

**Report in Relation to the Key Performance Indicators (KPIs)**

Date: January 07, 2026

To,

**The Board of Directors,**

**Amagi Media Labs Limited**

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

**Re: 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,

1. This report is issued in accordance with the terms of our engagement letter dated March 03, 2025.
2. In connection with the proposed Offer, the Company is required to obtain a report from an independent chartered accountant that holds a valid peer review certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India (the “**ICAI**”), with regard to the key performance indicators as identified by the Company for the purposes of disclosure in the Red Herring Prospectus and Prospectus, or any addenda or corrigendum thereto and any other Offer related materials prepared in connection with the Offer (the “**Offer Documents**”), as required by Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**ICDR Regulations**”) and the SEBI Circular bearing reference no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/2 dated February 28, 2025 read with the Industry Standards on Key Performance Indicators disclosures in the Draft Offer Documents and Offer Documents (together, the “**KPI Standards**”).
3. The accompanying statement in **Annexure B**, containing details of GAAP measures, Non-GAAP financial measures, non-financial measures (part of financial reporting) and operational measures as described in the Technical Guide on Disclosure and Reporting of key performance indicators in Offer Documents issued by the ICAI (the “**Technical Guide**”), read with KPI Standards, identified by the Company as of and for the six months periods ended September 30, 2025 and September 30, 2025 and as of and for the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023 as per the requirement of Schedule VI, Part A of Paragraph (9)(K)(3) of the ICDR Regulations (the “**KPIs**”, and such statement, the “**Statement**”), is prepared by the management of the Company, which we have initialed for identification purposes only.

**Management’s Responsibility for the Statement**

4. The preparation of the accompanying Statement is the responsibility of the management of the Company. This responsibility includes designing, implementing, and maintaining adequate internal controls that were operating effectively and testing of such controls for ensuring the accuracy and completeness of information relating to the KPIs including such accounting records relevant to the preparation and presentation of the Statement, and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
5. The Management is responsible for:
  - a) Identification, definition, completeness, accuracy, relevance, appropriateness and sufficiency of the KPIs included in the Statement;
  - b) Providing access to the accounting and other records to us including information and explanations required for reporting on the KPIs;
  - c) Maintenance of the accounting and other records in relation to point (a) and (b) above; and
  - d) Compliance with the ICDR Regulations, the Technical Guide on Disclosure and Reporting of Key Performance Indicators (KPIs), in Offer Documents, the KPI Standards and other regulatory requirements.
  - e) Ensuring that the data collection and compilation are as per the KPI Standards
  - f) Determine the standard of definition of KPIs
  - g) Ensuring that the KPIs identified, meet the criteria laid out in the definition of terms used for disclosing KPIs, as specified in the KPI Standards

- h) Process of selection and classification of KPIs into the following categories: (i) GAAP financial measures; (ii) Non-GAAP financial measures including financial ratios; and (iii) operational measures.
- i) Obtaining the certificate from the Certified Information System Auditor on certain Operational Metrics.

### **Our Responsibility**

- 6. Pursuant to the requirements of Schedule VI, Part A of Paragraph (9) (K) (3) of the ICDR Regulations, it is our responsibility to obtain limited assurance and conclude as to whether: (i) the financial details provided in the Statement are in agreement with the restated consolidated financial information of the Company for the six months periods ended September 30, 2025 and September 30, 2024 and for the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023, prepared in accordance with the Companies Act, 2013, as amended (the “Act”) and the Indian Accounting Standards (the “Ind AS”) and restated in accordance with the ICDR Regulations (the “**Restated Consolidated Financial Information**”), and/or the underlying books of account maintained by the Company used for the purpose of preparation of the Restated Financial Statements; (ii) non-financial measures provided in the Statement are in agreement with the books of accounts and other relevant records maintained by the Company; and (iii) the KPIs (including their definitions) included in the Statement are mathematically accurate.
- 7. The audited interim financial statements as of and for the six months periods ended September 30, 2025 and September 30, 2024 and audited financial Statements for the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023 referred to in paragraph 6 above, have been audited by the current statutory auditors of the Company on which the current statutory auditors of the Company issued an unmodified audit opinion vide their reports dated November 28, 2025, July 23, 2025, August 28, 2024 and September 27, 2023. Their audits of these financial statements were conducted in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those standards require that they plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Their audits were not planned and performed in connection with any transactions to identify matters that may be of potential interest to third parties.
- 8. The Restated Consolidated Financial Information referred to in paragraph 6 above, have been examined by the current statutory auditors of the Company on which the current statutory auditors of the Company issued their examination report dated November 28, 2025. Their examination of these Restated Consolidated Financial Information was conducted taking into consideration the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Consolidated Financial Information and the requirements of Section 26 of Part I of Chapter III of the Act and the ICDR Regulations. Their work was performed solely to assist the Company in meeting its responsibilities in relation to its compliance with the Act and the ICDR Regulations. Their work was not planned and performed in connection with any transactions to identify matters that may be of potential interest to third parties.
- 9. We conducted our examination of the Statement in accordance with the Technical Guide and Guidance Note on Reports or Certificates for Special Purposes (Revised 2016), which require that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
- 10. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
- 11. A limited assurance engagement includes performing procedures to obtain sufficient appropriate evidence that vary in nature, timing and extent from a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had we performed a reasonable assurance engagement. Accordingly, we have performed the following procedures in relation to the Statement:
  - a. Obtained list of KPIs and explanation from the management and compared the specific components of KPIs as mentioned in the Statement to source of KPIs as maintained by management which includes books of account, Financial Statements and Restated Consolidated Financial Information maintained by the Company as described in the paragraph 6 above;
  - b. Obtained the copies of management note dated January 07, 2026, as prepared by the management of the Company for the audit committee of the Board of Directors of the Company.

- c. Obtained and relied upon the certificate issued by Thynkfinn Solutions LLP, the Certified Information System Auditor, dated November 27, 2025.
- d. Procedures specific to each KPI are covered in detail in Annexure A;
- e. Reviewed the arithmetical accuracy of the MIS and workings prepared by the finance department of the Company;
- f. Recomputed the mathematical accuracy of the KPIs included in the Statement; and
- g. Conducted relevant management inquiries and obtained necessary representation.

12. We have no responsibility to update this report for events and circumstances occurring after the respective dates of the reports on the financial statements mentioned in paragraph 7 above.

13. We have no responsibility for identification, definition, completeness, relevance, appropriateness and sufficiency of the KPIs included in the Statement.

14. The procedures we have performed do not constitute an audit or review made in accordance with generally accepted auditing standards. Furthermore, they will not necessarily reveal matters of significance with respect to any material misstatement of the information related to KPIs of the Company.

#### **Inherent Limitations:**

- 15. Our work and conclusion shall not in any way constitute advice or recommendations (and we accept no liability in relation to any advice or recommendations) regarding any commercial decisions associated with the Offer, including, in particular, but without limitation, any which may be taken by the Company, book running lead managers or the syndicate members appointed for the Offer, in each case in the capacity of investor or in providing investment advice to their clients or the Company.
- 16. We, however, state that this is not an assurance as to the future viability of the Company or whether the KPIs have been considered / have a bearing for arriving at the basis for Offer Price. We further state that our reporting is based on the facts up to the date of the report and we neither give any guarantee nor any assurance that the KPIs reported will continue to perform and/or report in similar manner in future. It should be noted that the KPIs contained in the Statement may not be measures of operating performance or liquidity defined by generally accepted accounting principles. We make no comment about the Company's definition, methodology or presentation of the KPIs in the Statement or its usefulness for any purposes.
- 17. The KPIs and explanation included in the Statement should not be considered in isolation from, or as a substitute for, analysis of Company's historical financial performance, as reported and presented in the Restated Consolidated Financial Information of the Company included in the Offer Documents. These KPIs (other than GAAP measures) are not defined in Indian Accounting Standards (Ind AS) notified under section 133 of the Act, are not presented in accordance with Ind AS and have limitations. These KPIs may differ from similarly titled information used by certain peer companies, who may calculate such information differently and hence their comparability with the measures used by the Company may be limited. Therefore, such KPIs should not be viewed as substitutes for measures of performance under Indian GAAP or as indicators of Company's financial position, financial performance or its cash flows.

#### **Conclusion**

- 18. Based on the procedures performed by us, as above, and the information and explanations given to us, nothing has come to our attention that causes us to believe that (i) the financial details provided in the Statement are not in agreement with the Restated Consolidated Financial Information for the six months periods ended September 30, 2025 and September 30, 2024 and for the financial years ended March 31, 2025, 2024 and 2023, and/ or the underlying books of account maintained by the Company used for the purpose of preparation of the Restated Consolidated Financial Information, as applicable; (ii) non-financial measures provided in the statement are not in agreement with the books of accounts and other relevant records maintained by the Company; or that (iii) the KPIs included in the Statement are not mathematically accurate;

#### **Restriction on Use**

- 19. This report is addressed to, and provided to, the Board of Directors of the Company to comply with the requirements of ICDR Regulations in relation to the Offer and should not be used for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care if the report is used for any other purpose other than above. We also consent to the submission

of this report as may be necessary, SEBI, Stock Exchanges, Registrar of Companies and to any judicial/regulatory authority and/or for the records to be maintained by the Book Running Lead Managers in connection with the Offer and in accordance with applicable law.

20. The report is issued solely for the limited purpose to comply with the provisions of the ICDR Regulations on KPIs. Our work has not been carried out in accordance with auditing or other standards and practices generally accepted in jurisdictions outside India (including in the United States of America) and accordingly should not be relied upon as if it had been carried out in accordance with those standards and practices. We accept no responsibility and deny any liability to any person who seeks to rely on this report and who may seek to make a claim in connection with any offering of securities on the basis that they had acted in reliance on such information under the protections afforded by United States of America law and regulation or any other laws other than laws of India.
21. In relation to the Offer, we hereby consent to this report being disclosed, if required by reason of any law, regulation, order or request of a court or by any governmental or competent regulatory authority, or on the request of the Stock Exchanges. We also consent to the inclusion (if required) of this report 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 including through online means on the website of the Company.
22. We undertake to immediately communicate, in writing, any changes to the above information/confirmations, as and when made available to us by the management of the Company in writing to the Board of Directors of the Company with a copy to the BRLMs until the Equity Shares allotted in the Offer commence trading on the Stock Exchanges. In the absence of any such communication from us, it can be assumed that there is no change to the information/confirmations forming part of this report and accordingly, such information should be considered to be true and correct.
23. We consent to the upload of this report as part of the back-up documents to be retained in relation to the Offer on the online document repository platform established by each of the Stock Exchanges, in accordance with SEBI Circular No. SEBI/HO/CFD/CFD-TPD-1/P/CIR/2024/170 dated December 5, 2024.
24. All capitalized terms used but not defined herein shall have the meaning assigned to them in the Offer Documents.

Yours sincerely,

**For Manian & Rao, Chartered Accountants**  
Firm Registration No.: 001983S

Paresh Daga  
Partner  
Membership No.: 211468  
Date: January 07, 2026  
Place: Bangalore  
UDIN: 26211468URFGEZ8819

Encl: As above

CC:

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

**Citigroup Global Markets India Private Limited**  
1202, 12th Floor, First International Financial Center,  
G-Block, Bandra Kurla Complex,  
Bandra (E) Mumbai 400051  
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 (“IIFL”)**  
(Formerly known as IIFL Securities Limited)  
24th Floor, One Lodha Palace  
Senapati Bapat Marg  
Lower Parel (West), Mumbai 400 013  
Maharashtra, India

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

(Kotak, Citigroup Global Markets India Private Limited, Goldman Sachs (India) Securities Private Limited IIFL and Avendus Capital Private Limited are collectively referred to as the “**Book Running Lead Managers**” or the “**BRLMs**”)

### Annexure A

Sl	Key Performance Indicators	Procedures Performed
1	Revenue from operations	The amounts of revenue from operations have been traced from the Restated Consolidated Financial Information
2	Growth in Revenue from Operations	<p>Growth in Revenue from Operations is calculated as follows:</p> $=((\text{Revenue from Operations during the relevant period/year} - \text{Revenue from Operations during the immediately preceding period/year}) / \text{Revenue from Operations during the immediately preceding period/year}) * 100$ <p>The amounts for the above calculations have been traced from the Restated Consolidated Financial Information.</p>
3	Adjusted EBITDA	<p>Adjusted EBITDA is calculated using the following formula:</p> <p>Aggregate of profit/(loss) for the period/year, finance costs, depreciation and amortisation expense, total tax expenses, Employee stock compensation expense - Cash Settled, Employee stock compensation expense - Equity Settled, Stock Appreciation Rights (SARs) expense, Expense for bonus plan, and Impairment loss on goodwill and other intangible assets, Fair value of equity instruments as reduced by other income.</p> <p>The amounts for the above calculations have been traced from the Restated Consolidated Financial Information and verified the arithmetical accuracy of the same.</p>
4	Adjusted EBITDA Margin	<p>Adjusted EBITDA Margin is calculated as follows:</p> $= (\text{Adjusted EBITDA} / \text{Revenue from operations during the period/year}) * 100$ <p>We have traced the amounts from the Restated Consolidated Financial Information and verified the arithmetical accuracy of the above calculations.</p>
5	Gross profit	<p>Gross Profit is calculated using the following formula:</p> <p>Revenue from operations as reduced by purchase of traded goods, cloud infrastructure expenses and employee benefit expenses attributable to support and managed services.</p> <p>The amounts for the above calculations have been traced from the Restated Consolidated Financial Information and the MIS provided to us by the management and we have verified the arithmetical accuracy of the calculations.</p>
6	Gross Margin	<p>Gross Profit Margin is calculated as follows:</p> $= (\text{Gross Profit} / \text{Revenue from operations during the period/year}) * 100$ <p>We have verified the arithmetical accuracy of the above calculations.</p>
7	PAT	The amounts of Profit/(Loss) for the period/year have been traced from the Restated Consolidated Financial Information
8	PAT Margin	<p>PAT Margin is calculated as follows:</p> $= (\text{Profit/(Loss) for the period/year} / \text{Revenue from operations during the period/year}) * 100$ <p>We have traced the amounts from the Restated Consolidated Financial Information and verified the arithmetical accuracy of the above calculations.</p>
9	Net Revenue Retention (“NRR”) Rate	Net revenue retention (“NRR”) rate is calculated by the Company as Revenue from operations for the current period/year from all customers existing at the end of previous period/year divided by Revenue from operations generated from the same customers in the previous period/year multiplied by 100.

		We have traced this numbers from the revenue registers of the Company and verified the arithmetical accuracy.
10	Number of customers	<p>Number of customers is calculated as follows:</p> <p>Number of clients from whom the Company generated revenues during the last month of the period/year.</p> <p>These have been extracted from the revenue registers provided to us by the Company.</p>
11	Number of customers > US\$ 1 million in revenues	<p>Number of customers contributing to more than US\$ 1 million in revenue for the particular period/year:</p> <p>We have extracted the data from the revenue registers of the company provided to us by the Company. Verified the arithmetical accuracy of conversion of the INR amounts into USD using the exchange rate provided by the Company.</p>
12	Average Revenue per Employee	<p>Average Revenue per Employee is calculated as follows:</p> <p>= (Total revenue from operations for the period/year /number of Active employees at the end of the particular period/year)</p>
13	Total Monetized Ad Impressions	Traced from the certificate issued by Thynkfinn Solutions LLP (Certified Information System Auditor) dated November 27, 2025.
14	Number of Distributors	Traced from the certificate issued by Thynkfinn Solutions LLP (Certified Information System Auditor) dated November 27, 2025..
15	Number of Deliveries	Traced from the certificate issued by Thynkfinn Solutions LLP (Certified Information System Auditor) dated November 27, 2025..
16	Hours of Content Processed	Traced from the certificate issued by Thynkfinn Solutions LLP (Certified Information System Auditor) dated November 27, 2025..

**Annexure B**

**Key Performance Indicators approved by the Audit Committee**

Sl	Particulars	Units	As of and for the six months period		As of and for the Financial Year ended		
			September 30, 2025	September 30, 2024	March 31, 2025	March 31, 2024	March 31, 2023
1	Revenue from operations <sup>(1)</sup>	₹ in million	7,048.23	5,237.06	11,626.37	8,791.55	6,805.58
2	Growth in Revenue from Operations <sup>(2)</sup>	(%)	34.58%	NA	32.24%	29.18%	NA
3	Adjusted EBITDA <sup>(3)</sup>	₹ in million	582.25	(186.56)	234.86	(1,555.33)	(1,403.42)
4	Adjusted EBITDA Margin <sup>(4)</sup>	(%)	8.26%	(3.56%)	2.02%	(17.69%)	(20.62%)
5	Gross Profit <sup>(5)</sup>	₹ in million	4,905.35	3,643.96	8,060.37	6,075.10	4,405.54
6	Gross Margin <sup>(6)</sup>	(%)	69.60%	69.58%	69.33%	69.10%	64.73%
7	PAT <sup>(7)</sup>	₹ in million	64.70	(660.08)	(687.14)	(2,450.01)	(3,212.68)
8	PAT Margin <sup>(8)</sup>	(%)	0.88%	(11.98%)	(5.62%)	(26.00%)	(44.33%)
9	Net Revenue Retention (NRR) Rate <sup>(9)</sup>	(%)	126.81%	NA	126.90%	121.55%	NA
10	Number of customers <sup>(10)</sup>	Number	481	440	463	396	283
11	Number of customers > US\$ 1 million in revenues <sup>(11)</sup>	Number	11	12	28	22	19
12	Average Revenue per Employee <sup>(12)</sup>	₹ in million	7.15	6.19	13.15	10.71	8.82
13	Total Monetized Ad Impression <sup>(13)</sup>	Numbers in Billion	18.23	10.77	26.12	17.12	19.44
14	Number of Distributors <sup>(14)</sup>	Number	384	306	329	298	205



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(formerly known as "Amagi Media Labs Private Limited")

CIN: U73100KA2008PLC045144

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4<sup>th</sup> Floor, Kalena Agrahara Village, Begur Hobli,

Bengaluru - 560076 Karnataka



15	Number of Deliveries <sup>(15)</sup>	Number	8,349	5,787	7,095	4,812	3,325
16	Hours of Content Processed <sup>(16)</sup>	Hours	7,28,907	4,13,320	581,261	279,285	138,637

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**Footnotes:**

1. Revenue from operations means revenue recognized by the Company from sale of products and services in accordance with Ind AS 115 Revenue from Contracts with Customers.
2. Growth in Revenue from Operations (%) is calculated as a percentage of Revenue from Operations of the relevant period/year minus Revenue from Operations of the preceding period/year, divided by Revenue from Operations of the preceding period/year.
3. Adjusted EBITDA is calculated as profit/(loss) for the period/year plus (a) finance costs; (b) depreciation and amortisation expense; (c) total tax expense (d) employee stock compensation expense - cash settled (e) employee stock compensation expense - equity settled (f) stock appreciation rights (SARs) expense (g) impairment loss on goodwill, other intangible assets and intangible assets under development (h) Expense for bonus plan and (i) fair value of the additional equity shares issuable to the shareholder expense less other income.
4. Adjusted EBITDA Margin (%) is calculated as Adjusted EBITDA for the relevant period/year divided by Revenue from Operations for the relevant period/year, expressed as a percentage.
5. Gross Profit is calculated as revenue from operations minus direct costs, which includes purchase of traded goods, cloud infrastructure expenses and employee benefit expenses attributable to support and managed services for the relevant period/year.
6. Gross Margin (%) is calculated as Gross Profit divided by revenue from operations for the relevant period/year, expressed as a percentage.
7. PAT means profit/(loss) for the relevant fiscal period/year.
8. PAT Margin (%) is calculated as profit/(Loss) for the period/year as a percentage of Total Income.
9. Net Revenue Retention ("NRR") Rate % is computed as Revenue from operations for the current period/year from all customers existing at the end of previous period/year divided by Revenue from operations generated from the same customers in the previous period/year multiplied by 100.
10. Number of Customer is calculated as number of active clients at the end of the period/year i.e., number of customers from whom revenue was generated as at the end of the period/year.
11. Number of customers contributing to more than US\$ 1 million in revenue for the particular period/year.
12. Average Revenue per employee is calculated as Revenue from Operations for the period/year divided by aggregate number of employees as at the end of particular period/year.
13. Total ad impressions (in billions) monetized by the Company during a specified reporting period/year, including server-side ad insertion (SSAI) via Thunderstorm and non-SSAI workflows managed by Amagi Ads Plus. This KPI reflects the Company's end-to-end capability to monetize ad inventory.
14. Total Number of OTT/FAST/CTV distributors to which the Company delivers its Channels calculated at the end of a specified period/year.
15. Represents the total number of channel deliveries completed by the Company to distribution partners (such as FAST, OTT, and CTV services) at the end of a specified period/year.
16. Cumulative Hours of Content processed since inception till the end of the specified reporting period/year by the Company's playout solution across all video formats (Live, Linear, On Demand)

These Key performance indicators have been deliberated and approved by the audit committee in their meeting held on January 07, 2026.

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Bengaluru - 560076 Karnataka



For **Amagi Media Labs Limited**

A handwritten signature in blue ink, appearing to read "Vijay N P".

Vijay N P  
Chief Financial Officer  
Date: January 07, 2026  
Place: Bengaluru

 **Amagi Media Labs Limited**

(formerly known as "Amagi Media Labs Private Limited")

CIN: U73100KA2008PLC045144

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

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