

Date: May 29, 2026

To,

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

Dear Sir/ Ma'am,

Subject: Postal Ballot Notice

With reference to our letter dated May 12, 2026 and pursuant to Regulation 30 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") we are enclosing herewith a copy of the Postal Ballot Notice ("Notice") along with the Explanatory Statement pursuant to the applicable provisions of the Companies Act, 2013, read with the Listing Regulations for seeking approval of the Members for the resolutions forming part of the Notice.

In compliance with the provisions of the General Circular nos.14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, read with other relevant circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025 (collectively the "MCA Circulars"), the aforesaid Notice is being sent only through electronic mode to those members whose names appear on the List of Beneficial Owners as on the Cut-off date being Friday, May 22, 2026, on their registered email address. The Company has engaged the services of MUFG Intime India Private Limited to provide remote e-voting facility to its Members, to enable them to cast their vote electronically.

Further, please find below the schedule of events for Postal Ballot:

Cut-off date/Benpos date for sending notice to the shareholders	Friday, May 22, 2026
Commencement of e-voting	09.00 a.m. on Saturday, May 30, 2026
Conclusion of e-voting	05.00 p.m. on Sunday, June 28, 2026
Scrutinizers Report	On or before Tuesday, June 30, 2026
Declaration of results	On or before Tuesday, June 30, 2026

The details are also being made available on the Company's website <https://sagility.com/>

This is for your kind information and record.

Thanking You,

For Sagility Limited

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

Sagility Limited

(Formerly Sagility India Limited, earlier 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 Identification Number: L72900KA2021PLC150054

Tel. No.: 080-71251500, E-mail: investorservices@sagility.com, Website: www.sagility.com



NOTICE OF POSTAL BALLOT OF SAGILITY LIMITED

(Formerly Sagility India Limited, earlier 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 Identification Number: L72900KA2021PLC150054
Tel. No.: 080-71251500, Website: www.sagility.com

[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended]

REMOTE E-VOTING STARTS ON	REMOTE E-VOTING ENDS ON
Saturday, May 30, 2026, at 09:00 am (IST)	Sunday, June 28, 2026, at 05:00 pm (IST)

Dear Member(s),

NOTICE IS HEREBY GIVEN pursuant to the provisions of Sections 108 and 110 and all other applicable provisions, if any, of the Companies Act, 2013 ('**Act**'), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('**Rules**'), Regulation 44 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI Listing Regulations**'), Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ('**SS-2**'), and any other applicable laws, rules and regulations as amended, Sagility Limited ('**Company**') hereby seeks your approval in respect of the special business as stated in this notice via postal ballot ('**Notice**') by way of remote e-voting only ('**Postal Ballot**' or '**e-voting**').

In compliance with the Circulars issued by the Ministry of Corporate Affairs ('**MCA**') General Circular No. 03/2025 dated September 22, 2025, 09/2024 dated September 19, 2024, read with other relevant circulars, including the general circular nos. 09/2023 dated September 25, 2023, 11/2022 dated December 28, 2022, 3/2022 dated May 05, 2022, 20/2020 dated May 05, 2020, 17/2020 dated April 13, 2020 and 14/2020 dated April 08, 2020, and other relevant circulars (collectively referred to as '**MCA Circulars**'), this Postal Ballot Notice is being sent by email only, to the members of the Company ('**Members**') whose e-mail addresses are registered with the Depository Participants ('**DP**') / Depository/ Registrar & Share Transfer Agent of the Company. Further, the assent/dissent of the Members on the resolution proposed in this Postal Ballot Notice will be considered only through the remote e-voting system.

Detailed Explanatory Statement as required in terms of Section 102 and 110 of the Act read with the rules framed thereunder, setting out the material facts and the reasons/rationale thereof concerning the resolution and instructions for e-voting are annexed and forms part of this Postal Ballot Notice ('**Notice**').

SPECIAL BUSINESS:

Item No. 1:

Approval of 'Sagility Limited – Employee Stock Options and Performance Stock Units Scheme 2026'

To consider and if deemed fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended and enacted from time to time read with all circulars and notifications issued thereunder (“**SBEB Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**LODR Regulations**”), the Foreign Exchange Management Act, 1999, the relevant provisions of Memorandum and Articles of Association of the Company and subject to further such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions, sanctions, the consent of the shareholders of the Company be and is hereby accorded to the introduction of '**Sagility Limited – Employee Stock Options and Performance Stock Units Scheme 2026**' (“**ESOS 2026**” or “**Scheme**”) and implementation through an irrevocable employee welfare trust namely '**Sagility ESOP Trust**' (“**Trust**”) to be set-up by the Company, the salient features of which are furnished in the Explanatory Statement annexed to this notice, and authorizing the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to

include any Committee, including the Nomination and Remuneration Committee which the Board has constituted) to create, offer, issue, grant and allot from time to time, in one or more tranches, not exceeding **3,09,10,845** (Three Crore Nine Lakh Ten Thousand Eight Hundred Forty-Five Only) **employee stock options (“Options”)**, **12,36,43,222** [Twelve Crore Thirty-Six Lakh Forty-Three Thousand Two Hundred Twenty-Two Only] **performance stock units (“PSUs”)** to or for the benefit of such eligible employees of the Company, exclusively working in India or outside, as determined in terms of the Scheme, exercisable into not more than **15,45,54,067** (Fifteen Crore Forty Five Lakh Fifty Four Thousand Sixty-Seven Only) equity shares of face value of Rs. 10/- (Rupees Ten Only) each fully paid-up (“Shares”), where one Option/PSU would convert into one equity share upon exercise, on such terms and in such manner, in accordance with the provisions of the applicable laws and the provisions of the Scheme.

RESOLVED FURTHER THAT the Shares as specified herein above shall be transferred by the Trust to the grantees upon exercise of Options/PSUs in accordance with the terms of the grant and provisions of the Scheme and such Shares shall rank pari passu in all respects with the then existing Shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional Options/PSUs to be granted by the Company, for the purpose of making a fair and reasonable adjustment to the Options/PSUs granted earlier, the ceiling of total number of Options/PSUs and equity shares specified above shall be deemed to be increased to the extent of such additional Options/PSUs granted.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the eligible employees under the Scheme shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said eligible employees.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the securities to be allotted under the Scheme on the stock exchanges, where the equity shares of the Company are listed in due compliance with SBEB Regulations and other applicable laws.

RESOLVED FURTHER THAT the Company and the Trust shall ensure compliance of the provisions of the SBEB Regulations, Companies Act, 2013 and rules made thereunder and all other applicable laws at all times in connection with holding and dealing in the Shares of the Company including but not limited to accounting policies, maintenance of proper books of account, records and documents with appropriate disclosures as prescribed.

RESOLVED FURTHER THAT the Board, be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme subject to the compliance with the applicable laws and regulations and further subject to consent of the shareholders by way of special resolution to the extent required under SBEB Regulations, and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof in conformity with the provisions of the Companies Act, 2013, SBEB Regulations, the relevant provisions of the Memorandum and Articles of Association of the Company and any other applicable laws in force to give effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any powers conferred herein, to any committee of directors with a power to further delegate to any executives / officers of the company to do all such acts, deeds, matters and things as also to execute such documents, writings etc. as may be necessary to give effect to this resolution.”

Item No. 2:

To consider and approve grant of employee stock options and performance stock units to the employees of the subsidiary company(ies) of the Company under 'Sagility Limited – Employee Stock Options and Performance Stock Units Scheme 2026'

To consider and if deemed fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, as amended and enacted from time to time read with all circulars and notifications issued thereunder (“**SBEB Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**LODR Regulations**”), the Foreign Exchange Management Act, 1999, the relevant provisions of Memorandum and Articles of Association of the Company and subject to further such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions, sanctions

the consent of the shareholders of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted) to offer, issue, grant and allot from time to time, in one or more tranches, employee stock options (“**Options**”) and performance stock units (“**PSUs**”) under ‘**Sagility Limited – Employee Stock Options and Performance Stock Units Scheme 2026**’ (“**ESOS 2026**” or “**Scheme**”) to the eligible employees of the subsidiary company(ies) of the Company, exclusively working in India or outside India, as determined in terms of the Scheme, within the ceiling of total number of Options/PSUs and equity shares, as specified in Scheme along with such other terms and in such manner, in accordance with the provisions of the applicable laws and the provisions of the Scheme.”

Item No. 3:

To consider and approve provision of money by the Company for purchase of its own Shares by the trust under the ‘Sagility Limited – Employee Stock Options and Performance Stock Units Scheme 2026’

To consider and if deemed fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of the Section 67 of the Companies Act, 2013 read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 3(8) of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 and any circulars/ notifications/ guidance/ frequently asked questions issued thereunder, as amended from time to time (“**SBEB Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“**LODR Regulations**”), the relevant provisions of the Memorandum and Articles of Association of the Company, and subject to further such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the shareholders be and is hereby accorded by authorizing the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted) to grant a loan, provide guarantee or security in connection with a loan granted or to be granted, in one or more tranches, to the irrevocable employee welfare trust namely ‘**Sagility ESOP Trust**’ (“**Trust**”) to be set-up by the Company, by such sum of money not exceeding 5% (Five Percent) of the aggregate of the paid-up capital and free reserves of the Company, with a view to enable the Trust to acquire equity shares of the Company of face value of Rs. 10/- (Rupees Ten Only) each fully paid-up (“**Shares**”), by way of primary or fresh issue, for implementation of ‘**Sagility Limited – Employee Stock Options and Performance Stock Units Scheme 2026**’ (“**ESOS 2026**” or “**Scheme**”).

RESOLVED FURTHER THAT the Trust shall use the loan amount disbursed from time to time only for the purposes of the Scheme strictly in accordance with the provisions of SBEB Regulations.

RESOLVED FURTHER THAT the loan provided by the Company shall be interest free with tenure of such loan based on term of the Scheme and shall be repayable to the Company from realization of proceeds of exercise/ permitted sale/ transfer of Shares and any other eventual income of the Trust.

RESOLVED FURTHER THAT subject to the broad terms above, the Board be and is hereby authorized to do all such acts, deeds, matters and things, as may at its absolute discretion, as deemed fit, to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/ or instructions as may be necessary or expedient to give effect to this resolution.”

* * *

NOTES & INSTRUCTIONS:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 setting out the material facts and other relevant information relating to the aforesaid Resolution is annexed hereto and forms part of this Notice.

2. As per the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in terms of SEBI Master circular no. HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated January 30, 2026, members are provided the facility to cast their vote on resolution set forth in this Postal Ballot Notice (“**Notice**”), through remote e -voting facility (“**remote e-voting**”) only.

3. As per the MCA Circulars, physical copies of the Postal Ballot Notice, Postal Ballot form and prepaid business reply envelope are not being sent to members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only. The Company has engaged the services of MUFG Intime India Private Limited to provide remote e-voting facility to its Members, to enable them to cast their vote on the aforesaid Resolution electronically.

4. The Cut-off-date for the purpose of reckoning the voting rights and sending the Notice is Friday, May 22, 2026 ('**Cut-off date**'). Only those members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the Cut-off date (including those members who may not have received this Notice due to non-registration of their email ID) shall be entitled to vote by way of remote e-voting in accordance with the process laid down in this Notice. A person who is not a member/ beneficial owner as on the Cut-off date, should treat this Notice for information purpose only.

5. In terms of SEBI Master circular no. HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated January 30, 2026, on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.

6. A copy of this Postal Ballot Notice is also available on the website of the Company at <https://www.sagility.com>, the relevant section of the website of BSE at www.bseindia.com and NSE at www.nseindia.com and on the website of MUFG Intime India Private Limited <https://instavote.linkintime.co.in/>, in compliance with the MCA Circulars.

The remote e-voting facility will be available during the following period:

Commencement of remote e-voting: From 09.00 A.M. (IST) on Saturday, May 30, 2026

End of remote e-voting: Upto 05.00 P.M. (IST) on Sunday, June 28, 2026

The remote e-voting will not be allowed beyond the aforesaid date & time, and the e-voting module shall be forthwith disabled by MUFG Intime India Private Limited upon expiry of aforesaid period. Once the vote on the resolution is casted by the member, he/ she shall not be allowed to change it subsequently.

7. The voting rights of members for remote e-voting shall be in proportion to the paid-up value of their shares in the equity share capital of the Company as at close of business hours on the Cutoff date.

8. All the shareholders including large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, are encouraged to cast their vote on resolution set forth in this Notice.

9. Members are requested to carefully read the instructions in connection with remote evoting as appended to this Notice.

10. The Board of Directors has appointed Mr. Rupesh Agarwal, Managing Partner, Chandrasekaran Associates (FRN: P1988DE002500; Peer Review Certificate No.: 6689/2025), in his absence Mr. Shashikant Tiwari, Partner, Chandrasekaran Associates, in his absence Mr. Lakhan Gupta, Partner, Chandrasekaran Associates, Company Secretaries, as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.

11. The Scrutinizer, after scrutinizing the remote e-voting, shall make a report of the votes cast in favour or against, if any, and submit the same to the Chairman or any other person authorised by the Chairman. The Chairman or the Authorized Person shall declare the voting results within two working days from the conclusion of e-voting i.e., on or before 5.00 P.M. (IST) on Tuesday, June 30, 2026, on the website of the Company (www.sagility.com) and on the website of MUFG Intime India Private Limited <https://instavote.linkintime.co.in/> The results shall simultaneously be communicated to the Stock Exchanges viz. NSE and BSE. The result of the Postal Ballot will also be displayed at the registered office as well as the corporate office of the Company.

The resolutions, if passed by the requisite majority, shall be deemed to have been passed as if the same has been passed at a general meeting of the members convened in that behalf. The resolutions, if approved by the requisite votes of shareholders by means of postal ballot, shall be deemed to have been passed on the last date of e-voting, i.e. Sunday, June 28, 2026.

12. The vote in this postal ballot can't be exercised through proxy.

13. In case shareholders/ members have any queries regarding remote e-Voting, they may refer the Frequently Asked Questions ('FAQs') and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or send an email to enotices@in.mpms.mufg.com or contact Mr. Rajiv Ranjan Sr. Assistant Vice President – Evoting or Mr. Ashish Upadhyay Senior Associate – Evoting from MUFG Intime India Private Limited at +91 22 4918 6000.

14. All documents referred to in the Notice and explanatory statement, will be available for inspection electronically, without any fee, by the members from the date of circulation of this Notice up till the date of end of remote e-voting facility i.e., Sunday, June 28, 2026. Members seeking to inspect such document(s) can send an email to investorservices@sagility.com.

**By Order of the Board of Directors
For Sagility Limited**

Sd/-

**Satishkumar Sakharayapattana Seetharamaiah
Company Secretary & Compliance Officer**

ACS –16008

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

Date: May 12, 2026

Place: Bengaluru

**EXPLANATORY STATEMENT
[Pursuant to Sections 102 and 110 of the Companies Act, 2013]**

The following Explanatory Statement sets out the material facts relating to the Special Business mentioned under Item Nos. 1, 2 & 3 of the accompanying Notice.

Item Nos. 1 and 2:

The Company recognizes performance-linked, equity-based compensation schemes as an effective and strategically important mechanism for rewarding, motivating, and retaining talent within the Company and its subsidiary entities. Such schemes are widely regarded as a fundamental component of contemporary employee compensation practices, as they promote alignment between employee interests and long-term shareholder value creation. Equity-based compensation further contributes to fostering an ownership mindset among employees, strengthening the Company's ability to attract and retain high-calibre talent, and incentivizing sustained performance and business growth.

As the Company progresses into the next phase of its growth journey focused on capitalizing on emerging market opportunities and expanding its business operations, the need for skilled and experienced professionals in critical and leadership roles has become increasingly pronounced. In light of this, it is imperative for the Company to establish a robust and forward-looking reward framework that supports the attraction, retention, and continued engagement of key resources, particularly those occupying strategic positions or demonstrating strong leadership capabilities, while remaining aligned with the Company's long-term objectives. The Company believes that in addition to annual incentive plan, the presence of a long-term incentive plan and the resulting employee ownership can facilitate a performance driven culture and contribute to the success of the Company.

In view of the Company's evolving strategic priorities and talent retention needs, the Company, based on the recommendation of the Nomination and Remuneration Committee ("**Committee**") and approval of the Board of Directors ("**Board**") at their meetings held on May 11, 2026 and May 12, 2026 respectively and subject to members' approval, proposes to implement the '**Sagility Limited – Employee Stock Options and Performance Stock Units Scheme 2026**' ("**ESOS 2026**" or "**Scheme**"), comprising a pool of not exceeding **3,09,10,845** [Three Crore Nine Lakh Ten Thousand Eight Hundred Forty Five Only] employee stock options ("**Options**") and **12,36,43,222** [Twelve Crore Thirty-Six Lakh Forty-Three Thousand Two Hundred Twenty-Two Only] performance stock units ("**PSUs**"). The Scheme is proposed to cover eligible employees (as defined in the Scheme) of the Company and its subsidiary companies.

Further, the Company intends to implement the proposed Scheme through an irrevocable employee welfare trust, a proven structure that streamlines administration, ensures seamless and efficient exercise processes, and provides timely funding to employees upon exercise as per applicable laws.

The process for determining the eligibility of the employees will be based on designation, period of service, performance-linked parameters, criticality of role and such other criteria as may be determined by the Committee at its sole discretion, from time to time.

The Options shall vest in accordance with the applicable vesting schedule, and such vesting shall be subject to the grantee's continuous employment with the Company or any of its subsidiary company, as applicable.

The vesting of PSUs for each grantee or class of grantees, subject to continuous employment with the Company or any of its subsidiary company (ies), as applicable, for each financial year shall be based on achievement of mandatory pre-defined performance criteria in the preceding financial year which shall consist of a combination of individual (i.e. grantee's) performance and/or Company performance parameters as specified in grant letter. The Committee shall have the authority to determine the applicable performance parameters, assign relative weightages thereto, and differentiate such parameters based on the roles and responsibilities of individual employees or classes of employees, as it may deem appropriate.

This framework is intended to promote organizational growth and long-term success while rewarding employees for their direct contribution to value creation.

In terms of Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, and Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 ("**SBEB Regulations**"), the salient features of the ESOS 2026 are given as under:

a. Brief Description of the scheme:

The Scheme contemplates grant of Options/PSUs to the eligible employees of the Company and/or its subsidiary, exclusively working in India or outside India, as determined in terms of the Scheme and in due compliance of SBEB Regulations. After vesting of Options/PSUs, the eligible employees earn a right (but not an obligation) to exercise the vested Options/PSUs within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon. The eligible employees are expected to receive benefits based on their contribution to creating value for shareholders.

The Scheme is intended to achieve the following:

- i. Long term alignment and shared ownership:** Provide employees with an opportunity to participate in the Company's long term value creation by aligning their interests with the Company's strategic vision and sustained growth.
- ii. Attract, retain, and motivate talent:** Utilize equity based incentives as a strategic tool to attract, retain, and motivate high potential talent and strengthen the leadership pipeline across the Company and its Subsidiary Company.
- iii. Foster a performance centric culture:** Establish a performance driven equity framework that promotes employee commitment, organizational cohesion, and long term value creation for both employees and shareholders.

The Committee shall act as the Compensation Committee and shall supervise the Scheme. All questions of interpretation of the Scheme shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the Scheme. Whereas the Trust shall administer the Scheme.

b. Total number of Options/PSUs to be granted:

The total number of Options/PSUs to be granted under the Scheme shall not exceed **3,09,10,845** [Three Crore Nine Lakh Ten Thousand Eight Hundred Forty-Five Only] Options and **12,36,43,222** [Twelve Crore Thirty-Six Lakh Forty-Three Thousand Two Hundred Twenty-Two Only] PSUs. Each Option/PSU when exercised would be converted into one equity share of face value of Rs. 10/- (Rupees Ten Only) each fully paid-up.

The equity shares so issued and allotted as mentioned hereinbefore shall rank pari passu with the then existing equity shares of the Company for all purposes and in all respects.

Further, SBEB Regulations require that in case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division etc., a fair and reasonable adjustment needs to be made to the Options/PSUs granted. In this regard, the Committee shall adjust the number and price of the Options/PSUs granted in such a manner that the total value of the Options/PSUs granted under the Scheme remain the same after any such corporate action. Accordingly, if any additional Options/PSUs are granted by the Company, for making such fair and reasonable adjustment, the ceiling of aforesaid shall be deemed to be increased to the extent of such additional Options/PSUs granted.

c. Identification of classes of employees entitled to participate in the scheme:

Subject to determination or selection by the Committee, following classes of employees are eligible being:

- i. an employee as designated by the company, who is exclusively working in India or outside India; or
- ii. a Director of the Company, whether a whole time director or not; including a non-executive director who is not a Promoter or member of the Promoter Group; or
- iii. an employee as defined in sub-clauses (i) or (ii), of a Subsidiary Company in India or outside India;

but does not include

- i) an employee who is a Promoter or belongs to the Promoter Group;
- ii) a Director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding Shares of the Company;
- iii) an Independent Director.

The Committee while granting the Options/PSUs to any eligible employee(s) of any subsidiary company, shall at its discretion, consider the factors including but not limited to the role(s) of such employee(s) for safeguarding the interest of the Company, or such employee's contribution to the Company.

d. Requirements of Vesting and period of Vesting:

All the Options/PSUs granted on any date shall vest not earlier than the minimum vesting period of **1 (one) year** and not later than the maximum vesting period of **3 (Three) years** from the date of grant.

The Options/PSUs shall vest in accordance with the applicable vesting schedule, and such vesting shall be subject to the Grantee's continuous employment with the Company or any of its Subsidiary Company, as applicable.

As the Scheme is structured using two instruments, the Vesting conditions basis which options will vest will be in the following manner:

Vesting Conditions:

(i) Vesting of Options:

Continuous employment from the date of grant to the date of vesting for the respective tranche of Options.

(ii) Vesting of PSUs:

- a. Continuous employment from the date of grant to the date of vesting for the respective tranche of PSUs and;
- b. Vesting of PSUs for each financial year shall be based on achievement of mandatory pre-defined performance criteria in the preceding financial year which shall consist of a combination of individual (i.e. grantee's) (*as per internal individual ratings*) performance and/or Company performance parameters.

The corporate performance parameters shall comprise one or both of the below following, based on the financial statements of the Company, or such other basis as may be determined by the Committee:

- i. **Consolidated Revenue:** The consolidated revenue generated by the Company along with its subsidiaries during the immediately preceding financial year.
- ii. **Margin:** The consolidated targeted profit margins, typically measured as operating margin, EBITDA margin, or net profit margin relative to revenue during the immediately preceding financial year.

- iii. **Additional Commercial Parameters:** Any other commercial parameters as determined by the Committee, at its discretion, based on the prevailing business requirements and objectives.

Vesting of PSUs based on achievement of corporate performance parameters:

Corporate performance parameter	PSUs vesting %
>=100% target achievement	100% vesting
80-99% of target achievement	Proportionate vesting depending upon target achieved
<80% of target achievement	No vesting

The Committee shall have the authority to determine the performance parameters applicable to an employee or a class of employees, based on their respective roles, and to assign relative weightages to each parameter as it deems appropriate.

The specific vesting schedule and the vesting conditions, upon which vesting shall take place, will be detailed in the letter issued to the employee at the time of the grant for each individual employee.

In the event of death or permanent incapacity of an employee, the minimum vesting period of 1 (**One**) year shall not be applicable and in such instances, all the unvested Options/PSUs shall vest with effect from the date of the death or permanent incapacity.

In case of retirement, all unvested Options/PSUs as on the date of retirement would continue to vest in accordance with the original vesting schedules, even after the retirement, unless otherwise determined by the Committee in accordance with the company's policies and provisions of the then prevailing applicable laws.

Further, in case of an eligible employee who has been granted benefits under ESOS 2026 and is deputed or transferred (including resignation in connection with transfer) to join its subsidiary company of the Company, prior to vesting or exercise, vesting schedule and exercise period to remain the same as per the terms of the grant.

e. Maximum period within which the Options/PSUs shall be vested:

All the Options/PSUs granted on any date shall vest not later than the maximum vesting period of **3 (Three) years** from the date of each grant.

f. Exercise price or pricing formula:

The exercise price for each category of equity instrument shall be:

- (i) **For Options:** The exercise price per Option shall be determined by the Committee, provided that the exercise price per Option shall not be less than the market price of the Share of the Company as on grant date.
- (ii) **For PSUs:** The exercise price per PSU shall be the face value of the Share of the Company as on grant date.

Provided that, the exercise price per Option/PSU shall not be less than the face value of the Share of the Company.

The specific exercise price shall be intimated to the grantee in the grant letter at the time of grant.

g. Exercise period and the process of exercise:

The Exercise Period for vested Options/PSUs shall be a maximum of **2 (Two) years** commencing from the date of each vesting or such other shorter period as may be prescribed by the Committee at the time of Grant.

The vested Options/PSUs shall be exercisable by the eligible employees by a written application to the Trust/ Company expressing his/ her desire to exercise such Options/PSUs in such manner and in such format as may be prescribed by the Committee from time to time. Exercise of Options/PSUs shall be entertained only after payment of the requisite exercise price and satisfaction of applicable taxes by the eligible employee. The Options/PSUs shall lapse if not exercised within the specified exercise period.

h. Appraisal process for determining the eligibility of employees under the scheme:

The appraisal process for determining the eligibility of the Employees will be based on designation, period of service, performance-linked parameters, criticality of role and such other criteria as may be determined by the Committee at its sole discretion, from time to time

i. Maximum number of Options/PSUs to be issued per employee and in aggregate:

The maximum number of Option/PSUs that may be granted to each employee per grant and in aggregate (taking into account all Grants) vary depending upon the designation and the appraisal/ assessment process, however shall not exceed:

- I. **92,69,030** (Ninety-Two Lakh Sixty-Nine Thousand and Thirty Only) Options and
- ii. **3,70,76,121** (Three Crore Seventy Lakh Seventy-Six Thousand One Hundred and Twenty-One Only) PSUs.

The Committee may decide to Grant such number of Options equal to or exceeding 1% of the issued capital to any eligible Employee as the case may be, subject to the separate approval of the Shareholders in a general meeting.

j. Maximum quantum of benefits to be provided per employee under the scheme:

The maximum quantum of benefits contemplated under the Scheme are in terms of the maximum number of Options/PSUs that may be granted to an eligible Employee.

Apart from the grant of Options/PSUs as stated above, no other benefits are contemplated under the Scheme.

k. Route of the scheme implementation:

The Scheme shall be implemented and administered through the Trust of the Company.

l. Source of acquisition of shares under the scheme:

The Scheme contemplates issue of fresh/ primary equity shares by the Company.

m. Amount of loan to be provided for implementation of the scheme(s) by the Company to the trust, its tenure, utilization, repayment terms, etc.:

The Company shall provide necessary financial assistance by grant of a loan, provision of a guarantee or security in connection with a loan to the Trust, subject to 5% (Five Percent) of the paid-up capital and free reserves, as permissible under the applicable laws. The loan amount may be disbursed in one or more tranches.

The loan provided by the Company shall be interest-free with tenure of such loan based on the term of the Scheme and shall be repayable to the Company from realization of proceeds of exercise/ permitted sale/ transfer of Shares and any other eventual income of the Trust.

The Trust shall utilise the loan amount disbursed from time to time strictly for the purposes of the Scheme.

n. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme:

This is currently not contemplated under the Scheme.

o. Accounting and Disclosure Policies:

The Company shall follow the relevant accounting standards as may be prescribed by the Central Government in terms of Section 133 of the Companies Act, 2013 and/ or any relevant accounting standards/ guidance note as may be prescribed by the Institute of Chartered Accountants of India or any other competent authority, from time to time, including the disclosure requirements prescribed therein, in compliance with Regulation 15 of SBEB Regulations.

p. Method of Option/PSU valuation:

The Company shall adopt 'fair value method' for valuation of Options/PSUs as prescribed under IND AS 102 on Share-based payments or any accounting standard/ guidance note, as applicable, notified by competent authorities from time to time.

q. Declaration:

In case, the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options/PSUs and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Boards' Report.

r. Period of lock-in:

The Shares issued/ transferred pursuant to the exercise of Options/PSUs shall not be subject to any lock-in period restriction except such restrictions as may be prescribed under applicable laws, including that under the code of conduct framed by the Company under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended, shall apply.

s. The conditions under which option vested in employees may lapse e.g. in case of termination of employment for misconduct:

All vested Options/PSUs shall stand cancelled with effect from the date of termination of employment of the employee in the event such termination is on account of misconduct.

t. The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee:

All the vested Options/PSUs as on date of resignation or termination shall be exercisable by the Grantee on or before the last working day or Exercise Period, whichever is earlier.

u. Terms & conditions for buyback, if any, of specified securities/Options/PSUs covered, granted under the scheme:

Subject to the provisions of the then prevailing applicable laws, the Board shall determine the procedure for buy-back of the specified securities/Options/PSUs if to be undertaken at any time by the Company and the applicable terms and conditions thereof.

A copy of the draft Scheme is available for inspection at the Company's registered office during official hours on all working days till the last date of the e-voting.

None of the Directors and Key Managerial Personnel of the Company, including their relatives, are interested or concerned in the resolutions, except to the extent they may be lawfully granted Options/ PSUs under ESOS 2026.

In this background, and as recommended by the Board, the Company seeks your approval by way of a special resolution pursuant to:

- i. Section 62(1)(b) of the Companies Act, 2013 read with Regulation 3 and Regulation 6 of SBEB Regulations, for the implementation of ESOS 2026 through Trust route, in agenda item no.1; and
- ii. Regulation 6(3)(c) of the SBEB Regulations, a separate resolution, for extending and granting the Options/PSUs under the Scheme to the eligible employees of its subsidiary company, working in India or outside India, in agenda item no. 2.

Item No. 3:

The Members to take note that, the Company intends to implement equity compensation scheme namely '**Sagility Limited – Employee Stock Option and Performance Stock Units Scheme 2026**' ("**ESOS 2026**" or "**Scheme**") for which approval is sought from the members in separate resolutions at Item Nos. 1 and 2. This proposed Scheme shall be administered through an irrevocable employee welfare trust namely '**Sagility ESOP Trust**' to be set up by the Company. The proposed Scheme contemplates acquisition of equity shares of face value of Rs. 10/- (Rupees Ten Only) each fully paid-up ("**Shares**") of the Company from primary or fresh issue.

The Members to further take note that, for facilitating acquisition, the amount of loan to be provided by the Company under the Scheme shall not exceed 5% (Five percent) of the aggregate of the paid-up capital and free reserves of the Company being the statutory ceiling as per the Section 67 of the Companies Act, 2013 read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 and relevant provisions of the SBEB Regulations.

The loan provided by the Company shall be interest-free with tenure of such loan based on the term of the Scheme and shall be repayable to the Company upon realization of proceeds on permitted sale/ transfer of Shares, including realization of exercise price and any other eventual income of the Trust.

Necessary details in this regard are provided as under:

i. The class of employees for whose benefit the Scheme is being implemented and money is being provided for acquisition of the Shares:

Following classes of employees and directors (collectively referred to as "Employees") are eligible being:

- i. an employee as designated by the company, who is exclusively working in India or outside India; or
- ii. a Director of the Company, whether a whole-time director or not; including a non-executive director who is not a Promoter or member of the Promoter Group; or
- iii. an employee as defined in sub-clauses (i) or (ii), of a Subsidiary Company in India or outside India.

but does not include-

- i) an employee who is a Promoter or belongs to the Promoter Group;
- ii) a Director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the issued and subscribed Shares of the Company;
- iii) an Independent Director.

ii. The particulars of the Trustee or employees in whose favour such Shares are to be registered:

It is contemplated that the designated trustee shall acquire and hold the Shares of the Company in due compliance of the SBEB Regulations and the Companies Act, 2013. An employee shall be a registered owner of Shares pursuant to the exercise of vested Options/PSUs and the transfer of the corresponding number of Shares by the trustee.

iii. The particulars of trust and name, address, occupation and nationality of trustees and their relationship with the promoters, directors or key managerial personnel, if any:

The Trust is in the nature of an irrevocable employee welfare trust with the name '**Sagility ESOP Trust**' ("**Trust**") having its principal office at No. 23 & 24, AMR Tech Park, Building 2A, First Floor Hongasandara Village, Off Hosur Road, Bommanahalli, Bengaluru – 560068, Karnataka, India

Details of the Trustee:

Name	Address	Occupation	Nationality
Qapita Equitytech Limited (formerly known as KP Corporate Solutions Limited)	IndiQube, The Kode, 7th Floor, S.No. 134, Hissa No. 1/38, CTS No. 2265 to 2273, Baner Pashan Link Road, Pune, Maharashtra- 411045	Corporate Trustee	Indian

The Trustee has no relationship with the promoters, directors, or key managerial personnel of the Company.

iv. Any interest of key managerial personnel, directors or promoters in such Scheme or trust and effect thereof:

Promoters are not eligible to be covered under the Scheme. However, Key Managerial Personnel and Directors (excluding independent directors) may be covered under the Scheme in due compliance with the relevant applicable SBEB Regulations.

v. The detailed particulars of benefits which will accrue to the employees from the implementation of the Scheme:

The maximum quantum of benefits contemplated under the Scheme are in terms of the maximum number of Options/PSUs that may be granted to an eligible employee as specified in the Scheme.

Apart from the grant of Options/PSUs as stated above, no other benefits are contemplated under the Scheme.

vi. The details about who would exercise and how the voting rights in respect of the shares to be acquired under the Scheme would be exercised:

The trustee of the Trust shall not vote in respect of Shares held in the Trust as per extant SBEB Regulations. In this circumstance, the voting rights can be exercised by an eligible employee only when the Shares are transferred by the Trust to him/ her upon exercise.

None of the directors and/ or Key Managerial Personnel of the Company, including their relatives are interested or concerned in the Trust/ resolution, except to the extent of their entitlements, if any, under the Scheme.

In this background, and as recommended by the Board, the Company seeks your approval by way of a special resolution as set forth in the agenda item no. 3 of the Notice, in terms of Section 67 of the Companies Act, 2013, read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014, and Regulation 3(8) of the SBEB Regulations, for approving provision of money by the Company for the purchase of its own Shares by the Trust for the implementation of the Scheme

**By Order of the Board of Directors
For Sagility Limited**

Sd/-

**Satishkumar Sakharayapattana Seetharamaiah
Company Secretary & Compliance Officer**

ACS – 16008

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

Date: May 12, 2026

Place: Bengaluru

REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS

In terms of SEBI circular no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL OTP based login

- Visit URL: <https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin.jsp>
- Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- Enter the OTP received on your registered email ID/ mobile number and click on login.
- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

- Visit URL: <https://eservices.nSDL.com> and click on "Beneficial Owner" icon under "IDeAS Login Section".
- Enter IDeAS User ID, Password, Verification code & click on "Log-in".
- Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

- To register, visit URL: <https://eservices.nSDL.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>
- Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".
- Enter the last 4 digits of your bank account / generate 'OTP'
- Post successful registration, user will be provided with Login ID and password.
- Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.



METHOD 3 - NSDL e-voting website

- Visit URL: <https://www.evoting.nSDL.com>
- Click on the "Login" tab available under 'Shareholder/Member' section.
- Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on "Login".
- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 - CDSL e-voting page

- a) Visit URL: <https://www.cdslindia.com>.
- b) Go to e-voting tab.
- c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account.
- e) Post successful authentication, user will be able to see e-voting option. The e-voting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "e-voting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or Visit URL: www.cdslindia.com, click on "Login" and select "My Easi New (Token)".
- b) Enter existing username, Password & click on "Login".
- c) Post successful authentication, user will be able to see e-voting option. The e-voting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "e-voting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Home/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration>.
- b) Proceed with updating the required fields for registration.
- c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through "e-voting" option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) Post successful authentication, click on "MUFG InTime" or "e-voting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Non-Individual Shareholders holding securities in demat mode.

Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP on InstaVote

Shareholders registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on "Login" under 'SHARE HOLDER' tab.
- b) Enter details as under:
 1. User ID: Enter User ID

2. Password: Enter existing Password
3. Enter Image Verification (CAPTCHA) Code
4. Click “Submit”.

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is <u>Event No + Folio no.</u> , registered with the Company

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

Shareholders not registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “Sign Up” under 'SHARE HOLDER' tab & register with details as under:

1. User ID: Enter User ID
2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).
3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - Shareholders, holding shares in **NSDL form**, shall provide 'point 4' above.
 - Shareholders, holding shares in **CDSL form**, shall provide 'point 3' or 'point 4' above.
5. Set the password of your choice.
(The password should contain minimum 8 characters, at least one special Character(!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
6. Enter Image Verification (CAPTCHA) Code.
7. Click “Submit” (You have now registered on InstaVote).
Post successful registration, click on “**Login**” under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is <u>Event No + Folio no.</u> , registered with the Company

STEP 2: Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the “Notification for e-voting”.
- B. Select 'View' icon. E-voting page will appear.
- C. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- E. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

NOTE: Shareholders may click on “Vote as per Proxy Advisor's Recommendation” option and view proxy advisor recommendations for each resolution before casting vote. “Vote as per Proxy Advisor's Recommendation” option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered_email_address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered_email_address.

Guidelines for Institutional shareholders (“Custodian / Corporate Body/ Mutual Fund”)

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on “Sign Up” under “Custodian / Corporate Body/ Mutual Fund”
- C. Fill up your entity details and submit the form.
- D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of

the entity & stamped and sent to insta.vote@linkintime.co.in.

- E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on “Investor Mapping” tab under the Menu section
- C. Map the Investor with the following details:
- 1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
 - 2) 'Investor's Name - Enter Investor's Name as updated with DP.
 - 3) 'Investor PAN' - Enter your 10-digit PAN.
 - 4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

- D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report section”.

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “Votes Entry” tab under the Menu section.
- c) Enter the “Event No.” for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- d) Enter “16-digit DematAccount No.”.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will see “Notification for e-voting”.
- c) Select “View” icon for “Company's Name / Event number”.
- d) E-voting page will appear.
- e) Download sample vote file from “Download Sample Vote File” tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under “Upload Vote File” option.
- g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

NOTE: **Non-Individual Body corporate shareholders** shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered_email_address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered_email_address.

HELPDESK:

Non-Individual Shareholders holding securities in demat mode:

Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Non-Individual Shareholders holding securities in demat mode:

Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No. + Folio no. registered with the Company

- Click on “**Login**” under 'SHARE HOLDER' tab.
- Further Click on “**forgot password?**”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on 'Login' under “Custodian / Corporate Body/ Mutual Fund” tab
- Further Click on “**forgot password?**”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.
