

**CERTIFIED TRUE COPY OF THE RESOLUTIONS PASSED BY THE MEMBERS OF THE IPO COMMITTEE AT THEIR 1<sup>ST</sup> MEETING HELD ON 25 JUNE, 2024 THROUGH VIDEO CONFERENCE (“VC”)**

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**Appointment of Book Running Lead Managers (BRLM)**

“**RESOLVED THAT**, for the proposed initial public offering by Sagility India Limited (the “**Company**”) in terms of the Companies Act, 2013 and the rules made thereunder, as amended, if any, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), and other applicable laws (the “**Offer**”) ICICI Securities Limited, J.P. Morgan India Private Limited, Jefferies India Private Limited and IIFL Securities Limited are hereby appointed as the book running lead managers (the “**BRLMs**”) for the Offer on such terms and conditions as may be mutually decided between the Company and the BRLMs to *inter alia* carry out the activities as BRLMs under the SEBI ICDR Regulations, and other applicable laws”

“**RESOLVED FURTHER THAT** the Group Chief Financial Officer be and is hereby severally authorised to do all such acts, things and deeds on behalf of the Company to effectively implement this resolution.”

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

---

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,  
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**Appointment of the Legal Counsels to the Initial Public Offering**

“**RESOLVED THAT** for the proposed initial public offering by Sagility India Limited (the “**Company**”) in terms of the Companies Act, 2013 and the rules made thereunder, as amended, if any, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, and other applicable laws, the IPO Committee hereby appoints Cyril Amarchand Mangaldas, legal counsel to the book running lead managers as to Indian law, Sidley Austin LLP, international legal counsel to the book running lead managers, and IndusLaw, legal counsel to the Company as to Indian law.”

“**RESOLVED FURTHER THAT** the Group Chief Financial Officer be and is hereby authorised to do all such acts, things and deeds on behalf of the Company to effectively implement this resolution.”

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

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**Execution of Offer Agreement with the BRLMs and the Selling Shareholders**

“**RESOLVED THAT**, Sagility India Limited (the “**Company**”) do enter into an agreement with ICICI Securities Limited, J.P. Morgan India Private Limited, Jefferies India Private Limited and IIFL Securities Limited (“**BRLMs**”) and Sagility B.V. (“**Selling Shareholders**”) (“**Offer Agreement**”) in relation to the proposed initial public offering of the equity shares of the Company and the draft of the Offer Agreement, tabled before the committee and initialed by the Chairman for identification, be and is hereby approved.”

“**RESOLVED FURTHER THAT**, Mr. Ramesh Gopalan, Managing Director & Group Chief Executive Officer and or the Group Chief Financial Officer be and are hereby authorised severally to sign the Offer Agreement on behalf of the Company and to execute the necessary documents and to do all such acts, deeds, matters and things as deemed necessary, proper or desirable, and to settle or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard and to give effect to such modifications, changes, variations, alterations, deletions or additions to the Offer Agreement as may be deemed fit and proper in the best interests of the Company.”

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

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Bommanahalli, Bengaluru – 560068, Karnataka, India

Corporate Identity Number: U72900KA2021PLC150054

Tel. No.: 080-71251500, Website: [www.SagilityHealth.com](http://www.SagilityHealth.com)

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**Appointment of the Registrar to the Offer and approval of draft of agreement with the Registrar to the Offer**

“**RESOLVED THAT**, for the purpose of giving effect to the proposed initial public offering (the “**Offer**”) Link Intime India Private Limited (“**Registrar to the Offer**”), be and is hereby appointed as the Registrar and Share Transfer Agent for the Offer, on the terms and conditions as may be agreed, to *inter alia* carry out the activities as Registrar and Share Transfer Agent in terms of the Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, each as amended and other applicable laws.”

“**RESOLVED FURTHER THAT**, Sagility India Limited (the “**Company**”) do enter into an agreement with the Registrar to the Offer and the shareholders of the Company offering to sell their equity shares in the Company (the “**Selling Shareholders**”) in connection with the Offer (“**Registrar Agreement**”), to set out the terms and conditions of appointment and duties and responsibilities of the Registrar to the Offer, in relation to the proposed Offer, and the draft of the Registrar Agreement, tabled before the committee and initialed by the Chairman for identification be and is hereby approved.”

“**RESOLVED FURTHER THAT** the Group Chief Financial either or the Company Secretary and Compliance Officer and is hereby authorised to sign the agreement to be entered with the Registrar to the Offer on behalf of the Company and to execute the necessary documents to do all such acts, deeds, matters and things as deemed necessary, proper or desirable, and to settle or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard and to give effect to such modifications, changes, variations, alterations, deletions or additions to the Registrar Agreement as may be deemed fit and proper in the best interests of the Company.”

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

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**Appointment of Industry Data Provider**

“**RESOLVED THAT** for the proposed initial public offering (the “**Offer**”) Everest Business Advisory India Private Limited be and is hereby appointed as the industry data provider for the Offer for, *inter alia*, assisting Sagility India Limited (the “**Company**”) and the book running lead managers, appointed by the Company, on the terms and conditions as may be agreed.”

“**RESOLVED FURTHER THAT** the Group Chief Financial Officer be and is hereby authorised to do all such acts, things and deeds on behalf of the Company to effectively implement this resolution.”

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

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**Appointment of Advertising Agency and approval of draft of agreement with the Advertising Agency to the Offer**

“**RESOLVED THAT** for the proposed initial public offering (the “**Offer**”) Concept Communication Limited be and is hereby appointed as the Advertising Agency for the Offer for, *inter alia*, assisting Sagility India Limited (the “**Company**”), the Selling Shareholders and the book running lead managers, appointed by the Company, to ensure compliance with Regulation 42 read with Schedule IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, on the terms and conditions as may be agreed upon between the Company and the Advertising Agency (as defined below).”

**RESOLVED FURTHER THAT**, the Company do enter into an agreement with Concept Communication Limited (“**Advertising Agency**”) to set out the terms and conditions of appointment and duties and responsibilities of the Advertising Agency, in relation to the proposed Offer of the Company, in the form tabled before this meeting.”

“**RESOLVED FURTHER THAT** the Group Chief Financial Officer be and is hereby authorised to negotiate, finalise and, execute and deliver the agreement with the Advertising Agency and to do all such acts, deeds, matters and things as deemed necessary, proper or desirable, and to settle or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard and to give effect to such modifications, changes, variations, alterations, deletions or additions as may be deemed fit and proper in the best interests of the Company and to execute the agreement with the Advertising Agency.”

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

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**Taking on record the consent letters for the Offer for Sale by the Selling Shareholder**

“**RESOLVED THAT** the IPO Committee takes note of the consent letters dated 24 June, 2024 received from Sagility B.V. in relation to the offer for sale of equity shares of Sagility India Limited of such number of Equity Shares, not exceeding 984,460,377 Equity Shares the “**Offer for Sale**”, and together with the proposed fresh issue of Equity Shares, the “**Offer**”) at such price as may be determined through the book building process under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended (“**SEBI ICDR Regulations**”), and in accordance with the Applicable Laws.”

“**RESOLVED FURTHER THAT** the Group Chief Financial Officer and the Company Secretary and Compliance Officer be and are hereby severally authorized to file necessary forms with the Registrar of Companies, Karnataka at Bengaluru and execute and sign all relevant documents including but not limited to consent letters, powers of attorney, agreements, certificates etc., as may be required in order to give effect to these resolutions.”

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

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**Approval and adoption of the Draft Red Herring Prospectus by the IPO Committee post adoption of the Draft Red Herring Prospectus by the Board**

“**RESOLVED THAT**, in furtherance of the resolution passed by the Board on 24 June, 2024 authorizing the proposed initial public offering and approving the draft of the draft red herring prospectus (“**DRHP**”), 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**”), and other regulations issued by the Securities and Exchange Board of India (“**SEBI**”), the DRHP, in respect of the initial public offering of equity shares of the Company, as tabled before the IPO Committee, subject to it being duly signed by the directors and the 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.

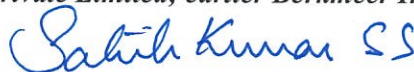
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**To consider listing on the BSE Limited and the National Stock Exchange of India Limited**

“**RESOLVED THAT**, the Company make applications to BSE Limited and National Stock Exchange of India Limited (collectively, the “Stock Exchanges”) for in-principle approval for listing and trading of its equity shares and file such papers and documents, physically and/or electronically including a copy of the draft red herring prospectus filed with the Securities and Exchange Board of India (“SEBI”) as may be required for the purpose.”

“**RESOLVED FURTHER THAT**, the Group Chief Executive Officer and the Company Secretary and Compliance Officer be and are hereby individually authorised to file applications and other required documents with SEBI and the Stock Exchanges and to do all such acts, deeds, matters and things as deemed necessary, proper or desirable, and to settle or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard and to give effect to such modifications, changes, variations, alterations, deletions or additions as may be deemed fit and proper in the best interests of the Company.”

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

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