

Date: March 22, 2025

To,

The Manager
Listing Department
National Stock Exchange (NSE)
Exchange Plaza, 5th Floor
Plot No. C/1, G-Block
Bandra-Kurla Complex
Bandra (E), Mumbai - 400 051
Symbol: SAGILITY

The Manager
Listing Department
Bombay Stock Exchange (BSE)
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001
Scrip Code:544282

Dear Sir/Ma'am,

Subject: Voting Results of Postal Ballot through remote e-voting process and the Scrutinizer's Report

This is further to our letter dated February 19, 2025, regarding the Postal Ballot Notice seeking approval of the Members of the Company for the resolutions forming part of the aforesaid Notice.

In this regard, we hereby inform that the remote e-voting process was concluded on March 21, 2025, at 5:00 p.m. (IST), subsequent to which the Scrutinizer has submitted his report today, i.e., March 22, 2025, on the results of the Postal Ballot. Based on the report of the Scrutinizer, the Members of the Company have duly passed all the Resolutions forming part of the Postal Ballot with the requisite majority. The resolutions of Postal Ballot are deemed to be passed on Friday, March 21, 2025, being the last date for the remote e-voting.

In connection with the same, please find enclosed:

- a) Voting results of the said Postal Ballot activity through remote e-voting, in relation to the aforesaid resolution, as required under Regulation 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.
- b) The Scrutinizer's Report dated March 22, 2025, pursuant to Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014.

The Voting Results along with the report of the Scrutinizer are being made available on the website of the Company at <https://sagilityhealth.com/> and on website of MUFG Intime India Private Limited at <https://instavote.linkintime.co.in>

This is for your kind information and record.

Thanking You,

For Sagility India Limited

Satishkumar Sakharayapattana Seetharamaiah
Company Secretary & Compliance Officer
M. No. A16008
Encl: a/a

Sagility India Limited

(Formerly Sagility 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

Corporate Identity Number: L72900KA2021PLC150054

Tel. No.: 080-71251500, Website: www.SagilityHealth.com

General information about company	
Scrip code	544282
NSE Symbol	SAGILITY
MSEI Symbol	NOTLISTED
ISIN	INE0W2G01015
Name of the company	SAGILITY INDIA LIMITED
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	21-03-2025
Start time of the meeting	
End time of the meeting	

Scrutinizer Details	
Name of the Scrutinizer	Shashikant Tiwari
Firms Name	Chandrasekaran Associates
Qualification	CS
Membership Number	F11919
Date of Board Meeting in which appointed	05-02-2025
Date of Issuance of Report to the company	22-03-2025

Voting results	
Record date	14-02-2025
Total number of shareholders on record date	318241
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	6
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Jimmy Mahtani (DIN: 00996110) as a Non-Executive Non-Independent Director of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3857129152	3857129146	100	3857129146	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	3857129152	3857129146	100	3857129146	0	100	0
Public- Institutions	E-Voting	508647200	445596426	87.6042	445596426	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	508647200	445596426	87.6042	445596426	0	100	0
Public- Non Institutions	E-Voting	315552061	591176	0.1873	541838	49338	91.6543	8.3457
	Poll							
	Postal Ballot (if applicable)							
	Total	315552061	591176	0.1873	541838	49338	91.6543	8.3457
Total		4681328413	4303316748	91.9251	4303267410	49338	99.9989	0.0011
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval of remuneration (commission) payable to Non-Executive Directors including Independent Directors of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3857129152	3857129146	100	3857129146	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	3857129152	3857129146	100	3857129146	0	100	0
Public- Institutions	E-Voting	508647200	445596426	87.6042	211339333	234257093	47.4284	52.5716
	Poll							
	Postal Ballot (if applicable)							
	Total	508647200	445596426	87.6042	211339333	234257093	47.4284	52.5716
Public- Non Institutions	E-Voting	315552061	588927	0.1866	528510	60417	89.7412	10.2588
	Poll							
	Postal Ballot (if applicable)							
	Total	315552061	588927	0.1866	528510	60417	89.7412	10.2588
Total		4681328413	4303314499	91.9251	4068996989	234317510	94.555	5.445
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval of incentive amount to identified individuals pursuant to Initial Public Offering				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3857129152	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	3857129152	0	0	0	0	0	0
Public- Institutions	E-Voting	508647200	445596426	87.6042	354562451	91033975	79.5703	20.4297
	Poll							
	Postal Ballot (if applicable)							
	Total	508647200	445596426	87.6042	354562451	91033975	79.5703	20.4297
Public- Non Institutions	E-Voting	315552061	589791	0.1869	557077	32714	94.4533	5.5467
	Poll							
	Postal Ballot (if applicable)							
	Total	315552061	589791	0.1869	557077	32714	94.4533	5.5467
Total		4681328413	446186217	9.5312	355119528	91066689	79.59	20.41
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	3857129146
Public Insitutions	0
Public - Non Insitutions	1500

Resolution(4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Re-imbursement of Offer expenses by the Promoter Company(Sagility B.V.).				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3857129152	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	3857129152	0	0	0	0	0	0
Public-Institutions	E-Voting	508647200	445596426	87.6042	445596426	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	508647200	445596426	87.6042	445596426	0	100	0
Public- Non Institutions	E-Voting	315552061	590009	0.187	527371	62638	89.3836	10.6164
	Poll							
	Postal Ballot (if applicable)							
	Total	315552061	590009	0.187	527371	62638	89.3836	10.6164
Total		4681328413	446186435	9.5312	446123797	62638	99.986	0.014
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	3857129146
Public Insitutions	0
Public - Non Insitutions	1500

Resolution(5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Repayment of Principal and Payment of Interest on Non-Convertible Bonds to Promoter Company (Sagility B.V.).				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3857129152	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		0	0	0	0	0	0
Public- Institutions	E-Voting	508647200	445596426	87.6042	445596426	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		508647200	445596426	445596426	0	100	0
Public- Non Institutions	E-Voting	315552061	589752	0.1869	557494	32258	94.5302	5.4698
	Poll							
	Postal Ballot (if applicable)							
	Total		315552061	589752	557494	32258	94.5302	5.4698
Total		4681328413	446186178	9.5312	446153920	32258	99.9928	0.0072
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	3857129146
Public Insitutions	0
Public - Non Insitutions	1500

Resolution(6)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Continuation of share appreciation rights (SARs) to certain identified employees and directors of the Group Companies by the Promoter Company (Sagility B.V.).				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3857129152	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total	3857129152	0	0	0	0	0	0
Public- Institutions	E-Voting	508647200	445596426	87.6042	384980553	60615873	86.3967	13.6033
	Poll							
	Postal Ballot (if applicable)							
	Total	508647200	445596426	87.6042	384980553	60615873	86.3967	13.6033
Public- Non Institutions	E-Voting	315552061	589743	0.1869	528311	61432	89.5833	10.4167
	Poll							
	Postal Ballot (if applicable)							
	Total	315552061	589743	0.1869	528311	61432	89.5833	10.4167
Total		4681328413	446186169	9.5312	385508864	60677305	86.4009	13.5991
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	3857129146
Public Insitutions	0
Public - Non Insitutions	1500

SCRUTINIZERS' REPORT

To,
The Chairman,
Sagility India Limited
No. 23 & 24, AMR Tech Park, Building 2A,
First Floor Hongasandara Village,
Off Hosur Road, Bommanahalli,
Bengaluru – 560068, Karnataka, India

Sub: Scrutinizers' Report on Postal Ballot by way of electronic voting process conducted in terms of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended in respect of passing of the resolutions contained in the Notice dated February 05, 2025

Dear Sir,

I, Shashikant Tiwari, Partner, Chandrasekaran Associates, Company Secretaries, was appointed as Scrutinizer by the Board of Directors of Sagility India Limited (hereinafter referred to as "**Company**") for scrutinizing the Postal Ballot process by way of voting by electronic means in respect of passing of the resolutions contained in the Notice dated February 05, 2025 ("Postal Ballot Notice") in a fair and transparent manner.

I submit my report as under:

1. The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of the Companies Act, 2013 and the rules made thereunder including General Circular Nos. 20/2020 dated May 5, 2020, 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 03/2022 dated May 05, 2022 and 11/2022 dated December 28, 2022 respectively and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ("**MCA Circulars**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**Listing regulations**") with the Stock Exchanges including Circular Nos. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by the Securities and Exchange Board of India (the "**SEBI Circulars**"), Secretarial Standard issued by the Institute of Company Secretaries of India on General Meetings ('SS-2') relating to postal ballot by way of electronic voting.
2. My responsibility as scrutinizer is restricted to prepare a scrutinizers' report of the votes cast by the members for the resolutions contained in the Postal Ballot Notice, based on the data downloaded from website of MUFG Intime India Private Limited, authorised agency engaged by the Company to provide the electronic voting facility till the time fixed for closing of the voting process i.e. on or before 5.00 P.M. (IST) on Friday, March 21, 2025.



3. The Members of the Company as on the "cut-off date" i.e. Friday, February 14, 2025, were entitled to vote on the proposed resolutions to be passed through Postal Ballot by way of electronic voting means as set-out in the Postal Ballot Notice and their shareholding as on that date has been reckoned for the purpose of arriving at the results of the Postal Ballot.
4. The E-voting period remained open from Thursday, February 20, 2025, from 9:00 A.M. (IST) and ended on Friday, March 21, 2025, at 5:00 P.M (IST), on the designated website of MUFG Intime India Private Limited i.e. (<https://instavote.linkintime.co.in>)
5. On Wednesday, 19 February, 2025, the Company had completed the dispatch of Postal Ballot Notice, to its members whose name(s) appeared in the Register of Members/List of beneficial owners received from MUFG Intime India Private Limited ("Registrar and Transfer Agent") as on the Cut-off date i.e., Friday, February 14, 2025 and whose e-mail IDs were registered with the Company and Depositories and Registrar and Transfer Agent. Pursuant to the MCA Circulars, the Company had dispatched the Postal Ballot Notice through e-mails only. The Company has not dispatched Postal Ballot Notice to those members whose e-mail IDs were not registered with the Company and/or Depositories and Registrar and Transfer Agent.

Further, the Company had given an option to the members to register their e-mail id's with the Company and/ or their depository participants in the Postal Ballot Notice dated February 05, 2025, which was uploaded on the website of the Company (<https://sagilityhealth.com/>), on the website of MUFG Intime India Private Limited i.e. (<https://instavote.linkintime.co.in>).

6. In view of relaxation given by Ministry of Corporate Affairs and Securities and Exchange Board of India, physical ballots were not dispatched and accordingly, voting was done through electronic voting only.
7. As per Rule 20 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 47 of Listing Regulations, advertisements were published by the Company in Financial Express (English) & Vishwavani News (kannada), on Thursday, February 20, 2025 informing about the completion of dispatch of Postal Ballot Notice to the Members, who have registered their e-mail id's with the Company/depositories/ Registrar and Transfer Agent along with other related matters mentioned therein.
8. I had monitored the process of electronic voting through the scrutinizer's secured link provided by MUFG Intime India Private Limited through its designated website.
9. After completion of electronic voting process, votes cast by the Members, were unblocked on Friday, March 21, 2025, at 05:03 P.M. (IST) in the presence of two witnesses, Mr. Karan Kanojia R/o. 48 A Anand Vihar, Delhi-110092 and Mr. Ankit Bansal R/o. F-14, Subhash Chowk, Mangal Bazar, Laxmi Nagar-110092, who are not in the employment of the Company.
10. The particulars of report downloaded from the website of MUFG Intime India Private Limited have been entered in a separate register maintained for the purpose of Postal Ballot.



11. Votes cast by the members through electronic voting were reconciled with the records maintained by the RTA of the Company and authorizations, if any lodged with the Company.
12. This report is based on votes casted through electronic voting, which was downloaded from the website of MUFG Intime India Private Limited i.e. <https://instavote.linkintime.co.in>.
13. After ascertaining the votes casted through electronic voting, I hereby submit the result as under:



Item No. 1:**Appointment of Mr. Jimmy Mahtani (DIN: 00996110) as a Non-Executive Non-Independent Director of the Company.**

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 161 and other applicable provisions of the Companies Act, 2013 ('Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and any other applicable laws, rules and regulations (in each case, including any statutory modification(s) or re-enactment(s) thereof for the time being in force), in accordance with the Articles of Association of the Company and upon recommendation of Nomination and Remuneration Committee and approval of Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution), Mr. Jimmy Mahtani (DIN: 00996110) who was appointed as an Additional Director (Non-Executive, Non-Independent) by the Board w.e.f. February 05, 2025 and who is eligible for appointment and has given his consent to act as Director of the Company, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, including making appropriate entries in the register of directors and key managerial personnel of the Company and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, expedient and desirable for the purpose of giving effect to the aforesaid resolution."

	Particulars	E-VOTING	
		Number of member(s) voted	Votes held by them
	Number of Members & Shares held by them	441	4,30,33,29,478
Less:	Number of Members & Invalid/Rejected Votes	0	0
Less:	Number of Members abstained from voting	12	12,641
Less:	Number of Members & Votes not exercised/ Partially exercised/ Less voted	2	89
	No. of Valid Votes Cast	429	4,30,33,16,748



Particulars	E-VOTING		
	Number of members voted	Votes cast by them	% of total number of valid votes cast
Favor	400	4,30,32,67,410	99.999
Against	31	49,338	0.001
Total	431*	4,30,33,16,748*	100

* 2 (Two) Members holding 91 equity shares voted twice. Such members partially exercised their votes for 2 equity shares in favour and did not exercise vote for 89 equity shares. Accordingly, such members and their votes have been counted twice.



Item No. 2:**Approval of remuneration (commission) payable to Non-Executive Directors including Independent Directors of the Company.**

"RESOLVED THAT in supersession of the earlier resolution passed by the Members of the Company in this regard and pursuant to the provisions of Sections 149, 197, 198, Schedule V and other applicable provisions of the Companies Act, 2013 ('Act'), read with rules framed thereunder, Regulation 17(6) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') or any other law for the time being in force (in each case, including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the provisions of the Articles of Association of the Company and on the recommendations of Nomination and Remuneration Committee and the Board of Directors of the Company ('Board', which term shall be deemed to include any committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) and subject to such other approval(s), permission(s) and sanction(s) as may be necessary in this regard, the approval of the Members be and is hereby accorded for payment of remuneration by way of commission to the existing Non-Executive Directors (including Independent Directors) of the Company, of such amount up to a limit of Rs.3,15,00,000/- (Rupees Three Crores and Fifteen Lakhs only) per Director and as more particularly set out in the Explanatory Statement, per annum, in such manner as may be determined by the Board for a period of 3 (three) financial years (as applicable) i.e. 2024-25, 2025-26, 2026-27 commencing from April 01, 2024.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any of the aforesaid 3 (three) financial year(s) i.e. 2024-25, 2025-26, 2026-27, the above-mentioned remuneration be paid to Non-Executive Directors (including Independent Directors) of the Company as remuneration for a period not exceeding 3 (three) years. The consolidated profit for the financial year ended 2023-24 is Rs. 228,26,62,818 (Rupees Two Hundred Twenty Eight Crores Twenty Six Lakhs Sixty Two Thousand Eight Hundred and Eighteen only).

RESOLVED FURTHER THAT the above remuneration shall include fees payable to the Director(s) for attending the meetings of the Board or committees thereof or for any other purpose whatsoever as may be decided by the Board and shall exclude reimbursement of expenses for participation in the Board and other meetings.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, matters and things including deciding on the manner of payment of commission and settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit and to execute any agreements, documents, instructions, etc. as may be necessary or desirable in connection with or incidental, proper, or expedient to give effect to this resolution."

	Particulars	E-VOTING	
		Number of member(s) voted	Votes held by them
	Number of Members & Shares held by them	441	4,30,33,29,478



Less:	Number of Members & Invalid/Rejected Votes	0	0
Less:	Number of Members abstained from voting	11	14,891
Less:	Number of Members & Votes not exercised/ Partially exercised/ Less voted	2	88
	No. of Valid Votes Cast	432	4,30,33,14,499

Particulars	E-VOTING		
	Number of members voted	Votes cast by them	% of total number of valid votes cast
Favor	344	4,06,89,96,989	94.555
Against	90	23,43,17,510	5.445
Total	434*	4,30,33,14,499*	100

*2 (Two) Members holding 91 equity shares voted twice. Firstly, such members partially exercised their votes for 2 equity shares in favour and did not exercise vote for 89 equity shares. Thereafter, such members exercised their votes for 1 equity share in against and did not exercise vote for 88 equity shares. Accordingly, such members and their votes have been counted twice.



Item No. 3:**Approval of incentive amount to identified individuals pursuant to Initial Public Offering.**

"RESOLVED THAT pursuant to the provisions of Regulation 26(6) & other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and rules made thereunder, Foreign Exchange Management Act, 1999 and Regulations framed thereunder and such other laws as may be applicable (in each case, including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and basis the recommendation of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors of the Company ('Board', which term shall be deemed to include any committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution), approval of the Members of the Company be and is hereby accorded to accept the proposal received from Sagility B.V., Netherlands (promoter and parent company) ('Promoter Company') for the Promoter Company to make certain incentive payments as per the method and criteria to be decided by the Promoter Company, for an amount not exceeding Rs. 4,65,75,000 (Rupees Four Crores Sixty Five Lakhs Seventy Five Thousand only), i.e. approximately USD 548,000 in recognition of the contribution of identified key managerial personnel and employees of the Company/ Sagility group companies (the Company and its subsidiaries) ('Group Companies').

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, matters and things including deciding on the manner of payment of commission and settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit and to execute any agreements, documents, instructions, etc. as may be necessary or desirable in connection with or incidental, proper, or expedient to give effect to this resolution."

	Particulars	E-VOTING	
		Number of member(s) voted	Votes held by them
	Number of Members & Shares held by them	441	4,30,33,29,478
Less:	Number of Members & Invalid/Rejected Votes	3^	3,85,71,30,646^
Less:	Number of Members abstained from voting	11	12,428
Less:	Number of Members & Votes not exercised/ Partially exercised/ Less voted	4	187
	No. of Valid Votes Cast	427	44,61,86,217

^ Such members being interested in this resolution, are not liable to vote on this resolution. Accordingly, votes have been rejected.



Particulars	E-VOTING		
	Number of members voted	Votes cast by them	% of total number of valid votes cast
Favor	366	35,51,19,528	79.590
Against	64	9,10,66,689	20.410
Total	430*	44,61,86,217*	100

**3 (Three) Members holding 570 equity shares voted twice. Firstly, such members partially exercised their votes for 130 equity shares in favour and did not exercise votes for 440 equity shares. Thereafter, such members exercised their votes for 440 equity share in against. Accordingly, such members and their votes have been counted twice.*



Item No. 4:**Re-imbursement of Offer expenses by the Promoter Company (Sagility B.V.).**

"RESOLVED THAT pursuant to Regulation 23, 2(1)(zc) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), the applicable provisions of the Companies Act, 2013 ('Act'), read with related rules and such other laws as may be applicable (in each case, including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Policy on Related Party Transaction(s) of the Company as approved by the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution), and basis the approval and recommendation of the Audit Committee and the Board, the approval of the Members of the Company be and is hereby accorded to the Board to continue with the existing contract(s)/ arrangement(s)/ transaction(s), the details of which are provided in the Explanatory Statement pursuant to Section 102 and other provisions of the Act read with related rules, with Sagility B.V., Netherlands (promoter and parent company) ('Promoter Company') for re-imbursement of offer expenses in relation to the Offer (as defined in the prospectus dated November 07, 2024 issued by the Company) incurred by the Company on behalf of the Promoter Company, the selling shareholder ('Promoter Selling Shareholder'), as specified in Page 107 of the prospectus dated November 07, 2024 for an amount not exceeding Rs. 127,93,20,000(Rupees One Hundred Twenty Seven Crores Ninety Three Lakhs Twenty Thousand only) on such terms and conditions as agreed between the Company and the Promoter Company, subject to such contract(s)/ arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of the Company and the Promoter Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and executing such documents and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects."

	Particulars	E-VOTING	
		Number of member(s) voted	Votes held by them
	Number of Members & Shares held by them	441	4,30,33,29,478
Less:	Number of Members & Invalid/Rejected Votes	3^	3,85,71,30,646^



Less:	Number of Members abstained from voting	14	12,308
Less:	Number of Members & Votes not exercised/ Partially exercised/ Less voted	2	89
	No. of Valid Votes Cast	424	44,61,86,435

^ Such members being interested in this resolution, are not liable to vote on this resolution. Accordingly, votes have been rejected.

Particulars	E-VOTING		
	Number of members voted	Votes cast by them	% of total number of valid votes cast
Favor	384	44,61,23,797	99.986
Against	43	62,638	0.014
Total	427*	44,61,86,435*	100

*3 (Three) Members holding 564 equity shares voted twice. Firstly, such members partially exercised their votes for 267 equity shares in favour and did not exercise votes for 297 equity shares. Thereafter, such members exercised their votes for 297 equity share in against. Accordingly, such members and their votes have been counted twice.



Item No. 5:**Repayment of Principal and Payment of Interest on Non-Convertible Bonds to Promoter Company (Sagility B.V.).**

"RESOLVED THAT pursuant to Regulation 23, 2(1)(zc) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), the applicable provisions of the Companies Act, 2013 ('Act'), read with related rules and such other laws as may be applicable(in each case, including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Policy on Related Party Transaction(s) of the Company as approved by the Board('Board', which term shall be deemed to include any committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution),and basis the approval and recommendation of the Audit Committee and the Board, the approval of the Members of the Company be and is hereby accorded to the Board for repayment of principal and payment of interest on unsecured, unlisted and irredeemable bonds ("Non-Convertible Bonds") as specified in Page 395 of the prospectus dated November 07, 2024,to Sagility B.V., Netherlands (promoter and parent company) ('Promoter Company'), on such terms and conditions as agreed upon between the Company and the Promoter Company more fully explained in the Explanatory Statement, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

Amount of Initial Borrowing (Rs.)	1300.00 Crores
Amount Repaid until listing date (Rs.)	373.50 Crores
Amount Outstanding as on March 31, 2025(Rs.)	926.50 Crores
Interest expense for the period from November 12, 2024 (being the listing date of the Company) to March 31, 2025(Rs.)	28.43 Crores
Repayment of Principal for FY 2024-25 (Rs.)	Planned repayment of Rs. 249 Crores out of which Rs. 124.50 Crores has already been repaid in May 2024.

RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and executing such documents and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects."



	Particulars	E-VOTING	
		Number of member(s) voted	Votes held by them
	Number of Members & Shares held by them	441	4,30,33,29,478
Less:	Number of Members & Invalid/Rejected Votes	3^	3,85,71,30,646^
Less:	Number of Members abstained from voting	12	12,565
Less:	Number of Members & Votes not exercised/ Partially exercised/ Less voted	2	89
	No. of Valid Votes Cast	426	44,61,86,178

^ Such members being interested in this resolution, are not liable to vote on this resolution. Accordingly, votes have been rejected.

Particulars	E-VOTING		
	Number of members voted	Votes cast by them	% of total number of valid votes cast
Favor	391	44,61,53,920	99.993
Against	37	32,258	0.007
Total	428*	44,61,86,178*	100

*2 (Two) Members holding 550 equity shares voted twice. Firstly, such members partially exercised their votes for 260 equity shares in favour and did not exercise votes for 290 equity shares. Thereafter, such members exercised their votes for 290 equity share in against. Accordingly, such members and their votes have been counted twice.



Item No. 6:**Continuation of share appreciation rights (SARs) to certain identified employees and directors of the Group Companies by the Promoter Company (Sagility B.V.).**

"RESOLVED THAT pursuant to Regulation 26(6) & other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and rules made thereunder, the Foreign Exchange Management Act, 1999 and Regulations framed thereunder and such other laws as may be applicable (in each case, including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and basis the recommendation of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors of the Company ('Board', which term shall be deemed to include any committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution), the approval of the Members be and is hereby accorded, to allow certain identified employees and directors in each case, of the Company/ Sagility group companies (the Company and its subsidiaries) ('Group Companies') to continue with the Stock Appreciation Rights ('SAR') offered by Sagility B.V., Netherlands (promoter and parent company) ('Promoter Company'), in accordance with the terms and conditions as detailed in Page 343 of the prospectus issued by the Company dated November 07, 2024 and as explained in the Explanatory Statement.

RESOLVED FURTHER THAT the SARs and the benefits thereunder be subject to (i) the terms of the SAR plan as adopted (and amended) by the Promoter Company from time to time; (ii) the satisfaction and achievement of certain performance-based parameters and thresholds (as determined by the Promoter Company from time to time) including in relation to the timing of change-in-control and continued employment with the Group Companies.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s), including but not limited to sign and to execute documents and file forms and returns with the respective authorities, as may be required, on behalf of the Company."

	Particulars	E-VOTING	
		Number of member(s) voted	Votes held by them
	Number of Members & Shares held by them	441	4,30,33,29,478
Less:	Number of Members & Invalid/Rejected Votes	3^	3,85,71,30,646^
Less:	Number of Members abstained from voting	12	12,574
Less:	Number of Members & Votes not exercised/ Partially exercised/ Less voted	2	89
	No. of Valid Votes Cast	426	44,61,86,169



^ Such members being interested in this resolution, are not liable to vote on this resolution. Accordingly, votes have been rejected.

Particulars	E-VOTING		
	Number of members voted	Votes cast by them	% of total number of valid votes cast
Favor	373	38,55,08,864	86.401
Against	53	6,06,77,305	13.599
Total	426	44,61,86,169	100

14. Based on the aforesaid results, the resolutions as mentioned above shall be deemed to have been passed with requisite majority, on Friday, March 21, 2025, being the last date of E-voting for the Members of the Company. Therefore, the Chairman or any other person authorised by him may accordingly declare the result thereof.
15. Relevant records pertaining to the electronic voting shall remain in the safe custody of the Scrutinizer, until the Chairman signs the minutes of the Meeting and thereafter the same shall be handed over to the Company Secretary of the Company.

Thanking You,
Yours faithfully,

Chandrasekaran Associates
Company Secretaries
FRN: P1988DE002500
Peer Review Certificate No.: 5715/2024

Shashikant Tiwari
Partner
Membership No.: F11919
Certificate of Practice No.: 15050
UDIN: F011919F004137579

Place: Delhi
Date: March 22, 2025

Countersigned by:
For and on behalf of
Sagility India Limited

SATISHKUMAR
SAKHARAYAPATTANA
SEETHARAMAIAH

Digitally signed by SATISHKUMAR
SAKHARAYAPATTANA
SEETHARAMAIAH
Date: 2025.03.22 15:49:29 +05'30'

Satishkumar Sakharayapattana
Seetharamaiah
Company Secretary and Compliance Officer
Membership Number: A-16008