

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF AMAGI MEDIA LABS LIMITED AT THEIR MEETING HELD ON WEDNESDAY, JANUARY 07, 2026 AT THE REGISTERED OFFICE OF THE COMPANY.**

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**UPDATED KEY PERFORMANCE INDICATORS FOR THE PROPOSED IPO OF THE COMPANY.**

**“RESOLVED THAT** as per the requirements of SEBI ICDR Regulations, the KPI Circular and the Industry Standards, relevant and material KPIs related to the business of the Company which have been used historically by the Company to understand and analyze, track and monitor the financial, business and operational performance, which in result, help it in analyzing the growth of various verticals in comparison to its peers and other relevant and material KPIs of the Company which may have a bearing for arriving at the basis for issue price, along with the explanation for the KPI metrics, which include:

- (i) all the KPIs identified along with rationale for such classification, proposed to be disclosed in the Offer Documents;
- (ii) information other than KPIs, proposed to be disclosed in the Offer Documents;
- (iii) information which was provided to the earlier investors during the three years preceding the date of filing of the RHP which have neither been considered as material KPIs for the business of our Company nor been proposed to be disclosed in the Offer Documents;
- (iv) GAAP/ Non-GAAP financial measures that are required to be mandatorily disclosed in the Offer Documents, as per the SEBI ICDR Regulations are considered KPIs;
- (v) key financial or operational information shared with any investor:
  - (a) to whom equity shares or securities convertible into equity shares (“**Relevant Securities**”) were allotted in any primary issuance (excluding ESOPs), during the three years prior to the date of filing of the RHP;
  - (b) for any secondary sale of the Company’s Relevant Securities, if the Company was involved in facilitating such sale and had shared data with the transferees at the time of such secondary sale during the three years prior to the date of filing of the RHP; and
  - (c) pursuant to information rights they may have or through any manner of a similar nature, during the three years prior to the date of filing of the RHP;
- (vi) key financial or operational information included in any private placement offer cum application letter or any rights issue offer letter for issuance of Relevant Securities, during the three years prior to the date of filing of the Offer Documents;
- (vii) KPIs that are regularly presented/discussed at Board meetings of the Company to monitor and track the Company’s performance during the three years prior to the date of filing of the RHP;

**Amagi Media Labs Limited**  
(formerly known as “Amagi Media Labs Private Limited”)  
CIN: U73100KA2008PLC045144  
Registered office: Raj Alkaa Park, Sy. No. 29/3 & 32/2,  
4<sup>th</sup> Floor, Kalena Agrahara Village, Begur Hobli,  
Bengaluru - 560076 Karnataka

- (viii) KPIs that have been considered by the management of the Company to arrive at the basis for the issue price; and
- (ix) Any key measures used by the management of the Company to track and monitor its performance, as identified in the Management Note, along with rationale for such classification as set out in **Annexure A** and verified pursuant to the KPI Certificate, are hereby noted and the approval of the Audit Committee is hereby accorded to disclose such KPIs in the Offer Documents.

**RESOLVED FURTHER THAT** as per the requirements of the KPI Circular and the Industry Standards, the KPIs disclosed in **Annexure A** and **Annexure B** are measurable and expressible in numbers and inter-alia the following were considered before finalizing the KPIs:

- (a) disclosure of KPIs as included in the Offer Documents as set out in **Annexure B**;
- (b) rationale for excluding any 'selected data' as KPI, as set out in **Annexure A**;
- (c) explanation on how KPIs have been used by the management historically to analyse, track or monitor the operational and financial performance of the Company; and
- (d) definitions and explanation of the KPIs.

**RESOLVED FURTHER THAT** in accordance with the applicable provisions of the SEBI ICDR Regulations, the KPI Circular, the Industry Standards and other applicable laws, it is hereby confirmed that the details for all the KPIs that have been disclosed to the earlier investors of the Company for raising funds at any point of time during the three years period prior to the date of filing of the RHP, and which are required to be disclosed in the "*Basis for Offer Price*" section, have been verified and audited by Manian & Rao, Chartered Accountants, holding a valid certificate issued by the Peer Review Board of the ICAI, in accordance with SEBI ICDR Regulations pursuant to their certificate dated November 28, 2025 ("**Auditor KPI Certificate**") as set out in **Annexure C**. The Management Note is taken on note and the Audit Committee hereby confirms that the KPIs as disclosed in the "*Basis for Offer Price*" section of the Offer Documents as set out in **Annexure B** are in accordance with the SEBI ICDR Regulations, the KPI Circular, the Industry Standards and other applicable laws.

The disclosure requirements provided by way of the SEBI ICDR Regulations are set out in **Annexure D**.

**RESOLVED FURTHER THAT** the Audit Committee notes that the Auditor KPI Certificate shall be disclosed in the '*Material Contracts and Documents for Inspection*' section of the Offer Documents under the applicable provisions of the SEBI ICDR Regulations and the KPI Circular.

**RESOLVED FURTHER THAT** Mr. Baskar Subramanian – Managing Director and Chief Executive Officer, Mr. Arunachalam Srinivasan Karapattu – Director, Mr. Vijay NP – Chief Financial Officer and Mr. Sridhar Muthukrishnan – Company Secretary and Compliance Officer of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as deemed necessary, proper or

desirable, and to settle to give effect to the above resolution or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard and to give effect to such modifications, changes, variations, alterations, deletions or additions as may be deemed fit and proper in the best interests of the Company.

**RESOLVED FURTHER THAT** a copy of the above resolution, certified to be true by any director or the Chief Financial Officer or the Company Secretary of the Company be forwarded to the concerned authorities for necessary action."

**// CERTIFIED TRUE COPY //**

**For and on behalf of AMAGI MEDIA LABS LIMITED**



**Sridhar Muthukrishnan**  
Company Secretary and Compliance Officer  
Membership No. F9606

Address: Raj Alkaa Park, 4<sup>th</sup> Floor,  
Kalena Agrahara Village, Begur Hobli,  
Bengaluru – 560076, Karnataka

Date: January 07, 2026  
Place: Bengaluru