

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),

We, **AXIS BANK LIMITED** do hereby consent to act as the Escrow Collection Bank/ Refund Bank / Sponsor Bank and to our name and details mentioned herein being inserted as banker to the Offer and to the inclusion of the information contained in this certificate (in part or full) in the red herring prospectus ("RHP") and the prospectus ("Prospectus") (collectively, the "Offer Documents") which the Company intends to file, with the Registrar of Companies, Karnataka at Bangalore ("RoC"), Securities and Exchange Board of India ("SEBI") and the stock exchanges where the Equity Shares are proposed to be listed ("Stock Exchanges"), as applicable and in any publicity material, press release, presentation or any other material in relation to the Offer.

We hereby authorise you to deliver this consent letter to SEBI, the Stock Exchanges, the RoC and any other regulatory authorities as may be required. The following details with respect to us may be disclosed in the Offer Documents and any other documents in relation to the Offer.

**Name:** AXIS BANK LIMITED

**Address:** Axis House", 6th Floor, C-2, Wadia International Centre., Pandurang Budhkar Marg, Worli, Mumbai - 400 025

**Telephone number:** (Direct) 022 24253672

**E-mail:** vishal.lade@axisbank.com

**Website:** www.axisbank.com

**Contact Person:** Vishal M. Lade

**SEBI Registration Number:** INBI00000017

**Corporate Identity Number (CIN):** L65110GJ1993PLC020769

We enclose a copy of our registration certificate and declaration regarding our registration with SEBI in the required format (**Annexure A**). We also certify that our registration is valid as on date and that we have not been prohibited by SEBI, any other regulatory authority, court or tribunal from acting as an intermediary in capital market issues. We have also not been debarred from functioning by any regulatory authority.

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

We confirm that we 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 us, the above information should be considered as updated information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Offer.

1



**AXIS BANK**

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. We 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 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.

We 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 us.

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,



For and on behalf of **AXIS BANK LIMITED**

*B. Sreenivas Babu*  
 Authorized signatory

Name: B. Sreenivasa Babu  
 Date:  
 Cc:

**B Sreenivas Babu**  
 SVP - 1, MWBC Bangalore Head  
 Emp ID : 2646, SS No: 1014

<b>ICICI Securities Limited</b> ICICI Venture House Appasaheb Marathe Marg Prabhadevi Mumbai 400 025 Maharashtra, India	<b>J.P. Morgan India Private Limited</b> J.P. Morgan Tower Off. C.S.T. Road, Kalina Santacruz (East) Mumbai 400 098 Maharashtra, India
<b>Jefferies India Private Limited</b> 16th Floor, Express Towers Nariman Point, Mumbai – 400 021 Maharashtra, India	<b>IIFL Securities Limited</b> 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**

**IndusLaw**

1502B, 15th Floor, Tower – 1C  
One World Centre, Senapati Bapat Marg  
Lower Parel, Mumbai 400 013  
Maharashtra, India



**Annexure A**

[On the letterhead of the Escrow Collection Banks/ Refund Banks/ Public Offer Bank/ Sponsor Bank]

1. Registration Number:	INBI00000017
2. Date of registration / Renewal of registration:	16th November 2018
3. Date of expiry of registration:	Permanent Registration.
4. If applied for renewal, date of application:	NA
5. Any communication from SEBI prohibiting Axis Bank Limited from acting as escrow collection banks/ refund banks/ public offer bank:	NA
6. Any enquiry/investigation being conducted by SEBI:	NA
7. Period up to which registration/ renewal fees has been paid:	15th November 2024
8. Details of any penalty imposed	NAS



5  
B. S. Sahu