

**NOTICE OF THE
41ST EXTRA-ORDINARY GENERAL MEETING
OF THE MEMBERS OF
AMAGI MEDIA LABS LIMITED**

WEDNESDAY, JUNE 18, 2025 AT 04:00 PM IST

AMAGI MEDIA LABS LIMITED

Registered Office: Raj Alkaa Park, Sy. No. 29/3 & 32/2, 4th Floor, Kalena Agrahara Village, Begur Hobli, Bengaluru – 560076, Karnataka | CIN: U73100KA2008PLC045144 | Tel: +91 80 4663 4444

NOTICE

Notice is hereby given that the 41st Extra-ordinary General Meeting (“**EGM**”) of the Members of **AMAGI MEDIA LABS LIMITED** will be held on **Wednesday, June 18, 2025**, at **04:00 PM IST** at Raj Alkaa Pa
rk, Sy. No. 29/3 & 32/2, 4th Floor, Kalena Agrahara Village, Begur Hobli, Bengaluru – 560076, Karnataka, at a shorter notice, to transact the following special businesses:

SPECIAL BUSINESS:

- 1. TO CONSIDER AND RATIFY THE AMAGI 2020 STOCK APPRECIATION RIGHTS SCHEME I, AMAGI 2020 STOCK APPRECIATION RIGHTS SCHEME II AND AMAGI 2020 STOCK APPRECIATION RIGHTS SCHEME III.**

To consider, and if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 (the “**Act**”) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 (“**Rules**”), and all other applicable provisions, if any, of the Act and Rules, the provisions contained in the memorandum of association and the articles of association of Amagi Media Labs Limited (“**Company**”), and such other rules, regulations, circulars and guidelines of any / various statutory / regulatory authority(ies) that are or may become applicable (collectively referred herein as the “**Applicable Laws**”), and on the recommendation of the board of directors of the Company (“**Board**”) at their meeting(s) held on June 13, 2025 and any other approvals, permissions, consents and sanctions of any / various authority(ies) as may be required and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions, consents and sanctions which may be agreed to by the Board, the shareholders of the Company hereby ratify the Amagi 2020 Stock Appreciation Rights Scheme I (“**SAR Scheme I**”), Amagi 2020 Stock Appreciation Rights Scheme II (“**SAR Scheme II**”) and Amagi 2020 Stock Appreciation Rights Scheme III (“**SAR Scheme III**”) which will entitle the stock appreciation rights (“**SAR**”) holders to equity shares for each SAR they hold under the SAR Scheme I, SAR Scheme II and SAR Scheme III, and the total number of shares that may be issued under (i) SAR Scheme I is 31,76,003, (ii) SAR Scheme II is 1,00,880, and (iii) SAR Scheme III is 3,40,470.

RESOLVED FURTHER THAT the total number of equity shares available to be issued under the SAR Scheme I, SAR Scheme II and SAR Scheme III shall continue to be within the respective overall SARs pool and the SARs which were granted were adjusted pursuant to bonus issuance and split of shares undertaken vide shareholders resolutions dated February 28, 2022, March 4, 2022 and October 7, 2024, as set out below:

Schemes	Total pool	Granted	Cancelled and rolled back	Outstanding SARs post cancellation and roll-back	Impact post bonus and split undertaken in 2022	Impact post bonus and split undertaken in 2024
SAR Scheme I	33655	32700	(1217)	31483	88222	3176003
SAR Scheme II	4200	4200	(3200)	1000	2802	100880
SAR Scheme III	5854	4450	(1075)	3375	9457	340470
Total	43708	41350	(5492)	35858	100482	3617353

RESOLVED FURTHER THAT it is hereby noted that the proposed ratification is only for the purpose of providing additional clarity in relation to the SAR Scheme I, SAR Scheme II and SAR Scheme III and are not prejudicial to the interests of the current SAR holders of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, any member of the Board be and is hereby severally authorized, on behalf of the Company, to do all such acts, matters, deeds and things and to take all steps and do all things and give such directions as may be required, necessary, expedient, incidental or desirable.

RESOLVED FURTHER THAT any director or the company secretary of the Company be and is hereby authorised to certify a copy of this resolution and issue the same to all concerned parties.”

2. TO CONSIDER AND APPROVE THE CONVERSION OF AMAGI 2020 STOCK APPRECIATION RIGHTS SCHEME I, AMAGI 2020 STOCK APPRECIATION RIGHTS SCHEME II AND AMAGI 2020 STOCK APPRECIATION RIGHTS SCHEME III INTO ESOP SCHEMES AND CONSOLIDATION OF ALL THE EXISTING ESOP SCHEMES AND SUCH CONVERTED ESOP SCHEMES INTO THE AMAGI EMPLOYEE STOCK OPTION PLAN 2025 AND INCREASE IN ESOP POOL.

To consider and, if thought fit to pass, with or without modifications, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions of the Companies Act 2013 (“**Act**”) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“**SEBI SBEB & SE Regulations**”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions contained in the memorandum of association and the articles of association of Amagi Media Labs Limited (“**Company**”), and such other rules and regulations, circulars and guidelines of any / various statutory / regulatory authority(ies) that are or may become applicable (including any statutory modification or re-enactment thereof) (collectively referred herein as the “**Applicable Laws**”) and such other approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities and bodies and subject to such conditions and modifications as maybe prescribed or imposed by the above authorities and based on the recommendation of the board of directors of the Company (“**Board**”), the consent of the

Members of the Company be and is hereby accorded for conversion of Amagi 2020 Stock Appreciation Rights Scheme I, Amagi 2020 Stock Appreciation Rights Scheme II and Amagi 2020 Stock Appreciation Rights Scheme III into Employee Stock Option Schemes (referred to as “**Converted ESOP Schemes**”) and consolidation of the Stock Options Plan 2009, Stock Options Plan 2015 (Phase-I), Stock Options Plan 2015 (Phase-II), Stock Options Plan 2017 (Phase-I), Stock Option Plan 2017 (Phase-II), ESOP IV Phase-I, ESOP IV Phase-II, ESOP IV Phase-III, 2023 ESOP V – New Hire Grant, and 2023 ESOP V – Performance Grant (“**Prior ESOP Schemes**”) and the Converted ESOP Schemes into the Amagi Employee Stock Option Plan 2025 (“**ESOP 2025**”), in line with the provisions of the SEBI SBEB & SE Regulations, as amended from time to time and as provided in the draft ESOP 2025 tabled before the Members as well as described in the explanatory statement.

RESOLVED FURTHER THAT the consent of the Members of the Company be and is hereby accorded that 1,71,46,827 employee stock options (“**Options**”) granted under the Prior ESOP Schemes and the Converted ESOP Schemes that have been vested but not exercised, as well as unvested Options, be transferred to the ESOP 2025 and all the Options granted under the Prior ESOP Schemes and the Converted ESOP Schemes will be grandfathered with respect to the vesting schedule and exercise price as provided in their respective schemes / grant letter to ESOP 2025, which are not prejudicial to the interest of the interest of current Option holders.

RESOLVED FURTHER THAT it is hereby noted that certain amendments to the ESOP 2025 are being carried out to meet the regulatory requirement in terms of the SEBI SBEB & SE Regulations at the time of listing as well as post listing of the Company.

RESOLVED FURTHER THAT the approval of the Members be and is hereby accorded, to grant, offer, issue and allot in one or more tranches under ESOP 2025, at any time to or for the benefit of the eligible employees of the Company, the unallocated / ungranted Options under the Prior ESOP Schemes and Converted ESOP Schemes as on date on which the ESOP 2025 becomes effective (date of approval of the Members of the company) shall be available for grant under the ESOP 2025 by subsuming the pool available under Prior ESOP Schemes and Converted ESOP Schemes of 34,82,073 Options and to increase the pool by 23,84,230 Options aggregating to 58,66,303 Options and an equivalent number of equity shares (subject to adjustments) can be allotted, at such price and on such terms and conditions as may be fixed or determined by the nomination and remuneration committee under the ESOP 2025 in accordance with Applicable Laws including but not limited to the SEBI SBEB & SE Regulations as may be prevailing at that time and effective June 18, 2025, Prior ESOP Schemes and Converted ESOP Schemes will sunset.

RESOLVED FURTHER THAT all the Options granted under the Prior ESOP Schemes and the Converted ESOP Schemes which have either lapsed or cancelled or forfeited or expired or terminated or forfeited shall be added back to the Options pool of ESOP 2025 for subsequent future grants and the Board be and is hereby authorized to grant such Options to the eligible employees as per the terms of ESOP 2025.

RESOLVED FURTHER THAT the equity shares allotted pursuant to the exercise of the Options, as the case may be, shall rank *pari-passu* in all respects with the existing fully paid-up equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of shares, merger/ amalgamation or sale of division/undertaking or other reorganization etc. the number of above-mentioned Options in ESOP 2025 shall be appropriately adjusted.

RESOLVED FURTHER THAT the Board be and is hereby authorised to carry out any modification, changes or variation, alteration or revisions in the ESOP 2025 or suspend, withdraw or revive the ESOP 2025, in accordance with Applicable Laws prevailing from time to time subject to the approval of the Members of the Company.

RESOLVED FURTHER THAT any of the director and/or the company secretary of the Company be and is hereby authorized to do all the acts, things and deed as may be necessary to give effect to the aforesaid resolution, execute any document and to certify the true copy of the aforesaid resolutions and the same may be forwarded to any concerned authorities for necessary actions.”

3. TO GRANT EMPLOYEE STOCK OPTIONS EQUAL TO OR MORE THAN 1% OF THE ISSUED CAPITAL OF THE COMPANY TO IDENTIFIED EMPLOYEES UNDER THE AMAGI EMPLOYEE STOCK OPTION PLAN 2025 (“ESOP 2025”)

To consider and, if thought fit to pass, with or without modifications, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 (the **“Act”**) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 (**“Rules”**), and all other applicable provisions, if any, of the Acts and Rules, the applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended, (**“SEBI SBEB & SE Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions contained in the memorandum of association and the articles of association of Amagi Media Labs Limited (**“Company”**), and such other rules, regulations, circulars and guidelines of any / various statutory / regulatory authority(ies) that are or may become applicable (collectively referred herein as the **“Applicable Laws”**), and subject to such other appropriate approvals, permissions, consents and sanctions of any / various authority(ies) as may be required and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions, consents and sanctions which may be agreed to by the board of directors of the Company (hereinafter referred to as the **“Board”**), and based on the recommendation of Board, the consent of the Members of the Company, be and is hereby accorded to grant, offer, issue and allot from time to time, in one or more tranches, such number of employee stock options (**“Options”**) under Amagi Employee Stock Option Plan 2025 (**“ESOP 2025”**) during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company, to such identified employees as may be decided by the Board of Directors (including the Nomination and Remuneration Committee).

RESOLVED FURTHER THAT the Nomination & Remuneration Committee and / or the Board of the Company be and is hereby authorized to issue and allot equity shares upon exercise of options from time to time in accordance with the “Amagi Employee Stock Option Plan 2025 (**“ESOP 2025”**)” and the shares so issued shall rank pari passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT any of the directors and/or the company secretary of the Company be and is hereby authorised to do all the acts, things and deed as it may be necessary to give effect to the aforesaid resolution, execute any document and to certify the true copy of the aforesaid resolution and the same may be forwarded to any concerned authorities for necessary actions.”

4. TO EXTEND THE BENEFITS OF AMAGI EMPLOYEE STOCK OPTION PLAN 2025 (“ESOP 2025”) TO THE EMPLOYEES OF THE SUBSIDIARY COMPANIES OF THE COMPANY

To consider and, if thought fit to pass, with or without modifications, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 (the “**Act**”) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 (“**Rules**”), and all other applicable provisions, if any, of the Acts and Rules, the applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended, (“**SEBI SBEB & SE Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions contained in the memorandum of association and the articles of association of Amagi Media Labs Limited (“**Company**”), and such other rules, regulations, circulars and guidelines of any / various statutory / regulatory authority(ies) that are or may become applicable (collectively referred herein as the “**Applicable Laws**”), and subject to such other appropriate approvals, permissions, consents and sanctions of any / various authority(ies) as may be required and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions, consents and sanctions which may be agreed to by the board of directors of the Company (hereinafter referred to as the “**Board**”), and based on the recommendation of Board, the consent of the Members of the Company, be and is hereby accorded to extend the benefits under the Amagi Employee Stock Option Plan 2025 (“**ESOP 2025**”) to the employees of Subsidiary Companies as originally formulated and approved by the Board of Directors and members and to grant, offer, issue and allot from time to time, in one or more tranches, such number of employee stock options (“**Options**”) at such price as may be fixed or determined by the Board (including the Nomination and Remuneration Committee) in accordance with the Act and other Applicable Laws.

RESOLVED FURTHER THAT the terms of ESOP 2025 are not prejudicial to the interests of the current option holders of the Company.

RESOLVED FURTHER THAT the terms of ESOP 2025 shall mutatis mutandis apply to the eligible employees of the “Subsidiaries” as defined in ESOP 2025.

RESOLVED FURTHER THAT any of the directors and/or the company secretary of the Company be and is hereby authorised to do all the acts, things and deed as it may be necessary to give effect to the aforesaid resolution, execute any document and to certify the true copy of the aforesaid resolution and the same may be forwarded to any concerned authorities for necessary actions.”

5. TO CONSIDER AND APPROVE THE CONTRIBUTION OF INR 10 LAKHS FOR CHARITABLE PURPOSES FOR THE FINANCIAL YEAR 2025-26.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 181 and other applicable provisions of the Companies Act, 2013 read with the relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for contributing an amount not exceeding ₹10,00,000/- (Indian Rupees Ten Lakhs only) towards bona fide charitable and other funds during the Financial Year 2025-26.

RESOLVED FURTHER THAT any of the directors and/or the company secretary of the Company be and is hereby authorised to do all the acts, things and deed as it may be necessary to give effect to the aforesaid resolution, execute any document and to certify the true copy of the aforesaid resolution and the same may be forwarded to any concerned authorities for necessary actions.”

**For and on behalf of the Board of Directors of
AMAGI MEDIA LABS LIMITED**

Sd/-

Sridhar Muthukrishnan
Company Secretary and Compliance Officer
Membership No.: F9606

Address: Raj Alkaa Park, 4th Floor,
Kalena Agrahara Village, Begur Hobli,
Bengaluru – 560076, Karnataka

Place: Bengaluru
Date: June 17, 2025

NOTES:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of the special business(s) is annexed herewith and forms part of the Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA-ORDINARY GENERAL MEETING (“EGM”) OF THE COMPANY IS ENTITLED TO APPOINT ONE OR MORE PROXIES, TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
3. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, the authorization letter signed on behalf of the Corporate Member or a certified copy of the board resolution, thereby authorizing their representative(s) to attend and vote on their behalf at the Meeting.
4. Relevant documents referred to in the accompanying Notice and the statutory registers shall be open for inspection by the Members at the Company’s registered office on all working days of the Company, during business hours up to the date of the Meeting.
5. Pursuant to Section 20(2) of the Companies Act and Rule 35 of the Companies (Incorporation) Rules, 2014, as amended, companies are permitted to send official documents to their Members electronically.
6. This Meeting is being called at a shorter notice than the statutory required minimum of 21 clear days. Pursuant to the provisions of Section 101 of the Companies Act, 2013, a General Meeting other than AGM may be called after giving a shorter notice if consent is given in writing or by electronic mode by majority of the Members in number entitled to vote and who represent not less than ninety-five per cent of the share capital carrying voting rights.
7. Members may address their queries/communications, if any, at least 24 hours before the time appointed for the meeting to facilitate the answering thereto at compliance@amagi.com.
8. For the convenience of the Members and for the proper conduct of the Meeting, entry to the place of the Meeting will be regulated by the attendance slip, which is annexed to the Notice. Members are requested to sign at the place provided on the attendance slip and hand it over at the entrance of the venue.
9. Members are requested to write their Client ID and Depository Participant ID on the attendance slip and bring their attendance slip to the venue of the Meeting.
10. A route map and prominent landmark near the location of the Meeting venue is attached with this Notice.

EXPLANATORY STATEMENT

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

The following explanatory statement, as required under Section 102 of the Companies Act, 2013, sets out all material facts relating to special business(s) mentioned under item nos. 1 and 4 of the accompanying notice for convening the EGM of the Company:

Item No. 1

To consider and ratify the Amagi 2020 Stock Appreciation Rights Scheme I, Amagi 2020 Stock Appreciation Rights Scheme II and Amagi 2020 Stock Appreciation Rights Scheme III.

As Amagi Media Labs Limited (“**Company**”) is proposing to undertake an Initial Public Offering (“**IPO**”), the Company understands that, under the extant of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“**SEBI SBEB & SE Regulations**”), for the Company to be eligible to undertake the IPO, it cannot have any Stock Appreciation Rights (“**SARs**”) and can only have employee stock options (“**Options**”) outstanding at the stage of filing draft red herring prospectus with SEBI and recognised stock exchanges and hence these changes and the rechristening of the relevant schemes, which is not prejudicial to the interests of the Option holders.

The board of directors of the Company (“**Board**”) by way of resolution dated February 26, 2020 and shareholders’ by way of resolution dated February 27, 2025 respectively, had approved the following: (i) cancellation of remaining 3% (i.e. 34,000) of the Options under the ESOP Scheme 2017 i.e. 19,081 Options and for converting the same to equivalent SARs; 14,574 issued Options were cancelled under ESOP 2017 and SARs were issued in lieu of these cancelled Options; and (ii) issue / grant of additional SARs of 10,054 to the employees of the Company to be settled in equity shares under Amagi 2020 Stock Appreciation Rights Scheme I (“**SAR Scheme I**”), Amagi 2020 Stock Appreciation Rights Scheme II (“**SAR Scheme II**”) and Amagi 2020 Stock Appreciation Rights Scheme III (“**SAR Scheme III**”) (collectively referred to as “**SAR Schemes**”).

Pursuant to the above resolutions, (i) 33,655 SARs granted to eligible employees under SAR Scheme I, (ii) 4,200 SARs can be granted under SAR Scheme II and (iii) 5,854 SARs can be granted under SAR Scheme III. The SARs which were granted were adjusted pursuant to the bonus issue, split of equity shares and a further bonus issue undertaken on February 28, 2022, March 4, 2022 and October 7, 2024, respectively, as set out below:

Schemes	Pool	Granted	Cancelled and rolled back	Outstanding SARs post cancellation and roll-back	Impact post bonus and split undertaken in 2022	Impact post bonus and split undertaken in 2024
SAR I	33655	32700	(1217)	31483	88222	3176003
SAR II	4200	4200	(3200)	1000	2802	100880
SAR III	5854	4450	(1075)	3375	9457	340470
Total	43708	41350	(5492)	35858	100482	3617353

Also, the SARs granted /to be granted under SAR Scheme I, SAR Scheme II and SAR Scheme III are to be settled in equity shares. The details in relation to the number of SARs granted (unvested and vested) along with the SARs which have already been exercised or lapsed under SAR Scheme I, SAR Scheme II and SAR Scheme III are provided as Annexure A to this notice.

None of the directors and/or key managerial personnel of the Company and their relatives except to the extent of their shareholding in the Company are in any way concerned or interested, financially or otherwise, in the resolutions set out in Item No. 1 of the Notice.

The Board recommends the **Special Resolution** set out in Item No. 1 of the Notice for approval by the Members.

Item No. 2 , 3 and 4

To consider and approve the conversion of Amagi 2020 Stock Appreciation Rights Scheme I, Amagi 2020 Stock Appreciation Rights Scheme II and Amagi 2020 Stock Appreciation Rights Scheme III into ESOP Schemes and consolidation of all the Existing ESOP Schemes and such converted ESOP Schemes into the Amagi Employee Stock Option Plan 2025 and increase in the ESOP Pool.

and

To grant employee stock options equal to or more than 1% of the issued capital of the company to identified employees under the Amagi Employee Stock Option Plan 2025 (“ESOP 2025”)

and

To extend the benefits of Amagi Employee Stock Option plan 2025 (“ESOP 2025”) to the employees of the Subsidiary Companies of the Company

Amagi Media Labs Limited (“**Company**”) proposes to convert Amagi 2020 Stock Appreciation Rights Scheme I, Amagi 2020 Stock Appreciation Rights Scheme II and Amagi 2020 Stock Appreciation Rights Scheme III into Employee Stock Option Schemes (referred to as “**Converted ESOP Schemes**”) and consolidate of all the existing ESOP schemes namely Stock Options Plan 2009, Stock Options Plan 2015 (Phase-I), Stock Options Plan 2015 (Phase-II), Stock Options Plan 2017 (Phase-I), Stock Option Plan 2017 (Phase-II), ESOP IV Phase-I, ESOP IV Phase-II, ESOP IV Phase-III, 2023 ESOP V – New Hire Grant, and 2023 ESOP V – Performance Grant (“**Prior ESOP Schemes**”) and the Converted ESOP Schemes into the Amagi Employee Stock Option Plan 2025 (“**ESOP 2025**”) in line with the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“**SEBI SBEB & SE Regulations**”), as amended from time to time, as the Company is proposing to undertake an initial public offering and list its shares on the recognized stock exchange(s).

Based on the recommendation of the board of directors (“**Board**”) of the Company, it is proposed that the Prior ESOP Schemes and Converted ESOP Schemes be consolidated into a single scheme i.e. ESOP 2025 in order to comply with the regulatory requirements in terms of the SEBI SBEB & SE Regulations.

The objective of ESOP 2025, which will subsume the Prior ESOP Schemes and Converted ESOP Schemes into itself, is to retain and attract key talent, create wealth opportunities for employees, and simplify all Prior ESOP Schemes and the Converted ESOP Schemes by consolidating them into a single plan. This consolidation

of the Prior ESOP Schemes and Converted ESOP Schemes into ESOP 2025 has been proposed for ease of administration and also to avoid duplication of administration and approvals/ reporting. It is further clarified that ESOP 2025 does not contain any change that is prejudicial or detrimental to the interest of the current employee stock options (“Options”) holders.

In this regard, all the Options granted under the Prior ESOP Schemes and Converted ESOP Schemes that have been vested but not exercised, as well as unvested Options, will be transferred to the ESOP 2025. All Options granted under the Prior ESOP Schemes and the Converted ESOP Schemes will be grandfathered with respect to the vesting schedule and exercise price as provided in their respective schemes / grant letters under ESOP 2025, which are not prejudicial to the interest of the current Option holders of the Company.

Further, in terms of provisions of Rule 12(4) of Companies (Share Capital and Debenture) Rules, 2014, approval of the shareholders by way of a separate resolution shall be obtained by the Company in case of grant of option to employees of subsidiary or holding Company or grant of options to identified employees, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of option and hence the approval of shareholders is being sought for Item No. 3. The said approval is being taken by the members as a proactive approach.

The brief summary of all the Prior ESOP Schemes and Converted ESOP Schemes is provided in Annexure A to this Notice.

The benefits of the ESOP 2025 are proposed to be extended to the employees of the subsidiaries of the Company, in order to attract, retain and motivate the best available talent.

Further, pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder and applicable SEBI regulations, including but not limited to the SEBI SBEB & SE Regulations, approval of the Members of the Company would be required by way of Special Resolution for adopting the ESOP 2025.

A copy of the ESOP 2025 shall be placed before the members at the extra-ordinary general meeting of the Company and the same shall be open for inspection at the registered office of the Company between 11:00 AM to 5:00 PM on all working days upto the date of Extra-ordinary General Meeting.

Key variations in the ESOP Schemes:

- A. The Prior ESOP Schemes and Converted ESOP Schemes will be consolidated into a single scheme and replaced with ESOP 2025 to comply with the regulatory requirements in terms of the SEBI SBEB & SE Regulations.
- B. All the Options granted under the Prior ESOP Schemes and Converted ESOP Schemes that have been vested but not exercised, as well as unvested Options, will be transferred to ESOP 2025.
- C. All Options granted under the Prior ESOP Schemes and Converted ESOP Schemes will be grandfathered with respect to the vesting schedule and exercise price as provided in their respective schemes, which are not prejudicial to the interest of current Option holders.

Rationale for the variation in the ESOP and SAR Schemes:

- A. The proposed amendments, including those mentioned herein, are being made to comply with the SEBI SBEB & SE Regulations on the listing of the Company’s shares on recognised stock exchange(s), and making corresponding changes in the ESOP Scheme.
- B. The proposed amendments is for ease of administration and also to avoid duplication of administration, approvals/ reporting.
- C. The proposed amendments shall also contain certain editorial changes and regulatory disclosures, as applicable.
- D. The proposed amendments are not detrimental to the interests of the current grantees of the Company.
- E. The proposed amendment shall not invalidate the grants issued under the Prior ESOP Schemes and Converted ESOP Schemes and shall continue to be in full force and validity.

Relevant date with reference to which the amended ESOP 2025 shall come into force:

Subject to the approval of the members, the ESOP 2025 shall be deemed to be effective from the date of passing of the special resolution by the members.

Memorandum of interest of Directors and Key Managerial Personnel:

None of the directors and/or key managerial personnel of the Company and their relatives except to the extent of their shareholding in the Company, are in any way concerned or interested, financially or otherwise, in the resolutions set out in Item No. 2, 3 and 4 of the Notice.

The Board recommends the special resolution set out in item No. 2 and 3 of the Notice for approval by the Members.

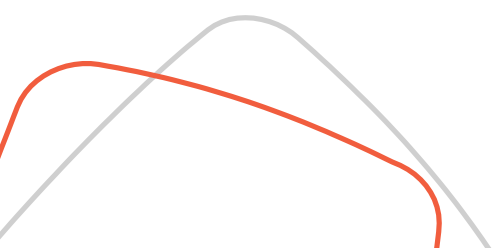
Disclosures under Rule 12(2) of the Companies (Share Capital and Debenture Rules) 2014 read with Regulation 6(2) of the SEBI SBEB & SE Regulations.

S. No.	Requirement	Disclosures
1.	Brief Description of the Scheme	<p>ESOP 2025 consolidates all prior ESOP plans of the Company, into a single scheme, including the Stock Options Plan 2009, Stock Options Plan 2015 (Phase-I), Stock Options Plan 2015 (Phase-II), Stock Options Plan 2017 (Phase-I), Stock Option Plan 2017 (Phase-II), ESOP IV Phase-I, ESOP IV Phase-II, ESOP IV Phase-III, 2023 ESOP V – New Hire Grant, 2023 ESOP V – Performance Grant, Amagi 2020 Stock Appreciation Rights Scheme I, Amagi 2020 Stock Appreciation Rights Scheme II and Amagi 2020 Stock Appreciation Rights Scheme III (“Prior ESOP Schemes”).</p> <p>The objectives of ESOP 2025 are:</p> <ul style="list-style-type: none"> i. motivate and incentivize its key employees for their association with the Company, as the case may be;

		<ul style="list-style-type: none"> ii. attract and retain key talents of the Company, as the case may be, by way of rewarding them for their high performance and motivating them to contribute to the overall growth and profitability of the Company, as the case may be; and iii. enable the employees not only to become co-owners, but also to create wealth out of such ownership in future.
2.	The total number of stock options to be granted	A maximum of 58,66,303 Options may be offered and granted under the ESOP 2025, which on exercise would entitle not more than 58,66,303 equity shares of face value of Rs. 5 each of the Company.
3.	Identification of classes of employees entitled to participate in the Employees Stock Option Scheme	<p>The following classes of employees / directors shall be entitled to participate and shall be the beneficiaries under the ESOP 2025:</p> <p><u>Prior to listing:</u></p> <ul style="list-style-type: none"> (i) a permanent employee of the Company working in India or outside India; or (ii) a director of the Company, whether a whole time director or not, including a non-executive director; (iii) employees as mentioned in (i) and (ii) above of a subsidiary company, in India or outside India. <p>but excludes:</p> <ul style="list-style-type: none"> a. an employee or director who is a promoter or belongs to the promoter group; b. a director who either by himself or through his relatives or through anybody corporate, directly, or indirectly holds more than 10% of the issued and subscribed shares of the Company; and c. and a director being an independent director. <p>In case of any grant to the employees of the subsidiary company(ies), the Company shall obtain prior approval of the shareholders of the Company by way of a special resolution. Appraisal process for determining the eligibility of the employees will be based on designation, period of service, performance linked parameters such as work performance and such other criteria as may be determined by the</p>

		<p>nomination and remuneration committee (“NRC”) in consultation with Board at its sole discretion, from time to time.</p> <p><u>Post Listing:</u></p> <p>(i) an employee designated by the Company, who is exclusively working in India or outside India; or</p> <p>(ii) a director of the Company, including a non-executive director who is not a promoter or member of the promoter group;</p> <p>(iii) an employee as defined in sub-clause (i) or (ii) above, of a subsidiary company, in India or outside India,</p> <p>but does not include-</p> <p>a. an employee or director who is a promoter or a person belonging to the promoter group; or</p> <p>b. a director who, either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company.</p> <p>c. And a director being an independent director.</p> <p>In case any Options are granted to any employee being resident outside India belonging to the Company or its subsidiary, the provisions of the Foreign Exchange Management Act, 1999 and rules or regulations made thereunder as amended and enacted from time to time shall be applicable and the Company has to comply with such requirements as prescribed in connection with grant, vest, exercise of Options and allotment of shares. thereof</p>
4.	The requirements of vesting and period of vesting	The Options granted under ESOP 2025 cannot vest less than 1 (one) year from the date of grant of an Option (except on occurrence of death of permanent disability post listing) and may extend to a maximum period of 6 (six) years from the date of grant, as may be determined by the NRC from time to time, which shall be within the period of 6 (six) years. Provided that, the vesting period for an Option granted under Prior ESOP Schemes shall continue to vest in accordance with the terms as set out in the respective Prior ESOP Schemes and grant letters, while being within the minimum vesting period of 1 (one) year from the date of grant of an Option (except on

		<p>occurrence of death of permanent disability post listing) and maximum vesting period of 6 (six) years from the date of grant.</p> <p>The Options will vest on the basis of continued tenure. The NRC shall prescribe achievement of performance conditions for vesting and may also specify additional parameters including certain performance criteria subject to satisfaction of which the Options would vest. The specific vesting conditions subject to which vesting would take place shall be specified in the grant letter issued to the Option grantee at the time of grant. Provided that, the vesting period for an Option granted under Prior ESOP Schemes shall continue to vest in accordance with the terms as set out in the respective Prior ESOP Schemes and grant letters.</p> <p>As a pre-requisite for a valid vesting, an Option grantee is required to be in employment or service of the Company on the date of vesting, not be subject to any disciplinary proceedings pending against him on such date of vesting and must neither be serving his notice for termination of employment/ service, nor be subject to any disciplinary proceedings pending against him on such date of vesting. Vesting of Options would be subject to continued employment with the Company and on achievement of certain performance criteria.</p> <p>The vesting of Options granted to the employees may expire or lapse or forfeit or accelerate (as the case maybe) in the following circumstances:</p> <ol style="list-style-type: none"> a) Prior to listing, subject to elapse of minimum vesting period of 1 (one) year from the date of grant, the NRC shall have the power to accelerate vesting of any or all unvested Options in connection with or upon happening of liquidity event (as defined in the plan). b) In case of resignation / termination (other than due to cause or breach of Company policies/terms of employment), all the unvested Options shall stand cancelled with effect after the date of resignation (in case of resignation) and with effect as of the date of such termination (other than due to cause or breach of Company policies/terms of employment), vested Options can be exercised in such cases within the
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		<p>exercise period, as specified in the grant letter or within the time period as maybe determined by the NRC (however, not exceeding the maximum exercise period). Post listing, vested Options can be exercised in such cases within the within 5 years from the date of resignation or exercise period, as specified in the grant letter or within the time period as maybe determined by the NRC (however, not exceeding the maximum exercise period)</p> <p>c) In case of termination due to cause or breach of Company policies/terms of employment, all unvested Options and vested Options not exercised at the time of such termination shall stand cancelled with effect from the date of such termination. In relation to the Prior ESOP Schemes, the vested Options can be exercised by the grantee within the time period as mentioned under the Prior ESOP Schemes or within the exercise period, terms as specified in the grant letter or within the time period as maybe determined by the NRC (however, not exceeding the maximum exercise period).</p> <p>d) In case of retirement, prior to listing, all unvested Options shall stand cancelled with effect from the date of retirement. Vested Options can be exercised in such cases within the exercise period specified in the grant letter or within the time period as maybe determined by the NRC (however, not exceeding the maximum exercise period). Provided that, post listing, unvested Options shall accelerate and vest on the last working date and can be exercised in such cases within the exercise period specified in the grant letter or within the time period as maybe determined by the NRC (however, not exceeding the maximum exercise period).</p> <p>e) In case of death and permanent incapacity, all the unvested Options as on the date of death / permanent incapacity shall be deemed to vest immediately, and post-listing the minimum vesting period of 1 year shall not be applicable in such cases. Vested Options can be exercised by nominees/legal heirs (<i>as applicable</i>) in such cases within the exercise period specified in the</p>
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		<p>grant letter.</p> <p>f) In case of transfer of Option grantee to holding company / subsidiary company (prior to listing) and including group companies (post listing), the NRC shall decide whether the unvested Options as on the date of such transfer can be allowed to vest as per the original vesting schedule or not.</p> <p>g) In case of separation for any other reason(s) other than those mentioned above, the NRC shall decide whether the vested Options as on the date of such separation, can be exercised by Employees or not.</p> <p>h) In case of occurrence of any of the events in sub-clause (a) to (g) above, in terms of Options granted under Prior ESOP Schemes of the Company the treatment of vested and unvested Options shall be as per the terms as set out in the respective Prior ESOP Schemes and grant letters.</p>
5.	The maximum period within which the options shall be vested	The vesting period of the Options granted under the ESOP 2025 shall not be less than a period of 1 (one) year, and which may extend to maximum period of 6 (six) years from the date of grant or such other period during the period of 6 (six) years from the date of grant, as may be decided by the Board / NRC from time to time. Provided that, the vesting period for an Option granted under Prior ESOP Schemes shall continue to vest in accordance with the terms as set out in the respective Prior ESOP Schemes and grant letters, while being within the minimum vesting period of 1 (one) year from the date of grant of an Option (except on occurrence of death or permanent disability post listing) and maximum vesting period of 6 (six) years from the date of grant.
6.	The exercise price or the formula for arriving at the same	Exercise price per Option shall be determined by the NRC which shall not be less than the face value and shall not be more than fair market value of the share as on the date of grant of such Options. Provided that, the exercise price per Option granted under Prior ESOP Schemes shall be as set out in the respective Prior ESOP Schemes and grant letters, which would not be less than the face value and more than the fair market value of the share as on the date of grant of such Options.

		<p>Further, post-listing, the exercise price shall be in compliance with the applicable accounting standards as issued by the Ministry of Corporate Affairs from time to time.</p> <p>The number and/or the exercise price of the Options shall be adjusted in a manner pursuant to Clause 13.4 and Clause 4.2(f) of the ESOP 2025.</p>
7.	The exercise period and process of exercise	<p><u>Exercise period while in employment:</u></p> <p>All the vested Options can be exercised by the Employee at the time of a liquidity event or within 10 (ten) years from the date of grant, as specified in the grant letter or within the time period as maybe determined by the NRC (however, not exceeding the maximum exercise period).</p> <p><u>Exercise period post cessation/termination of employment:</u></p> <p>a) In case of resignation / termination (other than due to cause or breach of Company policies/terms of employment), all the unvested Options shall stand cancelled with effect after the date of resignation (in case of resignation) and with effect as of the date of such termination (other than due to cause or breach of Company policies/terms of employment), Vested Options can be exercised in such cases within the exercise period, as specified in the grant letter or within the time period as maybe determined by the NRC (however, not exceeding the maximum exercise period). Post listing, vested Options can be exercised in such cases within the within 5 years from the date of resignation or exercise period, as specified in the grant letter or within the time period as maybe determined by the NRC (however, not exceeding the maximum exercise period).</p> <p>a) In case of termination due to cause or breach of Company policies/terms of employment, all unvested Options and vested Options not exercised at the time of such termination shall stand cancelled with effect from the date of such termination. In relation to the Prior ESOP Schemes, the vested Options can be exercised by the Option grantee within the time period as mentioned under the Prior ESOP Schemes or within the exercise period, terms as specified in the</p>

		<p>grant letter or within the time period as maybe determined by the NRC (however, not exceeding the maximum exercise period).</p> <p>b) In case of retirement, prior to listing, all unvested Options shall stand cancelled with effect from the date of retirement. Vested Options can be exercised in such cases within the exercise period specified in the grant letter or within the time period as maybe determined by the NRC (however, not exceeding the maximum exercise period). Provided that, post listing, unvested Options shall accelerate and vest on the last working date and can be exercised in such cases within the exercise period specified in the grant letter or within the time period as maybe determined by the NRC (however, not exceeding the maximum exercise period).</p> <p>c) In case of death and permanent incapacity, all the unvested Options as on the date of death / permanent incapacity shall be deemed to vest immediately, and post-listing the minimum vesting period of 1 year shall not be applicable in such cases. Vested Options can be exercised by option grantees/ nominees/legal heirs (<i>as applicable</i>) in such cases within the exercise period specified in the grant letter.</p> <p>d) In case of transfer of Option grantee to holding company / subsidiary company (prior to listing) and including group companies (post listing), the NRC shall decide whether the unvested Options as on the date of such transfer can be allowed to vest as per the original vesting schedule or not.</p> <p>e) In case of separation for any other reason(s) other than those mentioned above, the NRC shall decide whether the vested Options as on the date of such separation, can be exercised by employees or not.</p> <p>f) In case of occurrence of any of the events in sub-clause (a) to (f) above, in terms of Options granted under Prior ESOP Schemes of the Company the treatment of vested and unvested Options shall be as per the terms as set out in the respective Prior ESOP Schemes and grant letters.</p>
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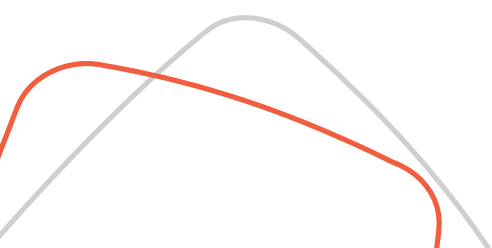
		<p><u>Exercise process:</u></p> <p>The vested Options can be exercised by the Option grantees by a written application to the Company in the format as may be prescribed in due course keeping in view the administrative and/ or the legal requirements prevailing at that time.</p>
8.	The appraisal process for determining the eligibility of employees to the Employees Stock Option Scheme	Appraisal process for determining the eligibility of the employees will be based on designation, period of service, performance linked parameters such as work performance and such other criteria as may be determined by the NRC in consultation with Board at its sole discretion, from time to time.
9.	The maximum number of options to be granted per employee and in aggregate	<p>A maximum of 58,66,303 Options that may be offered and granted in aggregate under the ESOP 2025, which on exercise would entitle not more than 58,66,303 equity shares of face value of Rs. 5 each of the Company.</p> <p>The maximum number of Options to be granted to an eligible employee in a year and in aggregate under the ESOP 2025 shall not exceed 1% of the issued capital (excluding outstanding warrants and conversions) of the Company, at any point in time, unless otherwise approved.</p>
10.	Maximum quantum of benefits to be provided per Employee under the ESOP 2025	The maximum number of Options to be granted to an eligible employee in a year and in aggregate under the ESOP 2025 shall not exceed 1% of the issued capital (excluding outstanding warrants and conversions) of the Company, at any point in time, unless otherwise approved.
11.	Whether the ESOP 2025 is to be implemented and administered directly by the Company or through a trust	The ESOP 2025 is implemented and administered directly by the Company through the NRC of the Company.
12.	Whether ESOP 2025 involves new issue of shares by the Company or secondary acquisition by the trust	Since the Options will be granted directly to the employees (without trust route), this route would involve new/ fresh issue of shares by the Company.
13.	The amount of loan to be provided for implementation of the ESOP 2025 by the Company	Not Applicable.

	to the trust, its tenure, utilization, repayment terms, etc	
14.	Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the ESOP 2025	Not Applicable.
15.	A statement to the effect that the Company shall comply with the applicable accounting standards	The Company shall conform to the applicable accounting policies prescribed under the SEBI SBEB & SE Regulations, or such other policy(ies) as may be prescribed under any other law with respect to accounting for Options, including the disclosure requirements prescribed therein.
16.	The method which the company shall use to value its options	The Company shall adopt fair value method for valuation of Options as prescribed under Ind AS 102 or under any relevant accounting standard notified by appropriate authorities from time to time.
17.	In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report;	Not Applicable.
18.	The lock-in period, if any	The shares arising out of exercise of vested Options would not be subject to any lock-in period after such exercise except such restrictions as prescribed under the applicable laws.
19.	Terms & conditions for buyback, if any, of specified securities covered under these regulations.	Not Applicable.

<p>20.</p>	<p>The conditions under which option vested in employees may lapse e.g. in case of termination of employment for misconduct</p>	<p>The vesting of Options granted to the employees may expire or lapse or forfeit or accelerate (as the case maybe) in the following circumstances:</p> <p>a) Prior to listing, subject to elapse of minimum vesting period of 1 (one) year from the date of grant, the NRC shall have the power to accelerate vesting of any or all unvested Options in connection with or upon happening of liquidity event (as defined in ESOP 2025).</p> <p>b) In case of resignation / termination (other than due to cause or breach of Company policies/terms of employment), all the unvested Options shall stand cancelled with effect after the date of resignation (in case of resignation) and with effect as of the date of such termination (other than due to cause or breach of Company policies/terms of employment), vested Options can be exercised in such cases within the exercise period, as specified in the grant letter or within the time period as maybe determined by the NRC (however, not exceeding the maximum exercise period). Post listing, vested Options can be exercised in such cases within the within 5 years from the date of resignation or exercise period, as specified in the grant letter or within the time period as maybe determined by the NRC (however, not exceeding the maximum exercise period).</p> <p>c) In case of termination due to cause or breach of Company policies/terms of employment, all unvested Options and vested Options not exercised at the time of such termination shall stand cancelled with effect from the date of such termination. In relation to the Prior ESOP Schemes, the vested Options can be exercised by the Option grantee within the time period as mentioned under the Prior ESOP Schemes or within the exercise period, terms as specified in the grant letter or within the time period as maybe determined by the NRC (however, not exceeding the maximum exercise period).</p> <p>d) In case of retirement, prior to listing, all unvested Options shall stand cancelled with effect from the date of retirement. Vested Options can be exercised in such</p>
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		<p>cases within the exercise period specified in the grant letter or within the time period as maybe determined by the NRC (however, not exceeding the maximum exercise period). Provided that, post listing, unvested Options shall accelerate and vest on the last working date and can be exercised in such cases within the exercise period specified in the grant letter or within the time period as maybe determined by the NRC (however, not exceeding the maximum exercise period).</p> <p>e) In case of death and permanent incapacity, all the unvested Options as on the date of death / permanent incapacity shall be deemed to vest immediately, and post-listing the minimum vesting period of 1 year shall not be applicable in such cases. Vested Options can be exercised by option grantees / nominees/legal heirs (<i>as applicable</i>) in such cases within the exercise period specified in the grant letter.</p> <p>f) In case of transfer of Option grantee to holding company / subsidiary company (prior to listing) and including group companies (post listing), the NRC shall decide whether the unvested Options as on the date of such transfer can be allowed to vest as per the original vesting schedule or not.</p> <p>g) In case of separation for any other reason(s) other than those mentioned above, the NRC shall decide whether the vested Options as on the date of such separation, can be exercised by employees or not.</p> <p>h) In case of occurrence of any of the events in sub-clause (a) to (g) above, in terms of Options granted under Prior ESOP Schemes of the Company the treatment of vested and unvested Options shall be as per the terms as set out in the respective Prior ESOP Schemes and grant letters.</p>
21.	The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee	<p><u>Exercise period in case of cessation of employment:</u></p> <p>a) In case of resignation / termination (other than due to cause or breach of Company policies/terms of employment), all the unvested Options shall stand cancelled with effect after the date of resignation (in case of resignation) and with effect as of the date of such</p>

		<p>termination (other than due to cause or breach of Company policies/terms of employment), vested Options can be exercised in such cases within the exercise period, as specified in the grant letter or within the time period as maybe determined by the NRC (however, not exceeding the maximum exercise period). Post listing, vested Options can be exercised in such cases within the within 5 years from the date of resignation or exercise period, as specified in the grant letter or within the time period as maybe determined by the NRC (however, not exceeding the maximum exercise period)</p> <p>a) In case of termination due to cause or breach of Company policies / terms of employment, all unvested Options and vested Options not exercised at the time of such termination shall stand cancelled with effect from the date of such termination. In relation to the Prior ESOP Schemes, the vested Options can be exercised by the Option grantee within the time period as mentioned under the Prior ESOP Schemes or within the exercise period, terms as specified in the grant letter or within the time period as maybe determined by the NRC (however, not exceeding the maximum exercise period).</p> <p>b) In case of retirement, prior to listing, all unvested Options shall stand cancelled with effect from the date of retirement. Vested Options can be exercised in such cases within the exercise period specified in the grant letter or within the time period as maybe determined by the NRC (however, not exceeding the maximum exercise period). Provided that, post listing, unvested Options shall accelerate and vest on the last working date and can be exercised in such cases within the exercise period specified in the grant letter or within the time period as maybe determined by the NRC (however, not exceeding the maximum exercise period).</p> <p>c) In case of death and permanent incapacity, all the unvested Options as on the date of death / permanent incapacity shall be deemed to vest immediately, and post-listing the minimum vesting period of 1 year shall</p>
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		<p>not be applicable in such cases. Vested Options can be exercised by nominees/legal heirs (<i>as applicable</i>) in such cases within the exercise period specified in the grant letter.</p> <p>d) In case of transfer of Option grantee to holding company / subsidiary company (prior to listing) and including group companies (post listing), the NRC shall decide whether the unvested Options as on the date of such transfer can be allowed to vest as per the original vesting schedule or not.</p> <p>e) In case of separation for any other reason(s) other than those mentioned above, the NRC shall decide whether the vested Options as on the date of such separation, can be exercised by Employees or not.</p> <p>f) In case of occurrence of any of the events in sub-clause (a) to (g) above, in terms of Options granted under Prior ESOP Schemes of the Company the treatment of vested and unvested Options shall be as per the terms as set out in the respective Prior ESOP Schemes and grant letters.</p>
22.	The amount of loan to be provided for implementation of the ESOP 2025 by the Company to the trust, its tenure, utilization, repayment terms, etc	Not Applicable.
23.	Terms & conditions for buyback, if any, of specified securities covered under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and Sweat Equity Regulations	Not Applicable.

Item No. 5

To consider and approve the contribution of INR 10 Lakhs for charitable purposes for the financial year 2025-26.

Section 181 of the Companies Act, 2013, enables the Company to make contributions to bona fide charitable and other funds, subject to the approval of the Members in the General Meeting in case such contribution exceeds 5 per cent of the Company’s average net profits for the 3 immediately preceding Financial Years.

The Board of Directors of the Company is proposing to contribute a sum of ₹10,00,000 (Indian Rupees Ten Lakhs only), which exceeds the limits as set out in Section 181. These funds will be utilized towards carrying out contributions to bona fide charitable and other funds and Corporate Social Responsibility initiatives.

The Board recommends the passing of the resolution set out in Item No. 5 of the Notice for approval of the Members as an **Ordinary Resolution**.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution.

**For and on behalf of the Board of Directors of
AMAGI MEDIA LABS LIMITED**

Sd/-

Sridhar Muthukrishnan
Company Secretary and Compliance Officer
Membership No.: F9606

Address: Raj Alkaa Park, 4th Floor,
Kalena Agrahara Village, Begur Hobli,
Bengaluru – 560076, Karnataka

Place: Bengaluru
Date: June 17, 2025

ANNEXURE A

Scheme/Plan	Pool*	Options Granted outstanding as on date that will be grandfathered	Options Vested outstanding as on date that will be grandfathered	Options Unvested outstanding as on date that will be grandfathered	Options Exercised outstanding as on date
SAR I	3176005	3176005	3176005	0	0
SAR II	100880	100880	100880	0	0
SAR III	403520	340470	340470	0	0
SOP 2009	621681	621681	621681	0	0
SOP 2015 Phase-I	771569	771569	771569	0	0
SOP 2015 Phase-II	1110569	1110569	1110569	0	0
SOP 2017 Phase - I	803772	803773	803773	0	0
SOP 2017 Phase - II	266436	266436	266436	0	0
ESOP IV Phase-I	5311008	5582016	3487284	683784	0
ESOP IV Phase-II	1404000	1399320	658116	356436	0
ESOP IV Phase-III	1476000	1306980	464076	465516	0
2023 ESOP V - Performance Grant	1887336	1482660	170409	1237047	0
2023 ESOP V - New Hire Grant	5522148	4614160	779191	3797241	0
ESOP 2025	5866303	-	-	-	-

**The unutilized or rolled-back options have been reallocated to enhance availability under the active plans, and the respective pools have been proportionately adjusted to reflect such reallocation.*

ATTENDANCE SLIP

(Please complete this attendance slip and hand it over at the entrance of the place of the Meeting)

I/We hereby record my/our presence at the 41st Extra-ordinary General Meeting of Amagi Media Labs Limited, held on **Wednesday, June 18, 2025** at **04:00 PM IST** at Raj Alkaa Park, Sy. No. 29/3 & 32/2, 4th Floor, Kalena Agrahara Village, Begur Hobli, Bengaluru – 560076, Karnataka.

DP ID:

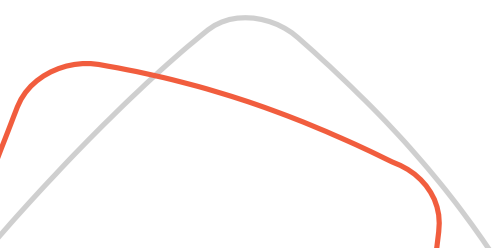
Client ID:

Name of the Member:

Address:

No. of shares held:

Signature of the Member(s)



**Form No. MGT-11
PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies Management and Administration) Rules, 2014]

CIN: U73100KA2008PLC045144
 Name of the Company: **Amagi Media Labs Limited**
 Registered office: Raj Alkaa Park, Sy. No. 29/3 & 32/2, 4th Floor, Kalena Agrahara Village, Begur Hobli, Bengaluru - 560076, Karnataka
 Name of the Member: _____
 Registered address: _____
 E-mail Id: _____
 DPID-Client ID: _____

I, being the Member of shares of the above-named company, hereby appoint:

1. Name:
 Address:
 Email ID:
 Signature:, or failing him

2. Name:
 Address:
 Email ID:
 Signature:

as my proxy to attend and vote (on a poll) for me and on my behalf at the 41st Extra-ordinary General Meeting of the Company, to be held on **Wednesday, June 18, 2025 at 04:00 PM IST** at Raj Alkaa Park, Sy. No. 29/3 & 32/2, 4th Floor, Kalena Agrahara Village, Begur Hobli, Bengaluru - 560076, Karnataka or any adjournment thereof in respect of such resolutions as are indicated below:

S. No	Resolution	Assent	Dissent
1.	To consider and ratify the Amagi 2020 Stock Appreciation Rights Scheme I, Amagi 2020 Stock Appreciation Rights Scheme II and Amagi 2020 Stock Appreciation Rights Scheme III.		
2.	To consider and approve the conversion of Amagi 2020 Stock Appreciation Rights Scheme I, Amagi 2020 Stock Appreciation Rights Scheme II and Amagi 2020 Stock Appreciation Rights Scheme III into ESOP Schemes and consolidation of all the Existing ESOP Schemes and such converted ESOP Schemes into the Amagi Employee Stock Option Plan 2025 and increase in the ESOP Pool.		
3.	To grant employee stock options equal to or more than 1% of the issued capital of the company to identified employees under the Amagi Employee Stock Option Plan 2025 ("ESOP 2025")		
4.	To extend the benefits of Amagi Employee Stock Option plan 2025 ("ESOP 2025") to the employees of the Subsidiary Companies of the Company		
5.	To consider and approve the contribution of INR 10 Lakhs for charitable purposes for the financial year 2025-26.		

Signed this day of June 2025
 Signature of Member
 Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.

**ROUTE MAP OF THE VENUE OF THE 41ST EXTRA-ORDINARY GENERAL MEETING
OF**

AMAGI MEDIA LABS LIMITED

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

Landmark: Opposite Decathlon, Bannerghatta Road.

