

CERTIFIED TRUE COPY OF THE ORDINARY RESOLUTION PASSED BY THE SHAREHOLDERS OF SAGILITY INDIA LIMITED AT THE EXTRAORDINARY GENERAL MEETING 03/2024-25 HELD ON MONDAY, JUNE 24, 2024 AT 07.30 P.M. (IST) THROUGH VIDEO CONFERENCE (“VC”)

Appointment of Managing Director and Group Chief Executive Officer of the Company – Mr. Ramesh Gopalan (DIN: 00636524)

“RESOLVED THAT pursuant to the provisions of Sections 160, 196, 197,198 and 203 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the rules and regulations made thereunder, as amended from time to time (collectively referred to as the “Companies Act”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable law and pursuant to the provisions of the articles of association of the Company, Mr. Ramesh Gopalan (DIN: 00636524), who has provided his consent in writing to act as an Managing Director & Group Chief Executive Officer of the Company, if appointed and submitted a declaration in writing that he is not disqualified to become a director under the Companies Act and who is eligible for appointment, be and is hereby appointed as an Managing Director & Group Chief Executive Officer of the Company whose office shall not be liable to determination by retirement of directors by rotation and the payment of remuneration on terms and conditions as may determined by the board of directors from time to time on such terms and conditions as set out in his employment agreement including below remuneration for the Financial Year 2024-2025:

Components	Monthly (INR)	Annual (INR)
Basic	10,59,033	1,27,08,396
HRA	5,29,517	63,54,204
Other All	10,95,676	1,31,48,112
Gross Salary (A)	26,84,226	3,22,10,712
PF	1,27,084	15,25,008
Gratuity	50,940	6,11,280
Retirals (B)	1,78,024	21,36,288
Total Fixed Compensation (A+B)	28,62,250	3,43,47,000

RESOLVED FURTHER THAT any of the directors, chief financial officer, company secretary of the Company, and such other persons as may be authorised by the board of directors of the Company be and are hereby severally authorised to file necessary forms with the Registrar of Companies, Karnataka, at Bengaluru and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution.

RESOLVED FURTHER THAT any of the directors, chief financial officer and company secretary of the Company be and are hereby severally authorized by the Company to certify a copy of this resolution and provide the same to all concerned parties and relevant statutory authorities, if any.”

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)

No. 23 & 24, AMR Tech Park, Building 2A, First Floor Hongasandara Village, Off Hosur Road, Bommanahalli, Bengaluru – 560068

Sagility India Limited

(formerly Sagility India Private Limited; earlier Berkmeer India Private Limited)

Registered Office - No. 23 & 24, AMR Tech Park, Building 2A, First Floor Hongasandara Village, Off Hosur Road, Bommanahalli, Bengaluru – 560068, Karnataka, India
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