



March 04, 2026

Ref: AMAGI/SE/2025-26/16

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400001, Maharashtra
Scrip Code – 544679

National Stock Exchange of India Limited

Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400051, Maharashtra
Symbol – AMAGI

Dear Sir/ Madam,

Subject: Postal Ballot Notice.

With reference to our intimation dated February 11, 2026 and pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), as amended from time to time, please find enclosed herewith a copy of the Postal Ballot Notice dated March 04, 2026, along with the explanatory statement and instructions for the remote e-voting thereto pursuant to the provisions of Companies Act, 2013 (the “**Act**”) read with SEBI Listing Regulations, for seeking consent of the Members of Amagi Media Labs Limited (“**Company**”), on the special businesses forming part of the Postal Ballot Notice.

In compliance with the relevant circulars issued by the Ministry of Corporate Affairs, from time to time, the Postal Ballot Notice is being sent by electronic mode only to those Members whose names appear in the Register of Members / List of Beneficial Owners and whose e-mail addresses are registered with the Registrar and Share Transfer Agent of the Company i.e. MUFG Intime India Private Limited (“**MUFG**”) and the Depositories viz. National Securities Depository Limited (“**NSDL**”) and Central Depository Services (India) Limited (“**CDSL**”) as on the “**Cut-off date**” i.e. **February 27, 2026**. Accordingly, physical copy of the Notice along with Postal Ballot form and pre-paid business reply envelope are not being sent to the Members. The instructions for remote e-Voting are appended to the Notice.

In compliance with the provisions of Section 108 and 110 of the Act read with relevant rules made thereunder, and Regulation 44 of the SEBI Listing Regulations, the Company has engaged the services of NSDL for facilitating remote e-voting to enable the Members to cast their votes electronically. The remote e-voting on the resolutions set out in the Postal Ballot Notice shall commence on **Thursday, March 05, 2026 at 09:00 A.M. IST** and shall end on **Friday, April 03, 2026 at 05:00 P.M. IST**.

The Postal Ballot Notice is also being uploaded on the Company’s website at <https://www.amagi.com/investors>, website of NSDL at www.evoting.nsdl.com and websites of the stock exchanges where the equity shares of the Company are listed i.e. BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**”) at www.bseindia.com and www.nseindia.com respectively.

Amagi Media Labs Limited

(formerly known as “Amagi Media Labs Private Limited”)

CIN: L73100KA2008PLC045144

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

4th Floor, Kalena Agrahara Village, Begur Hobli,

Bengaluru - 560076 Karnataka

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The results of the Postal Ballot will be uploaded on the Stock Exchanges within two (2) working days from the conclusion of Postal Ballot and will also be placed on the Company's website at <https://www.amagi.com/investors>, website of NSDL at www.evoting.nsdl.com and websites of BSE and NSE at www.bseindia.com and www.nseindia.com respectively.

This information will also be available on the website of the Company at <https://www.amagi.com/investors/notifications>.

We request you to please take the same on record.

Thanking you.

For and on behalf of **Amagi Media Labs Limited**

Sridhar Muthukrishnan

Company Secretary and Compliance Officer

Membership No: F9606

Encl: Postal Ballot Notice



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AMAGI MEDIA LABS LIMITED
POSTAL BALLOT NOTICE

POSTAL BALLOT NOTICE

(Pursuant to Section 110 and 108 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014)

Cut-off date	E-Voting Commences on	E-Voting concludes on
Friday, February 27, 2026	Thursday, March 05, 2026 at 09:00 A.M. IST	Friday, April 03, 2026 at 05:00 P.M. IST

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Section 110 and Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “**Rules**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as “**MCA Circulars**”), and the Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”), the items of special business as set out in this Notice below are proposed for consideration by the Members of Amagi Media Labs Limited (formerly known as Amagi Media Labs Private Limited) (the “**Company**”), by way of Postal Ballot, only through remote e-Voting process.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules framed thereunder and the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories and whose names appear in the Register of Members/List of Beneficial Owners as on Friday, February 27, 2026 (“**Cut-off Date**”). Accordingly, physical copy of the Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members and no physical ballot forms will be accepted.

An explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, setting out the material facts concerning the said resolutions and the reasons thereof are



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annexed hereto for your consideration.

The Board of Directors of the Company have appointed Mr. Pramod S M (FCS No.: 7834, CP No.: 13784) or in his absence Mr. Biswajit Ghosh (FCS: 8750, CP No.: 8239), Partners of M/s. BMP & Co. LLP, a Practicing Company Secretary firm situated in Bengaluru, Karnataka as the Scrutinizer, for conducting the Postal Ballot remote e-Voting process in a fair and transparent manner.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the Company has engaged the services of National Securities Depository Limited (“**NSDL**”), for the purpose of providing remote e-Voting facility to all its Members. Members are required to communicate their assent (FOR) or dissent (AGAINST) through remote e-Voting system only. You are requested to carefully read / follow all the instructions given in the Notes under the section “Instructions for remote e-Voting and general guidelines” to this Notice. The remote e- voting period commences on Thursday, March 05, 2026 at 09:00 A.M. IST and ends on Friday, April 03, 2026 at 05:00 P.M. IST. The remote e-Voting module shall be disabled by NSDL thereafter.

After completion of the scrutiny of the votes, the Scrutinizer will submit his report to the Chairperson or Company Secretary and Compliance Officer of the Company or any other person authorised by the Chairperson. The said results along with the Scrutinizer’s Report shall be placed on the Company’s website at <https://www.amagi.com/investors> and on the website of NSDL at www.evoting.nsdl.com immediately. The Company shall simultaneously forward the results to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed. The resolution, if approved, shall be deemed to have been passed on the last date of remote e-Voting i.e. Friday, April 03, 2026.

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SPECIAL BUSINESS:

ITEM NO. 1: APPROVAL FOR ALTERATION OF THE ARTICLES OF ASSOCIATION OF THE COMPANY.

To consider and, if thought fit, to pass, with or without modification(s), the following resolutions as a **Special Resolution**:

"RESOLVED THAT pursuant to Section 14 and other applicable provisions of the Companies Act, 2013, and rules made thereunder, the Articles of Association of the Company (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), as amended, the Securities Contracts (Regulation) Act, 1956, as amended, and the Securities Contracts (Regulation) Rules, 1957, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder, and other applicable laws, rules and regulations, guidelines (including any statutory modification(s) thereof for the time being in force) and subject to the necessary approvals required of the Registrar of Companies ("**ROC**"), the approval of the Members of the Company be and is hereby accorded for deletion of Part B of the Articles of Association and for the inclusion of Article 64B in the Articles of Association of the Company as mentioned below:

64B. *Amongst Accel India VI (Mauritius) Ltd., Accel Growth VI Holdings (Mauritius) Ltd. (collectively, "**Accel**"), Trudy Holdings, AVP I Fund (collectively, "**Avataar**"), Norwest Venture Partners X-Mauritius ("**Norwest**"), PI Opportunities Fund-I, PI Opportunities Fund-II and PI Opportunities Fund-I Scheme II (collectively "**PI**") and General Atlantic Singapore AML PTE LTD. ("**GA**"), each of the top 2 investors by shareholding, shall be entitled to appoint 1 (one) non-executive Director on the Board, who shall be liable to retire by rotation in accordance with applicable law ("**Financial Investor Nominee Directors**" and individually "**Financial Investor Nominee Director**"). Such investor shall continue to have this right only till such time as it holds 6.00% (six percent) shareholding in the Company, on a fully diluted basis.*

RESOLVED FURTHER THAT pursuant to the requirements prescribed under Regulation 31B and other applicable provisions of the SEBI Listing Regulations read with the applicable provisions of the Act, the consent of the Members of the Company be and is hereby accorded to give effect to the nomination rights as specified above.

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RESOLVED FURTHER THAT the Directors or the Chief Financial Officer or the Company Secretary and Compliance Officer of the Company, be and are hereby severally authorised on behalf of the Company to do all such acts, deeds, matters and things as may be required necessary to give effect to the above resolution including filing of necessary forms with the Ministry of Corporate Affairs / the ROC.”

ITEM NO. 2: RATIFICATION OF THE AMAGI EMPLOYEE STOCK OPTION PLAN 2025 OF AMAGI MEDIA LABS LIMITED.

*To consider and, if thought fit, to pass, with or without modification(s), the following resolutions as a **Special Resolution**:*

“RESOLVED THAT pursuant to provisions of Section 62(1)(b) of the Companies Act, 2013 (**“Act”**), read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Act and rules thereunder (including any statutory modification(s) or re-enactment thereof), Regulation 12 and all other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**“SEBI (SBEB & SE) Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**), and other applicable regulations (if any) issued by the Securities and Exchange Board of India (**“SEBI”**), the BSE Limited (**“BSE”**) and National Stock Exchange of India Limited (**“NSE”**) (together referred to as the **“Stock Exchanges”**) where the equity shares of the Company are listed, the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder (**“FEMA Regulations”**) and other applicable provisions for the time being in force and as may be modified from time to time, and other laws, rules, regulations, circulars and guidelines if any / various statutory / regulatory authority(ies) that are or may become applicable (collectively referred to herein as the **“Applicable Laws”**), the Memorandum of Association and Articles of Association of Amagi Media Labs Limited (**“Company”**), and subject to any other approvals, consents, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approval(s), consent(s), permission(s) and sanction(s) which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which term shall include the Nomination and Remuneration Committee (**“NRC”**) of the Company, which also acts as the Compensation Committee, or any other Committee constituted/to be constituted by the Board in line with the SEBI (SBEB & SE) Regulations), the Amagi Employee Stock Option Plan 2025 (**“ESOP 2025”**) as originally approved by

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the Board at its Meeting held on June 13, 2025 and approved by the Members by passing the Special Resolution at the Extra Ordinary General Meeting of the Company held on June 18, 2025 prior to the initial public offering of equity shares of the Company, be and is hereby ratified within the meaning of the SEBI (SBEB & SE) Regulations and the consent of the Members of the Company be and is hereby accorded to the Board, to exercise its powers conferred by this resolution to create, offer, issue, re-issue, allot and grant, in one or more tranches, not exceeding 2,30,13,130 (Two Crore Thirty Lakh Thirteen Thousand One Hundred and Thirty) options, exercisable into 2,30,13,130 (Two Crore Thirty Lakh Thirteen Thousand One Hundred and Thirty) equity shares of face value of ₹ 5/- (Indian Rupees Five only) each of the Company, fully paid up, at such prices, in one or more tranches, from time to time, to the eligible employees of the Company, whether working in India or out of India, present or future, as described in detail under ESOP 2025, as may be decided by the Board and permitted under the SEBI (SBEB & SE) Regulations and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the ESOP 2025, SEBI (SBEB & SE) Regulations and other Applicable Laws, if any.

RESOLVED FURTHER THAT the Board or any other committee which is empowered thereof by the Board, be and is hereby authorised to allot the equity shares under ESOP 2025 upon exercise of vested options from time to time in accordance with the ESOP 2025.

RESOLVED FURTHER THAT the equity shares allotted pursuant to the exercise of the options shall rank pari-passu in all respects with the existing fully paid-up equity shares of the Company.

RESOLVED FURTHER THAT the Company shall conform to the applicable Accounting Policies, Guidelines, SEBI (SBEB & SE) Regulations or Accounting Standards, as may be applicable from time to time, including the disclosure requirements prescribed therein.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, amalgamation/merger and sale of division or other re-organisation, split or consolidation of shares, change in capital structure of the Company, as applicable from time to time, requisite adjustments (which may include adjustments to the number of options in ESOP 2025) shall be appropriately made in a fair and reasonable manner, in accordance with ESOP 2025.

RESOLVED FURTHER THAT subject to the consent of the Members of the Company and in compliance with SEBI (SBEB & SE) Regulations and other Applicable Laws, the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate ESOP 2025 and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion

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for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of ESOP 2025 and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts and deeds as are required for regulatory and legal compliance including making application to the recognized stock exchanges to seek in-principle and final listing approval for listing and trading of equity shares allotted under ESOP 2025 in terms of the SEBI (SBEB & SE) Regulations and Listing Regulations and for filing any required forms, applications with the Registrar of Companies, Depositories and execution of all relevant documents as may be required in order to give effect to the above resolutions.

RESOLVED FURTHER THAT the Directors or the Chief Financial Officer or the Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to these resolutions, and a certified copy of this resolution be issued to all concerned parties.”

ITEM NO. 3: RATIFICATION OF THE EXTENSION OF THE BENEFITS OF AMAGI EMPLOYEE STOCK OPTION PLAN 2025 TO THE EMPLOYEES OF SUBSIDIARY COMPANIES OF THE COMPANY.

*To consider and if thought fit to pass with or without modification(s), the following resolutions as a **Special Resolution**:*

“RESOLVED THAT pursuant to provisions of Section 62(1)(b) of the Companies Act, 2013 (“**Act**”), read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Act and rules thereunder (including any statutory modification(s) or re-enactment thereof), Regulation 12 and all other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“**SEBI (SBEB & SE) Regulations**”) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), and other applicable

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regulations (if any) issued by the Securities and Exchange Board of India (“SEBI”), the BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) (together referred to as the “Stock Exchanges”) where the equity shares of the Company are listed, the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder (“FEMA Regulations”) and other applicable provisions for the time being in force and as may be modified from time to time, and other laws, rules, regulations, circulars and guidelines of any / various statutory / regulatory authority(ies) that are or may become applicable (collectively referred to herein as the “Applicable Laws”), the Memorandum of Association and Articles of Association of Amagi Media Labs Limited (“Company”), and subject to any other approval(s), consent(s), permission(s) and sanction(s), as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include the Nomination and Remuneration Committee (“NRC”) of the Company, which also acts as the Compensation Committee, or any other Committee constituted/to be constituted by the Board in line with the SEBI (SBEB & SE) Regulations), the Amagi Employee Stock Option Plan 2025 (“ESOP 2025”) as originally approved by the Board at its Meeting held on June 13, 2025 and approved by the Members by passing the Special Resolution at the Extra Ordinary General Meeting of the Company held on June 18, 2025 prior to the initial public offering of equity shares of the Company, be and is hereby ratified within the meaning of the SEBI (SBEB&SE) Regulations and the consent of the Members of the Company be and is hereby accorded to the Board to exercise its powers conferred by this resolution to create, offer, issue, re-issue, allot and grant, in one or more tranches, not exceeding 2,30,13,130 (Two Crore Thirty Lakh Thirteen Thousand One Hundred and Thirty) Options, exercisable into 2,30,13,130 (Two Crore Thirty Lakh Thirteen Thousand One Hundred and Thirty) equity shares of face value of ₹ 5/- (Indian Rupees Five only) each of the Company, fully paid up, at such prices, in one or more tranches from time to time, to the eligible employees of the subsidiary company(ies), as described in detail under ESOP 2025, as may be determined by the Board in accordance with the provisions of the ESOP 2025, the SEBI (SBEB & SE) Regulations and other Applicable Laws, if any.

RESOLVED FURTHER THAT the Board or any other committee which is empowered thereof by the Board, be and is hereby authorised to allot the equity shares under ESOP 2025 upon exercise of vested options, from time to time in accordance with the ESOP 2025.

RESOLVED FURTHER THAT the equity shares allotted pursuant to the exercise of the Options shall

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rank pari-passu in all respects with the existing fully paid-up equity shares of the Company.

RESOLVED FURTHER THAT the Company shall conform to the applicable Accounting Policies, Guidelines, SEBI (SBEB & SE) Regulations or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, amalgamation/merger and sale of division or other re-organisation, split or consolidation of shares, change in capital structure of the Company, as applicable from time to time, requisite adjustments (which may include adjustments to the number of Options in ESOP 2025) shall be appropriately made in a fair and reasonable manner, in accordance with ESOP 2025.

RESOLVED FURTHER THAT subject to the consent of the Members of the Company and in compliance with SEBI (SBEB & SE) Regulations and other Applicable Laws, the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate ESOP 2025 and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of ESOP 2025 and do all other things incidental and ancillary thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts and deeds as are required for regulatory and legal compliance including making application to the recognized stock exchanges to seek in-principle and final listing approval for listing and trading of equity shares allotted under ESOP 2025 in terms of the SEBI (SBEB & SE) Regulations and Listing Regulations and for filing any required forms, applications with the Registrar of Companies, Depositories and execution of all relevant documents as may be required in order to give effect to the above resolutions.

RESOLVED FURTHER THAT the Directors or the Chief Financial Officer or the Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such

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directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to these resolutions, and a certified copy of this resolution be issued to all concerned parties.”

ITEM NO. 4: CONTRIBUTION OF FUNDS TOWARDS CHARITABLE PURPOSES.

*To consider and if thought fit to pass with or without modification(s) the following resolutions as an **Ordinary Resolution**:*

“**RESOLVED THAT** pursuant to Section 181 and other applicable provisions of the Companies Act, 2013 read with the relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and on the recommendation of the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded for contributing an aggregate amount not exceeding ₹2,75,00,000/- (Indian Rupees Two Crore Seventy Five Lakhs only) up to FY 2028–29 towards bona fide charitable and other funds, with an annual limit of up to ₹1,00,00,000/- (Indian Rupees One Crore only).

RESOLVED FURTHER THAT the Directors, the Chief Financial Officer and the Company Secretary and Compliance Officer of the Company be and is hereby authorised to do all the acts, deeds and things as may be necessary to give effect to the aforesaid resolution, execute any document and to certify the true copy of the aforesaid resolution and the same may be forwarded to any concerned authorities for necessary actions.”

By Order of the Board

For **Amagi Media Labs Limited**

(formerly known as Amagi Media Labs Private Limited)

sd/-

Sridhar Muthukrishnan

Company Secretary and Compliance Officer

M. No.: F9606

Date: March 04, 2026

Place: Bengaluru

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NOTES:

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (the “Act”) read with the applicable Rules made thereunder setting out the material facts is annexed hereto and forms part of this Postal Ballot Notice (“Notice”).
2. In compliance with MCA Circulars, this Notice is being sent only through electronic mode to all the Members, whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on Friday, February 27, 2026 (“Cut-off Date”) and is being sent to all those Members whose e-mail address is registered with the Company or the Depository Participant(s).
3. A Member cannot exercise his/ her vote by proxy on Postal Ballot.
4. All the Members of the Company as on the Cut-off Date (including those Members who may not have received this Notice due to non-registration of the email address with the Company /Depositories), shall be entitled to vote in relation to the resolutions specified in this Postal Ballot Notice.
5. A copy of this Notice shall also be available on the Company’s website at <https://www.amagi.com/investors>, on the websites of the Stock Exchanges i.e., BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at www.evoting.nsdl.com.
6. The dispatch of the Notice and the Explanatory Statement shall be announced through an advertisement in at least 1 (One) English newspaper and at least 1 (One) Kannada newspaper, each with wide circulation in the district, where the registered office of the Company is situated, and also be published on the Company’s website at <https://www.amagi.com/investors>.
7. The voting rights of Members shall be in proportion with their shares in the total paid-up equity share capital of the Company, as on the Cut-off Date.
8. Pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 read with relevant rules made thereunder, the MCA Circulars, Regulation 44 of the Listing Regulations, as amended, and Secretarial Standard - 2 on General Meetings and any amendments thereto, the Company is providing the facility to the Members to exercise their right to vote

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on the proposed resolutions electronically. For this purpose, the Company has engaged the services of NSDL to facilitate remote e-Voting to enable the Members to cast their votes electronically.

9. The remote e-Voting period commences on Thursday, March 05, 2026, at 09:00 A.M. IST and ends on Friday, April 03, 2026, at 05:00 P.M. IST.
10. The remote e-Voting will not be allowed beyond the aforesaid date and time, and the e-Voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period.
11. Resolutions, if approved by the Members through Postal Ballot, shall be deemed to have been passed on the last date of remote e-Voting i.e. Friday, April 03, 2026.
12. All the documents referred to in this Postal Ballot Notice and Explanatory Statement shall be available for inspection through electronic mode and the Members may write to Company Secretary at compliance@amagi.com, if they are desirous of inspecting any document.
13. In case of any queries/grievances pertaining to remote e-Voting, you may refer the Frequently Asked Questions ('FAQs') for Shareholders and e-Voting user manual for Shareholders available at the 'Download' section of www.evoting.nsdl.com or call on telephone no. 022 – 4886 7000 or contact Mr. Falguni Chakraborty, Deputy Manager, NSDL at evoting@nsdl.com.
14. Instructions for remote e-Voting and general guidelines:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode.

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

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

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a personal computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under

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	<p>‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> </p> <p> </p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.

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	<p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from the e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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

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

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

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below:

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

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b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example, if folio number is 001*** and EVEN is 138783 then user ID is 138783001***

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

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (I) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (II) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

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

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

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- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN - 138783” of Company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to Mr. Pramod S M at pramod@bmpandco.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Mr. Falguni Chakraborty at evoting@nsdl.com.

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to compliance@amagi.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to compliance@amagi.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.

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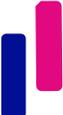
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3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-Voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



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EXPLANATORY STATEMENT

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

ITEM NO. 1: APPROVAL FOR ALTERATION OF THE ARTICLES OF ASSOCIATION OF THE COMPANY.

Prior to the initial public offering of the equity shares of the Company and as disclosed in the Prospectus, the Board of Directors of the Company at its Meeting held on July 23, 2025, approved the adoption of the restated Articles of Association ("**AOA**") of the Company, which were subsequently adopted by the Members at the Extra Ordinary General Meeting held on July 24, 2025. The AOA comprised of two parts i.e. Part A and Part B, which operated concurrently unless otherwise stated.

In accordance with the provisions of the AOA, Part B (including all schedules) shall automatically stand terminated and cease to have effect from the commencement of listing and trading of the equity shares of the Company on recognized stock exchanges. Thereafter, Part A shall continue to remain in full force and effect, without the requirement for any further action by the Company or its shareholders.

Pursuant to listing of equity shares of the Company on BSE Limited ("**BSE**") and the National Stock Exchange of India Limited ("**NSE**") with effect from January 21, 2026, Part B of AOA of the Company automatically stands deleted.

Further, Article 64B of the AOA as stated below provides that, subject to applicable law, including the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall, upon consummation of the IPO, be required to place the following matter before the shareholders at the first General Meeting or an Extra Ordinary General Meeting for approval and for incorporation into the AOA, and that such matter shall, post-listing, require shareholder's approval for the inclusion:

Article 64B:

*"Amongst Accel India VI (Mauritius) Ltd., Accel Growth VI Holdings (Mauritius) Ltd. (collectively, "**Accel**"), Trudy Holdings, AVP I Fund (collectively, "**Avataar**"), Norwest Venture Partners X-Mauritius ("**Norwest**"), PI Opportunities Fund-I, PI Opportunities Fund-II and PI Opportunities Fund-I Scheme II (collectively "**PI**") and General Atlantic Singapore AML PTE LTD. ("**GA**"), each of the top 2 investors by shareholding, shall be entitled to appoint 1 (one) non-executive director on the Board, who shall be liable to retire by rotation in accordance with applicable law ("**Financial Investor Nominee Directors**") and individually "**Financial Investor Nominee Director**"). Such investor shall continue to*



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have this right only till such time as it holds 6.00% (six percent) shareholding in the Company, on a fully diluted basis.”

For the approval of right to nominate directors on the Board of the Company, Regulation 31B of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 prescribes that any special right granted to the shareholders of a listed entity shall be subject to the approval by the shareholders in a General Meeting by way of a special resolution, to be obtained once in every five years starting from the date of grant of such special right.

The amended AOA shall be available for inspection at the Company’s registered office on any working day during business hours.

Based on the approval of the Board of Directors granted on February 11, 2026, the Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval by the Members. None of the Directors and Key Managerial Personnel (as defined under the Companies Act, 2013) and their immediate relatives are concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company.

ITEM NOs 2 & 3

ITEM NO. 2: RATIFICATION OF THE AMAGI EMPLOYEE STOCK OPTION PLAN 2025 OF AMAGI MEDIA LABS LIMITED.

ITEM NO. 3: RATIFICATION OF THE EXTENSION OF THE BENEFITS OF AMAGI EMPLOYEE STOCK OPTIONS PLAN 2025 TO THE EMPLOYEES OF SUBSIDIARY COMPANIES OF THE COMPANY.

Amagi Media Labs Limited (“**Company**”) values employees who are committed to building a successful organization and in order to incentivize, induce, reward and motivate the employees to contribute effectively towards the future growth and profitability of the Company, the Board of Directors (“**Board**”) of the Company in their Meeting(s) held on June 13, 2025, have recommended/approved, Amagi Employee Stock Option Plan 2025 (“**ESOP 2025**” or “**Scheme**” or “**Employees Stock Option Scheme**”) in conformity with the provisions of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“**SEBI (SBEB & SE) Regulations**”) by consolidating all the prior ESOP plans of the Company, i.e. Stock Options Plan 2009, Stock Options Plan 2015 (Phase-I), Stock Options Plan 2015 (Phase-II), Stock Options Plan 2017 (Phase-I), Stock Option Plan 2017 (Phase-II), ESOP IV Phase-I, ESOP IV Phase-II, ESOP IV Phase-III, 2023 ESOP V – New Hire Grant, 2023 ESOP V – Performance Grant, Amagi 2020 Stock Appreciation Rights Scheme I, Amagi 2020 Stock Appreciation Rights Scheme II and Amagi 2020 Stock Appreciation Rights

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Scheme III (“**Prior ESOP Schemes**”), into a single scheme, i.e., ESOP 2025, as mentioned in the Prospectus.

The Scheme has been approved by the Members by passing a special resolution at the Extra Ordinary General Meeting held on June 18, 2025. ESOP 2025 came into effect from June 18, 2025 and shall continue to be in force until its termination. ESOP 2025 shall be administered by the Nomination and Remuneration Committee (“**NRC**”) constituted by the Company, headed by an Independent Director.

Pursuant to such consolidation of Prior Schemes into ESOP 2025, the aggregate pool of 2,06,28,900 employee stock options (“**Options**”) (1,71,46,827 granted Options and 34,82,073 unallocated/ungranted Options) under the Prior ESOP Schemes, have been grandfathered under the ESOP 2025 Scheme, and the pool was further raised by 23,84,230 Options, resulting in the aggregate ESOP pool of 2,30,13,130 Options.

The Board of Directors vide resolution dated February 11, 2026, subject to the approval of the Members, has approved the proposal for ratification of ESOP 2025.

In terms of Regulation 12(1) of SEBI (SBEB & SE) Regulations, no Company is permitted to make any fresh grants which involves allotment or transfer of shares to its employees under an employee stock option plan formulated prior to listing of its shares unless such plan is in conformity with the SEBI (SBEB & SE) Regulations and is ratified by its Members after the listing of the shares of the Company. Approval of the Members is being sought for ratification of the ESOP 2025 and the issue of Options to the Eligible Participants as may be determined by the NRC in accordance with the ESOP 2025.

The Company has completed the initial public offer (“**IPO**”) of its equity shares and the shares were listed on the BSE Limited (“**BSE**”) and the National Stock Exchange of India Limited (“**NSE**”) with effect from January 21, 2026. Therefore, the ESOP 2025 is required to be ratified by the Members of the Company in terms of Regulation 12(1) of the SEBI (SBEB & SE) Regulations, prior to making any fresh grants under ESOP 2025. Accordingly, the same is referred to the Members for ratification in terms Regulation 12(1) and other applicable provisions of the SEBI (SBEB & SE) Regulations. ESOP 2025 is in conformity with SEBI (SBEB & SE) Regulations, and the Company has not granted any fresh grant of Options to employees after the IPO.

The resolutions contained at Items No. 2 and 3 seeks to obtain the Members’ approval to authorize the NRC to create, issue, offer and allot shares, from time to time, to the employees of the Company

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(including employees of the subsidiary companies) under ESOP 2025 and undertake such action as may be necessary for the administration of the Options.

In terms of Regulation 6 of SEBI (SBEB & SE) Regulations, approval of the Members by way of separate special resolution is also required for granting options to the employees of holding company(ies) and subsidiary company(ies).

The salient features and other details of ESOP 2025, as required under Regulation 12(1) of the SEBI (SBEB & SE) Regulations are as under:

S. No.	Requirement	Disclosures
1.	Brief description of the Scheme	ESOP 2025 consolidates all Prior ESOP Schemes of the Company into a single scheme. Further, the Company formulated the Scheme to motivate and incentivize its key employees for their association with the Company, attract and retain key talents, as the case may be, by way of rewarding them for their high performance and motivating them to contribute to the overall growth and profitability of the Company, as the case may be and enable the employees not only to become co-owners, but also to create wealth out of such ownership in future. The ESOP 2025 shall be administered and implemented by the NRC.
2.	The total number of Options to be offered and granted	A maximum of 2,30,13,130 (Two Crore Thirty Lakhs Thirteen Thousand One Hundred and Thirty) Options may be offered and granted under the ESOP 2025, which on exercise would entitle not more than 2,30,13,130 (Two Crore Thirty Lakhs Thirteen Thousand One Hundred and Thirty) equity shares of face value of ₹ 5/- (Indian Rupees Five only) each of the Company.
3.	Identification of classes of employees entitled to participate and be beneficiaries in the	The following classes of employees / directors shall be entitled to participate and shall be the beneficiaries under the ESOP 2025: (i) an employee designated by the Company, who is

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

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		<p>grant letters, while being within the minimum vesting period of 1 (one) year from the date of grant of an Option (except on occurrence of death or permanent disability post listing) and maximum vesting period of 6 (six) years from the date of grant.</p> <p>The Options will vest on the basis of continued tenure. The NRC shall prescribe achievement of performance conditions for vesting and may also specify additional parameters including certain performance criteria subject to satisfaction of which the Options would vest. The specific vesting conditions subject to which vesting would take place shall be specified in the grant letter issued to the Option grantee at the time of grant. Provided that, the vesting period for an Option granted under Prior ESOP Schemes shall continue to vest in accordance with the terms as set out in the respective Prior ESOP Schemes and grant letters.</p> <p>As a pre-requisite for a valid vesting, an Option grantee is required to be in employment or service of the Company on the date of vesting, not be subject to any disciplinary proceedings pending against him on such date of vesting and must neither be serving his notice for termination of employment/ service, nor be subject to any disciplinary proceedings pending against him on such date of vesting. Vesting of Options would be subject to continued employment with the Company and on achievement of certain performance criteria.</p> <p>The vesting of Options granted to the employees may expire or lapse or forfeit or accelerate (as the case maybe) in the following circumstances:</p> <p>a) Prior to listing, subject to elapse of minimum vesting period of 1 (one) year from the date of grant, the NRC shall have the power to accelerate vesting of any or all</p>
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		<p>invested Options in connection with or upon happening of liquidity event (as defined in the plan).</p> <p>b) In case of resignation / termination (other than due to cause or breach of Company policies/terms of employment), all the unvested Options shall stand cancelled with effect after the date of resignation (in case of resignation) and with effect as of the date of such termination (other than due to cause or breach of Company policies/terms of employment), vested Options can be exercised in such cases within the exercise period, as specified in the grant letter or within the time period as maybe determined by the NRC (however, not exceeding the maximum exercise period). Post listing, vested Options can be exercised in such cases within the within 5 years from the date of resignation or exercise period, as specified in the grant letter or within the time period as maybe determined by the NRC (however, not exceeding the maximum exercise period)</p> <p>c) In case of termination due to cause or breach of Company policies/terms of employment, all unvested Options and vested Options not exercised at the time of such termination shall stand cancelled with effect from the date of such termination. In relation to the Prior ESOP Schemes, the vested Options can be exercised by the grantee within the time period as mentioned under the Prior ESOP Schemes or within the exercise period, terms as specified in the grant letter or within the time period as maybe determined by the NRC (however, not exceeding the maximum exercise period).</p> <p>d) In case of retirement, prior to listing, all unvested Options</p>
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		<p>shall stand cancelled with effect from the date of retirement. Vested Options can be exercised in such cases within the exercise period specified in the grant letter or within the time period as maybe determined by the NRC (however, not exceeding the maximum exercise period). Provided that, post listing, unvested Options shall accelerate and vest on the last working date and can be exercised in such cases within the exercise period specified in the grant letter or within the time period as maybe determined by the NRC (however, not exceeding the maximum exercise period).</p> <p>e) In case of death and permanent incapacity, all the unvested Options as on the date of death / permanent incapacity shall be deemed to vest immediately, and post-listing the minimum vesting period of 1 year shall not be applicable in such cases. Vested Options can be exercised by nominees/legal heirs (<i>as applicable</i>) in such cases within the exercise period specified in the grant letter.</p> <p>f) In case of separation for any other reason(s) other than those mentioned above, the NRC shall decide whether the vested Options as on the date of such separation, can be exercised by Employees or not.</p> <p>g) In case of occurrence of any of the events in sub-clause (a) to (f) above, in terms of Options granted under Prior ESOP Schemes of the Company the treatment of vested and unvested Options shall be as per the terms as set out in the respective Prior ESOP Schemes and grant letters</p>
5.	The maximum period within which the Options shall be vested	The vesting period of the Options granted under the ESOP 2025 shall not be less than a period of 1 (one) year, and which may extend to maximum period of 6 (six) years from the date

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		<p>of grant or such other period during the period of 6 (six) years from the date of grant, as may be decided by the Board / NRC from time to time. Provided that, the vesting period for an Option granted under Prior ESOP Schemes shall continue to vest in accordance with the terms as set out in the respective Prior ESOP Schemes and grant letters, while being within the minimum vesting period of 1 (one) year from the date of grant of an Option (except on occurrence of death or permanent disability post listing) and maximum vesting period of 6 (six) years from the date of grant.</p>
6.	The exercise price or the formula	<p>Exercise price per Option shall be determined by the NRC which shall not be less than the face value and shall not be more than fair market value of the share as on the date of grant of such Options. Provided that, the exercise price per Option granted under Prior ESOP Schemes shall be as set out in the respective Prior ESOP Schemes and grant letters, which would not be less than the face value and more than the fair market value of the share as on the date of grant of such Options.</p> <p>Further, the NRC shall determine the procedure for making a fair and reasonable adjustment to the number of Employee Stock Options and to the Exercise Price in case of a corporate action such as bonus issue, merger, demerger, sale of division, split and consolidation of shares and other action items as may be determined by the Board/Committee.</p> <p>Further, post-listing, the exercise price shall be in compliance with the accounting standards specified under the SEBI (SBEB & SE) Regulations, including any 'Guidance Note on Accounting for employee share-based Payments' issued in this regard from time to time.</p>



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		The number and/or the exercise price of the Options shall be adjusted in a manner pursuant to Clause 13.4 and Clause 4.2(f) of the ESOP 2025.																
7.	The exercise period and process of exercise	<p>Exercise period while in employment:</p> <p>All the vested Options can be exercised by the Employee at the time of a liquidity event or within 10 (ten) years from the date of grant, as specified in the grant letter or within the time period as maybe determined by the NRC (however, not exceeding the maximum exercise period).</p> <table border="1" data-bbox="690 697 1507 1787"> <thead> <tr> <th colspan="4">Vested Options</th> </tr> <tr> <th>Sl. No</th> <th>Reasons for separation</th> <th>Prior To Listing</th> <th>Post Listing</th> </tr> </thead> <tbody> <tr> <td>a.</td> <td>While in employment</td> <td>All the Vested Options can be Exercised by the Option Grantee at the time of Liquidity Event or within 10 (ten) years from the date of Grant, as specified in the Grant Letter or within the time period as maybe determined by the Committee (however, not exceeding the maximum Exercise Period).</td> <td>All the Vested Options can be exercised within a period of 10 (ten) years from the date of Grant of Options or within the time period as maybe determined by the Committee (however, not exceeding the maximum Exercise Period).</td> </tr> <tr> <td>b.</td> <td>Resignation/ termination (other than</td> <td>All the Vested Options as on date of</td> <td>All the Vested Options as on that date shall be exercisable by the</td> </tr> </tbody> </table>	Vested Options				Sl. No	Reasons for separation	Prior To Listing	Post Listing	a.	While in employment	All the Vested Options can be Exercised by the Option Grantee at the time of Liquidity Event or within 10 (ten) years from the date of Grant, as specified in the Grant Letter or within the time period as maybe determined by the Committee (however, not exceeding the maximum Exercise Period).	All the Vested Options can be exercised within a period of 10 (ten) years from the date of Grant of Options or within the time period as maybe determined by the Committee (however, not exceeding the maximum Exercise Period).	b.	Resignation/ termination (other than	All the Vested Options as on date of	All the Vested Options as on that date shall be exercisable by the
Vested Options																		
Sl. No	Reasons for separation	Prior To Listing	Post Listing															
a.	While in employment	All the Vested Options can be Exercised by the Option Grantee at the time of Liquidity Event or within 10 (ten) years from the date of Grant, as specified in the Grant Letter or within the time period as maybe determined by the Committee (however, not exceeding the maximum Exercise Period).	All the Vested Options can be exercised within a period of 10 (ten) years from the date of Grant of Options or within the time period as maybe determined by the Committee (however, not exceeding the maximum Exercise Period).															
b.	Resignation/ termination (other than	All the Vested Options as on date of	All the Vested Options as on that date shall be exercisable by the															

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			due to Cause or breach of Company Policies/Terms of Employment)	resignation of employment can be Exercised upon the occurrence of the Liquidity Event or within the Exercise Period, as specified in the Grant Letter or within the time period as maybe determined by the Committee (however, not exceeding the maximum Exercise Period).	Grantee within 5 years from the date of resignation or within the Exercise Period, as specified in the Grant Letter or within the time period as maybe determined by the Committee (however, not exceeding the maximum Exercise Period).
		c.	Termination due to cause or breach of Company Policies or the Terms of Employment	All the Vested Options which were not exercised at the time of such termination shall stand cancelled with effect from the date of such termination of employment. In relation to the Prior ESOP Plans, the Vested Options can be Exercised by the Option Grantee within the time period as mentioned under	All the Vested Options which were not exercised at the time of such termination shall stand cancelled with effect from the date of such termination of employment. In relation to the Prior ESOP Plans, the Vested Options can be exercised by the Option Grantee within the time period as mentioned under the terms specified in the Grant

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				the Prior ESOP Plans or within the terms as specified in the Grant Letter or within the time period as maybe determined by the Committee (however, not exceeding the maximum Exercise Period).	Letter or within the time period as maybe determined by the Committee (however, not exceeding the maximum Exercise Period).
		d.	Retirement / early Retirement approved by the Company	All Vested Options can be exercised by the Grantee immediately after the Liquidity Event or within the Exercise Period, as specified in the Grant Letter, or within the time period as maybe determined by the Committee (however, not exceeding the maximum Exercise Period).	All Vested Options can be exercised by the Grantee immediately after or within the Exercise Period, as specified in the Grant Letter, or within the time period as maybe determined by the Committee (however, not exceeding the maximum Exercise Period).
		e.	Death	All the Vested Options as on date of death shall accrue to the legal heirs or nominees (as the case may be) who shall be entitled to Exercise	All Vested Options as on date of death may be exercised by the nominee of the Employee within the Exercise Period, or such time period as

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				within the Exercise Period, or such time period as may be specified in the Grant Letter.	may be specified in the Grant Letter.
		f.	Termination due to Permanent Incapacity	All the Vested Options as on date of such Permanent Incapacity shall accrue to the Option Grantee who shall be entitled to Exercise within the Exercise Period, or such time period as may be specified in the Grant Letter.	All Vested Options as on date of such Permanent Incapacity may be exercised by the Option Grantee within the Exercise Period, or such time period as may be specified in the Grant Letter.
		g.	Separation due to reasons other than those mentioned above	The Board / Committee will decide whether the Vested Options on the date of separation can be exercised by the Grantee or not, and such decision shall be final.	The Board/Committee will decide whether the Vested Options on the date of separation can be exercised by the Grantee or not, and such decision shall be final.
Unvested Options					
		Sl. No	Reasons for separation	Prior to Listing	Post Listing
		a.	While in employment	The Options would continue to vest as per the original	The Options would continue to vest as per the original

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				vesting schedule set out in the Grant Letter.	vesting schedule set out in the Grant Letter.
		b.	Resignation/ termination (other than due to Cause or breach of Company Policies/Terms of Employment)	All Unvested Options after the last working day shall stand cancelled with effect from that date.	All Unvested Options after the last working day shall stand cancelled with effect from that date.
		c.	Termination due to cause or due to breach of Company Policies or the Terms of Employment	All Unvested Options on the date of such termination shall stand cancelled with effect from date of termination of employment.	All Unvested Options on the date of such termination shall stand cancelled with effect from that date of termination of employment.
		d.	Retirement / early Retirement approved by the Company	All Unvested Options shall stand cancelled with effect from date of termination of employment, unless the Committee accelerates the vesting of Options prior to the last working date, subject to Applicable Laws.	All Unvested Options would accelerate and vest on the last working date and can be Exercised within the Exercise Period, or such time period as may be specified in the Grant Letter.

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		<p>e. Death</p>	<p>All the Unvested Options as on the date of death shall vest immediately to the legal heirs or nominees (as the case may be) who shall be entitled to Exercise within the Exercise Period, or such time period as may be specified in the Grant Letter.</p>	<p>All the Unvested Options as on the date of death shall vest immediately to the legal heirs or nominees (as the case may be) who shall be entitled to Exercise within the Exercise Period, or such time period as may be specified in the Grant Letter.</p>
		<p>f. Termination due to Permanent Incapacity</p>	<p>All the Unvested Options as on the date of such Permanent Incapacity shall vest immediately and can be exercised by the Option Grantee within the Exercise Period, or such time period as may be specified in the Grant Letter.</p>	<p>All the Unvested Options as on the date of such Permanent Incapacity shall vest immediately and can be exercised by the Option Grantee within the Exercise Period, or such time period as may be specified in the Grant Letter.</p>
		<p>g. Separation due to reasons other than those mentioned above</p>	<p>Unless otherwise determined by the Committee, all Unvested Options on the date of separation shall stand cancelled with effect from that date.</p>	<p>Unless otherwise determined by the Committee, all Unvested Options on the date of separation shall stand cancelled with effect from that date.</p>

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		<p>Exercise process:</p> <p>The vested Options can be exercised by the Option grantees by a written application to the Company in the format as may be prescribed in due course keeping in view the administrative and/ or the legal requirements prevailing at that time.</p>
8.	The appraisal process for determining the eligibility of employees to the Employees Stock Option Scheme	Appraisal process for determining the eligibility of the employees will be based on designation, period of service, performance linked parameters such as work performance and such other criteria as may be determined by the NRC in consultation with Board at its sole discretion, from time to time.
9.	The maximum number of Options to be offered and issued per employee and in aggregate	<p>A maximum of 2,30,13,130 Options that may be offered and granted in aggregate under the ESOP 2025, which on exercise would entitle not more than 2,30,13,130 equity shares of face value of ₹ 5 each of the Company.</p> <p>However, the maximum number of Options to be granted per eligible employee in a year and in aggregate under the ESOP 2025 shall not exceed 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at any point in time, unless otherwise approved by the shareholders.</p>
10.	Maximum quantum of benefits to be provided per employee under the ESOP 2025	The maximum quantum of benefits to be provided to an eligible employee will be the difference between the market price of the equity shares on the relevant stock exchange and the exercise price paid by the relevant employee
11.	Whether the ESOP 2025 is to be implemented and administered directly by the Company or through a trust	ESOP 2025 is implemented and administered directly by the Company through the NRC of the Company.

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12.	Whether ESOP 2025 involves new issue of shares by the Company or secondary acquisition by the trust	Since the Options will be granted directly to the employees (without trust route), this route would involve new/ fresh issue of shares by the Company.
13.	The amount of loan to be provided for implementation of the ESOP 2025 by the Company to the trust, its tenure, utilization, repayment terms, etc.	No loan to be provided for implementation of the ESOP 2025 by the Company, as the Company is not implementing the Scheme through trust route.
14.	Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the ESOP 2025	Not applicable, as the Company is not implementing the Scheme through trust route.
15.	A statement to the effect that the Company shall conform to the applicable accounting policies specified in regulation 15 of the SEBI (SBEB & SE) Regulations	<p>The Company shall follow the rules/regulations applicable to accounting of Options with reference to fair market value as on date of Grant.</p> <p>Further, The Company shall follow the requirements including the disclosure requirements under IND AS 102 on Share-based payments and/ or any relevant accounting standards as may be prescribed by the Central Government in terms of Section 133 of the Companies Act or any other appropriate authority, from time to time, including any guidance note on Accounting for employee share-based payments issued in that regard from time to time and the disclosure requirements prescribed therein, in compliance with relevant provisions of the applicable laws.</p>

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16.	The method which the Company shall use to value its Options	The Company shall adopt fair value method for valuation of Options as prescribed under Ind AS 102 or under any relevant accounting standard notified by appropriate authorities from time to time.
17.	<p>The following statement, if applicable:</p> <p>In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report;</p>	Not applicable.
18.	The period of lock-in	The shares arising out of exercise of vested Options would not be subject to any lock-in period after such exercise except such restrictions as prescribed under the applicable laws.
19.	Terms & conditions for buyback, if any, of specified securities	The procedure for buy-back of specified securities (as defined under the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018) issued under the



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	covered under these regulations.	<p>SEBI SBEB & SE Regulations, if to be undertaken at any time by the Company, and the applicable terms and conditions, including:</p> <ul style="list-style-type: none"> (i) permissible sources of financing for buy-back; (ii) any minimum financial thresholds to be maintained by the Company as per its last financial statements; and (iii) limits upon quantum of specified securities that the Company may buy-back in a financial year. <p>The term 'specified securities' shall have the meaning ascribed under the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018.</p>
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Accordingly, the resolutions set as Items No. 2 and 3 are being placed for the approval of Members.

Pursuant to Section 102 of the Act, the Board do hereby confirm that none of the Directors and Key Managerial Personnel (as defined under the Companies Act, 2013) and their immediate relatives are concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company or to the extent of Options that have been or are to be granted to them, in accordance with the applicable law.

The Board hereby recommends the passing of the proposed resolution stated in Items No. 2 and 3 of the Notice for approval of Members as a **Special Resolution**.

ITEM NO. 4: CONTRIBUTION OF FUNDS TOWARDS CHARITABLE PURPOSES.

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

It is proposed by the Board of Directors to contribute a sum not exceeding ₹2,75,00,000/- (Indian Rupees Two Crore Seventy Five Lakhs only) towards bona fide charitable and other funds, with an annual limit of up to ₹1,00,00,000/- (Indian Rupees One Crore only), up to FY 2028-29. These funds will be utilized towards carrying out contributions to bona fide charitable and other funds and Corporate Social Responsibility initiatives.

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Amagi's Mission towards charitable activities is to *"Harness the power of technology to foster curiosity, imagination, freedom of thought, and promote the well-being of individuals, communities, and the planet."*

Through a flagship program in the field of Education, the Company aims to address a critical gap in rural education through curiosity-led, experiential learning. Located in a remote village Tamil Nadu (South India), the project is expected to benefit around 800+ students of government and low-income schools from Classes V-IX every year.

In addition to the above, the funds are also proposed to be utilized towards carrying out various contributions to bona fide charitable and other funds and social responsibility initiatives which shall be monitored by the Board or any Committee of the Board thereof.

The Board recommends the passing of the resolution set out in Item No. 4 of the Notice for approval of the Members as an **Ordinary Resolution**.

Pursuant to Section 102 of the Act, the Board do hereby confirm that none of the Directors and Key Managerial Personnel (as defined under the Companies Act, 2013) and their immediate relatives is concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company.

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

Sd/-

Sridhar Muthukrishnan

Company Secretary and Compliance Officer

M. No. F9606

Date: March 04, 2026

Place: Bengaluru

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