

BASKAR SUBRAMANIAN

Address: FB 05 Trans Indus, Basapanapalya, Agara Village, Tataguni Post, Bangalore 560064, Karnataka
India

CONSENT LETTER FROM NON-INDEPENDENT DIRECTOR

Date: July 25, 2025

To

The Board of Directors

Amagi Media Labs Limited

Raj Alkaa Park, Sy. No. 29/3 & 32/2,
4th Floor, Kalena Agrahara Village, Begur Hobli,
Bengaluru, Karnataka,
India, 560076

Kotak Mahindra Capital Company Limited

27BKC, 1st Floor, Plot No. C-27,
"G" Block, Bandra Kurla Complex,
Bandra (East), Mumbai - 400051

Citigroup Global Markets India Private Limited

1202, 12th Floor, First International Financial Center,
G-Block, Bandra Kurla Complex,
Bandra East, Mumbai, 400051

Goldman Sachs (India) Securities Private Limited

9th and 10th Floor, Ascent-Worli
Sudam Kalu Ahire Marg
Worli, Mumbai – 400 025
India

IIFL Capital Services Limited (Formerly known as IIFL Securities Limited)

24th Floor, One Lodha Place,
Senapati Bapat Marg, Lower Parel (W).
Mumbai 400013
Maharashtra, India

Avendus Capital Private Limited

901, Platina, 9th Floor,
Plot No. C-59, Bandra Kurla Complex,
Bandra (E), Mumbai-400 051, India

(Kotak Mahindra Capital Company Limited, Citigroup Global Markets India Private Limited, Goldman Sachs (India) Securities Private Limited, IIFL Capital Services Limited (Formerly known as IIFL Securities Limited), Avendus Capital Private Limited, and any other book running lead managers appointed by the Company are collectively referred to as the “Book Running Lead Managers” or the “BRLMs”)

Sub: Proposed initial public offering of equity shares (the “Equity Shares”) of Amagi Media Labs Limited (the “Company” and such offer, the “Offer”)

Dear Sir/Madam,

I hereby give my consent to my name being included as Managing Director & CEO in the Draft Red Herring Prospectus (“DRHP”) intended to be filed by the Company with the Securities and Exchange Board of India (the “SEBI”), the BSE Limited (the “BSE”) and the National Stock Exchange of India Limited (the “NSE”, and

together with the BSE, the “**Stock Exchanges**”) and the Red Herring Prospectus (the “**RHP**”) and the Prospectus (the “**Prospectus**” together with DRHP and RHP referred to as the “**Offer Documents**”), which the Company intends to file with the Registrar of Companies, Bengaluru at Karnataka (the “**RoC**”) and the SEBI and the Stock Exchanges and in any other Offer-related documents. I also authorise you to deliver a copy of this letter of consent to the RoC, pursuant to the provisions of Section 26 and 32 of the Companies Act, 2013, as amended, the Stock Exchanges or any other regulatory authority required by law. I confirm that the information in this letter is true, fair, correct, and not misleading and without omission of any matter that is likely to mislead.

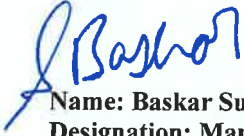
I confirm that I will immediately inform you of any change to the above information in writing until the Equity Shares commence trading on the Stock Exchanges where the Equity Shares are proposed to be listed. In the absence of any such communication, the above information should be taken as updated information until the Equity Shares commence trading on the Stock Exchanges.

I also consent to the inclusion of this letter as a part of “*Material Contracts and Documents for Inspection*” in connection with Offer, which will be available for public for inspection from date of the filing of the RHP until the Bid/Offer Closing Date.

This consent letter is for information and for inclusion (in part or full) in the DRHP, the RHP and the Prospectus to be filed in relation to the Offer (collectively, the “**Offer Documents**”) or any other Offer-related material, and may be relied upon by the Company, the Book Running Lead Managers and the legal counsels appointed by the Company and Selling Shareholder and the Book Running Lead Managers in relation to the Offer. I hereby consent to the submission of this certificate as may be necessary to the SEBI, the RoC, the relevant stock exchanges and any other regulatory authority including the repository system of SEBI and to Stock Exchanges repository pursuant to SEBI circular dated December 5, 2024, and/or for the records to be maintained by the Book Running Lead Managers and in accordance with applicable law.

Capitalised terms used herein but not defined shall have the same meaning as ascribed to them in the Offer Document.

Sincerely,



Name: Baskar Subramanian

Designation: Managing Director and CEO

Date: July 25, 2025

DIN: 02014529

CC:

Legal Counsel to the Company as to Indian Law

Cyril Amarchand Mangaldas

3rd Floor, Prestige Falcon Towers,

19, Brunton Road,

Bengaluru - 560 025

Karnataka, India

Legal Counsel to the Book Running Lead Managers as to Indian Law

Trilegal

7th Floor, Marksquare,

61, St. Marks Road,

Bangalore – 560 001

Karnataka, India

International Legal Counsel to the Book Running Lead Managers

Sidley Austin LLP

Level 31, 6 Battery Road

Singapore 049909

GIRIDHAR SANJEEVI

Address: A102 Whispering Heights, Mindspace Link Road, Malad West Dely, Borivali Mumbai, Suburban,
Mumbai 400 064, Maharashtra, India

CONSENT LETTER FROM INDEPENDENT DIRECTOR

Date: July 25, 2025

To

The Board of Directors

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Sub: Proposed initial public offering of equity shares (the “Equity Shares”) of Amagi Media Labs Limited (the “Company” and such offer, the “Offer”)

Dear Sir/Madam,

I hereby give my consent to my name being included as an Independent Director in the Draft Red Herring Prospectus (“**DRHP**”) intended to be filed by the Company with the Securities and Exchange Board of India (the “**SEBI**”), the BSE Limited (the “**BSE**”) and the National Stock Exchange of India Limited (the “**NSE**”, and together with the BSE, the “**Stock Exchanges**”) and the Red Herring Prospectus (the “**RHP**”) and the Prospectus (the “**Prospectus**” together with DRHP and RHP referred to as the “**Offer Documents**”), which the Company intends to file with the Registrar of Companies, Bengaluru at

Karnataka (the "RoC") and the SEBI and the Stock Exchanges and in any other Offer-related documents. I also authorise you to deliver a copy of this letter of consent to the RoC, pursuant to the provisions of Section 26 and 32 of the Companies Act, 2013, the Stock Exchanges or any other regulatory authority required by law.

I confirm that the information in this letter is true, fair, correct, and not misleading.

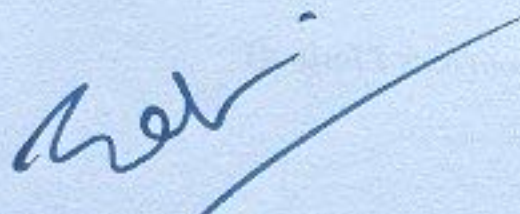
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Capitalised terms used herein but not defined shall have the same meaning as ascribed to them in the Offer Documents.

Sincerely,



Name: Giridhar Sanjeevi
Designation: Independent Director
Date: July 25, 2025
DIN: 06648008
CC:

Legal Counsel to the Company as to Indian Law

Cyril Amarchand Mangaldas
3rd Floor, Prestige Falcon Towers,
19, Brunton Road,
Bengaluru - 560 025
Karnataka, India

Legal Counsel to the Book Running Lead Managers as to Indian Law

Trilegal
7th Floor, Marksquare,
61, St. Marks Road,
Bangalore - 560 001
Karnataka, India

International Legal Counsel to the Book Running Lead Managers

Sidley Austin LLP
Level 31, 6 Battery Road
Singapore 049909

IRA GUPTA

Address: H- No C-31, Pushpanjali Farms, Bijwasan, New Delhi - 110061

CONSENT LETTER FROM INDEPENDENT DIRECTOR

Date: July 25, 2025

To

The Board of Directors

Amagi Media Labs Limited

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Sub: Proposed initial public offering of equity shares (the “Equity Shares”) of Amagi Media Labs Limited (the “Company” and such offer, the “Offer”)

Dear Sir/Madam,

I hereby give my consent to my name being included as an Independent Director in the Draft Red Herring Prospectus (“**DRHP**”) intended to be filed by the Company with the Securities and Exchange Board of India (the “**SEBI**”), the BSE Limited (the “**BSE**”) and the National Stock Exchange of India Limited (the “**NSE**”, and together with the BSE, the “**Stock Exchanges**”) and the Red Herring Prospectus (the “**RHP**”) and the Prospectus

(the “**Prospectus**” together with DRHP and RHP referred to as the “**Offer Documents**”), which the Company intends to file with the Registrar of Companies, Bengaluru at Karnataka (the “**RoC**”) and the SEBI and the Stock Exchanges and in any other Offer-related documents. I also authorise you to deliver a copy of this letter of consent to the RoC, pursuant to the provisions of Section 26 and 32 of the Companies Act, 2013, the Stock Exchanges or any other regulatory authority required by law.

I confirm that the information in this letter is true, fair, correct, and not misleading.

I confirm that I will immediately inform you of any change to the above information in writing until the Equity Shares commence trading on the Stock Exchanges where the Equity Shares are proposed to be listed. In the absence of any such communication, the above information should be taken as updated information until the Equity Shares commence trading on the Stock Exchanges.

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Capitalised terms used herein but not defined shall have the same meaning as ascribed to them in the Offer Documents.

Sincerely,



Name: Ira Gupta
Designation: Independent Director
DIN: 07517101
Date: July 25, 2025

CC:

Legal Counsel to the Company as to Indian Law

Cyril Amarchand Mangaldas
3rd Floor, Prestige Falcon Towers,
19, Brunton Road,
Bengaluru - 560 025
Karnataka, India

Legal Counsel to the Book Running Lead Managers as to Indian Law

Trilegal
7th Floor, Marksquare,
61, St. Marks Road,
Bangalore – 560 001
Karnataka, India

International Legal Counsel to the Book Running Lead Managers

Sidley Austin LLP

Level 31, 6 Battery Road
Singapore 049909

Mr. Sandesh Kaveripatnam
315 Fletcher Dr, Atherton, San Mateo, California 94027, United States of America

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Date: July 25, 2025

To

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Maharashtra, India

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Sub: Proposed initial public offering of equity shares of Amagi Media Labs Limited (the “Company”) (“Equity Shares”) by way of a fresh issue of Equity Shares (the “Fresh Issue”) and

Mr. Sandesh Kaveripatnam

315 Fletcher Dr, Atherton, San Mateo, California 94027, United States of America

an offer for sale by certain existing shareholders of the Company (the “Selling Shareholders” and such offer for sale, the “Offer for Sale”, together with Fresh Issue, the “Offer”)

Dear Sir/Madam,

I hereby give my consent to my name being included as Nominee Director in the draft red herring prospectus (“**DRHP**”) intended to be filed by the Company with the Securities and Exchange Board of India (the “**SEBI**”), the BSE Limited (the “**BSE**”) and the National Stock Exchange of India Limited (the “**NSE**”, and together with the BSE, the “**Stock Exchanges**”) and the red herring prospectus (the “**RHP**”) and the prospectus (the “**Prospectus**”, together with DRHP and RHP referred to as the “**Offer Documents**”), which the Company intends to file with the Registrar of Companies, Karnataka at Bengaluru (the “**RoC**”) and subsequently with SEBI and the Stock Exchanges and in any other Offer-related documents. I confirm that the information in this letter is true and correct.

I confirm that I will inform you of any change to the above information in writing until the date when the Equity Shares commence trading on the Stock Exchanges where the Equity Shares are proposed to be listed. In the absence of any such communication, the above information should be taken as updated information until the Equity Shares commence trading on the Stock Exchanges.

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Capitalised terms used herein but not defined shall have the same meaning as ascribed to them in the Offer Document.



Name: Sandesh Kaveripatnam
Designation: Nominee Director
DIN: 02261222

Date: July 25, 2025

CC:

Legal Counsel to the Company as to Indian Law

Cyril Amarchand Mangaldas
3rd Floor, Prestige Falcon Towers,
19, Brunton Road,
Bangalore - 560 025
Karnataka, India

Legal Counsel to the Book Running Lead Managers as to Indian Law

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International Legal Counsel to the Book Running Lead Managers

Sidley Austin LLP
Level 31, 6 Battery Road
Singapore 049909

Shekhar Kirani Hanumanthasetty

Flat A1/1072, L&T South City Apartments, Arekere Mico Layout, Bannerghatta Road, Bengaluru – 560 076, Karnataka

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Sub: Proposed initial public offering of equity shares of Amagi Media Labs Limited (the “Company”) (“Equity Shares”) by way of a fresh issue of Equity Shares (the “Fresh Issue”) and an offer for sale by certain existing shareholders of the Company (the “Selling Shareholders” and such offer for sale, the “Offer for Sale”, together with Fresh Issue, the “Offer”)

Dear Sir/Madam,

I, Shekhar Kirani Hanumanthasetty, hereby give my consent to my name being included as Nominee Director in the draft red herring prospectus (“**DRHP**”) intended to be filed by the Company with the Securities and Exchange Board of India (the “**SEBI**”), the BSE Limited (the “**BSE**”) and the National Stock Exchange of India Limited (the “**NSE**”, and together with the BSE, the “**Stock Exchanges**”) and the red herring prospectus (the “**RHP**”) and the prospectus (the “**Prospectus**” together with DRHP and RHP referred to as the “**Offer Documents**”), which the Company intends to file with the Registrar of Companies, Karnataka at Bengaluru (the “**RoC**”) and subsequently with the SEBI and the Stock Exchanges and in any other Offer-related documents. I confirm that the information in this letter is true and correct.

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Name: Shekhar Kirani Hanumanthasetty

Designation: Nominee Director

Date: July 25, 2025

DIN: 02384548

CC:

Legal Counsel to the Company as to Indian Law

Cyril Amarchand Mangaldas

3rd Floor, Prestige Falcon Towers,

19, Brunton Road,

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Level 31, 6 Battery Road

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ARUNACHALAM SRINIVASAN KARAPATTU

Address: 49052 Pampas Grass Terrace, Fremont, California – 94539-841817, United States of America

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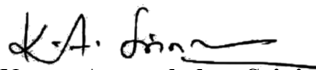
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Sincerely,



Name: Arunachalam Srinivasan Karapattu

Designation: Non-Executive Director

DIN: 02014527

Date: July 25, 2025

CC:

Legal Counsel to the Company as to Indian Law

Cyril Amarchand Mangaldas

3rd Floor, Prestige Falcon Towers,
19, Brunton Road,
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Singapore 049909

SRIDHAR MUTHUKRISHNAN

Address: 201, Shreyas Enclave, 3rd Floor, No. 41, 2nd Main, Bikasipura, Bengaluru – 560061

CONSENT LETTER FROM KEY MANAGERIAL PERSONNEL

Date: July 25, 2025

To

The Board of Directors
Amagi Media Labs Limited
Raj Alkaa Park,
Sy. No. 29/3 and 32/2, 4th Floor,
Kalena Agrahara Village, Begur Hobli,
Bengaluru - 560 076,
Karnataka, India

Sub: Proposed initial public offering ("IPO") of equity shares (the "Equity Shares") of Amagi Media Labs Limited (the "Company" and such offer, the "Offer")

Dear Sir/Madam,

I hereby give my consent to my name being included as a Sridhar Muthukrishnan – Company Secretary and Compliance Officer ("KMP") in the Draft Red Herring Prospectus ("DRHP") intended to be filed by the Company with the Securities and Exchange Board of India (the "SEBI"), the BSE Limited (the "BSE") and the National Stock Exchange of India Limited (the "NSE", and together with the BSE, the "Stock Exchanges") and the Red Herring Prospectus (the "RHP") and the Prospectus (the "Prospectus" together with DRHP and RHP referred to as the "Offer Documents"), which the Company intends to file with the Registrar of Companies, Karnataka at Bengaluru (the "RoC") and the SEBI and the Stock Exchanges and in any other Offer-related documents. I also authorise you to deliver a copy of this letter of consent to the RoC, as may be required by any regulatory authority required by law. I confirm that the information in this letter is true, fair, correct, adequate and not misleading.

I confirm that I will immediately inform you of any change to the above information in writing until the Equity Shares commence trading on the Stock Exchanges where the Equity Shares are proposed to be listed. In the absence of any such communication, the above information should be taken as updated information until the Equity Shares commence trading on the Stock Exchanges.

This certificate is for information and for inclusion (in part or full) in the Offer Documents or any other Offer-related material, and may be relied upon by the Company, the BRLMs and the legal counsels appointed by the Company, Selling Shareholders and the BRLMs in relation to the Offer. I hereby consent to the submission of this certificate as may be necessary to the SEBI, the RoC, the relevant stock exchanges including the repository system of SEBI and any other regulatory authority and/or for the records to be maintained by the Book Running Lead Managers and in accordance with applicable law. This consent letter can also be uploaded on the repository portal of the Stock Exchanges as required pursuant to the SEBI circular dated December 5, 2024, and the subsequent requirements by the Stock Exchanges.

All capitalised terms used herein but not defined shall have the same meaning as ascribed to them in the Offer Documents.

Sincerely,



Name: Sridhar Muthukrishnan
Designation: Company Secretary and Compliance Officer

CC;

Book Running Lead Managers

Kotak Mahindra Capital Company Limited 1 st Floor, 27 BKC, Plot No. C-27, 'G' Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051, Maharashtra, India	Avendus Capital Limited 901, Platina, 9 th Floor Plot No. C-59, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051, Maharashtra, India	Private	Citigroup Global Markets India Private Limited 1202, 12 th Floor, First International Financial Center, G-Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051, Maharashtra, India
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Goldman Sachs (India) Securities Private Limited 9th and 10th Floor, Ascent-Worli Sudam Kalu Ahire Marg Worli, Mumbai – 400 025 India	HFL Capital Services Limited (Formerly known as HFL Securities Limited) 24 th Floor, One Lodha Place, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400 013, Maharashtra, India
--	---

Legal Counsel to the Company as to Indian Law

Cyril Amarchand Mangaldas
3rd Floor, Prestige Falcon Towers,
19, Brunton Road,
Bengaluru - 560 025,
Karnataka, India

Legal Counsel to the Book Running Lead Managers as to Indian Law
Trilegal

7th Floor, Marksquare,
61, St. Marks Road,
Bangalore - 560 001,
Karnataka, India

International Legal Counsel to the Book Running Lead Managers

Sidley Austin LLP
Level 31, 6 Battery Road,
Singapore - 049 909



cyril amarchand mangaldas
ahead of the curve

Ref. No. :BLR/176

Date: July 25, 2025

The Board of Directors

Amagi Media Labs Limited

Raj Alkaa Park, Sy. No. 29/3 & 32/2

4th floor, Kalena Agrahara Village, Begur Hobli

Bengaluru - 560 076

Karnataka, India

Re: Proposed initial public offering of equity shares of face value ₹5 each (the “Equity Shares”, and such offering, the “Offer”) of Amagi Media Labs Limited (the “Company”)

We, the undersigned, hereby consent to act as the legal counsel to the Company as to Indian law in relation to the Offer, and consent to our name being inserted as the “*Legal Advisors to the Company*” in the draft red herring prospectus (“**DRHP**”), red herring prospectus (“**RHP**”) and the prospectus (“**Prospectus**”, and together with the DRHP and RHP, the “**Offer Documents**”) to be filed with the Securities and Exchange Board of India (“**SEBI**”) and the stock exchanges where the Equity Shares are proposed to be listed (the “**Stock Exchanges**”) and the following details with respect to us may be disclosed in the Offer Documents:

Legal Advisors to the Company

Cyril Amarchand Mangaldas

3rd Floor, Prestige Falcon Towers

19, Brunton Road

Bengaluru 560 025

Karnataka, India

Tel: +91 80 6792 2000

E-mail: ipo.cam@cyrilshroff.com

We also authorise you to deliver a copy of this letter of consent to the Registrar of Companies, Karnataka at Bengaluru, SEBI, the Stock Exchanges or any other regulatory or statutory authority as may be required by law.

Yours faithfully,

For **Cyril Amarchand Mangaldas**

Manshoor Nazki

Partner

Cyril Amarchand Mangaldas
Advocates & Solicitors

3rd Floor, Prestige Falcon Tower, 19, Brunton Road, Off M G Road, Bengaluru – 560 025, India
T +91 80 6792 2000 **E** cam.bengaluru@cyrilshroff.com **W** www.cyrilshroff.com
Presence in Mumbai | Delhi-NCR | Ahmedabad | Hyderabad | Chennai | GIFT City | Singapore | Abu Dhabi

India's
leading law
firm

CONSENT LETTER FROM THE BOOK RUNNING LEAD MANAGER

Date: July 25, 2025

To,

The Board of Directors

Amagi Media Labs [Private] Limited

Raj Alkaa Park,
Sy. No. 29/3 and 32/2, 4th Floor,
Kalena Agrahara Village, Begur Hobli,
Bengaluru - 560 076,
Karnataka, India

Sub: Proposed initial public offering (“IPO”) of equity shares (the “Equity Shares”) of Amagi Media Labs Limited (the “Company” and such offer, the “Offer”)

We, Avendus Capital Private Limited, do hereby consent to act as the book running lead manager to the Offer and to our name and the details mentioned herein, being inserted as a book running lead manager to the Offer in the draft red herring prospectus (“**DRHP**”), the red herring prospectus (“**RHP**”) and the prospectus (“**Prospectus**”) (collectively, the “**Offer Documents**”) intended to be filed by the Company with the Securities and Exchange Board of India (“**SEBI**”), the Registrar of Companies, Karnataka at Bengaluru (“**RoC**”), and the stock exchange(s), as applicable, where the Equity Shares are proposed to be listed (“**Stock Exchanges**”) and any publicity material, press release, presentation or any other documents in relation to the Offer.

The following details with respect to us may be disclosed in the Offer Documents and any other documents in relation to the Offer:

Logo: **Avendus**[^]

Name: Avendus Capital Private Limited

Address: Platina Building, 9th Floor, 901, Plot No C-59, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051, Maharashtra, India

Telephone Number: (+91 22) 6648 0050

E-mail: amagi.ipo@avendus.com

Website: <https://www.avendus.com>

Contact Person: Sarthak Sawa/Pavan Teja

Investor Grievance e-mail: investor grievance@avendus.com

SEBI Registration Number: INM000011021

CIN: U99999MH1999PTC123358

We further confirm that the above information in relation to us is true, correct and not misleading in any material respect and without omission of any matter that is likely to mislead.

Further, except as disclosed below, we confirm that neither we nor our associates (as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended) hold any Equity Shares of the Company:

Nil

We enclose a copy of our registration certificate regarding our registration with the SEBI (**Annexure A**). We also certify that our registration is valid as on date and that we have not been prohibited or debarred by the SEBI, any other regulatory authority, court or tribunal from acting as an intermediary in capital market issues or from functioning by any regulatory authority.

Avendus Capital Private Limited

901, Platina, 9th Floor,
Plot No. C-59, Bandra Kurla Complex,
Bandra (E), Mumbai 400051

T: +91 22 6648 0050
F: +91 22 6648 0040
E: avendus.secretarial@avendus.com

CIN: U99999MH1999PTC123358

www.avendus.com

We confirm that we will immediately communicate any changes in writing in the above information to the Company and the book running lead managers to the Offer (“**Book Running Lead Managers**”) until the date when the Equity Shares are allotted and transferred in the Offer, and commence trading on the Stock Exchanges. In the absence of any such communication from us, the Book Running Lead Managers and the legal advisors, each to the Company and the Book Running Lead Managers, can assume that there is no change to the above information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Offer.

This consent letter is for information and for inclusion (in part or full) in the Offer Documents or any other documents in relation to the Offer, and may be relied upon by the Company, the Book Running Lead Managers and the legal advisors appointed by the Company and the Book Running Lead Managers, in relation to the Offer. We hereby consent to the submission of this consent letter as may be necessary to the SEBI, the RoC, the relevant stock exchanges and any other regulatory authority and/or for the records to be maintained by the Book Running Lead Managers and in accordance with the applicable law. The consent letter can also be uploaded on the repository portal of the Stock Exchanges as required pursuant to the SEBI circular dated December 5, 2024 and the subsequent requirements by the Stock Exchanges.

We also consent to the inclusion of this letter as a part of “*Material Contracts and Documents for Inspection*” in connection with the Offer, which will be available to the public for inspection from date of the filing of the RHP until the Bid/Offer Closing Date.

We hereby consent to this certificate being disclosed by the Book Running Lead Managers, if required (i) by reason of any law, regulation, or order of a court or by any governmental or competent regulatory authority, or (ii) in seeking to establish a defense in connection with, or to avoid, any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation.

This consent will remain valid unless withdrawn in writing by us.

We agree to keep the information regarding the Offer strictly confidential.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Offer Documents, as the case may be.

Yours faithfully,

For and on behalf of Aventus Capital Private Limited



Authorized signatory

Name: Sarthak Sawa

Date: July 25, 2025

Designation: Vice President

CC:

Book Running Lead Managers

Kotak Mahindra Capital Company Limited

1st Floor, 27 BKC, Plot No. C-27, 'G' Block,
Bandra Kurla Complex, Bandra (East),
Mumbai - 400 051,
Maharashtra, India

Aventus Capital Private Limited

901, Platina, 9th Floor,
Plot No. C-59, Bandra Kurla Complex,
Bandra (E), Mumbai 400051

T: +91 22 6648 0050

F: +91 22 6648 0040

E: avendus.secretarial@avendus.com

CIN: U99999MH1999PTC123358

www.avendus.com

Citigroup Global Markets India Private Limited

1202, 12th Floor,
First International Financial Center,
G-Block, Bandra Kurla Complex, Bandra (East),
Mumbai – 400 051,
Maharashtra, India

Goldman Sachs (India) Securities Private Limited

9th and 10th Floor, Ascent-Worli
Sudam Kalu Ahire Marg
Worli, Mumbai – 400 025
Maharashtra, India

IIFL Capital Services Limited (Formerly known as IIFL Securities Limited)

24th Floor, One Lodha Place,
Senapati Bapat Marg, Lower Parel (West),
Mumbai – 400 013,
Maharashtra, India

Avendus Capital Private Limited

901, Platina, 9th Floor
Plot No. C-59, Bandra Kurla Complex, Bandra (East),
Mumbai – 400 051,
Maharashtra, India

Legal Counsel to the Company as to Indian Law

Cyril Amarchand Mangaldas

3rd Floor, Prestige Falcon Towers,
19, Branton Road,
Bengaluru - 560 025,
Karnataka, India

Legal Counsel to the Book Running Lead Managers as to Indian Law

Trilegal

7th Floor, Marksquare,
61, St. Marks Road,
Bangalore - 560 001,
Karnataka, India

International Legal Counsel to the Book Running Lead Managers

Sidley Austin LLP

Level 31, 6 Battery Road,
Singapore - 049 909

Avendus Capital Private Limited

901, Platina, 9th Floor,
Plot No. C-59, Bandra Kurla Complex,
Bandra (E), Mumbai 400051

T: +91 22 6648 0050
F: +91 22 6648 0040
E: avendus.secretarial@avendus.com

CIN: U99999MH1999PTC123358

www.avendus.com

1402, 14th Floor,
First International Financial Centre
G-Block, Bandra-Kurla Complex,
Bandra (East), Mumbai - 400 098.

T +91 22 6175 9999
F +91 22 6175 9961



CONSENT LETTER FROM THE BOOK RUNNING LEAD MANAGER

Date: July 25, 2025

To,

The Board of Directors
Amagi Media Labs Limited
Raj Alkaa Park,
Sy. No. 29/3 and 32/2, 4th Floor,
Kalena Agrahara Village, Begur Hobli,
Bengaluru - 560 076,
Karnataka, India

Sub: Proposed initial public offering (“IPO”) of equity shares (the “Equity Shares”) of Amagi Media Labs Limited (the “Company” and such offer, the “Offer”)

We, Citigroup Global Markets India Private Limited, do hereby consent to act as the book running lead manager to the Offer and to our name and the details mentioned herein, being inserted as a book running lead manager to the Offer in the draft red herring prospectus (“DRHP”), the red herring prospectus (“RHP”) and the prospectus (“Prospectus”) (collectively, the “Offer Documents”) intended to be filed by the Company with the Securities and Exchange Board of India (“SEBI”), the Registrar of Companies, Karnataka at Bengaluru (“RoC”), and the stock exchange(s), as applicable, where the Equity Shares are proposed to be listed (“Stock Exchanges”) and any publicity material, press release, presentation or any other documents in relation to the Offer.

The following details with respect to us may be disclosed in the Offer Documents and any other documents in relation to the Offer:

Logo: 

Name: Citigroup Global Markets India Private Limited
Address: Regd. Off: 1202, 12th Floor, First International Financial Centre, G Block, Bandra Kurla Complex, Bandra East, Mumbai – 400098
Telephone Number: +91 22 6175 9999
E-mail: amagi.ipo@citi.com
Website: <https://www.citigroup.com/global/about-us/global-presence/india/disclaimer>
Contact Person: Anjali Kolathu Sureshkumar
Investor Grievance e-mail: investors.cgmb@citi.com
SEBI Registration Number: INM000010718
CIN: U99999MH2000PTC126657

We further confirm that the above information in relation to us is true, correct and not misleading in any material respect and without omission of any matter that is likely to mislead.

Further, except as disclosed below, we confirm that neither we nor our associates (as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended) hold any Equity Shares of the Company:

Sr. No.	Name of the entity	Number of Equity Shares	Percentage of Equity Shares
1.	NIL	NIL	NIL
2.	NIL	NIL	NIL

1402, 14th Floor,
First International Financial Centre
G-Block, Bandra-Kurla Complex,
Bandra (East), Mumbai - 400 098.

T +91 22 6175 9999
F +91 22 6175 9961



We enclose a copy of our registration certificate regarding our registration with the SEBI (**Annexure A**). We also certify that our registration is valid as on date and that we have not been prohibited or debarred by the SEBI, any other regulatory authority, court or tribunal from acting as an intermediary in capital market issues or from functioning by any regulatory authority.

We confirm that we will immediately communicate any changes in writing in the above information to the Company and the book running lead managers to the Offer ("**Book Running Lead Managers**") until the date when the Equity Shares are allotted and transferred in the Offer, and commence trading on the Stock Exchanges. In the absence of any such communication from us, the Book Running Lead Managers and the legal advisors, each to the Company and the Book Running Lead Managers, can assume that there is no change to the above information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Offer.

This consent letter is for information and for inclusion (in part or full) in the Offer Documents or any other documents in relation to the Offer, and may be relied upon by the Company, the Book Running Lead Managers and the legal advisors appointed by the Company and the Book Running Lead Managers, in relation to the Offer. We hereby consent to the submission of this consent letter as may be necessary to the SEBI, the RoC, the relevant stock exchanges and any other regulatory authority and/or for the records to be maintained by the Book Running Lead Managers and in accordance with the applicable law. The consent letter can also be uploaded on the repository portal of the Stock Exchanges as required pursuant to the SEBI circular dated December 5, 2024 and the subsequent requirements by the Stock Exchanges.

We also consent to the inclusion of this letter as a part of "*Material Contracts and Documents for Inspection*" in connection with the Offer, which will be available to the public for inspection from date of the filing of the RHP until the Bid/Offer Closing Date.

We hereby consent to this certificate being disclosed by the Book Running Lead Managers, if required (i) by reason of any law, regulation, or order of a court or by any governmental or competent regulatory authority, or (ii) in seeking to establish a defense in connection with, or to avoid, any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation.

This consent will remain valid unless withdrawn in writing by us.

We agree to keep the information regarding the Offer strictly confidential.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Offer Documents, as the case may be.

Yours faithfully,

For and on behalf of Citigroup Global Markets India Private Limited

A handwritten signature in black ink, appearing to read "Mitul Shah", with a horizontal line underneath.

Authorized signatory

Name: Mitul Shah

Date: 25 July 2025

Designation: Director

CC:

Book Running Lead Managers

1402, 14th Floor,
First International Financial Centre
G-Block, Bandra-Kurla Complex,
Bandra (East), Mumbai - 400 098.

T +91 22 6175 9999
F +91 22 6175 9961



Kotak Mahindra Capital Company Limited

1st Floor, 27 BKC, Plot No. C-27, 'G' Block,
Bandra Kurla Complex, Bandra (East),
Mumbai - 400 051,
Maharashtra, India

Goldman Sachs (India) Securities Private Limited

9th and 10th Floor, Ascent-Worli
Sudam Kalu Ahire Marg
Worli, Mumbai – 400 025
Maharashtra, India

IIFL Capital Services Limited (Formerly known as IIFL Securities Limited)

24th Floor, One Lodha Place,
Senapati Bapat Marg, Lower Parel (West),
Mumbai – 400 013,
Maharashtra, India

Avendus Capital Private Limited

901, Platina, 9th Floor
Plot No. C-59, Bandra Kurla Complex, Bandra (East),
Mumbai – 400 051,
Maharashtra, India

Legal Counsel to the Company as to Indian Law

Cyril Amarchand Mangaldas

3rd Floor, Prestige Falcon Towers,
19, Brunton Road,
Bengaluru - 560 025,
Karnataka, India

Legal Counsel to the Book Running Lead Managers as to Indian Law

Trilegal

7th Floor, Marksquare,
61, St. Marks Road,
Bangalore - 560 001,
Karnataka, India

International Legal Counsel to the Book Running Lead Managers

Sidley Austin LLP

Level 31, 6 Battery Road,
Singapore - 049 909

1402, 14th Floor,
First International Financial Centre
G-Block, Bandra-Kurla Complex,
Bandra (East), Mumbai - 400 098.

T +91 22 6175 9999
F +91 22 6175 9961



Annexure A

1. Registration Number:	INM000010718
2. Date of registration / Renewal of registration:	February 05, 2013
3. Date of expiry of registration:	NIL
4. If applied for renewal, date of application:	NIL
5. Period up to which registration/ renewal fees has been paid:	NIL
6. Any communication from SEBI prohibiting] from acting as Book Running Lead Manager in the Offer:	NIL
7. Any enquiry/ investigation being conducted by SEBI:	NIL
8. Details of any penalty imposed:	NIL

T +91 22 6175 9999
F +91 22 6175 9961



मर्चेन्ट बैंककार FORM B	MERCHANT BANKER
--	------------------------

भारतीय प्रतिभूति और विनियम बोर्ड
SECURITIES AND EXCHANGE BOARD OF INDIA

002657
(मर्चेन्ट बैंककार) विनियम, 1992
(MERCHANT BANKERS) REGULATIONS, 1992

(फिलिंग B)
(regulation B)

Regulation 8A

रजिस्ट्रीकरण प्रमाणपत्र **PERMANENT REGISTRATION**
CERTIFICATE OF REGISTRATION

I, **कोई**, इसके द्वारा बनाए गए नियमों और विनियमों के माध्यम से भारत में भारतीय प्रतिभूति और विनियम बोर्ड अधिनियम, 1992 की धारा 12 की उपधारा (1) का प्रावधान लागू करने का प्रयोग करने हुए इसके द्वारा पत्रों - I / II / III / IV में मर्चेन्ट बैंककार के रूप में

I. in exercise of the powers conferred by sub-section (1) of section 12 of the Securities and Exchange Board of India Act, 1992, read with the rules and regulations made thereunder the Board hereby grants a certificate of registration to

CITIGROUP GLOBAL MARKETS INDIA PRIVATE LIMITED
12TH FLOOR, BHAKTAWAR
NARIMAN POINT
MUMBAI 400 021

को नियमों में उल्लेख की गई सभी गतिविधियों के अनुसार निम्नलिखित क्रियाकलाप करने का रजिस्ट्रीकरण प्रमाणपत्र देता है :- as a merchant banker in Category I / II / III / IV subject to conditions in the rules and in accordance with the regulations to carry out following activities :-

- *1. किसी निरूपण का प्रबंध जिसके अन्तर्गत प्रत्येक व्यक्ति, निरूपण में संबंधित उत्तरदायी एजेंट बनकर, निरूपण प्रमाणपत्र प्राप्त करने के लिए आवश्यक सभी जानकारी को प्रदान करता है। Management of any issue, including preparation of prospectus, gathering information relating to the issue, determining financing structure, the up of financiers, final allotment and refund of excess application money.
- *2. निवेशक सलाहकार। Investment Adviser
- *3. निरूपण का निरूपण। Underwriting of issues.
- *4. पोर्टफोलियो प्रबंध सेवाएं। Portfolio Management Services.
- *5. किसी निरूपण के प्रबंध, प्रमाणपत्र या सलाहकार जिसके अन्तर्गत निरूपण सलाहकार के रूप में। Manager, Consultant or Adviser to any issue including corporate advisory services.
- *6. प्रमाणपत्र या सलाहकार। Consultant or Adviser.

(*किसी नाम को हटाने के लिए 'X' चिह्नित करें।) (*Delete whichever are not applicable)

II. मर्चेन्ट बैंककार के लिए रजिस्ट्रीकरण कोड

II. Registration Code for the merchant banker is MB / **INM000010718**

III. यह प्रमाणपत्र

III. This Certificate shall be **valid from** **and may be renewed as specified in regulation 9 of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992.**

स्थान Place **MUMBAI**

तारीख Date **FEBRUARY 05, 2013**

अधीनस्थ
By order

K. SARAVANAN

भारतीय प्रतिभूति और विनियम बोर्ड
के लिए और उसके आर में
For and on behalf of
Securities and Exchange Board of India

Goldman Sachs (India) Securities Private Limited
10th Floor | Ascent-Worli | Sudam Kalu Ahire Marg | Worli | Mumbai 400 025 | India
Tel: +91 22 6616 9000 | Fax: +91 22 6616 9090
CIN: U74140MH2006FTC160634
E mail: india-client-support@gs.com
Website: <https://www.goldmansachs.com/worldwide/india/stock-broking.html>



Date: July 25, 2025

To,

The Board of Directors
Amagi Media Labs [Private] Limited
Raj Alkaa Park,
Sy. No. 29/3 and 32/2, 4th Floor,
Kalena Agrahara Village, Begur Hobli,
Bengaluru - 560 076,
Karnataka, India

Sub: Proposed initial public offering ("IPO") of equity shares (the "Equity Shares") of Amagi Media Labs Limited (the "Company" and such offer, the "Offer")

We, Goldman Sachs (India) Securities Private Limited, do hereby consent to act as the book running lead manager to the Offer and to our name and the details mentioned herein, being inserted as a book running lead manager to the Offer in the draft red herring prospectus ("DRHP"), the red herring prospectus ("RHP") and the prospectus ("Prospectus") (collectively, the "Offer Documents") intended to be filed by the Company with the Securities and Exchange Board of India ("SEBI"), the Registrar of Companies, Karnataka at Bengaluru ("RoC"), and the stock exchange(s), as applicable, where the Equity Shares are proposed to be listed ("Stock Exchanges") and any publicity material, press release, presentation or any other documents in relation to the Offer.

The following details with respect to us may be disclosed in the Offer Documents and any other documents in relation to the Offer:



Logo:

Name: Goldman Sachs (India) Securities Private Limited
Address: 9th and 10th Floor, Ascent-Worli, Sudam Kalu Ahire Marg, Worli, Mumbai – 400 025, India
Telephone Number: +91 22 6616 9000
E-mail: amagiipo@gs.com
Website: www.goldmansachs.com
Contact Person: Suchismita Ghosh
Investor Grievance e-mail: india-client-support@gs.com
SEBI Registration Number: INM000011054
CIN: U74140MH2006FTC160634

We further confirm that the above information in relation to us is true, correct and not misleading in any material respect and without omission of any matter that is likely to mislead.

Further, except as disclosed below, we confirm that neither we nor our associates (as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended) hold any Equity Shares of the Company:

Sr. No.	Name of the entity	Number of Equity Shares	Percentage of Equity Shares
1.	NIL	NIL	NIL

We enclose a copy of our registration certificate regarding our registration with the SEBI (**Annexure A**). We also certify that our registration is valid as on date and that we have not been prohibited or debarred by the SEBI, any other regulatory authority, court or tribunal from acting as an intermediary in capital market issues or from functioning by any regulatory authority.

We confirm that we will immediately communicate any changes in writing in the above information to the Company and the book running lead managers to the Offer ("**Book Running Lead Managers**") until the date when the Equity Shares are allotted and transferred in the Offer, and commence trading on the Stock Exchanges. In the absence of any such communication from us, the Book Running Lead Managers and the legal advisors, each to the Company and the Book Running Lead Managers, can assume that there is no change to the above information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Offer.

This consent letter is for information and for inclusion (in part or full) in the Offer Documents or any other documents in relation to the Offer, and may be relied upon by the Company, the Book Running Lead Managers and the legal advisors appointed by the Company and the Book Running Lead Managers, in relation to the Offer. We hereby consent to the submission of this consent letter as may be necessary to the SEBI, the RoC, the relevant stock exchanges and any other regulatory authority and/or for the records to be maintained by the Book Running Lead Managers and in accordance with the applicable law. The consent letter can also be uploaded on the repository portal of the Stock Exchanges as required pursuant to the SEBI circular dated December 5, 2024 and the subsequent requirements by the Stock Exchanges.

We also consent to the inclusion of this letter as a part of "*Material Contracts and Documents for Inspection*" in connection with the Offer, which will be available to the public for inspection from date of the filing of the RHP until the Bid/Offer Closing Date.

We hereby consent to this certificate being disclosed by the Book Running Lead Managers, if required (i) by reason of any law, regulation, or order of a court or by any governmental or competent regulatory authority, or (ii) in seeking to establish a defense in connection with, or to avoid, any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation.


This consent will remain valid unless withdrawn in writing by us.

We agree to keep the information regarding the Offer strictly confidential.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Offer Documents, as the case may be.

Yours faithfully,

For and on behalf of **Goldman Sachs (India) Securities Private Limited**


Authorized signatory
Name: Abinand Natarajan
Date: 25-Jul-2025
Designation: Executive Director



CC:

Book Running Lead Managers

Kotak Mahindra Capital Company Limited
1st Floor, 27 BKC, Plot No. C-27, 'G' Block,
Bandra Kurla Complex, Bandra (East),
Mumbai - 400 051,

Maharashtra, India

Citigroup Global Markets India Private Limited

1202, 12th Floor,
First International Financial Center,
G-Block, Bandra Kurla Complex, Bandra (East),
Mumbai – 400 051,
Maharashtra, India

HIFL Capital Services Limited (*Formerly known as HIFL Securities Limited*)

24th Floor, One Lodha Place,
Senapati Bapat Marg, Lower Parel (West),
Mumbai – 400 013,
Maharashtra, India

Avendus Capital Private Limited

901, Platina, 9th Floor
Plot No. C-59, Bandra Kurla Complex, Bandra (East),
Mumbai – 400 051,
Maharashtra, India

Legal Counsel to the Company as to Indian Law

Cyril Amarchand Mangaldas

3rd Floor, Prestige Falcon Towers,
19, Brunton Road,
Bengaluru - 560 025,
Karnataka, India

Legal Counsel to the Book Running Lead Managers as to Indian Law

Trilegal

7th Floor, Marksquare,
61, St. Marks Road,
Bangalore - 560 001,
Karnataka, India

International Legal Counsel to the Book Running Lead Managers

Sidley Austin LLP

Level 31, 6 Battery Road,
Singapore - 049 909

Annexure A

1. Registration Number:	INM000011054
2. Date of registration / Renewal of registration:	November 23, 2012 (permanent registration)
3. Date of expiry of registration:	NA
4. If applied for renewal, date of application:	NA
5. Period up to which registration/ renewal fees has been paid:	Renewal fees has been paid for the block: December 12, 2024 to December 11, 2027
6. Any communication from SEBI prohibiting from acting as Book Running Lead Manager in the Offer:	None to the best of our knowledge that would impact our ability to act as book running lead manager
7. Any enquiry/ investigation being conducted by SEBI:	None to the best of our knowledge that would impact our ability to act as book running lead manager
8. Details of any penalty imposed:	None to the best of our knowledge that would impact our ability to act as book running lead manager

To,

The Board of Directors,

Amagi Media Labs Limited

Raj Alkaa Park, Survey No. 29/3 and 32/2, 4th floor,
Kalena Agrahara Village, Begur Hobli, Bengaluru – 560
076, Karnataka, India

Re: Proposed initial public offering of equity shares (Equity Shares) by Amagi Media Labs Limited (the “Company”).

Dear Madam / Sir,

We, IIFL Capital Services Limited (*formerly known as IIFL Securities Limited*), do hereby consent to act as book running lead manager to the Offer and to our name and the details mentioned herein, being inserted as a book running lead manager to the Offer in the draft red herring prospectus (“**DRHP**”), red herring prospectus (“**RHP**”) and the prospectus (“**Prospectus**”) (collectively, the “**Offer Documents**”) intended to be filed by the Company with the Securities and Exchange Board of India (“**SEBI**”), the Registrar of Companies, Karnataka at Bengaluru (“**RoC**”), and the stock exchanges where the Equity Shares are proposed to be listed (“**Stock Exchanges**”), as applicable and any other documents in relation to the Offer.

We hereby authorise you to deliver this consent letter to SEBI, the Stock Exchanges, the RoC and any other regulatory authorities as may be required. The following details with respect to us may be disclosed in the Offer Documents and any other documents in relation to the Offer:

Logo:  **IIFL CAPITAL**

IIFL Capital Services Limited (*formerly known as IIFL Securities Limited*)

Address: 24th Floor, One Lodha Place,
Senapati Bapat Marg, Lower Parel (West)
Mumbai 400013, Maharashtra, India

Telephone Number: +91 22 4646 4728

E-mail: amagi.ipo@iiflcap.com

Website: www.iiflcap.com

Contact Person: Dhruv Bhavsar / Pawan Kumar Jain

Investor Grievance E-mail: ig.ib@iiflcap.com

SEBI Registration Number: INM000010940

We further confirm that the above information in relation to us is true, adequate and not misleading and without omission of any matter that is likely to mislead.

Further, we confirm that neither we nor our associates hold any Equity Shares of the Company.

We enclose a copy of our registration certificate regarding our registration with SEBI (**Annexure A**). We also certify that our registration is valid as on date and that we have not been prohibited by SEBI, any other regulatory authority, court or tribunal from acting as an intermediary in capital market issues.

We confirm that we will immediately communicate any changes in writing in the above information to the book running lead managers to the Offer (“**BRLMs**”) until the date when the Equity Shares commence trading on the Stock Exchanges. In the absence of any such communication from us, the BRLMs and the Legal Counsels to each of the Company and Book Running Lead Managers, can assume that there is no change to the above information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Offer.

This consent letter is for information and for inclusion (in part or full) in the Offer Documents or any other Offer-related material, and may be relied upon by the Company, the BRLMs and the Legal Counsels to each of the Company and Book Running Lead Managers and may be uploaded on their respective websites.

IIFL Capital Services Limited (formerly known IIFL Securities Limited)

Corporate Identity Number: L99999MH1996PLC132983 | SEBI Merchant Banking Registration Number: INM000010940

24th Floor, One Lodha Place, Senapati Bapat Marg, Lower Parel, Mumbai – 400013. Tel: +91 22 4646 4600 Fax: +91 22 2493 1073

Regd. Office: IIFL House, Sun Infotech Park, Road No. 16V, Plot No. B-23, MIDC, Thane Industrial Area, Wagle Estate, Thane - 400 604

Tel: (91-22) 3929 4000/ 4103 5000 • Fax: (91-22) 2580 6654 • E-mail: info.ib@iiflcap.com; secretarial@iifl.com

• Website: www.iiflcap.com; www.indiaonline.com



We hereby consent to the submission and disclosure of this consent letter as may be necessary to the SEBI, the RoC, the Stock Exchanges and any other regulatory or governmental authorities or statutory authorities and/or for any other litigation purposes and/or for the records to be maintained by the BRLMs and in accordance with applicable law.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Offer Documents, as the case may be.

Yours faithfully,

For and on behalf of IIFL Capital Services Limited (formerly known as IIFL Securities Limited)

A handwritten signature in blue ink is positioned to the left of a circular blue stamp. The stamp contains the text "IIFL Capital Services Limited" around the perimeter and "Mumbai" in the center, with a small star at the bottom.

Authorized signatory

Name: Pawan Kumar Jain

Date: July 25, 2025

IIFL Capital Services Limited (formerly known IIFL Securities Limited)

Corporate Identity Number: L99999MH1996PLC132983 | SEBI Merchant Banking Registration Number: INM000010940


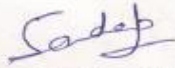
24th Floor, One Lodha Place, Senapati Bapat Marg, Lower Parel, Mumbai – 400013. Tel: +91 22 4646 4600 Fax: +91 22 2493 1073

Regd. Office: IIFL House, Sun Infotech Park, Road No. 16V, Plot No. B-23, MIDC, Thane Industrial Area, Wagle Estate, Thane - 400 604

Tel: (91-22) 3929 4000/ 4103 5000 • Fax: (91-22) 2580 6654 • E-mail: info.ib@iiflcap.com; secretarial@iifl.com

• Website: www.iiflcap.com; www.indiainfoonline.com

ANNEXURE A

मर्चेट बैंककार	प्रकार 'ब' FORM B	MERCHANT BANKER
भारतीय प्रतिभूति और विनियम बोर्ड SECURITIES AND EXCHANGE BOARD OF INDIA (मर्चेट बैंककार) विनियम, 1992 (MERCHANT BANKERS) REGULATIONS, 1992 (चिनियम 8) (regulation 8) रजिस्ट्रिकरण का प्रमाणपत्र CERTIFICATE OF REGISTRATION		
<p>I. बोर्ड, उसके द्वारा बनाए गए नियमों और विनियमों के साथ पठित भारतीय प्रतिभूति और विनियम बोर्ड अधिनियम, 1992 की धारा 12 की उपधारा (1) द्वारा प्रदत्त शक्तियों का प्रयोग करते हुए इसके द्वारा प्रवर्ग I / II / III / IV में मर्चेट बैंककार के रूप में</p> <p>I. In exercise of the powers conferred by sub-section (1) of section 12 of the Securities and Exchange Board of India Act, 1992, read with the rules and regulations made thereunder, the Board hereby grants a certificate of registration to</p>		
IIFL Capital Services Limited IIFL House Sun Infotech Park Road no 16 V Plot no B23, MIDC Thane Industrial Area Wagle Estate Thane, Maharashtra 400604		
<p>को नियमों में शर्तों के अधीन रहते हुए और विनियमों के अनुसार निम्नलिखित क्रियाकलाप करने का रजिस्ट्रिकरण प्रमाणपत्र देता है :- as a merchant banker in Category I / II / III / IV subject to conditions in the rules and in accordance with the regulations to carry out following activities:-</p> <p>*1. किसी निर्गमन का प्रबंध जिसके अन्तर्गत प्रोस्पेक्टस तैयार करना, निर्गमन से संबंधित जानकारी एकत्र करना, वित्तपोषण संरचना अवधारित करना, वित्तदाताओं से संबंध बनाना, अंतिम आवंटन और अधिक आवेदन धनराशि का प्रतिदाय है। Management of any issue, including preparation of prospectus, gathering information relating to the issue, determining financing structure, tie up of financiers, final allotment and refund of excess application money.</p> <p>*2. निवेशाध्यक्ष सलाहकार। Investment Adviser</p> <p>*3. निर्गमनों का निम्नोक्तन। Underwriting of Issues.</p> <p>*4. संविभाग प्रबंध सेवाएं। Portfolio Management Services.</p> <p>*5. किसी निर्गमन के प्रबंधक, परामर्शी या सलाहकार जिनके अन्तर्गत निगमित सलाहकार सेवाएं हैं। Manager, Consultant or Adviser to any issue including corporate advisory services.</p> <p>*6. परामर्शी या सलाहकार। Consultant or Adviser</p> <p>(*जो लागू न हो उसे काट दें) (*Delete whichever are not applicable)</p>		
<p>II. मर्चेट बैंककार के लिए रजिस्ट्रिकरण कोड Registration Code for the merchant Banker is</p> <p style="text-align: center;">INM000010940</p>		
<p>III. यह प्रमाणपत्र This Certificate shall be valid from This certificate of Registration shall be valid from 15/02/2015 unless it is suspended or cancelled by the Board तक विधिवान्व होगा और जैसे भारतीय प्रतिभूति और विनियम बोर्ड (मर्चेट बैंककार) विनियम, 1992 में विनिर्दिष्ट है नवीकृत किया जा सकेगा। and may be renewed as specified in regulation 9 of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992.</p>		
		<p>आदेश से By order</p> <p></p> <p>Sandeep Kriplani</p>
<p>स्थान Place : Mumbai</p> <p>तारीख Date : January 20, 2025</p>		<p>भारतीय प्रतिभूति और विनियम बोर्ड के लिए और उसकी ओर से For and on behalf of Securities and Exchange Board of India</p>

IIFL Capital Services Limited (formerly known IIFL Securities Limited)

Corporate Identity Number: L99999MH1996PLC132983 | SEBI Merchant Banking Registration Number: INM000010940

24th Floor, One Lodha Place, Senapati Bapat Marg, Lower Parel, Mumbai – 400013. Tel: +91 22 4646 4600 Fax: +91 22 2493 1073

Regd. Office: IIFL House, Sun Infotech Park, Road No. 16V, Plot No. B-23, MIDC, Thane Industrial Area, Wagle Estate, Thane - 400 604

Tel: (91-22) 3929 4000/ 4103 5000 • Fax: (91-22) 2580 6654 • E-mail: info.ib@iiflcap.com; secretarial@iifl.com

• Website: www.iiflcap.com; www.indiainfoonline.com



Date: July 24, 2025

To,

Amagi Media Labs Limited

Raj Alkaa Park, Survey No. 29/3 and 32/2,
4th floor, Kalena Agrahara Village,
Begur Hobli, Bengaluru – 560 076,
Karnataka

Dear Sir/Ma'am,

Re: Proposed initial public offering of equity shares of face value of ₹ 5 (the "Equity Shares") of Amagi Media Labs Limited (the "Company" and such offering, the "Offer")

We, Kotak Mahindra Capital Company Limited, do hereby consent to act as book running lead manager to the Offer and to our name and the details mentioned herein, being inserted as a book running lead manager to the Offer in the draft red herring prospectus ("DRHP") intended to be filed by the Company with the Securities and Exchange Board of India (the "SEBI") and any relevant stock exchange(s) where the Equity Shares are proposed to be listed (the "Stock Exchanges") and material in relation to the Offer (the "Offer Documents").

The following details with respect to us may be disclosed in the Offer Documents

Logo	
Name	Kotak Mahindra Capital Company Limited
Address	1st Floor, 27BKC, Plot No. C-27, 'G' Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051, Maharashtra, India
Telephone	(+91 22) 4336 0000
Email	amagi.ipo@kotak.com
Investor Grievances Email	kmccredressal@kotak.com
Web Site	https://investmentbank.kotak.com
Compliance Officer	Mr. Arun Mathew
Contact Person	Mr. Ganesh Rane
SEBI Registration No.	INM000008704
CIN	U67120MH1995PLC134050

We further confirm that the above information in relation to us is true and correct.

We further confirm that the above information in relation to us is true, correct, adequate and not misleading in any material respect and without omission of any matter that is likely to mislead, and adequate to enable investors to make a well-informed decision.

We enclose a copy of our registration certificate.

We confirm that we will immediately inform the Company of any changes to the above information until the date when the Equity Shares commence trading on the Stock Exchanges.

Kotak Mahindra Capital Company Limited

CIN U67120MH1995PLC134050

Registered Office:

27BKC

C - 27, "G" Block

Bandra Kurla Complex

Bandra (East), Mumbai - 400 051, India.

T +91 22 43360000

F +91 22 67132445

<https://investmentbank.kotak.com>



Investment Banking

This consent letter is for information and for inclusion (in part or full) in the Offer Documents and/or for the records to be maintained by the Book Running Lead Managers and may be relied upon by the Company, the other Book Running Lead Managers and the legal advisors to each of the Company and the Book Running Lead Managers in relation to the Offer.

We also consent to the inclusion of this letter as a part of "Material Contracts and Documents for Inspection" in connection with the Offer, which will be available to the public for inspection from date of the filing of the red herring prospectus until the Bid/ Offer Closing Date.

Yours faithfully,

For and on behalf of Kotak Mahindra Capital Company Limited

A handwritten signature in black ink, appearing to read "Arun Mathew", written over a horizontal line.

Arun Mathew
Compliance Officer

Kotak Mahindra Capital Company Limited

CIN U67120MH1995PLC134050

Registered Office:

27BKC

C - 27, "G" Block

Bandra Kurla Complex

Bandra (East), Mumbai - 400 051, India.

T +91 22 43360000

F +91 22 67132445

<https://investmentbank.kotak.com>

"Annexure A"

We hereby confirm that as on date the following details in relation to our registration with the Securities and Exchange Board of India as a book running lead manager is true and correct:

1.	Registration Number	INM000008704
2.	Date of permanent registration/ Renewal of registration	February 1, 2014 (Date of Permanent Registration)
3.	Date of expiry of registration	NA
4.	If applied for renewal, date of application	NA

Kotak Mahindra Capital Company Limited

CIN U67120MH1995PLC134050

Registered Office:

27BKC

C - 27, "G" Block

Bandra Kurla Complex

Bandra (East), Mumbai - 400 051, India.

T +91 22 43360000

F +91 22 67132445

<https://investmentbank.kotak.com>

Date: 07/01/2026

To,
The Board of Directors,
Amagi Media Labs Limited
Sy. No. 29/3 & 32/2, 4th Floor,
Raj Alkaa Park, Kalena Agrahara Village,
Bengaluru, Karnataka 560076

Dear Sir/Madam,

Re: Proposed initial public offering of equity shares bearing face value ₹ 5 each (“Equity Shares”) by Amagi Media Labs Limited (the “Company” and such offer, the “Offer”)

We, **MUFG Intime India Private Limited** (Formerly *Link Intime India Private Limited*), hereby consent to act as Registrar to the Offer and to our name and the following details being inserted as Registrar to the Offer in the Red Herring Prospectus (“RHP”) and the Prospectus (collectively referred to as, the “Offer Documents”) which the Company intends to file with the Registrar of Companies, Karnataka (“RoC”) and thereafter, file with SEBI and the Stock Exchanges, and in any other Offer related documents.

We hereby authorise you to deliver this consent letter to SEBI, the Stock Exchanges, the RoC, pursuant to the provisions of Sections 26 and 32 of the Companies Act, 2013 and any other regulatory authorities as may be required. The following details with respect to us may be disclosed in the Offer Documents and any other documents in relation to the Offer:

Name: MUFG Intime India Private Limited (Formerly *Link Intime India Private Limited*)

Logo:  **MUFG** MUFG Intime

Address: C-101, Embassy 247, L B S Marg, Vikhroli (West), Mumbai 400083, Maharashtra, India

Telephone Number: +91 810 811 4949

Website: <https://in.mpms.mufg.com/>

E-mail: amagimedia.ipo@in.mpms.mufg.com

Contact Person: Shanti Gopalkrishnan

Investor Grievance E-mail: amagimedia.ipo@in.mpms.mufg.com

SEBI Registration No.: INR000004058

URL of SEBI website: www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=10

CIN: U67190MH1999PTC118368

We enclose a copy of our registration certificate and declaration regarding our registration with SEBI, as **Annexure A**, in the required format. We also certify that our registration is valid as on date and that we have not been prohibited or debarred by SEBI or any other regulatory authority, court or tribunal from acting as an intermediary in capital market issues. We also confirm that we have not been debarred from functioning by any regulatory authority, court or tribunal.

We confirm that the information and confirmations set out in this consent are true, correct, complete, not misleading in any respect and do not omit to state a material fact necessary in order to make the statements herein, in the light of the circumstances under which they were made, not misleading.

We confirm that we will immediately communicate any changes in writing in the above information to the book running lead managers to the Offer (“**Book Running Lead Managers**” or “**BRLMs**”) until the date when the Equity Shares allotted and transferred in the Offer, commence trading on the Stock Exchanges. In the absence of any such communication from us, Book Running Lead Managers and the legal counsels, each to the Company and the Book Running Lead Managers, can assume that there is no change to the above information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Offer.

This consent letter including any annexures hereto is for information and for inclusion (in part or full) in the Offer Documents or any other Offer-related material, and may be relied upon by the Company, the Book Running Lead Managers and the legal advisors appointed by the Company and the Book Running Lead Managers in relation to the Offer. We hereby consent to the submission of this consent letter as may be necessary to the SEBI, the RoC, pursuant to the provisions of Sections 26 and 32 of the Companies Act, 2013, the relevant stock exchanges and any other regulatory authority and/or for the records to be maintained by the Book Running Lead Managers and in accordance with applicable law.

We also consent to the inclusion of this letter as a part of “*Material Contracts and Documents for Inspection*” in connection with this Offer, which will be available for public for inspection from date of the filing of the RHP until the Bid/Offer Closing Date.

We hereby consent to this consent letter being disclosed by the Book Running Lead Managers, if required (i) by reason of any law, regulation or order of a court or by any governmental or competent regulatory authority, or (ii) in seeking to establish a defence in connection with, or to avoid, any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation.

This consent will remain valid unless withdrawn in writing by us.

We agree to keep the information regarding the Offer strictly confidential.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Offer Documents, as the case maybe.

Yours faithfully,

For and on behalf of MUFG Intime India Private Limited (*Formerly Link Intime India Private Limited*)



Authorized signatory

Name: Dhawal Adalja

Designation: Vice President – Primary Market

Cc:

The Book Running Lead Managers (“BRLM”)

Kotak Mahindra Capital Company Limited

1st Floor, 27 BKC, Plot No. C-27, ‘G’ Block,
Bandra Kurla Complex, Bandra (East),
Mumbai - 400 051,
Maharashtra, India

Citigroup Global Markets India Private Limited

1202, 12th Floor,

First International Financial Center,
G-Block, Bandra Kurla Complex, Bandra (East),
Mumbai – 400 051,
Maharashtra, India

Goldman Sachs (India) Securities Private Limited

9th and 10th Floor, Ascent-Worli
Sudam Kalu Ahire Marg
Worli, Mumbai – 400 025
India

IIFL Capital Services Limited (Formerly known as IIFL Securities Limited)

24th Floor, One Lodha Place,
Senapati Bapat Marg, Lower Parel (West),
Mumbai – 400 013,
Maharashtra, India

Avendus Capital Private Limited

901, Platina, 9th Floor
Plot No. C-59, Bandra Kurla Complex, Bandra (East),
Mumbai – 400 051,
Maharashtra, India

Legal Counsel to the Company as to Indian Law**Cyril Amarchand Mangaldas**

3rd Floor, Prestige Falcon Towers
19, Brunton Road
Bengaluru - 560 025
Karnataka, India

Legal Counsel to the Book Running Lead Managers as to Indian Law**Trilegal**

7th Floor, Marksquare,
61, St. Marks Road,
Bangalore – 560 001
Karnataka, India


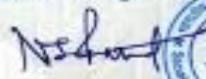
International Legal Counsel to the Book Running Lead Managers**Sidley Austin LLP**

Level 31, 6 Battery Road,
Singapore - 049 909

Annexure A

We hereby confirm that as on date the following details in relation to our registration with the Securities and Exchange Board of India as a registrar to an offer and share transfer agent are true and correct:

Registration Number:	INR000004058
Date of registration / Renewal of registration:	05.12.2024
Date of expiry of registration:	NA
If applied for renewal, date of application:	NA
Any communication from SEBI prohibiting MUFG Intime India Private (<i>Formerly Link Intime India Private Limited</i>) from acting as registrar and share transfer agent to the Offer:	None
Any enquiry/investigation being conducted by SEBI:	None
Period up to which registration/ renewal fees has been paid:	Permanent Registration / December 04, 2029
Details of any penalty imposed	<p>It has a clean track record and no penalty has been imposed upon it by SEBI in the past except below cases: Adjudication order no. Order/BM/JR/2022-23/ 23296 – 23297 dated January 31, 2023 in the matter of complaint by Pushpaben Rasiklal Patel.</p> <p>Adjudication Order No. Order/AN/SM/2024-25/31090 dated 30.12.2024 passed by the Adjudicating Officer in the matter of Link Intime India Private Limited levying a monetary penalty amount of Rs. 1 Lakh. The penalty amount was paid on 10 January 2025.</p> <p>Adjudication Order No. Order/NH/YK/2024-25/31191 dated 11.02.2025 passed by the Adjudicating Officer in respect of Link Intime India Private Limited (Noticee) in the matter of TSR Consultants Private Limited levying a monetary penalty amount of Rs. 1 Lakh. The penalty amount was paid on 20 February 2025.</p>

निर्गम रजिस्ट्रार और शेयर अंतरण अभिकर्ता	भारतीय प्रतिभूति और विनियम बोर्ड SECURITIES AND EXCHANGE BOARD OF INDIA [निर्गम-रजिस्ट्रार और शेयर अंतरण अभिकर्ता] विनियम, 1993 (Registrars to an issue and Share transfer agents) Regulations, 1993 (विनियम 8) (Regulation 8)	REGISTRARS TO AN ISSUE AND SHARE TRANSFER AGENTS
रजिस्ट्रीकरण का प्रमाणपत्र CERTIFICATE OF REGISTRATION		
I. बोर्ड, भारतीय प्रतिभूति और विनियम अधिनियम, 1992 के अधीन बनाये गए नियमों और विनियमों के साथ चिहित उस अधिनियम की धारा 12 की उपधारा (1) द्वारा प्रदत्त शक्तियों का प्रयोग करते हुए प्रवर्ग-II में निर्गम-रजिस्ट्रार और शेयर अंतरण अभिकर्ता/प्रवर्ग-II में निर्गम-रजिस्ट्रार/शेयर अंतरण अभिकर्ता के रूप में I. In exercise of the powers conferred by sub-section (1) of section 12 of the Securities and Exchange Board of India Act, 1992 read with the rules and regulations made thereunder, the Board hereby grants a certificate of registration to		
MUFG INTIME INDIA PRIVATE LIMITED C-101 1ST FLOOR, 247 PARK, LBS MARG, VIKHROLI WEST MUMBAI - 400083, MAHARASHTRA INDIA		
को नियमों की शर्तों के अधीन रहते हुए और विनियमों के अनुसार क्रियकलाप करने के लिए, जैसे उसमें विनिर्दिष्ट है, इसके द्वारा रजिस्ट्रीकरण का प्रमाणपत्र देता है। as registrars to an issue and share transfer agent in Category I*/registrar to an issue*/share transfer agent* in Category II, subject to the conditions in the rules and in accordance with the regulations to carry out the activities as specified therein.		
II. निर्गम-रजिस्ट्रार और शेयर अंतरण अभिकर्ता का रजिस्ट्रीकरण कोड II. Registration Code for the registrar to an issue and share transfer agent is		
		INR000004058
This certificate of Registration shall be valid from 05/12/2024, unless Suspended or cancelled by the Board (Certificate re-issued w.e.f 29.01.2025)		
III. जब तक नवीकृत न किया जाए रजिस्ट्रीकरण प्रमाणपत्र एक विधिवान्व है। III. Unless renewed, the certificate of registration is valid from		
स्थान Place Mumbai		आदेश से भारतीय प्रतिभूति और विनियम बोर्ड के लिए और उसकी ओर से By order For and on behalf of Securities and Exchange Board of India  Narendra Rawat प्राधिकृत हस्ताक्षरकर्ता / Authorised Signatory
तारीख Date January 29, 2025 *को लागू न हो उसे काट दें। *Delete whichever is not applicable		

Date: November 27, 2025

To,

The Board of Directors

Amagi Media Labs Limited

Raj Alkaa Park,
Survey . No. 29/3 and 32/2, 4th Floor,
Kalena Agrahara Village, Begur Hobli,
Bengaluru - 560 076, Karnataka, India

Sub: Proposed initial public offering ("IPO") of equity shares (the "Equity Shares") of Amagi Media Labs Limited (the "Company" and such offer, the "Offer")

We, Kotak Securities Limited, do hereby consent to act as a Syndicate Member to the Offer and to our name and the details mentioned herein being inserted as a Syndicate Member to the Offer in the red herring prospectus ("RHP") and the prospectus ("Prospectus") (collectively, the "Offer Documents") which the Company intends to file, with the Registrar of Companies, Karnataka at Bengaluru (the "RoC") the Securities and Exchange Board of India ("SEBI") and the stock exchange(s) where the Equity Shares are proposed to be listed ("Stock Exchanges") and in any publicity matter, press release, presentation or any other documents in relation to the Offer.

The following details with respect to us may be disclosed in the Offer Documents and any other documents in relation to the Offer:

Name:	Kotak Securities Limited
Address:	4th flr., 12 BKC, G Block Bandra Kurla Complex, Bandra (East) Mumbai 400 051 Maharashtra, India
Telephone Number:	+91 22 6218 5410
E-mail:	umesh.gupta@kotak.com
Website:	www.kotak.com
Contact Person:	Umesh Gupta
SEBI Registration Number:	INZ000200137
Logo:	
Investor Grievance E-mail:	umesh.gupta@kotak.com

We enclose a copy of our registration certificate regarding our registration with the SEBI in the required format (**Annexure A**). We also certify that our registration is valid as on date and that we have not been prohibited or debarred by SEBI or any other regulatory authority, court or tribunal from acting as an intermediary in capital market issues, or from functioning by any regulatory authority.

We further confirm that the above information in relation to us is true, correct, and not misleading in any material respect and without omission of any matter that is likely to mislead.

We confirm that we will immediately communicate any changes in writing in the above information to the Company and the book running lead managers to the Offer ("**Book Running Lead Managers**") until the date when the Equity Shares commence trading on the Stock Exchanges. In the absence of any such communication from us, the Book Running Lead Managers and the legal advisors, each to the Company and the Book Running Lead Managers, can assume that there is no change to the above information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Offer.

This consent letter is for information and for inclusion (in part or full) in the Offer Documents or any other documents in relation to the Offer, and may be relied upon by the Company, the Book Running Lead Managers and the legal advisors appointed by the Company and the Book Running Lead Managers, in relation to the Offer. We hereby consent to the submission of this consent letter as may be necessary to the SEBI, the RoC, the relevant stock exchanges and any other regulatory authority and/or for the records to be maintained by the Book Running Lead Managers and in accordance with the applicable law. The consent letter can also be uploaded on the repository portal of the Stock Exchanges as required pursuant to the SEBI circular dated December 5, 2024 and the subsequent requirements by the Stock Exchanges.

We also consent to the inclusion of this letter as a part of the "*Material Contracts and Documents for Inspection*" in connection with the Offer, which will be available to the public for inspection from the date of the filing of the RHP until the Bid/Offer Closing Date.

We hereby consent to this certificate being disclosed by the Book Running Lead Managers, if required (i) by reason of any law, regulation, or order of a court or by any governmental or competent regulatory authority, or (ii) in seeking to establish a defense in connection with, or to avoid, any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation.

Kotak Securities Limited

CIN: U99999MH1994PLC134051

4th Floor, 12 BKC, C27 G Block,
Bandra Kurla Complex, Bandra (E)
Mumbai-400 051 Maharashtra.

 ks.compliance@kotak.com  www.kotaksecurities.com



Registered Office :
27BKC, C 27, G Block
Bandra Kurla Complex
Bandra (E), Mumbai - 400051

 T +91 22 43360000

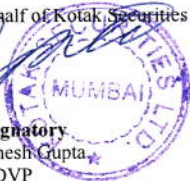

This consent will remain valid unless withdrawn in writing by us.

We agree to keep the information regarding the Offer strictly confidential.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Offer Documents, as the case may be.

Yours faithfully,

For and on behalf of Kotak Securities Limited



Authorized signatory
Name: Umesh Gupta
Designation: DVP

CC:

Book Running Lead Managers

Kotak Mahindra Capital Company Limited

27 BKC, 1st Floor, Plot No. C-27,
G Block, Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051, Maharashtra, India

Citigroup Global Markets India Private Limited

1202, 12th Floor, First International
Financial Center, G-Block, Bandra Kurla Complex, Bandra East,
Mumbai - 400098, India

Goldman Sachs (India) Securities Private Limited

9th and 10th Floor, Acent-WorliSudam Kalu Ahire Marg,
Worli, Mumbai - 400 025 India

IIFL Capital Services Limited (Formerly known as IIFL Securities Limited)

24th Floor, One Lodha Place,
Senapati Bapat Marg, Lower Parel (W), Mumbai - 400 013, India

Avendus Capital Private Limited

901, Platina, 9th Floor, Plot No. C-59,
Bandra Kurla Complex, Bandra (E), Mumbai - 400 051, India

Legal Counsel to the Company as to Indian Law

Cyril Amarchand Mangaldas

3rd Floor, Prestige Falcon Towers, 19, Brunton Road, Bengaluru - 560 025,
Karnataka, India

Legal Counsel to the Book Running Lead Managers as to Indian Law

Trilegal

7th Floor, Marksquare, 61, St. Marks Road,
Bangalore - 560 001, Karnataka, India

International Legal Counsel to the Book Running Lead Managers

Sidley Austin LLP

Level 31, 6 Battery Road, Singapore - 049 909

Kotak Securities Limited

CIN: U99999MH1994PLC134051

4th Floor, 12 BKC, C27 G Block,
Bandra Kurla Complex, Bandra (E)
Mumbai-400 051 Maharashtra.

✉ ks.compliance@kotak.com 🌐 www.kotaksecurities.com

Registered Office :
27BKC, C 27, G Block
Bandra Kurla Complex
Bandra (E), Mumbai - 400051

☎ T +91 22 43360000

Annexure A

1. Registration Number:	INZ000200137
2. Date of registration / Renewal of registration:	September 14, 2018
3. Date of expiry of registration:	The certificate will remain valid till suspended
4. If applied for renewal, date of application:	NA
5. Any communication from SEBI prohibiting Kotak Securities Limited from acting as Syndicate Member:	NA
6. Any enquiry/investigation being conducted by SEBI:	NA
7. Period up to which registration/renewal fees has been paid:	Paid for the period
8. Details of any penalty imposed:	NA

**Kotak Securities Limited**

CIN: U99999MH1994PLC134051

4th Floor, 12 BKC, C27 G Block,
Bandra Kurla Complex, Bandra (E)
Mumbai-400 051 Maharashtra. ks.compliance@kotak.com  www.kotaksecurities.comRegistered Office :
27BKC, C 27, G Block
Bandra Kurla Complex
Bandra (E), Mumbai - 400051 T +91 22 43360000



CONSENT LETTER FROM THE SYNDICATE MEMBERS

Date:

To,

The Board of Directors

Amagi Media Labs Limited

Raj Alkaa Park,
Survey . No. 29/3 and 32/2, 4th Floor,
Kalena Agrahara Village, Begur Hobli,
Bengaluru - 560 076,
Karnataka, India

Sub: Proposed initial public offering (“IPO”) of equity shares (the “Equity Shares”) of Amagi Media Labs Limited (the “Company” and such offer, the “Offer”)

We, SPARK INSTITUTIONAL EQUITIES PRIVATE LIMITED, do hereby consent to act as a Syndicate Member to the Offer and to our name and the details mentioned herein being inserted as a Syndicate Member to the Offer in the red herring prospectus (“RHP”) and the prospectus (“Prospectus”) (collectively, the “Offer Documents”) which the Company intends to file, with the Registrar of Companies, Karnataka at Bengaluru (the “RoC”) the Securities and Exchange Board of India (“SEBI”) and the stock exchange(s) where the Equity Shares are proposed to be listed (“Stock Exchanges”) and in any publicity matter, press release, presentation or any other documents in relation to the Offer.

The following details with respect to us may be disclosed in the Offer Documents and any other documents in relation to the Offer:

Name: SPARK INSTITUTIONAL EQUITIES PRIVATE LIMITED

Address: EA Chambers Tower II, No 49, 50, 5th floor, Whites Road, Royapettah, Chennai, Tamil Nadu 600014, India

Telephone Number: +91 22 6885 4503 / +91 44 4344 0078 / +91 99209 31711

E-mail: ie.backoffice@avendusspark.com

Website: <https://avendusspark.com/>

Contact Person: Niket Dattani/ T K Ramaswamy

SEBI Registration Number: INZ000307037



Logo:

Investor Grievance E-mail: U65999TN2022PTC149473

We enclose a copy of our certificate regarding our registration with the SEBI. We also certify that our registration is valid as on date and that we have not been prohibited or debarred by SEBI or any other regulatory authority, court or tribunal from acting as an intermediary in capital market issues, or from functioning by any regulatory authority.

We further confirm that the above information in relation to us is true, correct, and not misleading in any material respect and without omission of any matter that is likely to mislead.

We confirm that we will immediately communicate any changes in writing in the above information to the Company and the book running lead managers to the Offer (“**Book Running Lead Managers**”) until the date when the Equity Shares commence trading on the Stock Exchanges. In the absence of any such communication from us, the Book Running Lead Managers and the legal advisors, each to the Company and the Book Running Lead Managers, can assume that there is no change to the above information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Offer.

This consent letter is for information and for inclusion (in part or full) in the Offer Documents or any other documents in relation to the Offer, and may be relied upon by the Company, the Book Running Lead Managers and the legal advisors appointed by the Company and the Book Running Lead Managers, in relation to the Offer. We hereby consent to the submission of this consent letter as may be necessary to the SEBI, the RoC, the relevant stock exchanges and any other regulatory authority and/or for the records to be maintained by the Book Running Lead Managers and in accordance with the applicable law. The consent letter can also be uploaded on the repository portal of the Stock Exchanges as required pursuant to the SEBI circular dated December 5, 2024 and the subsequent requirements by the Stock Exchanges.

We also consent to the inclusion of this letter as a part of the “*Material Contracts and Documents for Inspection*” in connection with the Offer, which will be available to the public for inspection from the date of the filing of the RHP until the Bid/Offer Closing Date.

We hereby consent to this certificate being disclosed by the Book Running Lead Managers, if required (i) by reason of any law, regulation, or order of a court or by any governmental or competent regulatory authority, or (ii) in seeking to establish a defense in connection with, or to avoid, any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation.

This consent will remain valid unless withdrawn in writing by us.

We agree to keep the information regarding the Offer strictly confidential.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Offer Documents, as the case may be.

Yours faithfully,

For and on behalf of SPARK INSTITUTIONAL EQUITIES PRIVATE LIMITED


Authorised Signatory



Name: T K Ramaswamy
Designation: Director

CC:

Book Running Lead Managers

Kotak Mahindra Capital Company Limited

27 BKC, 1st Floor, Plot No. C-27,
G Block, Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051, Maharashtra, India

Citigroup Global Markets India Private Limited

1202, 12th Floor, First International
Financial Center, G-Block, Bandra
Kurla Complex,
Bandra East,
Mumbai – 400098, India

Goldman Sachs (India) Securities Private Limited

9th and 10th Floor, Acent-WorliSudam Kalu Ahire Marg,
Worli, Mumbai – 400 025



India

IIFL Capital Services Limited (Formerly known as IIFL Securities Limited)

24th Floor, One Lodha Place,
Senapati Bapat Marg, Lower Parel (W),
Mumbai – 400 013, India

Avendus Capital Private Limited

901, Platina, 9th Floor, Plot No. C-59,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400 051, India

Legal Counsel to the Company as to Indian Law

Cyril Amarchand Mangaldas

3rd Floor, Prestige Falcon Towers,
19, Brunton Road,
Bengaluru - 560 025,
Karnataka, India

Legal Counsel to the Book Running Lead Managers as to Indian Law

Trilegal

7th Floor, Marksquare,
61, St. Marks Road,
Bangalore - 560 001,
Karnataka, India

International Legal Counsel to the Book Running Lead Managers

Sidley Austin LLP

Level 31, 6 Battery Road,
Singapore - 049 909

Citibank N.A.
No.05, 3rd Floor,
M.G. Road Bangalore-560 001



Commercial Bank
A Division of Citibank, N.A., India

CONSENT LETTER FROM THE BANKERS TO THE COMPANY

Date: 28.04.2025

To,

The Board of Directors
Amagi Media Labs [Private] Limited
Raj Alkaa Park,
Sy. No. 29/3 and 32/2, 4th Floor,
Kalena Agrahara Village, Begur Hobli,
Bengaluru - 560076, Karnataka, India

Dear Sir/Madam,

Sub: Proposed initial public offering ("IPO") of equity shares (the "Equity Shares") of Amagi Media Labs [Private] Limited (the "Company" and such offer, the "Offer")

We, Citibank NA, consent to our name and the details mentioned herein being inserted as a Banker to the Company in the draft red herring prospectus ("DRHP"), the red herring prospectus ("RHP") and the prospectus ("Prospectus") (collectively, the "Offer Documents") which the Company intends to file, with the Securities and Exchange Board of India ("SEBI"), the Registrar of Companies, Karnataka at Bengaluru ("RoC") and the stock exchange(s) where the Equity Shares are proposed to be listed ("Stock Exchanges") and any publicity material, press release, presentation or any other documents in relation to the Offer.

The following details with respect to us may be disclosed in the Offer Documents and any other documents in relation to the Offer:

Name: Citibank NA

Address: 5, Mahatma Gandhi Rd, Yellappa Chetty Layout, Sivanchetti Gardens, Bengaluru, Karnataka 560001

Telephone Number(s): 8588803168 / 9820692903

Contact Person: Saurabh Singhal / Sanjay Dalvi

Website: www.citi.com

Email: saurabh.singhal@citi.com / sanjay1.dalvi@citi.com

CIN: F00471

We agree to keep information regarding the Offer strictly confidential until the filing of the DRHP or the same becoming publicly available, whichever is earlier, save and except otherwise required to be disclosed by us by applicable laws, regulation or order of a court or by any governmental or competent regulatory authority or in seeking to establish a defense in connection with, or to avoid, any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation.

We further confirm that the above information in relation to us is true and correct.

We confirm that we will communicate any changes, in writing, in the above information to the Company until the date when the Equity Shares commence trading on the Stock Exchanges. In the absence of any such communication from us, the Company can assume that there is no change to the above information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Offer.



Commercial Bank

A Division of Citibank, N.A., India

This consent letter is for information and for inclusion (in part or full) in the Offer Documents or any other documents in relation to the Offer. The contents of this letter and this consent letter may be disclosed in any document relating to the proposed Offer including the Offer Documents, as may be required or considered appropriate in accordance with applicable laws and may be shared by the Company with Book Running Lead Managers and the legal advisors appointed by the Company and the Book Running Lead Managers, solely in relation to the Offer.. We hereby consent to the submission of this consent letter as may be necessary to the SEBI, the RoC, the relevant stock exchanges and any other regulatory authority and/or for the records to be maintained by the Book Running Lead Managers and in accordance with the applicable law. The consent letter can also be uploaded on the repository portal of the Stock Exchanges as required pursuant to the SEBI circular dated December 5, 2024 and the subsequent requirements by the Stock Exchanges.

We also consent to the inclusion of this letter as a part of "*Material Contracts and Documents for Inspection*" in connection with the Offer, which will be available to the public for inspection from the date of the filing of the RHP until the Bid/Offer Closing Date.

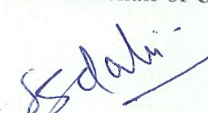
Please note that except as permitted herein, this letter (or any part thereof) is not to be shared, transmitted or quoted to anyone else for any purpose without our prior written consent.

This consent will remain valid unless withdrawn in writing by us.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Offer Documents, as the case may be.

Yours faithfully,

For and on behalf of Citibank NA


Authorized signatory

Name: Sanjay Dalvi

Designation: Senior Vice President

Date: 28.04.2025



Date: 26/03/2025

To,

The Board of Directors

Amagi Media Labs [Private] Limited
[Raj Alkaa Park,
Sy. No. 29/3 and 32/2, 4th Floor,
Kalena Agrahara Village, Begur Hobli,
Bengaluru - 560076, Karnataka, India

Dear Sir/Madam,

Sub: Proposed initial public offering ("IPO") of equity shares (the "Equity Shares") of Amagi Media Labs [Private] Limited (the "Company" and such offer, the "Offer")

We, HDFC Bank, consent to our name and the details mentioned herein being inserted as a Banker to the Company in the draft red herring prospectus ("DRHP"), the red herring prospectus ("RHP") and the prospectus ("Prospectus") (collectively, the "Offer Documents") which the Company intends to file, with the Securities and Exchange Board of India ("SEBI"), the Registrar of Companies, Karnataka at Bengaluru ("RoC") and the stock exchange(s) where the Equity Shares are proposed to be listed ("Stock Exchanges") and any publicity material, press release, presentation or any other documents in relation to the Offer.

The following details with respect to us may be disclosed in the Offer Documents and any other documents in relation to the Offer.

Name: **HDFC Bank Ltd**

Address: **HDFC Bank Limited, No 363, Krishna Arcade, Hulimavu, Bannerghatta Main Road, Bengaluru - 560076**

Telephone Number(s): **9886741933**

Contact Person: **Prashanth Thanthry D**

Website: **www.hdfcbank.com**

Email: **Prashanth.d@hdfcbank.com**

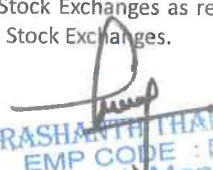
CIN: **L65920MH1994PLC080618**

We agree to keep information regarding the Offer strictly confidential.

We further confirm that the above information in relation to us is true, correct, and not misleading in any material respect and without omission of any matter that is likely to mislead.

We confirm that we will immediately communicate any changes, in writing, in the above information to the Company and the book running lead managers to the Offer ("**Book Running Lead Managers**") until the date when the Equity Shares commence trading on the Stock Exchanges. In the absence of any such communication from us, the Book Running Lead Managers and the legal advisors, each to the Company and the Book Running Lead Managers, can assume that there is no change to the above information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Offer.

This consent letter is for information and for inclusion (in part or full) in the Offer Documents or any other documents in relation to the Offer, and may be relied upon by the Company, the Book Running Lead Managers and the legal advisors appointed by the Company and the Book Running Lead Managers, in relation to the Offer. We hereby consent to the submission of this consent letter as may be necessary to the SEBI, the RoC, the relevant stock exchanges and any other regulatory authority and/or for the records to be maintained by the Book Running Lead Managers and in accordance with the applicable law. The consent letter can also be uploaded on the repository portal of the Stock Exchanges as required pursuant to the SEBI circular dated December 5, 2024 and the subsequent requirements by the Stock Exchanges.


PRASHANTH THANTHY. D
EMP CODE : P10540
Branch Manager
HDFC BANK LTD.,
HULIMAVU BR., B'lore(4117)

www.hdfcbank.com

We also consent to the inclusion of this letter as a part of "Material Contracts and Documents for Inspection" in connection with the Offer, which will be available to the public for inspection from the date of the filing of the RHP until the Bid/Offer Closing Date.

We hereby consent to this certificate being disclosed by the Book Running Lead Managers, if required (i) by reason of any law, regulation, or order of a court or by any governmental or competent regulatory authority, or (ii) in seeking to establish a defense in connection with, or to avoid, any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation.

This consent will remain valid unless withdrawn in writing by us.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Offer Documents, as the case may be.

Yours faithfully,

For HDFC Bank Ltd

Authorized signatory

Name: Prashanth Thanthry D

Designation: Branch Manager

Date: 26/03/2025

PRASHANTH THANTHRY. D
EMP CODE : P10540
Branch Manager
HDFC BANK LTD.,
HULIMAVU BR., B'lore(4117)

CC:

Book Running Lead Managers

Kotak Mahindra Capital Company Limited

1st Floor, 27 BKC, Plot No. C-27, 'G' Block,
Bandra Kurla Complex, Bandra (East),
Mumbai - 400 051,
Maharashtra, India

Avendus Capital Private Limited

901, Platina, 9th Floor
Plot No. C-59, Bandra Kurla Complex, Bandra (East),
Mumbai - 400 051,
Maharashtra, India

Citigroup Global Markets India Private Limited

1202, 12th Floor,
First International Financial Center,
G-Block, Bandra Kurla Complex, Bandra (East),
Mumbai - 400 051,
Maharashtra, India

Goldman Sachs (India) Securities Private Limited
951A, Rational House,
Appasaheb Marathe Marg, Prabhadevi,
Mumbai – 400 025,
Maharashtra, India

IIFL Capital Services Limited (Formerly known as IIFL Securities Limited)
24th Floor, One Lodha Place,
Senapati Bapat Marg, Lower Parel (West),
Mumbai – 400 013,
Maharashtra, India

Legal Counsel to the Company as to Indian Law

Cyril Amarchand Mangaldas
3rd Floor, Prestige Falcon Towers
19, Brunton Road,
Bengaluru - 560 025,
Karnataka, India

Legal Counsel to the Book Running Lead Managers as to Indian Law

Trilegal
7th Floor, Marksquare,
61, St. Marks Road,
Bangalore - 560 001,
Karnataka, India

International Legal Counsel to the Book Running Lead Managers

Sidley Austin LLP
Level 31, 6 Battery Road,
Singapore - 049 909

HDFC Bank Limited
No. 363, Hulimavu,
Bannerghatta Main Road,
Near Meenakshi Mall,
Bengaluru, Karnataka - 560 076.

CONSENT LETTER FROM THE PUBLIC OFFER BANK AND SPONSOR BANK

Date: 27th November 2025

To,

The Board of Directors

Amagi Media Labs Limited

Raj Alkaa Park,
Survey No. 29/3 and 32/2, 4th Floor,
Kalena Agrahara Village, Begur Hobli,
Bengaluru - 560 076,
Karnataka, India

Sub: Proposed initial public offering (“IPO”) of equity shares (the “Equity Shares”) of Amagi Media Labs Limited (the “Company” and such offer, the “Offer”)

We, Kotak Mahindra Bank Limited, do hereby consent to act as the Public Offer Bank and Sponsor Bank and to our name and details mentioned herein being inserted as Public Offer Bank and Sponsor Bank in the red herring prospectus (“RHP”) and the prospectus (“Prospectus”) (collectively, the “Offer Documents”) which the Company intends to file, with the Registrar of Companies, Karnataka at Bengaluru (“RoC”), the Securities and Exchange Board of India (“SEBI”) and the stock exchanges where the Equity Shares are proposed to be listed (“Stock Exchanges”) and in any publicity material, press release, presentation or any other documents in relation to the Offer.

The following details with respect to us may be disclosed in the Offer Documents and any other documents in relation to the Offer :

Name	:	Kotak Mahindra Bank Limited
Address	:	Intellion Square, 501, 5th Floor, A Wing, Infinity IT Park, Gen. A.K. Vaidya Marg, Malad – East, Mumbai 400097
Telephone Number	:	022- 69410754
Email	:	cmsipo@kotak.com
Website	:	www.kotak.com
Contact Person	:	Mr. Sumit Panchal
SEBI Registration Number	:	INBI00000927
CIN	:	L65110MH1985PLC038137

We enclose a copy of our registration certificate and declaration regarding our registration with the SEBI in the required format (**Annexure A**). We also certify that our registration is valid as on date and that we have not been prohibited by the SEBI, any other regulatory authority, court or tribunal from acting as an intermediary in capital market issues. We have also not been debarred from functioning by any regulatory authority.

We further confirm that the above information in relation to us is true, correct, and not misleading in any material respect and without omission of any matter that is likely to mislead.

We confirm that we will immediately communicate any changes in writing in the above information to the Company and the book running lead managers to the Offer (“**Book Running Lead Managers**”) until the date when the Equity Shares commence trading on the Stock Exchanges. In the absence of any such communication from us, the Book Running Lead Managers and the legal advisors, each to the Company and the Book Running Lead Managers, can assume that there is no change to the above information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Offer.

This consent letter is for information and for inclusion (in part or full) in the Offer Documents or any other documents in relation to the Offer, and may be relied upon by the Company, the Book Running Lead Managers and the legal advisors appointed by the Company and the Book Running Lead Managers, in relation to the Offer. We hereby consent to the submission of this consent letter as may be necessary to the SEBI, the RoC, the relevant stock exchanges and any other regulatory authority and/or for the records to be maintained by the Book Running Lead Managers and in accordance with the applicable law. The consent letter can also be uploaded on the repository portal of the Stock Exchanges as required pursuant to the SEBI circular dated December 5, 2024 and the subsequent requirements by the Stock Exchanges.

We also consent to the inclusion of this letter as a part of the “*Material Contracts and Documents for Inspection*” in connection with the Offer, which will be available to the public for inspection from the date of the filing of the RHP until the Bid/Offer Closing Date.

We hereby consent to this certificate being disclosed by the Book Running Lead Managers, if required (i) by reason of any law, regulation, or order of a court or by any governmental or competent regulatory authority, or (ii) in seeking to establish a defense in connection with, or to avoid, any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation. This consent will remain valid unless withdrawn in writing by us.

We agree to keep the information regarding the Offer strictly confidential.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Offer Documents, as the case may be.

Yours faithfully,

For and on behalf of Kotak Mahindra Bank Limited,



Authorized signatory

Name: Mr. Amit Kumar

Designation: Senior Vice President

CC:

Book Running Lead Managers

Kotak Mahindra Capital Company Limited

27 BKC, 1st Floor, Plot No. C-27,
G Block, Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051, Maharashtra, India

Citigroup Global Markets India Private Limited

1202, 12th Floor, First International
Financial Center, G-Block, Bandra
Kurla Complex,
Bandra East,
Mumbai – 400098, India

Goldman Sachs (India) Securities Private Limited

9th and 10th Floor, Acent-WorliSudam Kalu Ahire Marg,
Worli, Mumbai – 400 025
India

IIFL Capital Services Limited (Formerly known as IIFL Securities Limited)

24th Floor, One Lodha Place,
Senapati Bapat Marg, Lower Parel (W),
Mumbai – 400 013, India

Avendus Capital Private Limited

901, Platina, 9th Floor, Plot No. C-59,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400 051, India

Legal Counsel to the Company as to Indian Law

Cyril Amarchand Mangaldas

3rd Floor, Prestige Falcon Towers,
19, Brunton Road,
Bengaluru - 560 025,
Karnataka, India

Legal Counsel to the Book Running Lead Managers as to Indian Law**Trilegal**


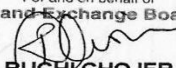
7th Floor, Marksquare,
61, St. Marks Road,
Bangalore - 560 001,
Karnataka, India

International Legal Counsel to the Book Running Lead Managers**Sidley Austin LLP**

Level 31, 6 Battery Road,
Singapore - 049 909

Annexure A

1. Registration Number:	INBI00000927
2. Date of registration / Renewal of registration:	22-05-2012
3. Date of expiry of registration:	Permanent
4. If applied for renewal, date of application:	NA
5. Any communication from SEBI prohibiting Kotak Mahindra Bank Limited from acting as Banker to the Issue or Sponsor Bank:	No
6. Any enquiry/investigation being conducted by SEBI:	No
7. Period up to which registration/ renewal fees has been paid:	Perpetual
8. Details of any penalty imposed	NA

निर्गमन बैंककार	प्रत्येक FORM-B	BANKERS TO AN ISSUE
भारतीय प्रतिभूति और विनियम बोर्ड SECURITIES AND EXCHANGE BOARD OF INDIA (निर्गमन बैंककार) विनियम, 1994 000388 (BANKERS TO AN ISSUE) REGULATIONS, 1994 (विनियम 7) (Regulation-7)		
रजिस्ट्रीकरण का प्रमाणपत्र CERTIFICATE OF REGISTRATION		
Regulation 7A		
PERMANENT REGISTRATION		
1) बोर्ड, भारतीय प्रतिभूति और विनियम बोर्ड अधिनियम, 1992 के अधीन बनाये गये नियमों और विनियमों के साथ पठित उसकी धारा 12 की उप धारा (1) द्वारा प्रदत्त शक्तियों का प्रयोग करते हुए, 1) In exercise of the powers conferred by sub-section (1) of section 12 of the Securities and Exchange Board of India Act, 1992, read with the rules and regulations made thereunder, the Board hereby grants a certificate of registration to		
KOTAK MAHINDRA BANK 36-38 A, NARIMAN BHAWAN 227, NARIMAN POINT MUMBAI 400 021		
का नियमों में, जनों के अधीन रहते हुए और विनियमों कल अनुसार निर्गमन बैंककार के रूप में रजिस्ट्रीकरण का प्रमाणपत्र इसके द्वारा प्रदान करता है। as a banker to an issue subject to the conditions in the rules and in accordance with the regulations.		
2) निर्गमन बैंककार के लिए रजिस्ट्रीकरण कोड है। 2) Registration Code for the Banker to an issue is		
INBI00000927		
3) जब तक नवीकृत न किया जाए, रजिस्ट्रीकरण का प्रमाणपत्र तक विधिवान्य है। 3) Unless renewed, the certificate of registration is valid from		
3) This Certificate of Registration shall be valid for permanent from 22/05/2012, unless suspended or cancelled by the Board.		
स्थान Place : MUMBAI तारीख Date : August 7, 2012		आदेश से भारतीय प्रतिभूति और विनियम बोर्ड के लिए और उसकी ओर से By order For and on behalf of Securities and Exchange Board of India  RUCHI CHOJER प्राधिकृत हस्ताक्षरकर्ता Authorised Signatory

Date: 25 November 2025

To,

**The Board of Directors
Amagi Media Labs Limited**

Raj Alkaa Park,
Survey No. No. 29/3 and 32/2, 4th Floor,
Kalena Agrahara Village, Begur Hobli,
Bengaluru - 560 076,
Karnataka, India

**Sub: Proposed initial public offering ("IPO") of equity shares (the "Equity Shares") of
Amagi Media Labs Limited (the "Company" and such offer, the "Offer")**

We, ICICI Bank Limited, do hereby consent to act as the Sponsor Bank and to our name and details mentioned herein being inserted as the Sponsor Bank in the red herring prospectus ("RHP") and the prospectus ("Prospectus") (collectively, the "Offer Documents") which the Company intends to file, with the Registrar of Companies, Karnataka at Bengaluru ("RoC"), the Securities and Exchange Board of India ("SEBI") and the stock exchange(s) where the Equity Shares are proposed to be listed ("Stock Exchanges") and in any publicity material, press release, presentation or any other documents in relation to the Offer.

The following details with respect to us may be disclosed in the Offer Documents and any other documents in relation to the Offer:

Name:	ICICI Bank Limited
Address:	Capital Market Division, 163, 5th Floor, H.T.Parekh Marg, Backbay Reclamation, Churchgate, Mumbai - 400020
Telephone number:	022- 68052182
E-mail:	lpocmg@icicibank.com
Website:	www.icicibank.com
Contact Person:	Mr. Varun Badai
SEBI Registration Number:	INBI000000004
CIN No:	L65190GJ1994PLC021012

We enclose a copy of our registration certificate and declaration regarding our registration with the SEBI in the required format (**Annexure A**). We also certify that our registration is valid as on date and that we have not been prohibited by the SEBI, any other regulatory authority, court or tribunal from acting as an intermediary in capital market issues. We have also not been debarred from functioning by any regulatory authority.

We further confirm that the above information in relation to us is true, correct, and not misleading in any material respect and without omission of any matter that is likely to mislead.

We confirm that we will immediately communicate any changes in writing in the above information to the Company and the book running lead managers to the Offer ("**Book Running Lead Managers**") until the date when the Equity Shares commence trading on

ICICI Bank Limited
CMD Branch, 163,
Ground Floor, Near ATM,
H T Parekh Marg, Churchgate,
Mumbai - 400 020,
Maharashtra, India.

Website www.icicibank.com
CIN :L65190GJ1994PLC021012

Regd. Office : ICICI Bank Tower, Near Chakli Circle,
Old Padra Road, Vadodara 390 007,
India.
Corp. Office : ICICI Bank Towers, Bandra-Kurla
Complex, Mumbai 400051, India.



the Stock Exchanges. In the absence of any such communication from us, the Book Running Lead Managers and the legal advisors, each to the Company and the Book Running Lead Managers, can assume that there is no change to the above information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Offer.

This consent letter is for information and for inclusion (in part or full) in the Offer Documents or any other documents in relation to the Offer, and may be relied upon by the Company, the Book Running Lead Managers and the legal advisors appointed by the Company and the Book Running Lead Managers, in relation to the Offer. We hereby consent to the submission of this consent letter as may be necessary to the SEBI, the RoC, the relevant stock exchanges and any other regulatory authority and/or for the records to be maintained by the Book Running Lead Managers and in accordance with the applicable law. The consent letter can also be uploaded on the repository portal of the Stock Exchanges as required pursuant to the SEBI circular dated December 5, 2024 and the subsequent requirements by the Stock Exchanges.

We also consent to the inclusion of this letter as a part of the "*Material Contracts and Documents for Inspection*" in connection with the Offer, which will be available to the public for inspection from date of the filing of the RHP until the Bid/Offer Closing Date.

We hereby consent to this certificate being disclosed by the Book Running Lead Managers, if required (i) by reason of any law, regulation, or order of a court or by any governmental or competent regulatory authority, or (ii) in seeking to establish a defense in connection with, or to avoid, any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation.

This consent will remain valid unless withdrawn in writing by us.

We agree to keep the information regarding the Offer strictly confidential.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Offer Documents, as the case may be.

Yours faithfully,

For and on behalf of ICICI Bank Limited



CC:

Book Running Lead Managers

Kotak Mahindra Capital Company Limited
27 BKC, 1st Floor, Plot No. C-27,
G Block, Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051, Maharashtra, India

Citigroup Global Markets India Private Limited
1202, 12th Floor, First International
Financial Center, G-Block, Bandra

ICICI Bank Limited
CMD Branch, 163,
Ground Floor, Near ATM,
H T Parekh Marg, Churchgate,
Mumbai - 400 020,
Maharashtra, India.

Website www.icicibank.com
CIN : L65190GJ1994PLC021012

Regd. Office : ICICI Bank Tower, Near Chakli Circle,
Old Padra Road, Vadodara 390 007,
India.
Corp. Office : ICICI Bank Towers, Bandra-Kurla
Complex, Mumbai 400051, India.



Kurla Complex,
Bandra East,
Mumbai – 400098, India

Goldman Sachs (India) Securities Private Limited
9th and 10th Floor, Acent-WorliSudam Kalu Ahire Marg,
Worli, Mumbai – 400 025
India

IIFL Capital Services Limited (Formerly known as IIFL Securities Limited)
24th Floor, One Lodha Place,
Senapati Bapat Marg, Lower Parel (W),
Mumbai – 400 013, India

Avendus Capital Private Limited
901, Platina, 9th Floor, Plot No. C-59,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400 051, India

Legal Counsel to the Company as to Indian Law

Cyril Amarchand Mangaldas
3rd Floor, Prestige Falcon Towers,
19, Brunton Road,
Bengaluru – 560 025,
Karnataka, India

Legal Counsel to the Book Running Lead Managers as to Indian Law

Trilegal
7th Floor, Marksquare,
61, St. Marks Road,
Bangalore – 560 001,
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International Legal Counsel to the Book Running Lead Managers

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Level 31, 6 Battery Road,
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Regd. Office : ICICI Bank Tower, Near Chakli Circle,
Old Padra Road, Vadodara 390 007,
India.
Corp. Office : ICICI Bank Towers, Bandra-Kurla
Complex, Mumbai 400051, India.

Date: 25 November 2025

We hereby confirm that as on date the following details in relation to our registration with the Securities and Exchange Board of India as a Sponsor Bank is true and correct:

1. Registration Number:	INBI000000004
2. Date of registration / Renewal of registration:	1/11/2015
3. Date of expiry of registration:	Permanent Registration
4. If applied for renewal, date of application:	NA
5. Any communication from SEBI prohibiting ICICI Bank from acting as Sponsor Bank	NO
6. Any enquiry/investigation being conducted by SEBI:	NO
7. Details of any penalty imposed	NA
8. Period upto which registration/renewal fees have been paid	Permanent Registration



ICICI Bank Limited
 CMD Branch, 163,
 Ground Floor, Near ATM,
 H T Parekh Marg, Churchgate,
 Mumbai - 400 020,
 Maharashtra, India.

Website www.icicibank.com
 CIN :L65190GJ1994PLC021012

Regd. Office : ICICI Bank Tower, Near Chakli Circle,
 Old Padra Road, Vadodara 390 007,
 India.
 Corp. Office : ICICI Bank Towers, Bandra-Kurla
 Complex, Mumbai 400051, India.

Date: 25 November 2025

To,

**The Board of Directors
Amagi Media Labs Limited**

Raj Alkaa Park,
Survey No.. No. 29/3 and 32/2, 4th Floor,
Kalena Agrahara Village, Begur Hobli,
Bengaluru - 560 076,
Karnataka, India

**Sub: Proposed initial public offering ("IPO") of equity shares (the "Equity Shares") of
Amagi Media Labs Limited (the "Company" and such offer, the "Offer")**

We, ICICI Bank Limited, do hereby consent to act as the Escrow Collection Banks, Refund Banks, and to our name and details mentioned herein being inserted as Escrow Collection Banks, Refund Banks, in the red herring prospectus ("RHP") and the prospectus ("Prospectus") (collectively, the "Offer Documents") which the Company intends to file, with the Registrar of Companies, Karnataka at Bengaluru ("RoC"), the Securities and Exchange Board of India ("SEBI") and the stock exchanges where the Equity Shares are proposed to be listed ("Stock Exchanges") and in any publicity material, press release, presentation or any other documents in relation to the Offer.

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Address:	Capital Market Division, 163, 5 th Floor, H.T. Parekh Marg, Backbay Reclamation, Churchgate, Mumbai - 400020
Telephone number:	022- 68052182
E-mail:	lpocmg@icicibank.com
Website:	www.icicibank.com
Contact Person:	Mr. Varun Badai
SEBI Registration Number:	INBI000000004
CIN No:	L65190GJ1994PLC021012

We enclose a copy of our registration certificate and declaration regarding our registration with the SEBI in the required format (**Annexure A**). We also certify that our registration is valid as on date and that we have not been prohibited by the SEBI, any other regulatory authority, court or tribunal from acting as an intermediary in capital market issues. We have also not been debarred from functioning by any regulatory authority.

We further confirm that the above information in relation to us is true, correct, and not misleading in any material respect and without omission of any matter that is likely to mislead.

We confirm that we will immediately communicate any changes in writing in the above information to the Company and the book running lead managers to the Offer ("**Book Running Lead Managers**") until the date when the Equity Shares commence trading on

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Website www.icicibank.com
CIN :L65190GJ1994PLC021012

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Old Padra Road, Vadodara 390 007,
India.
Corp. Office : ICICI Bank Towers, Bandra-Kurla
Complex, Mumbai 400051, India.



the Stock Exchanges. In the absence of any such communication from us, the Book Running Lead Managers and the legal advisors, each to the Company and the Book Running Lead Managers, can assume that there is no change to the above information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Offer.

This consent letter is for information and for inclusion (in part or full) in the Offer Documents or any other documents in relation to the Offer, and may be relied upon by the Company, the Book Running Lead Managers and the legal advisors appointed by the Company and the Book Running Lead Managers, in relation to the Offer. We hereby consent to the submission of this consent letter as may be necessary to the SEBI, the RoC, the relevant stock exchanges and any other regulatory authority and/or for the records to be maintained by the Book Running Lead Managers and in accordance with the applicable law. The consent letter can also be uploaded on the repository portal of the Stock Exchanges as required pursuant to the SEBI circular dated December 5, 2024 and the subsequent requirements by the Stock Exchanges.

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We agree to keep the information regarding the Offer strictly confidential.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Offer Documents, as the case may be.

Yours faithfully,

For and on behalf of ICICI Bank Limited



Authorized signatory

Name: Sujit Lingam

Designation: Chief Manager

CC:

Book Running Lead Managers

Kotak Mahindra Capital Company Limited

27 BKC, 1st Floor, Plot No. C-27,

G Block, Bandra Kurla Complex,

Bandra (East), Mumbai - 400 051, Maharashtra, India

ICICI Bank Limited

CMD Branch, 163,
Ground Floor, Near ATM,
H T Parekh Marg, Churchgate,
Mumbai - 400 020,
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Website www.icicibank.com
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Regd. Office : ICICI Bank Tower, Near Chakli Circle,
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Financial Center, G-Block, Bandra
Kurla Complex,
Bandra East,
Mumbai – 400098, India

Goldman Sachs (India) Securities Private Limited

9th and 10th Floor, Acent-WorliSudam Kalu Ahire Marg,
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IIFL Capital Services Limited (Formerly known as IIFL Securities Limited)

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Mumbai – 400 013, India

Avendus Capital Private Limited

901, Platina, 9th Floor, Plot No. C-59,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400 051, India

Legal Counsel to the Company as to Indian Law

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Old Padra Road, Vadodara 390 007,
India.

Corp. Office : ICICI Bank Towers, Bandra-Kurla
Complex, Mumbai 400051, India.

Annexure A**Date:** 25 November 2025

We hereby confirm that as on date the following details in relation to our registration with the Securities and Exchange Board of India as a Escrow Collection Bank and Refund Bank is true and correct:

1. Registration Number:	INBI000000004
2. Date of registration / Renewal of registration:	1/11/2015
3. Date of expiry of registration:	Permanent Registration
4. If applied for renewal, date of application:	NA
5. Any communication from SEBI prohibiting ICICI Bank from acting as Escrow Collection Bank and Refund Bank	NO
6. Any enquiry/investigation being conducted by SEBI:	NO
7. Details of any penalty imposed	NA
8. Period upto which registration/renewal fees have been paid	Permanent Registration

