

PUBLIC ANNOUNCEMENT



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# 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 (RoC). 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 194 of the red herring prospectus October 29, 2024 (the "RHP" or the "Red Herring Prospectus").

**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.

### NOTICE TO INVESTORS

In reference to the Red Herring Prospectus dated October 29, 2024 filed with the Registrar of Companies, Karnataka at Bengaluru ("RoC") and thereafter with the Securities and Exchange Board of India and the Stock Exchanges and the advertisements for announcement of the Price Band and the Minimum Bid Lot dated October 30, 2024 published in all editions of the English daily newspaper Financial Express, all editions of Hindi daily newspaper, Jansatta and Bengaluru edition of Vishwani, a Kannada daily newspaper (Kannada being the regional language of Karnataka, where our Registered Office is located), in relation to the Offer ("Advertisements") and the Bid cum Application Forms and the Abridged Prospectus, investors should note the following:

1. Our Company has received an intimation dated October 31, 2024 on behalf of Sagility B.V., one of our Promoters that it has on October 30, 2024 and October 31, 2024 transferred 121,999,999 Equity Shares having face value of ₹ 10 for cash at a price of ₹ 30 per Equity Share, aggregating to approximately ₹ 3,659.99 million, pursuant to share purchase agreements dated October 30, 2024 executed between Sagility B.V., and transferees listed below (together the "Secondary Sale"). The details of the sale are:

S. No	Date of allotment / transfer	Name of the Transferor	Name of Acquirer / Transferee	Nature of transfer	Number of Equity Shares	Percentage of pre- Offer share capital of the Company	Transfer price per Equity Share (in ₹)	Total consideration (in ₹ million)
1.	October 30, 2024	Sagility B.V.	Adani Properties Private Limited	Secondary sale	6,666,667	0.14%	30	200.00
2.	October 30, 2024	Sagility B.V.	Elpro International Limited	Secondary sale	3,333,333	0.07%	30	99.99
3.	October 30, 2024	Sagility B.V.	Jasub Property Holdings LLP	Secondary sale	3,333,333	0.07%	30	99.99
4.	October 30, 2024	Sagility B.V.	Jaya Chandrakant Gogri and Rashesh Chandrakant Gogri	Secondary sale	3,333,333	0.07%	30	99.99
5.	October 30, 2024	Sagility B.V.	PAM Family Trust	Secondary sale	3,333,333	0.07%	30	99.99
			Shradha Family Trust	Secondary sale	1,666,667	0.04%	30	50.00
6.	October 30, 2024	Sagility B.V.	Unmaj Ventures LLP	Secondary sale	5,000,000	0.11%	30	150.00
7.	October 30, 2024	Sagility B.V.	Avendus Future Leaders Fund II	Secondary sale	42,000,000	0.90%	30	1260.00
8.	October 31, 2024	Sagility B.V.	Uma Priyadarshini Kollareddy	Secondary sale	1,333,333	0.03%	30	39.99
			Kollareddy Ranganayakamma	Secondary sale	2,000,000	0.04%	30	60.00
9.	October 31, 2024	Sagility B.V.	360 One Special Opportunities Fund - Series 8	Secondary sale	30,000,000	0.64%	30	900.00
			360 One Monopolistic Market Intermediaries Fund	Secondary sale	20,000,000	0.43%	30	600.00
			<b>TOTAL</b>		<b>121,999,999</b>	<b>2.61%</b>		<b>3,659.99</b>

2. Please note that Equity Shares transferred pursuant to the Secondary Sale do not form part of the Equity Shares proposed to be offered by our Promoter, as a part of the Offer for Sale in the Offer or as a part of minimum promoters' contribution. Further, please note that the Equity Shares transferred pursuant to the Secondary Sale, being the pre- Offer Equity share capital held by persons other than the Promoters shall be subject to lock-in, in accordance with Regulation 17 of the SEBI ICDR Regulations.

3. The aforementioned transferees, are not in any manner, connected with our Company, Promoter, Promoter Group, Directors, Key Managerial Personnel, Subsidiaries, Group Companies and the directors and key managerial personnel of our Subsidiaries and Group Company

4. Pursuant to the Secondary Sale please note the following changes to be read along with the RHP:

- a. With respect to disclosure in relation to the Equity Shares held by Sagility B.V., made on pages 22, 35, 62, 100, 101, 105 and 239 of the RHP, the details of the build-up of Promoters' shareholding in our Company shall stand modified to reflect the details in relation to the Secondary Sale and accordingly the number of Equity Shares held by our Promoter, as on the date will be 4,559,328,414 Equity Shares representing 97.39% of the pre- Offer issued, subscribed and paid-up equity share capital of our Company.
- b. With respect to the disclosure made on page 105 of the RHP, the shareholders holding 1% or more of the paid-up capital of our Company as on the date of this Notice, stands modified as follows:

The Shareholders holding 1% or more of the equity paid-up capital of our Company as on the date of this Red Herring Prospectus are as follows:

Sr. No.	Name of Shareholder	No. of Equity Shares of face value of ₹ 10 each	Percentage of pre- Offer capital
1.	Sagility B.V.	4,559,328,414*	97.39
	<b>Total</b>	<b>4,559,328,414</b>	<b>97.39</b>

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

c. With respect to the disclosure made on page 104 of the RHP, the shareholding pattern of our Company, as on date, shall stand modified to reflect that the total number of public Shareholders shall be 12 instead of Nil and the total number of Shareholders as on date shall stand updated to 19 instead of 7. In addition, the number of fully paid-up Equity Shares, total number of shares held, shareholding as a % of total number of shares, number of voting rights held in each class of securities and number of securities held in demat form for the Promoter & Promoter Group category and public category stands modified to reflect the Secondary Sale.

d. With respect to the disclosure made on page 105 of the RHP in relation to Equity Shares held by BRLMs or their associates shall stand modified as provided below:

"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 Red Herring Prospectus. While neither IIFL nor its associates hold Equity Shares in the Company, the AIFs wherein the associate entities of IIFL act as sponsor or investment manager to the funds, hold Equity Shares in the Company.

Sr. No.	Name of the Merchant Bank/Associates	Number of Equity Shares of face value of ₹ 10 each held	Percentage of the total Equity Share capital
1	360 One Special Opportunities Fund - Series 8	30,000,000	0.64%
2	360 One Monopolistic Market Intermediaries Fund	20,000,000	0.43%

e. With respect to the disclosure made on page 35 and 116 of RHP, in the table of weighted average cost of acquisition and average cost of acquisition of Equity Shares for our Promoters and the Promoter Selling Shareholder, be modified as provided 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	0.99 times	1.06 times
WACA of equity shares that were acquired or sold by way of secondary transactions	28.65	0.98 times	1.05 times

The average cost of acquisition of Equity Shares for our Promoters, including the Promoter Selling Shareholder, as at the date of this 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. <sup>^</sup>	4,559,328,414 <sup>^</sup>	20.79
Sagility Holdings B.V.	Nil	Nil

\*As certified by Agarwal Jain & Gupta, Chartered Accountants, pursuant to their certificate dated October 31, 2024.

<sup>^</sup>Also Promoter Selling Shareholder

<sup>^</sup>Six Equity Shares are held by Siby Joy, Anand Natampalli, Sivarama Rambhatta, Krithika Srivats, Srikanth Lakshminarayan, and Benedict Richard as the registered holders on behalf of Sagility B.V., who are the beneficial owners of these Equity Shares.

All references in the Red Herring Prospectus to the shareholding of Sagility B.V. shall hereinafter be read to reflect the Secondary Sale.

The above notice is to be read in conjunction with the RHP, Advertisements, the Bid cum Application Forms and the Abridged Prospectus. Further, the Company shall suitably update the relevant section in the Prospectus to be filed by our Company with the RoC, SEBI and the Stock Exchanges, including the sections titled "Summary of the Offer Document", "Risk Factors", "Capital Structure", "Basis for Offer Price", "Our Promoters and promoter Group" to reflect the factual position pursuant to the Secondary Sale as on the date of the prospectus.

All capitalized terms used in this Notice shall, unless the context otherwise requires, have the same meaning as ascribed in the RHP.

#### BOOK RUNNING LEAD MANAGERS

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

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the RHP.

For SAGILITY INDIA LIMITED

On behalf of the Board of Directors

Sd/-

Place : Bengaluru

Date : October 31, 2024

SatishKumar Sakharayapattana Seetharamaiah  
Company Secretary and Compliance Officer

SAGILITY INDIA LIMITED is proposing, subject to applicable statutory and regulatory requirements, receipt of requisite approvals, market conditions and other considerations, to undertake an initial public offer of its Equity Shares and has filed the RHP dated October 29, 2024 with the RoC and thereafter with, SEBI and the Stock Exchanges. The RHP is available on the website of SEBI at www.sebi.gov.in, on the websites of the Stock Exchanges i.e., BSE at www.bseindia.com, NSE at www.nseindia.com, the websites of the BRLMs, i.e. ICICI Securities Limited at www.icicisecurities.com, IIFL Securities Limited at www.iiflcap.com, Jefferies India Private Limited at www.jefferies.com and J.P. Morgan India Private Limited at www.jpmipl.com and the website of our Company at www.sagilityhealth.com. Potential investors should note that investment in equity shares involves a high degree of risk and for details relating to such risk, see the section titled "Risk Factors" on page 40 of the RHP. Potential investors should not rely on the DRHP filed with SEBI for making any investment decision.

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act of 1933, as amended ("U.S. Securities Act"), or any state 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) under Section 4(a) of the U.S. Securities Act, and (ii) outside the United States in "offshore transactions" as defined in and in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales are made. There will be no public offering of the Equity Shares in the United States.