

ZAGGLE/23-24/89

March 28, 2024

To Listing Department, NATIONAL STOCK EXCHANGE OF INDIA LIMITED Exchange Plaza, Plot No C/1, G Block Bandra Kurla Complex, Bandra (East), Mumbai -400 051, Maharashtra Company Symbol: ZAGGLE	To The Corporate Relations Department BSE LIMITED Phiroz Jeejeebhoy Towers, 25 th Floor, Dalal Street, Mumbai -400 001, Maharashtra Company Scrip Code: 543985
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Dear Sir / Madam,

Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") – Postal Ballot Notice

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we hereby enclose a copy of Postal Ballot Notice along with the Explanatory Statement ("Notice") dated March 27, 2024 sent to the members of Zaggle Prepaid Ocean Services Limited ("the Company") to seek approval by way of remote electronic voting ("e-voting") in respect of the special business as set out in the Notice.

In accordance with the MCA Circulars and in compliance with the provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulations, the Notice is being sent in electronic mode only to those members whose names appear on the Register of Members / List of Beneficial Owners as on March 22, 2024 ("cut-off date") received from the Depositories and whose e-mail addresses are registered with the Company or Depository Participant / Depository / Kfin Technologies Limited, the Company's Registrar & Transfer Agent (hereinafter referred to as "RTA"), seeking their approval on business as set out in the Postal Ballot Notice. Accordingly, physical copy of the Postal Ballot Notice along with Postal Ballot Form and pre-paid business envelope are not being sent to the Members for this Postal Ballot.

The Company has engaged the services of Kfin Technologies Limited for the purpose of providing e-voting facility to all its members. The voting through e-voting will commence from, Friday, March 29, 2024 09:00 a.m.(IST) and shall end on Saturday, April 27, 2024 05:00 p.m.(IST).

The results of the Postal Ballot shall be declared on or before April 30, 2024

The above information is also made available on the website of the Company at www.zaggle.in.

Please take the information on record.

Yours faithfully,

Thanking you
For Zaggle Prepaid Ocean Services Limited

Hari Priya
Company Secretary and Compliance Officer

Encl: as above

**Zaggle Prepaid Ocean Services Limited**

(formerly known as Zaggle Prepaid Ocean Services Private Limited)

Regd. Office: 301, III Floor, CSR Estate, Plot No.8, Sector 1, HUDA Techno Enclave, Madhapur Main Road,
Hyderabad, Rangareddi – 500081, Telangana. Ph.: 040 23119049

CIN : U65999TG2011PLC074795 | PAN : AAACZ4965E | accounts.hyd@zaggle.in | www.zaggle.in



ZAGGLE PREPAID OCEAN SERVICES LIMITED
(Formerly known as Zaggle Prepaid Ocean Services Private Limited)
CIN - U65999TG2011PLC074795

Regd. Office: 301, III Floor, CSR Estate, Plot No.8, Sector 1, HUDA Techno Enclave, Madhapur Main Road, , Hyderabad, Rangareddi Telangana, India, 500081
Tel.: 040 23119049
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POSTAL BALLOT NOTICE

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

Dear Shareholder(s),

NOTICE IS HEREBY GIVEN pursuant to and in compliance with the provisions of Sections 108, Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the “**Act**”), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the “**Rules**”), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**SEBI Listing Regulations**”), Secretarial Standards on General Meeting issued by the Institute of Company Secretaries of India (“**SS-2**”) and the relaxations and clarifications issued by Ministry of Corporate Affairs (‘**MCA**’) vide General Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020 and Circular No. 39/2020 dated December 31, 2020, Circular No: 02/2021 dated January 13, 2021, Circular No: 10/2021 dated June, 23, 2021 and Circular No: 20/2021 dated December, 08 2021 and Circular No. 3/ 2022 dated May 5, 2022, Circular No: 11/2022 dated December 28,2022 and Circular No: 09/2023 dated September 25, 2023 (hereinafter collectively referred to as the “**MCA Circulars**”) and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time) for seeking approval of the Shareholders of Zaggle Prepaid Ocean Services Limited (formerly known as Zaggle Prepaid Ocean Services Private Limited)(the “**Company**”) for the business set out hereunder through Postal Ballot by remote electronic voting process (“**remote e-voting**”).

The Explanatory Statement pursuant to Sections 102 and other applicable provisions, if any, of the Act pertaining to the Ordinary Resolution setting out the material facts concerning the same and the reasons thereof are annexed hereto for your consideration.

The Board of Directors of the Company (the “**Board**”) at their meeting held on March 27, 2024 has appointed Mr. S Sarveswar Reddy (FCS: F12619, COP No.: 7478) from M/s. S. S. Reddy & Associates, Practicing Company Secretaries, Hyderabad, having Firm Registration Number S2008AP101300) as Scrutinizer for conducting the Postal Ballot only through e-voting process in accordance with the law in a fair and transparent manner and they have communicated their consent for their appointment. The Scrutinizer’s decision on the validity of postal ballot shall be final.

In compliance with the Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and the MCA Circulars, the Company is pleased to

offer remote e-voting facility to all its shareholders to cast their votes electronically. In terms of MCA Circulars, voting can be done only by remote e-voting.

Pursuant to Section 108 of the Act read with Rule 20 & 22 of the Rules and Regulation 44 of the SEBI Listing Regulations, the Company has engaged KFin Technologies Limited (formerly, KFin Technologies Private Limited), Registrar and Transfer Agents of the Company (“KFinTech” or “Registrar and Transfer Agent” or “RTA”), as the agency to provide e-Voting facility for its Shareholders. In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the shareholders to register their e-mail addresses. Therefore, those shareholders who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

You are requested to peruse the proposed resolution along with the Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility which is available at the link: <https://evoting.kfintech.com> and commences from Friday, March 29, 2024 at 09.00 am (IST) and concludes on Saturday, April 27, 2024 at 05.00 pm (IST). E-Voting module shall be disabled by KFin Technologies Limited for voting thereafter. Shareholders desiring to exercise their votes are requested to carefully read the “Information and Instructions relating to e- Voting” provided in the Notes to this Postal Ballot Notice.

The Scrutinizer will submit their report to the Chairman of the Company after completion of scrutiny of the remote e-voting. The results shall be declared on or before 2 working days from the conclusion of e-voting process and will be communicated to the BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) (together the “Stock Exchanges”) and RTA. The results will also be available on the website of the Company at www.zaggle.in

SPECIAL BUSINESS:

Item No. 1. Re-appointment of Mr. Avinash Ramesh Godkhindi (DIN: 05250791) as Managing Director and Chief Executive Officer of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 152, 160, 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (*including the rules, notifications, circulars, guidelines etc. issued thereunder*) (**“the Act”**), and in terms of Regulation 17 and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**) (*including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force*), and in line with the Memorandum and Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee (**“NRC”**) and the Board of Directors of the Company (*hereinafter referred to as the “Board”*), Mr. Avinash Ramesh Godkhindi (DIN: 05250791) be and is hereby re-appointed as the Managing Director and Chief Executive Officer of the Company for the period of 2 Years commencing from May 7, 2024, until May 6, 2026 (*both days inclusive*) in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director.

RESOLVED FURTHER THAT, Mr. Avinash Ramesh Godkhindi will be paid partly by way of monthly salary, perquisite, allowances, other benefits and partly by way of Annual performance variable pay as given below on the terms and conditions and Remuneration as set out below:

1	Basic salary	Rs. 40,25,000 /- (Rupees forty lakhs twenty five thousand only) per annum with such increase as may be determined by the Board of Directors of the Company from time to time
2	Flexi Benefit Component	Rs. 10,09,000/- (Rupees Ten lakhs Nine thousand only) per annum with such increase as may be determined by the Board of Directors of the Company from time to time
3	Special Allowance	Rs. 16,67,273/- (Rupees Sixteen lakhs sixty seven thousand two hundred and seventy three only) per annum with such increments as the Board may decide from time to time.
4	Variable Pay	annual performance variable remuneration of Rs. 23,00,000/- (Rupees twenty three lakhs only)
5	Perquisite	
(i)	Housing	Rs.11,47,125/- (Rupees eleven lakhs forty seven thousand one hundred and twenty five only) per month
(ii)	Insurance	Premium as per the Rules of the Company covered under the Group Health Insurance and such other policies
6	Retiral Benefits	
(i)	Provident Fund	Company's contribution to Provident Fund shall be as per the rules of the Company and the Fund
(ii)	Gratuity	Payable in accordance with the Rules of the Company and the Fund
<p>Variable Pay will be paid annually based on employee's performance, department & Company performance. Gift & LTA will be paid annually.</p> <p>Such other allowances, perquisites, amenities, facilities, and benefits as per the Rules of the Company as applicable to Managing Director and Chief Executive Officer and as may be permitted and approved by the Board of Directors to be paid to the Managing Director and Chief Executive Officer and shall be valued as per the Income Tax Act & Rules, as amended from time to time</p> <p>For the purposes of Gratuity, Provident Fund and other like benefits, if any, the service of Mr. Avinash Ramesh Godkhindi, will be considered as continuous service with the Company from the date of his joining the Company.</p>		

RESOLVED FURTHER THAT during his tenure as Managing Director and Chief Executive Officer, Mr. Avinash Ramesh Godkhindi shall not be liable to retire by rotation.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, the remuneration by way of salary, perquisites, benefits, amenities and facilities payable to Mr. Avinash Ramesh Godkhindi shall be subject to the provisions prescribed under Section 197 read with Schedule V of the Act, and Rules framed thereunder and any other applicable Statutory provisions of the Act or any statutory modification or re-enactment thereof from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to vary and / or revise the remuneration and to enter into the employment contract as per the Act with Mr. Avinash Ramesh Godkhindi as they deems fit in the interest of the Company, subject to the limits specified under Schedule V of the Act or any statutory modification(s) or re-enactment thereof and other applicable provisions of SEBI Listing Regulations, as amended from time to time and do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid Resolution."

NOTES

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, read with the Rules related thereto, SEBI Listing Regulations and Secretarial Standard-2 on General Meeting (SS-2), setting out all material facts and reasons in respect of the item of Special Business set out in Item No. 1 of this Postal Ballot Notice is annexed herewith.
2. Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the rules related thereto and MCA circular issued issued by the Ministry of Corporate Affairs, Government of India, the Company is permitted to conduct the postal ballot process through electronic form.
3. In accordance with the MCA Circulars and in compliance with the provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI Listing Regulations and as per the guidelines issued by the MCA vide MCA Circulars, the Notice is being sent in electronic mode only to all those members whose names appear on the Register of Members / List of Beneficial Owners as on March 22, 2024. ("cut-off date") received from the Depositories and whose e-mail addresses are registered with the Company or Depository Participant / Depository / RTA
4. This Postal Ballot Notice shall also be available on the website of the Company www.zaggle.in, the relevant section of the websites of the Stock Exchanges on which the Equity Shares of the Company are listed and the website of RTA of the Company. The availability of this Notice on the Company's website at www.zaggle.in and on the website of the Stock Exchanges, shall be deemed to be the issuance of this Notice to all the Shareholders whose email IDs are not registered with the Company.
5. Shareholders holding equity shares as on the Cut-off Date can cast their vote using remote e- Voting facility only.
6. Voting rights of a Shareholder/ beneficial owner (in case of electronic shareholding) shall be in proportion to his/ her/ its shareholding in the paid-up equity share capital of the Company as on the Cut Off Date. A person who is not a Shareholder as on the Cut-off Date should treat this Notice for information purpose only.
7. The Resolution, if approved, by the Shareholders by means of Postal Ballot/ e-Voting is deemed to have been passed at a General Meeting of the Shareholders and the last date of the e-Voting i.e., Saturday, April 27, 2024 shall be the date on which the Resolution shall be deemed to have been passed.
8. The physical copies of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the members for this Postal Ballot, in accordance with the exemptions granted by the MCA Circulars. Members are required to communicate their assent or dissent through the remote e-voting system only.

To facilitate such Shareholders to receive this notice electronically and cast their vote electronically, the Company has made arrangement with RTA for registration of email addresses in terms of the General Circulars.

Process for registration of email addresses is as under:

- a) Pursuant to General Circulars for remote e-Voting for this Postal Ballot, Shareholders who have not registered their email address and in consequence the e-Voting notice could not be serviced, may temporarily get their email address registered with the Company's RTA by clicking the link: <https://ris.kfintech.com/clientservices/postalballot/registration.aspx> and following the below process:
- a. Select the company name "Zaggle Prepaid Ocean Services Limited"
 - b. Select the Holding type from the drop down i.e. - NSDL/CDSL/Physical
 - c. Enter DP ID – Client ID (in case shares are held in electronic form)/ Physical Folio No. (in case shares are held in physical form) and PAN.
 - d. If PAN details are not available in the system, the system will prompt to upload a self-attested copy of the PAN card for updating records.
 - e. In case of shares held in physical form where PAN details are not available in the records, please enter any one of the Share Certificate No. in respect of the shares held by you.
 - f. Enter the email address and mobile number.
 - g. System will validate DP ID – Client ID/Folio No. and PAN or Share certificate No., as the case may be, and send OTP at the registered mobile number as well as email address for validation.
 - h. Enter the OTPs received by SMS and email to complete the validation process. OTP will be valid for 5 minutes only.

The Notice and e-Voting instructions along with the User ID and Password will be sent on the email address updated by the Shareholder.

Post successful registration of the email, the Shareholder would get soft copy of the Notice and the procedure for e-Voting along with the User ID and Password to enable e-Voting for this Postal Ballot.

In case of any queries, Shareholder may write to einward.ris@kfintech.com or haripriya.singh@zaggle.in

- b) **It is further clarified that for registration of email address**, Shareholders are requested to register their email addresses by following due procedure:
- a. **For electronic holdings:** with their concerned Depository Participants; and
 - b. **For physical holdings:** with the Company's Registrar and Transfer Agent
- c) Those Shareholders who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants/ the Company's RTA to enable servicing of notices/ documents/ Annual Reports electronically to their email address.

If any Shareholder who has registered the email address and not received Postal Ballot notice, User-Id and password for remote e-Voting, may write to einward.ris@kfintech.com from the registered email address to receive the same.

9. In compliance of the MCA Circulars referred above, Regulation 44 of SEBI Listing Regulations read with SEBI Circular SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-voting facility by listed entities and Section 108 of the Act read with Rule 20 of the Companies (Management and

Administration) Rules, 2014, as amended, the Company is providing the facility of remote e-voting to its Members, to enable them to cast their votes electronically on the resolution set out in this Postal Ballot Notice.

The Company has engaged the services of KFinTech as the agency to provide e-Voting facility. Instructions for e-Voting are provided as part of this Postal Ballot Notice which the Shareholders are requested to read carefully before casting their vote.

10. Voting is being done on electronic platform only, a member cannot exercise his vote by proxy on postal ballot. There will be only one login for every Folio /DP ID-Client ID/Beneficiary ID, irrespective of the number of joint holders. Further, once the vote is cast, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.

All the Shareholders are requested to cast their votes only through remote e-Voting as per the procedure provided in Note 17.

11. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF / JPG format) of the relevant Board resolution / authorization letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ssrfcs@gmail.com with a copy marked to evoting@kfintech.com.
12. 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.
13. The Board of Directors of the Company (the "Board") at their meeting held on March 27, 2024 has appointed Mr. S. Sarveswar Reddy (FCS: F12619, COP No.: 7478) from M/s. S. S. Reddy & Associates, Practicing Company Secretaries, Hyderabad, having Firm Registration Number S2008AP101300) as Scrutinizer for conducting the Postal Ballot only through e-voting process in accordance with the law in a fair and transparent manner and they have communicated their consent for their appointment. The Scrutinizer's decision on the validity of postal ballot shall be final.
14. The result of the voting by Postal Ballot shall be announced on or before April 30, 2024 and shall be communicated to BSE Limited and National Stock Exchange of India Limited ("Stock Exchanges") where the equity shares of the Company are listed.
15. The results of the Postal Ballot/ e-Voting shall also be displayed on the Company's website at www.zaggle.in and on the website of Kfintech at <https://evoting.kfintech.com/>
16. All the material documents referred to in the statement pursuant to section 102 of the Companies Act, 2013 and rules related thereto will be available for inspection through electronic mode from the date of dispatch of the Postal Ballot Notice, until the last date of voting by remote e-Voting. Shareholders seeking to inspect such documents may also send an email to Haripriya.singh@zaggle.in stating their name and Folio no./DP ID-Client ID/ Beneficiary ID.

17. Procedure of e-Voting

1. PROCEDURE FOR 'E-VOTING':

a. E-VOTING FACILITY:

- i. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act read with the Rules and Regulation 44 of SEBI Listing Regulations, as amended, read with circular dated December 9, 2020 of SEBI on e-Voting Facility provided by Listed Entities, the Company is providing e-voting facility of KFin Tech to its members to exercise their right to vote on the proposed resolution by electronic means.

- ii. The e-voting facility will be available during the following period:
 - Commencement of e-voting: 9:00 a.m. (IST) on March 29, 2024
 - End of e-voting: 5:00 p.m. (IST) on April 27, 2024

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall forthwith be disabled by KFinTech upon expiry of the aforesaid period.

- iii. The manner of voting by (a) individual shareholders holding shares of the Company in demat mode, (b) Shareholders other than individuals holding shares of the Company in demat mode, (c) Shareholders holding shares of the Company in physical mode, and (d) Shareholders who have not registered their e-mail address, is explained in the instructions given hereinbelow.

b. INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:

- i. Once the shareholder has exercised the vote, whether partially or otherwise, the shareholder shall not be allowed to change it subsequently or cast the vote again.
- ii. INFORMATION AND INSTRUCTIONS FOR E-VOTING BY INDIVIDUAL SHAREHOLDERS HOLDING SHARES OF THE COMPANY IN DEMAT MODE

As per circular of SEBI on e-Voting Facility provided by Listed Entities, dated December 9, 2020, all “individual shareholders holding shares of the Company in demat mode” can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. The procedure to login and access e-voting, as implemented by the Depositories/ Depository Participant(s), is given below:

PROCEDURE TO LOGIN THROUGH WEBSITES OF DEPOSITORIES

National Securities Depository Limited (NSDL)	Central Depository Services (India) Limited (CDSL)
<p>1. Users already registered for IDeAS e-Services facility of NSDL may follow the following procedure:</p> <ul style="list-style-type: none"> i. Type in the browser / Click on the following e-Services link: https://eservices.nsdl.com ii. Click on the button “Beneficial Owner” available for login under ‘IDeAS’ section. iii. A new page will open. Enter your User ID and Password for accessing IDeAS. iv. On successful authentication, you will enter your. IDeAS service login. Click on “Access to e-Voting” under 	<p>1. Users already registered for Easi / Easiest facility of CDSL may follow the following procedure:</p> <ul style="list-style-type: none"> i. Type in the browser / Click on any of the following links: https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi / Login to My Easi option under Quick Login (best operational in Internet Explorer 10 or above and Mozilla Firefox). ii. Enter your User ID and Password for accessing Easi / Easiest.

<p>Value Added Services on the panel available on the left-hand side.</p> <ul style="list-style-type: none"> v. Click on “Active E-voting Cycles” option under E-voting. vi. You will see Company Name: “Zaggle Prepaid Ocean Services Limited” on the next screen. Click on the e-Voting link available against Zaggle Prepaid Ocean Services Limited or select e-Voting service provider. “KFinTech” and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication. <p>2. Users not registered for IDeAS e-Services facility of NSDL may follow the following procedure:</p> <ul style="list-style-type: none"> i. To register, type in the browser / Click on the following e-Services link: https://eservices.nsd.com ii. Select option “Register Online for IDeAS” available on the left-hand side of the page. iii. Proceed to complete registration using your DP ID, Client ID, Mobile Number etc. iv. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote. <p>3. Users may directly access the e-Voting module of NSDL as per the following procedure:</p> <ul style="list-style-type: none"> i. Type in the browser / Click on the following link: https://www.evoting.nsd.com/ ii. Click on the button ‘Login’ available under “Shareholder/Member” section. iii. On the login page, enter User ID (that is, 16-character demat account number held with NSDL, starting with IN), Login Type, that is, through typing Password (in case you are 	<ul style="list-style-type: none"> iii. You will see Company Name: “Zaggle Prepaid Ocean Services Limited” on the next screen. Click on the e-Voting link available against Zaggle Prepaid Ocean Services Limited or select e-Voting service provider “KFinTech” and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication. <p>2. Users not registered for Easi/Easiest facility of CDSL may follow the following procedure:</p> <ul style="list-style-type: none"> i. To register, type in the browser / Click on the following link: https://web.cdslindia.com/myeasi/Registration/EasiRegistration ii. Proceed to complete registration using your DP ID-Client ID (BO ID), etc. iii. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote. <p>3. Users may directly access the e-Voting module of CDSL as per the following procedure:</p> <ul style="list-style-type: none"> i. Type in the browser / Click on the following links: www.cdslindia.com / https://www.evotingindia.com ii. Provide Demat Account Number and PAN.
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<p>registered on NSDL's e-voting platform)/ through generation of OTP (in case your mobile/e-mail address is registered in your demat account) and Verification Code as shown on the screen.</p> <p>iv. On successful authentication, you will enter the e-voting module of NSDL. You will see Company Name: "Zaggle Prepaid Ocean Services Limited" on the next screen. Click on the e-Voting link available against Zaggle Prepaid Ocean Services Limited or select e-Voting service provider "KFinTech" and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.</p>	<p>iii. System will authenticate user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account.</p> <p>iv. On successful authentication, you will enter the e-voting module of CDSL. Click on the e-Voting link available against Zaggle Prepaid Ocean Services Limited or select e-Voting service provider "KFinTech" and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.</p>
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PROCEDURE TO LOGIN THROUGH WEBSITES OF DEPOSITORY PARTICIPANTS

Individual shareholders holding shares of the Company in Demat mode can access e-Voting facility provided by the Company using login credentials of their demat accounts (online accounts) through their demat accounts / websites of Depository Participants registered with NSDL/CDSL. An option for "e-Voting" will be available once they have successfully logged-in through their respective logins. Click on the option "e-Voting" and they will be redirected to e-Voting modules of NSDL/CDSL (as may be applicable). Click on the e-Voting link available against Zaggle Prepaid Ocean Services Limited or select e-Voting service provider "KFinTech" and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.

Members who are unable to retrieve User ID / Password are advised to use "Forgot User ID" / "Forgot Password" options available on the websites of Depositories / Depository Participants.

<p>Contact details in case of any technical issue on NSDL Website</p>	<p>Contact details in case of any technical issue on CDSL Website</p>
<p>Members facing any technical issue during login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 / 1800 22 44 30.</p>	<p>Members facing any technical issue during login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43.</p>

iii. INFORMATION AND INSTRUCTIONS FOR E-VOTING BY (I) SHAREHOLDERS OTHER THAN INDIVIDUALS HOLDING SHARES OF THE COMPANY IN DEMAT MODE AND (II) ALL SHAREHOLDERS HOLDING SHARES OF THE COMPANY IN PHYSICAL MODE.

- I. (A). In case a member receives an e-mail from the Company/ KFinTech [for Members whose e-mail address is registered with the Company / Depository Participant(s)]:
 - a. Launch Internet browsers by typing the URL: <https://evoting.kfintech.com>.
 - b. Enter the login credentials (User ID and password provided in the e-mail). The E-Voting Event Number+Folio No. (for holding in physical mode) or DP ID Client ID (for holding in Demat mode) will be your User ID. If you are already registered with KFinTech for 'e-voting', you can use the existing password for logging-in.
 - c. After entering these details appropriately, click on "LOGIN".
 - d. You will now reach Password Change Menu wherein you are required to mandatorily change your password upon logging-in for the first time. The new password shall comprise minimum 8 characters with at least one uppercase (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - e. You need to login again with the new credentials.
 - f. On successful login, the system will prompt you to select the E-Voting Event Number (EVEN) for Zaggle Prepaid Ocean Services Limited. Select the same.
 - g. On the voting page, enter the number of shares as on the Cut-Off Date under either "FOR" or "AGAINST" or alternatively, you may partially enter any number under "FOR" / "AGAINST", but the total number under "FOR" / "AGAINST" taken together should not exceed your total shareholding as on the Cut-Off Date. You may also choose to "ABSTAIN" and vote will not be counted under either head.
 - h. Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
 - i. You may then cast your vote by selecting an appropriate option and click on "SUBMIT".
 - j. A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify.
 - k. Once you confirm, you will not be allowed to modify your vote.
 - l. Corporate / Institutional Members (that is, other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutiniser at e-mail id:ssrfcs@gmail.com with a copy marked to the Company at haripriya.singh@zaggle.in. Such authorisation shall contain necessary authority for voting by its authorised representative(s). It is also requested to upload the same in the e-voting module in their login. The

naming format of the aforesaid legible scanned document shall be “Corporate Name EVEN”.

- (B) In case of a member whose e-mail address is not registered / updated with the Company / KFinTech / Depository Participant(s), please follow the following steps to generate your login credentials:
- a. Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company and in consequence the Postal Ballot Notice and e-voting instructions cannot be serviced, are requested to register / update the same by clicking on <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> or by giving details of folio number, e-mail address and self-attested copy of PAN Card to KfinTech at einward.ris@kfintech.com.
 - b. Members holding shares in dematerialised mode who have not registered their e-mail address with their Depository Participant(s) are requested to register / update their e-mail address with the Depository Participant(s) where they maintain their demat accounts.
 - c. After due verification, the Company / KFinTech will forward your login credentials to your registered e-mail address.
 - d. Follow the instructions at I.(A). (a) to (l) to cast your vote.
- II. Members can also update their mobile number and e-mail address in the “user profile details” in their e-voting login on <https://evoting.kfintech.com> which may be used for sending further communication(s).
- III. Any member who has forgotten the User ID and Password, may obtain / generate / retrieve the same from KFinTech in the manner as mentioned below:
- a. If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
Example for NSDL: MYEPWD <SPACE> IN12345612345678
Example for CDSL: MYEPWD <SPACE> 1402345612345678
Example for Physical: MYEPWD <SPACE> XXXX123456789
 - b. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate password.
 - c. Member may send an e-mail request to einward.ris@kfintech.com. After due verification of the request, User ID and password will be sent to the member.
 - d. If the member is already registered with KFinTech’s e-voting platform, then he/she/it can use his/her/its existing password for logging-in.

IV. In case of any query on e-voting, members may refer to the “Help” and “FAQs” sections / E-voting user manual available through a dropdown menu in the “Downloads” section of KFinTech’s website for e-voting: <https://evoting.kfintech.com> or contact KFinTech as per the details given under sub-point no. V below.

V. Members are requested to note the following contact details for addressing e-voting / postal ballot related grievances:

Mr. N Shyamkumar,

KFin Technologies Limited

Selenium, Tower-B

Plot 31 and 32, Financial District

Nanakramguda, Serilingampally

Hyderabad, Rangareddi 500 032

Toll-free Nos.: 1800-309-4001

(from 9:00 a.m. IST to 6:00 p.m. IST on all working days)

E-mail: Einward.ris@kfintech.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1:

The Board of Directors of the Company ("Board") in its meeting held on March 27, 2024, on recommendation of the Nomination and Remuneration Committee, had re-appointed Mr. Avinash Ramesh Godkhindi as the Managing Director and Chief Executive Officer of the Company for the period of 2 (*Two*) years commencing from May 7, 2024, until May 6, 2026 (both days inclusive), on below mentioned terms and conditions and remuneration, subject to requisite approval of the members of the Company being sought *via* this postal ballot.

Current and Proposed Term

Mr. Avinash Ramesh Godkhindi was re-appointed as the Managing Director and Chief Executive Officer on the Board for a term of 3 (*Three*) consecutive years commencing from May 7, 2021, until May 6, 2024.

Mr. Avinash Ramesh Godkhindi is proposed to be re-appointed as the Managing Director and Chief Executive Officer of the Company for the period of 2 (*Two*) years commencing from May 7, 2024, until May 6, 2026 (both days inclusive).

Proposal and Rationale for appointment

a) Brief profile:

Mr. Avinash Ramesh Godkhindi is the Managing Director and Chief Executive officer of the Company. He has been on the Board of the Company since May 7, 2012. He holds a Masters' Degree in Business Administration from University of Chicago Booth School of Business, Chicago and a Bachelor's degree in Engineering from Bangalore University, Bengaluru. He has been awarded the "Inspiring CEO" award by the Economic Times in 2022. Prior to this, he worked as an Assistant Vice President at Citibank N.A., India.

b) Expertise in specific functional areas:

Industry Knowledge in Financial Technology & Banking, Innovation, Technology and Digitization, Product Management, Marketing, Growth, Partnerships, Risk Management and Strategic Expertise, Governance, Leadership, Environmental and Social Sustainability, General Management.

c) Confirmations:

The Company has also received the following declarations/documents from Mr. Avinash Ramesh Godkhindi:

- (i) the consent in writing to act as Director of the Company
- (ii) intimation that he is not disqualified under section 164 of the Companies Act, 2013 and
- (iii) notice of interest by Director Pursuant to section 184(1) and rule 9(1)
- (iv) a declaration to the effect that he is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authorities.

The terms as set out in the resolution and explanatory statement shall be treated as an abstract of the terms of appointment pursuant to Section 190 of the Companies Act, 2013 as amended from time to time. However, the Company shall enter the contract of employment as per the Section 190 of the Companies Act, 2013.

The Company has received a notice proposing the candidature of Mr. Avinash Ramesh Godkhindi for the office of Director under Section 160 of the Act.

d) Proposed Remuneration/Terms and Conditions of re-appointment:

1	Basic salary	Rs. 40,25,000 /- (Rupees forty lakhs twenty five thousand only) per annum with such increase as may be determined by the Board of Directors of the Company from time to time
2	Flexi Benefit Component	Rs. 10,09,000/- (Rupees Ten lakhs Nine thousand only) per annum with such increase as may be determined by the Board of Directors of the Company from time to time
3	Special Allowance	Rs. 16,67,273/- (Rupees Sixteen lakhs sixty seven thousand two hundred and seventy three only) per annum with such increments as the Board may decide from time to time.
4	Variable Pay	annual performance variable remuneration of Rs. 23,00,000/- (Rupees twenty three lakhs only)
5	Perquisite	
(i)	Housing	Rs.11,47,125/- (Rupees eleven lakhs forty seven thousand one hundred and twenty five only) per month
(ii)	Insurance	Premium as per the Rules of the Company covered under the Group Health Insurance and such other policies
6	Retiral Benefits	
(i)	Provident Fund	Company's contribution to Provident Fund shall be as per the rules of the Company and the Fund
(ii)	Gratuity	Payable in accordance with the Rules of the Company and the Fund
<p>Variable Pay will be paid annually based on employee's performance, department & Company performance. Gift & LTA will be paid annually.</p> <p>Such other allowances, perquisites, amenities, facilities, and benefits as per the Rules of the Company as applicable to Managing Director and Chief Executive Officer and as may be permitted and approved by the Board of Directors to be paid to the Managing Director and Chief Executive Officer and shall be valued as per the Income Tax Act & Rules, as amended from time to time</p> <p>For the purposes of Gratuity, Provident Fund and other like benefits, if any, the service of Mr. Avinash Ramesh Godkhindi, will be considered as continuous service with the Company from the date of his joining the Company.</p>		

The aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit specified under applicable provisions of the Act or otherwise as may be permissible by law.

Mr. Avinash Ramesh Godkhindi, shall not be liable to retire by rotation during his continuing tenure

as the Managing Director and Chief Executive Officer of the Company.

Mr. Avinash Ramesh Godkhindi shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mr. Avinash Ramesh Godkhindi, to whom the resolution relates, are concerned, or interested in the Resolution mentioned in Item No. 1 of the Notice.

The appointment of Mr. Avinash Ramesh Godkhindi as Managing Director and Chief Executive Officer of the Company requires approval of the members by way of passing of Ordinary Resolution pursuant to the provisions of Sections 152, 160, 196, 197, 198 203 and any other applicable provisions of the Act and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Act.

The Board hereby recommends the resolution set out in Item no 1 *as* an Ordinary Resolution for your approval

ADDITIONAL DISCLOSURES PURSUANT TO REGULATION 36(3) OF SEBI OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2 ON GENERAL MEETING (SS-2) ISSUED BY THE INSTITUTE OF THE COMPANY SECRETARIES OF INDIA

Sl. No.	Particulars	Details
1.	Name of the Director and DIN	Avinash Ramesh Godkhindi and 05250791
2.	A brief resume of the director	Mr. Avinash Ramesh Godkhindi is the Managing Director and Chief Executive officer of the Company. He has been on the Board of the Company since May 7, 2012. He holds a Masters' Degree in Business Administration from University of Chicago Booth School of Business, Chicago and a Bachelor's degree in Engineering from Bangalore University, Bengaluru. He has been awarded the "Inspiring CEO" award by the Economic Times in 2022. Prior to this, he worked as an Assistant Vice President at Citibank N.A., India.
3.	Nature of expertise in specific functional areas;	Industry Knowledge in Financial Technology & Banking, Innovation, Technology and Digitization, Product Management, Marketing, Growth, Partnerships, Risk Management and Strategic Expertise, Governance, Leadership, Environmental and Social Sustainability, General Management.
4.	Disclosure of relationships between directors inter-se	Not Applicable
5.	Names of listed entities in which he also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years; and	Not Applicable
6.	shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	Not Applicable
7.	In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable
8.	Age	45 Years
9.	Qualifications	Masters' Degree in Business Administration from University of Chicago Booth School of Business,

		Chicago and a Bachelor's degree in Engineering from Bangalore University, Bengaluru
10.	Experience	21 Years
11.	Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn	<p><u>Terms and conditions of appointment or re-appointment:</u></p> <p>Re-appointed as Managing Director and Chief Executive Officer for a period of 2 Years w.e.f. May 7, 2024</p> <p><u>Remuneration sought to be paid:</u></p> <p>Forms part of the Explanatory Statement above.</p> <p><u>Remuneration last drawn:</u></p> <p>During the Financial Year 2022-23, Mr. Avinash Ramesh Godkhindi has drawn the remuneration of Rs. 82,00,664/- as the Managing Director and Chief Executive Officer of the Company.</p>
12.	Date of first appointment on the Board	May 7, 2012
13.	Shareholding in the company	76,50,323 Equity Shares
14.	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Not Applicable
15.	The number of Meetings of the Board attended during the year (01.04.2023 to till date)	7 Board Meetings
16.	Other Directorships, Membership/ Chairmanship of Committees of other Boards	Not Applicable

**By order of Board of Directors
For Zagle Prepaid Ocean Services Limited**

**Sd/-
Hari Priya
Company Secretary and Compliance Officer
Membership No. A22232
Date: - March 27, 2024
Place:- Hyderabad**

Registered Office:
301, III Floor, CSR Estate, Plot No.8, Sector 1,
HUDA Techno Enclave, Madhapur Main Road,
Hyderabad, Rangareddi Telangana, India, 500081
Website: www.zagle.in