

प्रबंधक /Manager,

पर्यवेक्षण, प्रवर्तन एवं शिकायतों संबंधी प्रभाग - 2/ Division of Supervision, Enforcement and Complaint - 2,

नियम वित्त विभाग /Corporation Finance Department,

ई-मेल /Email :- adeshs@sebi.gov.in

दूरभाष सं. /Tel. No :- 022-2644 9985

SEBI/HO/CFD/SEC-2/OW/P/2025/29015/1

November 18, 2025

Kotak Mahindra Capital Company Limited

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

Kind Attention: Mr. Abhijit Vaidya

Sir,

विषय / Sub: Proposed IPO of Amagi Media Labs Limited (the Company/Issuer)

उपरोक्त से संबंधित प्रारूप प्रस्ताव दस्तावेज (ड्राफ्ट ऑफर डॉक्यूमेंट), भारतीय प्रतिभूति और विनियम बोर्ड (सेबी) द्वारा मांगे गए स्पष्टीकरणों और उसके संबंध में दिए गए उत्तरों के संदर्भ में, यह सूचित किया जाता है कि इनकी जाँच करने पर यह पाया गया है कि इनमें कमियाँ हैं / भारतीय प्रतिभूति और विनियम बोर्ड [पूँजी का निर्गमन (इश्यू) और प्रकटीकरण अपेक्षाएँ] विनियम, 2018 [सेबी (इश्यू ऑफ कैपिटल एंड डिस्क्लोज़र रिकायरमेंट्स) रेग्यूलेशन्स, 2018] के प्रावधानों और दिए गए अनुदेशों का पालन नहीं किया गया है, और आपके लिए यह जरूरी है कि आप स्टॉक एक्सचेंज और / या कंपनी रजिस्ट्रार के पास प्रस्ताव दस्तावेज दाखिल करने से पहले उन कमियों को दूर करें और संबंधित प्रावधानों तथा दिए गए अनुदेशों का पालन करें। उपरोक्त के संबंध में की गई टिप्पणियों का और जिन शर्तों आदि का पालन किया जाना है, उनका जिक्र संलग्नक 'I' और संलग्नक 'II' में किया गया है। कृपया यह भी नोट करें कि संलग्नक में जो कमियाँ बताई गई हैं / कुछ और प्रकटीकरण (डिस्क्लोज़र) करने की बात कही गई है, यह सब आपको केवल उदाहरण के तौर पर ही बताया गया है। यह सुनिश्चित करने की जिम्मेदारी आपकी है कि सभी और सही प्रकटीकरण किए जाएं।

With reference to the draft offer document in respect of captioned issue, clarifications sought by SEBI and the replies submitted therein, it is stated that on scrutiny of the same, deficiencies / instances of non-compliance of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (hereinafter referred to as SEBI (ICDR) Regulations, 2018) and instructions have been observed, which are required to be rectified / complied with by you before filing the offer document with the Stock Exchange and/ or ROC. Observations on the captioned issue and other conditions to be complied with are indicated in Annexure 'I' and 'II'. It may be noted that the deficiencies / requirement of additional disclosures listed in the Annexure are merely illustrative and not exhaustive. It is your responsibility to ensure full and true disclosures.

- बुक रनिंग लीड मैनेजर होने के नाते, आप यह सुनिश्चित करेंगे कि स्टॉक एक्सचेंज / कंपनी रजिस्ट्रार के पास प्रस्ताव दस्तावेज दाखिल करने से पहले संलग्नक में दी हुई टिप्पणियों / शर्तों आदि के अनुसार प्रस्ताव दस्तावेज में बदलाव कर लिए जाएं। कंपनी रजिस्ट्रार / स्टॉक एक्सचेंज के पास अंतिम प्रस्ताव दस्तावेज दाखिल करने से पहले आपको हमें एक पत्र भेजकर इस बात की पुष्टि करनी होगी कि अपेक्षानुसार बदलाव कर लिए गए हैं और साथ ही यह भी बताना होगा कि प्रत्येक टिप्पणी / शर्त आदि के अनुसार बदलाव कैसे किए गए हैं। इसके अलावा और कोई भी बदलाव सेबी से लिखित सहमति लिए बिना नहीं किए जाएंगे।

As Book Running Lead Manager (BRLM/LM), you shall ensure that all changes are effected based on the observations/ conditions contained in the Annexure before you file the offer document with the stock Exchange/ ROC. A letter confirming these changes and explaining, in seriatim, the manner in which each observation / condition has been dealt with along with your comments should be submitted to us, before filing the final offer document with ROC / Stock Exchange. **NO FURTHER CHANGES SHOULD BE EFFECTED WITHOUT SPECIFIC WRITTEN CONSENT OF SEBI.**

- यह स्पष्ट किया जाता है कि भारतीय प्रतिभूति और विनियम बोर्ड (सेबी) के पास प्रस्ताव दस्तावेज (ऑफर डॉक्यूमेंट) दाखिल करने का अर्थ किसी भी तरह से यह न लगाया जाए कि सेबी द्वारा इसे मंजूरी प्रदान कर दी गई है। सेबी न तो इस बात की कोई जिम्मेदारी लेता है कि जिस स्कीम या परियोजना (प्रोजेक्ट) के लिए निर्गम (इश्यू) लाए जाने का प्रस्ताव है उसकी वित्तीय स्थिति अच्छी है और न ही इस बात की जिम्मेदारी लेता है कि प्रस्ताव दस्तावेज में दी गई जानकारी या व्यक्त की गई राय सही है। अग्रणी प्रबंधकों (लीड मैनेजर्स) ने यह प्रमाणित किया है कि प्रस्ताव दस्तावेज में जो प्रकटीकरण (डिस्क्लोज़र) किए गए हैं वे मोटे तौर पर पर्याप्त हैं और जो प्रकटीकरणों (डिस्क्लोज़र) तथा निवेशक संरक्षण के संबंध में उस समय लागू सेबी के विनियमों के प्रावधानों के अनुसार किए गए हैं। अग्रणी प्रबंधक यह भी सुनिश्चित करेंगे कि ऐसा भारतीय प्रतिभूति और विनियम बोर्ड [पंजी का निर्गमन (इश्यू) और प्रकटीकरण अपेक्षाएँ] विनियम, 2018 [सेबी (इश्यू ऑफ कैपिटल एंड डिस्क्लोज़र रिकायरमेंट्स) रेग्यूलेशन्स, 2018] के अनुसार भी किया जाए। ऐसा करना इसलिए जरूरी है, ताकि निवेशक प्रस्तावित निर्गम (इश्यू) में निवेश करने के संबंध में सोच-समझकर निर्णय ले सकें।

It is to be distinctly understood that submission of offer document to SEBI should not in any way be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of any scheme or the project for which the issue is proposed to be made or for the correctness of the statements made or opinions expressed in the offer document. The LMs have certified that the disclosures made in the offer document are generally adequate and are in conformity with SEBI regulations for disclosures and investor protection in force for the time being. The LMs are advised to ensure the same with respect to SEBI (ICDR) Regulations, 2018. This requirement is to facilitate investors to take an informed decision for making investment in the proposed issue.

3. यह भी पूरी तरह से स्पष्ट किया जाता है कि यद्यपि इस बात की जिम्मेदारी मुख्य रूप से निर्गमकर्ता (इश्युअर) कंपनी की होती है कि प्रस्ताव दस्तावेज में समस्त जरूरी जानकारी प्रकट की जाए और जो सही और पर्याप्त हो, फिर भी अग्रणी प्रबंधकों (लीड मैनेजर्स) से अपेक्षित है कि वे यह सुनिश्चित करने के लिए पूरी तत्परता (ड्यू डिलिजेंस) बरतें कि कंपनी अपनी जिम्मेदारियाँ सही ढंग से निभाए, और इसी उद्देश्य से अग्रणी प्रबंधकों ने भारतीय प्रतिभूति और विनियम बोर्ड (इश्यू ऑफ कैपिटल एंड डिस्क्लोज़र रिकायरमेंट्स) रेग्यूलेशन्स, 2018 के अनुसार सेबी के पास पूरी तत्परता बरते जाने के संबंध में तारीख July 25, 2025 का प्रमाणपत्र (ड्यू डिलिजेंस सर्टिफिकेट) प्रस्तुत किया है।

It should also be clearly understood that while the Issuer Company is primarily responsible for the correctness, adequacy and disclosure of all relevant information in the offer document, the LMs are expected to exercise Due Diligence to ensure that the Company discharges its responsibility adequately in this behalf and towards this purpose, the LMs have furnished to SEBI a Due Diligence Certificate dated July 25, 2025 in accordance with SEBI ICDR Regulations, 2018.

4. हालाँकि, कंपनी प्रस्ताव दस्तावेज दाखिल कर देने से ही कंपनी अधिनियम, 2013 की धारा 34 के तहत दी गई किसी भी बाध्यता से मुक्त नहीं हो जाती या वह कानूनी प्रावधानों के अनुसार ली जाने वाली मंजूरी या ऐसी कोई अन्य मंजूरी लेने से मुक्त नहीं हो जाती, जो प्रस्तावित निर्गम के संबंध में लेनी जरूरी हो। हालाँकि, सेबी प्रस्ताव दस्तावेज में कोई अनियमितता या कमी पाए जाने पर कभी भी अग्रणी प्रबंधकों के खिलाफ कार्रवाई कर सकता है।

The filing of offer document does not, however, absolve the company from any liabilities under Section 34 of the Companies Act, 2013 or from the requirement of obtaining such statutory or other clearances as may be required for the purpose of the proposed issue. SEBI further reserves the right to take up, at any point of time, with the LMs any irregularities or lapses in offer document.

5. किसी भी प्रचार सामग्री या विज्ञापन में ऐसा कुछ भी उल्लेख नहीं किया जाएगा, जो प्रारूप प्रस्ताव दस्तावेज (ड्राफ्ट ऑफर डाक्यूमेंट) में दी गई जानकारी से भिन्न हो। इस संबंध में आपका ध्यान विशेष रूप से कंपनी अधिनियम, 2013 की धारा 36 के प्रावधानों की ओर आकर्षित किया जाता है।

Any publicity materials / advertisements should not contain matters extraneous to the information contained in the draft offer document. **Attention is specifically drawn to the provisions of Section 36 of the Companies Act, 2013.**

6. अग्रणी प्रबंधक यह सुनिश्चित करें कि भारतीय प्रतिभूति और विनियम बोर्ड [पूँजी का निर्गमन (इश्यू) और प्रकटीकरण अपेक्षाएँ] विनियम, 2018 के विनियम 25(1) और अनुसूची- III के अनुसार उपरोक्त निर्गम (इश्यू) के संबंध में फाइलिंग फीस की गणना किस प्रकार की गई है उसका एक विस्तृत विवरण, यथास्थिति, कंपनी रजिस्ट्रार के यहाँ प्रॉस्पेक्टस दाखिल किए जाने के सात दिनों के भीतर / स्टॉक एक्सचेंज के पास प्रस्ताव-पत्र (लेटर ऑफ ऑफर) दाखिल किए जाने के सात दिनों के भीतर, सेबी के पास प्रस्तुत कर दिया जाए और साथ ही अब तक अदा की गई फाइलिंग फीस का ब्यौरा भी दिया जाए।

The LMs are advised to ensure that a detailed calculation of filing fees in relation to the captioned issue in terms of regulation 25(1) and Schedule III of the SEBI (ICDR) Regulations, 2018 is submitted to SEBI within seven days of filing the Prospectus with ROC/ within seven days of filing the Letter of Offer with the stock exchange, as the case may be, along with details of filing fees paid till date.

आपने जो फीस अदा की है, यदि वह वास्तव में अदा की जाने वाली फीस से कम हो, तो ऐसे में अग्रणी प्रबंधक यह सुनिश्चित करेंगे और इस बात की पुष्टि करेंगे कि सेबी को शेष फीस अदा किए जाने के संबंध में इन विनियमों की अनुसूची-III के प्रावधानों का पालन किया गया है।

If filing fees paid by you is less than the actual fees required to be paid, the LMs are advised to ensure and confirm compliance with the provisions of Schedule III of the said Regulations in regard to payment of the balance fees to SEBI.

आपने जो फीस अदा की है, यदि वह वास्तव में अदा की जाने वाली फीस से अधिक हो, तो ऐसे में आप सेबी को सूचित करेंगे कि कितनी फीस लौटाई जानी है, साथ ही आप यह भी बताएंगे कि आपने लौटाई जाने वाली फीस की रकम की गणना कैसे की है और सेबी को किसके नाम पर भुगतान करना होगा।

If filing fees paid by you are more than the actual fees required to be paid, you are advised to inform SEBI about the amount to be refunded, along with detailed calculation of amount refundable and name of the person in whose favour, the payment may be made by SEBI.

7. प्रस्तावित निर्गम (इश्यू) इस अभिमत पत्र के जारी होने की तारीख से 12 महीनों के भीतर पैसा लगाने (अभिदान करने / सब्सिक्रिप्शन) के लिए खोला जा सकता है।

The proposed issue can open for subscription within a period of 12 months from the date of issuance of this observation letter.

8. आपसे अनुरोध है कि इस पत्र की प्राप्ति के 15 दिवस के भीतर अपना उत्तर प्रस्तुत करें।

You are requested to submit your response within 15 days of the receipt of this letter.



18/11/25

Adesh Singhal

Place: Mumbai

Annexure I
OBSERVATIONS

The following are SEBI's observations in respect of Draft Red Herring Prospectus of Amagi Media Labs Limited. These observations while referring to a specific chapter or point, the LM shall however ensure to disclose the same across all pages/chapters where the same/similar matter occurs in the DRHP. The BRLM shall also ensure that these disclosures are made in all filings with

1. Please refer to our email dated September 04, 2025 and the response received from Book Running Lead Managers (BRLM / LM) vide letter dated September 19, 2025 and all other correspondences exchanged. LM is advised to ensure compliance with the same.
2. With regard to above, LM is advised to ensure that the changes made pursuant to our clarifications are duly incorporated in the updated DRHP and RHP and Abridged Prospectus.
3. Wherever the LM has undertaken to modify / delete the risk factors or in other relevant section of the DRHP in its replies, the same shall be duly modified and incorporated in the updated DRHP / RHP.
4. Wherever the LM has mentioned "*Complied with*" or "*Noted for compliance*" or "*Complied with and noted for compliance*" or "*Complied with to the extent applicable*" or "*Complied with, to the extent applicable and noted for compliance*" or "*Complied with and noted for compliance, to the extent applicable*" in its replies, LM shall ensure that the same are duly complied with.
5. LM is advised to ensure all quantitative information be provided in tabular form and free from discrepancies/errors in all sections for the ease of reading. LM may provide with certainty all the relevant information sought by SEBI till the issue of this observation letter, in the offer document/UDRHP/RHP.
6. LM is advised to ensure that the primary business of the company shall be disclosed in lucid and economical language. The disclosure shall specify the industry, sector, activity, products etc with clarity.
7. LM is advised to ensure that the disclosure of risk factors are based on materiality, to be supported by quantifiable data to bring out the risk and to make cross-reference the exact page no. of DRHP, wherein the details of information has been disclosed.
8. LM is advised to disclose in the RHP that the company, its Directors and its promoters / promoter group are not declared as "Fraudulent Borrowers" by the lending banks or financial institutions or consortium, in terms of RBI master circular dated July 01, 2016.

9. LM is advised to update the UDRHP, in case any action against Issuer Company, any of the Promoters and Directors, Promoter Group of the Issuer Company, in the past has been initiated or concluded by SEBI.
10. LM is advised to disclose the below in the Price Band Advertisement :-
 - 10.1. Market Cap to Revenue (on Cap and Floor Prices)
 - 10.2. Market Cap to Tangible Assets (on Cap and Floor Prices)
 - 10.3. EV/EBITDA (on Cap and Floor Price)

And compare the same with peers and industry in which company operates. In addition to this, a separate risk factor should also be inserted as Top 10 Risk Factor under "Internal Risk Factors" Category mentioning the above parameters along with comparison with peers and industry in which company operates.
11. LM shall also ensure that all the complaints received so far, if any and forwarded by SEBI for its comments be made part of the material documents for inspection.
12. LM is advised to disclose the details of all profit sharing arrangements involving the Issuer, promoters, promoter group, directors and shareholders, if any.
13. LM is advised to disclose names of competitors/ peers in Industry Overview section, wherever applicable.
14. LM shall confirm whether there has been a change in auditor(s) before completion of the appointed term (in any of the past five fiscal years), and the reasons thereof.
15. The risk factors, to the extent possible, should disclose the specific as well as financial/economic impact on the company rather than being generic.
16. LM is advised to delete statements whereby any ranking/ achievement/ performance of the Issuer company basis any selective parameters is disclosed in comparison to assessed peers/ listed peers/ selected Indian peers only and not on Industry/ market wide performance of Issuer company from all sections except Industry Overview section.
17. LM is advised to ensure that relevant disclosures as to all actions/complaints/pending litigations with other Regulatory Authorities are made in the RHP.
18. LM is advised to verify and disclose if the name of any of the directors, promoter and promoter group persons is appearing in the list of directors of struck-off companies by ROC/ MCA. Also verify and disclose if the name of the promoter group companies and group companies is appearing in the list of struck-off companies by ROC/ MCA.

19. During the interim period of issuance of observation and listing, for all the complaints received by LM/Company and complaints forwarded by SEBI, LM is advised to ensure that there is adequate redressal of the complaint and relevant disclosures, if required, disclosures are made in the Red Hearing Prospectus and other Offer related material along with the disclosures of the Financial Impact of the same, if any. Further, LM is advised to incorporate a prominent Risk Factor, if required, for such complaints received.

20. LM is advised to ensure that the disclosure of details of all the criminal matters initiated by or against the company, group, directors, promoters, subsidiaries which are at FIR stage and no/some cognizance has been taken by court is incorporated in the Red Hearing Prospectus along with appropriate risk factors in this regard.

21. LM is advised to update the RHP in respect to all pending litigations including for any legal notices where the Company is in receipt of such notices post filing of DRHP.

22. LM is advised to ensure that Top 5 risk factors should be made part of Price Advertisement and should also form part of Abridged Prospectus.

23. Under section "Monitoring of Utilization of funds", LM is also advised to make suitable disclosure on following points:

- 23.1. The proceeds of the issue shall also be monitored by the Audit Committee till utilization of the proceeds.
- 23.2. Issuer Company shall provide details / information / certifications obtained from statutory auditors on the utilization of the Net Proceeds to the Monitoring Agency.
- 23.3. Issuer Company shall for the purpose of quarterly report by Monitoring Agency, provide item by item description for all the expense heads under each object of the issue.
- 23.4. Issuer Company shall in its quarterly Notes to Accounts of its Financial Statements include the employment of issue proceeds under various expense heads.
- 23.5. For any investments in acquisitions or strategic partnership or any inorganic growth initiative, post IPO from the IPO proceeds, detailed disclosures of same shall be made in public domain at that time.

24. LM is advised to ensure the utilization and monitoring of the issue proceeds to be precise and any changes shall be in terms of law and as per the revised framework.

25. LM is advised to ensure that the usage of funds is as disclosed in the Objects of the Issue and any spill over from the intended Objects of the issue to the GCP is not carried out by the issuer.

26. LM is advised to prominently disclose on top of the page that the deployment of funds have not been appraised by any bank, or financial institution.

27. LM is advised to comply with SEBI circular SEBI/HO/CFD/SSEP/CIR/P/2022/14 dated February 04, 2022.

28. LM is advised to adhere to the following conditions:

- 28.1. UDRHP is filed with SEBI not less than seven working days prior to submission of the draft advertisement for announcement of price band advertisement.
- 28.2. UDRHP shall contain necessary updated disclosures justifying the offer price under Section - "Basis for offer price", "Risk Factors" etc., particularly emphasising on appropriate Key Performance Indicators as applicable to the industry in which the issuer company operates in quantitative terms, (For illustration, Price to Earnings ratio and/or Market Cap to Total Revenue ratio etc.), with corresponding suitable explanations so as to justify the offer price".

29. **Financial Indebtedness :-**

- 29.1. LM is advised to disclose table for last 3 FYs and stub Period, if any. The table should contain Date of Sanctioning of the Loan, Opening Balance of Loan from a particular bank, Closing Balance of Loan from a Particular Bank, Any new loan sanctioned during the period and amount repaid during the period. (Type of Loan Wise)
- 29.2. LM is advised to ensure that there are no other covenants as disclosed in the offer document.
30. LM is advised to include all Financial Metrics Numbers disclosed in DRHP as a separate portion under Sub-Section "Summary of Financial Information". This section must include different segment of revenue including Revenue Classification based on products, Geography, etc.
31. LM is advised to remove all the adjectives from Summary of Primary Business of the company and focus only on the business activities carried out by the company.
32. LM is advised to ensure that the language used in the Draft Red Herring Prospectus (DRHP) is lucid, usage of abbreviations is limited, abbreviations to be used in the para, if already quoted in the same page / heading; any expressions, jargons or nomenclatures from other languages or not commonly used, are explained clearly at all relevant places.
33. LM is advised to ensure that the Risk Factors provide adequate explanation of risk, are placed based on materiality and provide cross-reference to the exact page no. of the DRHP/UDRHP, wherein further information has been disclosed.
34. LM is advised to ensure that all KPIs disclosed are certified by statutory auditors / Chartered Accountants / cost accountants with valid peer review certification. Further, LM is advised to confirm that the issuer will continue to disclose KPIs periodically post-listing, with any changes explained and that continuing KPIs will remain certified by a qualified professional.



35. LM is advised to incorporate all the certificates issued by the Chartered Accountants under the section Material Contracts and Documents for Inspection.

36. In case the company is contemplating issuance of Equity Shares through pre-IPO placement:

36.1. LM is advised to confirm and disclose that the Pre-IPO allottees have been appropriately informed that there is no guarantee that the IPO may come through or listing will happen and the investment is being done solely at the risk of the investor. Such information shall be provided to the investors prior to the allotment of shares.

36.2. LM is advised to disclose that the amount of Pre-IPO placement is to be used for the object of the Issue as disclosed in the draft offer document.

36.3. The Pre-IPO placement undertaken by the company, if any, to be disclosed as a risk to the investors applying in IPO, and whether the Pre-IPO was at a price higher / lower than the IPO price. Further, such Risk Factor to be included in the price band advertisement.

37. Risk Factors :-

37.1. LM may be advised to delete the reference to the Industry Report for the information pertaining to the issuer company.

37.2. LM may be advised to re-assess the heading of all the risk factors and focus only on the inherent risk involved.

37.3. LM is advised to include a separate RF in top 10 stating the fact of concentration of business in United States of America and risks associated with it. Further, LM is advised to disclose a separate risk factor (and supporting detail) for overseas operations/assignments where applicable, addressing region-specific geopolitical, regulatory or operational risks arising from its cross-border customer base and service delivery.

37.4. Most of the Risk Factors do not contain any data disclosed. LM is advised to disclose relevant data for 3 years.

37.5. LM is advised to move the risk factor (risk related to "no Tangible/ Intangible assets created out of usage of Net proceeds") to Top 10 Internal Risk Factor. LM is further advised to revise the content of the risk factor and specifically focus on the risk involved and remove any forward looking statement.

37.6. LM is advised to include the information related to FY 2023 as the reasons for instance "disclosure cannot be provided for the Financial Year 2023 due to the non-inclusion of customer information for the Financial Year 2022" are not acceptable.

37.7. LM is advised to clarify whether any promoters have pledged, encumbered or created charges on their shareholding; if such encumbrances exist, include details and position the disclosure within the top 10.

37.8. Additional Risk Factors :- LM is advised to add separate risk factors, to the extent applicable, for the below risks associated with the industry in which the company operates :-

37.8.1. LM is advised to include a risk factor on SSAI / CTV ad-fraud, invalid traffic (IVT) and measurement risk, as the Company's monetization products (e.g., Amagi THUNDERSTORM / ADS PLUS) depend on server-side ad insertion and CTV programmatic inventory where IVT/SSAI-spoofing and advertiser remediation/refund exposure have materially increased in the last 12 months.

37.8.2. LM is advised to include a risk factor on the EU AI Act and other jurisdictional AI obligations (transparency, high-risk classification, conformity assessments, record-keeping and audits), as Amagi embeds AI across scheduling and ad-yield features (e.g., Amagi INTELLIGENCE) and the Act's phased requirements create concrete product, disclosure and compliance costs in key EU markets.

37.8.3. LM is advised to include a risk factor on algorithmic content-safety and provenance obligations, as recent rule-making (EU/UK and other jurisdictions) is imposing automated-moderation, provenance/labeling and content-liability duties that may require product redesign, additional moderation controls, and legal exposure.

37.8.4. LM is advised to include a risk factor on EU/UK cybersecurity and digital service mandates (e.g., NIS2, DSA, AVMSD transpositions and Ofcom VOD rules), as new mandatory incident-reporting, resilience and transparency obligations materially increase security-capex, compliance overhead and contractual liabilities for cloud/digital service providers.

37.8.5. LM is advised to include a risk factor on transatlantic and cross-border personal-data transfer legal uncertainty (EU-US/UK adequacy/transfer frameworks and India's evolving PDP rules), as recent legal developments could force changes to data flows, contractual safeguards or regional hosting requirements that materially affect cross-border analytics, targeted advertising and managed services.

37.8.6. LM is advised to include a risk factor on hyperscaler/cloud-provider concentration, pricing and outage risk, as reliance on public cloud infrastructure (and recent industry pricing, sovereign-cloud and outage developments) could materially raise unit costs, create contract-renegotiation exposure, and require multi-region resilience investments.

37.8.7. LM is advised to include a risk factor on privacy-driven ad-tech changes and U.S. state privacy/children's protections (COPPA/CPRA/state laws), as identifier deprecation, intensified state enforcement and restrictions on child-directed targeting materially affect ad measurement, fill-rates and CPMs for CTV/OTT monetization.

37.8.8. LM is advised to include a risk factor on the evolving UK/EU media regulatory regime (Ofcom Media Act implementation, VOD tiering/prominence and EU AVMSD/DSA enforcement), as new content, prominence and advertising rules can increase localization costs, limit ad targeting and expose the Company to fines or distribution constraints.

37.8.9. LM is advised to include a risk factor on jurisdictional streaming contribution, local-content and digital levy regimes (e.g., Canada CRTC contributions, Australia/NZ proposals, Brazil ANCINE proposals, and similar measures in LATAM/SE Asia), as newly implemented or proposed levies/quota rules impose quantifiable costs, reporting burdens and may reduce distributor economics.

37.8.10. LM is advised to include a risk factor on export controls and sanctions affecting AI/compute technologies, as tightened export/licensing rules for AI chips, software or related services could restrict delivery of certain AI capabilities or increase compliance costs for cross-border customers.

37.8.11. LM is advised to include a risk factor on talent-market and immigration risks (wage inflation, high attrition, visa/work-authorization changes), as market-level pay pressure and evolving visa/immigration regimes across India, EU and APAC materially increase operating costs and can delay project delivery or expansion plans.

37.8.12. LM is advised to include a risk factor on operational resilience and infrastructure risks for hosting (energy/grid volatility, local resilience requirements, climate-related physical risks and data-centre regulation), as these can materially affect service availability, increase hosting costs and require capital investment in redundancy.

37.8.13. LM is advised to include a risk factor on rights-economics and release-timing rules (theatrical-window mandates and related content-timing regulations), as emerging legal proposals in certain markets could reduce catalogue availability, change licensing economics and negatively impact content supply for platform customers.

37.8.14. LM is advised to include a risk factor on heightened cross-border regulatory enforcement and fines, as recent increases in regulator activity and larger penalty regimes across multiple jurisdictions materially raise the Company's compliance exposure and potential financial liabilities.

38. **THE OFFER:** LM is advised to ensure and disclose to Stock Exchanges that allocation under employee category is made only to the eligible employees.

39. **Summary of the Issue Document :-** LM is advised to remove all the adjectives from Summary of Primary Business of the company and focus only on the business activities carried out by the company.

40. Capital Structure :-

- 40.1. LM is advised to include a separate column in the share capital history table disclosing the number of allottees for each issuance.
- 40.2. LM is advised to clarify the eligibility of any promoter appearing as an ESOP beneficiary and include a suitable explanatory footnote.

41. Industry Overview :-

- 41.1. LM is advised to delete or modify any disclaimer language that undermines the credibility of third-party publications (for example, the paragraph stating that industry publications' accuracy and completeness are not guaranteed and advising investors not to base investment decisions solely on such publications).
- 41.2. LM is advised to provide explicit source attribution and methodological notes to substantiate specific quantitative/qualitative claims (for example, the assertion that "Amagi is the largest cloud-native software solution provider in cloud playout by revenue for the Financial Year 2025" and similar benchmarking statements), including the underlying data source, the date of the data, and the basis of the comparison.
- 41.3. LM is advised to ensure that the agency responsible for preparing the industry report confirms and discloses that all possible challenges, weaknesses and threats of the industry/sector associated with the issuer (including specific segments or products) have been comprehensively analysed and disclosed in the 1Lattice report.
- 41.4. LM is advised to ensure that all challenges, weaknesses and threats identified in the 1Lattice industry report (including company-specific issues such as integration and cross-sell limitations set out under "Key challenges faced by Amagi") are specifically reflected and cross-referenced as corresponding risk factors in the DRHP.
- 41.5. LM is advised to clearly qualify the source (report name, publisher, publication date and page/URL) alongside each material data point or numerical/forecast statement drawn from the 1Lattice Report throughout the draft offer document to enable traceability and independent verification.
- 41.6. LM is advised to confirm and disclose that the 1Lattice Report relied upon is the full, unabridged report (not an extract) and that no material information from the original report has been modified, omitted or left out in the version provided with the DRHP.
- 41.7. LM is advised to clarify that investors will have no legal recourse against the authors or publishers of the Lattice industry report for any inaccuracies contained therein, and that any limitation on recourse is confined only to the portions of the Offer Document that specifically rely on such third-party report.

42. Our Business :-

42.1. LM is advised to ensure that the Business Overview section clearly discloses details of the issuer's material properties, including ownership/lease arrangements, area, nature of use and tenure, as such disclosures are not provided in the Our Business chapter.

42.2. LM is advised to provide complete intellectual property disclosures, including:

- 42.2.1. whether trademarks/brand names are legally held by the issuer,
- 42.2.2. names of entities in whose name any material IP is registered (if not the issuer), and
- 42.2.3. salient terms of agreements for use of promoter-held IP, if any — since the current section only mentions granted patents and does not provide these mandatory details.

42.3. LM is advised to provide an organizational structure/diagram and brief details of each subsidiary/holding company, as these are not provided in the Our Business section.

42.4. LM is advised to define broad and composite terminology (e.g., "glass-to-glass solutions," "industry cloud," "end-to-end platform") with clearer process descriptions or measurable components to avoid ambiguity.

42.5. LM is advised to disclose details of strategic agreements (e.g., acquisition of Tellyo OY, acquisition of Argoid Analytics, Inc.), including the nature, purpose, and parties involved, and confirm that such agreements are included as material documents available for inspection, where applicable.

42.6. LM is advised to explain the process of due diligence undertaken while onboarding customers and vendors.

42.7. LM is advised to substantiate any claims regarding asset ownership with quantitative details. LM is also advised to disclose whether any such assets have been leased or rented in the last three years, if applicable.

42.8. LM is advised to disclose the revenue and PAT contribution of past acquisitions.

42.9. LM is advised to replace phrases such as "one of the largest" with quantified rankings like "Top X [category]" wherever applicable, and to ensure consistent replacement across the offer document.

42.10. LM is advised to evaluate any statements regarding the use of customer data from other verticals for cross-selling against applicable data protection and privacy laws, and to clarify whether such use is compliant and consent-based.

42.11. LM is advised to disclose the measurable results of the strategic initiatives referenced (for example, quantifiable revenue, PAT, customer, or operational outcomes from acquisitions such as Tellyo and Argoid, and from other named initiatives) to demonstrate the effectiveness of those strategies.

42.12. LM is advised to disclose any conflicts of interest relating to leased properties (including whether any properties are leased from promoters, group companies or related parties).

42.13. LM is advised to disclose details of the validity period of existing insurance policies, whether any insurance claims have been rejected in the past, and the insurance coverage as a percentage of total insurable assets for each of the last three financial years.

43. Key Regulations and Policies :-

43.1. LM is advised to add a section on securities law applicability from the commencement of the issue process. Further, LM is advised to include a summary of securities laws which will apply on the company becoming an equity listed company.

43.2. LM is advised to provide details of any action taken or ongoing proceedings by relevant authorities on safety, environmental, or consumer protection matters in the last three years, or to include a negative statement if none. An appropriate risk factor should also be incorporated.

44. Our Management :-

44.1. LM is advised to provide disclosures on the company's borrowing powers, along with the resolution details (if any).

44.2. LM is advised to disclose any non-salary payments or non-salary benefits made or proposed to be made to KMP/Senior Management in the last 3 FYs and stub period.

44.3. LM is advised to provide a negative confirmation on whether any premises are leased from Promoters, Promoter Group, Directors, KMPs, Group Companies, Associates, or their relatives.

44.4. LM is advised to disclose the number of KMPs and senior management personnel for each of the last three financial years.

44.5. LM is advised to disclose the aggregate annual remuneration paid/payable to all KMPs in addition to individual remuneration.

44.6. LM is advised to provide pre- and post-issue shareholding of Directors, KMPs, and Senior Management personnel (not just Promoters/Promoter Group/Selling Shareholders).

44.7. LM is advised to provide a workforce composition break-up (KMP, senior managerial personnel, skilled/unskilled) and attrition rates separately for each category.

44.8. LM is advised to disclose the trend in KMP attrition over the last three financial years.

44.9. LM is advised to provide a confirmation that Promoters/Directors are not associated with similar businesses or, if they are, disclose potential conflicts and any non-compete arrangements.

44.10. LM is advised to provide disclosures on any profit-sharing arrangements involving the Company, Promoters, Promoter Group, Directors, or any shareholders; or a negative confirmation.

44.11. LM is advised to remove boilerplate phrases describing vague experience of Directors and instead specify precise roles, tenures, and responsibilities.

44.12. LM is advised to provide a confirmation of compliance with Regulation 17(1A) of SEBI LODR, including shareholder approval where required for Directors above 75 years, if applicable.

44.13. LM is advised to disclose whether any statutory limit applies to the number of foreign directorships held by Directors and whether the Company is in compliance.

44.14. LM is advised to substantiate narrative claims regarding an "experienced management team" with specific evidence of relevant prior roles, leadership outcomes, and sector experience.

44.15. LM is advised to provide details of whether statutory dues (PF, ESIC, GST, TDS and other employee-related payments) for all full-time employees have been duly paid/deposited for the past three financial years, and if any amounts are pending, disclose the amounts, periods, and reasons for delay.

44.16. LM is advised to provide details of, for each board member, whether the entities in which they hold directorships are listed or unlisted, not-for-profit/Section-8 entities, or foreign companies, and to disclose the country of incorporation for any foreign entities.

44.17. LM is advised to provide details of the terms of appointment/service agreements of all executive directors and confirm that these documents are included in the list of Material Contracts and Documents for Inspection.

45. **FINANCIAL INFORMATION** :- LM is advised to explain the process of due-diligence adopted by LM for ensuring the fairness of disclosure with respect to Revenue from Operations of the company.

46. **RELATED PARTY TRANSACTIONS (RPT)** :- LM is advised to confirm: (i) all RPT are done at arm's length price and (ii) all RPT should be in compliance with the Companies Act, 2013, SEBI (LODR) Regulations, relevant Accounting Standards and other statutory compliances.

47. LM is advised to confirm and disclose that the AoA does not confer special rights to any person in any manner.

48. At 'Industry overview': Clause 24 (3) of SEBI (ICDR) Regulations, 2018, requires that the LM shall exercise due diligence and satisfy himself about all aspects of the issue including the

veracity and adequacy of disclosure in the draft offer document and the offer document. In view of the same, LM is advised to ensure that:

- 48.1. The draft offer document and the offer document, shall not contain any information where no responsibility is taken by the LMs or the issuer company/ Expert.
- 48.2. The "Industry Overview" section represents a fair and true view of the comparable industry scenario and the same is neither exaggerated nor have any underlying assumptions been omitted for investors to make an informed decision.
- 48.3. LM is further advised to include industry report in the list of material documents for inspection and also provide a link in the offer document for online access of industry report.
49. LM is advised to ensure that all the expenses shall be shared on pro rata basis between the selling shareholder and the Company even if the Offer is withdrawn or unsuccessful or if the Offer fails to open during the period of validity of the final observations issued by SEBI.
50. LM is advised to ensure that the processing fees for applications made by Retail Individual Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.
51. LM is advised that reference to name of any place mentioned in the offer document may be followed by name of City / State, as the case may be.
52. With respect to all the complaints received by LM / company / forwarded by SEBI, LM is advised to ensure that there is adequate redressal of the complaint and relevant disclosures of the same are made in the Red Hearing Prospectus and other Offer related material along with the disclosures of the financial impact of the same, if any.
53. LM is advised to ensure that the disclosure of details of all the criminal matters initiated by or against the company, group, directors, promoters, subsidiaries which are at FIR stage and no / some cognizance has been taken by court, is incorporated in the UDRHP / RHP along with appropriate Risk Factors in this regard.
54. LM shall submit the draft advertisement for announcement of Price Band with SEBI before its publication in the newspapers for our comments, if any.



Annexure II

General Observations

1. LM is advised to ensure that prior to filing of RHP with Registrar of Companies, the Issuer Company has received crucial clearances / licenses / permissions / approvals from the required competent authority which are necessary for commencement of the activity for which the issue proceeds are proposed to be utilized.
2. LM is advised to ensure that the 'Observation Letter' issued by SEBI is included among the material contracts and documents for inspection.
3. LM is advised to ensure that prior to proceeding with the issue, "No Objection Certificates" are obtained from all the lenders with whom the company has entered into an agreement and the terms of such agreement require an approval to be taken.
4. LM is advised to ensure that adequate disclosures are made to disclose any material development which may have a material effect on the Issuer Company between the date of registering final prospectus or the RHP or the letter of offer, with the Registrar of Companies or designated stock exchange, as the case may be, and the date of allotment of specified securities, while ensuring compliance with Regulation 42 and Schedule IX of SEBI (ICDR) Regulations, 2018.
5. LM is advised to ensure that exact cross-referencing of page numbers is provided in the offer document instead of general cross-referencing.
6. In terms of SEBI Circulars No. SEBI/CIR/ISD/03/2011, No. SEBI/CIR/ISD/05/2011 and SEBI/CIR/ISD/01/2012 dated June 17, 2011, September 30, 2011 and March 30, 2012 respectively, LM is advised to ensure that 100% promoter holding is in demat form prior to listing.
7. LM is advised to ensure that SCORES authentication is taken by the issuer company prior to listing.
8. In pursuance of Regulation 25 Sub-Regulation 9(a) of SEBI (ICDR) Regulations, 2018, LM is advised to certify while submitting the in-seriatim reply that all amendments, suggestions and observations advised by SEBI have been complied with and duly incorporated in the offer document, while also indicating the page number for the same.
9. **ASBA:**

- 9.1 LM is advised to ensure that sufficient number of Physical ASBA forms are printed and dispatched directly to all designated branches of SCSBs which are located in

places of mandatory collection centers as specified in Schedule XII of SEBI (ICDR) Regulations, 2018, Syndicate Members and Registered Brokers of Stock Exchanges, the Registrars to an Issue and Share Transfer Agents (RTAs) and Depository Participants (DPs) registered with SEBI, at least two days before the opening of the issue. This shall be in addition to ASBA forms which shall be sent to controlling branch of SCSBs for sending to designated branches other than those located in mandatory collection center.

9.2 LM is advised to ensure that the ASBA mode of payment is highlighted in bold in all the advertisement / communication informing about the issue. Further, LM is also advised to ensure that the following is suitably incorporated in all advertisements / communications regarding the issue issued by the issuer:

- a. The following may appear just below the price information of the issue as shown below:

"PRICE BAND: RS. xx TO RS. xx PER EQUITY SHARE OF FACE VALUE OF RS. xx EACH

THE FLOOR PRICE IS xx TIMES OF THE FACE VALUE AND THE CAP PRICE IS xx TIMES OF THE FACE VALUE

BID CAN BE MADE FOR A MINIMUM OF xx EQUITY SHARES AND IN MULTIPLES OF xx EQUITY SHARES THEREAFTER.

ASBA *

(APPLICATION SUPPORTED BY BLOCKED AMOUNT)

Simple, Safe, Smart way of Application !!!

Mandatory in public issue .No cheque will be accepted



now available in ASBA for retail individual investors.

* ASBA is a better way of applying to issues by simply blocking the fund in the bank account.



For further details check section on ASBA below. "

b. The following paragraph on ASBA may be inserted in the advertisement/Communications:

"ASBA has to be availed by all the investors except anchor investors. UPI may be availed by Retail Individual Investors.

For details on the ASBA and UPI process, please refer to the details given in ASBA form and abridged prospectus and also please refer to the section "Issue Procedure - Issue Procedure of ASBA Bidders" beginning on page xxx of the Red Herring Prospectus. The process is also available on the website of AIBI and Exchanges in the General Information Document. "

*ASBA bid-cum application forms can be downloaded from the websites of Bombay Stock Exchange and National Stock Exchange and can be obtained from the list of banks that is displayed on the website of SEBI at www.sebi.gov.in. ** List of banks supporting UPI is also available on the website of SEBI at www.sebi.gov.in**.*





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