

## CONSENT LETTER FROM NON-INDEPENDENT DIRECTOR

Date: 28 June 2024

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

**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**  
16<sup>th</sup> 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

(ICICI Securities Limited, J.P. Morgan India Private Limited, Jefferies India Private Limited and IIFL Securities Limited collectively with any other book running lead managers that may be appointed in connection with the Offer, is referred to as the “**Book Running Lead Managers**” or “**BRLMs**”)

**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 hereby give my consent to my name being included as Director of the Company, in the draft red herring prospectus (“**DRHP**”) to be filed by the Company with the Securities and Exchange Board of India, (“**SEBI**”), and any relevant stock exchange(s) where the Equity Shares of the Company are proposed to be

listed (the “**Stock Exchanges**”), the red herring prospectus (“**RHP**”) and the prospectus (“**Prospectus**”) which the Company intends to file with Registrar of Companies, Karnataka at Bangalore (“**RoC**”), the SEBI and any relevant Stock Exchanges in respect of the Offer (collectively, the “**Offer Documents**”), and in any other Offer related material.

I also authorise you to deliver a copy of this letter of consent to the RoC, pursuant to the provisions of Section 26 and 32 of the Companies Act, 2013, the Stock Exchanges or any other regulatory authority required by law.

I confirm that the information set out in this letter 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 confirm that I will immediately and without any undue delay communicate any changes to the above information in writing to the Company and the BRLMs until the date when the Equity Shares commence trading on the Stock Exchanges. In the absence of any such communication from me, the BRLMs, the Company and the legal advisors to each of the Company and BRLMs can assume that there is no change to the above information until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer.

This letter may be relied upon by the Company, the BRLMs and the legal advisors to each of the Company and the BRLMs. I hereby consent to the aforementioned details being included in the Offer Documents and the submission and disclosure of this certificate 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.

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 the capitalised terms used herein but not defined shall have the same meaning as ascribed to them in the Offer Documents

Sincerely,



**Director**

**Name: Hari Gopalakrishnan**

**Date: 28 June 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, 15<sup>th</sup> Floor, Tower – 1C

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