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**NOTICE OF THE 44TH EXTRA-ORDINARY GENERAL MEETING
OF THE MEMBERS OF
AMAGI MEDIA LABS LIMITED**

FRIDAY, NOVEMBER 28, 2025 AT 11:00 AM 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 44th Extra-ordinary General Meeting (“EGM”) of the Members of **AMAGI MEDIA LABS LIMITED** will be held on **Friday, November 28, 2025** at **11:00 AM 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 businesses:

SPECIAL BUSINESS

1. TO CONSIDER AND APPROVE THE LIMIT FOR MAKING INVESTMENTS (INCLUDING BY WAY OF GRANTING LOANS, PROVIDING GUARANTEE AND SECURITY) UP TO ₹2,200 CRORES.

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

“**RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to such other approvals, sanctions and consents as may be required, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee(s) constituted/ to be constituted by the Board to exercise its powers including powers conferred by this resolution and/or by duly authorized persons thereof for the time being exercising the powers conferred on the Board by this resolution) to:

- a) give loans, from time to time on such terms and conditions as it may deem expedient to any person or other bodies corporate;
- b) give guarantee or provide security in connection with a loan taken by subsidiaries / associates or any person or other body corporate; and
- c) acquire by way of subscription, purchase or otherwise securities of any body corporate from time-to-time,

as the Board may, in its absolute discretion, deem beneficial and in the interest of the Company.

RESOLVED FURTHER THAT that the aggregate of the loans and investments made, and the amount for which guarantees or securities have been provided to all persons or bodies corporate, along with the additional investments, loans, guarantees, or securities proposed to be made, given, or provided by the Company from time to time in the future, shall not exceed a sum of ₹2,200 (Indian Rupees Two Thousand Two Hundred Crores only), over and above the limit prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT where a loan or guarantee is given, or where security has been provided by the Company to its wholly owned subsidiary or a joint venture company, or where an acquisition is made by the Company by way of subscription, purchase, or otherwise of the securities of its wholly owned subsidiary, the aforementioned limits shall not apply.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to delegate all or any of the powers conferred on it to any Committee of Directors of the Company, any Director of the Company, or any other officer(s) or employee(s) of the Company, as it may consider appropriate, in order to give effect to this resolution.

RESOLVED FURTHER THAT the Directors, the Chief Financial Officer and the Company Secretary of the Company be and are hereby severally authorized to decide and finalize the terms and conditions while making investment(s) within the aforesaid limits including the power to transfer, lien and dispose of the investment(s) so made, from time-to-time, giving loan(s) to any person or body corporate or giving guarantee(s) or providing security in connection with a loan(s) to any other person or body corporate as they may deem fit and in the best interest of the Company and to execute all deeds, documents and other writings.

RESOLVED FURTHER THAT the Directors, the Chief Financial Officer and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things to the extent it may be desirable and expedient to give effect to the aforesaid resolution including the power to settle any and all the questions, difficulties or doubts that may arise in this regard, without requiring the Board to secure any further approval of the members of the Company.”

2. TO CONSIDER AND APPROVE THE LIMIT FOR BORROWINGS UP TO ₹2,200 CRORES.

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

“**RESOLVED THAT** pursuant to the provisions of Section 71, 180(1)(c) and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification (s) or reenactment thereof for the time being in force), Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and in accordance with the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as “**the Board**” which term shall include any committee constituted by the Board) to borrow, from time to time, in one or more tranches, any sum or sums of money (including non-fund-based facilities) at its discretion, either in Indian Rupees or such other Foreign Currencies as may be permitted under the law, for the purpose of the business of the Company, from one or more banks, NBFCs, financial institutions, other lending institutions in India or abroad, and/or bodies corporate, whether by way of cash credit, advances, loans, bill discounting, issuance of non-convertible debentures, fully convertible debentures, partly convertible debentures with or without detachable or non-detachable warrants or warrants of any other kind, bonds, external commercial borrowings, or other debt instruments, with or without security, and upon such terms and conditions as may be considered suitable by the Board.

RESOLVED FURTHER THAT the total amount of money to be borrowed, together with the money already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), shall not, at any time, exceed ₹2,200 (Indian Rupees Two Thousand Two Hundred Crores only) or the aggregate of the paid-up capital, free reserves, and securities premium account of the Company, whichever is higher.

RESOLVED FURTHER THAT pursuant to the applicable provisions of the Companies Act, 2013, the consent of the Members of the Company be and is hereby accorded to create charge by way of pledge, mortgages, and hypothecations or in any other manner on the Company's movable and immovable properties, present or future, to secure borrowings (excluding temporary loans and cash credits) up to ₹2,200 (Indian Rupees Two Thousand Two Hundred Crores only) or the aggregate of the paid-up capital, free reserves, and securities premium account, whichever is higher, from the lenders, on such terms as may be agreed between the Board and the lenders, including all associated costs and obligations.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred on it, to any Committee of Directors, any Director of the Company, or any other officer(s) or employee(s) of the Company, as it may consider appropriate, in order to give effect to this resolution.

RESOLVED FURTHER THAT the Directors, the Chief Financial Officer and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, and things, and to execute all such documents, instruments, and writings as may be required to give effect to this resolution, including but not limited to settling any questions or resolving any difficulties that may arise in this regard, without requiring the Board to secure any further approval of the members of the Company.”

**By order of the Board of Directors
For 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: November 28, 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 statement sets out all material facts relating to the special business mentioned in the accompanying Notice:

ITEM NO. 1

To consider and approve the limit for making investments (including by way of granting loans, providing guarantee and security) up to ₹2,200 Crores.

The Company may be required to grant loans to any person or body corporate, provide guarantees or security in connection with loans to any other person or body corporate, and acquire securities of any other body corporate through subscription, purchase, or otherwise, as deemed beneficial and in the best interest of the Company, for purposes such as business expansion, strategic acquisitions, and investments in growth opportunities, among others.

In this regard, the Board at its Meeting held on November 28, 2025, approved the limit of ₹2,200 Crores for the aggregate amount of loans, investments, and the value of guarantees or securities that may be provided by the Company, including future loans, investments, guarantees, or securities, in accordance with Section 186 of the Companies Act, 2013.

The Members may note that pursuant to Section 186 of the Companies Act, 2013, the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by special resolution passed at the General Meeting.

In this regard, it is proposed to seek approval for an enabling resolution from Members up to a limit of ₹2,200 Crores by way of a special resolution. The above proposal is in the interest of the Company.

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

The Board recommends the resolution set out under Item No. 1 for the approval of the Members as a **Special Resolution**.

ITEM NO. 2

To consider and approve the limit for borrowings up to ₹2,200 Crores.

In order to have flexibility to access financial resources in the future for purposes such as business expansion, acquisitions, new opportunities, or other requirements, the Company may be required to borrow funds, as needed. The borrowings may be obtained in one or more tranches, in Indian Rupees or other foreign currencies, from banks, NBFCs, financial institutions, corporate bodies, or other lenders, both within India and abroad.

These borrowings may take various forms, including loans, cash credits, advances, debentures, or other debt instruments, with or without security, on terms determined by the Board of Directors.

In this regard, the Board at its Meeting held on November 28, 2025, approved the limit of ₹2,200 Crores for borrowings. Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors shall not borrow money in excess of the Company's paid up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of the business, except with the consent of the Members at the general meeting by way of a special resolution.

Further, pursuant to the borrowings made/to be made, the Company may have to mortgage and/or create charge on all or any one or more of the moveable/immovable properties or such other assets of the Company. Accordingly, approval of the Members is being sought to borrow money for an amount not exceeding ₹2,200 Crores and to create charge on assets of the Company in accordance with Section 180(1)(a) of the Companies Act, 2013, as and when needed.

The Company intends to obtain enabling approval of the Members of the Company so that the Company / Board of Directors, may, borrow monies for the business of the Company as may be considered appropriate from time to time and create security in relation thereto. In this regard, it is proposed to seek approval for an enabling resolution from Members up to a limit of ₹2,200 Crores by way of a special resolution. The above proposal is in the interest of the Company.

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

The Board recommends the resolution set out under Item No. 2 for the approval of the Members as a **Special Resolution**.

**By order of the Board of Directors
For 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: November 28, 2025

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 44th Extra-ordinary General Meeting of Amagi Media Labs Limited, held on **Friday, November 28, 2025** at **11:00 AM 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:

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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 44th Extra-ordinary General Meeting of the Company, to be held on **Friday, November 28, 2025 at 11:00 AM 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 limit for making investments (including by way of granting loans, providing guarantee and security) up to ₹2,200 Crores.		
2.	To consider and approve the limit for borrowings up to ₹2,200 Crores.		

Signed this day of 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 FOR THE 44TH 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.

