Notice

September 1, 2026

Dear Member,

Subject: Invitation to attend the 18th Annual General Meeting on Wednesday, September 23, 2026

You are cordially invited to attend the 18th Annual General Meeting (**"AGM"**) of the Members of Amagi Media Labs Limited (**"Company"**) to be held on Wednesday, September 23, 2026 at 11:00 AM IST through video conference and other audio-visual means. The Notice of the meeting, containing the business to be transacted, is enclosed herewith.

For ease of participation, key details regarding the meeting are as follows:

S. No.	Particulars	Details
1.	Cut-off date for e-voting	Thursday, September 17, 2026
2.	E-voting start time & date	09:00 AM IST on **Sunday, September 20, 2026**
3.	E-voting end time & date	05:00 PM IST on **Tuesday, September 22, 2026**
4.	E-voting website of NSDL	https://www.evoting.nsdl.com/
5.	Name, address and contact details of e-voting service provider	Amit Vishal Deputy - Vice President Pallavi Mhatre - Assistant Vice President **National Securities Depository Limited,** 301, 3rd Floor, Naman Chambers, G Block, Plot No- C-32, Bandra Kurla Complex, Bandra East, Mumbai- 400051 Contact details: Email IDs: evoting@nsdl.com amitv@nsdl.com pallavid@nsdl.com Contact number: 022 - 4886 7000
6.	Contact details of Registrar and Share Transfer Agent (RTA)	**MUFG Intime India Private Limited** C-101, 247 Embassy 247, LBS Marg, Vikhroli (West), Mumbai - 400083, Maharashtra, India Tel: +91 022 4918 6000 Email: investor.helpdesk@in.mpms.mufg.com
7.	Scrutinizer Details	CS Pramod S M (Membership No. F7834) or, in his absence, CS Biswajit Ghosh (Membership No. F8750), Partners of M/s. BMP & Co. LLP, Practicing Company Secretaries Email: info@bmpandco.com
8.	Company contact details	E-mail: compliance@amagi.com Tel: +91 80 4663 4406

For and on behalf of Amagi Media Labs Limited

Sd/-
Sridhar Muthukrishnan
Company Secretary & Compliance Officer
Membership No.: F9606

Date: September 1, 2026
Place: Bengaluru, Karnataka

Amagi Media Labs Limited
(Formerly known as Amagi Media Labs Private Limited)
CIN: L73100KA2008PLC045144
Registered Office: Raj Alkaa Park, Sy. No. 29/3 & 32/2, 4th Floor,
Kalena Agrahara Village, Begur Hobli, Bengaluru – 560076, Karnataka, India
Tel: +91 80 4663 4444 | E-mail: compliance@amagi.com | Website: www.amagi.com

NOTICE OF THE 18TH ANNUAL GENERAL MEETING

Notice is hereby given that the 18th Annual General Meeting (**"AGM"**) of the Members of Amagi Media Labs Limited (the **"Company"**) will be held on **Wednesday, September 23, 2026 at 11:00 A.M. (IST)** through Video Conferencing (**"VC"**) / Other Audio Visual Means (**"OAVM"**), to transact the following business:

ORDINARY BUSINESS

To consider and if thought fit, to pass the following resolutions as ordinary resolutions:

1. Receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and Statutory Auditor thereon.

   "RESOLVED THAT the audited standalone financial statements of the Company for the financial year ended March 31, 2026, and the reports of the Board of Directors and Statutory Auditor thereon as circulated to the members with the notice of the Annual General Meeting, be and are hereby received, considered and adopted."

2. Receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended March 31, 2026, and the report of the Statutory Auditor thereon.

   "RESOLVED THAT the audited consolidated financial statements of the Company for the financial year ended March 31, 2026, and the report of Statutory Auditor thereon, as circulated to the members with the notice of the Annual General Meeting, be and are hereby received, considered and adopted."

3. Re-appoint Mr. Shekhar Kirani Hanumanthasetty (DIN: 02384548) as a director liable to retire by rotation.

   "RESOLVED THAT pursuant to Section 152(6) and other applicable provisions, if any, of the Companies Act, 2013, (including any amendments thereto or re-enactment thereof for the time being in force), in accordance with the Articles of Association of the Company and upon recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Shekhar Kirani Hanumanthasetty (DIN: 02384548), Non-Executive Director, who retires by rotation and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS

4. Consider and approve the re-appointment of Mr. Baskar Subramanian (DIN: 02014529) as Managing Director and Chief Executive Officer of the Company.

   To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

   "RESOLVED THAT pursuant to the provisions of Sections 196, 203 and any other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Schedule V to the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Articles of Association of the Company and in accordance with the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, consent of the Members be and is hereby accorded for the re-appointment of Mr. Baskar Subramanian (DIN: 02014529) as Managing Director, designated as Managing Director and Chief Executive Officer of the Company, not liable to retire by rotation, for a period of 5 (five) years commencing from December 1, 2026 to November 30, 2031 (**"Term"**).

   RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the **"Board"** which expression shall also include any Committee duly constituted by the Board) be and is hereby authorised to do all such acts, deeds or things as may be required to give effect to the aforesaid resolution."

5. Consider and approve the terms of remuneration payable to Mr. Baskar Subramanian (DIN: 02014529), Managing Director and Chief Executive Officer of the Company.

   To consider and, if thought fit, to pass the following resolution as a special resolution:

   "RESOLVED THAT pursuant to the provisions of Sections 197 and any other applicable provisions, if any, of the Companies Act, 2013 (**"Act"**), read with Schedule V to the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 17(6)(e) and other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the recommendation of the Audit Committee and the Nomination and Remuneration Committee and pursuant to the re-appointment of Mr. Baskar Subramanian (DIN: 02014529) as Managing Director and Chief Executive Officer of the Company for a period of 5 (five) years commencing from December 1, 2026 to November 30, 2031 (**"Term"**), consent of the Members be and is hereby accorded for the following remuneration payable to him with effect from December 1, 2026. The annual increase in total remuneration shall be capped up to 7.5% every year effective December 1, during the subsistence of the proposed tenor:

Component	**Amount per annum**
Fixed Pay (inclusive of all allowances and perquisites)	₹ 2.035 Crores
Variable Pay	₹ 2.035 Crores
Total Remuneration	**₹ 4.070 Crores**

   RESOLVED FURTHER THAT in any financial year during the Term in which the Company has no profits or its profits are inadequate, Mr. Baskar Subramanian shall be eligible to receive the same remuneration being paid as per the structure and increments mentioned hereinabove as minimum remuneration under Section 197(3) of the Act read with Section II of Part II of Schedule V to the Act.

   RESOLVED FURTHER THAT the Board of Directors (including the Nomination and Remuneration Committee thereof) be and is hereby authorised to amend, vary or restructure the terms of remuneration of Mr. Baskar Subramanian, including the proportion, mode, frequency and internal break-up of Fixed Pay, Variable Pay and perquisites, provided that the total annual remuneration does not exceed the abovementioned limits.

   RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the "Board" which expression shall also include any Committee duly constituted by the Board) be and is hereby authorised to do all such acts, deeds or things as may be required to give effect to the aforesaid resolutions."

6. Appoint M/s. BMP & Co. LLP, Practicing Company Secretaries as the Secretarial Auditors of the Company.

   To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

   "RESOLVED THAT pursuant to Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, and based on the recommendation of the Audit Committee and the Board of Directors, approval of the Members of the Company be and is hereby accorded for the appointment of M/s. BMP & Co. LLP, (Firm Registration No. L2017KR003200), Peer Reviewed Practising Company Secretaries, as the Secretarial Auditors of the Company, for a period of 5 (five) consecutive years commencing from the financial year 2026-27 till financial year 2030-31, on such terms and conditions including remuneration, as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditors, and to avail any other services, certificates, or reports as may be permissible under the applicable laws.

   RESOLVED FURTHER THAT the Board of Directors (or any duly authorised Committee thereof), the Chief Financial Officer and the Company Secretary & Compliance Officer of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, appropriate, desirable or expedient to give effect to this resolution, including without limitation, executing any agreements, documents or writings, and filing necessary forms with the Registrar of Companies and any other regulatory authority."

7. Approve reclassification of Authorised Share Capital and consequential alteration of Clause V of the Memorandum of Association of the Company.

   To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Sections 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") (including any statutory modification(s) or re-enactment thereof for the time being in force), read with the Companies (Share Capital and Debentures) Rules, 2014, Articles of Association of the Company and subject to the approval of the Registrar of Companies, Bengaluru, and such other statutory and regulatory approvals as may be required, approval of the Members of the Company be and is hereby accorded for the reclassification of the Authorised Share Capital of the Company aggregating to ₹ 1,29,66,93,200 (Rupees One Hundred Twenty-Nine Crore Sixty-Six Lakh Ninety-Three Thousand Two Hundred Only) comprising of (i) 1,24,66,932 (One Crore Twenty Four Lakh Sixty Six Thousand Nine Hundred and Thirty Two) Compulsorily Convertible Preference Shares of ₹100/- (Indian Rupees One Hundred only) each, aggregating to ₹1,24,66,93,200 (Indian Rupees One Hundred and Twenty Four Crore Sixty Six Lakh Ninety Three Thousand Two Hundred only); and (ii) 5,00,000 (Five Lakh) Optionally Convertible Preference Shares of ₹ 100/- (Indian Rupees One Hundred only) each, aggregating to ₹ 5,00,00,000/- (Indian Rupees Five Crore only), into 25,93,38,640 (Twenty Five Crore Ninety Three Lakh Thirty Eight Thousand Six Hundred and Forty) Ordinary Equity Shares of ₹5/- each, such that the total Authorised Share Capital of the Company remains unchanged at ₹2,47,25,13,655 (Indian Rupees Two Hundred and Forty Seven Crore Twenty Five Lakh Thirteen Thousand Six Hundred and Fifty Five only).

RESOLVED FURTHER THAT approval of the members be and is hereby accorded for the alteration in the Authorised Share Capital of the Company:

From:

The Authorised Share Capital of the Company is ₹2,47,25,13,655 (Indian Rupees Two Hundred and Forty Seven Crore Twenty Five Lakh Thirteen Thousand Six Hundred and Fifty Five only) comprising of (i) 1,24,66,932 (One Crore Twenty Four Lakh Sixty Six Thousand Nine Hundred and Thirty Two) Compulsorily Convertible Preference Shares of ₹100/- (Indian Rupees One Hundred only) each, aggregating to ₹1,24,66,93,200 (Indian Rupees One Hundred and Twenty Four Crore Sixty Six Lakh Ninety Three Thousand Two Hundred only); and (ii) 5,00,000 (Five Lakh) Optionally Convertible Preference Shares of ₹ 100/- (Indian Rupees One Hundred only) each, aggregating to ₹ 5,00,00,000/- (Indian Rupees Five Crore only), and (iii) 23,51,64,091 (Twenty Three Crore Fifty One Lakh Sixty Four Thousand and Ninety One) Ordinary Equity Shares of INR 5/- (Indian Rupees Five only) each, aggregating to INR 1,17,58,20,455 (Indian Rupees One Hundred and Seventeen Crore Fifty Eight Lakh Twenty Thousand Four Hundred and Fifty Five only)

To:

The Authorised Share Capital of the Company is ₹2,47,25,13,655 (Indian Rupees Two Hundred and Forty Seven Crore Twenty Five Lakh Thirteen Thousand Six Hundred and Fifty Five only) comprising of 49,45,02,731 (Forty Nine Crore Forty Five Lakh Two Thousand Seven Hundred and Thirty One) Ordinary Equity Shares of ₹5/- (Indian Rupees Five only) each.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

"V. The Authorised Share Capital of the Company is ₹2,47,25,13,655 (Indian Rupees Two Hundred and Forty Seven Crore Twenty Five Lakh Thirteen Thousand Six Hundred and Fifty Five only) comprising of 49,45,02,731 (Forty Nine Crore Forty Five Lakh Two Thousand Seven Hundred and Thirty One) Ordinary Equity Shares of ₹5/- (Indian Rupees Five only) each.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable to give effect to the above resolutions, and to make any filings, including with the Registrar of Companies, Karnataka at Bengaluru, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, and to settle any question, difficulty or doubt that may arise. "

By Order of the Board of Directors
For Amagi Media Labs Limited

sd/-
Sridhar Muthukrishnan
Company Secretary & Compliance Officer
Membership No.: F9606

Date: September 1, 2026
Place: Bengaluru

NOTES

1. The Ministry of Corporate Affairs (**"MCA"**), vide its General Circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025, (collectively **"MCA Circulars"**) has permitted companies to conduct AGM through VC or OAVM, subject to compliance with various conditions mentioned therein. In compliance with the aforesaid MCA Circulars, applicable provisions of the Companies Act, 2013, rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**), and relevant SEBI Circulars issued from time-to-time (**"Applicable Circulars"**), the Articles of Association of the Company, the 18th AGM of the Company is being held through VC / OAVM. Accordingly, physical attendance of Members has been dispensed with, and the facility for appointment of proxies is not available for this AGM. Consequently, the proxy form, attendance slip including the route map are not annexed to this Notice.

   The Registered Office of the Company shall be deemed to be the venue for the AGM.

2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out all material facts relating to the businesses given under item nos. 4 to 7 of this Notice is annexed hereto and forms part of this Notice. The requisite details pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard 2 on General Meetings (**"SS-2"**) issued by the Institute of Company Secretaries of India (**"ICSI"**) in respect of the Director(s) seeking appointment/re-appointment at this AGM are also annexed hereto.

3. The Members can join the AGM through VC/OAVM, 15 (fifteen) minutes before and after the scheduled time of commencement of the AGM by following the procedure mentioned in the Notice. The VC/OAVM facility will be made available on a first-come-first-served basis. This restriction shall not apply to large Members (Members holding 2% or more of the total paid-up equity share capital of the Company), Promoter(s) and Promoter Group, Institutional Investors, Directors, Key Managerial Personnel (**"KMP"**), Chairpersons of Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee and other Committees of the Board, Auditors, and such other persons as may be specified under the Applicable Circulars, who are allowed to attend the AGM without restriction on the first-come-first-served basis.

4. The attendance of Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

5. In accordance with the Applicable Circulars, the Notice of the 18th AGM along with the Annual Report of the Company for the Financial Year 2025-26 (**"Annual Report"**) is being sent only by electronic mode to the Members, whose names appear in the register of members/ list of beneficial owners as on August 28, 2026 and whose email addresses are registered with the Company/ registrar to issue and share transfer agent (**"RTA"**)/ depository(ies)/ depository participants (**"DP"**). Members who have not yet registered their email addresses are requested to register/update their email addresses with their respective DPs, in case the shares are held in electronic/demat mode. The Notice and Annual Report will also be available on the Company's website here and on the websites of BSE Limited (**"BSE"**) at www.bseindia.com and National Stock Exchange of India Limited (**"NSE"**) at www.nseindia.com respectively, and also at the website of e-voting agency i.e. NSDL at www.evoting.nsdl.com

6. A person who is not a Member as on the Cut-off Date should treat this Notice as an intimation only. Any person who acquires shares of the Company after the dispatch of this Notice and holds shares as on the Cut-off Date may follow the same instructions as mentioned herein for e-voting and attending the AGM.

7. Pursuant to Regulation 40 of the Listing Regulations (as amended) and SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021, securities of listed companies can be transferred only in dematerialised form. Members who have not linked their Aadhaar with their demat account are requested to do so at the earliest to avail all corporate benefits without interruption.

8. Pursuant to Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in demat form may approach their respective DP to complete the nomination formalities.

9. Members may inspect all documents referred to in this Notice and the Explanatory Statement annexed hereto, including the Register of Directors and KMP and their shareholding maintained under Section 170 of the Companies Act, 2013, and the Register of Contracts or Arrangements maintained under Section 189 of the Companies Act, 2013 and other documents, by sending an email to compliance@amagi.com. All statutory registers and documents shall be made available for inspection during the AGM through VC/OAVM.

10. Pursuant to Section 20 of the Companies Act, 2013 read with Rules thereunder and applicable MCA Circulars, this Notice and the Annual Report are being sent exclusively only in electronic mode to Members whose email addresses are registered. Members who have not registered their email addresses are requested to do so immediately to receive all future communications electronically and contribute to a greener environment.

11. All Members are requested to ensure that their bank account details (including IFSC and MICR code) are updated with the Company's RTA / their DP, to enable all corporate benefits, including dividends (if declared), to be credited directly to their bank accounts through electronic mode (NECS/NEFT).

12. Relevant disclosures as required under Listing Regulations and the Companies Act, 2013 have been made in the Annual Report and the Corporate Governance Report forming part thereof.

13. Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), SS-2, MCA Circulars, Regulation 44 of the Listing Regulations, and the Applicable Circulars, the Company is providing to all its Members the facility to cast their vote(s) on all resolutions set forth in this Notice by electronic means. Accordingly, the shareholders may either vote through remote e-voting facility provided by the Company as detailed in point no. 24 (**"remote e-voting"**) or through e-voting facility at the AGM as detailed in point no.27 (**"voting at the AGM"**), collectively referred to as **"e-voting"**. The Board has appointed National Securities Depository Limited (**"NSDL"**) as the e-voting agency for facilitating e-voting.

14. The remote e-voting window will be open from Sunday, September 20, 2026, at 09:00 A.M. (IST) and will end on Tuesday, September 22, 2026, at 05:00 P.M. (IST) (being the day preceding the date of the AGM). The remote e-voting module shall be disabled by NSDL for voting thereafter. During the remote e-voting period, Members of the Company holding shares as on the cut-off date of September 17, 2026 (**"Cut-off Date"**), may cast their votes electronically. Members who cast votes through remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their votes again during the AGM.

15. Only those Members who are present in the AGM through VC/OAVM facility and who have not cast their vote(s) through remote e-voting prior to the AGM shall be eligible to vote at the AGM through the e-voting system. The e-voting module during the AGM shall be disabled by NSDL 15 (fifteen) minutes after conclusion of the Meeting.

16. Institutional / Corporate Members (i.e., other than individuals, HUFs, NRIs, etc.) intending to authorise their representative(s) to attend and vote on their behalf at the AGM are requested to send a certified true copy of the Board Resolution / Authorisation Letter / Power of Attorney by email to compliance@amagi.com and to NSDL at evoting@nsdl.com prior to the AGM, mentioning the name(s) of the authorised representative(s), their email address(es) and mobile number(s).

17. Voting rights of members shall be in proportion to the paid-up equity share capital of the Company held by them, as on the Cut-off date i.e. September 17, 2026. In case of joint holders, the vote of the first-named holder as per the Register of Members/ records of the depository shall be accepted. The first-named joint holder shall be deemed to be the Member for all purposes of this Notice.

18. The Board of Directors of the Company, at its meeting held on August 13, 2026, has appointed Mr. Pramod S M, Practicing Company Secretary (Membership No.: F7834 , Certificate of Practice No.: 13784), or in his absence Mr. Biswajit Ghosh (Membership No.: F8750, CP No.: 8239), Partners of M/s. BMP & Co. LLP, Practising Company Secretaries, as the Scrutinizer (**"Scrutinizer"**) to scrutinise the remote e-voting process and voting at the AGM in a fair and transparent manner.

19. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting and voting at the AGM, prepare a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit the same to the Chairperson of the Meeting (or a person authorised by the Board).

20. The result of voting shall be declared not later than within 2 (two) working days of the conclusion of the AGM. Subject to receipt of requisite number of votes, the resolution(s) shall be deemed to be passed on the date of the AGM.

21. The voting results along with the Scrutinizer's Report shall be communicated to BSE (Scrip Code: 544679) www.bseindia.com and NSE (Symbol: AMAGI) www.nseindia.com, and uploaded on the website of the Company here, and NSDL at www.evoting.nsdl.com

22. Members desirous of expressing their views or raising questions/queries at the AGM are requested to send their questions/queries in advance from their registered email address mentioning their name, DP ID and client ID, No. of shares, PAN, on or before Monday, September 21, 2026, 5:00 P.M. (IST), to the Company at compliance@amagi.com. Such questions/queries will be addressed at the AGM to the extent possible.

23. Members who wish to express their views or ask questions during the AGM may register their request as a speaker by sending a request from their registered email address, mentioning their name, DP ID & Client ID, PAN and mobile number at compliance@amagi.com on or before Monday, September 21, 2026, 5:00 P.M. (IST). Those members, who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers and the time allocated to each speaker, depending on the availability of time at the AGM.

24. Instructions for shareholders for Remote e-voting

The way to vote electronically on NSDL e-voting system consists of "Two Steps" as mentioned below:

Step 1: Access to NSDL e-voting system

Step 2: Cast your vote electronically on the NSDL e-voting system

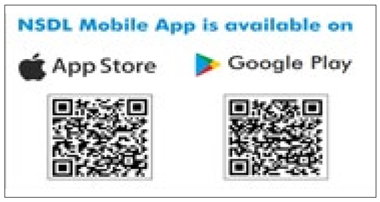
Step 1: Access to NSDL e-voting system:

A. Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI Master Circular dated January 30, 2026 read with SEBI circular dated December 9, 2020 on e-voting facility provided by listed companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with depositories and depository participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	LOGIN METHOD
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on here. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the **"Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under Value added services. Click on **"Access to e-voting"** under e-voting services and you will be able to see e-voting page. Click on company name or **e-voting service provider i.e. NSDL** and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

Type of shareholders	LOGIN METHOD
	A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or **e-voting service provider i.e. NSDL** and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App **"NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the evoting is in progress and also able to directly access the system of all e-voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B. Login Method for e-voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode.

How to Log-in to NSDL e-voting website?

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL)	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************

   There are no shareholders of the Company holding shares in physical mode.

5. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account.. The .pdf file contains your 'User ID' and your 'initial password'.

      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

   a) Click on **"Forgot User Details/Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) If you are still unable to get the password by aforesaid option, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

   c) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-voting will open.

Step 2: Cast your vote electronically and join general meeting on NSDL e-voting system.

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on **"Submit"** and also **"Confirm"** when prompted.

5. Upon confirmation, the message **"Vote cast successfully"** will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

25. General Guidelines for shareholders:

a) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pramod@bmpandco.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-voting" tab in their login.

b) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Mr. Falguni Chakraborty at evoting@nsdl.com. This person may also be contacted for any grievances connected with the Remote e-voting.

26. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

a) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to compliance@amagi.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.

b) Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

c) In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.

27. The instructions for members for e-voting on the day of the AGM are as under:

a) The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

b) Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.

c) Members who have voted through Remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

d) The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

28. Instructions for members for attending the AGM through VC/OAVM are as under:

a) Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access by following the steps mentioned above for **Access to NSDL e-voting system**. After successful login, you can see link of “VC/OAVM” placed under **“Join meeting”** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush.

b) Members are encouraged to join the Meeting through Laptops for better experience.

c) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

d) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

e) The Company reserves the right to limit the number of members asking questions depending on the availability of time at the AGM

f) Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at compliance@amagi.com. The same will be replied by the company suitably.

29. Instructions for shareholders/ members to speak during the AGM:

a) Shareholders who would like to speak during the meeting must register their request with the Company.

b) Shareholders will get confirmation on a first come first served basis.

c) Shareholders will receive their “speaking serial number” once they mark attendance for the meeting.

d) Other shareholders may ask questions to the panelist, via active chat-box during the meeting.

e) Please remember your speaking serial number and start your conversation with the panelist by switching on video mode and audio of your device.

f) Shareholders are requested to speak only when the moderator of the meeting/ management will announce the name and serial number for speaking.

By Order of the Board of Directors
For Amagi Media Labs Limited

sd/-
Sridhar Muthukrishnan
Company Secretary & Compliance Officer
Membership No.: F9606

Date: September 1, 2026
Place: Bengaluru

EXPLANATORY STATEMENT

(Pursuant to Section 102(1) of the Companies Act, 2013)

The following statement sets out all material facts relating to the special business(s) mentioned in the accompanying Notice of AGM:

Item No. 4 – Consider and approve the re-appointment of Mr. Baskar Subramanian (DIN: 02014529) as Managing Director and Chief Executive Officer of the Company.

Mr. Baskar Subramanian (DIN: 02014529) is a Co-Founder and a Promoter of the Company. He is currently the Managing Director and Chief Executive Officer of the Company. He holds a Bachelor's degree in Engineering from Government College of Technology, Coimbatore, and has over 24 years of experience in the technology and media sector. Prior to co-founding the Company, he was associated with ImpulseSoft Private Limited as its Chief Technology Officer and with Texas Instruments (India) Limited.

He has played, and continues to play, a visionary and foundational role in establishing Amagi, shaping its product vision, building enduring customer relationships and scaling the business across markets. Under his leadership, Amagi has expanded manifold in scale, reach and financial performance, and his continued leadership will be critical to navigating and delivering Amagi's next phase of growth.

The Nomination and Remuneration Committee, at its meeting held on June 11, 2026, reviewed his performance and contribution to the Company and recommended his re-appointment for a further period of 5 (Five) years starting from December 1, 2026 to November 30, 2031. The Board of Directors, at its meeting held on August 13, 2026 accepted the said recommendation and approved the re-appointment, subject to the approval of the Members by way of a Ordinary Resolution.

Proposed Terms of Re-appointment

Particulars	Details
Designation	Managing Director and Chief Executive Officer
Tenure	5 (Five) years commencing from December 1, 2026 to November 30, 2031
Retirement by Rotation	Not liable to retire by rotation

Mr. Baskar satisfies all the conditions set out in Part I of Schedule V to the Companies Act, 2013, for being eligible for his appointment. He is not disqualified from being appointed as a Director in terms of Section 164 of the said Act.

Brief resume and other details of Mr. Baskar Subramanian are provided in Annexure A to this Notice pursuant to the provision of the Listing Regulations and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India.

Based on the recommendation of the Nomination and Remuneration Committee, the Board recommends the resolution no. 4 as set out in this notice, for the approval of the shareholders as an **Ordinary Resolution**.

Except Mr. Baskar Subramanian and his relatives, none of the Directors, Key Managerial Personnel, or their relatives, are concerned or interested in the resolution.

Item No. 5 - Consider and approve the terms of remuneration payable to Mr. Baskar Subramanian (DIN: 02014529), Managing Director and Chief Executive Officer of the Company.

This Item sets out the terms of remuneration payable to Mr. Baskar Subramanian pursuant to his re-appointment as Managing Director and Chief Executive Officer of the Company as may be approved by the Members under Item No. 4 of this Notice and should be read together with the same.

Proposed Remuneration

Particulars	Details
Fixed Salary	₹ 2.035 crores per annum,
Variable Pay	₹ 2.035 crores per annum
Perquisites	Company-maintained vehicle / transportation, communication expenses, accident insurance, medical insurance, and such other perquisites as per Company policy, subject to Schedule V of the Companies Act, 2013
ESOPs / Stock-linked Benefits	None
Provident Fund & Gratuity	As per applicable statutory provisions and Company policy
Overall Remuneration Cap	Within the limits prescribed under Section 197 read with Schedule V to the Companies Act, 2013 upto the amount as set out in this Notice.

It is proposed that the annual increment in total remuneration, during the subsistence of the proposed tenure, be capped at up to 7.5%, as may be determined by the Board / Nomination and Remuneration Committee. In the event of absence or inadequacy of profits in any financial year, the remuneration shall be paid as per the structure and increments as set out in the resolution as minimum remuneration in accordance with the provisions of Schedule V to the Companies Act, 2013.

I. General information (Schedule V, Part II, Section II):

(i) Nature of industry – The Company operates in the Media technology industry as a global Software-as-a-Service (SaaS) provider, offering a cloud-native, AI-enabled platform for the media and entertainment ecosystem. Its solutions enable broadcasters, content owners, streaming platforms and advertisers to create, manage, distribute and monetize live, linear and on-demand video content through cloud-based workflows, while supporting content preparation, channel playout, streaming, advertising and audience engagement across connected TV (CTV), OTT and other digital platforms.

(ii) Date or expected date of commencement of commercial production – February 01, 2008.

(iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus – Not applicable.

(iv) Financial performance based on given indicators:

Year	Revenue from Operations (₹ million)	Net Profit / (Loss) (₹ million)	Dividend per share (₹)
2025-26	9,492.32	264.47	Nil
2024-25	6,669.84	(1,220.69)	Nil
2023-24	4,458.99	(2,138.32)	Nil

(v) Foreign investments or collaborations, if any – Being a listed entity, the Company has investments from Foreign Portfolio Investors and Non-Resident Indians. Except this, the Company has not entered into any foreign collaboration.

II. Information about the appointee (Schedule V, Part II, Section II):

(i) Background details – Please refer to Item No. 4 of this Notice and the "Brief profile, experience & Expertise" section of Annexure A.

(ii) Past remuneration – ₹3.59 Crores per annum.

(iii) Recognition or awards – None.

(iv) Job profile and his suitability – Please refer to his brief profile, experience and expertise as set out in Annexure A to this Notice.

(v) Remuneration proposed – As set out in the resolution above.

(vi) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates, the relevant details would be with respect to the country of his origin) – Taking into consideration the size of the Company, the profile of the Director, the responsibilities undertaken by him and the industry benchmarks, the proposed remuneration is reasonably justified in comparison with general market trends and the remuneration packages of top-level managerial persons having comparable qualification and experience.

(vii) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any – He is related to Ms. Srividhya Srinivasan, the Chief Technology Officer of the Company. He has no pecuniary relationship other than the remuneration he is entitled to receive.

III. Other information (Schedule V, Part II, Section II):

(i) Reasons for loss or inadequate profits – The Company turned profitable during FY 2025-26. However, it continues to invest in technology, talent, AI initiatives and other operational areas, which may impact the level of profitability.

(ii) Steps taken or proposed to be taken for improvement – The Company is focused on expanding revenue by acquiring new customers, strengthening relationships with existing clients, growing advertising-supported streaming revenue, and optimizing overhead costs through technology and automation.

(iii) Expected increase in productivity and profits in measurable terms – While the Company's strategic initiatives are intended to improve operational efficiency and financial performance, there can be no assurance that these measures will result in profitability, and actual outcomes will depend on various factors including market conditions and execution risks.

Based on the recommendation of the Audit Committee and the Nomination and Remuneration Committee, the Board recommends the resolution set out at Item No. 5 of this Notice for the approval of the Members as a Special Resolution.

Except Mr. Baskar Subramanian and his relatives, none of the Directors, Key Managerial Personnel, or their relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of this Notice.

Item No. 6 – Appoint M/s. BMP & Co. LLP, Practicing Company Secretaries as the Secretarial Auditors of the Company.

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every listed company to annex a Secretarial Audit Report given by a Company Secretary in Practice, with its Board's Report. Further, pursuant to Regulation 24A of the Listing Regulations, as amended from time to time, every listed entity shall undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and the appointment of such Secretarial Auditor shall be approved by the Members of the Company at the Annual General Meeting, for a term of not less than 5 (five) consecutive years.

In view of that above, after evaluating and considering various factors such as industry experience, competence of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors, upon recommendation of the Audit Committee at its meeting held on August 13, 2026, approved the appointment of M/s. BMP & Co. LLP, Practicing Company Secretaries (Firm Registration No. L2017KR003200) (**"BMP"**), as the Secretarial Auditors of the Company for a period of 5 (Five) consecutive years commencing from the financial year 2026-27 till the financial year 2030-31 (representing the first term of appointment), subject to the approval of the shareholders of the Company at the ensuing Annual General Meeting at such remuneration as mutually agreed between the Board of Directors of the Company and the Secretarial Auditors. BMP have consented to their appointment as Secretarial Auditors and has confirmed that their appointment will be in accordance with Section 204 of Companies Act, 2013 read with Listing Regulations, 2015.

BMP is a well-established firm of Practicing Company Secretaries with offices in Bengaluru, Mumbai, and Delhi (NCR). Founded in 2017, the firm specialises in Company Secretarial services. Having undergone peer review, BMP delivers comprehensive consulting and advisory services in corporate law. Their expertise encompasses a wide spectrum, including Corporate Secretarial Services, Secretarial Audit, SEBI compliances, Initial Public Offerings, Foreign Direct Investment and Overseas Direct Investment under FEMA, Mergers & Amalgamations, Business Setup, and Fund Raise compliance. BMP provides services across diverse sectors, including listed corporates, multinational companies, startups, venture capital firms, and esteemed law firms.

The proposed remuneration to be paid to BMP for secretarial audit services for the financial year 2026-27 is

₹4,00,000 (Indian Rupees Four Lakhs) p.a. plus applicable taxes and out-of-pocket expenses. For the subsequent financial years up to FY 2030-31, the remuneration may be increased by an annual inflationary hike, as may be mutually agreed between the Company and BMP and approved by the Board of Directors. Besides the secretarial audit services, the Company may also obtain certifications from BMP under various statutory regulations and certifications required by statutory authorities, banks, audit related services and other permissible non-secretarial audit services as required from time to time, for which they will be paid separately on mutually agreed terms, as approved by the Board of Directors. The Board of Directors shall approve revisions to the remuneration of BMP for the remaining part of the tenure in such manner and to such extent as may be mutually agreed with BMP.

The Board recommends the **Ordinary Resolution** set out at Item No. 6 of this Notice for approval by the Members.

None of the Directors, KMP of the Company and their respective relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

Item No. 7 – Approve reclassification of Authorised Share Capital and consequential alteration of Clause V of the Memorandum of Association of the Company.

The current Authorised Share Capital of the Company is ₹2,47,25,13,655 (Indian Rupees Two Hundred and Forty Seven Crore Twenty Five Lakh Thirteen Thousand Six Hundred and Fifty Five only), divided into three classes of securities as set out in the existing Clause V of the Memorandum of Association (**"MOA"**) of the Company, in the following manner:

Existing Clause V of the MOA:

"V. The Authorised share capital of the Company is INR 2,47,25,13,655 (Indian Rupees Two Hundred and Forty Seven Crore Twenty Five Lakh Thirteen Thousand Six Hundred and Fifty Five only) divided into:

a) 23,51,64,091 (Twenty Three Crore Fifty One Lakh Sixty Four Thousand and Ninety One) Ordinary Equity Shares of INR 5/- (Indian Rupees Five only) each, aggregating to INR 1,17,58,20,455 (Indian Rupees One Hundred and Seventeen Crore Fifty Eight Lakh Twenty Thousand Four Hundred and Fifty Five only);

b) 1,24,66,932 (One Crore Twenty Four Lakhs Sixty Six Thousand Nine Hundred and Thirty Two) Compulsorily Convertible Preference Shares of INR 100/- (Indian Rupees One Hundred only) each, aggregating to INR 1,24,66,93,200 (Indian Rupees One Hundred and Twenty Four Crores Sixty Six Lakhs Ninety Three Thousand and Two Hundred only); and

c) 5,00,000 (Five Lakhs) Optionally Convertible Preference Shares of INR 100 (Indian Rupees One Hundred only) each, aggregating to INR 5,00,00,000/- (Indian Rupees Five Crores only)."

The CCPS and OCPS forming part of the existing authorised share capital were created at the time of various pre-IPO funding rounds to accommodate investor instruments. Prior to filing of the Updated Draft Red Herring Prospectus with the SEBI and the Stock Exchanges, all outstanding CCPS and OCPS issued by the Company have been fully converted into Ordinary Equity Shares in accordance with their respective terms. The Company has since been listed with the Stock Exchanges on January 21, 2026. Consequently, there are no CCPS or OCPS currently outstanding. It is clarified that the proposal set out in this Item does not involve any increase, reduction or alteration in the aggregate authorised share capital of the Company. The total authorised share capital of the Company shall continue to remain ₹2,47,25,13,655 (Indian Rupees Two Hundred and Forty Seven Crore Twenty Five Lakh Thirteen Thousand Six Hundred and Fifty Five only). The proposal merely seeks to reclassify the existing authorised share capital by converting the authorised but unissued preference share capital into authorised Ordinary Equity Share capital as a simplification measure for reasons outlined in the following paragraph.

The Board of Directors, at its meeting held on August 13, 2026 considered and approved the proposal to reclassify the authorised share capital of the Company by converting the entire authorised but unissued preference share capital (both CCPS and OCPS) into Ordinary Equity Shares of ₹5/- each, without altering the total authorised share capital of the Company as simplification method as set out below:

(i) Align the authorised capital of the Company with its status as a listed company with a single class of equity shares;

(ii) Reflect the post-IPO, single-class equity capital structure of the Company in the Memorandum of Association;

(iii) Provide greater flexibility and headroom for future equity-based capital raising activities including ESOPs, preferential allotments, rights issues, or any other permissible equity issuances; and;

(iv) Simplify the administrative obligations arising from a multi-class share capital structure.

The reclassification is being effected without any cancellation of issued and paid-up share capital, and the rights of existing equity shareholders shall not be affected in any manner.

As the reclassification involves a change in the structure of the authorised share capital, it is necessary to amend Clause V of the Memorandum of Association of the Company in the manner set out in the resolution:

Amended Clause V of the MOA:

"V. The Authorised Share Capital of the Company is ₹2,47,25,13,655 (Indian Rupees Two Hundred and Forty Seven Crore Twenty Five Lakh Thirteen Thousand Six Hundred and Fifty Five only) comprising of 49,45,02,731 (Forty Nine Crore Forty Five Lakh Two Thousand Seven Hundred and Thirty One) Ordinary Equity Shares of ₹5/- (Indian Rupees Five only) each."

Pursuant to Section 13 read with Section 61 of the Companies Act, 2013, such alteration requires the approval of the Members by way of an **Ordinary Resolution** and the filing of Form SH-7 and such other forms as may be prescribed, with the Registrar of Companies, Bengaluru. The draft Memorandum of Association shall be available for inspection by Members at the Registered Office of the Company during normal working hours of the Company.

The Board of Directors recommends the **Ordinary Resolution** set out at Item No. 7 of this Notice for approval by the Members.

None of the Directors, KMP of the Company and their respective relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

By Order of the Board of Directors
For Amagi Media Labs Limited

sd/-
Sridhar Muthukrishnan
Company Secretary & Compliance Officer
Membership No.: F9606

Date: September 1, 2026
Place: Bengaluru

ANNEXURE A

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE 18TH ANNUAL GENERAL MEETING

(Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by ICSI)

Particulars	Mr. Shekhar Kirani Hanumanthasetty	Mr. Baskar Subramanian
DIN	02384548	02014529
Age	60 years	52 years
Date of Birth	February 07, 1966	May 27, 1974
Nationality	Indian	Indian
Educational Qualification	Doctor of Philosophy (Ph.D.), University of Minnesota, USA	B.E. (Engineering), Government College of Technology, Coimbatore
Brief profile, experience & Expertise	Mr. Shekhar has been a Nominee Director of the Company since 2021. He has over 15 years of experience in leading investments in early-stage software and mobile start-ups. He is a designated partner at Accel Partners India LLP & Accel India Advisors LLP and has been associated with Accel India Management LLP (formerly Accel India Management Private Limited).	Mr. Baskar is the Co-founder and Promoter of the Company. He is the current Managing Director and CEO of the Company. He has over 24 years of experience in technology and media sector. Prior to co-founding Amagi, he was previously associated with ImpulseSoft Private Limited and Texas Instruments (India) Limited.
Skills and capabilities required for the role and manner in which the proposed person meets such requirements	Mr. Shekhar has led early-stage investments in several enterprise software and SaaS companies. His investing experience involves board-level engagement, financial evaluation, and governance oversight across a portfolio of technology companies. Please refer to the Corporate Governance Report, which forms a part of this Annual Report for additional details.	Mr. Baskar brings direct operating experience in building and scaling a global media-technology SaaS platform, giving him first-hand Technology & Digital expertise and People Management & Leadership capability developed through leading the Company's engineering, product, and go-to-market functions. Please refer to the Corporate Governance Report, which forms a part of this Annual Report for additional details.
Date of first appointment on the Board	September 15, 2021	February 01, 2008
Nature of Directorship	Nominee Director (representing Accel India VI (Mauritius) Ltd. and Accel Growth VI Holdings (Mauritius) Ltd.)	Managing Director & CEO; Promoter
Terms & Conditions of Re-appointment	Liable to retire by rotation as per Section 152 of the Companies Act, 2013	Re-appointment as Managing Director and Chief Executive Officer for a period of 5 years; not liable to retire by rotation; remuneration as per the Explanatory Statement.
Remuneration last drawn (FY 2025-26)	None	₹ 3.59 crore per annum
Remuneration proposed	None	As per terms approved in Item No. 5

Particulars	Mr. Shekhar Kirani Hanumanthasetty	Mr. Baskar Subramanian
No. of Equity Shares held in the Company (including shareholding as beneficial owner)	None	9,565,092 Equity Shares held in his own name
Directorships in other listed entities (as on date of Notice)	None	None
Membership/Chairmanship of Committees of other listed entities	None	None
Resignations, if any, from listed entities (in India) in past three years	None	None
Details of Board/Committee Meetings attended during the year	The details of his attendance are given in the Corporate Governance Report, which forms a part of this Annual Report.	The details of his attendance are given in the Corporate Governance Report, which forms a part of this Annual Report.
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	None	Spouse of Ms. Srividhya Srinivasan, Co-founder, Promoter and the Chief Technology Officer of the Company