

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF SAGILITY INDIA LIMITED AT THE BOARD MEETING HELD ON TUESDAY, 25 JUNE, 2024 THROUGH VIDEO CONFERENCE (“VC”)**

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**Approval of Restated Consolidated Financials, as recommended by the Audit Committee in relation to the proposed initial public offering of equity shares of the Company:**

“**RESOLVED THAT** the Board be and hereby approves the restated consolidated financial statements for the period ended March 31, 2024, March 31, 2023, and for the period from 28 July 2021 to 31 March 2022, prepared by the management of the Company, as reviewed and recommended by the Audit Committee, for the purpose of proposed initial public offering of equity shares of the Company.”

**RESOLVED FURTHER THAT** in accordance with the requirements of Section 134 of the Companies Act, 2013, Mr. Ramesh Gopalan, Group Chief Executive Officer & Managing Director (DIN: 00636524), Mr. Anil Kumar Chanana, Director (DIN: 00466197), Mr. Sarvabhouman Doraiswamy Srinivasan, Group Chief Financial Officer and Mr. Satish Kumar SS, Company Secretary and Compliance Officer of the Company be and are hereby authorized to sign the Restated Consolidated Financial Statements of the Company for the period ended March 31, 2024, March 31, 2023, and for the period from 28 July 2021 to 31 March 2022

“**RESOLVED FURTHER THAT** the signed Restated Consolidated Financial Statements of the Company for the period ended March 31, 2024, March 31, 2023, and for the period from 28 July 2021 to 31 March 2022 be submitted to the statutory auditors for their report thereon.”

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Certified to be true  
**For SAGILITY INDIA LIMITED**  
*(formerly Sagility India Private Limited; earlier Berkmeer India Private Limited)*

A handwritten signature in blue ink that reads 'Satish Kumar SS'.

**Satish Kumar S S**  
**Company Secretary**  
**ACS – 16008**

Sagility India Limited  
No. 23 & 24, AMR Tech Park, Building 2A,  
First Floor, Hongasandara  
Village, Off Hosur Road, Bommanahalli,  
Bengaluru – 560068 India

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**Identification of Directors to be appointed on material subsidiaries:**

**“RESOLVED THAT** the Board be and hereby identifies that the following persons be appointed on the Board of Directors of its material subsidiaries:

<b>Material subsidiary</b>	<b>Name of Person</b>
Sagility LLC	Venkat Krishnaswamy, Independent Director, Sagility India Limited Daniel B. Bailey
Sagility (US) Inc.	Shalini Sarin, Independent Director, Sagility India Limited Daniel B. Bailey
Sagility (US) Holdings Inc.	William Winkenwerder Jr., Independent Director, Sagility India Limited Daniel B. Bailey
Sagility Operations Inc.	Ginger Dusek, Independent Director, Sagility India Limited Daniel B. Bailey
Sagility Philippines B.V.	Ginger Dusek, Independent Director, Sagility India Limited

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**Satish Kumar S S**  
**Company Secretary**  
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**Approval and adoption of the Draft Red Herring Prospectus:**

“**RESOLVED THAT**, that pursuant to the resolutions passed by the board of directors at their meeting held on 24<sup>th</sup> June 2024, and subject to and in accordance with the provisions of applicable laws, including the Companies Act, 2013, and the rules and regulations made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), the applicable provisions of the Securities and Exchange Board of India Act, 1992, as amended, the Securities Contracts (Regulation) Act, 1956 and the rules made thereunder, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**SEBI ICDR Regulations**”), other regulations issued by the Securities and Exchange Board of India (“**SEBI**”), and the enabling provisions of the memorandum of association and the articles of association of the Company, the draft red herring prospectus (the “**Draft Red Herring Prospectus**”), in respect of the initial public offer of equity shares of the Company, tabled at the meeting containing the requisite information as prescribed by applicable laws and regulations, subject to it being duly signed by the directors and the Group Chief Financial Officer, be and is hereby approved for filing with the BSE Limited and the National Stock Exchange of India Limited (collectively referred to as the “**Stock Exchanges**”) and **SEBI** and such other authorities or persons as may be required.”

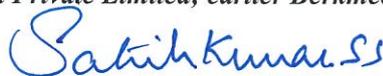
“**RESOLVED FURTHER THAT**, Mr. Ramesh Gopalan, Group Chief Executive Officer and Managing Director, (DIN: 00636524), Mr. Hari Gopalakrishnan, (DIN: 03289463), Martin I. Cole (DIN: 10642347), Non-Executive, Non-Independent Directors of the Company and Mr. Anil Kumar Chanana (DIN: 00466197), Ms. Ginger Dusek (DIN: 10642344), Mr. Venkat Krishnaswamy (DIN: 10643175), Mr. William Winkenwerder Jr. (DIN: 07279333), Ms. Shalini Sarin (DIN: 06604529), Independent Directors of the Company and Mr. Sarvabhoman Doraiswamy Srinivasan, the Group Chief Financial Officer, be and are hereby authorised to sign the Draft Red Herring Prospectus for and on behalf of the Company and file the same with the SEBI for their observations and with the Stock Exchanges for listing purposes.”

“**RESOLVED FURTHER THAT**, the IPO Committee is hereby authorised to undertake, approve and adopt any subsequent changes, correction, updates, alterations, revisions, modifications or amendments in the Draft Red Herring Prospectus for its finalization, and submit the same with SEBI, the Stock Exchanges and such other authorities or persons as may be required in accordance with the applicable law and regulations.”

“**RESOLVED FURTHER THAT** certified copies of this resolution be provided to those concerned under the hands of the Company Secretary and Compliance Officer, wherever required.”

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Certified to be true  
For **SAGILITY INDIA LIMITED**  
(formerly *Sagility India Private Limited; earlier Berkmeer India Private Limited*)



**Satish Kumar S S**  
**Company Secretary**  
**ACS – 16008**

Sagility India Limited  
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**Sagility India Limited**

(Formerly *Sagility India Private Limited; earlier Berkmeer India Private Limited*)

Registered Office - No. 23 & 24, AMR Tech Park, Building 2A, First Floor Hongasandara Village, Off Hosur Road,  
Bommanahalli, Bengaluru – 560068, Karnataka, India  
Corporate Identity Number: U72900KA2021PLC150054  
Tel. No.: 080-71251500, Website: www.SagilityHealth.com