company, for a share swap of 393,991,918 Equity Shares of face value of ₹ 10 each the Company. For further details, see "Capital Structure-Equity Share Capital History of our Company" on page 81.

(1)There will be no change in capital structure post the Offer since it is an initial public offering by way of an Offer for Sale by the Promoter Selling Shareholder.

**All terms shall carry the meaning as per Ind AS Schedule III of the Companies Act 2013.*

***For the Ratio: Total borrowings)/Total Equity.*

FINANCIAL INDEBTEDNESS

Our Company and Subsidiaries have entered into financing arrangements with various lenders in the ordinary course of business to meet working capital requirements and avail non-fund-based facilities. Further, our Company has obtained the necessary consents required under the relevant financing documents for undertaking the Offer. For details regarding the borrowing powers of our Board, see "*Our Management – Borrowing Powers of Board*" and "*Risk Factors*" on pages 196 and 32.

The details of the indebtedness of our Company and our Subsidiaries as of May 31, 2024, are provided in the table below:

(in ₹ million, unless otherwise specified)

Category of borrowing	Sanctioned amount as on May 31, 2024	Outstanding amount as on May 31, 2024
***Secured* (A)**		
Fund Based Working Capital Facilities	2,630.00	0.00
Non-Fund Based Facilities	150.00 (Sub Limit to FBWCF)	0.00
Receivables Purchase**	3,338.36	0.00
Total (A)	5,968.36	0.00
Unsecured* (B)		
Loan from Related Party	13,000.00	9,265.00
Total (B)	13,000.00	**9,265.00**
Total (A+B)	**18,968.36**	**9,265.00**

As certified by Agarwal Jain & Gupta, Chartered Accountants, pursuant to their certificate dated June 26, 2024.
**There is indirect charge on this facility, as further described in "Restated Consolidated Financial Information - Note 17: Borrowings" on page 218.*
*** Receivable Purchase Facility for USD 40 million, exchange rate considered at 83.4591.*
**** The loan issued by Sagility B.V to Sagility (US) Inc. was subsequently assigned by Sagility B.V. to Sagility (US) Holdings Inc., in exchange of receipt of shares of common stock in Sagility (US) Holdings Inc. Thereafter, on May 31, 2024, Sagility B.V transferred 49,299.85 shares of common stock held in Sagility (US) Holdings Inc. to our Company, for a share swap of 393,991,918 Equity Shares of face value of ₹ 10 each the Company. For further details, see "Capital Structure-Equity Share Capital History of our Company" on page 81.*

Principal terms of the borrowing arrangements:

The details provided below are indicative, and there may be additional terms, conditions and requirements under various documentation executed by our Company and Subsidiaries in relation to our sanctioned financing arrangements. The terms below have been consolidated from the underlying documents from our various sanctioned facilities. There are no covenants in the underlying documents to the facilities drawn down by us as of March 31, 2024.

1. ***Tenor:*** The tenor of the facilities sanctioned to our Company and our Subsidiaries varies from one type of facility to the other. The tenor of our facilities ranges between 7 days to 60 months.

2. ***Interest rate****:* In terms of the facilities availed by our Company and our Subsidiaries, the interest rate typically comprises a base rate plus applicable margin of the specified lender. The spread varies between different facilities, ranging from 4.70% per annum to 9.60% per annum or as may be mutually agreed by the Company and the respective lender.

3. ***Pre-payment penalty****:* If our Company or its Subsidiaries choose to pay some or all of the outstanding amount to the lender before its due date by serving notice to the lender, some of our loan agreements may require us to pay a pre-payment penalty of up to 2.00% of the amount paid before it is due or such amount as decided per the discretion of the relevant lender. However, in respect of certain loans availed by us, we are restricted from pre-paying the loan without prior intimation to the lender.

4. ***Security:*** In terms of the borrowings by the Company and its Subsidiaries where security needs to be created, security is created by way of, among other things,

(a) First pari passu charge on the current assets (present and future) which shall include but not be limited to receivables, loans and advances and other current assets of the Company and/ or its Subsidiaries;

(b) First pari passu charge on the movable fixed assets of the Company and/or its Subsidiaries;

(c) First pari passu charge by way of hypothecation on stocks of raw material, goods in-process, semi-finished and finished goods and such other moveables and includes book debts (present and future) of the Company;

This is an indicative list and there may be additional requirements for creation of security under the various borrowing arrangements entered into by our Company and certain of our Subsidiaries.

5. ***Validity and Repayment:*** Our facilities are typically repayable on demand with an option for annual review for each of the sub-limits and there may exist certain exclusive provisions of repayment for each of the sub-limits, subject to the facility documentation for each lender.

6. ***Restrictive Covenants:*** Our financing arrangements entail various conditions and covenants restricting certain corporate actions and we are required to take prior approval of the lender before carrying out such activities, without which, it would result in an event of default under the financing arrangements. For instance, certain actions prior to which our Company is required to obtain written consent of the lenders before carrying out such activities, including, among others, for:

    (a) Effectuating any change in our capital structure, beneficial ownership or shareholding pattern including transfer or issue of shares and in the management control of our Company.

    (b) Effectuating any appointment or removal of directors or other key managerial personnel of our Company.

    (c) Entering into any scheme of merger, amalgamation, de-merger, re-arrangement, compromise or reconstruction by our Company or investing in third parties.

    (d) Undertaking any expansion or further capital expenditure except being funded by our Company's own resources.

    (e) Entering any borrowing arrangement with any other bank or financial institution or giving any guarantee on behalf of any other company or third party which increases our borrowing above limits stipulated by our lenders or repaying any of the existing unsecured loans and advances from promoter/directors.

    (f) Opening or maintaining any new bank account or similar account with a financial institution.

    (g) Diversifying into non-core areas, that is, business other than the current business of our Company.

    (h) Making any changes in the Memorandum of Association and Articles of Association our Company.

    (i) Selling, assigning, mortgaging or disposing off any fixed assets of our Company or its Subsidiaries.

    (j) Prepayment of loans prior to scheduled date of repayment by our Company and its Subsidiaries.

    (k) Effectuating any initial public offering or issuance of any shares.

This is an indicative list and there may be additional restrictive conditions and covenants under the various borrowing arrangements entered into by our Company and certain of our Subsidiaries.

7. ***Events of default:*** Borrowing arrangements entered into by our Company and our Subsidiaries respectively, contain certain events, the occurrence of which, will constitute an event of default, including:

    (a) All or any part of the facility is not utilized for the relevant purpose for which it is sanctioned.

    (b) The occurrence of one or more events, conditions or circumstances which in the reasonable opinion of the lender, could have a material adverse effect on our Company, assets or the security created.

(c) The representations made by our Company being found to be untrue in any manner, whatsoever.

(d) Any corporate action (including the passing of a resolution), legal or insolvency proceedings or any other procedure or step taken in relation to bankruptcy, insolvency, restructuring, etc of our Company.

(e) Cessation to carry on its business or any material part of the business or gives notice of its intention to do so.

(f) Breach of any provisions, or failure to fulfil any obligations, undertakings, covenant (including financial covenants) under any facility document or any other document entered into in relation thereto, of or by the borrower or any security provider (if any).

(g) If the credit facility or any part thereof is used for any purpose other than for which the said credit facility was sanctioned.

(h) Any change in control or shareholding of our Company without the prior consent of the lenders. Further, if holding of Sagility B.V. in our Company goes below 75%.

(i) The providing of the facility is no longer in accordance with applicable laws.

This is an indicative list and there may be additional events that might constitute an event of default under the various borrowing arrangements entered into by our Company and certain of our Subsidiaries

8. ***Consequences of occurrence of events of default:*** In terms of the loan facility, upon the occurrence of events of default, the lenders of our Company and our Subsidiaries may:

(a) Declare that any amount outstanding under or in relation to the facility (whether principal, interest or other sum and whether or not then due) be immediately payable on demand within such time period as specified by the lender;

(b) Enforce any/all security provided to the lenders in terms of the facility documents including by invoking the guarantee(s) if any furnished;

(c) Cancel the undisbursed portion of the facility;

(d) Appoint nominee directors/observers on the board of directors of the Company;

(e) Impose penal interest over and above the contracted rate on the amount in default;

(f) Declare the commitments to be cancelled or suspended and/or place the facilities on demand or declare all amounts payable by the Company in respect of the facilities to be due and payable immediately;

(g) Exercise any other rights/remedies available to the lender under any regulations/law or the facility documents.

This is an indicative list and there may be such other additional terms under the various borrowing arrangements entered into by our Company and certain of our Subsidiaries.

Key term of our borrowings from our Promoter

1. Our Company has issued unsecured, unlisted and redeemable bonds of a face value of ₹ 1,000,000 each for an aggregate nominal value of ₹ 13,000,000,000 to one of our promoters, Sagility BV ("**Bond Holder**"), in accordance with the terms of a bond trust deed dated December 22, 2021, as amended ("**Bond Trust Deed**"). As per the Bond Trust Deed, the bonds issued carry an interest rate of 8% per annum("**Interest Rate**"), however, in case of a default an additional interest of 2% shall be charged over the fixed Interest Rate. Our Company shall have the right to redeem the bonds on pro rata basis held by each Bond Holder, subject to a thirty-day notice prior to proposed date of voluntary redemption ("**Voluntary Redemption**

Notice"). The Bond Holder shall provide their consent to tender their bonds for redemption within 15 days from receipt of Voluntary Redemption Notice. However, the Bond Holders shall not be obligated to tender the Bonds held by them if any Voluntary Redemption Notice is received from the Company. Further, the Bond Trust Deed entail various conditions and covenants restricting certain corporate actions and we are required to take prior approval of the trustee before carrying out such activities, without which, it would result in an event of default under the Bond Trust Deed. For instance, certain actions prior to which our Company is required to obtain written consent of the trustee before carrying out such activities, including, among others, for:

(a) an amendment or waiver which relates to the rights or obligations of the trustee may not be effected;
(b) the Company shall not pass any resolution to amend its constitutional documents where the same would be materially adverse to the interests of the finance parties;
(c) the Company shall not (and the Company shall ensure that no other member of the Group, as defined in the Bond Trust Deed, will) enter into any amalgamation, demerger, merger, consolidation or corporate reconstruction other than pursuant to the permitted reorganisation (as defined in the Bond Trust Deed) or with the prior written consent of the trustee;
(d) the Company shall ensure that, at all times, there is no 'change in control' (as defined in the Bond Trust Deed);
(e) the Company shall not issue any shares or effect any initial public offer, without the prior written consent of the trustee (acting on the 'approved instructions' (as defined in the Bond Trust Deed)); and
(f) the Company shall not open or maintain any new bank account or similar account with a financial institution other than with the prior written consent of the trustee (acting on the approved instructions).

SECTION VI – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated in this section, there are no outstanding (i) criminal proceedings (including matters which are at FIR stage even if no cognizance has been taken by any court); (ii) actions taken by regulatory or statutory authorities ; (iii) disciplinary action including penalty imposed by the SEBI or Stock Exchanges against our Promoters in the last five Financial Years, including outstanding action; (iv) claims related to direct and indirect taxes (disclosed in a consolidated manner), provided that if the amount involved in any such claims exceeds the materiality threshold, such matter(s) shall be disclosed on an individual basis; and (v) details of any other pending litigation (including civil litigation and arbitration proceedings) which are determined to be material as per a policy adopted by our Board ("Materiality Policy"), in each case involving our Company, Promoters, Directors and Subsidiaries ("Relevant Parties").

For the purpose of (v) above, our Board in its meeting held on June 24, 2024, has considered and adopted a Materiality Policy for identification of material litigation involving the Relevant Parties and Group Company.

In terms of the Materiality Policy, all pending litigation/arbitration proceedings involving the Relevant Parties, other than criminal proceedings, actions by regulatory authorities and statutory authorities, disciplinary action including penalty imposed by SEBI or Stock Exchanges against our Promoters in the last five Financial Years, would be considered 'material' for the purpose of disclosure in this Draft Red Herring Prospectus, if:

a) the aggregate monetary amount of claim/dispute amount/liability involved, whether by or against the Relevant Parties, in any such pending litigation/arbitration proceedings exceeds the lower of the following:
   i. two percent of turnover, being ₹950.71 million as per the last audited Restated Consolidated Financial Information of our Company;
   ii. two percent of net worth, being ₹ 1,288.63 million as per the last audited Restated Consolidated Financial Information of our Company, except in case the arithmetic value of the net worth is negative; or
   iii. five percent of the average of absolute value of profit or loss after tax, being ₹ 70.92million as per the last three audited Restated Consolidated Financial Information of our Company.

   *(the "**Materiality Threshold**");*

b) pending litigations where the decision in one case is likely to affect the decision in similar cases such that the cumulative amount involved in such cases exceeds the Materiality Threshold, even though the amount involved in an individual litigation may not exceed the Materiality Threshold; or

c) such pending litigation the outcome of which is material from the perspective of the Company's business, operations, financial results, prospects or reputation, irrespective that the amount involved in such litigation (including any litigation under the Insolvency and Bankruptcy Code, 2016) may not meet the Materiality Threshold or that the monetary liability of such litigation is not quantifiable. Accordingly, each of the Company, directors, promoters, subsidiaries shall identify and provide information relating to such outstanding civil litigation involving themselves.

Further, pre-litigation notices (other than those issued by governmental, tax demand notices, statutory or regulatory authorities) and matters in which summons have not been received by the Relevant Parties shall not be considered as litigation until such time that any of the Relevant Parties , as the case may be, is made a party to proceedings initiated before any court, tribunal or governmental authority, or is notified by any governmental, statutory or regulatory authority of any such proceeding that may be commenced.

Except as stated in this section, there are no outstanding material dues to creditors of our Company. For this purpose, our Board in its meeting held on June 24, 2024, has considered and adopted a policy of materiality for identification of material outstanding dues to creditors. In terms of this policy on materiality outstanding dues to any creditor of our Company having monetary value which exceed ₹ 129.65 million, which is 5% of the total outstanding dues (i.e., consolidated trade payables) of our Company at the end of the most recent period covered in the Restated Consolidated Financial Information of our Company included in this Draft Red Herring Prospectus, shall be considered as 'material'. Accordingly, for the purpose of this disclosure, any outstanding

*dues exceeding ₹ 129.65 million as on March 31, 2024 have been considered as material outstanding dues for the purposes of disclosure in this section. Further, for outstanding dues to any party which is a micro, small or a medium enterprise ("**MSME**"), the disclosure will be based on information available with our Company regarding status of the creditor under section 2 of the Micro, Small and Medium Enterprises Development Act, 2006.*

All terms defined in a particular litigation disclosure pertain to that litigation only. Unless stated to the contrary, the information provided below is as of the date of this Draft Red Herring Prospectus.

I. Litigation involving our Company

A. Outstanding criminal proceedings involving our Company

Criminal proceedings initiated against our Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated against our Company.

Criminal proceedings initiated by our Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated by our Company.

B. Pending actions by statutory or regulatory authorities against our Company

As on the date of this Draft Red Herring Prospectus, there are no pending actions initiated by statutory or regulatory authorities against our Company.

C. Material outstanding litigation involving our Company

Material Civil litigation initiated against our Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding material civil litigation initiated against our Company.

Material Civil litigation initiated by our Company

As on the date of this Draft Red Herring Prospectus, there are no outstanding material civil litigation initiated by our Company.

II. Litigation involving our Directors

A. Outstanding criminal proceedings involving our Directors

Criminal proceedings against our Directors

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated against our Directors.

Criminal proceedings initiated by our Directors

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated by our Directors.

B. Pending actions by statutory or regulatory authorities against our Directors

As on the date of this Draft Red Herring Prospectus, except as disclosed below, there are no pending actions by statutory or regulatory authorities against our Directors.

1. Shalini Sarin, an Independent Director on the board of our Company had received a summon dated January 3, 2024, under Section 11(2) and 11C (2), (3) and (5) of the Securities and Exchange Board of India Act, 1992 ("**SEBI Act**") seeking co-operation and certain information in relation to an ongoing investigation involving Linde India Limited. However, as on date of this Draft Red Herring Prospectus, no proceedings have been initiated against Shalini Sarin and the investigation is still ongoing.

C. Material outstanding litigation involving our Directors

Material civil litigations initiated against our Directors

As on the date of this Draft Red Herring Prospectus, there are no outstanding material civil litigation against our Directors.

Material civil litigations initiated by our Directors

As on the date of this Draft Red Herring Prospectus, there are no outstanding civil proceedings initiated by our Directors.

III. Litigation involving our Promoters

A. Outstanding criminal proceedings involving our Promoters

Criminal proceedings against our Promoters

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated against our promoters.

Criminal proceedings initiated by our Promoters

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated by our Promoters.

B. Pending actions by statutory or regulatory authorities against our Promoter

As on the date of this Draft Red Herring Prospectus, there are no pending actions by statutory or regulatory authorities against our Promoters.

C. Material outstanding litigation involving our Promoters

Material civil litigations against our Promoters

As on the date of this Draft Red Herring Prospectus, there are no outstanding material civil litigation against our Promoters.

Material civil litigations initiated by our Promoters

As on the date of this Draft Red Herring Prospectus, there are no outstanding material civil litigation initiated by our Promoters.

D. Disciplinary action including penalty imposed by SEBI or stock exchanges against our Promoters in the last five financial years immediately preceding the date of filing of this Draft Red Herring Prospectus

There has been no disciplinary action including penalty imposed by SEBI or stock exchanges against the Promoters in the last five financial years immediately preceding the date of filing of this Draft Red Herring Prospectus.

IV. Litigation involving our Subsidiaries

A. Outstanding criminal proceedings involving our Subsidiaries

Criminal proceedings against our Subsidiaries

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings against our Subsidiaries.

Criminal proceedings initiated by our Subsidiaries

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated by our Subsidiaries.

B. Pending actions by statutory or regulatory authorities against our Subsidiaries

As on the date of this Draft Red Herring Prospectus, there are no pending actions taken by statutory or regulatory authorities against our Subsidiaries.

C. Material outstanding litigation involving our Subsidiaries

Except as disclosed below, there are no outstanding material civil litigation initiated against our subsidiaries as on the date of this Draft Red Herring Prospectus

Material civil litigations initiated against our Subsidiaries

1. Synergy Global Outsourcing, LLC ("***Plaintiff***") filed a lawsuit dated December 30, 2019 against Hinduja Global Solutions Inc. ("**HGSI**") before the District Court 191st Judicial District, in Dallas County, Texas ("**Texas Action**"). The Plaintiff later added HGS Healthcare LLC (currently knowns as, '*Sagility LLC*') (together with HGSI, "**Defendants**") as a defendant to the Texas Action. The Plaintiff has alleged non-payment of commissions by HGSI and certain of its current and former affiliates, breach of a written broker agreement ("**Written Broker Agreement**"), breach of an identical oral broker agreement ("**Oral Broker Agreement**") (together with Written Broker Agreement, the "**Broker Agreements**"), and a right to compensation under a quantum meruit theory. Pursuant to this, Plaintiff is seeking to recover the value of the Written Broker Agreement (or, in the alternative, the oral broker agreement) in the event it is determined that the Broker Agreements are unenforceable. The Plaintiff alleges that HGSI entered the Written Broker Agreement and that Sagility LLC later ratified and affirmed the Broker Agreements through its payment to the Plaintiff under the Broker Agreements. In relation to the breach of obligations of the Defendants under the Written Broker Agreement and the Oral Broker Agreement, the Plaintiff has submitted an expert disclosure calculating damages based on two alternative approaches (a) through an 'unjust enrichment' basis under which damages were calculated at US$ 115.90 million, and (b) through 'lost profit' basis under which damages were calculated at US$ 53.25 million ("**Plaintiff Damages Calculated**"). The Plaintiff alleges that damages continue to accrue and also seeks exemplary damages, attorney's fees, prejudgment and post-judgment interest, and costs of court. HGSI and Sagility LLC have denied liability, asserted counterclaims and affirmative defenses, and are seeking damages. Further, the Defendants have filed their expert disclosures to oppose the Plaintiff Damages Calculated as being incorrect, speculative, and economically flawed, including because the Plaintiff Damages Calculated is derived from analysis that overstates the Plaintiff's alleged lost commission revenue. The matter is still ongoing. HGSI entered into a written agreement to fully indemnify Sagility LLC against exposure related to the Texas Action and the Broker Agreements. In addition, Sagility LLC has obtained a bank guarantee for a sum of US$ 45 million from Hinduja Automotive Limited in relation to the same. For further details, including the term and validity of the indemnity and bank guarantee, see – "*History and Certain Corporate Matters - Master framework agreement dated August 9, 2021 entered into between the our Promoter, Sagility B.V. (formerly known as Betaine B.V.), Hinduja Global Solutions Limited, HGS International, Mauritius and Team HGS Limited ("MFA") supplemented by the deed of adherence to the MFA dated January 3, 2022 entered into between our Company (formerly known as Berkmeer India Private Limited), Sagility Philippines B.V. (formerly known as Betaine (PH) B.V.), Sagility (Jamaica) Limited (formerly known as Betaine (Jamaica) Limited), Sagility (US) Inc. (formerly known as Betaine (US) BidCo Inc.), our Promoter, Sagility B.V. (formerly known as Betaine B.V.), HGS International, Mauritius, Team HGS Limited and Hinduja Global Solutions Limited ("MFA Deed") and as amended by amendment agreement to master framework agreement dated December 1, 2021 and second amendment agreement to master framework agreement dated January 6, 2022, both entered into between*

our Company (formerly known as Berkmeer India Private Limited), our Promoter, Sagility B.V. (formerly known as Betaine B.V.), Hinduja Global Solutions Limited, Team HGS Limited, Jamaica, HGS International, Mauritius, Sagility Philippines B.V. (formerly known as Betaine (PH) B.V.), and Sagility (US) Inc. (formerly known as Betaine (US) BidCo Inc.) ("MFA Amendment) and ("MFA Second Amendment")" on 178.

2. Synergy Global Outsourcing LLC ("**Plaintiff**") filed a petition dated December 30, 2019 ("**Texas Action**") against the then-parent of Sagility LLC (*formerly, "**HGS Healthcare LLC**"*), Hinduja Global Solutions, Inc., before the District Court 191st Judicial District, in Dallas County, Texas alleging non-payment of commissions by Hinduja Global Solutions, Inc. and certain of its current and former affiliates and breach of certain alleged broker agreements. The Plaintiff later added Sagility LLC as a second defendant in the Texas Action.

   The Plaintiff has also filed a complaint dated October 22, 2021 ("**Complaint**") against Sagility LLC, Sagility (US) Inc. (*formerly, "Betaine (US) Bidco, Inc.*"), and Sagility (US) Holdings, Inc (*formerly, "Betaine (US) Holdings Inc.**"***) (*together with Sagility (US) Inc., the* "**Sagility Defendants**") in the United States District Court for the Northern District of Illinois, Eastern Division (the, "**Illinois Action**") seeking damages, a declaratory judgement, and any remedies available under the Illinois Uniform Fraudulent Transfer Act ("**IUFTA**") in relation to alleged liabilities and obligations owed by Sagility LLC and to preserve any contingent obligations and liabilities arising from the Texas Action and asserting a claim under IUFTA for the sale of HGSI's healthcare services business to the Company.

   The Sagility Defendants moved to dismiss or stay the case. In a Memorandum Opinion and Order of August 14, 2022, the United States District Court stayed litigation of the fraudulent conveyance claim. As a result, there are no damages presently sought by the Plaintiff in the Illinois Action. The only relief presently at issue in the Illinois Action is the Plaintiff's request for a declaratory judgment establishing that (i) the "transfer of agreement" provision in the Written Broker Agreement is enforceable under Texas law, and (ii) transfer of HGSI's healthcare services business to the Company did not affect any liability of Sagility LLC to Plaintiff for a damages award, in the event one is imposed in the Texas Action.

   The Plaintiff subsequently filed several amended complaints, but the core allegations remain the same. Following fact discovery, the defendants filed summary judgement motions on January 26, 2024, pursuant to Rule 56 of the Federal Rules of Civil Procedure seeking judgement in their favour. In response to the defendants' summary judgement motions, the Plaintiff filed a cross-motion for summary judgement on March 8, 2024. The competing summary judgment motions are fully briefed and before the Court for adjudication. The matters are currently pending.

   In any event, HGSI entered into a written agreement to indemnify Sagility LLC against exposure related to the Texas Action or Illinois Action or the alleged broker agreements more generally. For further details, see - "*History and Certain Corporate Matters - Master framework agreement dated August 9, 2021 entered into between the our Promoter, Sagility B.V. (formerly known as Betaine B.V.), Hinduja Global Solutions Limited, HGS International, Mauritius and Team HGS Limited ("MFA") supplemented by the deed of adherence to the MFA dated January 3, 2022 entered into between our Company (formerly known as Berkmeer India Private Limited), Sagility Philippines B.V. (formerly known as Betaine (PH) B.V.), Sagility (Jamaica) Limited (formerly known as Betaine (Jamaica) Limited), Sagility (US) Inc. (formerly known as Betaine (US) BidCo Inc.), our Promoter, Sagility B.V. (formerly known as Betaine B.V.), HGS International, Mauritius, Team HGS Limited and Hinduja Global Solutions Limited ("MFA Deed") and as amended by amendment agreement to master framework agreement dated December 1, 2021 and second amendment agreement to master framework agreement dated January 6, 2022, both entered into between our Company (formerly known as Berkmeer India Private Limited), our Promoter, Sagility B.V. (formerly known as Betaine B.V.), Hinduja Global Solutions Limited, Team HGS Limited, Jamaica, HGS International, Mauritius, Sagility Philippines B.V. (formerly known as Betaine (PH) B.V.), and Sagility (US) Inc. (formerly known as Betaine (US) BidCo Inc.) ("MFA Amendment) and ("MFA Second Amendment")*" on 178 for further details.

Other litigation filed against our Subsidiaries which may be considered material by our Company for the purposes of disclosure

1. Coastal Credit LLC (the, "**Plaintiff**") had secured a judgement for approximately USD 21,000 against Faleasha L Wilson (the, "**Defendant**") and Sagility LLC (*formerly, 'Hinduja Global Solutions Healthcare LLC*')(the, "**Garnishee**"), before the County Court Fourth Judicial Circuit, In and For Dual County, Florida ("**Florida Court**"). The Garnishee had failed to answer the continuing writ of garnishment dated July 21, 2021 against salary of wages. Sagility LLC has also served an indemnity claim dated December 28, 2023 (the, "**Indemnity Claim**") against Hinduja Global Solutions Healthcare LLC. The matter is currently pending.

2. Michael Brady, (the, "**Complainant**"), filed a complaint dated December 14, 2023 ("**Brady Complaint**")against Devlin Consulting (the "**Defendant 1**"), Sagility LLC (the "**Defendant 2**") and Theodore Devlin (the "**Defendant 3**")(together with Defendant 1 and Defendant 2, the "**Defendants**") before the United States District Court of the Western District of Pennsylvania (the "**WDP Court**") pursuant to which Complainant alleges that Defendant 1 owes unpaid commissions as per the Marketing Service Agreement dated October 29, 2009 ("**MSA**"), entered between the Complainant and Defendant 1, among other damages set forth in the Complaint. In 2023, Defendant 2 had acquired Defendant 1 and continued to service clients that were introduced pursuant to terms of MSA. The Defendant 2 was served with the copy of Brady Complaint on January 29, 2024. The matter is still ongoing. Additionally, pursuant to certain stock purchase agreement dated April 19, 2023 (the, "**Agreement**"), Defendant 2 has served an indemnification claim notice dated January 31, 2024 to Defendant 1 and 3 seeking indemnity for a claim amount of up to USD 2.8 million and security of USD 2 million has been held in escrow until the resolution of the Brady Complaint. The matter is currently pending.

Material civil litigations initiated by our Subsidiaries

As on the date of this Draft Red Herring Prospectus there are no outstanding material civil litigation initiated by our subsidiaries.

V. Litigation involving our Group Company which may have a material impact on our Company

None of our Group Company are currently party to any pending litigations which would have a material impact on our Company.

VI. Tax claims

Except as disclosed below, there are no proceedings related to direct and/or indirect taxes pending against our Company, Promoters, Directors and Subsidiaries:

Nature of cases	No. of cases	Total amount involved (₹ in million)^
Litigation involving the Company		
Direct tax	2	2.75
Indirect tax	2	15.51
Total	4	18.26
Litigation involving the Directors		
Direct tax	Nil	Nil
Indirect tax	Nil	Nil
Total	Nil	Nil
Litigation involving our Subsidiaries		
Direct tax	15	186.11#
Indirect tax	Nil	Nil
Total	15	186.11
Litigation involving our Promoters		
Direct tax	Nil	Nil
Indirect tax	Nil	Nil
Total	Nil	Nil

^ *To the extent quantifiable.*

 # Local Currency is converted in to reporting currency by using closing exchange rate as on March 31, 2024. The Following conversion rate used – Philippines peso to Indian Rupees: ₹ 0.6742/Peso and US$ to INR: ₹ 83.3765/US$

VII. *Material Taxation Proceedings against our subsidiaries*

1. Sagility Philippines B.V. ("**Philippines subsidiary**") filed a protest letter with Bureau of Internal Revenue, Republic of Philippines ("**BIR**") in response to letter dated September 18, 2023 from BIR ("**Initial Notice**"). The Initial Notice from BIR alleged non-compliance of Section 250 and 248(A)(2) of the National Internal Revenue Code of 1997 along with Revenue Regulations No. 5-2015 which imposes penalties on failure in filing tax returns as per existing regulations for taxpayers mandatorily covered by Electronic Filing and Payment Systems ("**eFPS**") or Electronic Bereau of Internal Revenue Forms ("**eBIRForms**"). BIR has imposed a penalty of PHP 96,799,281.70, representing the twenty five percent civil penalty for the wrong venue filing and an additional PHP 1000 per return, penalty for each failure to file returns using eFPS facility. Philippines subsidiary has claimed that BIR has erred in classifying the previous tax return filing amounting to PHP 96,799,281.70 as being in the wrong venue because it was not yet registered as electronic filer and therefore was not required to comply with eFPS. Before being registered as an eFPS filer, the tax return have been filed by Philippines subsidiary through traditional over-the-counter method. Only in January 2023, the Philippines subsidiary was approved as an eFPS filer. The matter is currently pending before the BIR.

VIII. *Outstanding dues to creditors*

As of March 31, 2024, we had 736 creditors to whom an aggregate outstanding amount of ₹ 2,593.02 million was due. Further, based on available information regarding status of the creditor as a micro, small or a medium scale enterprise as defined under section 2 of the Micro, Small and Medium Enterprises Development Act, 2006, as of March 31, 2024, our Company owes an amount of ₹ 173.62 million to micro, small and medium enterprises.

As per the policy of materiality for identification of material outstanding dues to any creditor of our Company having monetary value which exceed ₹ 129.65 million, which is 5 % of the consolidated trade payable of our Company as per the latest Restated Financial Information of our Company included in this Draft Red Herring Prospectus, shall be considered as 'material'. As of March 31, 2024, there is no material creditors to whom our Company owes any amount. The details pertaining to outstanding dues towards our material creditors and their names are available on the website of our Company at https://sagilityhealth.com/investor-relations/. It is clarified that such details available on our website do not form a part of this Draft Red Herring Prospectus.

Details of outstanding dues owed to micro, small and medium enterprises and other creditors as of March 31, 2024, by our Company, on a consolidated basis is set out below:

Types of Creditors	Number of Creditors	Amount involved (in ₹ million)
Micro, Small and Medium Enterprises	63	173.62
Other creditors*	673	2,419.40
Total Outstanding Dues	736	2,593.02

** Provision for accrued expenses of ₹ 34.39 million have been classified as trade payables for which number of cases are not determined*

Material developments since the last balance sheet date

Except as stated in "*Management's Discussion and Analysis of Financial Condition and Results of Operation – Significant Developments after March 31, 2024"* on page 254, there have been no developments subsequent to March 31, 2024 that we believe are expected to have a material impact on the reserves, profits, earnings per share and book value of our Company.

GOVERNMENT AND OTHER APPROVALS

Except as disclosed herein, we have obtained all material consents, licenses, registrations, permissions and approvals from various governmental, statutory and regulatory authorities, which are necessary for undertaking the current business activities and operations of our Company and our Material Subsidiaries. Except as disclosed below, no further approvals are material for carrying on the present business operations of our Company and our Material Subsidiaries. In the event any of the approvals and licenses that are required for our business operations expire in the ordinary course, we make applications for their renewal from time to time. Unless otherwise stated, these approvals are valid as on the date of this Draft Red Herring Prospectus. For details in connection with the regulatory and legal framework within which our Company operates, see "Key Regulations and Policies" on page 169.

I. Approvals relating to the Offer

For details regarding the approvals and authorisations obtained by our Company in relation to the Offer, see "*Other Statutory and Regulatory Disclosures – Authority for the Offer*" on page 272.

II. Material approvals in relation to our Company

a) Incorporation details

1. Certificate of incorporation dated July 28, 2021 issued by the RoC of Karnataka at Bengaluru, to our Company, in its former name of 'Berkmeer India Private Limited', with the corporate identity number 'U72900KA2021PTC150054'

2. Fresh certificate of incorporation dated September 13, 2022 issued by the RoC pursuant to change in our name from 'Berkmeer India Private Limited' to 'Sagility India Private Limited'. The new Corporate Identity Number of our Company is U72900KA2021PTC150054.

3. Fresh certificate of incorporation dated June 20, 2024 issued by the RoC pursuant to conversion of our Company from a 'private limited company' to a 'public limited company' and consequential change in our name from 'Sagility India Private Limited' to Sagility India Limited'. The new Corporate Identity Number of our Company is U72900KA2021PLC150054.

   For further details in relation to the incorporation of our Company, see *"History and Certain Corporate Matters"* beginning on page 174.

b) Tax related approvals

1. The permanent account number of our Company is 'AAKCB0226C', issued by the Income Tax Department under the Income Tax Act, 1961.

2. The tax deduction account number of our Company is 'BLRB21392A', issued by the Income Tax Department under the Income Tax Act, 1961.

3. Our Company has obtained GST registration certificates issued by the Government of India and the state governments for GST payments in the states where our business operations are situated.

4. Our Company has obtained the professional tax registration certificates issued under the professional tax acts of the respective states where our offices are located.

5. The import export code for our Company is AAKCB0226C.

6. Applicable SEZ registrations issued under the Special Economic Zone Rules, 2006 have been obtained for all offices where such registration is required.

7. Our Company has obtained registration with the Software Technology Parks of India for our branch offices in the respective states.

Except as disclosed in this Draft Red Herring Prospectus, there have been no delays by the Company in payment of dues under Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Employees State Insurance Act, 1948, income tax or other statutory dues. For further details, see "*Risk Factors - We have outstanding statutory dues. Any delays in payment of statutory dues may adversely affect our reputation and financial condition.*" on page 49.

c) Labour and employee related approvals

(i) Our Company has obtained registrations under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Employees State Insurance Act, 1948 and the Payment of Gratuity Act, 1972.

(ii) The Labour Identification Number allotted to our Company by the Ministry of Labour & Employment is 2-4576-0011-5.

d) Material approvals in relation to business and operations of our Company

To operate our business in India, our Company requires approvals, permits and/or licenses under various state and central laws, rules, and regulations. These approvals and licenses, amongst others, include (a) registrations under the respective state shops and establishments legislations; and (b) trade licenses under state municipality rules, as applicable.

Our Company has obtained the necessary permits, licenses and approvals from the appropriate regulatory and governing authorities required to carry out our operations.

For details of the risks relating to the material approvals required for undertaking our business, see "*Risk Factors – We are subject to regulatory requirements in the performance of services and if we fail to comply with such requirements, our reputation, business, financial condition, results of operations and cash flows may be adversely affected.*" on page 42.

III. Material approvals in relation to our Material Subsidiaries

a) Sagility LLC

- We are required to have third-party administrator licenses in certain states where we have operations.
- We require pharmacy benefit management licenses in certain states where we have operations.
- We require healthcare utilisation review licenses in certain states where we have operations.

b) Sagility (US) Inc

Nil

c) Sagility US

Nil

d) Sagility Jamaica

- We require annual operating certificates in certain offices where we have operations which is issued by Jamaica Special Economic Zone Authority.

e) Sagility Operations

Nil

f) Sagility Philippines

- We are required to obtain a certificate of registration which is issued by the National Privacy Commission.
- We are required to obtain a certificate of registration which is issued under the National Internal Revenue Code by the Board of Investments

- We are required to obtain a certificate of registration which is issued under the Special Economic Zone Act by the Philippine Economic Zone Authority.
- We are required to obtain a registration which is issued by the Philippine Bureau of Internal Revenue;
- We are required to obtain a registration which is issued by the Department of Labour and Employment;
- We are required to obtain a social security system registration;
- We are required to obtain a Philippine Health Insurance Corporation registration; and
- We are required to obtain a home mutual development fund registration.

g) Sagility Payment

Nil

h) Sagility Provider

Nil

i) Sagility Technologies

Nil

IV. Material approvals applied for but not received

As on the date of this Draft Red Herring Prospectus, except as disclosed below, there are no material approvals of our Company or its Material Subsidiaries that have expired, and for which renewal is to be applied for:

- Our Company has applied for a renewal of our registration cum renewal with the Services Export Promotion Council on May 8, 2024;
- Our Company has applied for a renewal of our registration cum renewal with the Services Export Promotion Council and Export Promotion Council for Export Oriented Units and SEZ Units on May 3, 2024 for our offices in Global Village Tech Parks, Bengaluru and Pritech Park SEZ, Bengaluru;
- Our Subsidiary, Sagility LLC has applied for the renewal of its third party administrator license in the state of New York in the United States; and
- Our Subsidiary, Sagility LLC has applied for the renewal of its utilisation review license in the states of Georgia, South Carolina and North Dakota in the United States.

V. Intellectual Property

In respect of trademarks, the registered trademarks in our name include "Sagility" and the current logo of our Company (sagility) (under classes 35, 36, 42 and 44 of the Trademarks Act, 1999). Further, our Material Subsidiary, Sagility Operations Inc. has made applications in India for 'Sagility Smart Step' which is accepted and advertised, and the applications for 'Sagility Impactability Index' and 'Sagility aging in place' have been objected. Further, our Material Subsidiary, Sagility Operations Inc. has three registered trademarks in the USA and has made four applications for trademarks in the Philippines and seven applications for trademarks in the USA.

For details, see "*Our Business- Intellectual Property*" on page 165. For risks related to our intellectual property, see "*Risk Factors – Any failure to protect our proprietary technologies or information or our intellectual property rights may have an adverse effect on our business, financial condition, and results of operations."* on page 47.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for this Offer

The Offer has been authorised by our Board pursuant to a resolution passed at its meeting held on June 24, 2024. Further, our Board has taken on record the consent of the Promoter Selling Shareholder to participate in the Offer for Sale pursuant to the resolution dated June 25, 2024. Further, this Draft Red Herring Prospectus has been approved by our Board pursuant to its resolution dated June 25, 2024, and by our IPO Committee pursuant to resolution dated June 28, 2024.

The Promoter Selling Shareholder has confirmed and authorised its participation in the Offer for Sale, as set out below:

Sr. No.	Name of the Selling Shareholder	Date of resolution by board or committee of directors	Date of Consent Letter	Aggregate amount of Offer for Sale (up to) (in ₹ million)	Number of Equity Shares proposed to be offered for sale
1.	Sagility B.V.	June 18, 2024	June 25, 2024	[●]	Up to 984,460,377

The Promoter Selling Shareholder confirms that its Offered Shares is eligible to be offered for sale in the Offer in accordance with Regulation 8 and Regulation 8A of the SEBI ICDR Regulations, to the extent applicable as on the date of this Draft Red Herring Prospectus.

In-principle Listing Approvals

Our Company has received in-principle approvals from the BSE and NSE for the listing of the Equity Shares pursuant to letters dated [●] and [●], respectively.

Prohibition by SEBI, RBI or Governmental Authorities

Our Company, our Subsidiaries, our Promoters, our Directors, the members of the Promoter Group, persons in control of our Company are not prohibited from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any jurisdiction or any other authority/court.

Other confirmations

There are no findings or observations from any of the inspections by SEBI or any other regulatory body in relation to our Company which are material and need to be disclosed, or non-disclosure of which may have a bearing on the investment decisions of Bidders, except as disclosed in this Draft Red Herring Prospectus.

There are no conflicts of interest between suppliers of raw materials (to the extent applicable) and third party service providers crucial for the operations of our Company, and Promoters, Promoter Group, Key Managerial Personnel, Directors, Subsidiaries or the Group Company and its directors.

There are no conflicts of interest between lessors of immovable properties crucial for the operations of our Company, and our Company, Promoters, Promoter Group, Key Managerial Personnel, Directors, Subsidiaries or the Group Company and its directors.

There have been no inspections of our Company by SEBI or any other regulatory authority governing the operations of the Company.

Compliance with the Companies (Significant Beneficial Owners) Rules, 2018

Our Company, our Promoters and members of our Promoter Group, severally and not jointly, are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, as amended, to the extent applicable to them in relation to our Company and the Equity Shares, as on the date of this Draft Red Herring Prospectus.

Directors associated with the Securities Market

None of our Directors are associated with the securities market in any manner. There are no outstanding actions initiated by SEBI in the last five years preceding the date of this Draft Red Herring Prospectus against our Directors, except as disclosed below:

Shalini Sarin, Independent Director of our Company, had received a summon dated January 3, 2024, under Section 11(2) and 11C (2), (3) and (5) of the Securities and Exchange Board of India Act, 1992 ("**SEBI Act**") seeking co-operation and certain information in relation to an ongoing investigation involving Linde India Limited. For further details, see "*Outstanding Litigation and Material Developments- Litigation involving our Directors*" on page 262.

Eligibility for the Offer

Our Company is eligible for the Offer in accordance with Regulation 6(2) of the SEBI ICDR Regulations, which states as follows:

"*An issuer not satisfying the condition stipulated in sub-regulation (1) shall be eligible to make an initial public offer only if the issue is made through the book-building process and the issuer undertakes to allot at least seventy five per cent. of the net offer to qualified institutional buyers and to refund the full subscription money if it fails to do so.*"

We are an unlisted company, not satisfying the conditions specified in Regulation 6(1) of the SEBI ICDR Regulations i.e., our Company does not have net tangible assets of ₹ 30,000,000 in terms of our Restated Consolidated Financial Information as at financial years ended March 31, 2024, March 31, 2023 and March 31, 2022 and are, therefore, required to meet the conditions stipulated under Regulation 6(2) of the SEBI ICDR Regulations. We undertake to comply with Regulation 6(2) of the SEBI ICDR Regulations and Allot not less than 75% of the Net Offer to QIBs. In the event we fail to do so, the full application monies shall be refunded to the Bidders, in accordance with the SEBI ICDR Regulations.

Further, in terms of Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Allotees will be not less than 1,000.

Our Company confirms that it is in compliance with the conditions specified in 7(1) of the SEBI ICDR Regulations, to the extent applicable, and will ensure compliance with the conditions specified in Regulation 7(2) of the SEBI ICDR Regulations, to the extent applicable.

The Promoter Selling Shareholder confirms compliance with and will comply with the conditions specified in Regulation 8A of the SEBI ICDR Regulations, to the extent applicable.

Further, our Company confirms that it is not ineligible to undertake the Offer, in terms of Regulation 5 of the SEBI ICDR Regulations, to the extent applicable. The details of compliance with Regulation 5 of the SEBI ICDR Regulations are as follows:

(i) None of our Company, our Promoters, the members of our Promoter Group or our Directors or the Promoter Selling Shareholder are debarred from accessing the capital markets;

(ii) None of our Promoters or the Directors are promoters or directors of companies which are debarred from accessing the capital markets by SEBI;

(iii) None of our Company, our Promoters or our Directors have been categorized as a wilful defaulter or a fraudulent borrower by any bank or financial institution or consortium thereof in accordance with the guidelines on wilful defaulters and fraudulent borrowers issued by the RBI;

(iv) None of our Directors or Promoters have been declared a fugitive economic offender (in accordance with Section 12 of the Fugitive Economic Offenders Act, 2018);

(v) There are no outstanding warrants, options or rights to convert debentures, loans or other instruments

convertible into, or which would entitle any person any option to receive Equity Shares, as on the date of this Draft Red Herring Prospectus;

(vi) Our Company, along with the Registrar to the Company, has entered into tripartite agreements dated May 8, 2024, and April 24, 2024, with NSDL and CDSL, respectively, for dematerialization of the Equity Shares;

(vii) The Equity Shares of our Company held by our Promoters are in dematerialised form; and

(viii) The Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of filing of this Draft Red Herring Prospectus.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THIS DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED TO MEAN THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGERS, BEING ICICI SECURITIES LIMITED, IIFL SECURITIES LIMITED, JEFFERIES INDIA PRIVATE LIMITED AND J.P. MORGAN INDIA PRIVATE LIMITED HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THIS DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT RED HERRING PROSPECTUS, THE PROMOTER SELLING SHAREHOLDER, WILL BE RESPONSIBLE ONLY FOR THE STATEMENTS SPECIFICALLY CONFIRMED OR UNDERTAKEN BY IT IN THIS DRAFT RED HERRING PROSPECTUS IN RELATION TO ITSELF FOR ITS OFFERED SHARES, THE BOOK RUNNING LEAD MANAGERS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY AND THE PROMOTER SELLING SHAREHOLDER DISCHARGE THEIR RESPONSIBILITIES ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGERS HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED SEPTEMBER 13, 2023, IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED.

THE FILING OF THIS DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013, AS AMENDED OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGERS ANY IRREGULARITIES OR LAPSES IN THIS DRAFT RED HERRING PROSPECTUS.

Disclaimer from our Company, our Directors, the Promoter Selling Shareholder and the BRLMs

Our Company, our Directors, the BRLMs accept no responsibility for statements made otherwise than those confirmed in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance. Anyone placing reliance on any other source of information, including our Company's website www.sagilityhealth.com or any websites of our Subsidiaries, Promoters, Promoter Group, any affiliate of our Company, would be doing so at his or her or their own risk.

Unless required by law, the Promoter Selling Shareholder, and where applicable, trustees and their respective

directors, affiliates, associates and officers accept no responsibility for any statements and undertakings, except such statements and undertakings made or confirmed by them in relation to itself and/or its Offered Shares in this Draft Red Herring Prospectus.

The BRLMs accept no responsibility, save to the limited extent as provided in the Offer Agreement and the Underwriting Agreement to be entered into between the Underwriters, the Promoter Selling Shareholder and our Company.

All information, to the extent required in relation to the Offer, shall be made available by our Company and the BRLMs to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at Bidding centres or elsewhere. Investors who Bid in the Offer will be required to confirm and will be deemed to have represented to our Company, BRLMs, the Underwriters and their respective directors, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Promoter Selling Shareholder, Underwriters and their respective directors, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

The BRLMs and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, the Promoter Selling Shareholder and their respective group companies, affiliates or associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company, the Promoter Selling Shareholder and their respective group companies, affiliates or associates or third parties, for which they have received, and may in the future receive, compensation. As used herein, the term 'affiliate' means any person or entity that controls or is controlled by or is under common control with another person or entity.

Disclaimer in respect of Jurisdiction

This Offer is being made in India to persons resident in India (including Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, as amended, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorised to invest in equity shares, domestic Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to permission from RBI), NBFC SIs or trusts under applicable trust law and who are authorised under their respective constitutions to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, multilateral and bilateral development financial institutions, state industrial development corporations, insurance companies registered with IRDAI, provident funds (subject to applicable law) and pension funds registered with the Pension Fund Regulatory and Development Authority, 2013, National Investment Fund, insurance funds set up and managed by army, navy or air force of Union of India, insurance funds set up and managed by the Department of Posts, GoI, NBFC-SIs and permitted Non-Residents including FPIs and Eligible NRIs, AIFs, FVCIs, and other eligible foreign investors, if any, provided that they are eligible under all applicable laws and regulations to purchase the Equity Shares. Any dispute arising out of this Offer will be subject to the jurisdiction of appropriate court(s) at Mumbai.

This Draft Red Herring Prospectus does not constitute an invitation to subscribe to or purchase the Equity Shares in the Offer in any jurisdiction, including India. Invitations to subscribe to or purchase the Equity Shares in the Offer will be made only pursuant to the Red Herring Prospectus if the recipient is in India or the preliminary offering memorandum for the Offer, which comprises the Red Herring Prospectus and the preliminary international wrap for the Offer, if the recipient is outside India except the United States of America. Any person into whose possession the Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Draft Red Herring Prospectus has been filed with SEBI for its observations. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus nor any offer or sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company, our Subsidiaries, our Promoters, members of our Promoter Group from the date hereof or that the information contained herein is correct as of any time subsequent to this date. Bidders are advised to

ensure that any Bid from them does not exceed investment limits or maximum number of Equity Shares that can be held by them under applicable law.

No person outside India is eligible to Bid for Equity Shares in the Offer unless that person has received the preliminary offering memorandum for the Offer, which contains the selling restrictions for the Offer outside India.

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold (i) within the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act and referred to in this Draft Red Herring Prospectus as "U.S. QIBs", for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Draft Red Herring Prospectus as "QIBs") pursuant to Section 4(a) of the U.S. Securities Act, and (ii) outside the United States in offshore transactions in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction except in compliance with the applicable laws of such jurisdiction.

Until the expiry of 40 days after the commencement of the Offer, an offer or sale of Equity Shares within the United States by a dealer (whether or not it is participating in the Offer) may violate the registration requirements of the U.S. Securities Act.

The Equity Shares have not been recommended by any U.S. federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of this Draft Red Herring Prospectus or approved or disapproved the Equity Shares. Any representation to the contrary is a criminal offence in the United States. In making an investment decision, investors must rely on their own examination of our Company and the terms of the Offer, including the merits and risks involved.

Disclaimer Clause of BSE

As required, a copy of this Draft Red Herring Prospectus shall be submitted to the BSE. The disclaimer clause as intimated by BSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus prior to its filing with the RoC.

Disclaimer Clause of NSE

As required, a copy of this Draft Red Herring Prospectus shall be submitted to the NSE. The disclaimer clause as intimated by NSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus prior to its filing with the RoC.

Listing

The Equity Shares issued through the Red Herring Prospectus and the Prospectus are proposed to be listed on the BSE and NSE. Applications will be made to the Stock Exchanges for obtaining permission to deal in and for an official quotation of the Equity Shares to be issued and sold in the Offer. The [●] will be the Designated Stock Exchange with which the Basis of Allotment will be finalised.

If the permissions to deal in, and for an official quotation of, the Equity Shares are not granted by any of the Stock Exchanges mentioned above, our Company will forthwith repay, all monies received from the applicants in pursuance of the Red Herring Prospectus, together with any interest on such monies in accordance with applicable law and the Promoter Selling Shareholder will be liable to reimburse our Company for any such repayment of monies, on its behalf, with respect to their Offered Shares. If such money is not repaid within the prescribed time, then our Company, the Promoter Selling Shareholder and every officer in default shall be liable to repay the money, with interest, as prescribed under applicable law. Any expense incurred by our Company on behalf of the Promoter Selling Shareholder with regard to interest on such refunds will be reimbursed by the Promoter Selling Shareholder in proportion to its Offered Shares. For the avoidance of doubt, subject to applicable law, the

Promoter Selling Shareholder shall not be responsible to pay and/or reimburse any expenses towards refund or any interest thereon for any delay, unless such delay is caused solely by, and is directly attributable to, an act or omission the Promoter Selling Shareholder and in any other case the Company shall take on the responsibility to pay interest. It is clarified that such liability of the Promoter Selling Shareholder shall be limited in proportion to its Offered Shares.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within such time period as may be prescribed under applicable law. The Promoter Selling Shareholder, confirm that they shall provide all required information, support and cooperation to our Company and the BRLMs for the completion of the necessary formalities in relation in this respect. If our Company does not Allot the Equity Shares within such timeline as prescribed by SEBI, all amounts received in the Public Offer Accounts will be transferred to the Refund Account and it shall be utilised to repay, without interest, all monies received from Bidders, failing which interest shall be due to be paid to the Bidders at the rate of 15% per annum for the delayed period, subject to applicable law.

Consents

Consents in writing of the Promoter Selling Shareholder, our Directors, our Company Secretary and Compliance Officer, Legal Counsel to our Company as to Indian law, Banker to our Company, the Book Running Lead Managers, Registrar to the Offer, Independent Chartered Accountant, Everest, in their respective capacities, have been obtained, and such consents have not been withdrawn as of the date of this Draft Red Herring Prospectus. Further, consents in writing of the Syndicate Members, Escrow Collection Bank(s)/Refund Bank(s)/ Public Offer Account/ Sponsor Banks, to act in their respective capacities, will be obtained and filed along with a copy of the Red Herring Prospectus with the RoC as required under the Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of the Red Herring Prospectus for filing with the RoC.

Expert to the Offer

Except as stated herein, our Company has not obtained any expert opinions.

Our Company has received written consent dated June 26, 2024 from the Statutory Auditors namely, B S R & Co. LLP Chartered Accountants, to include their name as required under section 26 (1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of their (i) examination report, dated June 25, 2024 on our Restated Consolidated Financial Information; (ii) their report dated June 26, 2024 on the Statement of Special Tax Benefits available to the Company and its shareholders under the direct and indirect tax laws, in this Draft Red Herring Prospectus, and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term "expert" and the consent thereof shall not be construed to mean an "expert" or consent within the meaning as defined under the U.S. Securities Act.

Our Company has received written consent dated June 26, 2024 from Agarwal Jain & Gupta, Chartered Accountants, holding a valid peer review certificate from ICAI, to include their name in this Draft Red Herring Prospectus as an "expert" as defined under Section 2(38) read with Section 26(5) of the Companies Act, 2013 in respect of their certificates in connection with the Offer issued by them in their capacity as an independent chartered accountant to our Company. The consent has not been withdrawn as of the date of this Draft Red Herring Prospectus. The term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Our Company has received written consent dated June 24, 2024 from Nitish Ranjan, Licensed Certified Public Accountant to include his name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations in this Draft Red Herring Prospectus and as an 'expert' as defined under Section 2(38) of Companies Act, 2013 in respect of the Statement of Special Tax Benefits available to Sagility (US) Holdings Inc and its shareholders under direct and indirect tax laws in this DRHP and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. The consent has not been withdrawn as of the date of this Draft Red Herring Prospectus. The term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Our Company has received written consent dated June 24, 2024 from Ian Walters, Chartered Accountants to include their name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations

in this Draft Red Herring Prospectus as an "expert" as defined under Section 2(38) of Companies Act, 2013 in respect of the Statement of Special Tax Benefits available to Sagility (Jamaica) Limited and its shareholders under direct and indirect tax laws in this DRHP and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. The term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Our Company has received written consent dated June 25, 2024 from Loyens & Loeff N.V., Dutch law firm to include their name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations in this Draft Red Herring Prospectus as an "expert" as defined under Section 2(38) of Companies Act, 2013 in respect of the Statement of Special Tax Benefits available to Sagility Philippines B.V. and its shareholders under direct and indirect tax laws in this DRHP and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. The term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Public or rights issues by our Company during the last five years and performance vis-à-vis objects – our Company

Our Company has not made any public or rights issue during the five years immediately preceding the date of this Draft Red Herring Prospectus.

Commission or brokerage paid on previous issues

Since this is an initial public offer of Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares in the five years preceding the date of this Draft Red Herring Prospectus.

Capital issue by our Company, listed group companies, subsidiaries and associates during the previous three years

As on the date of this draft red herring prospectus, our Company does not have any listed group companies, listed associates and listed Subsidiaries. For details in relation to the capital issuances by our Company in the three years preceding the date of filing the Draft Red Herring Prospectus, see "*Capital Structure – Notes to Capital Structure*" beginning on page 81.

Performance vis-à-vis objects – Last issue of Subsidiaries or Promoters

Our Promoters and Subsidiaries are not listed on any stock exchange.

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Price information of past issues handled by the BRLMs (during the current financial year and the two financial years preceding the current financial year)

1. I-Sec

Price information of past issues handled by I-Sec

Sr. No.	Issue Name	Issue Size (₹ million)	Issue Price (₹)	Listing Date	Opening Price on listing date (₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Jana Small Finance Bank Limited^	5,699.98	414.00	14-Feb-24	396.00	-5.23% [+1.77%]	+50.70% [+1.33%]	NA*
2.	Entero Healthcare Solutions Limited^	16,000.00	1,258.00(1)	16-Feb-24	1,149.50	-19.65% [+0.30%]	-19.84% [+0.77%]	NA*
3.	Juniper Hotels Limited^^	18,000.00	360.00	28-Feb-24	365.00	+43.76% [+1.71%]	+21.22% [+4.47%]	NA*
4.	Popular Vehicles and Services Limited^^	6,015.54	295.00	19-Mar-24	289.20	-15.59% [+1.51%]	-13.67% [+7.55%]	NA*
5.	Bharti Hexacom Limited^	42,750.00	570.00	12-Apr-24	755.20	+58.25% [-2.13%]	NA*	NA*
6.	JNK India Limited^^	6,494.74	415.00	30-Apr-24	621.00	+54.47% [+0.44%]	NA*	NA*
7.	Aadhar Housing Finance Limited^^	30,000.00	315.00(2)	15-May-24	315.00	+25.56% [+5.40%]	NA*	NA*
8.	Go Digit General Insurance Limited^^	26,146.46	272.00	23-May-24	286.00	+22.83% [+2.32%]	NA*	NA*
9.	Awfis Space Solutions Limited^^	5,989.25	383.00(3)	30-May-24	435.00	+34.36% [+6.77%]	NA*	NA*
10.	Stanley Lifestyles Limited^	5,370.24	369.00	28-June-24	499.00	NA*	NA*	NA*

**Data not available*

^BSE as designated stock exchange

^^NSE as designated stock exchange

Notes

1. *Discount of ₹119 per equity share offered to eligible employees. All calculations are based on Issue Price of ₹ 1,258.00 per equity share.*
2. *Discount of ₹ 23 per equity share offered to eligible employees. All calculations are based on Issue Price of ₹ 315.00 per equity share*
3. *Discount of ₹ 36 per equity share offered to eligible employees. All calculations are based on Issue Price of ₹383.00 per equity share*

Summary statement of price information of past public issues handled by I-Sec:

Financial Year	Total no. of IPOs	Total funds raised (₹ million)	Nos. of IPOs trading at discount as on 30th calendar day from listing date			Nos. of IPOs trading at premium as on 30th calendar day from listing date			Nos. of IPOs trading at discount as on 180th calendar day from listing date			Nos. of IPOs trading at premium as on 180th calendar day from listing date		
			Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25 %
2024-2025*	6	1,16,750.69	-	-	-	2	2	1	-	-	-	-	-	-
2023-24	28	2,70,174.98	-	-	8	5	8	7	-	1	2	9	3	5
2022-23	9	2,95,341.82	-	1	3	-	3	2	-	1	1	-	5	2

** The information is as on the date of this Draft Red Herring Prospectus.*

Notes:

1. *Data is sourced either from* www.nseindia.com or www.bseindia.com, as per the designated stock exchange disclosed by the respective Issuer Company.
2. *Similarly, benchmark index considered is "NIFTY 50" where NSE is the* designated stock exchange *and "S&P BSE SENSEX" where BSE is the* designated stock exchange, as disclosed by the respective Issuer Company.
3. *30th, 90th, 180th calendar day from listed day have been taken as listing day plus 29, 89 and 179 calendar days, except wherever 30th, 90th, 180th calendar day is a holiday, in which case we have considered the closing data of the previous trading day*

2. IIFL

Price information of past issues handled by IIFL:

Sr. No.	Issue Name	Issue Size (₹ million)	Issue Price (₹)	Designated Stock Exchange as disclosed in the red herring prospectus filed	Listing Date	Opening Price on Listing Date (₹)	+/- % change in closing price*, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price*, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price*, [+/- % change in closing benchmark]- 180th calendar days from listing
1	Cello World Limited	19,000.00	648.00(1)	NSE	November 6, 2023	829.00	+21.92%,[+7.44%]	+32.99%,[+12.58%]	+40.57%,[+15.78%]
2	Protean eGov Technologies Limited	4,892.02	792.00(2)	BSE	November 13, 2023	792.00	+45.21%,[+7.11%]	+73.18%,[+10.26%]	+45.85%,[+11.91%]
3	ASK Automotive Limited	8,339.13	282.00	NSE	November 15, 2023	303.30	+2.73%,[+7.66%]	+6.29%,[+9.86%]	+5.05%,[+12.10%]
4	DOMS Industries Limited	12,000.00	790.00(3)	BSE	December 20, 2023	1400.00	+80.59%,[+0.97%]	+82.13%,[+3.18%]	+143.28%,[+9.20%]
5	Medi Assist Healthcare Services Limited	11,715.77	418.00	BSE	January 23, 2024	465.00	+22.32%,[+3.20%]	+15.66%,[+3.86%]	N.A.
6	R K Swamy Limited	4,235.60	288.00	BSE	March 12, 2024	252.00	-1.30%,[+1.86%]	-6.70%,[+4.11%]	N.A.

7	Bharti Hexacom Limited	42,750.00	570.00	BSE	April 12, 2024	755.20	+58.25%,[-2.13%]	N.A.	N.A.
8	JNK India Limited	6,494.74	415.00	NSE	April 30, 2024	621.00	+54.47%,[+0.44%]	N.A.	N.A.
9	Go Digit General Insurance Limited	26,146.46	272.00	NSE	May 23, 2024	286.00	+22.83%,[+2.32%]	N.A.	N.A.
10	Awfis Space Solutions Limited	5,989.25	383.00[(4)]	NSE	May 30, 2024	435.00	+34.36%, [+6.77%]	N.A.	N.A.

Source: www.nseindia.com; www.bseindia.com, as applicable

Notes:

1. *A discount of ₹ 61 per equity share was offered to eligible employees bidding in the employee reservation portion.*
2. *A discount of ₹ 75 per equity share was offered to eligible employees bidding in the employee reservation portion.*
3. *A discount of ₹ 75 per equity share was offered to eligible employees bidding in the employee reservation portion.*
4. *A discount of ₹ 36 per equity share was offered to eligible employees bidding in the employee reservation portion.*
5. *Benchmark Index taken as NIFTY 50 or S&P BSE SENSEX, as applicable. Price of the designated stock exchange as disclosed by the respective issuer at the time of the issue has been considered for all of the above calculations. The 30th, 90th and 180th calendar day from listed day have been taken as listing day plus 29, 89 and 179 calendar days, except wherever 30th /90th / 180th calendar day from listing day is a holiday, the closing data of the previous trading day has been considered. % change taken against the Issue Price in case of the Issuer. NA means Not Applicable. The above past price information is only restricted to past 10 initial public offers.*

Summary statement of price information of past public issues handled by IIFL:

Financial Year	Total no. of IPOs	Total funds raised (₹ million)	Nos. of IPOs trading at discount as on 30th calendar day from listing date			Nos. of IPOs trading at premium as on 30th calendar day from listing date			Nos. of IPOs trading at discount as on 180th calendar day from listing date			Nos. of IPOs trading at premium as on 180th calendar day from listing date		
			Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2024-2025*	4	81,380.45	-	-	-	2	1	1	-	-	-	-	-	-
2023-24	15	154,777.80	-	-	4	3	4	4	-	-	-	5	3	5
2022-23	12	1,06,650.92	-	-	4	-	4	4	-	-	3	1	4	4

Source: www.nseindia.com; www.bseindia.com, as applicable

Note: Data for number of IPOs trading at premium/discount taken at closing price of the designated stock exchange as disclosed by the respective issuer at the time of the issue has been considered on the respective date. In case any of the days falls on a non-trading day, the closing price on the previous trading day has been considered.
NA means Not Applicable.

3. Jefferies

Price information of past issues handled by Jefferies:

Sr. No.	Issue Name	Issue Size (₹ million)	Issue Price (₹)	Listing Date	Opening Price on listing date (₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	TBO Tek Limited	15,508.09	920.00	May 15, 2024	1,426.00	+69.94% [+5.40%]	NA	NA
2.	Entero Healthcare Limited	16,000.00	1,258.00^	February 16, 2024	1,149.50	-19.65% [-0.08%]	-19.84% [+0.73%]	NA
3.	Concord Biotech Limited	15,505.21	741.00*	August 18, 2023	900.05	+36.82% [+4.57%]	+83.91% [+1.89%]	+88.78% [+12.60%]
4.	Mankind Pharma Limited	43,263.55	1,080.00	May 9, 2023	1,300.00	+37.61% [+2.52%]	+74.13% [+6.85%]	+64.36% [+5.28%]
5.	KFin Technologies	15,000.00	366.00	December 29, 2022	367.00	-13.55% [-3.22%]	-24.56% [-6.81%]	-4.48% [+2.75%]
6.	Global Health Limited	22.055.70	336.00	November 16, 2022	401.00	+33.23% [-0.03%]	+35.94% [-3.47%]	+61.67% [-0.52%]

***Source**: www.nseindia.com*

Notes:

1. *^ - A Discount of ₹ 119 per equity was offered to eligible employees bidding in the employee reservation portion.*
2. ** - A Discount of ₹ 70 per equity was offered to eligible employees bidding in the employee reservation portion.*
3. *The S&P CNX NIFTY is considered as the Benchmark Index.*
4. *Price on NSE or BSE is considered for all of the above calculations as per the Designated Stock Exchange disclosed by the respective Issuer at the time of the issue, as applicable.*
5. *In the event any day falls on a holiday, the price/index of the immediately preceding working day has been considered.*
6. *Not Applicable – Period not completed.*

Summary statement of price information of past public issues handled by Jefferies:

Financial Year	Total no. of IPOs	Total funds raised (₹ million)	Nos. of IPOs trading at discount as on 30th calendar day from listing date			Nos. of IPOs trading at premium as on 30th calendar day from listing date			Nos. of IPOs trading at discount as on 180th calendar day from listing date			Nos. of IPOs trading at premium as on 180th calendar day from listing date		
			Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2024-2025*	1	15,508.09	-	-	-	-	1	-	-	-	-	-	-	-
2023-24	3	74,768.76	-	-	1	-	2	-	-	-	-	2	-	-
2022-23	2	37.055.70	-	-	1	-	1	-	-	-	1	1	-	-

** The information is as on the date of this Draft Red Herring Prospectus.*

The information for each of the financial years is based on issues listed during such financial year.

4. J.P. Morgan

Price information of past issues handled by J.P. Morgan:

Sr. No.	Issue Name	Issue Size (₹ million)	Issue Price (₹)	Listing Date	Opening Price on listing date (₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Indegene Ltd. [(b)]	18,417.59	452[1]	May 13, 2024	655.00	+24.3%, [+5.3%]	NA	NA
2.	Honasa Consumer Ltd.[(b)]	17,014.40	324	November 07, 2023	330.00	+17.6%, [+7.9%]	+34.8%, [+12.6%]	+29.7%. [+15.8%]
3.	Blue Jet Healthcare Ltd.[(b)]	8,402.67	346	November 01, 2023	380.00	+4.1%. [+6.0%]	+10.1%, [+14.5%]	+11.2%, [+18.1%]
4.	TVS Supply Chain Solutions Ltd.[(b)]	8,800.00	197	August 23, 2023	207.05	+8.7%, [+1.5%]	+6.6%, [+1.3%]	(7.5%), [+13.4%]
5.	Mankind Pharma Ltd[(b)]	43,263.55	1,080	May 09, 2023	1,300.00	+37.6%, [+2.5%]	+74.1%, [+6.8%]	+64.4%, [+5.3%]
6.	KFin Technologies Ltd[(b)]	15,000.00	366	December 29, 2022	367.00	(13.6%), [-3.2%]	(24.6%), [-6.8%]	(4.5%), [+2.5%]
7.	Life Insurance Corporation of India[(a)]	205,572.31	949[2]	May 17, 2022	867.20	(27.2%), [-3.3%]	(28.1%), [+9.5%]	(33.8%), [+13.8%]
8.	Rainbow Children's Medicare[(b)]	15,808.49	542[3]	May 10, 2022	510.00	(13.8%), [+0.7%]	(12.8%) , [+7.1%]	+49.2%, [+11.6%]

Source: SEBI, Source: www.nseindia.com

1. Price on the designated stock exchange is considered for all of the above calculation for individual stocks.

[(a)] BSE as the designated stock exchange; [(b)]NSE as the designated stock exchange

2. In case 30th/90th/180th day is not a trading day, closing price on the stock exchange of the previous trading day has been considered.

3. Closing price of 30th, 90th, 180th calendar day from listing day has been taken as listing day plus 29, 89 and 179 calendar days respectively

4. Pricing performance is calculated based on the Issue price.

5. Variation in the offer price for certain category of investors are:

[1] Discount of ₹30.0 per equity share offered to eligible employee bidders. All calculation are based on Issue price of ₹452 per equity share

[2] Discount of ₹45.0 per equity share offered to individual retail bidders and eligible employee(s); with discount of INR 60.0 per equity share offered to policyholder bidders respectively. All calculation are based on Issue price of ₹949 per equity share

[3] Discount of ₹20.0 per equity share offered to eligible employee bidders. All calculation are based on Issue price of ₹542 per equity share

6. Pricing Performance for the benchmark index is calculated as per the close on the day of the listing date

7. Benchmark index considered is NIFTY 50/S&P BSE Sensex basis designated stock exchange for each issue

8. Issue size as per the basis of allotment

Summary statement of price information of past public issues handled by J.P. Morgan:

Financial Year	Total no. of IPOs	Total funds raised (₹ million)	Nos. of IPOs trading at discount as on 30th calendar day from listing date			Nos. of IPOs trading at premium as on 30th calendar day from listing date			Nos. of IPOs trading at discount as on 180th calendar day from listing date			Nos. of IPOs trading at premium as on 180th calendar day from listing date		
			Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25 %
2024-2025*	1	18,418	NA	NA	NA	NA	NA	1	NA	NA	NA	NA	NA	NA
2023-24	4	77,481	NA	NA	NA	NA	1	3	NA	NA	1	1	1	1
2022-23	3	236,381	NA	1	2	NA	NA	NA	NA	1	1	NA	1	NA

Note: In the event that any day falls on a holiday, the price/ index of the previous trading day has been considered. The information for each of the financial years is based on issues listed during such financial year.

Track record of past issues handled by the BRLMs

For details regarding the track record of the BRLMs, as specified in circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, please see the websites of the BRLMs, as set forth in the table below:

Sr. No	Name of the BRLM	Website
1.	ICICI Securities Limited	http://www.icicisecurities.com/
2.	IIFL Securities Limited	https://www.iiflcap.com/
3.	Jefferies India Private Limited	https://www.jefferies.com/
4.	J.P. Morgan India Private Limited	https://www.jpmipl.com/

Stock Market Data of Equity Shares

This being an initial public offer of our Company, the Equity Shares are not listed on any stock exchange and accordingly, no stock market data is available for the Equity Shares.

Mechanism for Redressal of Investor Grievances

The agreement between the Registrar to the Offer, our Company and the Promoter Selling Shareholder provides for retention of records with the Registrar to the Offer for a period of at least eight years from the last date of dispatch of the letters of allotment and demat credit to enable the investors to approach the Registrar to the Offer for redressal of their grievances.

All grievances in relation to the Bidding process may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary to whom the Bid cum Application Form was submitted. The Bidder should give full details such as name of the sole or First Bidder, Bid cum Application Form number, Bidder DP ID, Client ID, UPI ID, PAN, date of the submission of Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder. Anchor Investors are required to address all grievances in relation to the Offer to the BRLMs. Further, the Bidder shall also enclose a copy of the Acknowledgment Slip duly received from the concerned Designated Intermediary in addition to the information mentioned hereinabove.

For offer related grievance investors may contact Book Running Lead Managers, details of whom are given in "*General Information*" on page 71.

The Registrar to the Offer shall obtain the required information from the SCSBs and Sponsor Banks for addressing any clarifications or grievances of ASBA Bidders.

Our Company, the BRLMs and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with their obligations under applicable SEBI ICDR Regulations.

Investors can contact the Company Secretary and Compliance Officer or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non-credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode.

In terms of SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and the SEBI circular bearing number SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2022/51 April 20, 2022, and subject to any applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. Further, the investors shall be compensated by the SCSBs in accordance with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 in the events of delayed unblock for cancelled/ withdrawn/ deleted applications, blocking of multiple amounts for the same UPI

application, blocking of more amount than the application amount, delayed unblocking of amounts for non-allotted/partially-allotted applications, for the stipulated period. In an event there is a delay in redressal of the investor grievance in relation to unblocking of amounts, the Book Running Lead Managers shall compensate the investors at the rate higher of ₹ 100 or 15% per annum of the application amount for the period of such delay.

The following compensation mechanism has become applicable for investor grievances in relation to Bids made through the UPI Mechanism for public issues opening on or after May 1, 2021, for which the relevant SCSBs shall be liable to compensate the investor:

Scenario	Compensation amount	Compensation period
Delayed unblock for cancelled / withdrawn / deleted applications	₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher	From the date on which the request for cancellation / withdrawal / deletion is placed on the bidding platform of the Stock Exchanges till the date of actual unblock
Blocking of multiple amounts for the same Bid made through the UPI Mechanism	1. Instantly revoke the blocked funds other than the original application amount and 2. ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original Bid Amount, whichever is higher	From the date on which multiple amounts were blocked till the date of actual unblock
Blocking more amount than the Bid Amount	1. Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount and 2. ₹ 100 per day or 15% per annum of the difference amount, whichever is higher	From the date on which the funds to the excess of the Bid Amount were blocked till the date of actual unblock
Delayed unblock for non – Allotted / partially Allotted applications	₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher	From the Working Day subsequent to the finalisation of the Basis of Allotment till the date of actual unblock

Our Company, the Promoter Selling Shareholder and the Book Running Lead Managers and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under applicable SEBI ICDR Regulations. In terms of SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2018/22, dated February 15, 2018, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days.

For helpline details of the Book Running Lead Managers pursuant to the SEBI circular bearing number SEBI/HO/CFD/DIL-2/OW/P/2021/2481/1/M dated March 16, 2021, see "*General Information – Book Running Lead Managers*" on page 73.

Further, the Bidder shall also enclose a copy of the Acknowledgment Slip duly received from the concerned Designated Intermediary in addition to the information mentioned hereinabove.

All grievances relating to Bids submitted with Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Offer. The Registrar to the Offer shall obtain the required information from the SCSBs and Sponsor Banks for addressing any clarifications or grievances of ASBA Bidders. Our Company, the Promoter Selling Shareholder, the Book Running Lead Managers and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under the SEBI ICDR Regulations. Bidders can contact our Company Secretary and Compliance officer or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode.

Disposal of Investor Grievances by our Company

Our Company estimates that the average time required by our Company or the Registrar to the Offer or the relevant Designated Intermediary, for the redressal of routine investor grievances shall be 10 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are

involved, our Company will seek to redress these complaints as expeditiously as possible.

The Company shall obtain authentication on the SCORES and comply with the SEBI circular no. CIR/OIAE/1/2013 dated April 17, 2013, SEBI circular bearing number CIR/OIAE/1/2014 dated December 18, 2014, SEBI circular no. SEBI/HO/OIAE/IGRD/CIR/P/2019/86 dated August 2, 2019, and SEBI circular bearing number SEBI/HO/OIAE/IGRD/CIR/P/2021/642 dated October 14, 2021, and any amendment thereto in relation to redressal of investor grievances through SCORES.

Our Company has constituted a Stakeholders' Relationship Committee which is responsible for redressal of grievances of security holders of our Company. For details, see "*Our Management*" on page 190.

Our Company has appointed SatishKumar Sakharayapattana Seetharamaiah as our Company Secretary and Compliance Officer for the Company who may be contacted in case of any pre-Offer or post-Offer related grievances. His contact details are as follows:

SatishKumar Sakharayapattana Seetharamaiah
Company Secretary and Compliance Officer
E-mail: investorservice@sagilityhealth.com
Tel.: +91- 80-7125 1500

Our Company has not received any investor complaint during the three years preceding the date of this Draft Red Herring Prospectus. Further, no investor complaint in relation to our Company is pending as on the date of this Draft Red Herring Prospectus.

Exemption from complying with any provisions of SEBI ICDR Regulations

Our Company has not made any application under Regulation 300(2) of the SEBI ICDR Regulations for seeking exemption from strict compliance with any provisions of securities laws, as on the date of this Draft Red Herring Prospectus.

Other confirmations

No person connected with the Offer shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any person for making an application in the Offer, except for fees or commission for services rendered in relation to the Offer.

SECTION VII – OFFER INFORMATION

TERMS OF THE OFFER

The Equity Shares being issued, offered and Allotted and transferred pursuant to the Offer shall be subject to the provisions of the Companies Act, SEBI ICDR Regulations, SCRA, SCRR, the MoA, AoA, SEBI Listing Regulations, the terms of this Draft Red Herring Prospectus, the Red Herring Prospectus, the Prospectus, the abridged prospectus, Bid cum Application Form, the Revision Form, the CAN/Allotment Advice and other terms and conditions as may be incorporated in other documents/certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchanges, the RBI, RoC and/or other authorities, as in force on the date of the Offer and to the extent applicable or such other conditions as may be prescribed by the SEBI, the Government of India, the Stock Exchanges, the RoC and/or any other authorities while granting its approval for the Offer.

The Offer

The Offer consists of an Offer for Sale by the Promoter Selling Shareholder. Expenses for the Offer shall be borne by the Promoter Selling Shareholder in the manner specified in "*Objects of the Offer*" on page 93.

Ranking of the Equity Shares

The Equity Shares being offered/Allotted and transferred pursuant to the Offer shall be subject to the provisions of the Companies Act, SEBI ICDR Regulations, SEBI Listing Regulations, SCRA, SCRR, our Memorandum of Association and Articles of Association and shall rank *pari passu* in all respects with the existing Equity Shares including in respect of the right to receive dividend, voting and other corporate benefits. For further details, see "*Main Provisions of Articles of Association*" beginning on page 320.

Mode of Payment of Dividend

Our Company shall pay dividends, if declared, to the Shareholders in accordance with the provisions of the Companies Act, the Memorandum and Articles of Association and provisions of the SEBI Listing Regulations and any other guidelines or directions which may be issued by the Government in this regard. Dividends, if any, declared by our Company after the date of Allotment (pursuant to the transfer of Equity Shares from the Offer for Sale), will be payable to the Bidders who have been Allotted Equity Shares in the Offer, for the entire year, in accordance with applicable laws. For further details, in relation to dividends, see "*Dividend Policy*" and "*Main Provisions of Articles of Association*" beginning on pages 217 and 320, respectively.

Face Value, Offer Price, Floor Price and Price Band

The face value of each Equity Share is ₹ 10 each and the Offer Price at the lower end of the Price Band is ₹[●] per Equity Share and at the higher end of the Price Band is ₹[●] per Equity Share. The Anchor Investor Offer Price is ₹[●] per Equity Share. The Offer Price, Price Band and the minimum Bid Lot size for the Offer will be decided by our Company in consultation with the BRLMs, and advertised in all editions of the English national daily newspaper [●], all editions of the Hindi national daily newspaper [●] and [●] editions of [●], a Kannada daily newspaper (Kannada being the regional language of Karnataka, where our Registered Office is located) at least two Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading the same on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available on the respective websites of the Stock Exchanges. The Cap Price shall be at least 105% of the Floor Price. At any given point of time, there shall be only one denomination for the Equity Shares. There are no outstanding equity shares of the Company having superior voting rights compared to the Equity Shares.

Compliance with disclosure and accounting norms

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, our equity

Shareholders shall have the following rights:

1. Right to receive dividends, if declared;
2. Right to attend general meetings and exercise voting rights, unless prohibited by law;
3. Right to vote on a poll either in person or by proxy, in accordance with the provisions of the Companies Act;
4. Right to receive offers for rights shares and be allotted bonus shares, if announced;
5. Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
6. Right of free transferability, subject to applicable laws including any RBI rules and regulations; and
7. Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the SEBI Listing Regulations and the Articles of Association of our Company.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation/splitting, see "*Main Provisions of Articles of Association*" beginning on page 320.

Allotment only in dematerialised form

Pursuant to Section 29 of the Companies Act, 2013 the Equity Shares shall be Allotted only in dematerialised form. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form on the Stock Exchanges. In this context, our Company has entered into the following agreements with the respective Depositories and Registrar to the Offer:

- Tripartite agreement dated May 8, 2024, amongst our Company, NSDL and Registrar to the Offer.

- Tripartite agreement dated April 24, 2024, amongst our Company, CDSL and Registrar to the Offer.

Market Lot and Trading Lot

Since trading of the Equity Shares is in dematerialised form, the tradable lot is one Equity Share. Allotment of Equity Shares will be only in electronic form in multiples of [●] Equity Shares, subject to a minimum Allotment of [●] Equity Shares to QIBs and RIBs. For NIBs allotment shall not be less than the minimum non-Institutional application size. For further details, see "*Offer Procedure*" beginning on page 297.

Jurisdiction

The courts of Mumbai, India will have exclusive jurisdiction in relation to this Offer.

Joint Holders

Subject to the provisions of the Articles of Association, where two or more persons are registered as the holders of the Equity Shares, they will be deemed to hold such Equity Shares as joint tenants with benefits of survivorship.

Nomination facility to investors

In accordance with Section 72 of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014, the sole Bidder, or the first Bidder along with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale/transfer/alienation of Equity Share(s) by the person nominating. A nomination may be cancelled or varied by nominating any other person in place of the present nominee by the holder of the Equity Shares who has made the nomination by giving a notice of such cancellation. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

a) to register himself or herself as the holder of the Equity Shares; or

b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Offer will be made only in dematerialized mode, there is no need to make a separate nomination with our Company. Nominations registered with respective Depository Participant of the Bidder would prevail. If the Bidder wants to change the nomination, they are requested to inform their respective Depository Participant.

Bid/Offer Programme

BID/ OFFER OPENS ON*	**[●]**
BID/ OFFER CLOSES ON**	**[●]**(1)

**Our Company in consultation with the BRLMs, may consider participation by Anchor Investors. The Anchor Investor Bid/ Offer Period shall be one Working Day prior to the Bid/ Offer Opening Date in accordance with the SEBI ICDR Regulations.*

***Our Company in consultation with the BRLMs may consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.*

(1)UPI mandate end time and date shall be at 5:00 p.m. on the Bid/Offer Closing Date, i.e., on [●].

An indicative timetable in respect of the Offer is set out below:

Event	Indicative Date
Bid/Offer Closing Date	[●]
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about [●]
Initiation of refunds (if any, for Anchor Investors) / unblocking of funds from ASBA Account*	On or about [●]
Credit of the Equity Shares to dematerialised accounts of Allottees	On or about [●]
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about [●]

** In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date for cancelled / withdrawn / deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate ₹100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Bids, exceeding two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding two Working Days from the Bid/Offer Closing Date by the SCSB responsible for causing such delay in unblocking. The Book Running Lead Managers shall, in its sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The Book Running Lead Managers shall be liable for compensating the Bidder at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date of receipt of the investor grievance until the date on which the blocked amounts are unblocked. The Bidder shall be compensated in the manner specified in the SEBI circular dated March 16, 2021, as amended pursuant to SEBI circulars dated June 2, 2021, April 20, 2022 and August 9, 2023 and master circular dated June 21, 2023, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of our Company with the SCSBs, to the extent applicable.*

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with the UPI Circulars.

The above timetable, other than the Bid/Offer Closing Date, is indicative and does not constitute any obligation or liability on our Company, our Promoter Selling Shareholder or the BRLMs.

In terms of the UPI Circulars, in relation to the Offer, the BRLMs will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within the time prescribed under applicable law, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

Any circulars or notifications from SEBI after the date of this Draft Red Herring Prospectus may result in changes to the listing timelines. Further, the Offer procedure is subject to change basis any revised SEBI circulars to this effect.

Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within the time prescribed under applicable law, the timetable may be extended due to various factors, such as extension of the Bid/Offer Period by our Company in consultation with the BRLMs, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchanges. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws. The Promoter Selling Shareholder confirms that it shall provide all required information, support and cooperation as may be required by our Company and the BRLMs for completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within the time period as may be prescribed by SEBI.

Submission of Bids (other than Bids from Anchor Investors):

Bid/Offer Period (except the Bid/Offer Closing Date)	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time ("**IST**")
Bid/Offer Closing Date*	
Submission of Electronic Applications (Online ASBA through 3-in-1 accounts)	Only between 10.00 a.m. and up to 5.00 p.m. IST
Submission of Electronic Applications (Bank ASBA through Online channels like Internet Banking, Mobile Banking and Syndicate UPI ASBA applications where Bid Amount is up to ₹500,000)	Only between 10.00 a.m. and up to 4.00 p.m. IST
Submission of Electronic Applications (Syndicate Non-Retail, Non-Individual Applications)	Only between 10.00 a.m. and up to 3.00 p.m. IST
Submission of Physical Applications (Bank ASBA)	Only between 10.00 a.m. and up to 1.00 p.m. IST
Submission of Physical Applications (Syndicate Non-Retail, Non-Individual Applications of QIBs and NIIs where Bid Amount is more than ₹500,000	Only between 10.00 a.m. and up to 12.00 p.m. IST
Modification of Bids	
Modification of Bids by QIBs and Non-Institutional Bidders categories and modification/cancellation of Bids by Retail Individual Bidders and Eligible Employees Bidding in the Employee Reservation Portion #	Only between 10.00 a.m. and up to 5.00 p.m. IST

** UPI mandate end time and date shall be at 5:00 p.m. on the Bid/Offer Closing Date.*
 # QIBs and Non-Institutional Bidders can neither revise their Bids downwards nor cancel/withdraw their Bids.

On the Bid/ Offer Closing Date:

(i) In case of Bids by QIBs and Non-Institutional Bidders, the Bids and the upward revisions in Bids shall be accepted only until 4:00 p.m. IST, and

(ii) In case of Bids by RIBs and Eligible Employees bidding in the Employee Reservation Portion, the Bids and the revisions in Bids shall be accepted only until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges.

On Bid/Offer Closing Date, extension of time may be granted by Stock Exchanges only for uploading Bids received by Retail Individual Bidders and Eligible Employees Bidding under the Employee Reservation Portion, after taking into account the total number of Bids received and as reported by the BRLMs to the Stock Exchanges.

The Registrar to the Offer shall submit the details of cancelled/ withdrawn/ deleted applications to the SCSBs on daily basis within 60 minutes of the Bid closure time from the Bid/ Offer Opening Date till the Bid/ Offer Closing Date by obtaining the same from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the Book Running Lead Managers and the RTA on a daily basis, as per the format prescribed in SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.

To avoid duplication, the facility of re-initiation provided to Syndicate Members shall preferably be allowed only once per bid/batch and as deemed fit by the Stock Exchanges, after closure of the time for uploading Bids.

It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

Due to limitation of time available for uploading the Bids on the Bid/Offer Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/Offer Closing Date and in any case no later than 1:00 p.m. IST on the Bid/ Offer Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/Offer Closing Date, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under this Offer. Bids will be accepted only during Working Days.

Investors may please note that as per letter no. List/SMD/SM/2006 dated July 3, 2006 and letter no. NSE/IPO/25101-6 dated July 6, 2006 issued by BSE and NSE respectively, Bids and any revision in Bids shall not be accepted on Saturdays, Sundays and public holidays as declared by the Stock Exchanges. Bids by ASBA Bidders shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchanges. None among our Company and the Promoter Selling Shareholder or any member of the Syndicate is liable for any failure in (i) uploading the Bids due to faults in any software/ hardware system or otherwise; and (ii) the blocking of Bid Amount in the ASBA Account on receipt of instructions from the Sponsor Banks on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

In case of any discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid cum Application Form, for a particular Bidder, the details as per the Bid file received from the Stock Exchanges shall be taken as the final data for the purpose of Allotment.

Our Company in consultation with the BRLMs reserve the right to revise the Price Band during the Bid/Offer Period. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly, but the Floor Price shall not be less than the face value of the Equity Shares. In all circumstances, the Cap Price shall be at least 105% of the Floor Price and less than or equal to 120% of the Floor Price.

In case of revision in the Price Band, the Bid/Offer Period shall be extended for at least three additional Working Days after such revision, subject to the Bid/Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company in consultation with the BRLMs, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of one Working Day, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in Price Band, and the revised Bid/Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a press release and also by indicating the change on the terminals of the Syndicate Members and by intimation to the intimation to SCSBs, other Designated Intermediaries and the Sponsor Bank(s), as applicable.

In case of discrepancy in data entered in the electronic book vis-vis data contained in the Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges shall be taken as the final data for the purpose of Allotment.

Minimum Subscription

As this is an offer for sale by the Promoter Selling Shareholder, the requirement of minimum subscription of 90% of the Offer under the SEBI ICDR Regulations is not applicable to this Offer, However, if our Company does not receive the minimum subscription in the Offer as specified under Rule 19(2)(b) of the SCRR), including through devolvement of Underwriters, as applicable, within 60 days from the date of Bid/ Offer Closing Date on the date of closure of the Offer or; withdrawal of applications; or after technical rejections; or if the listing or trading permission is not obtained from the Stock Exchanges for the Equity Shares so offered under the offer document, our Company and the Promoter Selling Shareholder, to the extent applicable, shall forthwith refund the entire subscription amount received in accordance with applicable law including the master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023. If there is a delay beyond four days after our Company becomes liable to pay the amount, our Company and our Directors, who are officers in default, shall pay interest at the rate of 15% per annum.

The Promoter Selling Shareholder shall reimburse any expenses and interest incurred by our Company on behalf of it for any delays in making refunds as required under the Companies Act and any other applicable law, provided

that the Promoter Selling Shareholder shall not be responsible or liable for payment and/ or reimbursement of such expenses towards refund or interest thereon for any delay, unless such delay has been caused by any act or omission solely and directly attributable to the Promoter Selling Shareholder and in any other case the Company shall take on the responsibility to pay interest. It is clarified that such liability of the Promoter Selling Shareholder shall be limited to the extent of its Offered Shares.

Undersubscription, if any, in any category except the QIB portion, would be met with spill-over from the other categories at the discretion of our Company in consultation with the Book Running Lead Managers, and the Designated Stock Exchange

Further, in terms of Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Bidders to whom the Equity Shares will be Allotted will be not less than 1,000 failing which the entire application money shall be unblocked in the respective ASBA Accounts of the Bidders. In case of delay, if any, in unblocking the ASBA Accounts within such timeline as prescribed under applicable laws, our Company shall be liable to pay interest on the application money in accordance with applicable laws.

Arrangements for Disposal of Odd Lots

There are no arrangements for disposal of odd lots since our Equity Shares will be traded in dematerialised form only and market lot for our Equity Shares will be one Equity Share.

New Financial Instruments

Our Company is not issuing any new financial instruments through this Offer.

Restrictions, if any on Transfer and Transmission of Equity Shares

Except for lock-in of the pre-Offer capital of our Company, lock-in of the Promoters' minimum contribution under the SEBI ICDR Regulations and the Anchor Investor lock-in as provided in "*Capital Structure*" on page 81 and except as provided under the Articles of Association, there are no restrictions on transfer of the Equity Shares. Further, there are no restrictions on transmission of any shares of our Company and on their consolidation or splitting, except as provided in the Articles of Association. For details, see "*Main Provisions of Articles of Association"* beginning on page 320.

Withdrawal of the Offer

Our Company and the Promoter Selling Shareholder, in consultation with the BRLMs, reserve the right not to proceed with the Offer for Sale, in whole or in part thereof, to the extent of the Offered Shares, after the Bid/ Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Offer advertisements were published, within two days of the Bid/ Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer and inform the Stock Exchanges promptly on which the Equity Shares are proposed to be listed. The BRLMs, through the Registrar to the Offer, shall notify the SCSBs and the Sponsor Bank, in case of the UPI Bidders using the UPI Mechanism, to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification and also inform the Bankers to the Offer to process refunds to the Anchor Investors, as the case may be. The notice of withdrawal will be issued in the same newspapers where the pre-Offer advertisements have appeared and the Stock Exchanges will also be informed promptly.

If our Company withdraws the Offer at any stage and thereafter determines that it will proceed with an issue of the Equity Shares, our Company shall file a fresh draft red herring prospectus with SEBI. Notwithstanding the foregoing, this Offer is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment; and (ii) the filing of the Prospectus with the RoC.

OFFER STRUCTURE

The Offer is of up to 984,460,377 Equity Shares of face value of ₹ 10 each for cash at a price of ₹ [●] per Equity Share (including a share premium of ₹ [●] per Equity Share) aggregating up to ₹ [●] million (the "**Offer**"). The Offer comprises of an Offer for Sale of up to 984,460,377 Equity Shares of face value of ₹ 10 each aggregating up to ₹ [●] million.

The Offer comprises of a Net Offer of up to [●] Equity Shares and Employee Reservation Portion of up to [●]* Equity Shares. The Employee Reservation Portion shall not exceed 5% of our post-Offer paid-up Equity Share capital. The Offer and the Net Offer shall constitute [●]% and [●]%, respectively of the post-Offer paid-up Equity Share capital of our Company.

The Offer is being made through the Book Building Process.

The face value of the Equity Shares is ₹ 10 each.

Particulars	Eligible Employees	QIBs(1)	Non-Institutional Bidders	Retail Individual Bidders
Number of Equity Shares available for Allotment/ allocation*(2)	Up to [●] Equity Shares of face value of ₹ 10 each	Not less than [●] Equity Shares of face value of ₹ 10 each	Not more than [●] Equity Shares of face value of ₹ 10 each available for allocation or Offer less allocation to QIB Bidders and Retail Individual Bidders	Not more than [●] Equity Shares of face value of ₹ 10 each available for allocation or Offer less allocation to QIB Bidders and Non-Institutional Bidders
Percentage of Offer Size available for Allotment/ allocation	The Employee Reservation Portion shall constitute up to [●]% of the Offer size	Not less than 75% of the Net Offer size shall be Allotted to QIBs. However, up to 5% of the Net QIB Portion (excluding Anchor Investor Portion) will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining Net QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be available for allocation to QIBs	Not more than 15% of the Net Offer or the Offer less allocation to QIBs and Retail Individual Bidders will be available for allocation	Not more than 10% of the Net Offer or Offer less allocation to QIBs and Non-Institutional Bidders will be available for allocation
Basis of Allotment/ allocation if respective category is oversubscribed*	Proportionate#; unless the Employee Reservation Portion is undersubscribed, the value of allocation to an Eligible Employee shall not exceed ₹0.20 million. In the event of undersubscription in the Employee Reservation Portion, the unsubscribed portion may be allocated, on a proportionate basis, to Eligible Employees for a value exceeding ₹0.20	Proportionate as follows (excluding the Anchor Investor Portion): Up to [●] Equity Shares of face value of ₹ 10 each shall be available for allocation on a proportionate basis to Mutual Funds only; and [●] Equity Shares of face value of ₹ 10 each shall be Allotted on a proportionate basis to all QIBs, including	One third of the portion available to Non-Institutional Bidders shall be reserved for applicants with application size of more than ₹ 0.20 million and up to ₹ 1.00 million. Two thirds of portion available to Non-Institutional Bidders shall be reserved for applicants with application size more than ₹ 1.00 million.	The allotment to each Retail Individual Bidder shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares if any, shall be allotted on a proportionate basis. For details, see "*Offer Procedure*"

Particulars	Eligible Employees	QIBs[(1)]	Non-Institutional Bidders	Retail Individual Bidders
	million, subject to total Allotment to an Eligible Employee not exceeding ₹0.50 million	Mutual Funds receiving allocation as per (a) above Up to 60% of the QIB Portion Equity Shares may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to domestic Mutual Funds only, subject to valid Bid received from domestic Mutual Funds at or above the Anchor Investor Allocation Price	Provided that the unsubscribed portion in either of these two sub-categories of Non-Institutional Portion may be allocated to the Bidders in the other sub-category of Non-Institutional Portion in accordance with SEBI ICDR Regulations. Allotment of Equity Shares to Non-Institutional Investor shall not be less than ₹ 0.20 million, and any balance Equity Shares, if any, shall be allotted on a proportionate basis.	beginning on page 297.
Minimum Bid	[●] Equity Shares of face value of ₹ 10 each and in multiples of [●] Equity Shares thereafter	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount exceeds ₹0.20 million	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount exceeds ₹0.20 million	[●] Equity Shares of face value of ₹ 10 each
Maximum Bid	Such number of Equity Shares in multiples of [●] Equity Shares, so that the maximum Bid Amount by each Eligible Employee in Eligible Employee Portion does not exceed ₹0.50 million (net of Employee Discount, if any)	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid does not exceed the size of the Net Offer, subject to applicable limits, applicable to each Bidder	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid does not exceed the size of the Net Offer, (excluding the QIB Portion), subject to applicable limits, applicable to each Bidder	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹0.20 million
Who can apply[(3)]	Eligible Employees (such that the Bid Amount does not exceed ₹ 0.50 million) (net of Employee Discount, if any)	Public financial institutions as specified in Section 2(72) of the Companies Act, scheduled commercial banks, Mutual Funds, FPIs (other than individuals, corporate bodies and family offices), VCFs, AIFs, FVCIs registered with SEBI, multilateral and bilateral development financial institutions, state industrial development corporation, insurance companies registered with IRDAI, provident funds (subject to applicable law) with minimum corpus of ₹250 million, pension funds with minimum corpus of ₹250 million, registered with the Pension Fund	Resident Indian individuals, Eligible NRIs, HUFs (in the name of the karta), companies, corporate bodies, scientific institutions societies and trusts, and FPIs who are individuals, corporate bodies and family offices and registered with SEBI	Resident Indian individuals, Eligible NRIs and HUFs (in the name of the karta)

Particulars	Eligible Employees	QIBs[(1)]	Non-Institutional Bidders	Retail Individual Bidders
		Regulatory and Development Authority established under subsection (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013, National Investment Fund set up by the GoI through resolution F. No.2/3/2005-DDII dated November 23, 2005, the insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and Systemically Important NBFCs in accordance with applicable laws.		
Mode of Bidding	ASBA only (including the UPI Mechanism)	Only through ASBA process except for Anchor Investors (excluding the UPI Mechanism)	Through ASBA process only (including the UPI Mechanism for an application size of up to ₹0.50 million)	Through ASBA process only (including the UPI Mechanism)
Mode of Allotment	Compulsorily in dematerialized form			
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter			
Allotment Lot	A minimum of [●] Equity Shares and thereafter in multiples of one Equity Share thereafter for QIBs and RIBs. For NIBs allotment shall not be less than the minimum non-institutional application size.			
Trading Lot	One Equity Share			
Terms of Payment	**In case of Anchor Investors**: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids[(4)] **In case of all other Bidders**: Full Bid Amount shall be blocked in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank(s) through the UPI Mechanism (for RIBs or individual investors bidding under the Non – Institutional Portion for an amount of more than ₹ 0.20 million and up to ₹ 0.50 million, using the UPI Mechanism), that is specified in the ASBA Form at the time of submission of the ASBA Form			

* *Assuming full subscription in the Offer.*

\# *Eligible Employees Bidding in the Employee Reservation Portion can Bid up to a Bid Amount of ₹0.50 million. However, a Bid by an Eligible Employee in the Employee Reservation Portion will be considered for allocation, in the first instance, for a Bid Amount of up to ₹0.20 million. In the event of under-subscription in the Employee Reservation Portion the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹0.20 million, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹0.50 million. In case of under-subscription in the Net Offer, spill-over to the extent of such under-subscription shall be permitted from the Employee Reservation Portion.*

(1) *Our Company in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis, in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being made to other Anchor Investors. For details, see "Offer Procedure" beginning on page* 297.

(2) *Subject to valid Bids being received at or above the Offer Price. This Offer is being made in accordance with Rule 19(2)(b) of the SCRR and under Regulation 6(2) of the SEBI ICDR Regulations.*

(3) *If the Bid is submitted in joint names, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the depository account held in joint names. The signature of only the First Bidder would be required in the Bid cum Application Form and such First Bidder would be deemed to have signed on behalf of the joint holders. Bidders will be required to confirm and will be deemed to have represented to our Company, the Promoter Selling Shareholder, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares..*

(4) *Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Form, provided that any difference between the price at which Equity Shares are allocated to the Anchor Investors and the Anchor Investor Offer Price, shall be payable by the Anchor Investor pay-in date as mentioned in the CAN.*

The Bids by FPIs with certain structures as described under "*Offer Procedure - Bids by FPIs*" on page 304 and having the same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) may be proportionately distributed.

Eligible Employees Bidding in the Employee Reservation Portion at a price within the Price Band can make payment based on Bid Amount, at the time of making a Bid. Eligible Employees Bidding in the Employee Reservation Portion at the Cut-Off Price have to ensure payment at the Cap Price, at the time of making a Bid.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in the Non-Institutional Portion or the Retail Portion or Employee Reservation Portion would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the BRLMs and the Designated Stock Exchange, on proportionate basis as per the SEBI ICDR Regulations. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. For further details, see "*Terms of the Offer*" on page 287.

OFFER PROCEDURE

*All Bidders should read the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars (the "**General Information Document**") which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. The General Information Document is available on the websites of the Stock Exchanges and the BRLMs. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer. The investors should note that the details and process provided in the General Information Document should be read along with this section.*

Additionally, all Bidders may refer to the General Information Document for information in relation to (i) Category of investors eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) Payment Instructions for ASBA Bidders/Applicants; (v) Issuance of CAN and allotment in the Offer; (vi) General instructions (limited to instructions for completing the Bid Form); (vii) Submission of Bid cum Application Form; (viii) Other Instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (ix) disposal of application (x) applicable provisions of the Companies Act, 2013 relating to punishment for fictitious applications; (xi) mode of making refunds; (xii) Designated Date and (xiii) interest in case of delay in allotment or refund.

*SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, has introduced an alternate payment mechanism using Unified Payments Interface ("**UPI**") and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIBs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. ("**UPI Phase I**"). The UPI Phase I was effective till June 30, 2019.*

*With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by RIBs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds was discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later ("**UPI Phase II**"). Subsequently, however, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 had extended the timeline for implementation of UPI Phase II till further notice. The final reduced timeline of T+3 days for the UPI Mechanism for applications by UPI Bidders ("**UPI Phase III**") and modalities of the implementation of UPI Phase III was notified by SEBI vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 ("**T+3 Notification**") and made effective on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023. The Offer will be undertaken pursuant to the processes and procedures under UPI Phase III, subject to any circulars, clarification or notification issued by the SEBI from time to time. Please note that we may need to make appropriate changes in the Red Herring Prospectus and Prospectus depending on the timing of the opening of the Offer. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to the SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. Subsequently, vide the SEBI RTA Master Circular, consolidated the circulars no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to the SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 to the extent relevant for RTAs, and rescinded these circulars. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings whose application sizes are up to ₹0.50 million shall use the UPI Mechanism. Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings shall be processed only after application monies are blocked in the bank accounts of investors (all categories). These circulars are effective for initial public offers opening on/or after May 1, 2021, and the provisions of these circulars, as amended, are deemed to form part of this Draft Red Herring Prospectus*

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding two Working Days from the Bid/Offer

Closing Date by the intermediary responsible for causing such delay in unblocking. Additionally, SEBI vide its circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 has reduced the time period for refund of application monies from 15 days to four days. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

The BRLMs shall be the nodal entity for any issues arising out of the public issuance process. In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in the SEBI RTA Master Circular shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and the BRLMs shall continue to coordinate with intermediaries involved in the said process.

Our Company, the Promoter Selling Shareholder and the BRLMs do not accept any responsibility for the completeness and accuracy of the information stated in this section and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in this Draft Red Herring Prospectus or as will be specified in the Red Herring Prospectus and the Prospectus.

Further, our Company, the Promoter Selling Shareholder and the Members of the Syndicate are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in this Offer.

Pursuant to circular no. NSDL/CIR/II/28/2023 dated August 8, 2023 issued by NSDL and circular no. CDSL/OPS/RTA/POLCY/2023/161 dated August 8, 2023 issued by CDSL, our Company may request the Depositories to suspend/ freeze the ISIN in depository system till listing/ trading effective date. Pursuant to the aforementioned circulars, our Company may request the Depositories to suspend/ freeze the ISIN in depository system from or around the date of this Red Herring Prospectus till the listing and commencement of trading of our Equity Shares. The shareholders who intend to transfer the pre-Offer shares may request our Company and/ or the Registrar for facilitating transfer of shares under suspended/ frozen ISIN by submitting requisite documents to our Company and/ or the Registrar. Our Company and/ or the Registrar would then send the requisite documents along with applicable stamp duty and corporate action charges to the respective depository to execute the transfer of shares under suspended ISIN through corporate action. The transfer request shall be accepted by the Depositories from our Company till one day prior to Bid/ Offer Opening Date.

Book Building Procedure

The Offer is being made through the Book Building Process, in terms of Rule 19(2)(b) of the SCRR read with Regulation 31 of the SEBI ICDR Regulations and in compliance with Regulation 6(2) of the SEBI ICDR Regulations, wherein not less than 75% of the Net Offer shall be allocated on a proportionate basis to the QIBs, provided that our Company in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not more than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Investors out of which (a) one third of such portion shall be reserved for applicants with application size of more than ₹ 0.20 million and up to ₹ 1.00 million; and (b) two third of such portion shall be reserved for applicants with application size of more than ₹ 1.00 million, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of or any other manner as introduced in accordance with applicable laws to Non-Institutional Investors and not more than 10% of the Net Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. All potential Bidders (except Anchor Investors) are required to mandatorily utilise the ASBA process providing details of their respective ASBA accounts, and UPI ID (in case of UPI Bidders) if applicable, in which the corresponding Bid Amounts will be blocked by the SCSBs or under the UPI Mechanism, as applicable. Furthermore, up to [●] Equity Shares, aggregating to ₹[●] million shall be made available for allocation on a proportionate basis only to Eligible Employees Bidding in the Employee Reservation Portion, subject to valid

Bids being received at or above the Offer Price, if any. The Employee Reservation Portion shall not exceed 5% of our post-Offer paid-up Equity Share capital.

Under-subscription, if any, in any category, including Employee Reservation Portion, except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories of Bidders at the discretion of our Company, in consultation with the BRLMs and the Designated Stock Exchange subject to receipt of valid Bids received at or above the Offer Price. Under-subscription, if any, in the QIB Portion, would not be allowed to be met with spill-over from any other category or a combination of categories. Further, in the event of an under-subscription in the Employee Reservation Portion, such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹0.20 million, subject to the total Allotment to an Eligible Employee not exceeding ₹0.50 million. The unsubscribed portion, if any, in the Employee Reservation Portion shall be added to the Net Offer.

The Equity Shares, on Allotment, shall be traded only in the dematerialized mode on the platform of the Stock Exchanges.

Bidders should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID, PAN and UPI ID, for the UPI Bidders using the UPI Mechanism, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form.

Investors must ensure that their PAN is linked with Aadhaar and are in compliance with CBDT notification dated February 13, 2020 and press release dated June 25, 2021 and September 17, 2021.

Phased implementation of Unified Payments Interface

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of inter alia, equity shares. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by RIBs (and subsequently, all UPI Bidders) through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced the UPI Mechanism in three phases in the following manner:

Phase I: This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, a RIB had the option to submit the ASBA Form with any of the Designated Intermediary and use his/ her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

Phase II: This phase has become applicable from July 1, 2019. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 had decided to extend the timeline for implementation of UPI Phase II until March 31, 2020. Subsequently, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice. Under this phase, submission of the ASBA Form by RIBs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds has been discontinued and replaced by the UPI Mechanism. However, the time duration from public issue closure to listing continued to be six Working Days during this phase.

Phase III: SEBI vide press release bearing number 12/2023 announced approval of proposal for reducing the time period for listing of shares in public issue from existing six working days to three working days and pursuant to SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 ("**T+3 Notification**"), this phase has become applicable on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023. In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The Offer will be made under UPI Phase III as notified in the T+3 Notification, subject to any circulars, clarification or notification issued by the SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the SCSBs only after such banks provide a written confirmation, in compliance with the SEBI RTA Master Circular in a format as prescribed by SEBI, from time to time, and such payment of processing fees to the SCSBs shall be made in compliance with circulars prescribed by SEBI and applicable law. The Offer will be made under UPI Phase III of the UPI Circular.

Pursuant to the UPI Circulars, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Circulars include appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law.

Additionally, if there is any delay in the redressal of investors' complaints, the relevant SCSB as well as the BRLM responsible for post-offer activities will be required to compensate the concerned investor.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI. The issuers will be required to appoint one of the SCSBs as a sponsor bank(s) to act as conduits between the Stock Exchanges and NPCI in order to facilitate collection of requests and /or payment instructions of the UPI Bidders using the UPI.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the BRLMs.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available with the Designated Intermediaries at the Bidding Centres, and our Registered Office. An electronic copy of the Bid cum Application Form will also be available for download on the websites of NSE (www.nseindia.com) and BSE (www.bseindia.com) at least one day prior to the Bid/Offer Opening Date.

Copies of the Anchor Investor Application Form will be available with the BRLMs.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process. Anchor Investors are not permitted to participate in the Offer through the ASBA process. The UPI Bidders can additionally Bid through the UPI Mechanism.

UPI Bidders using the UPI Mechanism must provide the valid UPI ID in the relevant space provided in the Bid cum Application Form and the Bid cum Application Form that does not contain the UPI ID are liable to be rejected. UPI Bidders bidding using the UPI Mechanism may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of the SEBI.

ASBA Bidders (those not using UPI Mechanism) must provide bank account details and authorization to block funds in their respective ASBA Accounts in the relevant space provided in the ASBA Form and the ASBA Forms that do not contain such details are liable to be rejected. The ASBA Bidders shall ensure that they have sufficient balance in their bank accounts to be blocked through ASBA for their respective Bid as the application made by a Bidder shall only be processed after the Bid amount is blocked in the ASBA account of the Bidder pursuant to SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022

ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. UPI Bidders using UPI Mechanism, may submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs. UPI Bidders authorising an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs. ASBA Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB or the Sponsor Banks, as applicable at the time of submitting the Bid. In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked/ unblocked.

Since the Offer is made under Phase III, ASBA Bidders may submit the ASBA Form in the manner below:

a. RIBs (other than the UPI Bidders using UPI Mechanism) may submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

b. UPI Bidders using the UPI Mechanism, may submit their ASBA Forms with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

c. QIBs and NIIs may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs.

The prescribed colour of the Bid cum Application Form for the various categories is as follows:

Category	Colour of Bid cum Application Form*
Resident Indians, including resident QIBs, Non-Institutional Bidders, Retail Individual Bidders and Eligible NRIs applying on a non-repatriation basis	[●]
Eligible NRIs, FVCIs, FPIs and registered bilateral and multilateral institutions applying on a repatriation basis	[●]
Anchor Investors	[●]
Eligible Employees Bidding in the Employee Reservation Portion	[●]

* *Excluding electronic Bid cum Application Forms*

Notes:

(1) Electronic Bid cum Application forms and the abridged prospectus will also be available for download on the website of NSE (www.nseindia.com) and BSE (www.bseindia.com)

(2) Bid cum Application Forms for Anchor Investors shall be available at the offices of the BRLMs

In case of ASBA forms, the relevant Designated Intermediaries shall upload the relevant bid details in the electronic bidding system of the Stock Exchanges. For ASBA Forms (other than UPI Bidders using UPI Mechanism) Designated Intermediaries (other than SCSBs) shall submit/ deliver the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank. Stock Exchanges shall validate the electronic bids with the records of the CDP for DP ID/Client ID and PAN, on a real time basis and bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and re-submission within the time specified by Stock Exchanges. Stock Exchanges shall allow modification of either DP ID/Client ID or PAN ID, bank code and location code in the Bid details already uploaded.

For UPI Bidders using UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Banks on a continuous basis through API integration to enable the Sponsor Banks to initiate UPI Mandate Request to UPI Bidders for blocking of funds. The Sponsor Banks shall initiate request for blocking of funds through NPCI to UPI Bidders, who shall accept the UPI mandate request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. In accordance with BSE Circular No: 20220803-40 and NSE Circular No: 25/2022, each dated August 3, 2022, for all pending UPI Mandate Requests, the Sponsor Banks shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5:00 pm on the Bid/Offer Closing Date ("**Cut-Off Time**"). Accordingly, UPI Bidders Bidding using through the UPI Mechanism should accept UPI mandate requests for blocking of funds prior to the Cut-Off Time and all pending UPI mandate requests at the Cut-Off Time shall lapse. For ensuring timely information to investors, SCSBs shall send SMS alerts as specified in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021. The NPCI shall maintain an audit trail for every bid entered in the Stock Exchanges bidding platform, and the liability to compensate UPI Bidders (using the UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Banks, NPCI or the bankers to an issue) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Banks and the bankers to an issue.

The Sponsor Banks and the issuer banks shall provide the audit trail to the Book Running Lead Managers for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts as specified in circulars prescribed by SEBI, from time to time.

The processing fees for applications made by the UPI Bidders using the UPI Mechanism may be released to the SCSBs only after such SCSBs provide a written confirmation in compliance with the SEBI RTA Master Circular, in a format prescribed by SEBI or applicable law.

Pursuant to NSE circular dated August 3, 2022, the following is applicable to all initial public offers opening on or after September 1, 2022:

a. Cut-off time for acceptance of UPI Mandate shall be up to 5:00 pm on the initial public offer closure date and existing process of UPI bid entry by syndicate members, registrars to the offer and depository participants shall continue till further notice.

b. There shall be no T+1 mismatch modification session for PAN-DP mismatch and bank/ location code on T+1 day for already uploaded bids. The dedicated window provided for mismatch modification on T+1 day shall be discontinued.

c. Bid entry and modification/ cancellation (if any) shall be allowed in parallel to the regular bidding period up to 5:00 pm on the initial public offer closure day.

Exchanges shall display bid details of only successful ASBA blocked applications i.e. Application with latest status as RC 100 – Block Request Accepted by Investor/ Client.

ELECTRONIC REGISTRATION OF BIDS

a) The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the issue.

b) On the Bid/Offer Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges and as disclosed in this Red Herring Prospectus.

c) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries are given till 5:00 pm on the Bid/Offer Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States and, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are only being offered and sold (i) within the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act and referred to in this Draft Red Herring Prospectus as "U.S. QIBs", for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Draft Red Herring Prospectus as "QIBs") pursuant to Section 4(a) of the U.S. Securities Act, and (ii) outside the United States in offshore transactions in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Participation by Promoters and members of the Promoter Group of the Company, the BRLMs and the Syndicate Members

The BRLMs and the Syndicate Members shall not be allowed to purchase Equity Shares in this Offer in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLMs and the Syndicate Members may Bid for Equity Shares in the Offer, either in the QIB Portion or in the Non-Institutional Portion as may be applicable to such Bidders, where the allocation and subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the

BRLMs and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Neither (i) the BRLMs or any associates of the BRLMs (except Mutual Funds sponsored by entities which are associates of the BRLMs or insurance companies promoted by entities which are associate of BRLMs or AIFs sponsored by the entities which are associate of the BRLMs or FPIs other than individuals, corporate bodies and family offices sponsored by the entities which are associates of the BRLMs) nor (ii) any "person related to the Promoters/ Promoter Group" shall apply in the Offer under the Anchor Investor Portion.

For the purposes of this section, a QIB who has any of the following rights shall be deemed to be a "person related to the Promoters/ Promoter Group": (a) rights under a shareholders' agreement or voting agreement entered into with the Promoters or Promoter Group; (b) veto rights; or (c) right to appoint any nominee director on our Board. Further, an Anchor Investor shall be deemed to be an associate of the BRLMs, if: (a) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or (b) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or (c) there is a common director, excluding a nominee director, amongst the Anchor Investor and the BRLMs.

The Promoters and members of the Promoter Group will not participate in the Offer except to the extent of the Offered Shares.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company in consultation with the BRLMs reserve the right to reject any Bid without assigning any reason thereof.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made.

No Mutual Fund scheme shall invest more than 10% of its NAV in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

Bids by Eligible NRIs

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident Forms should authorize their respective SCSB to block their Non-Resident External ("**NRE**") accounts, or Foreign Currency Non-Resident ("**FCNR**") Accounts, and eligible NRI Bidders bidding on a non-repatriation basis by using Resident Forms should authorize their respective SCSB to block their Non-Resident Ordinary ("**NRO**") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form.

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents ([●] in colour). Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents ([●] in colour).

For details of investment by NRIs, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 318. Participation of Eligible NRIs shall be subject to the FEMA Non-debt Instruments Rules.

Bids by HUFs

Hindu Undivided Families or HUFs should be made in the individual name of the Karta. The Bidder/Applicant should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application

Form as follows: "Name of sole or first Bidder/Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bids/Applications by HUFs will be considered at par with Bids/Applications from individuals.

Bids by FPIs

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same multiple entities having common ownership directly or indirectly of more than 50% or common control) must be below 10% of our post-Offer Equity Share capital. Further, in terms of the FEMA Non-debt Instruments Rules, the total holding by each FPI, of an investor group, shall be below 10% of the total paid-up Equity Share capital of our Company on a fully diluted basis and the aggregate limit for FPI investments shall be the sectoral caps applicable to our Company, which is 100% of the total paid-up Equity Share capital of our Company on a fully diluted basis.

In case the total holding of an FPI or investor group increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis, the total investment made by the FPI or investor group will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements. Further, the total holdings of all FPIs put together, with effect from April 1, 2020, can be up to the sectoral cap applicable to the sector in which our Company operates (i.e., up to 100%). In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included. Bids by FPIs which utilise the multi investment manager structure, submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs may not be treated as multiple Bids.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs; (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iv) such other conditions as may be specified by SEBI from time to time.

An FPI issuing offshore derivate instruments is also required to ensure that any transfer of offshore derivative instruments issued by, or on behalf of it subject to, inter alia, the following conditions:

(a) such offshore derivative instruments are transferred to persons subject to fulfilment of SEBI FPI Regulations; and

(b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred are pre-approved by the FPI.

As specified in the General Information Document, it is hereby clarified that bids received from FPIs bearing the same PAN shall be treated as multiple Bids and are liable to be rejected, except for Bids from FPIs that utilize the multiple investment manager structure in accordance with the Operational Guidelines for Foreign Portfolio Investors and Designated Depository Participants issued to facilitate implementation of SEBI FPI Regulations ("**MIM Structure**"), provided such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs. Accordingly, it should be noted that multiple Bids received from FPIs, who do not utilize the MIM Structure, and bear the same PAN, are liable to be rejected. In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilize the MIM Structure and indicate the name of their respective investment managers in such confirmation. In the absence of such confirmation from the relevant FPIs, such multiple Bids are liable to be rejected. Further, in the following cases, the bids by FPIs will not be considered as multiple Bids: involving (i) the MIM Structure and indicating the name of their respective investment managers in such confirmation; (ii) offshore derivative instruments ("**ODI**") which have obtained separate FPI registration for ODI and proprietary derivative investments; (iii) sub funds or separate class of investors with segregated portfolio who obtain separate

FPI registration; (iv) FPI registrations granted at investment strategy level/sub fund level where a collective investment scheme or fund has multiple investment strategies/sub-funds with identifiable differences and managed by a single investment manager; (v) multiple branches in different jurisdictions of foreign bank registered as FPIs; (vi) Government and Government related investors registered as Category 1 FPIs; and (vii) Entities registered as Collective Investment Scheme having multiple share classes.

To ensure compliance with the above requirement, SEBI, pursuant to its circular dated July 13, 2018, has directed that at the time of finalisation of the Basis of Allotment, the Registrar shall (i) use the PAN issued by the Income Tax Department of India for checking compliance for a single FPI; and (ii) obtain validation from Depositories for the FPIs who have invested in the Offer to ensure there is no breach of the investment limit, within the timelines for issue procedure, as prescribed by SEBI from time to time.

Accordingly, it should be noted that multiple Bids received from FPIs, who do not utilize the MIM Structure, and bear the same PAN, are liable to be rejected. In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation in the Bid cum Application Forms that the relevant FPIs making multiple Bids utilize the MIM Structure. In the absence of such confirmation from the relevant FPIs, such multiple Bids shall be rejected.

Bids by SEBI registered VCFs, AIFs and FVCIs

The Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 ("**SEBI VCF Regulations**") as amended, inter alia prescribe the investment restrictions on VCFs, registered with SEBI. The Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012 ("**SEBI AIF Regulations**") prescribe, amongst others, the investment restrictions on AIFs. The Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000 as amended ("**SEBI FVCI Regulations**") prescribe the investment restrictions on FVCIs.

Accordingly, the holding in any company by any individual VCF or FVCIs registered with SEBI should not exceed 25% of the corpus of the VCF or FVCI. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds in various prescribed instruments, including in public offering.

Category I and II AIFs cannot invest more than 25% of the investible funds in one investee company. A Category III AIF cannot invest more than 10% of the investible funds in one investee company. A VCF registered as a Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than one-third of its investible funds by way of subscription to an initial public offering of a venture capital undertaking whose shares are proposed to be listed. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

Participation of VCFs, AIFs or FVCIs in the Offer shall be subject to the FEMA Rules.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Our Company, the Promoter Selling Shareholder or the BRLMs will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, eligible FPIs, AIFs, Mutual Funds, insurance companies, insurance finds set up by the army, navy or air force of India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹ 250 million and pension funds with a minimum corpus of ₹ 250 million (in each case, subject to applicable law and in accordance with their respective constitutional documents), a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws, as applicable must be lodged along with the Bid cum Application Form. Failing this, our Company reserve the right to accept or reject any Bid in whole or in part, in either case, without assigning any reasons thereof.

Our Company in consultation with the Book Running Lead Managers in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form.

Bids by Eligible Employees

The Bid must be for a minimum of [●] Equity Shares of face value of ₹ 10 each and in multiples of [●] Equity Shares of face value of ₹ 10 each thereafter so as to ensure that the Bid Amount payable by the Eligible Employee does not exceed ₹0.50 million. However, the initial allocation to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹ 0.20 million.

However, Allotments to Eligible Employees in excess of ₹0.20 million shall be considered on a proportionate basis, in the event of undersubscription in the Employee Reservation Portion, subject to the total Allotment to an Eligible Employee not exceeding ₹0.50 million. Subsequent undersubscription, if any, in the Employee Reservation Portion shall be added back to the Net Offer. Eligible Employees Bidding in the Employee Reservation Portion may Bid at the Cut-off Price.

Bids under Employee Reservation Portion by Eligible Employees shall be:

(a) Made only in the prescribed Bid cum Application Form or Revision Form (*i.e.*, [●] colour form).

(b) The Bidder should be an Eligible Employee as defined. In case of joint bids, the first Bidder shall be an Eligible Employee.

(c) Only Eligible Employees would be eligible to apply in this Offer under the Employee Reservation Portion.

(d) Only those Bids, which are received at or above the Offer Price would be considered for Allotment under this category.

(e) The Bids must be for a minimum of [●] Equity Shares of face value of ₹ 10 each and in multiples of [●] Equity Shares of face value of ₹ 10 each thereafter so as to ensure that the Bid Amount payable by the Eligible Employee subject to a maximum Bid Amount of ₹0.50 million. However, a Bid by an Eligible Employee in the Employee Reservation Portion will be considered for allocation, in the first instance, for a Bid amounting up to ₹0.20 million. In the event of any under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees, who have bid in excess of ₹0.20 million, provided however that the maximum Bid in this category by an Eligible Employee cannot exceed ₹0.50 million.

(f) Eligible Employees can apply at Cut-off Price.

(g) If the aggregate demand in this category is less than or equal to [●] Equity Shares of face value of ₹ 10 each at or above the Offer Price, full allocation shall be made to the Eligible Employees to the extent of their demand.

(h) Bids by Eligible Employees in the Employee Reservation Portion and in the Net Offer portion shall not be treated as multiple Bids. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids in any or all categories.

(i) Eligible Employees should mention their employee number at the relevant place in the Bid cum Application Form or Revision Form.

(j) Under-subscription, if any, in the Employee Reservation Portion will be added back to the Net Offer.

In case of under-subscription in the Net Offer, spill over to the extent of under-subscription shall be permitted from the Employee Reservation Portion. If the aggregate demand in this category is greater than [●] Equity Shares of face value of ₹ 10 each at or above the Offer Price, the allocation shall be made on a proportionate basis.

Please note that any individuals who are directors, employees or promoters of (a) the Lead Manager, Registrar to the Offer, or the Syndicate Members, or of the (b) 'associate companies' (as defined in the Companies Act, 2013,

as amended) and 'group companies' of such Lead Manager, Registrar to the Offer or Syndicate Members are not eligible to bid in the Employee Reservation Portion.

Bids by limited liability partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company in consultation with the BRLMs reserves the right to reject any Bid without assigning any reason thereof.

Bids by banking companies

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company in consultation with the BRLMs reserve the right to reject any Bid without assigning any reason.

Bids by SCSBs

SCSBs participating in the Offer are required to comply with the terms of the SEBI circulars (Nos. CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013) dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

Bids by insurance companies

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company in consultation with the BRLMs reserve the right to reject any Bid without assigning any reason thereof.

The exposure norms for insurers are prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2016, as amended ("**IRDAI Investment Regulations**"), based on investments in the equity shares of a company, the entire group of the investee company and the industry sector in which the investee company operates. Bidders are advised to refer to the IRDAI Investment Regulations for specific investment limits applicable to them.

Bids by provident funds/pension funds

In case of Bids made by provident funds or pension funds registered with the Pension Fund Regulatory and Development Authority, subject to applicable laws, with minimum corpus of ₹250 million, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company in consultation with the BRLMs reserves the right to reject any Bid, without assigning any reason thereof.

Bids by Anchor Investors

In accordance with the SEBI ICDR Regulations, in addition to details and conditions mentioned in this section the key terms for participation by Anchor Investors are provided below.

(a) Anchor Investor Application Forms will be made available for the Anchor Investor Portion at the offices of the BRLMs.

(b) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹ 100.00 million. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹ 100.00 million.

(c) One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.

(d) Bidding for Anchor Investors will open one Working Day before the Bid/Offer Opening Date, and will be completed on the same day.

(e) Our Company, in consultation with the BRLMs may finalise allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion will not be less than: maximum of two Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹ 100.00 million; minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹ 100.00 million but up to ₹ 2,500.00 million, subject to a minimum Allotment of ₹ 50.00 million per Anchor Investor; and in case of allocation above ₹ 2,500.00 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹ 2,500.00 million, and an additional 10 Anchor Investors for every additional ₹ 2,500.00 million, subject to minimum Allotment of ₹ 50.00 million per Anchor Investor.

(f) Allocation to Anchor Investors will be completed on the Anchor Investor Bid/Offer Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made, will be made available in the public domain by the BRLMs before the Bid/Offer Opening Date, through intimation to the Stock Exchanges.

(g) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.

(h) If the Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Offer Price will be payable by the Anchor Investors on the Anchor Investor pay-in date specified in the CAN. If the Offer Price is lower than the Anchor Investor Offer Price, Allotment to successful Anchor Investors will be at the higher price.

(i) 50% of the Equity Shares allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period of 90 days from the date of Allotment and the remaining 50% of the Equity Shares shall be locked-in for a period of 30 days from the date of Allotment.

(i) Neither the BRLMs nor any associate of the BRLMs (except Mutual Funds sponsored by entities which are associates of the BRLMs or insurance companies promoted by entities which are associate of BRLMs or AIFs sponsored by the entities which are associate of the BRLMs or FPIs, other than individuals, corporate bodies and family offices sponsored by the entities which are associate of the BRLMs or pension funds sponsored by the entities which are associate of the BRLMs) , nor any "person related to Promoters or Promoter Group" shall apply in the Offer under the Anchor Investor Portion.

(j) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids. The above information is given for the benefit of the Bidders. Our Company, the Promoter Selling Shareholder and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Red Herring Prospectus or as will be specified in the Red Herring Prospectus and the Prospectus.

Bids by Systemically Important Non-Banking Financial Companies

In case of Bids made by Systemically Important NBFCs registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditors, and (iii) such other approval as may be required by the Systemically Important NBFCs, are required to be attached to the Bid cum Application Form. Failing this, our Company in consultation with the BRLMs, reserves the right to reject any Bid without assigning any reason thereof. Systemically Important NBFCs participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time.

In accordance with existing regulations issued by the RBI, OCBs cannot participate in this Offer.

The above information is given for the benefit of the Bidders. Our Company, the Promoter Selling Shareholder and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulation or as specified in the Red Herring Prospectus.

General Instructions

Do's:

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals.

2. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;

3. Ensure that you have Bid within the Price Band;

4. Read all the instructions carefully and complete the Bid cum Application Form, as the case may be, in the prescribed form;

5. Ensure that you have mentioned the correct ASBA Account number if you are not an UPI Bidder using the UPI Mechanism in the Bid cum Application Form and if you are an UPI Bidder using the UPI Mechanism ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Bid cum Application Form;

6. UPI Bidders using UPI Mechanism through the SCSBs and mobile applications shall ensure that the name of the bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. UPI Bidders shall ensure that the name of the app and the UPI handle which is used for making the application appears in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/COR/P/2019/85 dated July 26, 2019;

7. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre within the prescribed time;

8. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB, before submitting the ASBA Form to any of the Designated Intermediaries;

9. If the first applicant is not the bank account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;

10. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;

11. Ensure that you request for and receive a stamped acknowledgement counterfoil of the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;

12. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. Ensure that the signature of the First Bidder is included in the Bid cum Application Forms;

13. UPI Bidders Bidding in the Offer to ensure that they shall use only their own ASBA Account or only their own bank account linked UPI ID (only for UPI Bidders using the UPI Mechanism) to make an application in the Offer and not ASBA Account or bank account linked UPI ID of any third party;

14. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;

15. The ASBA bidders shall ensure that bids above ₹0.50 million are uploaded only by the SCSBs

16. Ensure that you have correctly signed the authorisation/ undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB or Sponsor Banks, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid. In case of UPI Bidders submitting their Bids and participating in the Offer through the UPI Mechanism, ensure that you authorise the UPI Mandate Request raised by the Sponsor Banks for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;

17. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the SEBI circular no. MRD/DoP/Cir-20/2008 dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from the requirement of obtaining/specifying their PAN for transacting in the securities market, and (iii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;

18. Ensure that the Demographic Details are updated, true and correct in all respects;

19. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;

20. Ensure that the category and the investor status is indicated in the Bid cum Application Form;

21. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents are submitted;

22. Ensure that Bids submitted by any person resident outside India is in compliance with applicable foreign and Indian laws;

23. Since the Allotment will be in demat form only, ensure that the Bidder's depository account is active, the correct DP ID, Client ID, the PAN, UPI ID (for UPI Bidders bidding through UPI mechanism) are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, the PAN and UPI ID (for UPI Bidders bidding through UPI mechanism) entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, PAN and UPI ID (for UPI Bidders bidding through UPI mechanism) available in the Depository database;

24. In case of UPI Bidders, once the Sponsor Bank issues the Mandate Request, the UPI Bidders would be required to proceed to authorize the blocking of funds by confirming or accepting the UPI Mandate Request to authorize the blocking of funds equivalent to application amount and subsequent debit of funds in case of Allotment, in a timely manner;

25. UPI Bidders bidding using the UPI Mechanism should mention valid UPI ID of only the Bidder (in case of single account) and of the first Bidder (in case of joint account) in the Bid cum Application Form; UPI Bidders who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which UPI Bidders should ensure acceptance of the UPI Mandate Request received from the Sponsor Banks to authorise blocking of funds equivalent to the revised Bid Amount in the UPI BiddersASBA Account;

26. Anchor Investors should submit the Anchor Investor Application Forms to the BRLMs;

27. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Banks prior to 5:00 p.m. on the Bid/ Offer Closing Date;

28. Ensure that the PAN is linked with Aadhaar and are in compliance with notification dated February 13, 2020 and press release dated June 25, 2021 issued by Central Board of Direct Taxes;

29. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected;

30. UPI Bidders shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, an UPI Bidder may be deemed to have verified the attachment containing the application details of the UPI Bidder in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Banks to block the Bid Amount mentioned in the Bid Cum Application Form; and

31. Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (other than for Anchor Investors and UPI Bidders bidding using the UPI Mechanism) is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at www.sebi.gov.in).

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;

2. Do not Bid for a Bid Amount exceeding ₹0.20 million for Bids by Retail Individual Bidders and ₹0.50 million for Bids by Eligible Employees Bidding in the Employee Reservation Portion (net of Employee Discount);

3. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;

4. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;

5. Do not Bid at Cut-off Price for Bids by QIBs and Non-Institutional Bidders;

6. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;

7. Do not submit the Bid for an amount more than funds available in your ASBA account.

8. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of a Bidder;

9. In case of ASBA Bidders (other than UPI Bidders using the UPI mechanism), do not submit more than one ASBA Forms per ASBA Account;

10. If you are a UPI Bidder and are using UPI mechanism, do not submit more than one ASBA Form for each UPI ID;

11. Anchor Investors should not Bid through the ASBA process;

12. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;

13. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;

14. Do not submit the General Index Register (GIR) number instead of the PAN;

15. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID, if you are a UPI Bidder Bidding through the UPI Mechanism, or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;

16. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;

17. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);

18. Do not submit a Bid/revise a Bid Amount, with a price less than the Floor Price or higher than the Cap Price;

19. Do not submit a Bid using UPI ID, if you are not a UPI Bidder;

20. Do not Bid on another ASBA Form or the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;

21. Do not Bid for Equity Shares in excess of what is specified for each category;

22. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for, exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of the Red Herring Prospectus;

23. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidder. Retail Individual Bidders and Eligible Employees Bidding in the Employee Reservation Portion (subject to the Bid Amount being up to ₹0.20 million), can revise or withdraw their Bids on or before the Bid/Offer Closing Date;

24. Do not submit Bids to a Designated Intermediary at a location other than the Bidding Centres; If you are a UPI Bidder and are using UPI mechanism, do not submit the ASBA Form directly with SCSBs;

25. UPI Bidders Bidding through the UPI Mechanism using the incorrect UPI handle or using a bank account of an SCSB or a bank which is not mentioned in the list provided in the SEBI website is liable to be rejected;

26. Do not Bid if you are an OCB.

27. In case of ASBA Bidders, Syndicate Members shall ensure that they do not upload any bids above ₹0.50 million;

28. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by UPI Bidders using the UPI Mechanism;

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Further, in case of any pre-Offer or post Offer related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out to the, Company Secretary and Compliance Officer. For details of our Vice President - General Counsel, Company Secretary and Compliance Officer, see "*General Information*" on page 71.

Further, helpline details of the BRLMs pursuant to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, see "*General Information – Book Running Lead Managers*" on page 73.

Grounds for Technical Rejections

In addition to the grounds for rejection of Bids on technical grounds as provided in the General Information Document, Bidders are requested to note that Bids may be rejected on the following additional technical grounds:

1. Bid submitted without instruction to the SCSB to block the entire Bid Amount;

2. Bids which do not contain details of the Bid Amount and the bank account or UPI ID (for UPI Bidders using the UPI Mechanism) details in the ASBA Form;

3. Bids submitted on a plain paper;

4. Bids submitted by UPI Bidders using the UPI Mechanism through an SCSB and/or using a Mobile App or UPI handle, not listed on the website of SEBI;

5. Bids under the UPI Mechanism submitted by UPI Bidders using third party bank accounts or using a third party linked bank account UPI ID, subject to availability of information from the Sponsor Banks;

6. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;

7. Bids submitted without the signature of the First Bidder or sole Bidder;

8. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;

9. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are "suspended for credit" in terms of SEBI circular (reference number: CIR/MRD/DP/ 22 /2010) dated July 29, 2010;

10. Bids by Retail Individual Bidders with Bid Amount for a value of more than ₹0.20 million;

11. GIR number furnished instead of PAN;

12. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals; and

13. Bids accompanied by cheque(s), demand draft(s), stock invest, money order, postal order or cash.

14. Bids by QIBs uploaded after 4.00 pm on the QIB Bid/ Offer Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid/ Offer Closing Date, and Bids by RIBs and Eligible Employees uploaded after 5.00 p.m. on the Bid/ Offer Closing Date, unless extended by the Stock Exchanges.

Further, Bidders shall be entitled to compensation in the manner specified in the SEBI circular dated March 16, 2021 read with SEBI circular dated June 21, 2023 and SEBI circulars dated June 2, 2021 and April 20, 2022 in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorised employees of the Designated Stock Exchange, along with the BRLMs and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

Method of allotment as may be prescribed by SEBI from time to time

Our Company will not make any allotment in excess of the Equity Shares through the Red Herring Prospectus and the Prospectus except in case of oversubscription for the purpose of rounding off to make allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an allotment of not more than one per cent of the Offer may be made for the purpose of making allotment in minimum lots.

The allotment of Equity Shares to applicants other than to the Retail Individual Bidders, Non-Institutional Bidders and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed.

The allotment of Equity Shares to each Retail Individual Bidders shall not be less than the minimum bid lot, subject to the availability of shares in Retail Individual Bidders Portion, and the remaining available shares, if any, shall be allotted on a proportionate basis. The Allotment of Equity Shares to Anchor Investors shall be on a discretionary basis.

The allotment of Equity Shares to each Non-Institutional Bidder shall not be less than the minimum application size, subject to the availability of Equity Shares in Non-Institutional Portion, and the remaining shares, if any, shall be allotted on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of the SEBI ICDR Regulations.

Payment into Escrow Account(s) for Anchor Investors

Our Company in consultation with the BRLMs, in their absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Escrow Account(s) should be drawn in favour of:

(a) In case of resident Anchor Investors: "[●]"

(b) In case of Non-Resident Anchor Investors: "[●]"

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Promoter Selling Shareholder and the members of Syndicate, the Escrow Collection Bank and the Registrar to the Offer to facilitate collections of Bid amounts from Anchor Investors.

Pre-Offer Advertisement

Subject to Section 30 of the Companies Act, 2013, our Company shall, after filing the Red Herring Prospectus with the RoC, publish a pre- Offer advertisement, in the form prescribed by the SEBI ICDR Regulations, in: (i) all editions of [●], an English national daily newspaper, and (ii) all editions of [●], a Hindi national daily newspaper and (iii) [●] editions of [●], a Kannada daily newspaper (Kannada being the regional language of Karnataka, where our Registered Office is located), each with wide circulation.

In the pre-Offer advertisement, we shall state the Bid/Offer Opening Date and the Bid/ Offer Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

Signing of the Underwriting Agreement and the Filing with the RoC

(a) Our Company, the Promoter Selling Shareholder and the Underwriters intend to enter into an Underwriting Agreement on or immediately after the finalisation of the Offer Price but prior to the filing of the Red Herring Prospectus or the Prospectus, as applicable.

(b) After signing the Underwriting Agreement, the Bank will file a Red Herring Prospectus (subject to nature of underwriting which is determined in accordance with Regulation 40(3) of SEBI ICDR Regulations) and a Prospectus with the RoC in accordance with applicable law. The Red Herring Prospectus will not have complete particulars of the Offer Price and the size of the Offer. The Prospectus will contain details of the Offer Price, the Anchor Investor Offer Price, the Offer size, and underwriting arrangements and will be complete in all material respects.

Undertakings by our Company

Our Company undertakes the following:

- adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders and Anchor Investor Application Form from Anchor Investors;

- the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;

- the Company shall obtain in-principle approvals from each of the Stock Exchanges for the listing and trading of the Equity Shares and shall, in consultation with the BRLMs, select one of the Stock Exchanges as the Designated Stock Exchange. The Company shall apply for final listing and trading approvals within the period required under Applicable Law or at the request of the BRLMs;

- if Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI ICDR Regulations and applicable law for the delayed period;

- the funds required for making refunds to unsuccessful Bidders as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;

- Except as disclosed and as will be disclosed in the Offer Documents, the Company does not intend or propose to alter its capital structure for a period from the date hereof till the expiry of six months from the Bid/ Offer Opening Date, by way of split or consolidation of the denomination of Equity Shares or further issue of Equity Shares whether on a preferential basis or issue of bonus or rights or further public issue or qualified institutions placement of Equity Shares (including securities convertible into or exchangeable, directly or indirectly for Equity Shares).

- that the promoters' contribution in full, wherever required, shall be brought in advance before the Offer opens for public subscription and the balance, if any, shall be brought on a pro rata basis before the calls are made on public in accordance with applicable provisions in these regulations;

- Our Company and the Promoter Selling Shareholder, in consultation with the BRLMs, reserve the right not to proceed with the Offer for Sale, in whole or in part thereof, after the Bid/ Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Offer advertisements were published, within two days of the Bid/ Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer and inform the Stock Exchanges promptly on which the Equity Shares are proposed to be listed; and

- If our Company and the Promoter Selling Shareholder, in consultation with the BRLMs withdraws the Offer after the Bid/ Offer Closing Date and thereafter determines that it will proceed with an issue of the Equity Shares, our Company shall file a fresh draft red herring prospectus with SEBI.

Undertakings by the Promoter Selling Shareholder

The Promoter Selling Shareholder undertakes in respect of itself as a selling shareholder and its Offered Shares that:

- the Offered Shares are eligible for being offered in the Offer for Sale in terms of the SEBI ICDR Regulations;

- it is the legal and beneficial owner of its portion of the Offered Shares, and such Offered Shares: (a) have been held by it for a minimum period as specified in Regulation 8 of the SEBI ICDR Regulations; (b) are free and clear of any pre-emptive rights, liens, mortgages, charges, pledges or any other encumbrances, including restriction on transfer, standstill or other similar arrangements; (c) are not subject to any agreement or commitment outstanding which calls for the transfer of, or accords any person the right to call for transfer of Offered Shares, either directly or indirectly;

- it shall deposit its Offered Shares in an escrow demat in accordance with the share escrow agreement to be executed between the parties to such share escrow agreement;

- it shall provide such reasonable assistance to our Company and the BRLMs in redressal of such investor grievances that pertain to its Offered Shares;

- it shall provide such reasonable cooperation to our Company in relation to its Offered Shares for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchanges; and

- it shall not have recourse to the proceeds of the Offer which shall be held in escrow in favour of the selling shareholder, until final approval for trading of the Equity Shares from the Stock Exchanges has been received.

The decisions with respect to the Price Band, the minimum Bid lot, revision of Price Band, Offer Price, will be taken by our Company in consultation with the BRLMs.

Only the statements and undertakings of the Promoter Selling Shareholder and its Equity Shares offered in the Offer for Sale which are specifically "confirmed" or "undertaken" by it in this Draft Red Herring Prospectus, shall be deemed to be "statements and undertakings specifically confirmed or undertaken" by the Promoter Selling Shareholder. All other statements and/ or undertakings in this Draft Red Herring Prospectus shall be statements and undertakings made by our Company even if the same relates to the Promoter Selling Shareholder.

Impersonation

Attention of the applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

"*Any person who—*

(a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
(b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
(c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name

***shall be liable for action under Section 447.*"**

The liability prescribed under Section 447 of the Companies Act, 2013 for fraud involving an amount of at least ₹ 1 million or 1% of the turnover of the company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹ 1 million or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹ 5 million or with both.

Utilisation of Offer Proceeds

All the monies received out of the Offer shall be credited/ transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Foreign investment is permitted (except in the prohibited sectors) in Indian companies, either through the automatic route or the approval route, depending upon the sector in which foreign investment is sought to be made. The Government of India makes policy announcements on FDI through press notes and press releases. The regulatory framework, over a period of time, thus, consists of acts, regulations, press notes, press releases, and clarifications among other amendments. The consolidated FDI policy circular of 2020 dated October 15, 2020 issued by the DPIIT (formerly Department of Industrial Policy & Promotion) ("**FDI Circular**") consolidates the policy framework which was in force as on October 15, 2020. Further, the FDI Circular consolidates and subsumes all the press notes, press releases, and clarifications on FDI issued by DPIIT. The FDI Circular will be valid until the DPIIT issues an updated circular and shall be subject to FEMA Non-debt Instruments Rules.

As per the FDI Circular read with Press Note, 100%, FDI in companies engaged in sectors/ activities which are not listed in the FDI Policy is permitted up to 100% of the paid-up share capital of such company under the automatic route. In terms of Press Note 3 of 2020, dated April 17, 2020 ("**Press Note**"), issued by the DPIIT, the FDI Circular has been amended to state that all investments under the foreign direct investment route by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country will require prior approval of the Government of India. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government of India. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made similar amendment to the FEMA Non-debt Instruments Rules.

Transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company are under the automatic route under the FDI Circular and transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI Circular; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

For details of the aggregate limit for investments by NRIs and FPIs in our Company, see "*Offer Procedure –Bids by Eligible NRIs*" and "*Offer Procedure – Bids by FPIs*" on page 303 and 304 .

As per the existing policy of the Government of India, OCBs cannot participate in this Offer. Each Bidder should seek independent legal advice about its to participate in the Offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar in writing about such approval along with a copy thereof within the Bid/Offer Period

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance the applicable laws of such jurisdiction.

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold (i) within the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act and referred to in this Draft Red Herring Prospectus as "U.S. QIBs", for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Draft Red Herring Prospectus as "QIBs") pursuant to Section 4(a) of the U.S. Securities Act, and (ii) outside the United States in offshore transactions in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

The above information is given for the benefit of the Bidders. Our Company and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after

the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.

SECTION VIII - MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

Capitalised terms used in this section have the meaning that has been given to such terms in the Articles of Association of our Company. The main provisions of the Articles of Association of our Company are detailed below. No material clause of the Articles of Association having bearing on the Offer or the disclosures required in this Draft Red Herring Prospectus has been omitted.

PRELIMINARY
TABLE 'F' EXCLUDED

The regulations contained in the Table marked 'F' in Schedule I to the Companies Act, 2013, as amended from time to time, shall not apply to our Company, except in so far as the same are repeated, contained, or expressly made applicable in the Articles or by the said Act.

The regulations for the management of our Company and for the observance by the members thereto and their representatives, shall, subject to any exercise of the statutory powers of our Company with reference to the deletion or alteration of or addition to its regulations by resolution as prescribed or permitted by the Companies Act, 2013, as amended from time to time, be such as are contained in the Articles.

DEFINITIONS AND INTERPRETATION

In the Articles, the following words and expressions, unless repugnant to the subject, shall mean the following:

"***Act***" means the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force and the term shall be deemed to refer to the applicable section thereof which is relatable to the relevant Article in which the said term appears in the Articles and any previous company law, so far as may be applicable.

"***Annual General Meeting***" means the annual general meeting of our Company convened and held in accordance with the Act.

"Applicable Law" means any statute, law, regulation, ordinance, rule, notification, rule of common law, order, bye-law, government approval, directive, guideline, requirement or other governmental restriction applicable to the jurisdiction of India, or any similar form of decision of, or determination by, or any interpretation, policy or administration, having the force of law, by any governmental authority having jurisdiction over the matter in question, as may be amended, modified, enacted or revoked from time to time hereafter.

"***Articles of Association***" **or** "***Articles***" mean the Articles of association of our Company, as may be altered from time to time in accordance with the Act.

"***Board***" or "***Board of Directors***" means the board of directors of our Company in office at applicable times.

"***Company***" means Sagility India Limited, a company incorporated under the laws of India.

"***Depository***" means a depository, as defined in clause (e) of sub-section (1) of Section 2 of the Depositories Act, 1996 and a company formed and registered under the Companies Act, 2013 and which has been granted a certificate of registration under sub-section (1A) of Section 12 of the Securities and Exchange Board of India Act, 1992.

"***Director***" shall mean any director of our Company, including alternate directors, Independent Directors and nominee directors appointed in accordance with and the provisions of the Articles.

"***Equity Shares or Shares***" shall mean the issued, subscribed and fully paid-up equity shares of our Company of Rs. 10/- (Rupees Ten only) each;

"***Exchange***" shall mean BSE Limited and the National Stock Exchange of India Limited.

"***Extraordinary General Meeting***" means an extraordinary general meeting of our Company convened and held in accordance with the Act;

"***General Meeting***" means any duly convened meeting of the shareholders of our Company and any adjournments thereof;

"***IPO***" means the initial public offering of the Equity Shares of our Company;

"***Member***" means the duly registered holder from time to time, of the shares of our Company and includes the subscribers to the Memorandum of Association and in case of shares held by a Depository, the beneficial owners whose names are recorded as such with the Depository;

"***Memorandum***" or "***Memorandum of Association***" means the memorandum of association of our Company, as may be altered from time to time;

"***Office***" means the registered office, for the time being, of our Company;

"***Officer***" shall have the meaning assigned thereto by the Act;

"***Ordinary Resolution***" shall have the meaning assigned thereto by the Act;

"***Register of Members***" means the register of members to be maintained pursuant to the provisions of the Act and the register of beneficial owners pursuant to Section 11 of the Depositories Act, 1996, in case of shares held in a Depository; and

"Share Capital" shall mean the total issued and paid-up share capital of the Company.

"Special Resolution" shall have the meaning assigned thereto by the Act.

"Stock Exchange" means National Stock Exchange of India Limited, BSE Limited or such other recognized stock exchange in India or outside of India.

AUTHORISED SHARE CAPITAL

The authorised share capital of our Company shall be such amount, divided into such class(es), denomination(s) and number of shares in our Company as stated in Clause 5th of the Memorandum of Association, with power to increase or reduce such capital from time to time and power to divide the shares in the capital for the time being into other classes and to attach thereto respectively such preferential, convertible, deferred, qualified, or other special rights, privileges, conditions or restrictions and to vary, modify or abrogate the same in such manner as may be determined by or in accordance with the Articles of our Company, subject to the provisions of applicable law for the time being in force.

NEW CAPITAL PART OF THE EXISTING CAPITAL

Except so far as otherwise provided by the conditions of issue or by the Articles, any capital raised by the creation of new shares shall be considered as part of the existing capital, and shall be subject to the provisions herein contained, with reference to the payment of calls and installments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.

KINDS OF SHARE CAPITAL

Our Company may issue the following kinds of shares in accordance with the Articles, the Companies Act, the rules and other applicable laws:

(a) Equity Share capital:

  (i) with voting rights; and/or

  (ii) with differential rights as to dividend, voting or otherwise in accordance with the Act; and

(b) Preference share capital.

SHARES AT THE DISPOSAL OF THE DIRECTORS

Subject to the provisions of the Companies Act and the Articles, the shares in the capital of our Company shall be under the control of the Board of Directors who may issue, allot or otherwise dispose of all or any of such shares to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit and with the sanction of our Company in General Meeting give to any person the option or right to call for any shares either at par or at a premium during such time and for such consideration as the Board of Directors think fit.

CONSIDERATION FOR ALLOTMENT

The Board of Directors may issue and allot shares of our Company as payment in full or in part, for any property purchased by our Company or in respect of goods sold or transferred or machinery or appliances supplied or for services rendered to our Company in the acquisition and/or in the conduct of its business; and any shares which may be so allotted may be issued as fully paid up shares and if so issued shall be deemed as fully paid up shares.

SUB-DIVISION, CONSOLIDATION AND CANCELLATION OF SHARE CERTIFICATE

Subject to the provisions of the Act, our Company in its general meetings may, by an Ordinary Resolution, from time to time:

(a) increase the share capital by such sum, to be divided into shares of such amount as it thinks expedient;

(b) sub-divide or consolidate its shares, or any of them, and the resolution whereby any share is sub-divided, may determine that as between the holders of the shares resulting from such sub-division one or more of such shares have some preference or special advantage in relation to dividend, capital or otherwise as compared with the others;

(c) cancel shares which at the date of such General Meeting have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled;

(d) consolidate and divide all or any of its share capital into shares of larger or smaller amount than its existing shares; provided that any consolidation and division which results in changes in the voting percentage of Members shall require applicable approvals under the Act; and

(e) convert all or any of its fully paid-up shares into stock and reconvert that stock into fully paid-up shares of any denomination.

FURTHER ISSUE OF SHARES

(1) Where at any time the Board or our Company, as the case may be, propose to increase the subscribed capital by the issue of further shares then such shares shall be offered, subject to the provisions of Section 62 of the Act, and the rules made thereunder:

A.

(i) To the persons who at the date of the offer are holders of the Equity Shares of our Company, such offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person, in proportion as nearly as circumstances admit, to the paid-up share capital on those shares by sending a letter of offer subject to the conditions mentioned in (ii) to (iv) below;

(ii) The offer aforesaid shall be made by notice specifying the number of shares offered and limiting a time not being less than fifteen days (or such lesser number of days as may be prescribed under applicable law) and not exceeding thirty days from the date of the offer, within which the offer if not accepted, shall be deemed to have been declined.

Provided that the notice shall be dispatched through registered post or speed post or through electronic mode or courier or any other mode having proof of delivery to all the existing shareholders at least three days before the opening of the issue or such time as may be specified under the applicable law;

(iii) The offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person and the notice referred to in sub-clause (ii) shall contain a statement of this right;

(iv) After the expiry of time specified in the notice aforesaid or on receipt of earlier intimation from the person to whom such notice is given that the person declines to accept the shares offered, the Board of Directors may dispose of them in such manner which is not disadvantageous to the Members and our Company;

B. To employees under any scheme of employees' stock option subject to Special Resolution passed by the shareholders of our Company and subject to the rules and such other conditions, as may be prescribed under applicable law; or

C. To any person(s), if it is authorised by a Special Resolution, whether or not those persons include the persons referred to in clause (A) or clause (B) above either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to such conditions as may be prescribed under the Act and the rules made thereunder; provided that in respect of issue of shares as aforesaid, subsequent to listing of the Equity Shares of our Company on the Stock Exchange(s) pursuant to the IPO, the price of the shares shall be determined in accordance with applicable provisions of regulations made by Securities and Exchange Board of India and/or other applicable laws and the requirement for determination of price through valuation report of a registered valuer under the Act and the rules made thereunder shall not be applicable.

(2) Nothing in sub-clause (iii) of Clause (1)(A) shall be deemed:

(i) To extend the time within which the offer should be accepted; or

(ii) To authorize any person to exercise the right of renunciation for a second time on the ground that the person in whose favour the renunciation was first made has declined to take the shares comprised in the renunciation.

(3) Nothing in this Article shall apply to the increase of the subscribed capital of our Company caused by the exercise of an option as a term attached to the debentures issued or loans raised by our Company to convert such debentures or loans into shares in our Company or to subscribe for shares of our Company. Provided that the terms of issue of such debentures or loans containing such an option have been approved before the issue of such debentures or the raising of such loans by a Special Resolution passed by our Company in a General Meeting.

(4) Notwithstanding anything contained in Article 12(3) hereof, where any debentures have been issued, or loan has been obtained from any government by our Company, and if that government considers it necessary in the public interest so to do, it may, by order, direct that such debentures or loans or any part thereof shall be converted into shares in our Company on such terms and conditions as appear to the Government to be reasonable in the circumstances of the case even if terms of the issue of such debentures or the raising of such loans do not include a term for providing for an option for such conversion.

Provided that where the terms and conditions of such conversion are not acceptable to our Company, it may, within sixty days from the date of communication of such order, appeal to National Company Law Tribunal which shall after hearing our Company and the Government pass such order as it deems fit.

A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the rules made thereunder with pricing method prescribed to listed entities under SEBI (Issue of Capital and Disclosures Requirements) Regulations, 2018, as amended from time to time, if applicable..

ALLOTMENT ON APPLICATION TO BE ACCEPTANCE OF SHARES

Any application signed by or on behalf of an applicant for shares in our Company followed by an allotment of any shares therein, shall be an acceptance of shares within the meaning of the Articles, and every person who thus

or otherwise accepts any shares and whose name is on the Register of Members, shall, for the purpose of the Articles, be a Member.

RIGHT TO CONVERT LOANS INTO CAPITAL

Notwithstanding anything contained in sub-clauses(s) of Article 12, but subject, however, to the provisions of the Act, our Company may increase its subscribed capital on exercise of an option attached to the debentures or loans raised by our Company to convert such debentures or loans into shares or to subscribe for shares in our Company.

VARIATION OF SHAREHOLDERS' RIGHTS

(a) If at any time the share capital of our Company is divided into different classes of shares, the rights attached to the shares of any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to provisions of the Act and whether or not our Company is being wound up, be varied with the consent in writing of the holders of not less than three-fourth of the issued shares of that class or with the sanction of a Special Resolution passed at a separate meeting of the holders of the issued shares of that class, as prescribed by the Act.

(b) Subject to the provisions of the Act, to every such separate meeting, the provisions of the Articles relating to meeting shall mutatis mutandis apply.

PREFERENCE SHARES

(a) **Redeemable Preference Shares**

Our Company, subject to the applicable provisions of the Act and the consent of the Board, shall have the power to issue on a cumulative or non-cumulative basis, preference shares liable to be redeemed in any manner permissible under the Act, and the Directors may, subject to the applicable provisions of the Act, exercise such power in any manner as they deem fit and provide for redemption of such shares on such terms including the right to redeem at a premium or otherwise as they deem fit.

(b) **Convertible Redeemable Preference Shares**

Our Company, subject to the applicable provisions of the Act and the consent of the Board, shall have power to issue on a cumulative or non-cumulative basis convertible redeemable preference shares liable to be redeemed in any manner permissible under the Act and the Directors may, subject to the applicable provisions of the Act, exercise such power as they deem fit and provide for redemption at a premium or otherwise and/or conversion of such shares into such securities on such terms as they may deem fit.

(c) Compulsorily Convertible Preference Shares

Our Company, subject to the applicable provisions of the Act and the consent of the Board, shall have power to issue on a cumulative or non-cumulative basis compulsorily convertible preference shares, subject to the applicable provisions of the Act, exercise such power as they deem fit and provide for conversion of such shares into such securities on such terms as they may deem fit.

PAYMENTS OF INTEREST OUT OF CAPITAL

Our Company shall have the power to pay interest out of its capital on so much of the shares which have been issued for the purpose of raising money to defray the expenses of the construction of any work or building for our Company in accordance with the Act.

COMPROMISE, ARRANGEMENTS AND AMALGAMATIONS

Subject to the applicable provisions of the Act, our Company is empowered to enter into any Schemes of Arrangement or compromises with its creditors and/or members of our Company and/or any class of such creditors or members, including but not limited to hive-off or demerger of any of its business or units and also to amalgamate or cause itself to be amalgamated with any other person, firm or body corporate.

ISSUE OF SHARE CERTIFICATE

Every Member shall be entitled, without payment, to one share certificate for all the shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as the Directors so determine) to several share certificates, each for one or more of such shares and our Company shall complete and have ready for delivery such share certificates, unless prohibited by any provision of law or any order of court, tribunal or other authority having jurisdiction, within two (2) months from the date of allotment, or within one (1) month of the receipt of application of registration of transfer, transmission, sub division, consolidation or renewal of any of its shares as the case maybe or within a period of six (6) months from the date of allotment in the case of any allotment of debenture. In respect of any share or shares held jointly by several persons, our Company shall not be bound to issue more than one share certificate, and delivery of a share certificate for a share to one of several joint holders shall be sufficient delivery to all such joint holders.

New share certificates shall also be issued in the event of consolidation or sub-division of shares of our Company. Every such share certificate shall be issued in the manner prescribed under Section 46 of the Act and the rules framed thereunder.

Particulars of every share certificate issued shall be entered in the register of members against the name of the person, to whom it has been issued, indicating the date of issue. Every share certificate shall specify the shares to which it relates and the amount paid-up thereon and shall be signed by two Directors or by a Director and our Company secretary, wherever our Company has appointed a company secretary.

ISSUE OF NEW SHARE CERTIFICATE IN PLACE OF ONE DEFACED, LOST OR DESTROYED

If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to our Company, a new share certificate may be issued in lieu thereof, and if any share certificate is lost or destroyed then upon proof thereof to the satisfaction of our Company and on execution of such indemnity as our Company deem adequate, being given, a new share certificate in lieu thereof shall be given to the party entitled to such lost or destroyed share certificate.

Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.

Provided that notwithstanding what is stated above, the Directors shall comply with such rules or regulation or requirements of any Exchanges or the rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956 or any other act or rules applicable in this behalf. The provision of this Article shall *mutatis mutandis* apply to debentures of our Company.

COMMISSION FOR PLACING SHARES, DEBENTURES, ETC.

(a) Subject to the provisions of the Act and other applicable laws, our Company may at any time pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) to any shares or debentures of our Company or underwriting or procuring or agreeing to procure subscriptions (whether absolute or conditional) for shares or debentures of our Company and provisions of the Act shall apply.

(b) Our Company may also, in any issue, pay such brokerage as may be lawful.

(c) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

COMPANY'S LIEN ON SHARES / DEBENTURES

Our Company shall subject to applicable law have a first and paramount lien:

(a) on every share / debenture (not being a fully paid share / debenture) registered in the name of each Member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called, or payable at a fixed time, in respect of that share / debenture and no equitable interest in any share shall be created upon the footing and condition that this Article will have full effect; and

(b) on all shares/debentures (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to our Company. Unless otherwise agreed, the registration of transfer of shares / debentures shall operate as a waiver of our Company's lien, if any, on such shares / debentures.

Provided that the Board may at any time declare any share to be wholly or in part exempt from the provisions of this Article.

Our Company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.

The fully paid up shares shall be free from all lien and in the case of partly paid up shares our Company's lien shall be restricted to moneys called or payable at a fixed time in respect of such shares.

DIRECTORS MAY REFUSE TO REGISTER TRANSFER

Subject to the provisions of these Articles and other applicable provisions of the Act or any other applicable law for the time being in force, the Board may (at its own absolute and uncontrolled discretion) decline or refuse by giving reasons, whether in pursuance of any power of the Company under these Articles or otherwise, to register or acknowledge any transfer of, or the transmission by operation of law of the right to, any securities or interest of a Member in the Company, after providing sufficient cause, within a period of thirty days from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to the Company. Provided that the registration of transfer of any securities shall not be refused on the ground of the transferor being alone or jointly with any other person or persons, indebted to the Company on any account whatsoever except where the Company has a lien on shares. Transfer of shares/debentures in whatever lot shall not be refused.

RULES TO ISSUE SHARE CERTIFICATES

The Act shall be complied with in respect of the issue, reissue, renewal of share certificates and the format and signing of the share certificates and records of the share certificates issued shall be maintained in accordance with the said Act.

LIEN TO EXTEND TO DIVIDENDS, ETC.

The Company's lien, if any, on a share shall extend to all dividends or interest, as the case may be, payable and bonuses declared from time to time in respect of such shares / debentures.

ENFORCING LIEN BY SALE

The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien:

Provided that no sale shall be made—

(a) unless a sum in respect of which the lien exists is presently payable; or

(b) until the expiration of fourteen (14) days' after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or to the person entitled thereto by reason of his death or insolvency or otherwise.

No Member shall exercise any voting right in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid, or in regard to which the Company has exercised any right of lien.

APPLICATION OF SALE PROCEEDS

The proceeds of any such sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the Shares before the sale) be paid to the person entitled to the shares at the date of the sale.

OUTSIDER'S LIEN NOT TO AFFECT COMPANY'S LIEN

In exercising its lien, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or unless required by law) be bound to recognise any equitable or other claim to, or interest in, such share on the part of any other person, whether a creditor of the registered holder or otherwise. The Company's lien shall prevail notwithstanding that it has received notice of any such claim.

PROVISIONS AS TO LIEN TO APPLY MUTATIS MUTANDIS TO DEBENTURES, ETC.

The provisions of the Articles relating to lien shall *mutatis mutandis* apply to any other securities, including debentures, of the Company.

BOARD TO HAVE RIGHT TO MAKE CALLS ON SHARES

The Board may subject to the provisions of the Act and any other applicable law, from time to time, make such call as it thinks fit upon the Members in respect of all moneys unpaid on the shares (whether on account of the nominal value of the shares or by premium) and not by the conditions of allotment thereof made payable at fixed times. Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call. A call may be revoked or postponed at the discretion of the Board. The power to call on shares shall not be delegated to any other person except with the approval of the shareholders' in a General Meeting.

PROVISIONS AS TO CALLS TO APPLY MUTATIS MUTANDIS TO DEBENTURES, ETC.

The provisions of the Articles relating to calls shall *mutatis mutandis* apply to any other securities, including debentures, of the Company.

TRANSMISSION OF SHARES

Subject to the provisions of the Act and the Articles, any person becoming entitled to shares in consequence of the death, lunacy, bankruptcy or insolvency of any Members, or by any lawful means other than by a transfer in accordance with the Articles, may with the consent of the Board (which it shall not be under any obligation to give), upon producing such evidence as the Board thinks sufficient, that he sustains the character in respect of which he proposes to act under this Article, or of his title, elect to either be registered himself as holder of the shares or elect to have some person nominated by him and approved by the Board, registered as such holder or to make such transfer of the share as the deceased or insolvent Member could have made. If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. Provided, nevertheless, if such person shall elect to have his nominee registered, he shall testify that election by executing in favour of his nominee an instrument of transfer in accordance with the provision herein contained and until he does so he shall not be freed from any liability in respect of the shares. Further, all limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfer of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the Member had not occurred and the notice or transfer were a transfer signed by that Member.

TITLE TO SHARES OF DECEASED MEMBERS

The executors or administrators or the holders of a succession certificate issued in respect of the shares of a deceased Member and not being one of several joint holders shall be the only person whom the Company shall

recognize as having any title to the shares registered in the name of such Members and in case of the death of one or more of the joint holders of any registered share, the survivor or survivors shall be entitled to the title or interest in such shares but nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person. Provided nevertheless that in case the Directors, in their absolute discretion think fit, it shall be lawful for the Directors to dispense with the production of a probate or letters of administration or a succession certificate or such other legal representation upon such terms (if any) (as to indemnify or otherwise) as the Directors may consider necessary or desirable.

TRANSFER AND TRANSMISSION OF DEBENTURES

The provisions of the Articles, shall, *mutatis mutandis*, apply to the transfer of or the transmission by law of the right to any securities including, debentures of the Company.

NOTICE FOR FORFEITURE OF SHARES

The notice aforesaid shall:

(a) name a further day (not being earlier than the expiry of fourteen days from the date of services of the notice) on or before which the payment required by the notice is to be made; and

(b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

ENTRY OF FORFEITURE IN REGISTER OF MEMBERS

When any share shall have been so forfeited, notice of the forfeiture shall be given to the defaulting Member and any entry of the forfeiture with the date thereof, shall forthwith be made in the Register of Members but no forfeiture shall be invalidated by any omission or neglect or any failure to give such notice or make such entry as aforesaid.

EFFECT OF FORFEITURE

The forfeiture of a share shall involve extinction at the time of forfeiture, of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the share, except only such of those rights as by the Articles expressly saved.

VALIDITY OF SALES

Upon any sale after forfeiture or for enforcing a lien in exercise of the powers hereinabove given, the Board may, if necessary, appoint some person to execute an instrument for transfer of the shares sold and cause the purchaser's name to be entered in the Register of Members in respect of the shares sold and after his name has been entered in the Register of Members in respect of such shares the validity of the sale shall not be impeached by any person.

BOARD TO HAVE A RIGHT TO FORFEIT SHARES

If a Member fails to pay any call, or installment of a call or any money due in respect of any share, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid or a judgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on him requiring payment of so much of the call or installment or other money as is unpaid, together with any interest which may have accrued and all expenses that may have been incurred by our Company by reason of non-payment.

REGISTER OF TRANSFERS

Our Company shall keep a "Register of Transfers" and therein shall be fairly and distinctly entered particulars of every transfer or transmission of any shares. Our Company shall also use a common form of transfer, as prescribed under the Act and rules notified thereunder and as per applicable requirements specified by the Exchanges.

INSTRUMENT OF TRANSFER

(a) The instrument of transfer of any share shall be in writing and all the provisions of the Act, and of any statutory modification thereof for the time being shall be duly complied with in respect of all transfer of shares and registration thereof. Our Company shall use the form of transfer, as prescribed under the Act, in all cases. In case of transfer of shares, where our Company has not issued any share certificates and where the shares are held in dematerialized form, the provisions of the Depositories Act, 1996 shall apply.

(b) The Board may decline to recognize any instrument of transfer unless-

(i) the instrument of transfer is in the form prescribed under the Act;

(ii) the instrument of transfer is accompanied by the certificate of shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and

(iii) the instrument of transfer is in respect of only one class of shares.

(c) No fee shall be charged for registration of transfer, transmission, probate, succession certificate and letters of administration, certificate of death or marriage, power of attorney or similar other document.

RIGHTS TO ISSUE SHARE WARRANTS

Our Company may issue share warrants subject to, and in accordance with provisions of the Act. The Board may, in its discretion, with respect to any share which is fully paid up on application in writing signed by the person registered as holder of the share, and authenticated by such evidence (if any) as the Board may from time to time require as to the identity of the person signing the application, and the amount of the stamp duty on the warrant and such fee as the Board may from time to time require having been paid, issue a warrant.

BOARD TO MAKE RULES

The Board may, from time to time, make rules as to the terms on which it shall think fit, a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction.

SHARES MAY BE CONVERTED INTO STOCK

Where shares are converted into stock:

(a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same Articles under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose;

(b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage;

(c) such of the Articles of the Company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder"/"Member" shall include "stock" and "stock-holder" respectively.

REDUCTION OF CAPITAL

Our Company may, by a Special Resolution as prescribed by the Act, reduce in any manner and in accordance with the provisions of the Act—

(a) its share capital; and/or

(b) any capital redemption reserve account; and/or

(c) any share premium account

and in particular without prejudice to the generality of the foregoing power may be: (i) extinguishing or reducing the liability on any of its shares in respect of share capital not paid up; (ii) either with or without extinguishing or reducing liability on any of its shares, cancel paid up share capital which is lost or is unrepresented by available assets; or (ii) either with or without extinguishing or reducing liability on any of its shares, pay off any paid up share capital which is in excess of the wants of our Company; and may, if and so far as is necessary, alter its Memorandum, by reducing the amount of its share capital and of its shares accordingly.

DEMATERIALISATION OF SECURITIES

(a) Our Company shall recognise interest in dematerialised securities under the Depositories Act, 1996.

Subject to the provisions of the Act, either our Company or the investor may exercise an option to issue (in case of our Company only), deal in, hold the securities (including shares) with a Depository in electronic form and the share certificates in respect thereof shall be dematerialized, in which event, the rights and obligations of the parties concerned and matters connected therewith or incidental thereof shall be governed by the provisions of the Depositories Act, 1996 as amended from time to time or any statutory modification(s) thereto or re-enactment thereof, the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and other Applicable Law.

(b) Dematerialisation/Re-materialisation of securities

Notwithstanding anything to the contrary or inconsistent contained in the Articles, our Company shall be entitled to dematerialise its existing securities, re materialise its securities held in Depositories and/or offer its fresh securities in the dematerialised form pursuant to the Depositories Act, 1996 and the rules framed thereunder, if any.

(c) Option to receive security certificate or hold securities with the Depository

Every person subscribing to or holding securities of our Company shall have the option to receive the security certificate or hold securities with a Depository. Where a person opts to hold a security with the Depository, our Company shall intimate such Depository of the details of allotment of the security and on receipt of such information, the Depository shall enter in its Record, the name of the allottees as the beneficial owner of that Security.

(d) Securities in electronic form

All securities held by a Depository shall be dematerialized and held in electronic form. No certificate shall be issued for the securities held by the Depository. In the case of transfer of shares or other securities where the Company has not issued any certificates and where such shares or other securities are being held in an electronic and fungible form, provisions of the Depositories Act, 1996 shall apply. Further, the provisions relating to progressive numbering shall not apply to the shares of the Company which have been dematerialised.

(e) Beneficial owner deemed as absolute owner

Except as ordered by a court of competent jurisdiction or by applicable law required and subject to the provisions of the Act, our Company shall be entitled to treat the person whose name appears on the applicable register as the holder of any security or whose name appears as the beneficial owner of any

security in the records of the Depository as the absolute owner thereof and accordingly shall not be bound to recognize any benami trust or equity, equitable contingent, future, partial interest, other claim to or interest in respect of such securities or (except only as by the Articles otherwise expressly provided) any right in respect of a security other than an absolute right thereto in accordance with the Articles, on the part of any other person whether or not it has expressed or implied notice thereof but the Board shall at their sole discretion register any security in the joint names of any two or more persons or the survivor or survivors of them.

(f) Register and index of beneficial owners

Our Company shall cause to be kept a register and index of Members with details of securities held in materialised and dematerialised forms in any media as may be permitted by law including any form of electronic media. The register and index of beneficial owners maintained by a Depository under the Depositories Act, 1996 shall be deemed to be a register and index of Members for the purposes of this Act. Our Company shall have the power to keep in any state or country outside India, a Register of Members, resident in that state or country.

BUY BACK OF SHARES

Notwithstanding anything contained in the Articles, but subject to all applicable provisions of the Act or any other law for the time being in force, our Company may purchase its own shares or other specified securities.

ANNUAL GENERAL MEETINGS

(a) Our Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meeting in that year.

(b) An Annual General Meeting of our Company shall be held in accordance with the provisions of the Act.

EXTRAORDINARY GENERAL MEETINGS

All General Meetings other than the Annual General Meeting shall be called "Extraordinary General Meeting". Provided that, the Board may, whenever it thinks fit, call an Extraordinary General Meeting.

EXTRAORDINARY MEETINGS ON REQUISITION

The Board shall, on the requisition of Members, convene an Extraordinary General Meeting of our Company in the circumstances and in the manner provided under the Act.

NOTICE FOR GENERAL MEETINGS

All General Meetings shall be convened by giving not less than clear twenty one (21) days' notice, in such manner as is prescribed under the Act, specifying the place, date and hour of the meeting and a statement of the business proposed to be transacted at such a meeting, in the manner mentioned in the Act. Notice shall be given to all the Members and to such persons as are under the Act and/or the Articles entitled to receive such notice from our Company but any accidental omission to give notice to or non-receipt of the notice by any Member or other person to whom it should be given shall not invalidate the proceedings of any General Meetings.

The Members may participate in General Meetings through such modes as permitted by applicable laws.

SHORTER NOTICE ADMISSIBLE

Upon compliance with the relevant provisions of the Act, an Annual General Meeting may be convened by giving giving a notice shorter than twenty one (21) days if consent is given in writing or by electronic mode by not less than 95 (ninety five) percent of the Shareholders entitled to vote at that meeting. Any other General Meeting may be convened by giving a notice shorter than twenty one (21) days, if consent is given in writing or by electronic mode by not less (i) the majority in number of Shareholders entitled to vote at that meeting and (ii) who represent not less than 95 (ninety five) percent of such part of the paid-up Share Capital of the Company as gives a right to vote at such meeting

SPECIAL AND ORDINARY BUSINESS

(a) Subject to the provisions of the Act, all business shall be deemed special that is transacted at the Annual General Meeting with the exception of declaration of any dividend, the consideration of financial statements and reports of the Directors and auditors, the appointment of Directors in place of those retiring and the appointment of and fixing of the remuneration of the auditors. In case of any other meeting, all business shall be deemed to be special.

(b) In case of special business as aforesaid, an explanatory statement as required under the applicable provisions of the Act shall be annexed to the notice of the meeting.

QUORUM FOR GENERAL MEETING

(a) Five (5) Members if the number of Members is 1000 or less;

(b) Fifteen (15) Members present if the number of Members is more than 1000 or less than 5000;

(c) Thirty (30) Members present if the number of Members is 5000;

or more or such other number of Members as required under the Act or the applicable law for the time being in force prescribes, personally present shall be quorum for a General Meeting and no business shall be transacted at any General Meeting unless the requisite quorum is present at the commencement of the meeting.

TIME FOR QUORUM AND ADJOURNMENT

Subject to the provisions of the Act, if within half an hour from the time appointed for a meeting, a quorum is not present, the meeting, if called upon the requisition of Members, shall be cancelled and in any other case, it shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine. If at the adjourned meeting also a quorum is not present within half an hour from the time appointed for the meeting, the Members present shall be quorum and may transact the business for which the meeting was called.

CHAIRMAN OF GENERAL MEETING

The chairman, if any, of the Board of Directors shall preside as chairman at every General Meeting of our Company.

ELECTION OF CHAIRMAN

Subject to the provisions of the Act, if there is no such chairman or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairman, the Directors present shall elect another Director as chairman and if no Director be present or if all the Directors decline to take the chair, then the Members present shall choose a Member to be the chairman.

ADJOURNMENT OF MEETING

Subject to the provisions of the Act, the chairman of a General Meeting may, with the consent given in the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn that meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When the meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as nearly to the original meeting, as may be possible. Save as aforesaid and as provided in Section 103 of the Act, it shall not be necessary to give any notice of adjournment of the business to be transacted at an adjourned meeting.

VOTING AT MEETING

At any General Meeting, a demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than that on which a poll has been demanded. The demand for a poll may be withdrawn at any time by the person or persons who made the demand. Further, no objection shall be raised to the qualification of

any voter except at the General Meeting or adjourned General Meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairperson of the General Meeting, whose decision shall be final and conclusive.

DECISION BY POLL

If a poll is duly demanded in accordance with the provisions of the Act, it shall be taken in such manner as the chairman directs and the results of the poll shall be deemed to be the decision of the meeting on the resolution in respect of which the poll was demanded.

CASTING VOTE OF CHAIRMAN

In case of equal votes, whether on a show of hands or on a poll, the chairman of the General Meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote in addition to the vote or votes to which he may be entitled to as a Member.

PASSING RESOLUTIONS BY POSTAL BALLOT

(a) Notwithstanding any of the provisions of the Articles, our Company may, and in the case of resolutions relating to such business as notified under the Act, to be passed by postal ballot, shall get any resolution passed by means of a postal ballot, instead of transacting the business in the General Meeting of our Company.

(b) Where our Company decides to pass any resolution by resorting to postal ballot, it shall follow the procedures as prescribed under the Act.

(c) If a resolution is assented to by the requisite majority of the shareholders by means of postal ballot, it shall be deemed to have been duly passed at a General Meeting convened in that behalf.

VOTING RIGHTS OF MEMBERS

Subject to any rights or restrictions for the time being attached to any class or classes of shares:

(a) On a show of hands every Member holding Equity Shares and present in person shall have one vote.

(b) On a poll, every Member holding Equity Shares therein shall have voting rights in proportion to his share in the paid-up Equity Share capital.

(c) A Member may exercise his vote at a meeting by electronic means in accordance with the Act and shall vote only once.

VOTING BY JOINT-HOLDERS

In case of joint holders, the vote of first named of such joint holders in the Register of Members who tender a vote whether in person or by proxy shall be accepted, to the exclusion of the votes of other joint holders.

PROXY

Any Member entitled to attend and vote at a General Meeting may do so either personally or through his constituted attorney or through another person as a proxy on his behalf, for that meeting.

NUMBER OF DIRECTORS

Unless otherwise determined by General Meeting, the number of Directors shall not be less than three (3) and not more than fifteen (15), and at least one (1) Director shall be resident of India in the previous year.

Provided that our Company may appoint more than fifteen (15) Directors after passing a Special Resolution.

The following are the first Directors of the Company:

(a) Hari Gopalakrishnan; and

(b) Purvashri Salgaonkar.

SHARE QUALIFICATION NOT NECESSARY

Any person whether a Member of our Company or not may be appointed as Director and no qualification by way of holding shares shall be required of any Director.

REMUNERATION OF DIRECTORS

(a) A Director (other than a managing Director or whole-time Director) may receive a sitting fee not exceeding such sum as may be prescribed by the Act or the Central Government from time to time for each meeting of the Board of Directors or any committee thereof attended by him. The remuneration of Directors including managing Director and/or whole-time Director may be paid in accordance with the applicable provisions of the Act.

(b) The Board of Directors may allow and pay or reimburse any Director who is not a bona fide resident of the place where a meeting of the Board or of any committee is held and who shall come to such place for the purpose of attending such meeting or for attending its business at the request of our Company, such sum as the Board may consider fair compensation for travelling, and out-of-pocket expenses and if any Director be called upon to go or reside out of the ordinary place of his residence on our Company's business he shall be entitled to be reimbursed any travelling or other expenses incurred in connection with the business of our Company.

(c) The managing Directors/ whole-time Directors shall be entitled to charge and be paid for all actual expenses, if any, which they may incur for or in connection with the business of our Company. They shall be entitled to appoint part time employees in connection with the management of the affairs of our Company and shall be entitled to be paid by our Company any remuneration that they may pay to such part time employees.

ONE-THIRD OF DIRECTORS TO RETIRE EVERY YEAR

At the Annual General Meeting of our Company to be held in every year, one third of such of the Directors as are liable to retire by rotation for time being, or, if their number is not three or a multiple of three then the number nearest to one third shall retire from office, and they will be eligible for re-election. Provided nevertheless that the managing director appointed, or the Directors appointed as a debenture director under Articles hereto shall not retire by rotation under this Article nor shall they be included in calculating the total number of Directors of whom one third shall retire from office under this Article.

MEETINGS OF THE BOARD

(a) The Board of Directors shall meet at least once in every three (3) months with a maximum gap of 120 days or such other time period as may be prescribed under the Applicable Law between two (2) meetings of the Board for the dispatch of business, adjourn and otherwise regulate its meetings and proceedings as it thinks fit in accordance with the Act, provided that at least four (4) such meetings shall be held in every year. Place of meetings of the Board shall be at a location determined by the Board at its previous meeting, or if no such determination is made, then as determined by the chairman of the Board.

(b) The chairman may, at any time, and the secretary or such other Officer of our Company as may be authorised in this behalf on the requisition of Director shall at any time summon a meeting of the Board. Notice of at least seven (7) days or such other time period as may be prescribed under the Applicable Law in writing of every meeting of the Board shall be given to every Director and every alternate Director at his usual address whether in India or abroad, provided always that a meeting may be convened by a shorter notice to transact urgent business subject to the condition that at least one independent director, if any, shall be present at the meeting and in case of absence of independent directors from such a meeting

of the Board, decisions taken at such a meeting shall be circulated to all the Directors and shall be final only on ratification thereof by at least one independent director, if any.

(c) The notice of each meeting of the Board shall include (i) the time for the proposed meeting; (ii) the venue for the proposed meeting; and (iii) an agenda setting out the business proposed to be transacted at the meeting.

(d) To the extent permissible by applicable law, the Directors may participate in a meeting of the Board or any committee thereof, through electronic mode, that is, by way of video conferencing i.e., audio visual electronic communication facility. The notice of the meeting must inform the Directors regarding the availability of participation through video conferencing. Any Director participating in a meeting through the use of video conferencing shall be counted for the purpose of quorum.

QUORUM

Subject to the provisions of the Act, the quorum for a meeting of the Board shall be one third of its total strength (any fraction contained in that one-third being rounded off as one) or two Directors whichever is higher and the participation of the Directors by video conferencing or by other audio-visual means shall also be counted for the purposes of quorum.

At any time, the number of interested Directors is equal to or exceeds two-thirds of total strength, the number of remaining Directors, that is to say the number of Directors who are not interested, present at the meeting being not less than two, shall be the quorum during such time. The total strength of the Board shall mean the number of Directors actually holding office as Directors on the date of the resolution or meeting, that is to say, the total strength of Board after deducting there from the number of Directors, if any, whose places are vacant at the time. The term 'interested director' means any Director whose presence cannot, by reason of applicable provisions of the Act be counted for the purpose of forming a quorum at meeting of the Board, at the time of the discussion or vote on the concerned matter or resolution.

QUESTIONS HOW DETERMINED

(a) A committee may meet and adjourn as it thinks proper.

(b) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present as the case may be and in case of equality of vote, the chairman shall have a second or casting vote. in addition to his vote as a member of the committee.

MAINTENANCE OF FOREIGN REGISTER

The Company may exercise the powers conferred on it by the Act with regard to the keeping of a foreign register; and the Board may (subject to the provisions of those Sections) make and vary such regulations as it may think fit respecting the keeping of any register.

BORROWING POWERS

(a) Subject to the provisions of the Act and the Articles, the Board may from time to time at their discretion raise or borrow or secure the payment of any such sum of money for the purpose of our Company, in such manner and upon such terms and conditions in all respects as they think fit, and in particular, by promissory notes or by receiving deposits and advances with or without security or by the issue of bonds, debentures, perpetual or otherwise, including debentures convertible into shares of this Company or any other company or perpetual annuities and to secure any such money so borrowed, raised or received, mortgage, pledge or charge the whole or any part of the property, assets or revenue of our Company present or future, including its uncalled capital by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders powers of sale and other powers as may be expedient and to purchase, redeem or pay off any such securities; provided however, that the moneys to be borrowed, together with the money already borrowed by our Company apart from temporary loans obtained from our Company's bankers in the ordinary course of business shall not, without the sanction of our Company by a Special Resolution at a General Meeting, exceed the aggregate of the paid up capital of our Company and its free reserves and security premium. Provided that every Special Resolution

passed by our Company in General Meeting in relation to the exercise of the power to borrow shall specify the total amount up to which moneys may be borrowed by the Board of Directors.

(b) The Directors may by resolution at a meeting of the Board delegate the above power to borrow money otherwise than on debentures to a committee of Directors or managing Director or to any other person permitted by applicable law, if any, within the limits prescribed.

(c) To the extent permitted under the applicable law and subject to compliance with the requirements thereof, the Directors shall be empowered to grant loans to such entities at such terms as they may deem to be appropriate, and he same shall be in the interests of our Company.

(d) Any bonds, debentures, debenture-stock or other securities may if permissible under applicable law be issued at a discount, premium or otherwise by our Company and shall with the consent of the Board be issued upon such terms and conditions and in such manner and for such consideration as the Board shall consider to be for the benefit of our Company, and on the condition that they or any part of them may be convertible into Equity Shares of any denomination, and with any privileges and conditions as to the redemption, surrender, allotment of shares, attending (but not voting) in the General Meeting, appointment of Directors or otherwise. Provided that debentures with rights to allotment of or conversion into Equity Shares shall not be issued except with, the sanction of our Company in General Meeting accorded by a Special Resolution.

NOMINEE DIRECTORS

(a) Subject to the provisions of the Act, so long as any moneys remain owing by our Company to Financial Institutions regulated by the Reserve Bank of India, state financial corporation or any financial institution owned or controlled by the central government or state government or any non-banking financial company regulated by the Reserve Bank of India or any such company from whom our Company has borrowed for the purpose of carrying on its objects or each of the above has granted any loans / or subscribes to the debentures of our Company or so long as any of the aforementioned companies of financial institutions holds or continues to hold debentures /shares in our Company as a result of underwriting or by direct subscription or private placement or so long as any liability of our Company arising out of any guarantee furnished on behalf of our Company remains outstanding, and if the loan or other agreement with such institution/ corporation/ company (hereinafter referred to as the "**Corporation**") so provides, the Corporation may, in pursuance of the provisions of any law for the time being in force or of any agreement, have a right to appoint from time to time any person or persons as a Director or Directors whole-time or non-whole-time (which Director or Director/s is/are hereinafter referred to as "**Nominee Directors/s**") on the Board of our Company and to remove from such office any person or person so appointed and to appoint any person or persons in his /their place(s).

(b) In the event of a casual vacancy arising with respect to the position of the Director nominated by a shareholder under Article 129 for any reason, the nominating shareholder shall be entitled to nominate another person, in accordance with Article 129 and the Applicable Law, to be appointed as the nominee Director to fill such vacancy.

(c) The nominating shareholder may remove its nominee Director by a written notice issued to the Company and following which, the Company will do such things as required under the Applicable Law to facilitate such removal.

(d) The Nominee Director/s appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, Board meetings and of the meetings of the committee of which Nominee Director/s is/are member/s as also the minutes of such Meetings. The Corporation shall also be entitled to receive all such notices and minutes.

(e) Our Company may pay the Nominee Director/s sitting fees and expenses to which the other Directors of our Company are entitled, but if any other fees commission, monies or remuneration in any form is payable to the Directors of our Company the fees, commission, monies and remuneration in relation to such Nominee Director/s may accrue to the nominee appointer and same shall accordingly be paid by our Company directly to the Corporation.

(f) Provided that the sitting fees, in relation to such Nominee Director/s shall also accrue to the appointer and same shall accordingly be paid by our Company directly to the appointer.

COMPANY IN GENERAL MEETING MAY DECLARE DIVIDENDS

Our Company in General Meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

INTERIM DIVIDENDS

Subject to the provisions of the Act, the Board may from time to time pay to the Members such interim dividends of such amount on such class of shares and at such times as it may think fit and as appear to it to be justified by the profits of our Company.

RIGHT TO DIVIDEND AND UNPAID OR UNCLAIMED DIVIDEND

(a) Where capital is paid in advance of calls, such capital, whilst carrying interest, shall not confer a right to dividend or to participate in the profits.

(b) Where our Company has declared a dividend but which has not been paid or claimed within thirty (30) days from the date of declaration, our Company shall within seven (7) days from the date of expiry of the said period of thirty (30) days, transfer the total amount of dividend which remains unpaid or unclaimed within the said period of thirty (30) days, to a special account to be opened by our Company in that behalf in any scheduled bank to be called "Unpaid Dividend Account of Sagility India Limited".

(c) Any money transferred to the unpaid dividend account of our Company which remains unpaid or unclaimed for a period of seven (7) years from the date of such transfer, shall be transferred by our Company to the fund known as Investor Education and Protection Fund established under the Act.

(d) No unclaimed or unpaid dividend shall be forfeited by the Board before the claim becomes barred by law.

(e) All other provisions under the Act will be complied with in relation to the unpaid or unclaimed dividend.

CAPITALISATION OF PROFITS

(a) Our Company in General Meeting, may, on recommendation of the Board resolve:

(i) that it is desirable to capitalise any part of the amount for the time being standing to the credit of our Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution; and

(ii) that such sum be accordingly set free for distribution in the manner specified in the sub-clause (b) amongst the Members who would have been entitled thereto if distributed by way of dividend and in the same proportion.

(b) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in sub-clause (c) below, either in or towards:

(i) paying up any amounts for the time being unpaid on shares held by such Members respectively;

(ii) paying up in full, unissued share of our Company to be allotted and distributed, credited as fully paid up, to and amongst such Members in the proportions aforesaid; or

(iii) partly in the way specified in sub-clause (i) and partly that specified in sub -clause (ii).

(iv) A securities premium account and a capital redemption reserve account or any other permissible reserve account may be applied as permitted under the Act in the paying up of unissued shares to be issued to Members of our Company as fully paid bonus shares.

(v) The Board shall give effect to the resolution passed by our Company in pursuance of the Articles.

POWER OF DIRECTORS FOR DECLARATION OF BONUS ISSUE

(a) Whenever such a resolution as aforesaid shall have been passed, the Board shall:

(i) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares or other securities, if any; and

(ii) generally, do all acts and things required to give effect thereto.

(b) The Board shall have full power:

(i) to make such provisions, by the issue of fractional certificates or by payments in cash or otherwise as it thinks fit, in the case of shares or debentures becoming distributable in fractions; and

(ii) to authorize any person to enter, on behalf of all the Members entitled thereto, into an agreement with our Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or other securities to which they may be entitled upon such capitalization or as the case may require, for the payment by our Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalized, of the amount or any parts of the amounts remaining unpaid on their existing shares.

(c) Any agreement made under such authority shall be effective and binding on such Members.

INSPECTION BY DIRECTORS

The books of account and books and papers of the Company, or any of them, shall be open to the inspection of Directors in accordance with the applicable provisions of the Act.

INSPECTION BY MEMBERS

No Member (not being a Director) shall have any right of inspecting any account or books or documents of the Company except as conferred by law or authorised by the Board.

WINDING UP

Subject to the applicable provisions of the Act–

(a) If our Company shall be wound up, the liquidator may, with the sanction of a Special Resolution of our Company and any other sanction required by the Act, divide amongst the Members, in specie or kind, the whole or any part of the assets of our Company, whether they shall consist of property of the same kind or not.

(b) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different classes of Members.

(c) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no Member shall be compelled to accept any shares or other securities whereon there is any liability.

(d) Any person who is or has been a Director or manager, whose liability is unlimited under the Act, shall, in addition to his liability, if any, to contribute as an ordinary Member, be liable to make a further contribution as if he were at the commencement of winding up, a Member of an unlimited company, in accordance with the provisions of the Act.

DIRECTOR'S AND OTHERS' RIGHT TO INDEMNITY

Subject to the provisions of the Act, every Director and Officer of our Company shall be indemnified by our Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the tribunal. Provided, however, that such indemnification shall not apply in respect of any cost or loss or expenses to the extent it is finally judicially determined to have resulted from the negligence, willful misconduct or bad faith acts or omissions of such Director.

GENERAL POWER

Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its Articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.

At any point of time from the date of adoption of the Articles, if the Articles are or become contrary to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "**Listing Regulations**") or of the Act or of the Secretarial Standard issued by the Institute of Company Secretaries of India ("**Secretarial Standards**"), the provisions of the Listing Regulations or the Act or the Secretarial Standards shall prevail over the Articles to such extent and the Company shall discharge all of its obligations as prescribed under the Listing Regulations or the Act or the Secretarial Standards, from time to time.

SECTION IX – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following documents and contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of this Draft Red Herring Prospectus) which are or may be deemed material have been entered or to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Red Herring Prospectus, delivered to the Registrar of Companies for filing and also the documents for inspection referred to hereunder, may be inspected at our Registered Office from 10.00 am to 4.00 pm on Working Days from the date of the Red Herring Prospectus until the Bid/ Offer Closing Date, except for such contracts and documents that will be executed subsequent to the completion of the Bid/Offer Closing Date. These contracts and documents will also be available at the following web-link – https://sagilityhealth.com/investor-relations/.

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the Shareholders, subject to compliance of the provisions contained in the Companies Act and other applicable law.

Material Contracts to the Offer

1. Offer Agreement among our Company, the Promoter Selling Shareholder and the BRLMs dated June 28, 2024.

2. Registrar Agreement among our Company, the Promoter Selling Shareholder and Registrar to the Offer dated June 26, 2024.

3. Cash Escrow and Sponsor Bank Agreement dated [●] among our Company, the Promoter Selling Shareholder, the BRLMs, the Escrow Collection Bank(s), Public Offer Account Bank(s), Refund Bank(s), the Sponsor Banks, Syndicate Members and the Registrar to the Offer.

4. Share Escrow Agreement dated [●] between the Company, the Promoter Selling Shareholder and the Share Escrow Agent.

5. Syndicate Agreement dated [●] among our Company, the Promoter Selling Shareholder, the BRLMs, the Syndicate Members and the Registrar to the Offer.

6. Underwriting Agreement dated [●] among our Company, the Promoter Selling Shareholder and the Underwriters.

Material Documents

1. Certified copies of the Memorandum of Association and Articles of Association of our Company as amended from time to time.

2. Our certificates of incorporation dated July 28, 2021, September 13, 2022 and June 20, 2024 issued consequent to change of our name.

3. Resolutions of the Board of Directors dated June 24, 2024 authorising the Offer.

4. Resolutions of the Board dated June 25, 2024, and the IPO Committee dated June 28, 2024, respectively approving this Draft Red Herring Prospectus.

5. Resolution of the Board dated June 25, 2024, taking on record the Offer for Sale.

6. Consent letter dated June 25, 2024 from the Promoter Selling Shareholder for participating in the Offer for Sale.

7. Copies of annual reports of our Company for Fiscal Years 2022, 2023 and 2024.

8. Examination report of our Statutory Auditors dated June 25, 2024, on the Restated Consolidated Financial Information included in this Draft Red Herring Prospectus.

9. Report on statement of special tax benefits available to our Company and its shareholders under direct and indirect tax laws in India from our Statutory Auditors, dated June 26, 2024.

10. Report on statement of special tax benefits available to Sagility (US) Holdings Inc along with its subsidiaries, namely, Sagility LLC, Sagility (US) Inc., Sagility Operations Inc. and its shareholders under direct and indirect tax laws from Nitish Ranjan, Licensed Certified Public Accountant dated June 24, 2024.

11. Report on statement of special tax benefits available to Sagility (Jamaica) Limited and its shareholders under direct and indirect tax laws from Ian Walters, Chartered Accountants dated June 24, 2024.

12. Report on statement of special tax benefits available to Sagility Philippines B.V. and its shareholders under direct and indirect tax laws from Loyens & Loeff N.V., Dutch law firm dated June 25, 2024

13. Certificate dated June 26, 2024, from Agarwal Jain & Gupta, Chartered Accountants with respect to key performance indicators of our Company.

14. Consent letter dated June 26, 2024, issued by Everest to rely on and reproduce part or whole of the report titled "Everest Group's Healthcare Industry Overview" and include their name in this Draft Red Herring Prospectus.

15. Industry report titled "Everest Group's Healthcare Industry Overview" dated June 18, 2024 prepared and issued by Everest and commissioned by our Company for an agreed fee.

16. Employment agreements dated January 5, 2022, between our Company and Ramesh Gopalan, Managing Director and Group CEO.

17. Inter-company assignment agreement entered into between our Company, our Subsidiary, Sagility Operations Inc. and our Independent Director, Anil Chanana

18. Independent Director Agreements, each dated June 24, 2024 between our Company and each of our Independent Directors.

19. Resolution passed by our Board on June 24, 2024 and our Shareholders' on June 24, 2024 appointing Ramesh Gopalan as the Managing Director of our Company.

20. Share purchase agreement dated May 31, 2024 entered into between our Promoter, Sagility B.V., and our Company.

21. Master framework agreement dated August 9, 2021 entered into between the our Promoter, Sagility B.V. (formerly known as Betaine B.V.), Hinduja Global Solutions Limited, HGS International, Mauritius and Team HGS Limited supplemented by the deed of adherence to the MFA dated January 3, 2022 entered into between our Company (formerly known as Berkmeer India Private Limited), Sagility Philippines B.V. (formerly known as Betaine (PH) B.V.), Sagility (Jamaica) Limited (formerly known as Betaine (Jamaica) Limited), Sagility (US) Inc. (formerly known as Betaine (US) BidCo Inc.), our Promoter, Sagility B.V. (formerly known as Betaine B.V.), HGS International, Mauritius, Team HGS Limited and Hinduja Global Solutions Limited

22. Business transfer agreement dated August 9, 2021 entered into between our Promoter, Sagility B.V. (formerly known as Betaine B.V.) and Hinduja Global Solutions Limited, as supplemented by the deed of adherence to the Philippines BTA dated January 6, 2022 entered into between Sagility Philippines B.V. (formerly known as Betaine (PH) B.V.), our Promoter, Sagility B.V. (formerly known as Betaine B.V.) and Hinduja Global Solutions Limited, and as amended by amendment agreement to Jamaica BTA dated January 6, 2022 entered into between our Promoter, Sagility B.V. (formerly known as Betaine B.V.) and Hinduja Global Solutions Limited

23. Business transfer agreement dated August 9, 2021 entered into between our Promoter, Sagility B.V. (formerly known as Betaine B.V.) and Team HGS Limited, as supplemented by the deed of adherence to the Jamaica BTA dated January 6, 2022 entered into between Sagility (Jamaica) Limited (formerly known as Betaine (Jamaica) Limited), our Promoter, Sagility B.V. (formerly known as Betaine B.V.) and Team HGS Limited, and as amended by amendment agreement to Jamaica BTA dated January 6, 2022 entered into between Sagility (Jamaica) Limited (formerly known as Betaine (Jamaica) Limited), our Promoter, Sagility B.V. (formerly known as Betaine B.V.) and Team HGS Limited

24. Business transfer agreement dated August 9, 2021 entered into between our Promoter, Sagility B.V. (formerly known as Betaine B.V.) and Hinduja Global Solutions Limited, as supplemented by the deed of adherence to the India BTA dated January 3, 2022 entered into between our Company (formerly known as Berkmeer India Private Limited), our Promoter, Sagility B.V. (formerly known as Betaine B.V.) and Hinduja Global Solutions Limited, and as amended by amendment agreement to India BTA dated January 6, 2022 entered into between our Company (formerly known as Berkmeer India Private Limited), Sagility B.V. (formerly known as Betaine B.V.) and Hinduja Global Solutions Limited.

25. US transfer agreement dated August 9, 2021 entered into between our Subsidiary, Sagility (US) Inc. (formerly known as Betaine (US) BidCo Inc.) and HGS International as amended by the amended and restated US transfer agreement dated December 1, 2021 entered into between our Subsidiary, Sagility (US) Inc. (formerly known as Betaine (US) BidCo Inc.), HGS International and Hinduja Global Solutions UK Limited and by the amendment agreement to the US Transfer Amendment dated January 6, 2022.

26. Stock purchase agreement dated March 22, 2024 entered into between by our Subsidiary, Sagility LLC, Birch Technologies LLC Radical Venture Fund II L.P., A 12 Incubator Partners LLC, Washington Research Foundation, Flare Capital Partners II L.P., Aiden Gomez, Nicholas Frosst, Zhi Lin Zhang, Kevin Richard Terrell, Sumant Sudhir Kawale, Yinhan Liu, Blake Parsons, A 12 Investment Partners LLC, Radical Venture Fund II (International), L.P., A 12 Investment Partners-A LLC, Gaurav Shegokar, Ziyuan Wang, Lori Mcdougal, Yieshan Melissa Chan, Purujit Goyal, and WT Representative LLC

27. Share purchase agreement dated March 26, 2024, entered into between our Promoter, Sagility B.V. and our Company.

28. Share purchase agreement dated March 27, 2024, entered into between Promoter, Sagility B.V. and our Company.

29. Stock purchase agreement dated April 19, 2023 entered into between our Subsidiary, Sagility LLC, Devlin Consulting Inc., Theodore J. Devlin and Julia A. Devlin Family Trust, Theodore J. Devlin, and Julia A. Devlin.

30. Valuation reports each dated March 22, 2024 issued by PwC Business Consulting Services LLP and Navigant Corporate Advisors Limited.

31. Incentive Unit Award Plan by Sagility B.V.

32. Written consent dated June 26, 2024 from B S R & Co. LLP, Chartered Accountants, to include their name as required under section 26 (1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of their (i) examination report, dated June 25, 2024, on our Restated Consolidated Financial Information; (ii) their report dated June 26, 2024 on the Statement of Special Tax Benefits available to the Company and its shareholders under the direct and indirect tax laws, in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this DRHP. However, the term "expert" and the consent thereof shall not be construed to mean an "expert" or consent within the meaning as defined under the U.S. Securities Act.

33. Written consent dated June 26, 2024, from Agarwal Jain & Gupta, Chartered Accountants, holding a valid peer review certificate from ICAI, to include their name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations in this Draft Red Herring Prospectus and as an 'expert' as defined under Section 2(38) of Companies Act, 2013 in respect of the certificates issued by

them in their capacity as an independent chartered accountant to our Company.

34. Written consent dated June 24, 2024 from Nitish Ranjan, Licensed Certified Public Accountant to include his name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations in this Draft Red Herring Prospectus and as an 'expert' as defined under Section 2(38) of Companies Act, 2013 in respect of the Statement of Special Tax Benefits available to Sagility (US) Holdings Inc and its shareholders under direct and indirect tax laws in this DRHP and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. The consent has not been withdrawn as of the date of this Draft Red Herring Prospectus. The term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

35. Written consent dated June 24, 2024 from Ian Walters, Chartered Accountants to include their name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations in this Draft Red Herring Prospectus as an "expert" as defined under Section 2(38) of Companies Act, 2013 in respect of the Statement of Special Tax Benefits available to Sagility (Jamaica) Limited and its shareholders under direct and indirect tax laws in this DRHP and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. The term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

36. Written consent dated June 25, 2024 from Loyens & Loeff N.V., Dutch law firm to include their name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations in this Draft Red Herring Prospectus as an "expert" as defined under Section 2(38) of Companies Act, 2013 in respect of the Statement of Special Tax Benefits available to Sagility Philippines B.V. and its shareholders under direct and indirect tax laws in this DRHP and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. The term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

37. Consents of the Bankers to our Company, the BRLMs, Syndicate Members, Registrar to the Offer, Escrow Collection Bank(s), Sponsor Banks, Directors of our Company, our Company Secretary and Compliance Officer for the Offer, Group Chief Financial Officer, Public Offer Account Bank(s), Indian legal counsel to the Company, Indian legal counsel to the BRLMs, international legal counsel to the BRLMs, and, Refund Bank(s) as referred to, in their respective capacities.

38. In-principle listing approvals dated [●] and [●], received from NSE and the BSE, respectively.

39. Tripartite agreement dated May 8, 2024, amongst our Company, NSDL and Registrar to the Offer.

40. Tripartite agreement dated April 24, 2024, amongst our Company, CDSL and Registrar to the Offer.

41. Due diligence certificate dated June 28, 2024 to SEBI from the BRLMs.

42. SEBI final observation letter, bearing reference number [●] dated [●].

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines, or regulations issued by the Government of India and the rules, guidelines or regulations issued by the SEBI, established under section 3 of the SEBI Act, as the case may be, have been complied with and no statement, disclosure and undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements and disclosures made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

_____

Name: Ramesh Gopalan

Designation: Managing Director and Group CEO

Place: Bengaluru, India

Date: June 28, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines, or regulations issued by the Government of India and the rules, guidelines or regulations issued by the SEBI, established under section 3 of the SEBI Act, as the case may be, have been complied with and no statement, disclosure and undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements and disclosures made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

_____

Name: Hari Gopalakrishnan

Designation: Non-Executive Non-Independent Director

Place: Mumbai, India

Date: June 28, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines, or regulations issued by the Government of India and the rules, guidelines or regulations issued by the SEBI, established under section 3 of the SEBI Act, as the case may be, have been complied with and no statement, disclosure and undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements and disclosures made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

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Name: Martin I. Cole

Designation: Non-Executive Non-Independent Director

Place: Florida, United Stated of America

Date: June 28, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines, or regulations issued by the Government of India and the rules, guidelines or regulations issued by the SEBI, established under section 3 of the SEBI Act, as the case may be, have been complied with and no statement, disclosure and undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements and disclosures made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

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Name: William Winkenwerder Jr.

Designation: Non-Executive Non-Independent Director

Place: North Carolina, United Stated of America

Date: June 28, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines, or regulations issued by the Government of India and the rules, guidelines or regulations issued by the SEBI, established under section 3 of the SEBI Act, as the case may be, have been complied with and no statement, disclosure and undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements and disclosures made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

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Name: Anil Kumar Chanana

Designation: Independent Director

Place: Gurugram, India

Date: June 28, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines, or regulations issued by the Government of India and the rules, guidelines or regulations issued by the SEBI, established under section 3 of the SEBI Act, as the case may be, have been complied with and no statement, disclosure and undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements and disclosures made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

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Name: Ginger Dusek

Designation: Independent Director

Place: Indianapolis, United States of America

Date: June 28, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines, or regulations issued by the Government of India and the rules, guidelines or regulations issued by the SEBI, established under section 3 of the SEBI Act, as the case may be, have been complied with and no statement, disclosure and undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements and disclosures made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

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Name: Venkat Krishnaswamy

Designation: Independent Director

Place: Utah, United States of America

Date: June 28, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines, or regulations issued by the Government of India and the rules, guidelines or regulations issued by the SEBI, established under section 3 of the SEBI Act, as the case may be, have been complied with and no statement, disclosure and undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements and disclosures made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

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Name: Shalini Sarin

Designation: Independent Director

Place: New Delhi, India

Date: June 28, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines, or regulations issued by the Government of India and the rules, guidelines or regulations issued by the SEBI, established under section 3 of the SEBI Act, as the case may be, have been complied with and no statement, disclosure and undertaking made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all the statements and disclosures made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE GROUP CHIEF FINANCIAL OFFICER OF OUR COMPANY

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Sarvabhouman Doraiswamy Srinivasan
Group Chief Financial Officer

Place: Bengaluru, India

Date: June 28, 2024

DECLARATION BY SAGILITY B.V., AS THE SELLING SHAREHOLDER

We, Sagility B.V., hereby confirm that all statements, disclosures and undertakings specifically made or confirmed by us in this Draft Red Herring Prospectus in relation to us, as the Promoter Selling Shareholder, and our portion of the Offered Shares, are true and correct. We assume no responsibility for any other statements, disclosures and undertakings, including, any of the statements, disclosures or undertakings made or confirmed by or relating to the Company, or any other person(s) in this Draft Red Herring Prospectus.

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Signed on behalf of **Sagility B.V.**

Authorised Signatory: Ronald Posthumus

Place: Amsterdam, the Netherlands

Date: June 28, 2024