

**NOTICE OF THE
42ND EXTRA-ORDINARY GENERAL MEETING
OF THE MEMBERS OF
AMAGI MEDIA LABS LIMITED**

THURSDAY, JULY 03, 2025 AT 02:00 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 42nd Extra-ordinary General Meeting (“EGM”) of the Members of **AMAGI MEDIA LABS LIMITED** will be held on **Thursday, July 03, 2025**, at **02:00 PM IST** at Raj Alkaa Park, 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 APPROVE THE RE-DESIGNATION OF MR. BASKAR SUBRAMANIAN AS THE MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER OF THE COMPANY AND TO AMEND THE TERMS OF HIS EMPLOYMENT.**

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 Sections 196, 197, 203, and other applicable provisions of the Companies Act, 2013, and the rules made thereunder (including any statutory modification or re-enactment thereof), and in accordance with Schedule V of the said Act, and as recommended by the Nomination and Remuneration Committee, Audit Committee and Board of Directors, the approval of the Members of the Company be and is hereby accorded for Mr. Baskar Subramanian (DIN: 02014529), who is currently serving as the Managing Director of the Company, be and is hereby re-designated as the Managing Director and Chief Executive Officer (“**MD & CEO**”) of the Company with effect from July 2, 2025, for the remainder of his current tenure until December 12, 2026 or until otherwise determined by the Board of Directors, on the terms and conditions including remuneration as set out below and as approved by the Board of Directors.

RESOLVED FURTHER THAT the following remuneration payable to Mr. Baskar Subramanian with effect from May 23, 2025 shall be in accordance with the provisions of Sections 197 and Schedule V of the Companies Act, 2013, and in the event of inadequacy or absence of profits in any financial year, the remuneration shall be paid in accordance with the applicable provisions of Schedule V:

Remuneration Components:

(Amount in INR Crores)

Details	Amount in INR Crores
Cost to Company per annum up to	3.80*
Of which Fixed pay (50%) up to	1.90*
Variable pay (50%) based on Company and individual performance up to	1.90*

**CTC will be prorated basis effective date of change in remuneration*

Benefits: Standard perquisites including medical, leave travel, insurance, and such other benefits as applicable to senior executives of the Company as per Company’s policy.

Reimbursements: As per Company's policy.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee shall have the power to alter/modify Mr. Baskar's designation in accordance with his role in the Company and the components of his remuneration, subject to the maximum limit prescribed above and recommend the same to the Board.

RESOLVED FURTHER THAT the Board of Directors (including Nomination and Remuneration Committee thereof) be and is hereby authorized to alter, amend, vary or modify the terms and conditions of appointment and/or remuneration, including revision of salary, performance bonus, perquisites and other benefits, within the limits prescribed under the Companies Act, 2013 and Schedule V thereto or any statutory modification(s) or re-enactment(s) thereof.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper, or expedient to give effect to this resolution, including execution of necessary agreements or documents."

2. TO CONSIDER AND APPROVE THE APPOINTMENT OF MS. SRIVIDHYA SRINIVASAN AS THE CHIEF TECHNOLOGY OFFICER OF THE COMPANY UNDER SECTION 188 OF THE COMPANIES ACT, 2013.

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

"RESOLVED THAT pursuant to the provisions of Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, and as recommended by the Nomination and Remuneration Committee, Audit Committee and the Board of Directors, the consent of the Members of the Company be and is hereby accorded for the appointment of Ms. Srividhya Srinivasan, relative of Mr. Baskar Subramanian, Managing Director & CEO of the Company, to an office or place of profit as the Chief Technology Officer ("**CTO**") of the Company, with effect from May 23, 2025, at an annual remuneration as set out below, with such perquisites and other benefits as per the Company's policy, and with provision for periodic appraisals and increments, provided the total annual remuneration does not exceed the limits as set out below, without seeking further Shareholder's approval:

- (a) **Name of the Related Party and Nature of Relationship:** Ms. Srividhya Srinivasan, spouse of Mr. Baskar Subramanian, Managing Director & CEO of the Company – hence a "relative" as per Section 2(77) of the Companies Act, 2013.
- (b) **Nature, Duration, and Particulars of the Contract or Arrangement:** Appointment for the position of CTO, on a full-time basis, effective from May 23, 2025 and continuing unless terminated in accordance with Company's employment policy or by resignation.
- (c) **Material Terms including value:**
 - Remuneration:

(Amount in INR Crores)

Details	FY 2025-26	FY2026-27	FY2027-28	FY2028-29	FY2029-30
Cost to Company per annum up to	3.80*	4.07	4.35	4.66	5.00
Of which Fixed pay (50%) up to	1.90*	2.03	2.18	2.33	2.50
Variable pay (50%) based on Company and individual performance up to	1.90*	2.03	2.18	2.33	2.50

*CTC will be prorated basis effective date of appointment of May 23, 2025

- Benefits: Standard perquisites including medical, leave travel, insurance, and such other benefits as applicable to senior executives of the Company as per Company's Policy.
- Reimbursements: As per Company's policy.

(d) **Advance Paid or Received:** Nil.

(e) **Manner of Determining Pricing and Other Commercial Terms: Proposed** Remuneration determined on the basis of:

- Benchmarking undertaking through a third party agency for similarly placed senior technical executives in the Company;
- Market compensation trends for co-founders in the SaaS sector;
- Performance-linked increments in line with Company policy;

(f) **Consideration of All Relevant Factors:** All relevant factors including experience, qualifications, contribution potential, and comparable market compensation have been duly considered.

(g) **Any Other Information Relevant for the Board:** Ms. Srividhya has been actively involved with the Company since inception as a co-founder and has been heading the Customer Success and Innovation functions. Her formal designation as CTO reflects her continued strategic involvement and contributions to the Company's growth and technological evolution. The appointment is in the ordinary course of business and is at arm's length.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee shall have the power to change Ms. Srividhya's designation in accordance with her role in the Company and the components of her remuneration, subject to the maximum limit prescribed above and recommend the same to the Board.

RESOLVED FURTHER THAT the above appointment is in the ordinary course of business and on an arm's length basis and Ms. Srividhya possesses the requisite qualifications and experience for the role.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorized to determine and revise the remuneration, from time to time, within the limit specified above, and to do all such acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution."

3. **TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. ARUNACHALAM SRINIVASAN KARAPATTU AS THE PRESIDENT – GLOBAL BUSINESS UNDER SECTION 188 OF THE COMPANIES ACT, 2013.**

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

“RESOLVED THAT pursuant to Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any and as recommended by the Nomination and Remuneration Committee, Audit Committee and the Board of Directors, the approval of the Members of the Company be and is hereby accorded for appointment of Mr. Arunachalam Srinivasan Karapattu, Non-executive Director of the Company, to an office or place of profit as President - Global Business of the Company, with effect from May 23, 2025, for a remuneration as set out below, along with standard benefits and increments not exceeding the below mentioned limits, without seeking further Shareholder’s approval:

- (a) **Name of the related party and nature of relationship:** Mr. Arunachalam Srinivasan Karapattu, Director is a related party under Section 2(76)(iv) of the Companies Act, 2013.
- (b) **Nature, duration of the contract and particulars of the contract or arrangement:** Appointment to the office of President – Global Business on a full-time basis with effect from May 23, 2025, until terminated in accordance with company policies or applicable laws.
- (c) **Material terms of the contract or arrangement including the value, if any:**
 - Designation: President – Global Business
 - Remuneration:

(Amount in USD)

Details	FY 2025-26	FY 2026-27	FY 2027-28	FY 2028-29	FY 2029-30
Cost to Company per annum up to	\$7,00,000*	\$7,21,000	\$7,43,000	\$7,65,000	\$7,90,000
Of which Fixed pay (50%) up to	\$3,50,000*	\$3,60,500	\$3,71,500	\$3,82,500	\$3,95,000
Variable pay (50%) based on Company and individual performance up to	\$3,50,000*	\$3,60,500	\$3,71,500	\$3,82,500	\$3,95,000

**CTC will be prorated basis effective date of appointment of May 23, 2025*

- Benefits: Standard perquisites including medical, leave travel, insurance, and such other benefits as applicable to senior executives of the Company as per Company’s Policy.
- Reimbursements: As per Company’s Policy.
- (d) **Any advance paid or received for the contract or arrangement, if any:** Nil.
- (e) **Manner of determining pricing and other commercial terms: Proposed** Remuneration determined based on:
 - Benchmarking undertaking through a third party agency for similarly placed senior technical executives in the Company;

- Market compensation trends for Co-founders in the SaaS sector;
- Performance-linked increments in line with Company policy;

(f) **Whether all factors relevant to the contract have been considered:** Factors considered include his existing role as co-founder, past contribution as Chief Revenue Officer, current role as a Non-Executive Director of the Company and a Director of Amagi Corporation, and the remuneration currently being drawn from the said subsidiary. No material factor has been left out.

(g) **Any other information relevant or important for the Board to take a decision:** Mr. Srinivasan is also a Director on the board of Amagi Corporation, a wholly-owned subsidiary of the Company, and draws remuneration from that entity. The proposed appointment as President - Global Business is in addition to his existing directorship roles. The Committee considers this arrangement to be in the best interest of the Company and in the ordinary course of business.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee shall have the power to alter/modify Mr. Srinivasan's designation in accordance with his role in the Company and the components of his remuneration, subject to the maximum limit prescribed above and recommend the same to the Board.

RESOLVED FURTHER THAT the above appointment is in the ordinary course of business and on an arm's length basis, and Mr. Srinivasan possesses the requisite qualifications and experience for the role.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorized to determine and revise the remuneration, from time to time, within the limit specified above, and to do all such acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution."

4. TO CONSIDER AND APPROVE A BLANKET LIMIT OF ₹50 LAKHS PER INDEPENDENT DIRECTOR TOWARDS THE REMUNERATION PAYABLE IN THE EVENT OF INADEQUATE PROFITS, FOR A PERIOD OF THREE YEARS.

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 149, 197, 198 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V thereto and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations 2015 and as recommended by the Board of Directors, the consent of the Members of the Company be and is hereby accorded to fix a remuneration limit of up to ₹50,00,000 (Indian Rupees Fifty Lakhs only) per financial year for each Independent Director of the Company, including in the event of inadequacy of profits or incurrance of loss by the Company, as calculated in accordance with the provisions of the Companies Act, for a period of 3 years commencing from financial year 2025-26 upto financial year 2027-28.

RESOLVED FURTHER THAT the above remuneration may be paid, subject to such conditions as may be prescribed under the Companies Act, 2013 or any other applicable regulations from time to time.

RESOLVED FURTHER THAT Mr. Vijay NP – Chief Financial Officer and Mr. Sridhar Muthukrishnan – Company Secretary and Compliance Officer of the Company be and are hereby authorized to take all necessary steps to give effect to this resolution, including filings with regulatory authorities, and executing any documents as may be required in this regard.”

5. TO CONSIDER AND APPROVE INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY FROM ₹1,47,82,93,200 TO ₹2,47,25,13,655 AND CONSEQUENT AMENDMENT OF CLAUSE V OF THE MEMORANDUM OF ASSOCIATION.

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

“RESOLVED THAT pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, as amended, (including any statutory modification or re-enactment thereof for the time being in force) and the rules and regulations made thereunder, (collectively referred to as the **“Companies Act”**), Articles of Association of the Company and as approved by the Board of Directors, the consent of the Members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from the existing ₹1,47,82,93,200 (Indian Rupees One Hundred and Forty Seven Crores Eighty Two Lakhs Ninety Three Thousand and Two Hundred only) divided into Equity Share Capital of ₹18,16,00,000 (Indian Rupees Eighteen Crores Sixteen Lakhs only) comprising of 3,63,20,000 (Three Crore Sixty-Three Lakh Twenty Thousand) Ordinary Equity Shares of ₹5 (Indian Rupees Five only) each, Compulsorily Convertible Preference Share Capital of ₹1,24,66,93,200 (Indian Rupees One Hundred and Twenty Four Crores Sixty Six Lakhs Ninety Three Thousand and Two Hundred only) comprising of 1,24,66,932 (One Crore Twenty Four Lakhs Sixty Six Thousand Nine Hundred and Thirty Two) Compulsorily Convertible Preference Shares of ₹100 (Indian Rupees One Hundred only) each and Optionally Convertible Preference Share Capital of ₹5,00,00,000 (Indian Rupees Five Crores only) comprising of 5,00,000 (Five Lakhs) Optionally Convertible Preference Shares of ₹100 (Indian Rupees One Hundred only) each, to ₹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 Equity Share Capital of ₹1,17,58,20,455 (Indian Rupees One Hundred and Seventeen Crore Fifty Eight Lakh Twenty Thousand Four Hundred and Fifty Five only) comprising of 23,51,64,091 (Twenty Three Crore Fifty One Lakh Sixty Four Thousand and Ninety One) Ordinary Equity Shares of ₹5 (Indian Rupees Five only) each, Compulsorily Convertible Preference Share Capital of ₹1,24,66,93,200 (Indian Rupees One Hundred and Twenty Four Crore Sixty Six Lakh Ninety Three Thousand and Two Hundred only) comprising of 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 and Optionally Convertible Preference Share Capital of ₹5,00,00,000 (Indian Rupees Five Crores only) comprising of 5,00,000 (Five Lakhs) Optionally Convertible Preference Shares of ₹100 (Indian Rupees One Hundred only) each, ranking pari passu in all respect with the existing Ordinary Equity Shares, as per the Memorandum of Association of the Company as described in the table below:

Existing Authorized Share Capital	Revised Authorized Share Capital
<p>The existing Authorized Share capital of the Company is ₹1,47,82,93,200 (Indian Rupees One Hundred and Forty Seven Crores Eighty Two Lakhs Ninety Three Thousand and Two Hundred only) divided into:</p> <p>(i) Equity Share Capital of ₹18,16,00,000 (Indian Rupees Eighteen Crores Sixteen Lakhs only) comprising of 3,63,20,000 (Three Crores Sixty-Three Lakhs Twenty Thousand) Ordinary Equity Shares of ₹5 (Indian Rupees Five only) each;</p> <p>(ii) Compulsorily Convertible Preference Share Capital of ₹1,24,66,93,200 (Indian Rupees One Hundred and Twenty Four Crores Sixty Six Lakhs Ninety Three Thousand and Two Hundred only) comprising of 1,24,66,932 (One Crore Twenty Four Lakhs Sixty Six Thousand Nine Hundred and Thirty Two) Compulsorily Convertible Preference Shares of ₹100 (Indian Rupees One Hundred only) each; and</p> <p>(iii) Optionally Convertible Preference Share Capital of ₹5,00,00,000 (Indian Rupees Five Crores only) comprising of 5,00,000 (Five Lakhs) Optionally Convertible Preference Shares of ₹100 (Indian Rupees One Hundred only) each.</p>	<p>The revised Authorized 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:</p> <p>(i) Equity Share Capital of ₹1,17,58,20,455 (Indian Rupees One Hundred and Seventeen Crore Fifty Eight Lakh Twenty Thousand Four Hundred and Fifty Five only) comprising of 23,51,64,091 (Twenty Three Crore Fifty One Lakh Sixty Four Thousand and Ninety One) Ordinary Equity Shares of ₹5 (Indian Rupees Five only) each;</p> <p>(ii) Compulsorily Convertible Preference Share Capital of ₹1,24,66,93,200 (Indian Rupees One Hundred and Twenty Four Crores Sixty Six Lakhs Ninety Three Thousand and Two Hundred only) comprising of 1,24,66,932 (One Crore Twenty Four Lakhs Sixty Six Thousand Nine Hundred and Thirty Two) Compulsorily Convertible Preference Shares of ₹100 (Indian Rupees One Hundred only) each; and</p> <p>(iii) Optionally Convertible Preference Share Capital of ₹5,00,00,000 (Indian Rupees Five Crores only) comprising of 5,00,000 (Five Lakhs) Optionally Convertible Preference Shares of ₹100 (Indian Rupees One Hundred only) each.</p>

RESOLVED FURTHER THAT pursuant to the provisions of Sections 13, 15, 61, 64 and other applicable provisions, if any of the Companies Act, the consent of the Members of the Company be and is hereby accorded to delete the existing Clause V of the Memorandum of Association of the Company and substitute it with the following Clause V:

“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)."

RESOLVED FURTHER THAT the new Ordinary Equity Shares shall rank *pari passu* to the existing Ordinary Equity Shares in all respect and that all the provisions contained in the Articles of Association of the Company with reference to the payment of calls and instalments, forfeiture, lien, surrender, transfer, transmission, voting etc., will be applicable to the new Ordinary Equity Shares as they are applicable to the already issued Ordinary Equity Shares.

RESOLVED FURTHER THAT the Directors, Mr. Vijay NP – Chief Financial Officer and Mr. Sridhar Muthukrishnan – Company Secretary and Compliance Officer of the Company, be and are hereby severally authorised to make application, sign and file forms and other necessary documents etc. and to do all such acts, deeds and things as may be required or deemed expedient to implement this resolution including filing of the necessary forms with the Registrar of Companies and to authorize such person or persons to liaise with the concerned authorities, as may be required.”

6. TO CONSIDER AND APPROVE RAISING OF CAPITAL THROUGH THE INITIAL PUBLIC OFFERING OF THE EQUITY SHARES 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 Sections 23, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, and the rules and regulations made thereunder to the extent notified and as amended, and the rules and regulations made thereunder, as amended including the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, the Companies (Share Capital and Debentures) Rules, 2014, as amended, together with the applicable subsisting provisions of the Companies Act, 1956, as amended, and the rules and regulations made thereunder, if any (including any statutory modifications or re-enactment thereof, for the time being in force) (the **“Companies Act”**), and in accordance with and subject to the provisions of the Securities Contracts (Regulation) Act, 1956, and the rules made thereunder, as amended (**“SCRA”**), the Securities Contract (Regulation) Rules, 1957, as amended (**“SCRR”**), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the **“SEBI Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI Listing Regulations”**) the Foreign Exchange Management Act, 1999, as amended (the **“FEMA”**) and the rules and regulations made thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, as amended, and any other applicable rules, regulations, guidelines, clarifications, press notes, circulars and

notifications issued by the Government of India (“**GoI**”), the Department for Promotion of Industry and Internal Trade (“**DPIIT**”), the Reserve Bank of India (“**RBI**”), the Securities and Exchange Board of India (“**SEBI**”) and any other applicable laws, rules and regulations, in India or outside India (including any amendment thereto or re-enactment thereof for the time being in force) (collectively, the “**Applicable Laws**”), and in accordance with the provisions of the Memorandum of Association and the Articles of Association of the Company and the uniform listing agreements to be entered into between the Company and the respective stock exchanges where the Equity Shares are proposed to be listed (the “**Stock Exchanges**”), and subject to any approvals, consents, permissions and sanctions as may be required from the Government of India (“**GoI**”), the Registrar of Companies, Karnataka at Bengaluru (“**RoC**”), the SEBI, the RBI and all other appropriate statutory authorities and departments (collectively, the “**Regulatory Authorities**”) and any third parties, and subject to such governmental and regulatory conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors (hereinafter referred to as the “**Board**” which term shall include a duly authorized committee thereof for the time being exercising the powers conferred by the Board including the powers conferred by this resolution), the consent and approval of the shareholders be and is hereby accorded for an Initial Public Offering of Equity Shares of face value of ₹5 (Indian Rupees Five only) each of the Company (the “**Equity Shares**”) which may include a fresh issue of Equity Shares (the “**Fresh Issue**”) and an offer for sale of Equity Shares (“**Offer for Sale**”) by certain existing equity shareholders of the Company (the “**Selling Shareholders**”) (the “**Offer for Sale**” and together with the Fresh Issue, the “**Offer**”) in the Offer (the “**Offer**”), for cash either at par or premium and to create, issue, offer and allot such number of Equity Shares such that the amount being raised pursuant to the Fresh Issue aggregates up to ₹10,200 Million (Indian Rupees Ten Thousand Two Hundred Million only) (with an option to the Company to retain an over-subscription to the extent of 1% of the net Offer, for the purpose of rounding off to the nearest integer to make allotment while finalizing the basis of allotment in consultation with the designated stock exchange), and offer for sale up to 3,22,89,178 Equity Shares or such number of equity shares held by the Selling Shareholders, in one or more tranches, at a price to be determined, by the Company in consultation with the BRLMs, through the book building process in terms of the SEBI Regulations or otherwise in accordance with Applicable Laws, at such premium or discount per Equity Share as permitted under Applicable Laws and as may be fixed and determined by the Company in consultation with the BRLMs in accordance with the SEBI Regulations, out of the Authorized Share Capital of the Company to any category of person or persons as permitted under Applicable Laws, who may or may not be the shareholder(s) of the Company as the Board may, decide, including anchor investors, if any, or qualified institutional buyers, each as defined under the SEBI Regulations, one or more of the members of the Company, eligible employees (through a reservation or otherwise), Hindu undivided families, Non-Resident Indians registered foreign portfolio investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended, registered alternative investment funds, venture capital funds, foreign venture capital investors, state industrial development corporations, insurance companies, provident funds with minimum corpus of twenty five crore rupees, pension funds with minimum corpus of twenty five crore rupees registered with the Pension Fund Regulatory and Development Authority, National Investment Fund, insurance funds set up by army, navy, or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India, trusts/societies registered under the Societies Registration Act, 1860, as amended, development

financial institutions, systemically important non-banking financial companies, Indian mutual funds, Indian public, bodies corporate, companies (private or public) or other entities (whether incorporated or not), authorities, and to such other persons including high net worth individuals, retail individual bidders or other entities, in one or more combinations thereof and/or any other category of investors as may be permitted to invest under Applicable Laws by way of the Offer in consultation with the BRLMs and/or underwriters and/or the stabilizing agent and/or other advisors or such persons appointed for the Offer and on such terms and conditions as may be finalised by the Board in consultation with the BRLMs through an offer document, prospectus and/or an offering memorandum, as required, and that the Board in consultation with the BRLMs may finalise all matters incidental thereto as it may in its absolute discretion think fit. The Company shall retain the flexibility, in consultation with BRLMs and subject to compliance with applicable law, to increase/decrease the size of the Fresh Issue.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to make available for allocation a portion of the Offer to any category(ies) of persons permitted under Applicable Law, including without limitation, eligible employees (the “**Reservation**”) or to provide a discount to the Offer price to retail individual bidders or eligible employees (the “**Discount**”), at the discretion of the Board; and to take any and all actions in connection with any Reservation or Discount as the Board may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalize and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto; seek any consent or approval required or necessary; give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable; and settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing.

RESOLVED FURTHER THAT in accordance with the provisions of Sections 23, 62(1)(c), 42 and any other applicable provisions, if any, of the Companies Act, 2013, and subject to such further corporate and other approvals as may be required including approvals from investors as may be required, in-principle approval of the shareholders is hereby accorded to allot Equity Shares for an amount aggregating up to ₹2,040 Million (Indian Rupees Two Thousand and Forty Million only), to certain investors prior to filing of the red herring prospectus with SEBI (“**Pre-IPO Placement**”), at such other price as the Board may, determine, in consultation with the BRLMs, underwriters, placement agents and / or other advisors, in light of the then prevailing market conditions and in accordance with the Companies Act, the SEBI Regulations and other applicable laws, regulations, policies or guidelines and to take any and all actions in connection with the Pre-IPO Placement as the Board or the IPO Committee may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalize and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto, including without limitation any private placement offer letters, placement agreement, escrow agreement, term sheet and such other documents or any amendments or supplements thereto and to open any bank account for the purpose if required, and to open any shares or securities account or escrow or custodian accounts as may be required in connection, to seek any consent or approval required or necessary, to give directions or instructions and do all such acts, deeds, matters and things as the Board or the IPO Committee may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable, and to settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing resolution. It is clarified that, in the event of a Pre-IPO Placement, the

size of the Offer would be reduced, only from the Fresh Issue portion of the Offer, to the extent of Equity Shares issued under the Pre-IPO Placement, subject to the Offer satisfying the minimum issue size requirements under the Securities Contracts (Regulation) Rules, 1957 (“**SCRR**”)

RESOLVED FURTHER THAT the Board may invite the existing shareholders of the Company to participate in the Offer by making an Offer for Sale in relation to such number of Equity Shares held by them, and which are eligible for the Offer for Sale in accordance with the SEBI Regulations, as the Board may determine in consultation with the BRLMs, subject to the receipt of consent of SEBI, GoI, RBI, the RoC and/or such other approvals, permissions and sanctions of all other concerned statutory authorities and departments, if and to the extent necessary, and subject to such conditions and modifications as may be prescribed in granting such approvals, permissions and sanctions, at a price to be determined by the book building process in terms of the SEBI Regulations, for cash at such premium per share as may be fixed and determined by the Company in consultation with the BRLMs, to such category of persons as may be permitted or in accordance with the SEBI Regulations or other Applicable Laws, if any, as may be prevailing at that time and in such manner as may be determined by the Board in consultation with the BRLMs and/or underwriters and/or the stabilizing agent and/or other advisors or such persons appointed for the Offer.

RESOLVED FURTHER THAT the Equity Shares allotted or transferred pursuant to the Offer shall be listed on one or more recognized stock exchanges in India.

RESOLVED FURTHER THAT the Company and pursuant to the applicable provisions of Foreign Exchange Management Act, 1999, as amended (“**FEMA**”), Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, Master Direction – Foreign Investment issued by the Reserve Bank of India, as amended, the Consolidated FDI Policy Circular of 2017, as amended and the Companies Act, 2013, as amended, and the rules and regulations notified thereunder (collectively referred to as the “**Companies Act**”) and subject to all applicable approvals, permissions and sanctions of the Reserve Bank of India (“**RBI**”), the Ministry of Finance, the Ministry of Corporate Affairs, Government of India and other concerned authorities and subject to such conditions as may be prescribed by any of the said concerned authorities while granting such approvals, permissions or sanctions which may be agreed to by the Board, the limit of investment by the Non-resident Indians (“**NRIs**”) and Overseas Citizens of India (“**OCIs**”) in the Equity Shares of the Company, including, without limitation, on repatriation basis, on a recognized stock exchange in India, by subscription in the Initial Public Offering in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, or direct purchase or acquisition from the open market or otherwise is increased from 10% to 24% of the paid-up equity share capital of the Company, provided however that the shareholding of each NRI or OCI in the Company shall not exceed 5% of the total paid-up equity share capital of the Company on a fully diluted basis or such other limit as may be stipulated by RBI in each case, from time to time and the total shareholding of all NRIs and OCIs in the Company shall not exceed 24% of the paid-up equity share capital on a fully diluted basis or such other limit as may be stipulated by RBI in each case, from time to time.

RESOLVED FURTHER THAT the Equity Shares so issued, allotted or transferred under the Offer (including any Reservation or green shoe option) shall be subject to the Memorandum of Association

and the Articles of Association of the Company and shall rank *pari passu* in all respects with the existing Equity Shares of the Company including rights in respect of dividend.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions and any issue, transfer and allotment of Equity Shares pursuant to the Offer, the Board, or any committee thereof, in consultation with the BRLMs, may determine the terms of the Offer including the class of investors to whom the Equity Shares are to be allotted or transferred, the number of Equity Shares to be allotted or transferred, Offer price, premium amount, discount (as allowed under Applicable Laws), listing on one or more stock exchanges in India as the Board in its absolute discretion deems fit and do all such acts, deeds, matters and things and to negotiate, finalize and execute such deeds, documents agreements and any amendment thereto, as it may, in its absolute discretion, deem necessary, proper or desirable including arrangements with BRLMs, underwriters, escrow agents, legal advisors, etc., to approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the Offer, transfer and allotment of the Equity Shares, and utilization of the Offer proceeds, if applicable and such other activities as may be necessary in relation to the Offer and to accept and to give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as it may, in its absolute discretion, deem fit and proper in the best interest of the Company and the Offer, without requiring any further approval of the shareholders, except as required under law, and that all or any of the powers conferred on the Board pursuant to these resolutions may be exercised by the Board or such committee thereof as the Board may constitute in its behalf.

RESOLVED FURTHER THAT subject to compliance with Applicable Laws such Equity Shares as are not subscribed may be disposed of by the Board in consultation with the BRLMs to such persons and in such manner and on such terms as the Board in its absolute discretion thinks most beneficial to the Company including offering or placing them with banks/ financial institutions/ investment institutions/ mutual funds/ bodies corporate/ such other persons or otherwise.

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, Mr. Baskar Subramanian – Managing Director and Chief Executive Officer, Mr. Arunachalam Srinivasan Karapattu – Director, Mr. Vijay NP – Chief Financial Officer and Mr. Sridhar Muthukrishnan – Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized to execute and deliver any and all other documents, papers or instruments, issue and provide certificates and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Offer; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.

RESOLVED FURTHER THAT all monies received out of the Offer shall be transferred to a separate bank account opened for the purpose of Offer referred to in Section 40(3) of the Companies Act, 2013, and application monies received pursuant to the Offer shall be refunded within such time, as specified by SEBI and in accordance with applicable law, or the Company and/or the selling shareholders shall pay interest on failure thereof, as per applicable law and in consultation with the BRLMs.

RESOLVED FURTHER THAT the Board and any other committee thereof, be and is hereby authorised to delegate all or any of the powers herein conferred in such manner as it may deem fit for the purpose of giving effect to the above resolutions and any transfer and allotment of Equity Shares pursuant to the Offer, including but without limitation, the following:

- (i) constituting a committee, or empowering the existing IPO Committee, for the purposes of issue, transfer, offer and allotment of Equity Shares, and other matters in connection with or incidental to the Offer, including the pricing and terms of the Equity Shares, the Offer price, the price band, the size and all other terms and conditions of the Offer including the number of Equity Shares to be issued, offered and transferred in the Offer, the bid / Offer opening date and bid / Offer closing date, determining the classes of investors to whom Equity Shares may be allotted or transferred, determining the anchor investor portion and allocating such number of Equity Shares to anchor investors in consultation with the BLRMs and in accordance with the SEBI ICDR Regulations and to constitute such other committees of the Board, as may be required under Applicable Laws, including as provided in the SEBI Listing Regulations;
- (ii) making available for allocation, a portion of the Offer to any category(ies) of persons permitted under Applicable Laws, including without limitation, eligible employees of the Company (the “**Reservation**”) and/or to provide a discount to the Offer price to any category(ies) of persons permitted under Applicable Laws, including without limitation, retail individual bidders and/or eligible employees (the “**Discount**”) and to take any and all actions in connection with any Reservation or Discount as the Board or a duly constituted committee thereof, in consultation with the BRLMs, may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalize and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto; seek any consent or approval required or necessary; give directions or instructions and do all such acts, deeds, matters and things as the Board or duly constituted committee thereof may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable; and settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing;
- (iii) authorization of any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorney, to do such acts, deeds and things as such authorized person in his/her/its absolute discretion may deem necessary or desirable in connection with the issue, transfer, offer and allotment of Equity Shares pursuant to the Offer;
- (iv) giving or authorizing any concerned person on behalf of the Company to give such declarations, affidavits, certificates, consents and authorities as may be required from time to time;
- (v) to invite the existing shareholders of the Company to participate in the Offer to offer for sale Equity Shares held by them at the same price as in the Offer;
- (vi) to open and operate bank account(s) of the Company in terms of the escrow and sponsor bank agreement, as applicable and to authorise one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;

- (vii) appointing the BRLMs in accordance with the provisions of the SEBI ICDR Regulations and other applicable laws;
- (viii) to decide, negotiate and finalise the pricing, the terms of the issue of the Equity Shares and all other related matters regarding the Pre-IPO Placement, if any, including the execution of the relevant documents with investors, in consultation with the BRLMs;
- (ix) taking on record the approval of the existing shareholder(s) who express their intention to participate in the Offer to offer their Equity Shares in the Offer for Sale;
- (x) seeking, if required, any approval, consent or waiver from the Company's lenders, industry data providers and / or parties with whom the Company has entered into various commercial and other arrangements / agreements including, without limitation, customers, suppliers, strategic partners of the Company, and / or any / all concerned governmental and regulatory authorities in India, including the RBI and SEBI and / or any other approvals, consents or waivers that may be required in connection with the issue, transfer, offer and allotment of Equity Shares and approving and issuing advertisements in relation to the Offer, and taking such actions or giving such directions as may be necessary or desirable and to obtain such approvals, consents or waivers, as it may deem fit;
- (xi) deciding in consultation with the BRLMs the pricing and terms of the Equity Shares, and all other related matters, including the determination of the minimum subscription for the Offer, in accordance with Applicable Laws;
- (xii) approving the draft red herring prospectus ("DRHP"), the red herring prospectus ("RHP") and the prospectus ("Prospectus") (including amending, varying, supplementing or modifying the same, or providing any notices, addenda, or corrigenda thereto, together with any summaries thereof as may be considered desirable or expedient) in relation to the Offer as finalized in consultation with the BRLMs, in accordance with Applicable Laws;
- (xiii) withdrawing the DRHP or the RHP or not proceeding with the Offer at any stage in accordance with Applicable Laws and in consultation with the BRLMs;
- (xiv) settling any questions, difficulties or doubts that may arise in relation to the Offer, in consultation with the BRLMs if the need so arises;
- (xv) approving suitable policies on insider trading, whistle blowing, risk management, and any other policies as may be required under the SEBI Listing Regulations or any other Applicable Laws;
- (xvi) seeking the listing and trading approval of the Equity Shares on the Stock Exchanges, submitting the listing application to such Stock Exchanges and taking all actions that may be necessary in connection with obtaining such listing and trading approval;
- (xvii) appointing, in consultation with the BRLMs, the registrar, advertisement agency, monitoring agency and other intermediaries to the Offer, in accordance with the provisions of the SEBI ICDR Regulations and other Applicable Laws, as well as legal counsels and banks or other agencies concerned and entering into any agreements or other instruments for such purpose, to remunerate all such intermediaries / agencies including the payments of commissions,

- brokerages, etc. and to terminate any agreements or arrangements with such intermediaries / agents;
- (xviii) finalizing and arranging for the DRHP to be submitted to the SEBI and the Stock Exchanges for receiving comments, the RHP and the Prospectus to be filed with the Registrar of Companies, and any corrigendum, addendum, amendments or supplements thereto;
 - (xix) authorizing of the maintenance of a register of holders of the Equity Shares;
 - (xx) finalizing of the basis of allotment of the Equity Shares in accordance with Applicable Laws;
 - (xxi) issuing advertisements in such newspapers as it may deem fit and proper in accordance with the SEBI ICDR Regulations and other Applicable Laws;
 - (xxii) delegating its powers as may be deemed necessary and to the extent allowed under Applicable Laws to the committees of the Board or the officials of the Company;
 - (xxiii) approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the offering, Offer, transfer and allotment of the Equity Shares, and utilization of the Fresh Issue proceeds;
 - (xxiv) accepting and appropriating of the proceeds of the Offer in accordance with Applicable Laws; and
 - (xxv) to do any other act and/or deed, to negotiate and execute any document(s), application(s), agreement(s), undertaking(s), deed(s), affidavits, declarations and certificates, and/or to give such direction as it deems fit or as may be necessary or desirable with regard to the Offer.

RESOLVED FURTHER THAT a copy of the above resolution, certified to be true by any Director or Company Secretary, be forwarded to 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: July 02, 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 APPROVE THE RE-DESIGNATION OF MR. BASKAR SUBRAMANIAN AS THE MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER OF THE COMPANY AND TO AMEND THE TERMS OF HIS EMPLOYMENT.

Mr. Baskar Subramanian has been serving as the Managing Director of the Company and has demonstrated exemplary leadership and strategic vision. The Board of Directors at its meeting held on July 02, 2025 has approved the appointment of Mr. Baskar as the Managing Director and Chief Executive Officer of the Company for a remaining tenure of his current appointment.

The principal terms and conditions of Mr. Baskar's appointment, including remuneration, are as follows:

- **Tenure:** December 12, 2026.
- **Remuneration:**

Details	Amount (in INR Crores)
Cost to Company per annum up to	3.80*
Of which Fixed pay (50%) up to	1.90*
Variable pay (50%) based on Company and individual performance up to	1.90*

**CTC will be prorated basis effective date of change in remuneration*

In the event of absence or inadequacy of profits in any financial year, the above remuneration shall be paid in accordance with the provisions of Schedule V of the Companies Act, 2013.

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 profile:

Mr. Baskar Subramanian is one of the Promoters and the Managing Director of our Company. He holds a bachelor's degree in engineering from Government College of Technology, Coimbatore. Prior to joining our Company, he was associated with ImpulseSoft. He has over two decades of experience in the technology and media sector.

I. General information:

- (i) Nature of industry – Media technology
- (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 (in INR million)	Net Profit / (Loss) (in INR million)	Dividend per share (in INR)
2023-24	8,791.55	(2,450.01)	NIL
2022-23	6,805.58	(3,212.68)	NIL
2021-22	4,309.81	(10,784.84)	NIL

(v) Foreign investments or collaborations, if any.: NIL

II. Information about the appointee:

- (i) Background details: Mr. Baskar Subramanian has been a Director since the inception of the Company.
- (ii) Past remuneration: INR 2.51 crore per annum
- (iii) Recognition or awards: None
- (iv) Job profile and his suitability: Co-founder of the Company and 16 years with the Company as Director.
- (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): Remuneration is comparable with respect to industry, the expected size of the Company and profile of the position.
- (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 Whole-time Director of the Company. He has no pecuniary relationship other than the remuneration he is entitled to receive.

III. Other information:

- (i) Reasons for loss or inadequate profits: The Company is in a growth phase and has prioritized investments in technology, talent, and related operational areas, which has impacted 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.

The Board recommends the resolution for the approval of the shareholders as a **Special Resolution**.

None of the Directors, Key Managerial Personnel, or their relatives, except Mr. Baskar Subramanian, are concerned or interested in the resolution.

ITEM NO. 2

TO CONSIDER AND APPROVE THE APPOINTMENT OF MS. SRIVIDHYA SRINIVASAN AS THE CHIEF TECHNOLOGY OFFICER OF THE COMPANY UNDER SECTION 188 OF THE COMPANIES ACT, 2013.

The Company proposes to appoint Ms. Srividhya Srinivasan, relative of Mr. Baskar Subramanian, Managing Director & CEO, as Chief Technology Officer (CTO) of the Company. The proposed appointment constitutes an office or place of profit under Section 188(1)(f) of the Companies Act, 2013, since Ms. Srinivasan is a relative of a Director.

Ms. Srinivasan has been actively involved with the Company since inception as a co-founder and has been heading the Customer Success and Innovation functions. Her formal designation as CTO reflects her continued strategic involvement and contributions to the Company's growth and technological evolution. The appointment is in the ordinary course of business and is at arm's length. It is proposed to appoint her as per the limits set out below, with standard benefits as per the Company's policy. The Company may also grant periodic appraisals and revisions in salary in accordance with its internal performance review mechanisms, provided that the total annual remuneration shall not exceed the below mentioned limits without seeking further shareholder approval.

Amount in INR Crores

Details	FY 2025-26	FY2026-27	FY2027-28	FY2028-29	FY2029-30
Cost to Company per annum up to	3.80*	4.07	4.35	4.66	5.00
Of which Fixed pay (50%) up to	1.90*	2.03	2.18	2.33	2.50
Variable pay (50%) based on Company and individual performance up to	1.90*	2.03	2.18	2.33	2.50

*CTC will be prorated basis effective date of appointment of May 23, 2025

The appointment is made in the ordinary course of business and on an arm's length basis.

Particulars required under Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014:

S. No.	Particulars	Details
(a)	Name of the related party and nature of relationship	Ms. Srividhya Srinivasan – spouse of the Mr. Baskar Subramanian, Managing Director and CEO of the Company. She is a related party under Section 2(76) of the Companies Act, 2013.
(b)	Nature, duration of the contract and particulars of the contract or arrangement	Appointment to an office or place of profit as Chief Technology Officer (CTO) of the Company with effect from May 23, 2025. The appointment is for an indefinite period, subject to company policy on employment and termination.

(c)	Material terms of the contract or arrangement including the value, if any	As per the details set out in the table above. Entitled to standard benefits and perquisites as applicable to senior management employees.
(d)	Any advance paid or received for the contract or arrangement, if any	None. No advance is proposed to be paid or has been paid.
(e)	Manner of determining pricing and other commercial terms	Based on industry benchmarking, the role and level of responsibility, and internal compensation structures. Evaluated and approved by the Nomination and Remuneration Committee and Audit Committee.
(f)	Whether all factors relevant to the contract have been considered	Yes. All relevant factors such as professional experience, past contributions, current responsibilities (Customer Success & Innovation), and alignment with internal pay parity and performance frameworks were considered.
(g)	Any other information relevant or important for the Board to take a decision	Ms. Srinivasan has been actively involved with the Company since inception as a co-founder and has been leading customer success and innovation.

The Board recommends the resolution for the approval of the shareholders as an **Ordinary Resolution**.

None of the Directors, Key Managerial Personnel, or their relatives, except Mr. Baskar Subramanian and Ms. Srividhya Srinivasan, is concerned or interested, financially or otherwise, in this Resolution.

ITEM NO. 3

TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. ARUNACHALAM SRINIVASAN KARAPATTU AS THE PRESIDENT – GLOBAL BUSINESS UNDER SECTION 188 OF THE COMPANIES ACT, 2013.

Mr. Arunachalam Srinivasan Karapattu is a co-founder and a non-executive director on the Board of the Company. He has also served in an executive capacity as the Chief Revenue Officer (CRO) and played a significant role in building the Company's customer relationships and revenue growth.

The Board now proposes to appoint him to the position of President – Global Business, which is considered an office or place of profit under Section 188(1)(f) of the Companies Act, 2013. The appointment is in the ordinary course of business and is at arm's length. It is proposed to appoint him as per the limits set out below, with standard benefits as per the Company's policy. The Company may also grant periodic appraisals and revisions in salary in accordance with its internal performance review mechanisms, provided that the total annual remuneration shall not exceed the below mentioned limits without seeking further shareholder approval.

Mr. Arunachalam Srinivasan Karapattu is also a director on the board of Amagi Corporation, a wholly-owned subsidiary of the Company, and draws remuneration from that subsidiary.

As per Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the following details are provided:

Sr. No.	Particulars	Details
(a)	Name of the related party and nature of relationship	Mr. Arunachalam Srinivasan Karapattu is a Non-Executive Director of the Company. He is a related party under Section 2(76) of the Companies Act, 2013.
(b)	Nature, duration of the contract and particulars of the contract or arrangement	Appointment to an office or place of profit as President – Global Business of the Company with effect from May 23, 2025. The appointment is for an indefinite period, subject to termination/resignation as per company policy.
(c)	Material terms of the contract or arrangement including the value, if any	As per the details set out in the table above. Entitled to standard benefits and perquisites as applicable to senior management employees.
(d)	Any advance paid or received for the contract or arrangement, if any	None. No advance is proposed to be paid or has been paid.
(e)	Manner of determining pricing and other commercial terms	Determined based on benchmarking with industry peers, internal parity, and level of responsibilities. Reviewed and recommended by the Nomination and Remuneration Committee.
(f)	Whether all factors relevant to the contract have been considered	Yes, including his role as co-founder, previous designation as Chief Revenue Officer, strategic leadership contributions, and existing remuneration from the Company’s wholly-owned subsidiary, Amagi Corporation, where he continues as a Director.
(g)	Any other information relevant or important for the Board to take a decision	Mr. Arunachalam Srinivasan Karapattu will continue to serve as a Director on the Board of Amagi Corporation and draw remuneration from that subsidiary. His designation as President – Global Business of the parent company reflects his expanded leadership and strategic responsibilities across the group. This appointment is consistent with the Company’s long-term goals.

The Board recommends the resolution for the approval of the shareholders as an **Ordinary resolution**.

Except Mr. Arunachalam Srinivasan Karapattu, none of the other Directors or KMP or their relatives are concerned or interested in the resolution.

ITEM NO. 4

TO CONSIDER AND APPROVE A BLANKET LIMIT OF ₹50 LAKHS PER INDEPENDENT DIRECTOR TOWARDS THE REMUNERATION PAYABLE IN THE EVENT OF INADEQUATE PROFITS, FOR A PERIOD OF THREE YEARS.

As per Schedule V of the Companies Act, 2013, and in light of the Company's current financial performance, it is proposed to set a threshold for the remuneration payable to Independent Directors of the Company in situations of inadequate profits/ loss. This threshold aims to ensure that the remuneration is consistent with the Company’s financial health while complying with the relevant provisions of Schedule V and other applicable regulations

To fairly compensate them for their contributions and to attract and retain such Directors, it is essential to provide adequate remuneration. In view of the above, the Board at its Meeting held on July 02, 2025 fixed the remuneration limit of up to ₹50,00,000 (Indian Rupees Fifty Lakhs only) per financial year for each Independent Director of the Company, including in the event of inadequacy of profits or incurrence of loss by the Company, as calculated in accordance with the provisions of the Companies Act, for a period of 3 years commencing from financial year 2025-26 up to financial year 2027-28.

The Board recommends the resolution for the approval of the shareholders as a **Special resolution**.

Except Mr. Giridhar Sanjeevi and Ms. Ira Gupta, Independent Directors, none of the other Directors or KMP or their relatives are concerned or interested in the resolution.

ITEM NO. 5

TO CONSIDER AND APPROVE INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY FROM ₹1,47,82,93,200 TO ₹2,47,25,13,655 AND CONSEQUENT AMENDMENT OF CLAUSE V OF THE MEMORANDUM OF ASSOCIATION.

The Company is considering an initial public offering of its equity shares (the “**Equity Shares**”) which may comprise of a fresh issue of Equity Shares (the “**Fresh Issue**”) and an offer for sale of Equity Shares by certain existing shareholders (“**Selling Shareholders**”) (“**Offer for Sale**” and together with the Fresh Issue, the “**Offer**”) and listing of the Equity Shares on one or more of the recognised stock exchanges in India. In this regard, it is proposed to increase the Authorised Share Capital to accommodate for the proposed primary issue size and conversion of all the Compulsorily Convertible Preference Shares.

The existing Authorised Share Capital of the Company is ₹1,47,82,93,200 (Indian Rupees One Hundred and Forty Seven Crores Eighty Two Lakhs Ninety Three Thousand and Two Hundred only) divided into Equity Share Capital of ₹18,16,00,000 (Indian Rupees Eighteen Crores Sixteen Lakhs only) comprising of 3,63,20,000 (Three Crore Sixty-Three Lakh Twenty Thousand) Ordinary Equity Shares of ₹5 (Indian Rupees Five only) each, Compulsorily Convertible Preference Share Capital of ₹1,24,66,93,200 (Indian Rupees One Hundred and Twenty Four Crores Sixty Six Lakhs Ninety Three Thousand and Two Hundred only) comprising of 1,24,66,932 (One Crore Twenty Four Lakhs Sixty Six Thousand Nine Hundred and Thirty Two) Compulsorily Convertible Preference Shares of ₹100 (Indian Rupees One Hundred only) each and Optionally Convertible Preference Share Capital of ₹5,00,00,000 (Indian Rupees Five Crores only) comprising of 5,00,000 (Five Lakhs) Optionally Convertible Preference Shares of ₹100 (Indian Rupees One Hundred only) each.

It is proposed to increase the Authorised Share Capital to ₹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 Equity Share Capital of ₹1,17,58,20,455 (Indian Rupees One Hundred and Seventeen Crore Fifty Eight Lakh Twenty Thousand Four Hundred and Fifty Five only) comprising of 23,51,64,091 (Twenty Three Crore Fifty One Lakh Sixty Four Thousand and Ninety One) Ordinary Equity Shares of ₹5 (Indian Rupees Five only) each, Compulsorily Convertible Preference Share Capital of ₹1,24,66,93,200 (Indian Rupees One Hundred and Twenty Four Crore Sixty Six Lakh Ninety Three Thousand and Two Hundred only) comprising of 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 and Optionally Convertible Preference Share Capital of ₹5,00,00,000 (Indian Rupees Five Crores only) comprising of 5,00,000 (Five Lakhs)

Optionally Convertible Preference Shares of ₹100 (Indian Rupees One Hundred only) each, ranking *pari passu* in all respect with the existing Ordinary Equity Shares, as per the Memorandum of Association of the Company, thereby amending the existing Clause V of the Memorandum of Association of the Company.

The amended capital clause of the Memorandum of Association of the Company is provided below:

- “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 copies of the existing and proposed altered Memorandum of Association of the Company are available for inspection by the Members at the registered office of the Company on all working days, during business hours up to the date of the meeting and will also be made available at the meeting. The Board at its Meeting held on July 02, 2025 approved the increase in the Authorized Share Capital of the Company.

The Board recommends the resolution for the approval of the shareholders as an **Ordinary Resolution**.

None of the Directors, key management personnel and senior management (as defined in the Companies Act, 2013 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018) of the Company or their relatives, except to the extent of their shareholding, if any, are in any way concerned or interested, financially or otherwise, in the resolution set out in Item No. 5 of the Notice.

ITEM NO. 6

TO CONSIDER AND APPROVE RAISING OF CAPITAL THROUGH THE INITIAL PUBLIC OFFERING OF THE EQUITY SHARES OF THE COMPANY.

The Company proposes to undertake an initial public offering of equity shares of face value of ₹5 each of the Company (“**Equity Shares**”) which shall consist of a fresh issue of Equity Shares (“**Fresh Issue**”) and an offer for sale of Equity Shares by certain existing shareholders (“**Selling Shareholders**”) (“**Offer for Sale**” and together with the Fresh Issue, the “**Offer**”). The Company intends to at the discretion of the board of directors of the Company (“**Board**”), undertake the Offer and list its Equity Shares at an opportune time in consultation with the book running lead managers (“**BRLMs**”) and other advisors and subject to applicable regulatory approvals and other approvals, to the extent necessary.

In view of the above and in terms of Section 62(1)(c), and other applicable provisions of the Companies Act, 2013 (“**Companies Act**”), the approval of the shareholders of the Company is required through a special resolution.

The Company proposes to allot such number of Equity Shares in the Fresh Issue aggregating up to ₹10,200 Million (Indian Rupees Ten Thousand Two Hundred Million only) on such terms and at such price or prices and at such time as may be considered appropriate by the Company in consultation with the BRLMs, to the various categories of permitted investors who may or may not be the shareholder(s) of the Company in the initial public offer by way of book building method under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”). The Equity Shares, if any, allotted vide the Offer shall rank in all respects *pari passu* with the existing Equity Shares of the Company. The proceeds of the Fresh Issue will be utilised for the purposes that shall be disclosed in the draft red herring prospectus, red herring prospectus and the prospectus. The Board has the authority to modify the above objects on the basis of the requirements of the Company, in accordance with applicable laws.

In terms of Foreign Exchange Management Act, 1999, as amended (“**FEMA**”), the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended (the “**FEMA Rules**”), Master Direction – Foreign Investment issued by the Reserve Bank of India, as amended, and the Consolidated FDI Policy Circular of 2020 dated October 15, 2020 issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India as amended (together with the FEMA and FEMA Rules, the “**FEMA Laws**”), the Non-resident Indians (“**NRIs**”) and Overseas Citizens of India (“**OCIs**”), together, can acquire and hold up to an aggregate limit of 10% of the paid up equity share capital of an Indian company. The FEMA Laws further provide that the limit of 10% can be further increased up to 24%, by passing a special resolution to that effect by the shareholders and followed by necessary filings with Reserve Bank of India. Considering the proposal of intending to get the equity shares of the Company listed, the Board may consider, to increase the foreign investment limit of NRIs and OCIs, together from 10% to 24% of the paid up equity share capital of the Company.

The Board recommends the resolution for the approval of the shareholders as a **Special Resolution**.

None of the directors, key managerial personnel or senior managerial personnel of the Company, or the relatives of the aforementioned persons are in any way, financially or otherwise concerned or interested in the said resolution, except to the extent of their shareholding in the Company.

**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: July 02, 2025

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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 42nd Extra-ordinary General Meeting of Amagi Media Labs Limited, held on **Thursday, July 03, 2025** at **02:00 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 42nd Extra-ordinary General Meeting of the Company, to be held on **Thursday, July 03, 2025 at 02:00 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 approve the re-designation of Mr. Baskar Subramanian as the Managing Director and Chief Executive Officer of the Company and to amend the terms of his employment.		
2.	To consider and approve the appointment of Ms. Srividhya Srinivasan as the Chief Technology Officer of the Company under Section 188 of the Companies Act, 2013 and to amend the terms of her employment.		
3.	To consider and approve the appointment of Mr. Arunachalam Srinivasan Karapattu as the President – Global Business under Section 188 of the Companies Act, 2013 and to amend the terms of his employment.		
4.	To consider and approve a blanket limit of ₹50 lakhs per Independent Director towards the remuneration payable in the event of inadequate profits, for a period of three years.		
5.	To consider and approve increase in the Authorised Share Capital of the Company from ₹1,47,82,93,200 to ₹2,47,25,13,655 and consequent amendment of Clause V of the MOA.		
6.	To consider and approve raising capital through an initial public offering of equity shares, including any pre-IPO placement, discount and reservation contemplated in the Offer.		

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

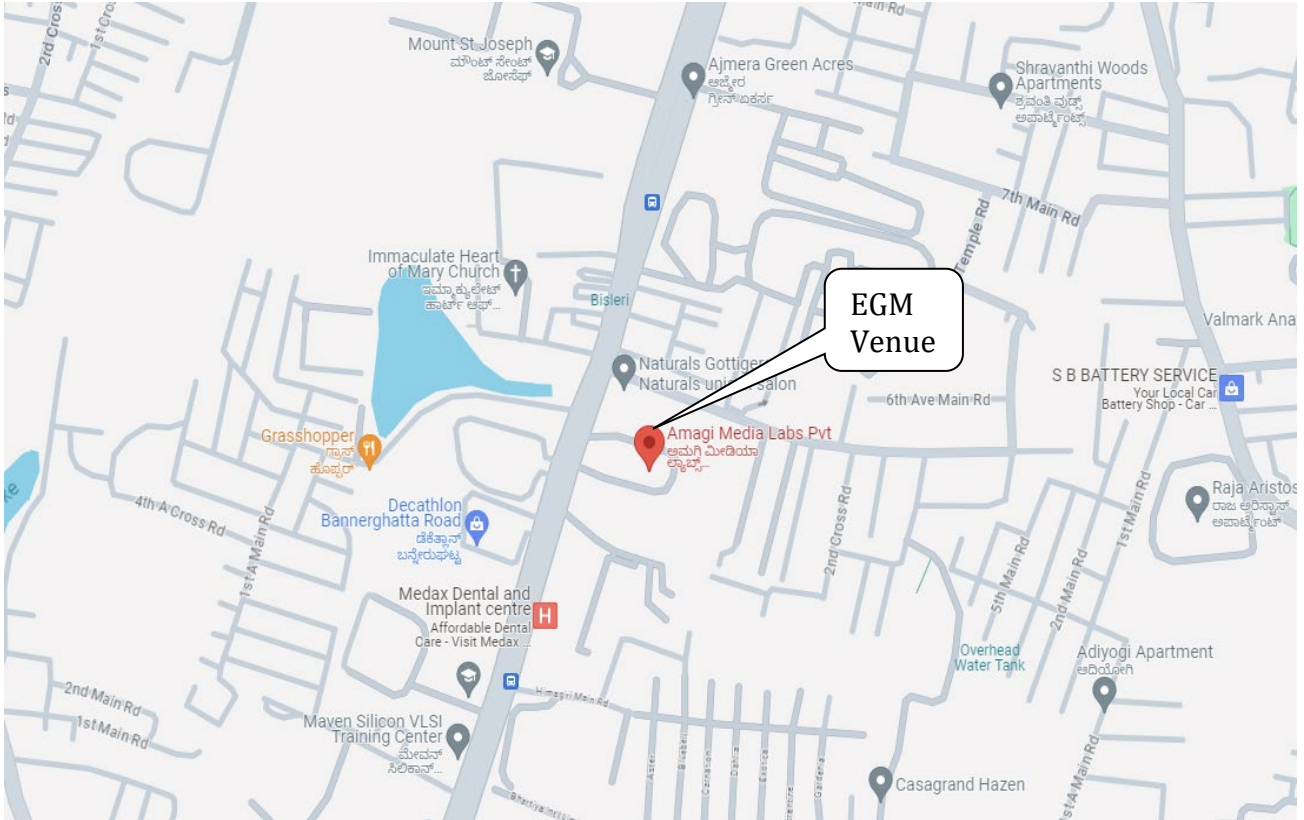
Note: This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.

ROUTE MAP OF THE VENUE OF THE 42ND 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.



Amagi Media Labs Limited
(formerly known as "Amagi Media Labs Private Limited")
CIN: U73100KA2008PLC045144
Registered office: Raj Alkaa Park, Sy. No. 29/3 & 32/2,
4th Floor, Kalena Agrahara Village, Begur Hobli,
Bengaluru - 560076 Karnataka