

CONSENT LETTER FROM THE BOOK RUNNING LEAD MANAGERS

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, J.P. Morgan India Private Limited, do hereby consent to act as book running lead manager to the Offer and to our name and the details mentioned herein, being inserted as a book running lead manager to the Offer, 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**”) intended to be filed by the Company with the Securities and Exchange Board of India (“**SEBI**”), 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 Offer related material.

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:

Logo: **J.P.Morgan**

Name: J.P. Morgan India Private Limited
Address: J.P. Morgan Tower, Off CST Road, Kalina, Santacruz East, Mumbai 400 098, Maharashtra, India
Telephone Number: +91 22 6157 3000
E-mail: SAGILITY_IPO@jpmorgan.com
Website: www.jpmpipl.com
Contact Person: Vidit Jain / Akhand Dua
Investor Grievance e-mail: investorsmb.jpmpipl@jpmorgan.com
SEBI Registration Number: INM000002970
CIN: U67120MH1992FTC068724

We further confirm that the above information in relation to us is true, correct, accurate, and not misleading in any 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.

Further, except as disclosed below, we confirm that neither we nor our associates hold any Equity Shares of the Company:

S. No.	Name of the entity	Number of Equity Shares	Percentage of Equity Shares
1.	Nil	Nil	Nil

We enclose a copy of our registration certificate regarding our registration with SEBI (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 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.

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 J.P. Morgan India Private Limited



Authorized signatory

Name: Satish Arcot

Date: June 28, 2024

Cc:

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

मर्चेट बैंककार	फॉर्म नं. FORM B	MERCHANT BANKER
भारतीय प्रतिभूति और विनियम बोर्ड		
SECURITIES AND EXCHANGE BOARD OF INDIA		
00 26 23	(मर्चेट बैंककार) विनियम, 1992 (MERCHANT BANKERS) REGULATIONS, 1992	
	(विनियम 8) (regulation 8)	Regulation 8A
रजिस्ट्रीकरण प्रमाणपत्र		PERMANENT REGISTRATION
CERTIFICATE OF REGISTRATION		
<p>I. बोर्ड, उसके द्वारा बनाए गए नियमों और विनियमों के साथ पठित भारतीय प्रतिभूति और विनियम बोर्ड अधिनियम, 1992 की धारा 12 की उपधारा (1) एवं प्रदत्त शक्तियों का प्रयोग करते हुए इसके द्वारा प्रवर्ग I / II / III / IV में मर्चेट बैंककार के रूप में</p> <p>I. In exercise of the powers conferred by sub-section (1) of section 12 of the Securities and Exchange Board of India Act, 1992, read with the rules and regulations made thereunder the Board hereby grants a certificate of registration to</p>		
<p>J.P.MORGAN INDIA PRIVATE LIMITED J.P.MORGAN TOWER OFF. C.S.T.ROAD, KALINA SANTACRUZ (E), MUMBAI 400 098</p>		
<p>को विनियमों में शर्तों के अधीन रहते हुए और विनियमों के अनुसार निम्नलिखित क्रियाकलाप करने का रजिस्ट्रीकरण प्रमाणपत्र देता है :- as a merchant banker in Category I / II / III / IV subject to conditions in the rules and in accordance with the regulations to carry out following activities :-</p> <p>*1. किसी निर्गमन का प्रबंध जिसके अन्तर्गत प्रोस्पेक्टस तैयार करना, निर्गमन से संबंधित जानकारी एकत्र करना, वित्तपोषण संरचना अवधारित करना, वित्तदाताओं से संबंध बनाना, ऑफिन आउटिंग और अधिक आवेदन धनराशि का प्रविष्टय है। Management of any issue, including preparation of prospectus, gathering information relating to the issue, determining financing structure, tie up of financiers, final allotment and refund of excess application money.</p> <p>*2. विनिधान सलाहकार। Investment Adviser</p> <p>*3. निर्गमनों का निम्नांकित। Underwriting of Issues.</p> <p>*4. पोर्टफोलियो प्रबंधन सेवाएं। Portfolio Management Services.</p> <p>*5. किसी निर्गमन के प्रबंधक, परामर्शी या सलाहकार जिनके अन्तर्गत निर्गमित सलाहकार सेवाएं हैं। Manager, Consultant or Adviser to any issue including corporate advisory services.</p> <p>*6. परामर्शी या सलाहकार। Consultant or Adviser.</p> <p>(जो लागू न हो उसे काट दें) ("Delete whichever are not applicable")</p>		
II. मर्चेट बैंककार के लिए रजिस्ट्रीकरण कोड		INM000002970
III. यह प्रमाणपत्र This certificate of Registration shall be valid for permanent		
III. This Certificate shall be valid for permanent valid for permanent and may be renewed as specified in regulation 9 of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992		
<p>तक विधिमान्य होगा और जैसे भारतीय प्रतिभूति और विनियम बोर्ड (मर्चेट बैंककार) विनियम, 1992 में विनिर्दिष्ट है नवीकृत किया जा सकेगा।</p> <p>and may be renewed as specified in regulation 9 of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992</p>		
		आदेश द्वारा By order
		K. SARAVANAN
स्थान Place	MUMBAI	भारतीय प्रतिभूति और विनियम बोर्ड
तारीख Date	SEPTEMBER 7, 2012	के लिए और उसकी ओर से For and on behalf of
		Securities and Exchange Board of India