

Disclosure by the Promoter(s) to the stock exchanges and to the Target Company for encumbrance of shares / invocation of encumbrance/ release of encumbrance, in terms of Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company(TC)	Sagility India Limited
Names of the stock exchanges where the shares of the target company are listed	BSE Limited and the National Stock Exchange of India Limited.
Date of reporting	December 16, 2024
Name of the promoter or PAC on whose shares encumbrance has been created/released/invoked	Sagility B.V.

Details of the creation of encumbrance:

Name of the promoter (s) or PACs with him*	Promoter holding in the target company (1)		Promoter holding already encumbered (2)		Details of events pertaining to encumbrance (3)							Post event holding of encumbered shares {creation [(2)+(3)] / release [(2)-(3)] / invocation [(1)-(3)]}	
	Number	% of total share capital ^(a)	Number	% of total share capital ^(a)	Type of event (creation / release / invocation)	Date of creation / release / invocation of encumbrance	Type of encumbrance (pledge / lien / non disposal undertaking / others)	Reasons for encumbrance**	Number	% of share capital ^(a)	Name of entity in whose favour shares are encumbered***	Number	% of total share capital ^(a)

Sagility B.V.	3,85,71,29,152 ^(b)	82.39% ^(b)	3,85,71,29,152 ^(b)	82.39% ^(b)	<i>(Please refer to the Note below)</i>	December 5, 2024 <i>(Please refer to the Note below)</i>	Please refer to the Note below.	Financing availed by Sagility Mezz B.V.	3,85,71,29,152 ^(b)	82.39% ^(b)	Global Loan Agency Services Australia Nominees Pty Limited, acting as the security agent for the lenders, which is currently CPPIB Credit Investments Inc	3,85,71,29,152 ^(b)	82.39% ^(b)
Sagility Holdings B.V.	-	-	-	-	-	-	-	-	-	-	-	-	-
Sagility Mezz B.V.	-	-	-	-	-	-	-	-	-	-	-	-	-

(a) The percentage of total share capital / voting share capital is based on the total number of outstanding shares and voting rights of the Target Company as on November 12, 2024.

(b) Shares already encumbered by the Promoters.

Note: Sagility Holdings B.V and Sagility B.V, are entities incorporated in Netherlands. Sagility India Limited (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. (“**Sagility Parent**”) holds 100% of the equity share capital of Sagility Mezz B.V. (“**Mezz Borrower**”) and together with the foregoing, the “**Mezz Shares**”). The Mezz Borrower holds 100% of the equity share capital of Sagility Holdings B.V., and 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 and an indirect pledge as described below.

Mezz 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 Mezz Borrower and Mezz Parent (“**Mezz Facility Agreement**”). 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 Mezz Borrower, a pledge over Mezz Shares is created by Sagility Parent in favour of Global Loan Agency Services Australia Nominees Pty Limited, acting as the security agent for the lender, which is currently CPPIB Credit Investments Inc. an entity incorporated outside India (“**Mezz Lender**”).

For, Sagility B.V.

A handwritten signature in black ink, appearing to be 'Tim Bogaards', written over a horizontal line.

Signature of the Authorized Signatory: Tim Bogaards

Place: Amsterdam, the Netherlands

Date: December 16, 2024

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

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

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