

GKFF VENTURES

CONSENT LETTER

Date: December 14, 2022

To,

The Board of Directors

Zaggle Prepaid Ocean Services Limited

301, III Floor, CSR Estate,

Plot No.8, Sector 1, HUDA Techno Enclave,

Madhapur Main Road, Rangareddi,

Hyderabad 500 081,

Telangana, India

Sub: Proposed initial public offering of equity shares of face value of ₹ 1 each (the “Equity Shares”) of Zaggle Prepaid Ocean Services Limited (the “Company” and such offer, the “Offer”)

Dear Sir/Madam,

Consents

We hereby consent to the inclusion of up to 2,046,026 Equity Shares (“**Offered Shares**”) held by us in the Company as part of the offer for sale in the Offer, subject to the terms of the Offer, as mentioned in the draft red herring prospectus (the “**DRHP**”), the red herring prospectus (the “**RHP**”), the prospectus (the “**Prospectus**” and together

GKFF VENTURES

with the DRHP and RHP, the “**Offer Documents**”) and transaction agreements executed in relation to the Offer and the Securities and Exchange Board of India (“**SEBI**”), and of any other regulatory authority, if required, for cash at such price per Equity Share, as may be fixed and determined, as may be permitted and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI ICDR Regulations**”).

We hereby consent to the inclusion of our name as a selling shareholder and any other information provided by us or on our behalf by our authorised representatives in writing, as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI ICDR Regulations**”) and other applicable laws in the DRHP to be filed by the Company with the Securities and Exchange Board of India (“**SEBI**”) and any relevant stock exchange(s) where the Equity Shares are proposed to be listed (the “**Stock Exchanges**”), the RHP and the Prospectus which the Company intends to file with the Registrar of Companies, Telangana at Hyderabad (the “**RoC**”) and thereafter file with SEBI and the Stock Exchanges and other Offer related documents.

We hereby consent that our entire pre- Offer shareholding, excluding the Offered Shares which are successfully sold and transferred as part of the Offer, shall be locked-in, in terms of Regulation 17 of the SEBI ICDR Regulations from the date of allotment in the Offer for such period as may be required under the SEBI ICDR Regulations.

We authorize the Company to deliver a copy of this letter of consent to the RoC, pursuant to Section 26 and 32 of the Companies Act, 2013, and the rules and regulations thereunder, each as amended, SEBI, the Stock Exchanges and any other regulatory authority as may be required and/or for the records to be maintained by the Book Running Lead Managers and in accordance with applicable law.

We confirm that we will immediately communicate any changes in writing in the above information to the Company and the book running lead managers to the Offer (“**Book Running Lead Managers**”) until the date when the Equity Shares sold pursuant to the Offer are listed and commence trading on the Stock Exchanges. In the absence of any such communication it may be assumed that there is no change to the above information until the Equity Shares sold pursuant to the Offer commence trading on the Stock Exchanges.

This consent letter is for information of, and may be relied upon by the Company, Book Running Lead Managers and the legal advisors to each of the Company and the Book Running Lead Managers in respect of the Offer.

GKFF VENTURES

We also consent to the inclusion of this letter as a part of “*Material Contracts and Documents for Inspection*” in connection with this Offer, which will be available for public for inspection from date of the filing of the RHP until the Bid/ Offer Closing Date.

The terms capitalized but not defined herein, shall have the meaning ascribed to them in the Offer Documents, as the case may be.

[Signature page attached separately]

Cc:

Book Running Lead Managers to the Offer

ICICI Securities Limited

ICICI Venture House,

Appasaheb Marathe Marg, Prabhadevi,

Mumbai – 400025

Maharashtra, India

Equirus Capital Private Limited

12th Floor, C Wing, Marathon Futurex,

N. M. Joshi Marg, Lower Parel,

Mumbai – 400 013

Maharashtra, India

GKFF VENTURES

IIFL Securities Limited

10th Floor, IIFL Centre, Kamala City

Senapati Bapat Marg,

Lower Parel (W),

Mumbai – 400013,

Maharashtra, India

JM Financial Limited

7th Floor, Cnergy,

Appasaheb Marathe Marg,

Prabhadevi, Mumbai - 400 025

Maharashtra, India

Legal Counsel to the Company as to Indian Law

S&R Associates

One World Center

1403 Tower 2 B 841

Senapati Bapat Marg,

Lower Parel

Mumbai 400 013

Maharashtra, India

GKFF VENTURES

Legal Counsel to the Book Running Lead Managers as to Indian Law

Trilegal

One World Centre

10th Floor, Tower 2A & 2B,

Senapati Bapat Marg,

Lower Parel (West),

Mumbai - 400 013

[This page forms an integral part of the consent letter to be provided in relation to the proposed mineral public offering by Ziggie Prepaid Ocean Services Limited.]

Yours faithfully

Signed by
For and on behalf of

GKEE Venture



Christopher Quinlan
Director

CONSENT FROM THE SELLING SHAREHOLDER

Date: 14.12.2022

To,

The Board of Directors

Zaggle Prepaid Ocean Services Limited

301, III Floor, CSR Estate, Plot No. 8, Sector 1,
HUDA Techno Enclave, Madhapur Main Road,
Hyderabad Rangareddi Telangana - 500081
India

Sub: Proposed initial public offering of equity shares of face value of ₹ 1 each (the “Equity Shares”) of Zaggle Prepaid Ocean Services Limited (the “Company” and such offer, the “Offer”)

Dear Sir/Madam,

I, Avinash Ramesh Godkhindi, son of Ramesh Dattatraya Godkhindi, residing at C-2103, Oberoi Splendor, Jogeshwari Vikroli Link Road, Opp Majas Depot, Jogeshwari East, Mumbai 400 060, Maharashtra, India, holder of passport number -V2485547 do confirm that I hold 9,180,000 Equity Shares, representing 9.95% of the pre-Offer equity share capital of the Company.

Consents

I hereby consent to the inclusion up to 1,529,677 Equity Shares (“**Offered Shares**”) held by me in the Company as part of the offer for sale in the Offer, subject to the terms of the Offer, as mentioned in the draft red herring prospectus (the “**DRHP**”), the red herring prospectus (the “**RHP**”), the prospectus (the “**Prospectus**” and together with the DRHP and RHP, the “**Offer Documents**”) and transaction agreements executed in relation to the Offer and the approval of Securities and Exchange Board of India (“**SEBI**”), and of any other regulatory authority, if required, for cash at such price per Equity Share, as may be fixed and determined, as may be permitted and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI ICDR Regulations**”). The Offered Shares may be offered to such category of persons in accordance with the SEBI ICDR Regulations and other applicable laws.

I hereby consent to the inclusion of my name as a selling shareholder and any other information provided by me or on my behalf by my authorised representatives in writing, as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI ICDR Regulations**”) and other applicable laws in the DRHP to be filed by the Company with the Securities and Exchange Board of India (“**SEBI**”) and any relevant stock exchange(s) where the Equity Shares are proposed to be listed (the “**Stock Exchanges**”), the RHP and the Prospectus which the Company intends to file with the Registrar of Companies, Telangana at Hyderabad (the “**RoC**”) and thereafter file with SEBI and the Stock Exchanges and other Offer related documents.

I hereby consent that my entire pre-Offer shareholding, excluding the Offered Shares which are successfully sold and transferred as part of the Offer, shall be locked-in, in terms of Regulation 17 of the SEBI ICDR Regulations from the date of allotment in the Offer for such period as may be required under the SEBI ICDR Regulations.

I authorize the Company to deliver a copy of this letter of consent to the RoC, pursuant to Section 26 and 32 of the Companies Act, 2013, and the rules and regulations thereunder, each as amended, SEBI, the Stock Exchanges and any other regulatory authority as may be required and/or for the records to be maintained by the Book Running Lead Managers and in accordance with applicable law.

I confirm that I will immediately communicate any changes in writing in the above information to the Company and the book running lead managers to the Offer (“**Book Running Lead Managers**”) until the date when the Equity Shares sold pursuant to the Offer are listed and commence trading on the Stock Exchanges. In the absence of any such communication it may be assumed that there is no change to the above information until the Equity Shares sold pursuant to the Offer commence trading on the Stock Exchanges.

I hereby confirm that the pre-Offer shareholding held by me along with the persons acting in concert will not be exempt from being locked-in in terms of Regulation 17 (c) of the SEBI ICDR Regulations.

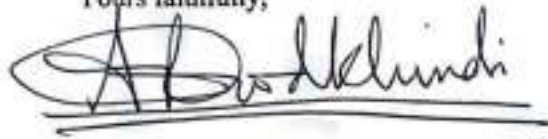
This consent letter is for information of, and may be relied upon by the Company, Book Running Lead Managers and the legal advisors to each of the Company and the Book Running Lead Managers in respect of the Offer.

I also consent to the inclusion of this letter as a part of “*Material Contracts and Documents for Inspection*” in connection with this Offer, which will be available for public for inspection from date of the filing of the RHP until the Bid/ Offer Closing Date.

The terms capitalized but not defined herein, shall have the meaning ascribed to them in the Offer Documents, as the case may be.

[This page forms an integral part of the consent letter to be provided in relation to the proposed initial public offering by Zaggie Prepaid Ocean Services Limited]

Yours faithfully,

A handwritten signature in black ink, appearing to read 'Avinash Ramesh Godkhindi', is written over a horizontal line. The signature is stylized and cursive.

Signed by
Avinash Ramesh Godkhindi

CC:

Book Running Lead Managers

ICICI Securities Limited

ICICI Venture House, Appasaheb Marathe Marg,
Prabhadevi, Mumbai - 400025
Maharashtra, India

IIFL Securities Limited

10th Floor, IIFL Centre, Kamala City
Senapati Bapat Marg
Lower Parel (W), Mumbai – 400013,
Maharashtra, India

JM Financial Limited

7th Floor, Cnergy,
Appasaheb Marathe Marg,
Prabhadevi, Mumbai - 400 025
Maharashtra, India

Equirus Capital

12th Floor, C Wing, Marathon Futurex,
N. M. Joshi Marg, Lower Parel,
Mumbai – 400 013
Maharashtra, India

Legal Counsel to the Company as to Indian Law

S&R Associates

One World Center
1403 Tower 2 B 841
Senapati Bapat Marg,
Lower Parel
Mumbai 400 013
Maharashtra, India

Legal Counsel to the Book Running Lead Managers as to Indian Law

Trilegal

Peninsula Business Park
17th Floor, Tower B
Ganpat Rao Kadam Marg
Lower Parel (West)
Mumbai 400 013

Legal Counsel to the Promoter Selling Shareholders as to Indian Law

Bombay Law Chambers

1st Floor, WeWork,
Enam Sambhav,
C-20, G Block, Bandra Kurla Complex,
Mumbai, Maharashtra 400051
Tel: +91 22 3576 6261

CONSENT FROM THE SELLING SHAREHOLDER

Date: 14.12.2022

To,

The Board of Directors

Zaggle Prepaid Ocean Services Limited

301, III Floor, CSR Estate, Plot No. 8, Sector 1,
HUDA Techno Enclave, Madhapur Main Road,
Hyderabad Rangareddi Telangana - 500081
India

Sub: Proposed initial public offering of equity shares of face value of ₹ 1 each (the “Equity Shares”) of Zaggle Prepaid Ocean Services Limited (the “Company” and such offer, the “Offer”)

Dear Sir/Madam,

I, Raj P Narayanam, son of Late Dr Rama Murthy Narayanam, residing at The Trails Villa #2, Lancohills Road, Kanaka Durga Temple, Manikonda, Pokalawada, Hyderabad, Puppalaguda, K.V. Rangareddy 500 089, Telangana, India, holder of passport number W0589077 do confirm that I hold 47,685,000 Equity Shares, representing 51.71% of the pre-Offer equity share capital of the Company.

Consents

I hereby consent to the inclusion of up to 1,529,677 Equity Shares (“**Offered Shares**”) held by me in the Company as part of the offer for sale in the Offer, subject to the terms of the Offer, as mentioned in the draft red herring prospectus (the “**DRHP**”), the red herring prospectus (the “**RHP**”), the prospectus (the “**Prospectus**” and together with the DRHP and RHP, the “**Offer Documents**”) and transaction agreements executed in relation to the Offer and the approval of Securities and Exchange Board of India (“**SEBI**”), and of any other regulatory authority, if required, for cash at such price per Equity Share, as may be fixed and determined, as may be permitted and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI ICDR Regulations**”). The Offered Shares may be offered to such category of persons in accordance with the SEBI ICDR Regulations and other applicable laws.

I hereby consent to the inclusion of my name as a selling shareholder and any other information provided by me or on my behalf by my authorised representatives in writing, as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI ICDR Regulations**”) and other applicable laws in the DRHP to be filed by the Company with the Securities and Exchange Board of India (“**SEBI**”) and any relevant stock exchange(s) where the Equity Shares are proposed to be listed (the “**Stock Exchanges**”), the RHP and the Prospectus which the Company intends to file with the Registrar of Companies, Telangana at Hyderabad (the “**RoC**”) and thereafter file with SEBI and the Stock Exchanges and other Offer related documents.

I hereby consent that my entire pre-Offer shareholding, excluding the Offered Shares which are successfully sold and transferred as part of the Offer, shall be locked-in, in terms of Regulation 17 of the SEBI ICDR Regulations from the date of allotment in the Offer for such period as may be required under the SEBI ICDR Regulations.

I authorize the Company to deliver a copy of this letter of consent to the RoC, pursuant to Section 26 and 32 of the Companies Act, 2013, and the rules and regulations thereunder, each as amended, SEBI,

the Stock Exchanges and any other regulatory authority as may be required and/or for the records to be maintained by the Book Running Lead Managers and in accordance with applicable law.

I confirm that I will immediately communicate any changes in writing in the above information to the Company and the book running lead managers to the Offer (“**Book Running Lead Managers**”) until the date when the Equity Shares sold pursuant to the Offer are listed and commence trading on the Stock Exchanges. In the absence of any such communication it may be assumed that there is no change to the above information until the Equity Shares sold pursuant to the Offer commence trading on the Stock Exchanges.

I hereby confirm that the pre-Offer shareholding held by me along with the persons acting in concert will not be exempt from being locked-in in terms of Regulation 17 (c) of the SEBI ICDR Regulations.

This consent letter is for information of, and may be relied upon by the Company, Book Running Lead Managers and the legal advisors to each of the Company and the Book Running Lead Managers in respect of the Offer.

I also consent to the inclusion of this letter as a part of “*Material Contracts and Documents for Inspection*” in connection with this Offer, which will be available for public for inspection from date of the filing of the RHP until the Bid/ Offer Closing Date.

The terms capitalized but not defined herein, shall have the meaning ascribed to them in the Offer Documents, as the case may be.

[This page forms an integral part of the consent letter to be provided in relation to the proposed initial public offering by Zaggie Prepaid Ocean Services Limited]

Yours faithfully,

A handwritten signature in black ink, appearing to be 'RPN' with a stylized flourish.

Signed by
Raj P Narayanam

CC:

Book Running Lead Managers

ICICI Securities Limited

ICICI Venture House, Appasaheb Marathe Marg,
Prabhadevi, Mumbai - 400025
Maharashtra, India

IIFL Securities Limited

10th Floor, IIFL Centre, Kamala City
Senapati Bapat Marg
Lower Parel (W), Mumbai – 400013,
Maharashtra, India

JM Financial Limited

7th Floor, Cnergy,
Appasaheb Marathe Marg,
Prabhadevi, Mumbai - 400 025
Maharashtra, India

Equirus Capital

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Maharashtra, India

Legal Counsel to the Company as to Indian Law

S&R Associates

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Maharashtra, India

Legal Counsel to the Book Running Lead Managers as to Indian Law

Trilegal

Peninsula Business Park
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Ganpat Rao Kadam Marg
Lower Parel (West)
Mumbai 400 013

Legal Counsel to the Promoter Selling Shareholders as to Indian Law

Bombay Law Chambers

1st Floor, WeWork,
Enam Sambhav,
C-20, G Block, Bandra Kurla Complex,
Mumbai, Maharashtra 400051
Tel: +91 22 3576 6261

VenturEast Proactive Fund LLC

Sanne House, Bank Street, TwentyEight Cybercity, Ebene 72201, Republic of Mauritius
Tel : (230) 467 3000 Fax : (230) 467 4000

CONSENT LETTER

Date: December 14, 2022

To,

The Board of Directors
Zaggle Prepaid Ocean Services Limited
301, III Floor, CSR Estate,
Plot No.8, Sector 1, HUDA Techno Enclave,
Madhapur Main Road, Rangareddi,
Hyderabad 500 081,
Telangana, India

Sub: Proposed initial public offering of equity shares of face value of ₹ 1 each (the “Equity Shares”) of Zaggle Prepaid Ocean Services Limited (the “Company” and such offer, the “Offer”)

Dear Sir/Madam,

Consents

We hereby consent to the inclusion of up to 2,830,499 Equity Shares (“**Offered Shares**”) held by us in the Company as part of the offer for sale in the Offer, subject to the terms of the Offer, as mentioned in the draft red herring prospectus (the “**DRHP**”), the red herring prospectus (the “**RHP**”), the prospectus (the “**Prospectus**”) and together with the DRHP and RHP, the “**Offer Documents**”) and transaction agreements executed in relation to the Offer and the Securities and Exchange Board of India (“**SEBI**”), and of any other regulatory authority, if required, for cash at such price per Equity Share, as may be fixed and determined, as may be permitted and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI ICDR Regulations**”).

We hereby consent to the inclusion of our name as a selling shareholder and any other information provided by us or on our behalf by our authorised representatives in writing, as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI ICDR Regulations**”) and other applicable laws in the DRHP to be filed by the Company with the Securities and Exchange Board of India (“**SEBI**”) and any relevant stock exchange(s) where the Equity Shares are proposed to be listed (the “**Stock Exchanges**”), the RHP and the Prospectus which the Company intends to file with the Registrar of Companies, Telangana at Hyderabad (the “**RoC**”) and thereafter file with SEBI and the Stock Exchanges and other Offer related documents.

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[Signature page attached separately]

Cc:

Book Running Lead Managers to the Offer

ICICI Securities Limited

ICICI Venture House,
Appasaheb Marathe Marg, Prabhadevi,
Mumbai – 400025
Maharashtra, India

Equirus Capital Private Limited

12th Floor, C Wing, Marathon Futurex,
N. M. Joshi Marg, Lower Parel,
Mumbai – 400 013
Maharashtra, India

IIFL Securities Limited

10th Floor, IIFL Centre, Kamala City
Senapati Bapat Marg,
Lower Parel (W),
Mumbai – 400013,
Maharashtra, India

JM Financial Limited

7th Floor, Cnergy,
Appasaheb Marathe Marg,
Prabhadevi, Mumbai - 400 025
Maharashtra, India

Legal Counsel to the Company as to Indian Law

S&R Associates

One World Center
1403 Tower 2 B 841
Senapati Bapat Marg,
Lower Parel
Mumbai 400 013
Maharashtra, India

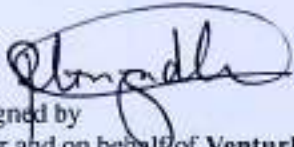
Legal Counsel to the Book Running Lead Managers as to Indian Law

Trilegal

One World Centre
10th Floor, Tower 2A & 2B,
Senapati Bapat Marg,
Lower Parel (West),
Mumbai - 400 013

[This page forms an integral part of the consent letter to be provided in relation to the proposed initial public offering by Zaggle Prepaid Ocean Services Limited]

Yours faithfully,

A handwritten signature in black ink, appearing to read 'Ramanand Guadhur', written over a horizontal line.

Signed by
For and on behalf of **VenturEast Proactive Fund LLC**

Name: **Ramanand Guadhur**
Designation: Director

VenturEast SEDCO Proactive Fund LLC

Sanne House, Bank Street TwentyEight Cybercity, Ebene 72201, Republic of Mauritius
Tel : (230) 467 3000 Fax : (230) 467 4000

CONSENT LETTER

Date: December 14, 2022

To,

The Board of Directors
Zaggle Prepaid Ocean Services Limited
301, III Floor, CSR Estate,
Plot No.8, Sector 1, HUDA Techno Enclave,
Madhapur Main Road, Rangareddi,
Hyderabad 500 081,
Telangana, India

Sub: Proposed initial public offering of equity shares of face value of ₹ 1 each (the “Equity Shares”) of Zaggle Prepaid Ocean Services Limited (the “Company” and such offer, the “Offer”)

Dear Sir/Madam,

Consents

We hereby consent to the inclusion of up to 538,557 Equity Shares (“**Offered Shares**”) held by us in the Company as part of the offer for sale in the Offer, subject to the terms of the Offer, as mentioned in the draft red herring prospectus (the “**DRHP**”), the red herring prospectus (the “**RHP**”), the prospectus (the “**Prospectus**”) and together with the DRHP and RHP, the “**Offer Documents**”) and transaction agreements executed in relation to the Offer and the Securities and Exchange Board of India (“**SEBI**”), and of any other regulatory authority, if required, for cash at such price per Equity Share, as may be fixed and determined, as may be permitted and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI ICDR Regulations**”).

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[Signature page attached separately]

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ICICI Venture House,
Appasaheb Marathe Marg, Prabhadevi,
Mumbai – 400025
Maharashtra, India

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N. M. Joshi Marg, Lower Parel,
Mumbai – 400 013
Maharashtra, India

IIFL Securities Limited

10th Floor, IIFL Centre, Kamala City
Senapati Bapat Marg,
Lower Parel (W),
Mumbai – 400013,
Maharashtra, India

JM Financial Limited

7th Floor, Cnergy,
Appasaheb Marathe Marg,
Prabhadevi, Mumbai - 400 025
Maharashtra, India

Legal Counsel to the Company as to Indian Law

S&R Associates

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Mumbai 400 013
Maharashtra, India

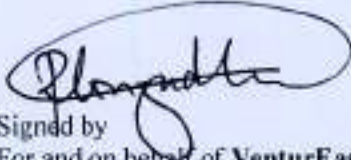
Legal Counsel to the Book Running Lead Managers as to Indian Law

Trilegal

One World Centre
10th Floor, Tower 2A & 2B,
Senapati Bapat Marg,
Lower Parel (West),
Mumbai - 400 013

[This page forms an integral part of the consent letter to be provided in relation to the proposed initial public offering by Zagle Prepaid Ocean Services Limited]

Yours faithfully,

A handwritten signature in black ink, appearing to read 'Ramanand Guzadhur', enclosed within a hand-drawn oval.

Signed by
For and on behalf of **VenturEast SEDCO Proactive Fund LLC**

Name: **Ramanand Guzadhur**
Designation: Director

CONSENT LETTER

Date: 14.12.2022

To,

The Board of Directors
Zaggle Prepaid Ocean Services Limited
301, III Floor, CSR Estate,
Plot No.8, Sector 1, HUDA Techno Enclave,
Madhapur Main Road, ,
Hyderabad , Rangareddi 500 081,
Telangana, India

Sub: Proposed initial public offering of equity shares of face value of ₹ 1 each (the “Equity Shares”) of Zaggle Prepaid Ocean Services [Private] Limited (the “Company” and such offer, the “Offer”)

Dear Sir/Madam,

I, Koteswara Rao Meduri, son of Late Sri M Narasimha Murthy, residing at 201, Samruddhi Enclave, Ramabhadra Colony, Nizampet, Hyderabad - 500090 do confirm that I hold 1,83,600 (One Lakh Eighty Three Thousand Six Hundred) Equity Shares, representing 0.20% (Zero Point Two Zero Percentage) of the pre-Offer equity share capital of the Company.

The information as mentioned in this certificate and in Exhibit I are true and correct.

I further confirm that I am in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, as amended.

Consents

I hereby consent to the inclusion of up to 91,800 (Ninety One Thousand and Eight Hundred) Equity Shares (“Offered Shares”) held by me in the Company as part of the offer for sale in the Offer, subject to the terms of the Offer, as mentioned in the draft red herring prospectus (the “DRHP”), the red herring prospectus (the “RHP”), the prospectus (the “Prospectus” and together with the DRHP and RHP, the “Offer Documents”) and transaction agreements executed in relation to the Offer and the Securities and Exchange Board of India (“SEBI”), and of any other regulatory authority, if required, for cash at such price per Equity Share, as may be fixed and determined, as may be permitted and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”). The Offered Shares may be offered to such category of persons in accordance with the SEBI ICDR Regulations and other applicable laws.

I hereby consent to the inclusion of my name as a selling shareholder and any other information provided by me/ provided by us or on our behalf by our authorised representatives in writing, as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”) and other applicable laws in the DRHP to be filed by the Company with the Securities and Exchange Board of India (“SEBI”) and any relevant stock exchange(s) where the Equity Shares are proposed to be listed (the “Stock Exchanges”), the RHP and the Prospectus which the Company intends to file with the Registrar of Companies, Telangana at Hyderabad (the “RoC”) and thereafter file with SEBI and the Stock Exchanges and other Offer related documents.

I hereby consent that my entire pre- Offer shareholding, excluding the Offered Shares which are successfully sold and transferred as part of the Offer, shall be locked-in, in terms of Regulation 17 of the SEBI ICDR Regulations from the date of allotment in the Offer for such period as may be required under the SEBI ICDR Regulations.

I authorize the Company to deliver a copy of this letter of consent to the RoC, pursuant to Section 26 and 32 of the Companies Act, 2013, and the rules and regulations thereunder, each as amended, SEBI, the Stock Exchanges

and any other regulatory authority as may be required and/or for the records to be maintained by the Book Running Lead Managers and in accordance with applicable law.

I confirm that I will immediately communicate any changes in writing in the above information to the Company and the book running lead managers to the Offer (“**Book Running Lead Managers**”) until the date when the Equity Shares sold pursuant to the Offer are listed and commence trading on the Stock Exchanges. In the absence of any such communication it may be assumed that there is no change to the above information until the Equity Shares sold pursuant to the Offer commence trading on the Stock Exchanges.

I hereby confirm that the pre-Offer shareholding held by me along with the persons acting in concert will not be exempt from being locked-in in terms of Regulation 17 (c) of the SEBI ICDR Regulations.

This consent letter is for information of, and may be relied upon by the Company, Book Running Lead Managers and the legal advisors to each of the Company and the Book Running Lead Managers in respect of the Offer.

I also consent to the inclusion of this letter as a part of “Material Contracts and Documents for Inspection” in connection with this Offer, which will be available for public for inspection from date of the filing of the RHP until the Bid/ Offer Closing Date.

The terms capitalized but not defined herein, shall have the meaning ascribed to them in the Offer Documents, as the case may be.

[This page forms an integral part of the consent letter to be provided in relation to the proposed initial public offering by Zagle Prepaid Ocean Services Limited]

Yours faithfully,



Signed by
Koteswara Rao Meduri

Cc:

Book Running Lead Managers to the Offer

ICICI Securities Limited

ICICI Venture House,
Appasaheb Marathe Marg, Prabhadevi,
Mumbai – 400025
Maharashtra, India

IIFL Securities Limited

10th Floor, IIFL Centre, Kamala City
Senapati Bapat Marg,
Lower Parel (W),
Mumbai – 400013,
Maharashtra, India

JM Financial Limited

7th Floor, Cnergy,
Appasaheb Marathe Marg,
Prabhadevi, Mumbai - 400 025
Maharashtra, India

Equirus Capital Private Limited

12th Floor, C Wing, Marathon Futurex,
N. M. Joshi Marg, Lower Parel,
Mumbai – 400 013
Maharashtra, India

Legal Counsel to the Company as to Indian Law

S&R Associates

One World Center
1403 Tower 2 B 841
Senapati Bapat Marg,
Lower Parel
Mumbai 400 013
Maharashtra, India

Legal Counsel to the Book Running Lead Managers as to Indian Law

Trilegal

One World Centre
10th Floor, Tower 2A & 2B,
Senapati Bapat Marg,
Lower Parel (West),
Mumbai - 400 013

Legal Counsel to the Other Selling Shareholders as to Indian Law

Bombay Law Chambers
1st Floor, WeWork,
Enam Sambhav,
C-20, G Block, Bandra Kurla Complex,
Mumbai, Maharashtra 400051
Tel: +91 22 3576 6261

EXHIBIT I

Name of Selling Shareholder	Koteswara Rao Meduri
PAN Number	AFMPM7760E
Telephone number	9247686168
SEBI Registration Number (if applicable)	NA

ZUZU SOFTWARE SERVICES PRIVATE LIMITED

Registered office: H.No:8-8-133/1/101, Road No.16, Green Park Colony, Karmanghat,

Hyderabad - 500035, Telangana.

CIN:U72200TG2009PTC066423, PAN:AAACZ3985E

EMAIL: zuzusoftware@gmail.com

CONSENT LETTER

Date: 14.12.2022

To,

The Board of Directors

Zaggle Prepaid Ocean Services Limited

301, III Floor, CSR Estate,

Plot No.8, Sector 1, HUDA Techno Enclave,

Madhapur Main Road, ,

Hyderabad, Rangareddi 500 081,

Telangana, India

Sub: Proposed initial public offering of equity shares of face value of ₹ 1 each (the “Equity Shares”) of Zaggle Prepaid Ocean Services Limited (the “Company” and such offer, the “Offer”)

Dear Sir/Madam,

We, Zuzu Software Services Private Limited, a company incorporated under the Companies Act 1956 , having our office at 8-8-133/1/101, Road No.16, Greenpark Colony, Karmanghat, Hyderabad - 500034 , do confirm that we hold 1,74,76,992 (One Crore Seventy Four lacs Seventy Six Thousand Nine Hundred and Ninety Two) Equity Shares, representing 18.95% (Eighteen Point Nine Five Percentage) of the pre-Offer equity share capital of the Company.

The certified true copy of resolution of our board of director dated December 12, 2022, authorizing the proposed offer and sale of up to 17,65,540 (Seventeen Lakh Sixty Five Thousand Five Hundred and Forty) Equity Shares in the Offer is attached as Exhibit I. The information as mentioned in this certificate and in Exhibit II are true and correct.

We further confirm that we are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, as amended.

Consents

We hereby consent to the inclusion of up to 17,65,540 (*Seventeen Lakh Sixty Five Thousand Five Hundred and Forty*) Equity Shares (“**Offered Shares**”) held by us in the Company as part of the offer for sale in the Offer, subject to the terms of the Offer, as mentioned in the draft red herring prospectus (the “**DRHP**”), the red herring prospectus (the “**RHP**”), the prospectus (the “**Prospectus**” and together with the DRHP and RHP, the “**Offer Documents**”) and transaction agreements executed in relation to the Offer and the Securities and Exchange Board of India (“**SEBI**”), and of any other regulatory authority, if required, for cash at such price per Equity Share, as may be fixed and determined, as may be permitted and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI ICDR Regulations**”). The Offered Shares may be offered to such category of persons in accordance with the SEBI ICDR Regulations and other applicable laws.

We hereby consent to the inclusion of my name as a selling shareholder and any other information provided by us or on our behalf by our authorised representatives in writing, as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI ICDR Regulations**”) and other applicable laws in the DRHP to be filed by the Company with the Securities and Exchange Board of India (“**SEBI**”) and any relevant stock exchange(s) where the Equity Shares are proposed to be listed (the “**Stock Exchanges**”), the RHP and the Prospectus which the Company intends to file with the Registrar of Companies, Telangana at Hyderabad (the “**RoC**”) and thereafter file with SEBI and the Stock Exchanges and other Offer related documents.

We hereby consent that my entire pre- Offer shareholding, excluding the Offered Shares which are successfully sold and transferred as part of the Offer, shall be locked-in, in terms of Regulation 17 of the SEBI ICDR Regulations from the date of allotment in the Offer for such period as may be required under the SEBI ICDR Regulations.

We authorize the Company to deliver a copy of this letter of consent to the RoC, pursuant to Section 26 and 32 of the Companies Act, 2013, and the rules and regulations thereunder, each as amended, SEBI, the Stock Exchanges and any other regulatory authority as may be required and/or for the records to be maintained by the Book Running Lead Managers and in accordance with applicable law.

We confirm that we will immediately communicate any changes in writing in the above information to the Company and the book running lead managers to the Offer ("**Book Running Lead Managers**") until the date when the Equity Shares sold pursuant to the Offer are listed and commence trading on the Stock Exchanges. In the absence of any such communication it may be assumed that there is no change to the above information until the Equity Shares sold pursuant to the Offer commence trading on the Stock Exchanges.

We hereby confirm that the pre-Offer shareholding held by me along with the persons acting in concert will not be exempt from being locked-in in terms of Regulation 17 (c) of the SEBI ICDR Regulations.

This consent letter is for information of, and may be relied upon by the Company, Book Running Lead Managers and the legal advisors to each of the Company and the Book Running Lead Managers in respect of the Offer.


we also consent to the inclusion of this letter as a part of "Material Contracts and Documents for Inspection" in connection with this Offer, which will be available for public for inspection from date of the filing of the RHP until the Bid/ Offer Closing Date.

The terms capitalized but not defined herein, shall have the meaning ascribed to them in the Offer Documents, as the case may be.

[This page forms an integral part of the consent letter to be provided in relation to the proposed initial public offering by Zuggle Prepaid Ocean Services Limited]

Yours faithfully,

Signed by
For and on behalf of **Zuzu Software Services Private Limited**



Name: *Sudhakar Prasad*
Designation: *Director*

Cc:

Book Running Lead Managers to the Offer

ICICI Securities Limited

ICICI Venture House,
Appasaheb Marathe Marg, Prabhadevi,
Mumbai – 400025
Maharashtra, India

IIFL Securities Limited

10th Floor, IIFL Centre, Kamala City
Senapati Bapat Marg,
Lower Parel (W),
Mumbai – 400013,
Maharashtra, India

JM Financial Limited

7th Floor, Cnergy,
Appasaheb Marathe Marg,
Prabhadevi, Mumbai - 400 025
Maharashtra, India

Equirus Capital Private Limited

12th Floor, C Wing, Marathon Futurex,
N. M. Joshi Marg, Lower Parel,
Mumbai – 400 013
Maharashtra, India

Legal Counsel to the Company as to Indian Law

S&R Associates

One World Center
1403 Tower 2 B 841
Senapati Bapat Marg,
Lower Parel
Mumbai 400 013
Maharashtra, India

Legal Counsel to the Book Running Lead Managers as to Indian Law

Trilegal

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Lower Parel (West),
Mumbai - 400 013

Legal Counsel to the Other Selling Shareholders as to Indian Law

Bombay Law Chambers
1st Floor, WeWork,
Enam Sambhav,
C-20, G Block, Bandra Kurla Complex,
Mumbai, Maharashtra 400051
Tel: +91 22 3576 6261

EXHIBIT I

Copy of the board authorization for participation in the Offer for Sale

[Attached Separately]

EXHIBIT II

Name of Selling Shareholder	Zuzu Software Services Private Limited
Registered Address of the Selling Shareholder	8-8-133/1/101, Road No.16, Greenpark Colony, Karmanghat, Hyderabad - 500034
Date and Place of incorporation	December 22, 2009 at Hyderabad, India
Telephone number	8977948080
Fax number	-
Company registration number (CIN)	U72200TG2009PTC066423
Nature of entity	Private Limited Company
SEBI Registration Number (if applicable)	NA

ZUZU SOFTWARE SERVICES PRIVATE LIMITED

Registered office: H.No:8-8-133/1/101, Road No.16, Green Park Colony, Karmanghat,
Hyderabad - 500035, Telangana.
CIN:U72200TG2009PTC066423, PAN:AAACZ3985E
EMAIL: zuzusoftware@gmail.com

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF BOARD OF DIRECTORS OF M/S. ZUZU SOFTWARE SERVICES PRIVATE LIMITED HELD ON MONDAY 12th DAY OF DECEMBER, 2022 AT 4:00 PM AT THE REGISTEERD OFFICE OF THE COMPANY AT H. No :8-8-133/1/101, ROAD NO.16, GREEN PARK COLONY, KARMANGHAT HYDERABAD- 500035, TELANGANA.

To tender in Offer for Sale (OFS) 17,65,540 equity share of Zaggle Prepaid Ocean Services Private Limited

"RESOLVED THAT in supersession to the earlier resolution passed at the Board Meeting held on 19.09.2022, the consent of the board of directors be and is hereby accorded to tender in Offer for Sale (OFS) its 17,65,540 Equity shares of Face Value of Rs. 1/- each held as investment in Zaggle Prepaid Ocean Services Private Limited ("Zaggle").

RESOLVED FURTHER THAT any director of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, including to sign consent letter, certificate and submit any other documents to any government, statutory or regulatory authorities as may be required, to settle any question, difficulty or doubt and to negotiate, finalize and execute all agreements, documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and give effect to such modifications, terminations, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required; and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Company, as the case may be.

// Certified True Copy //
For Zuzu Software Services Private Limited


Sudhakar Tirunagari
Director
DIN: 02871267



CONSENT LETTER

Date: December 14, 2022

To,
The Board of Directors
Zaggle Prepaid Ocean Services Limited
301, III Floor, CSR Estate,
Plot No.8, Sector I, HUDA Techno Enclave,
Madhapur Main Road, Rangareddi,
Hyderabad 500 081,
Telangana, India

Sub: Proposed initial public offering of equity shares of face value of ₹ 1 each (the "Equity Shares") of Zaggle Prepaid Ocean Services Limited (the "Company" and such offer, the "Offer")

Dear Sir/Madam,

Consents

We hereby consent to the inclusion of up to 118,040 Equity Shares ("Offered Shares") held by us in the Company as part of the offer for sale in the Offer, subject to the terms of the Offer, as mentioned in the draft red herring prospectus (the "DRHP"), the red herring prospectus (the "RHP"), the prospectus (the "Prospectus" and together with the DRHP and RHP, the "Offer Documents") and transaction agreements executed in relation to the Offer and the Securities and Exchange Board of India ("SEBI"), and of any other regulatory authority, if required, for cash at such price per Equity Share, as may be fixed and determined, as may be permitted and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations").

We hereby consent to the inclusion of our name as a selling shareholder and any other information provided by us or on our behalf by our authorised representatives in writing, as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations") and other applicable laws in the DRHP to be filed by the Company with the Securities and Exchange Board of India ("SEBI") and any relevant stock exchange(s) where the Equity Shares are proposed to be listed (the "Stock Exchanges"), the RHP and the Prospectus which the Company intends to file with the Registrar of Companies, Telangana at Hyderabad (the "RoC") and thereafter file with SEBI and the Stock Exchanges and other Offer related documents.

We hereby consent that our entire pre- Offer shareholding, excluding the Offered Shares which are successfully sold and transferred as part of the Offer, shall be locked-in, in terms of Regulation 17 of the SEBI ICDR Regulations, for a period of six months from the date of purchase by Ventureast Trustee Company Private Limited (acting on behalf of Ventureast Proactive Fund) since The Technology Venture Fund (of which the Ventureast Proactive Fund is a scheme) is a VCF.

We authorize the Company to deliver a copy of this letter of consent to the RoC, pursuant to Section 26 and 32 of the Companies Act, 2013, and the rules and regulations thereunder, each as amended, SEBI, the Stock Exchanges and any other regulatory authority as may be required and/or for the records to be maintained by the Book Running Lead Managers and in accordance with applicable law.

We confirm that we will immediately communicate any changes in writing in the above information to the Company and the book running lead managers to the Offer ("Book Running Lead Managers") until the date when the Equity Shares sold pursuant to the Offer are listed and commence trading on the Stock Exchanges. In the absence of any such communication it may be assumed that there is no change to the above information until the Equity Shares sold pursuant to the Offer commence trading on the Stock Exchanges.

This consent letter is for information of, and may be relied upon by the Company, Book Running Lead Managers and the legal advisors to each of the Company and the Book Running Lead Managers in respect of the Offer.

We also consent to the inclusion of this letter as a part of "Material Contracts and Documents for Inspection" in connection with this Offer, which will be available for public for inspection from date of the filing of the RHP until the Bid/ Offer Closing Date.

The terms capitalized but not defined herein, shall have the meaning ascribed to them in the Offer Documents, as the case may be.

[Signature page attached separately]

Cc:

Book Running Lead Managers to the Offer

ICICI Securities Limited
ICICI Venture House,
Appasaheb Marathe Marg, Prabhadevi,
Mumbai - 400025
Maharashtra, India

Equirus Capital Private Limited
12th Floor, C Wing, Marathon Futurex,
N. M. Joshi Marg, Lower Parel,
Mumbai - 400 013
Maharashtra, India

IIFL Securities Limited
10th Floor, IIFL Centre, Kamala City
Senapati Bapat Marg,
Lower Parel (W),
Mumbai - 400013,
Maharashtra, India

JM Financial Limited
7th Floor, Cnergy,
Appasaheb Marathe Marg,
Prabhadevi, Mumbai - 400 025
Maharashtra, India

Legal Counsel to the Company as to Indian Law

S&R Associates
One World Center
1403 Tower 2 B 841
Senapati Bapat Marg,
Lower Parel
Mumbai 400 013
Maharashtra, India

Legal Counsel to the Book Running Lead Managers as to Indian Law

Trilegal
One World Centre
10th Floor, Tower 2A & 2B,
Senapati Bapat Marg,
Lower Parel (West),
Mumbai - 400 013

[This page forms an integral part of the consent letter to be provided in relation to the proposed initial public offering by Zaggle Prepaid Ocean Services Limited]

Yours faithfully,

Kamalapuri



Signed by
For and on behalf of **Ventureast Trustee Company Private Limited (acting on behalf of Ventureast Proactive Fund)**

Name: VISHNU KAMALAPURI
Designation: Authorized Signatory