

CONSENT LETTER FROM COMPANY SECRETARY AND COMPLIANCE OFFICER

To,

The Board of Directors

Sagility India Limited

23 & 24, AMR Tech Park, Building 2A

1st Floor, Hongasandara Village

Off Hosur Road, Bommanahalli

Bangalore 560 068

Karnataka, India

Sub: Proposed initial public offering of equity shares bearing face value ₹ [10] (the "Equity Shares") of Sagility India Limited (the "Company" and such offer, the "Offer")

Dear Madam(s) and Sir(s),

I, Satishkumar Sakharayapattana Seetharamaiah, hereby give my consent to act as the company secretary and compliance officer of the Company and to my name and other details mentioned herein being included as Company Secretary and Compliance Officer of the Company, and to the inclusion of the information contained in this certificate (in part or full), in the draft red herring prospectus ("DRHP"), red herring prospectus ("RHP") and the prospectus ("Prospectus") (collectively, the "Offer Documents") to be filed with the Securities and Exchange Board of India ("SEBI"), and the Registrar of Companies, Karnataka at Bangalore ("RoC"), and the stock exchanges where the Equity Shares are proposed to be listed ("Stock Exchanges"), as applicable and any other material in relation to the Offer.

I hereby authorise you to deliver this consent letter to SEBI, the Stock Exchanges, the RoC and any other regulatory authorities as may be required.

I am a member of the Institute of Company Secretaries of India, holding membership number ACS 16008.

I will be responsible for monitoring compliance of the securities laws and for redressal of investor's grievances, in connection with the Offer, and subsequent listing of the Company's Equity Shares on the stock exchanges. The following details with respect to me may be disclosed in the Offer Documents and any other documents in relation to the Offer:

Name: Satishkumar Sakharayapattana Seetharamaiah

Address: No. 4, 1st Phase, 5th Stage, 6th cross, BEML Layout, Raja Rajeshwari Nagar, Bangalore - 560098

Telephone Number: 080 7125 1500

Email: satishkumar.s@sagilityhealth.com

I confirm that the information in this certificate is true, correct, accurate, and not misleading in any material respect and without omission of any matter that is likely to mislead, and adequate to enable investors to make a well-informed decision as to the investment in the proposed Offer.

I agree to keep the information regarding the Offer strictly confidential.

I confirm that I will immediately and without any undue delay communicate any changes to the above information in writing to the Company and the book running lead managers to the Offer ("Book Running Lead Managers") until the date when the Equity Shares commence trading on the Stock Exchanges. In the absence of any such communication from me, the above information should be considered as updated information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Offer.

This consent letter may be relied upon by the Company, the Book Running Lead Managers and the legal advisors to each of the Company and the Book Running Lead Managers. I hereby consent to the submission and disclosure of this consent letter as may be necessary to the SEBI, the RoC, the Stock Exchanges and any other regulatory or

Satishkumar Sakharayapattana Seetharamaiah

judicial authorities and/or for any other litigation purposes and/or for the records to be maintained by the Company and/or the Book Running Lead Managers and in accordance with applicable law.

I also consent to the inclusion of this letter as a part of “*Material Contracts and Documents for Inspection*” in connection with this Offer, which will be available for public for inspection from date of the filing of the RHP until the Bid/Offer Closing Date.

This consent will remain valid unless withdrawn in writing by me.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Offer Documents, as the case may be.

Yours faithfully,



Name: Satishkumar Sakharayapattana Seetharamaiah

Date:

Designation: Company Secretary and Compliance Officer

Cc:

ICICI Securities Limited ICICI Venture House Appasaheb Marathe Marg Prabhadevi Mumbai 400 025 Maharashtra, India	J.P. Morgan India Private Limited J.P. Morgan Tower Off. C.S.T. Road, Kalina Santacruz (East) Mumbai 400 098 Maharashtra, India
Jefferies India Private Limited 16th Floor, Express Towers Nariman Point, Mumbai – 400 021 Maharashtra, India	IIFL Securities Limited 24th Floor, One Lodha Place Senapati Bapat Marg, Lower Parel (West) Mumbai 400 013 Maharashtra, India

Domestic Legal Counsel to the Book Running Lead Managers

Cyril Amarchand Mangaldas

Peninsula Corporate Park, Peninsula Chambers
GK Marg, Lower Parel (West)
Mumbai 400 013
Maharashtra, India

International Legal Counsel to the Book Running Lead Managers

Sidley Austin LLP

Level 31, Six Battery Road
Singapore 049 909

Domestic Legal Counsel to the Company

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