

**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,  
4<sup>th</sup> 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**

**Amagi Media Labs Limited**

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

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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.

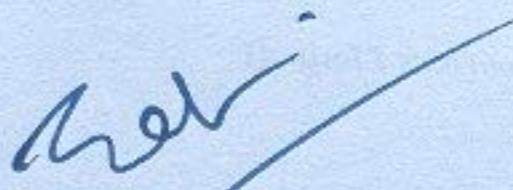
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Sincerely,



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

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Date: July 25, 2025

To

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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.

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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,  
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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

**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  
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Maharashtra, India

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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.

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**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**

**Trilegal**  
6th 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

# **Shekhar Kirani Hanumanthasetty**

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

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## **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  
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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,

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Karnataka, India

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

**Trilegal**

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**International Legal Counsel to the Book Running Lead Managers**

**Sidley Austin LLP**

Level 31, 6 Battery Road

Singapore 049909

**ARUNACHALAM SRINIVASAN KARAPATTU**

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

**CONSENT LETTER FROM NON-INDEPENDENT DIRECTOR**

Date: July 25, 2025

To

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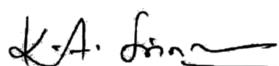
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Sincerely,



**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,  
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

**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, 4<sup>th</sup> 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***

<b>Kotak Mahindra Capital Company Limited</b> 1 <sup>st</sup> Floor, 27 BKC, Plot No. C-27, 'G' Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051, Maharashtra, India	<b>Avendus Capital Private Limited</b> 901, Platina, 9 <sup>th</sup> Floor Plot No. C-59, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051, Maharashtra, India	<b>Citigroup Global Markets India Private Limited</b> 1202, 12 <sup>th</sup> Floor, First International Financial Center, G-Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051, Maharashtra, India
<b>Goldman Sachs (India) Securities Private Limited</b> 9th and 10th Floor, Ascent-Worli Sudam Kalu Ahire Marg Worli, Mumbai - 400 025 India	<b>IIFL Capital Services Limited</b> (Formerly known as <i>IIFL Securities Limited</i> ) 24 <sup>th</sup> 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**  
3<sup>rd</sup> 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**  
7<sup>th</sup> 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

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**

3<sup>rd</sup> 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](http://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, 4<sup>th</sup> 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<sup>▲</sup>**

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: [investorgrievance@avendus.com](mailto:investorgrievance@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, 9<sup>th</sup> 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](mailto:avendus.secretarial@avendus.com)

CIN: U99999MH1999PTC123358

[www.avendus.com](http://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 Avendus 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**

1<sup>st</sup> 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, 9<sup>th</sup> 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](mailto:avendus.secretarial@avendus.com)

CIN: U99999MH1999PTC123358

[www.avendus.com](http://www.avendus.com)

**Citigroup Global Markets India Private Limited**

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

**Goldman Sachs (India) Securities Private Limited**

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

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

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

**Avendus Capital Private Limited**

901, Platina, 9<sup>th</sup> 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**  
 3<sup>rd</sup> 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**  
 7<sup>th</sup> 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, 9<sup>th</sup> 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](mailto:avendus.secretarial@avendus.com)

CIN: U99999MH1999PTC123358

[www.avendus.com](http://www.avendus.com)

1402, 14<sup>th</sup> 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, 4<sup>th</sup> Floor,  
Kaleena 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.cgmib@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:

<b>Sr. No.</b>	<b>Name of the entity</b>	<b>Number of Equity Shares</b>	<b>Percentage of Equity Shares</b>
1.	NIL	NIL	NIL
2.	NIL	NIL	NIL

1402, 14<sup>th</sup> 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".

**Authorized signatory**

**Name:** Mitul Shah  
**Date:** 25 July 2025  
**Designation:** Director

CC:

***Book Running Lead Managers***

1402, 14<sup>th</sup> 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**

1<sup>st</sup> 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**

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

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

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

**Avendus Capital Private Limited**

901, Platina, 9<sup>th</sup> 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**  
3<sup>rd</sup> 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**  
7<sup>th</sup> 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, 14<sup>th</sup> 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. <b>Registration Number:</b>	INM000010718
2. <b>Date of registration / Renewal of registration:</b>	February 05, 2013
3. <b>Date of expiry of registration:</b>	NIL
4. <b>If applied for renewal, date of application:</b>	NIL
5. <b>Period up to which registration/ renewal fees has been paid:</b>	NIL
6. <b>Any communication from SEBI prohibiting ] from acting as Book Running Lead Manager in the Offer:</b>	NIL
7. <b>Any enquiry/ investigation being conducted by SEBI:</b>	NIL
8. <b>Details of any penalty imposed:</b>	NIL

1402, 14<sup>th</sup> 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

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, 4<sup>th</sup> 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](mailto:amagiipo@gs.com)  
Website: [www.goldmansachs.com](https://www.goldmansachs.com)  
Contact Person: Suchismita Ghosh  
Investor Grievance e-mail: [india-client-support@gs.com](mailto: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**

*Abinand - N. Rajan*  
Authorized signatory  
Name: Abinand Natarajan  
Date: 25-Jul-2025  
Designation: Executive Director



CC:

*Book Running Lead Managers*

**Kotak Mahindra Capital Company Limited**  
1<sup>st</sup> 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, 12<sup>th</sup> Floor,  
First International Financial Center,  
G-Block, Bandra Kurla Complex, Bandra (East),  
Mumbai – 400 051,  
Maharashtra, India

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

**Avendus Capital Private Limited**  
901, Platina, 9<sup>th</sup> 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**  
3<sup>rd</sup> 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**  
7<sup>th</sup> 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**

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

24<sup>th</sup> 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](http://www.iiflcap.com); [www.indiainfoonline.com](http://www.indiainfoonline.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)



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

24<sup>th</sup> 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](http://www.iiflcap.com); [www.indiainfoline.com](http://www.indiainfoline.com)



## ANNEXURE A

मर्चेंट बैंककार	प्राप्ति वर्ग FORM B	MERCHANT BANKER
<b>भारतीय प्रतिभूति और विनियम बोर्ड</b> <b>SECURITIES AND EXCHANGE BOARD OF INDIA</b>		
<b>(मर्चेंट बैंककार) विनियम, 1992</b> <b>(MERCHANT BANKERS) REGULATIONS, 1992</b>		
<b>(विनियम 8)</b> <b>(regulation 8)</b>		
<b>रजिस्ट्रीकरण का प्रमाणपत्र</b> <b>CERTIFICATE OF REGISTRATION</b>		
<b>I. चोर्ड, उसके द्वारा बनाए गए नियमों और विनियमों के साथ पठित भारतीय प्रतिभूति और विनियम बोर्ड अधिनियम, 1992 की ओर 12 की उपचारा (1) द्वारा प्रदत्त शक्तियों का प्रयोग करते हुए इसके द्वारा प्रवर्ग I / II / III / IV में मर्चेंट बैंककार के रूप में</b>		
<b>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</b>		
<b>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</b>		
<b>को नियमों में शक्तों के अधीन रहते हुए और विनियमों के अनुसार नियमित छियाकलाप 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:-</b>		
<b>*1. किसी निर्मान का प्रबंध नियमों के अन्तर्गत प्रालेक्ष्य तैयार करना, निर्मान से संबंधित जानकारी एकत्र करना, वित्तीय प्रक्रिया 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.</b>		
<b>*2. विनियात सलाहकार। Investment Adviser</b>		
<b>*3. निर्मानों का नियमांकन। Underwriting of Issues.</b>		
<b>*4. संविधान प्रबंध सेवाएं। Portfolio Management Services.</b>		
<b>*5. किसी निर्मान के प्रबंधक, परामर्शी या सलाहकार जिनके अन्तर्गत नियमित सलाहकार सेवाएं हैं। Manager, Consultant or Adviser to any issue including corporate advisory services.</b>		
<b>*6. परामर्शी या सलाहकार। Consultant or Adviser.</b> <b>(जो लागू न हो उसे काट दें) (*Delete whichever are not applicable)</b>		
<b>II. मर्चेंट बैंककार के लिए रजिस्ट्रीकरण कोड</b> <b>Registration Code for the merchant Banker is</b>		
<b>INM000010940</b>		
<b>III. यह प्रमाणपत्र</b> <b>This Certificate shall be valid from 15/02/2015 unless it is suspended or cancelled by the Board</b> <b>तक विविधान होगा और जैसे भारतीय प्रतिभूति और विनियम बोर्ड (मर्चेंट बैंककार) विनियम, 1992 में विनियोग है नीतीकृत किया जा सके।</b> <b>and may be renewed as specified in regulation 9 of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992.</b>		
<b>आदेश से</b> <b>By order</b>		
<b>Sandeep Kriplani</b> <b>भारतीय प्रतिभूति और विनियम बोर्ड</b> <b>के लिए और उसकी ओर से</b> <b>For and on behalf of</b> <b>Securities and Exchange Board of India</b>		
<b>स्थान Place : Mumbai</b> <b>तिरीका Date : January 20, 2025</b>		

### IIFL Capital Services Limited (formerly known IIFL Securities Limited)

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

24<sup>th</sup> 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](http://www.iiflcap.com); [www.indiainfoonline.com](http://www.indiainfoonline.com)



## Investment Banking

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	<a href="https://investmentbank.kotak.com">https://investmentbank.kotak.com</a>
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 "A. J. Mathew".

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*)

 **MUFG** MUFG Intime

Logo:

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](mailto:amagimedia.ipo@in.mpms.mufg.com)

Contact Person: Shanti Gopalkrishnan

Investor Grievance E-mail: [amagimedia.ipo@in.mpms.mufg.com](mailto: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](http://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**

1<sup>st</sup> 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, 12<sup>th</sup> 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)**  
24<sup>th</sup> Floor, One Lodha Place,  
Senapati Bapat Marg, Lower Parel (West),  
Mumbai – 400 013,  
Maharashtra, India

**Avendus Capital Private Limited**  
901, Platina, 9<sup>th</sup> 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:</p> <p>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 अधिकारी

भारतीय प्रतिभूति और विनियम बोर्ड

SECURITIES AND EXCHANGE BOARD OF INDIA

[निर्गम-रजिस्ट्रार और शेयर अंतरण अधिकारी] विनियम, 1993

(Registrars to an issue and Share transfer agents) Regulations, 1993

(रजिस्ट्रार और शेयर अंतरण अधिकारी) विनियम, 1993

00 1450

रजिस्ट्रीकरण का प्रमाणपत्र  
CERTIFICATE OF REGISTRATION

I. बोर्ड, भारतीय प्रतिभूति और विनियम अधिनियम, 1992 के अधीन बनाए गए नियमों और विनियमों के साथ चिह्नित उस अधिनियम की बारा 12 की उपराग (1) द्वारा भवित भवितव्यों का प्रयोग करते हुए प्रवर्ण-1 में निर्गम-रजिस्ट्रार और शेयर अंतरण अधिकारी/प्रबन्धना में निर्गम-रजिस्ट्रार/शेयर\* अंतरण अधिकारी 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

की नियमों की शर्तों के अधीन रहते हुए और विनियमों के अनुसार विकासाय काले के लिए, जैसे उसमें विवरित है, इसके द्वारा रजिस्ट्रीकरण का प्रमाणपत्र देता है।

as registrars to an issue and share transfer agent in Category I/registrars 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 अधिकारी 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  
तक विविधाय है।

III. Unless renewed, the certificate of registration is valid from

स्थान Place: Mumbai  
संदर्भ Date: January 29, 2025  
\*को लागू न हो उसे काट दि। \*Delete whichever is not applicable

आवेदन 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  
Narendra Rawat  
प्राप्तिकृत इसायाकारी Authorised Signatory



Date: November 27, 2025

To,

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

Raj Alkaa Park,  
Survey . No. 29/3 and 32/2, 4<sup>th</sup> Floor,  
Kalen Agraahara 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.



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



Kotak Securities

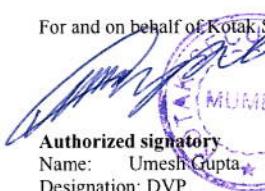
This consent will remain valid unless withdrawn in writing by us.

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

**Citigroup Global Markets India Private Limited**

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

**Goldman Sachs (India) Securities Private Limited**

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

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

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

**Avendus Capital Private Limited**

901, Platina, 9<sup>th</sup> 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**

3<sup>rd</sup> 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**

7<sup>th</sup> 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

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**Kotak Securities Limited**

CIN: U99999MH1994PLC134051

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

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

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



## 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, 4<sup>th</sup> 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.

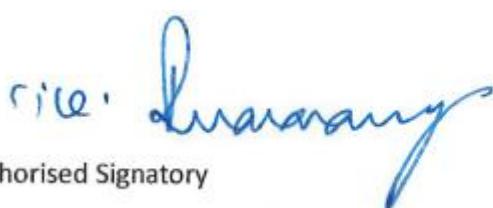
This consent will remain valid unless withdrawn in writing by us.

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

**Citigroup Global Markets India Private Limited**  
1202, 12<sup>th</sup> Floor, First International  
Financial Center, G-Block, Bandra  
Kurla Complex,  
Bandra East,  
Mumbai – 400098, India

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



India

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

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

**Avendus Capital Private Limited**

901, Platina, 9<sup>th</sup> 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**

3<sup>rd</sup> 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**

7<sup>th</sup> 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

**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, 4<sup>th</sup> 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](http://www.citi.com)

Email: [saurabh.singhal@citi.com](mailto:saurabh.singhal@citi.com) / [sanjay1.dalvi@citi.com](mailto: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.



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



**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, 4<sup>th</sup> 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**

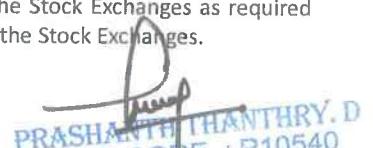
CIN: **L65920MH1994PLC080618**

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

[www.hdfcbank.com](http://www.hdfcbank.com)

Regd. Office: HDFC Bank Ltd., HDFC Bank House, Senapati Bapat Marg, Lower Parel (West), Mumbai - 400 013  
Corporate Identity No.: L65920MH1994PLC080618

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

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 THANTRY, D  
EMP CODE : P10540  
Branch Manager  
HDFC BANK LTD.,  
HULIMAVU BR., Bangalore(4117)

CC:

***Book Running Lead Managers***

**Kotak Mahindra Capital Company Limited**  
1<sup>st</sup> 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, 9<sup>th</sup> Floor  
Plot No. C-59, Bandra Kurla Complex, Bandra (East),  
Mumbai – 400 051,  
Maharashtra, India

**Citigroup Global Markets India Private Limited**  
1202, 12<sup>th</sup> 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)**  
24<sup>th</sup> 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**  
3<sup>rd</sup> 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**  
7<sup>th</sup> 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: 27<sup>th</sup> November 2025

To,

**The Board of Directors**  
**Amagi Media Labs Limited**  
Raj Alkaa Park,  
Survey No. 29/3 and 32/2, 4<sup>th</sup> Floor,  
Kalen Agraahara 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 :

<b>Name</b>	:	Kotak Mahindra Bank Limited
<b>Address</b>	:	Intellion Square, 501, 5th Floor, A Wing, Infinity IT Park, Gen. A.K. Vaidya Marg, Malad – East, Mumbai 400097
<b>Telephone Number</b>	:	022- 69410754
<b>Email</b>	:	cmsipo@kotak.com
<b>Website</b>	:	<a href="http://www.kotak.com">www.kotak.com</a>
<b>Contact Person</b>	:	Mr. Sumit Panchal
<b>SEBI Registration Number</b>	:	INBI00000927
<b>CIN</b>	:	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, 1<sup>st</sup> Floor, Plot No. C-27,  
G Block, Bandra Kurla Complex,  
Bandra (East), Mumbai - 400 051, Maharashtra, India

**Citigroup Global Markets India Private Limited**

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

**Goldman Sachs (India) Securities Private Limited**

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

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

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

**Avendus Capital Private Limited**

901, Platina, 9<sup>th</sup> 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**  
3<sup>rd</sup> 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**  
7<sup>th</sup> 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**

 प्राप्त वा  
 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)

Regulation 7A

**रजिस्ट्रीकरण का प्रमाणपत्र**  
**CERTIFICATE OF REGISTRATION** PERMANENT REGISTRATION

१) बोर्ड, भारतीय प्रतिभूति और विनियम बोर्ड अधिनियम, 1992 के अधीन बनाये गये नियमों और विनियमों के साथ पठित उसकी द्वारा 12 की उप धारा (1) द्वारा प्रदत्त शर्किनयों का प्रयोग करते हुए।

१) 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, शर्तों के अधीन रहते हुए और विनियमों के 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.

 २) निर्गमन बैंककार के लिए रजिस्ट्रीकरण कोड  
 २) Registration Code for the Banker to an issue is

**INBI00000927**

 ३) जब तक नवीकृत न किया जाए, रजिस्ट्रीकरण का प्रमाणपत्र  
 ३) Unless renewed, the certificate of registration is valid from  
 ३) 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**


प्राधिकृत हस्ताक्षराता Authorised Signatory

Mumbai - Bombay

To,

**The Board of Directors**  
**Amagi Media Labs Limited**  
Raj Alkaa Park,  
Survey No. No. 29/3 and 32/2, 4<sup>th</sup> 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:	Ipocmg@icicibank.com
Website:	<a href="http://www.icicibank.com">www.icicibank.com</a>
Contact Person:	Mr. Varun Badai
SEBI Registration Number:	INBI00000004
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](http://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, 1<sup>st</sup> Floor, Plot No. C-27,  
G Block, Bandra Kurla Complex,  
Bandra (East), Mumbai - 400 051, Maharashtra, India

**Citigroup Global Markets India Private Limited**  
1202, 12<sup>th</sup> 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](http://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**  
9<sup>th</sup> and 10<sup>th</sup> Floor, Acent-WorliSudam Kalu Ahire Marg,  
Worli, Mumbai – 400 025  
India

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

**Avendus Capital Private Limited**  
901, Platina, 9<sup>th</sup> 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**  
3<sup>rd</sup> 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**  
7<sup>th</sup> 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

#### **ICICI Bank Limited**

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

Website [www.icicibank.com](http://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

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:	INBI00000004
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](http://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.

To,

**The Board of Directors**  
**Amagi Media Labs Limited**  
Raj Alkaa Park,  
Survey No.. No. 29/3 and 32/2, 4<sup>th</sup> 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.

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:	<a href="http://www.icicibank.com">www.icicibank.com</a>
Contact Person:	Mr. Varun Badai
SEBI Registration Number:	INBI00000004
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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Ground Floor, Near ATM,  
H T Parekh Marg, Churchgate,  
Mumbai - 400 020,  
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Website [www.icicibank.com](http://www.icicibank.com)  
CIN :L65190GJ1994PLC021012

Regd. Office : ICICI Bank Tower, Near Chakli Circle,  
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Corp. Office : ICICI Bank Towers, Bandra-Kurla  
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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.

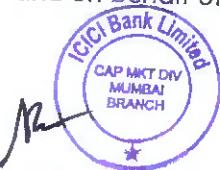
We hereby consent to this certificate being disclosed by the Book Running Lead Managers, if required (i) by reason of any law, regulation, or order of a court or by any governmental or competent regulatory authority, or (ii) in seeking to establish a defense in connection with, or to avoid, any actual,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



Authorized signatory

Name: Sujit Lingam

Designation: Chief Manager

CC:

*Book Running Lead Managers*

**Kotak Mahindra Capital Company Limited**

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

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**Citigroup Global Markets India Private Limited**  
1202, 12<sup>th</sup> Floor, First International  
Financial Center, G-Block, Bandra  
Kurla Complex,  
Bandra East,  
Mumbai – 400098, India

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

**IIFL Capital Services Limited (Formerly known as IIFL Securities Limited)**  
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Senapati Bapat Marg, Lower Parel (W),  
Mumbai – 400 013, India

**Avendus Capital Private Limited**  
901, Platina, 9<sup>th</sup> 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**  
3<sup>rd</sup> Floor, Prestige Falcon Towers,  
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Bengaluru - 560 025,  
Karnataka, India

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

**Trilegal**  
7<sup>th</sup> 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

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Ground Floor, Near ATM,  
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Website [www.icicibank.com](http://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.

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:	INBI00000004
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

