

CONSENT LETTER FROM THE 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

16th 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 Independent 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.

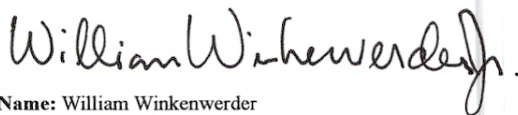
This letter may be relied upon by the Company, the BRLMs and the legal advisors to each of the Company and the BRLMs. I hereby consent to the aforementioned details being included in the Offer Documents and the submission and disclosure of this certificate as may be necessary to the SEBI, the Registrar of Companies, Karnataka at Bangalore ("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 BRLMs 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 capitalised terms used herein but not defined shall have the same meaning as ascribed to them in the Offer Documents.

Sincerely,



Name: William Winkenwerder

Designation: Director

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