



Date: 17 June 2025

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

Sub: Disclosure under Regulation 29(2) 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 / Ma’am,

This letter has reference to the disclosure dated 15 November 2024 made by The Hongkong and Shanghai Banking Corporation Limited as security agent (see description below) pursuant to Regulation 29(1) read with Regulation 29(4) of the Takeover Code in relation to the disposal of the equity shares of Sagility India Limited (formerly known as Sagility India Private Limited) (the “**Target Company**”) by Sagility B.V. (formerly known as Betaine B.V.), which are subject to an indirect encumbrance (*see description below*).

Sagility Holdings B.V and Sagility B.V, are entities incorporated in Netherlands. Sagility India Limited is an entity incorporated in India, whose shares were listed on the stock exchange on November 12, 2024 (“**Listing Date**”).

Sagility Holdings B.V holds 100.00% of the equity share capital of Sagility B.V on a fully diluted basis (“**Dutch Shares**”). Pursuant to the sale of 703,000,000 equity shares of the Target Company by Sagility B.V on May 27, 2025, and May 28, 2025 (“**Share Sale**”), Sagility B.V, holds 3,154,129,152 equity shares comprising 67.38% 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.

Pursuant to the aforesaid Share Sale, please find attached the disclosure under Regulation 29(2) read with Regulation 29(4) of the Takeover Code.

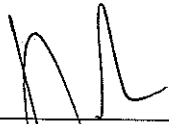
In relation to the financing arrangements of Sagility B.V, Sagility Holdings B.V has created a pledge over Dutch Shares in favour of The Hongkong and Shanghai Banking Corporation Limited, acting as the security agent for the lenders which are currently, DBS Bank Ltd., The Hongkong and Shanghai Banking Corporation Limited, Bank Sinopac Company Limited, MUFG Bank, Ltd., Singapore Branch, Deutsche Bank AG, Singapore Branch, Sumitomo Mitsui Banking Corporation Singapore Branch, Sumitomo Mitsui Trust Bank, Limited Singapore Branch, Cathay United Bank Co., Ltd., BNP Paribas, acting through its Hong Kong Branch, Far Eastern International Bank, Ltd., E.SUN Commercial Bank, Ltd., Natixis, Singapore Branch, Taipei Fubon Commercial Bank Co., Ltd., Credit Agricole Corporate and Investment Bank, Hong Kong Branch (incorporated in France with limited liability), CTBC Bank Co., Ltd., Mashreqbank PSC, Standard Chartered Bank, London, Taishin International Bank Co., Ltd., KGI Bank Co., Ltd., Siemens Bank GmbH Singapore Branch, Citibank N.A., Hong Kong Branch (organised under the laws of the U.S.A with limited liability), and Shinhan Bank Singapore Branch, Nomura Special Investments Singapore Pte. Ltd, Barclays Bank Plc, NEC Capital Solutions Limited, Mizuho Bank, Ltd. (Incorporated in Japan with Limited Liability), Hong Kong Branch and OMERS Capital Markets Asia Holdings Pte. Ltd. Each of the entities named above has been incorporated outside India.

It is expressly clarified that the security interest over the Dutch Shares was created prior to the Listing Date and was disclosed by the Target Company in the draft red herring prospectus and red herring prospectus.

Please see enclosed the disclosure by The Hongkong and Shanghai Banking Corporation Limited in the prescribed format under Regulation 29(2) 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 **The Hongkong and Shanghai Banking Corporation Limited**



Name: Helen Mok

Designation: Vice President

Place: Hong Kong

Date: 17 June 2025

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(2) read with Regulation 29(4) of the Takeover Code.

Disclosures under Regulation 29(2) 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	The Hongkong and Shanghai Banking Corporation Limited, acting as the security agent for the lenders which are currently, DBS Bank Ltd., The Hongkong and Shanghai Banking Corporation Limited, Bank Sinopac Company Limited, MUFG Bank, Ltd., Singapore Branch, Deutsche Bank AG, Singapore Branch, Sumitomo Mitsui Banking Corporation Singapore Branch, Sumitomo Mitsui Trust Bank, Limited Singapore Branch, Cathay United Bank Co., Ltd., BNP Paribas, acting through its Hong Kong Branch, Far Eastern International Bank, Ltd., E.SUN Commercial Bank, Ltd., Natixis, Singapore Branch, Taipei Fubon Commercial Bank Co., Ltd., Credit Agricole Corporate and Investment Bank, Hong Kong Branch (incorporated in France with limited liability), CTBC Bank Co., Ltd., Mashreqbank PSC, Standard Chartered Bank, London, Taishin International Bank Co., Ltd., KGI Bank Co., Ltd., Siemens Bank GmbH Singapore Branch, Citibank N.A., Hong Kong Branch (organised under the laws of the U.S.A with limited liability), and Shinhan Bank Singapore Branch, Nomura Special Investments Singapore Pte. Ltd, Barclays Bank Plc, NEC Capital Solutions Limited, Mizuho Bank, Ltd. (Incorporated in Japan with Limited Liability), Hong Kong Branch and OMERS Capital Markets Asia Holdings Pte. Ltd.		
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/ disposal 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 disposal under consideration, holding of acquirer along with PACs of:			
(a) Shares carrying voting rights	(a) NIL	(a) NIL	(a) NIL
	(b) Indirect encumbrance over	(b) Indirect encumbrance over	(b) Indirect encumbrance over

(b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others) (c) Voting rights (VR) otherwise than by shares (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) Total (a+b+c+d)	3,85,71,29, 152 equity shares carrying voting rights of the TC as set out in the NOTE below. (c) NIL (d) NIL (e) 3,85,71,29, 152 equity shares carrying voting rights of the TC.	3,85,71,29, 152 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. (c) NIL (d) NIL (e) 82.39 % of the paid-up equity share capital carrying voting rights of the TC.	3,85,71,29, 152 equity shares aggregating to approximately 82.39% of the paid-up equity share capital carrying voting rights of the TC on a fully diluted basis as set out in the NOTE below. (c) NIL (d) NIL (e) 82.39% of the paid-up equity share capital carrying voting rights of the TC on a fully diluted basis.
Details of acquisition/ sale			
(a) Shares carrying voting rights acquired	(a) NIL	(a) NIL	(a) NIL
(b) VRs acquired / otherwise than by equity shares	(b) NIL	(b) NIL	(b) 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	(c) NIL	(c) NIL	(c) NIL
	(d) Indirect encumbrance over 703,000,000 equity shares carrying	(d) Indirect encumbrance over 703,000,000 equity shares aggregating	(d) Indirect encumbrance over 703,000,000 equity shares aggregating

(d) Shares in nature of encumbrance (pledge/lien/non-disposal-undertaking/others) (e) Total (a+b+c+/-d)	voting rights of the TC as set out in the NOTE below. (e) 703,000,000 equity shares carrying voting rights of the TC.	to approximately 15.02% of the paid-up equity share capital carrying voting rights of the TC as set out in the NOTE below. (e) 15.02% of the paid-up equity share capital carrying voting rights of the TC.	to approximately 15.02% of 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) 15.02% of the paid-up equity share capital carrying voting rights of the TC on a fully diluted basis.
After the acquisition/ sale, 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-undertaking/others) (e) Total (a+b+c+d)	(a) NIL (b) NIL (c) NIL (d) Indirect encumbrance over 3,154,129,152 equity shares carrying voting rights of the TC as set out in the NOTE below. (e) 3,154,129,152 equity	(a) NIL (b) NIL (c) NIL (d) Indirect encumbrance over 3,154,129,152 equity shares aggregating to approximately 67.38% of the paid-up equity share capital carrying voting rights	(a) NIL (b) NIL (c) NIL (d) Indirect encumbrance over 3,154,129,152 equity shares carrying voting rights of the TC as set out in the NOTE below. (e) 67.38% of the paid-up equity share

	shares carrying voting rights of the TC.	of the TC as set out in the NOTE below (e) 67.38% of the paid-up equity share capital carrying voting rights of the TC.	capital carrying voting rights of the TC on a fully diluted basis.
Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Open market.		
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 sale of shares acquisition / 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: 14 October 2021, however the shares of the Target Company were listed on November 12, 2024. Date of sale of 703,000,000 equity shares of the TC by Sagility B.V: May 27, 2025, and May 28, 2025, pursuant to which, as of date, 3,154,129,152 equity shares comprising 67.38% of the equity share capital of TC are subject to an indirect encumbrance as set out in this disclosure.		
Equity share capital / total voting capital of the TC before the said acquisition / sale	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 March 2025 published on the stock exchanges).		
Equity share capital/ total voting capital of the TC after the said acquisition/ sale	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 March 2025 published on the stock exchanges).		
Total diluted share/voting capital of the TC after the said acquisition / sale	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 March 2025 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
The Hongkong and Shanghai Banking Corporation Limited, acting as the security agent for the lenders which are currently, DBS Bank Ltd., The Hongkong and Shanghai Banking Corporation Limited, Bank Sinopac Company Limited, MUFG Bank, Ltd., Singapore Branch, Deutsche Bank AG, Singapore Branch, Sumitomo Mitsui Banking Corporation Singapore Branch, Sumitomo Mitsui Trust Bank, Limited Singapore Branch, Cathay United Bank Co., Ltd., BNP Paribas, acting through its Hong Kong Branch, Far Eastern International Bank, Ltd., E.SUN Commercial Bank, Ltd., Natixis, Singapore Branch, Taipei Fubon Commercial Bank Co., Ltd., Credit Agricole Corporate and Investment Bank, Hong Kong Branch (incorporated in France with limited liability), CTBC Bank Co., Ltd., Mashreqbank PSC, Standard Chartered Bank, London, Taishin International Bank Co., Ltd., KGI Bank Co., Ltd., Siemens Bank GmbH Singapore Branch, Citibank N.A., Hong Kong Branch (organised under the laws of the U.S.A with limited liability), and Shinhan Bank Singapore Branch, Nomura Special Investments Singapore Pte. Ltd, Barclays Bank Plc, NEC Capital Solutions Limited, Mizuho Bank, Ltd. (Incorporated in Japan with Limited Liability), Hong Kong Branch and OMERS Capital Markets Asia Holdings Pte. Ltd.	No.	PAN of The The Hongkong and Shanghai Banking Corporation Limited, acting as the security agent:

(*) 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:

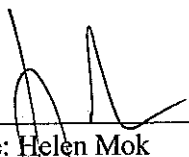
Sagility Holdings B.V and Sagility B.V, are entities incorporated in Netherlands. Sagility India Limited is an entity incorporated in India, whose shares were listed on the stock exchange on November 12, 2024 (“Listing Date”).

Sagility Holdings B.V holds 100.00% of the equity share capital of Sagility B.V on a fully diluted basis (“Dutch Shares”). In continuation of the disclosure dated 15 November 2024 pursuant to Regulation 29(1) of the Takeover Code, pursuant to an offer for sale through stock exchange mechanism settled on May 28, 2025 and May 29, 2025, Sagility B.V. sold equity shares of the Target Company representing 15.02% of the total paid-up equity share capital of the Target Company, resulting in the change in percentage of Sagility B.V. holding in the Target Company from 82.39% to 67.38% on a fully diluted basis, therefore changing the percentage of encumbered shares in the table above. Sagility B.V holds 3,154,129,152 equity shares comprising 67.38% 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.

In relation to the financing arrangements of Sagility B.V, Sagility Holdings B.V has created a pledge over Dutch Shares in favour of The Hongkong and Shanghai Banking Corporation Limited, acting as the security agent for the lenders which are currently, The Hongkong and Shanghai Banking Corporation Limited, acting as the security agent for the lenders which are currently, DBS Bank Ltd., The Hongkong and Shanghai Banking Corporation Limited, Bank Sinopac Company Limited, MUFG Bank, Ltd., Singapore Branch, Deutsche Bank AG, Singapore Branch, Sumitomo Mitsui Banking Corporation Singapore Branch, Sumitomo Mitsui Trust Bank, Limited Singapore Branch, Cathay United Bank Co., Ltd., BNP Paribas, acting through its Hong Kong Branch, Far Eastern International Bank, Ltd., E.SUN Commercial Bank, Ltd., Natixis, Singapore Branch, Taipei Fubon Commercial Bank Co., Ltd., Credit Agricole Corporate and Investment Bank, Hong Kong Branch (incorporated in France with limited liability), CTBC Bank Co., Ltd., Mashreqbank PSC, Standard Chartered Bank, London, Taishin International Bank Co., Ltd., KGI Bank Co., Ltd., Siemens Bank GmbH Singapore Branch, Citibank N.A., Hong Kong Branch (organised under the laws of the U.S.A with limited liability), and Shinhan Bank Singapore Branch, Nomura Special Investments Singapore Pte. Ltd, Barclays Bank Plc, NEC Capital Solutions Limited, Mizuho Bank, Ltd. (Incorporated in Japan with Limited Liability), Hong Kong Branch and OMERS Capital Markets Asia Holdings Pte. Ltd. Each of the entities named above has been incorporated outside India.

It is expressly clarified that the security interest over the Dutch Shares was created prior to the Listing Date and was disclosed by the Target Company in the draft red herring prospectus and red herring prospectus.

For and on behalf of **The Hongkong and Shanghai Banking Corporation Limited**

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

Name: Helen Mok

Designation: Vice President

Place: Hong Kong

Date: 17 June 2025
