

THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
SAGILITY LIMITED *

- 1st.** The name of the company is SAGILITY LIMITED (Company)*.
- 2nd.** The registered office of the Company will be situated in the State of Karnataka, i.e., within the jurisdiction of the Registrar of Companies, Bangalore.
- 3rd. (a) The objects to be pursued by the company on its incorporation 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.

***Amended vide Special Resolution passed in the Extra Ordinary General Meeting held on August 25, 2022 approving the name change from 'Berkmeer India Private Limited' to 'Sagility India Private Limited'.**

***Amended vide Special Resolution passed in the Extra Ordinary General Meeting held on 21 May, 2024 approving the name change from 'Sagility India Private Limited' to 'Sagility India Limited', pursuant to conversion of the Company from Private to Public.**

*** Amendment vide Special Resolution passed through Postal Ballot by e-voting ended on August 01, 2025 approving the name change from 'Sagility India Limited' to 'Sagility Limited'.**

(b) Matters which are necessary for furtherance of the objects specified in clause 3(a) are:-

1. To enter into agreements with Indian or foreign individuals, companies or other entities to acquire their services on contract/consultancy basis through collaboration with or under license from foreign companies for the attainment of the main objects of the Company.
2. To receive money in any form, borrow or raise money, other than public deposits, on such terms and conditions as the Company may consider expedient and secure and discharge any debt or obligation binding on the Company in such manner as may be thought fit, and in particular by mortgages of the undertaking and all or any of the immovable and movable property (present or future) and the uncalled capital of the Company, or by the creation and issue, on such terms as may be thought expedient, of shares, bonds, debentures or debenture-stock, perpetual or otherwise, or other securities of any description.
3. To amalgamate with any other company, or to enter into partnership or into an arrangement with any person or company, whether or not the objects or any of them are similar to the objects of this Company, or whose business is similar to the business of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise), subject to the liabilities of such company including winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of such company or by partnership or in any other manner.
4. To enter into contracts, agreements, arrangements with any other company, firm or person on behalf of the Company for the objects for which the Company was formed.
5. To accept by way of consideration for any of the acts or things aforesaid, property so acquired, including shares, debentures, debenture-stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture-stock or securities so received.
6. To take part in the technical management, supervision and control of the business or operations of any company or undertaking and to appoint or remunerate any directors, trustees, accountants or other experts or agents for such business operations.
7. To acquire, undertake or takeover the whole or any part of the business, property and liabilities of any person or persons, firm or corporation, carrying on any business which this Company is authorised to carry on, or possessed of, or any property or rights suitable for the purposes of this Company.
8. To purchase or acquire the goodwill or any interest in any business of a similar nature or kind to or with those of the Company and to amalgamate the whole or in part or effect any other agreements with other companies, partnerships or persons.
9. To employ experts with or without payment, to investigate and examine into the conditions, prospects, value, character and circumstances of any business, concern, undertaking, person or persons and generally of any assets, property or rights, or to further the interest of the Company.
10. To pay for any property, rights, interest or benefits acquired by the Company or services rendered to the Company, whether in cash or in fully or partly paid-up shares, with or without preferred rights in respect of dividend or repayment of capital, or otherwise by any

securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

11. To remunerate any person, firm or company for rendering services to the Company, whether in cash or by allotment of shares or securities of the Company, credited as paid in full or in part or otherwise as may be thought expedient.
12. To remunerate any person or company for services rendered, or to be rendered in placing or assisting to place or guaranteeing the placing of any of the shares of the Company's capital, or any debentures or other securities of the Company in or about the organization, formation or promotion of the Company or the acquisition of the property by the Company or the conduct of its business.
13. To provide for the welfare of persons in the employment of this Company or formerly engaged in any business acquired by the Company and aid in the establishment and support of associations, institutions, funds, trusts, conveniences calculated to benefit the employees or ex-employees of the Company.
14. To enter into arrangements for rendering and obtaining of technical know-how, services and/or technical collaboration with individuals, firms, body corporate whether in or outside India.
15. To sell or dispose of all or any undertaking of the Company or any part thereof for such consideration, as the Company may think fit.
16. To acquire by purchase, lease, or otherwise, lands, buildings, tenements, easements, and hereditaments of any nature or description and any estate or interest therein and any rights or advantages over or connected with land, solely in connection with the Company's main objects and to purchase, resell, mortgage, let on lease, dispose off or otherwise deal with, machinery, engines, plant and material, metal, stores and other articles and things and also any patent or license for the use of any invention, instrument or appliance or for the exercise of any method or process useful for the Company's business and generally to purchase, take on lease or for hire, any rights or privileges which may be deemed necessary or convenient for the purposes of the Company's business, all in connection with the Company's main objects.
17. To obtain or acquire by application, purchase, licence or otherwise and protect and renew in any part of the world, any patents, rights, trademarks, designs, licences, concessions and the like conferring any exclusive or non-exclusive or limited right to use of any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property, rights or information so acquired and to spend money in experimenting upon, testing or improving any such patents, inventions or rights.
18. To sell any patent rights or privileges belonging to the Company or which may be acquired by it, or any interest in the same, and to grant licences for the use and practice of the same or any of them, and to let or allow to be used or otherwise deal with any inventions, patents or privileges in which the Company may be interested, and to do all such acts and things as may be deemed expedient for turning to account any inventions, patents and privileges in which the Company may be interested.

19. To open accounts with any Banks or Financial Institutions and to draw, make, accept, endorse, negotiate, discount, execute and issue bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities in respect of such accounts and to pay and draw money from such accounts.
20. To apply for and to obtain assistance (financial, technical or of any other type) from Government and other organisations, companies, firms or individuals, national or international, for developing the business or businesses of the Company.
21. To insure the whole or any part of the property of the Company, either fully or partially, to protect and indemnify the Company from liability or loss in any respect, either fully or partially, and to insure, protect and indemnify any part or portion thereof.
22. To undertake and execute any trust or discretion, the undertaking whereof may seem desirable and to distribute amongst the beneficiaries, pensioners or other persons entitled thereto, of any income, capital or annuity, whether periodically or otherwise, and whether in specie or kind in furtherance of any trust direction, discretion or other obligation or permission.
23. To encourage, promote and reward studies, researches, experiments, tests and investigations of any kind, nature and description that may be considered likely to assist any of the businesses which the Company is authorized to carry on and further to acquire, preserve or disseminate information in connection with trade, commerce and industry, which the Company is, for the time being engaged in.
24. To develop, import, export, buy, sell, distribute, repair, convert, alter, modify, take or let on hire, lease and otherwise deal in all kinds of electronic articles, products and devices and their accessories, stores, spare parts, components, assemblies, and all kinds of instruments, apparatus, appliances, software and gadgets, and used for in connection with any of the aforesaid in India and abroad.
25. To nominate directors or employees of the Company in any subsidiary company or of any other company in which this Company is or may be interested or concerned.
26. To guarantee the payment of money, secured or unsecured, by or payable in respect of promissory notes, bonds, debentures, debenture stock, contracts, mortgages, charges, obligations, instruments and securities of any company or any authority, central, state, municipal, local or otherwise or of any person whomsoever, whether incorporated or not incorporated, and generally to guarantee or become sureties for the performance of any contracts or obligations.
27. To undertake and transact all kinds of agency business, including entering into agreement and contracts with Indian or foreign individuals, companies or other organizations / persons for technical, financial or any other assistance to carry out all or any of the objects of the Company.
28. To make donations or give subscriptions to charities, or public or other useful objects and to establish and support or aid in the establishment and support of associations, institutions, provident funds, pensions funds, or other funds for the benefit of the staff and employees or ex-employees of the Company and of their spouses, widows, widowers, children and dependents, and to contribute towards the premium payable on any insurance on the lives

of any of such staff or employees and to grant pensions, gratuities, or other financial assistance, either temporary or permanent, to any of such staff or employees or ex-employees or their spouses, widows, widowers, children or dependents, upon such terms and conditions as may be deemed expedient and to charge the amount of any such donations, subscriptions, contributions or payment to the working expenses of the Company.

29. From time to time to fund scholarships or endowments or to subscribe or contribute to any charitable, benevolent or useful objects of a public or a commercial character the support of which will in the opinion of the Company tend to increase its repute of popularity among the employees, its customers or the public or the Community.
30. To place, to reserve, or to distribute as bonus shares amongst the members or otherwise to apply, as the Company may from time to time think fit, any monies received by way of premium on shares or debentures issued by the Company and any monies received in respect of forfeited shares and monies arising from the sale by the Company of forfeited shares or from any other reserves or from accumulated or current profits.
31. To enter into any arrangement with Government authority, central, state, municipal, local or otherwise, for the purpose of carrying out the objects of the Company of furthering its interest and to obtain from any such Government authority or person, all rights, concessions, privileges, loans, indemnities, contracts, powers or immunities, which the Company may think desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
32. To distribute amongst the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, in the event of winding up.
33. To borrow or raise moneys or loans for the purposes of the Company by promissory notes, bills of exchange, hundies and other negotiable or transferable instrument or by mortgage or debenture stock, perpetual or otherwise charged upon all or any of the Company's properties both present and future including its uncalled capital or in such other manner as may be deemed expedient and to take money as deposit on interest or otherwise and to lend moneys to customers and others having dealings with the Company and to guarantee the performance of contract by any such person.
34. To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the formation and registration of the Company, of the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities, of the Company, or other pre-incorporation expenses.
35. To refer or agree to refer any claim, demand, dispute or any other question, by or against the Company, or in which the Company is interested or in which the Company and any member or members or his or their representatives is interested, or between the Company and third parties, to arbitration in India or in any place outside India, pursuant to Indian or any foreign system of law, and to observe and to do all acts, deeds, matters and things to carry out or enforce any award.
36. To guarantee the performance of any contract or obligation and the payment of money of or by any person or companies and generally to give guarantees and indemnities.

37. To act as principal, agent, trustee, contractor, or otherwise, and either alone or in conjunction with other persons or entities, in accordance with the main objects of the Company.
38. To promote, develop, assist, support, enter into contracts, agreements, arrangements business deals, maintain, provide consultancy services, produce, install and establish, carryout, acquire, purchase, hire, let-out, run and operate, both in India and abroad for the Company and/or its customers and clients.
- 4th.** The liability of the members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
- 5th.** The Authorised Share Capital of the Company is Rs. 100,000,000,000 (Rupees Ten Thousand Crores only) divided into 10,000,000,000 (One Thousand Crores) equity shares of Rs. 10 (Rupees ten only) each.*

***Amended vide Ordinary Resolution passed in the Extra Ordinary General Meeting held on March 14, 2024.**

*The Authorised Share Capital of the Company is Rs. 19,30,39,79,550 (Rupees One Thousand Nine Hundred and Thirty Crores Thirty Nine Lakhs Seventy-Nine Thousand Five Hundred and Fifty only) divided into 1,93,03,97,955 (One Hundred Ninety Three Crores Three Lakhs Ninety Seven Thousand Nine Hundred and Fifty Five) equity shares of Rs. 10 (Rupees ten only) each.**

****Amended vide Ordinary Resolution passed in the Extra Ordinary General Meeting held on December 24, 2021***

6th We, the several persons, whose names, addresses and descriptions are subscribed hereunder are desirous of being formed into a company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set against our respective names:

Sr. No.	Names, addresses, descriptions and occupations of subscribers	No. of equity shares taken by each subscriber	Signature of subscriber	Signature, names, addresses, descriptions and occupations of witnesses
1.	Purvashri Pradeep Salgaonkar Daughter of Pradeep Salgaonkar Resident of 20/M Zenab Manzil 3rd Floor J S S Road Opp Chowpatty Post Office, Girgaon Mumbai 400004 Occupation: Professional	100 (one hundred)	SD	I witness to subscriber 1 and 2, who have subscribed and signed in my presence on 22/07/2021 at, Mumbai; further I have verified their identity details (ID) for their identification and satisfied myself of their identification particulars as filled in Name: Manisha Devendra Sawant Fathers Name: Shashikant Arekar Occupation : Professional Address: 401/B- Wing, SWED Ganga CHS, Anand Nagar Marg, Dahisar East, Mumbai 400068 Signature: SD
2.	Akshara Viraj Joshi Wife of Viraj Joshi Resident of A103, Mugdha Apartment, Satya Nagar, Borivali West, Mumbai-400092 Occupation: Service	100 (one hundred)	SD	
TOTAL		200 (two hundred)		

Date: 22/07/2021

Place: Mumbai