



Date: 9 December 2024

To,
BSE Limited
Pheroze Jeejeebhoy Towers,
Dalal Street, Mumbai — 400 001

National Stock Exchange of India Limited
Exchange Plaza, C-1, Block - G, Bandra Kurla
Complex, Bandra (East), Mumbai - 400 051

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88 Phillip Street
Sydney, NSW, 2000
Australia

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Sub: Disclosure under Regulation 29(1) read with Regulation 29(4) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (the Takeover Code).

Dear Sir/Madam,

This letter sets out the disclosure being made by Global Loan Agency Services Australia Nominees Pty Limited as the security agent (see description below) pursuant to Regulation 29(1) read with Regulation 29(4) of the Takeover Code in relation to the indirect encumbrance on the equity shares (see description below) of Sagility India Limited (the **Target Company**) held by Sagility B.V..

Sagility Holdings B.V and Sagility B.V, are entities incorporated in Netherlands. The Target Company is an entity incorporated in India, whose shares were listed on the stock exchange on November 12, 2024.

Sagility Parent B.V. (**Mezz Parent**) holds 100% of the equity share capital of Sagility Mezz B.V. (**Borrower**) (**Mezz Shares**). The Borrower holds 100% of the equity share capital of Sagility Holdings B.V.. Sagility Holdings B.V. holds 100.00% of the equity share capital of Sagility B.V on a fully diluted basis. Sagility B.V holds 3,85,71,29,152 equity shares comprising 82.39% of the equity share capital of the Target Company on a fully diluted basis. The equity shares held by Sagility B.V. in the Target Company are subject to an indirect encumbrance as described below.

The Borrower has entered into a facility agreement dated December 5, 2024 (as further amended and/or restated from time to time) between, among others, the Mezz Lender (*as defined below*), the Borrower and Mezz Parent (**Mezz Facility Agreement**). Pursuant to the terms of the Mezz Facility Agreement, the Mezz Parent has pledged its entire shareholding in the Borrower, in addition to providing encumbrance on shareholder loans and intercompany receivables due to Mezz Parent from the Borrower. Further, disposals of the group's assets, including shares of the Target Company, are restricted pursuant to the terms of the Mezz Facility Agreement.

In relation to the financing arrangements of the Borrower, Mezz Parent has created a pledge over the Mezz Shares in favour of Global Loan Agency Services Australia Nominees Pty Limited, acting as the security agent for the lenders, which currently include CPPIB Credit Investments Inc., which is incorporated outside India (**Mezz Lender**).

Please see enclosed the disclosure by Global Loan Agency Services Australia Nominees Pty Limited in the prescribed format under Regulation 29(1) read with Regulation 29(4) of the Takeover Code in relation to the above.

We request you to kindly take the above on record and acknowledge receipt.

For and on behalf of **Global Loan Agency Services Australia Nominees Pty Limited**





Name: PETER IP

Designation: GENERAL COUNSEL / CATEGORY B ATTORNEY

Place: LEVEL 4, 88 PHILLIP STREET, SYDNEY NSW 2000, AUSTRALIA

Date: 9 DECEMBER 2024

cc:

Sagility India Limited

No23 & 24, AMR Tech Park, Building 2A,

First Floor Hongasandara Village, Off Hosur Road,

Bommanahalli, Bangalore, Bengaluru, Karnataka, India, 560068

Enclosed: Disclosure under Regulation 29(1) read with 29(4) of the Takeover Code.

Disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Part A

Name of the Target Company (TC)	Sagility India Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Global Loan Agency Services Australia Nominees Pty Limited, acting as the security agent for the lenders, which currently include CPPIB Credit Investments Inc..		
Whether the acquirer belongs to Promoter / Promoter group	No.		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited and the National Stock Exchange of India Limited.		
Details of the acquisition as follows:	Number	% w.r.t. total share/voting capital wherever applicable (*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of acquirer along with PACs of:	(a) NIL	(a) NIL	(a) NIL
(a) Shares carrying voting rights	(b) NIL	(b) NIL	(b) NIL
(b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	(c) NIL	(c) NIL	(c) NIL
(c) Voting rights (VR) otherwise than by shares	(d) NIL	(d) NIL	(d) NIL
(d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	(e) NIL	(e) NIL	(e) NIL
(e) Total (a+b+c+d)			
Details of acquisition /	(a) NIL	(a) NIL	(a) NIL
(a) Shares carrying voting rights acquired	(b) NIL	(b) NIL	(b) NIL
(b) VRs acquired / otherwise than by equity shares	(c) NIL	(c) NIL	(c) NIL
(c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired	(d) Indirect encumbrance over 3,85,71,29, 152 equity shares carrying voting rights of the TC as set out in the NOTE below.	(d) Indirect encumbrance over 3,85,71,29, 152 equity shares aggregating to approximately 82.39% of the paid-up equity share capital carrying voting	(d) Indirect encumbrance over 3,85,71,29, 152 equity shares aggregating to approximately 82.39% of
(d) Shares in nature of encumbrance			
(e) Total (a+b+c+/-d)			

	(e) 3,85,71,29, 152 equity shares carrying voting rights of the TC.	rights of the TC as set out in the NOTE below. (e) 82.39% of the paid-up equity share capital carrying voting rights of the TC.	the paid- up equity share capital carrying voting rights of the TC on a fully diluted basis as set out in the NOTE below. (e) 82.39% of the paid-up equity share capital carrying voting rights of the TC on a fully diluted basis.
After the acquisition /, holding of: (a) Shares carrying voting rights acquired (b) VRs otherwise than by shares (c) Warrants / convertible securities / any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition (d) Shares in nature of encumbrance (pledge/ lien / non-disposal) (e) Total (a+b+c+d)	(a) NIL (b) NIL (c) NIL (d) Indirect encumbrance over 3,85,71,29, 152 equity shares carrying voting rights of the TC as set out in the NOTE below. (e) 3,85,71,29, 152 equity shares carrying voting rights of the TC.	(a) NIL (b) NIL (c) NIL (d) Indirect encumbrance over 3,85,71,29,1 52 equity shares aggregating to approximately 82.39% of the paid- up equity share capital carrying voting rights of the TC as set out in the NOTE below (e) 82.39% of the paid-up equity share capital carrying voting rights of the TC.	(a) NIL (b) NIL (c) NIL (d) Indirect encumbrance over 3,85,71,29,15 2 equity shares carrying voting rights of the TC as set out in the NOTE below. (e) 82.39% of the paid-up equity share capital carrying voting rights of the TC on a fully diluted basis.
Mode of disposal acquisition / (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Indirect encumbrance over 3,85,71,29,152 equity shares of TC.		

Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	Not Applicable.
Date of acquisition of date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC.	Date of creation of indirect encumbrance: 5 December 2024
Equity share capital / total voting capital of the TC before the said acquisition	INR 46,81,32,84,130 comprising 468,13,28,413 equity shares of INR 10 each (as per the shareholding pattern for quarter ended 11 November 2024 published on the stock exchanges).
Equity share capital/ total voting capital of the TC after the said acquisition	INR 46,81,32,84,130 comprising 468,13,28,413 equity shares of INR 10 each (as per the shareholding pattern for quarter ended 11 November 2024 published on the stock exchanges).
Total diluted share/voting capital of the TC after the said acquisition	INR 46,81,32,84,130 comprising 468,13,28,413 equity shares of INR 10 each (as per the shareholding pattern for quarter ended 11 November 2024 published on the stock exchanges).

PART B

Name of the Target Company: Sagility India Limited

Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Whether the acquirer belongs to Promoter/ Promoter group	PAN of the acquirer and/ or PACs
Global Loan Agency Services Australia Nominees Pty Limited, acting as the security agent for CPPIB Credit Investments Inc..	No.	Not Applicable

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

(***) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.

NOTE:

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For and on behalf of **Global Loan Agency Services Australia Nominees Pty Limited**



Name: PETER IP

Designation: GENERAL COUNSEL / CATEGORY B ATTORNEY

Place: LEVEL 4, 88 PHILLIP STREET, SYDNEY NSW 2000

Date: 9 DECEMBER 2024