

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF SAGILITY INDIA LIMITED AT THE BOARD MEETING HELD ON 24 JUNE, 2024 THROUGH VIDEO CONFERENCE (“VC”)

Appointment of Group CEO and Managing Director of the Company - Mr. Ramesh Gopalan

“**RESOLVED THAT** pursuant to the provisions of Sections 160, 196, 197 and 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the rules and regulations made thereunder, as amended from time to time (collectively referred to as the “**Companies Act**”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable law and pursuant to the provisions of the articles of association of the Company, and subject to approval of the shareholders of the Company in a general meeting, Mr. Ramesh Gopalan (DIN: 00636524) who has provided his consent in writing to act as an Managing Director of the Company, if appointed and submitted a declaration in writing that he is not disqualified under the Companies Act and who is eligible for appointment, be and is hereby appointed as the Group Chief Executive Officer (CEO) and Managing Director of the Company for a term of 5 years whose office shall not be liable to determination by retirement of directors by rotation, on such terms and conditions as set out in his employment agreement including below remuneration for the Financial Year 2024-2025:

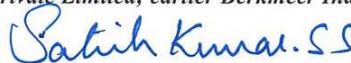
Components	Monthly (INR)	Annual (INR)
Basic	10,59,033	1,27,08,396
HRA	5,29,517	63,54,204
Other All	10,95,676	1,31,48,112
Gross Salary (A)	26,84,226	3,22,10,712
PF	1,27,084	15,25,008
Gratuity	50,940	6,11,280
Retirals (B)	1,78,024	21,36,288
Total Fixed Compensation (A+B)	28,62,250	3,43,47,000

RESOLVED FURTHER THAT the consent received from Mr. Ramesh Gopalan (DIN: 00636524) to act as a Managing Director of the Company be and is hereby noted.

RESOLVED FURTHER THAT any of the directors, chief financial officer or company secretary of the Company be and are hereby severally authorised to file necessary forms with the Registrar of Companies, Karnataka, and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution.

RESOLVED FURTHER THAT any of the directors, chief financial officer and company secretary of the Company be and are hereby severally authorized by the Company to certify a copy of this resolution and provide the same to all concerned parties and relevant statutory authorities, if any.”

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

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