



ZAGGLE PREPAID OCEAN SERVICES LIMITED

CIN - L65999TG2011PLC074795

Regd. Office: 15th Floor, Western Block, Vamsiram - Suvarna Durga Tech Park,
Nanakramguda Village, Serilingampally Mandal, GHMC Serilingampally Circle,
Ranga Reddy District, 500032, Telangana, India

Tel.: 040 23119049 | e-mail : accounts.hyd@zaggle.in | Web site : www.zaggle.in

NOTICE

NOTICE is hereby given that the Extraordinary General Meeting (EGM) of the Members of Zaggle Prepaid Ocean Services Limited (Company) will be held on **Friday, October 31, 2025 at 10:30 A.M. IST** through Video Conferencing (VC)/Other Audio Visual Means (OAVM), to transact the following business:

SPECIAL BUSINESS:

1. ISSUANCE OF CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS

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

“RESOLVED THAT pursuant to the provisions of the Section 23, 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 as amended (the **Act**), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules framed there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**SEBI ICDR Regulations**) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**SEBI Listing Regulations**), and in accordance with the relevant provisions of Memorandum of Association and Articles of Association of the Company and the Listing Agreement entered into by the Company with the stock exchanges where the shares of the Company are listed, and subject to any other applicable provisions of the rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder by the Ministry of Corporate Affairs (**MCA**), Securities and Exchange Board of India (**SEBI**), stock exchanges, and /or any other competent authorities, (hereinafter referred to as **Applicable Regulatory Authorities**) from time to time and subject to all necessary approval(s), consent(s), permission(s) and/ or sanction(s), if any, by the Applicable Regulatory Authorities, as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **Board** which terms shall be deemed to include, unless the context otherwise requires, any Committee which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board to exercise its powers including the powers conferred by this resolution), the consent of the Members of the Company be and is hereby accorded to create, offer, issue and allot upto 10,58,201 (Ten lakhs fifty eight thousand two hundred and one only) Warrants, each carrying a right exercisable by the Warrant Holder to subscribe to one Equity Share of face value of Re. 1/- (Rupee One only) each per Warrant, for cash at a price of Rs. 567/- (Rupees Five hundred and sixty seven only) per Warrant [including a premium of Rs. 566/- (Rupees Five hundred and sixty six only)] (**Warrant Issue Price**) aggregating upto Rs. 59,99,99,967/- (Rupees Fifty nine crores ninety nine lakhs ninety nine thousand nine hundred and sixty seven only), which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations (hereinafter referred to as the **Floor Price**) in one or more tranches, to the proposed allottee(s) as mentioned below, by way of preferential issue on a private placement basis and on such terms and conditions set out herein and in the explanatory statement annexed to the Notice convening this meeting and on such other terms and conditions, as

the Board may in its absolute discretion decide, subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations and the Act.

Details of the proposed Allottee(s):

Sl. No.	Name of Proposed Allottee(s)	Category	No. of Convertible Warrants	Amount (Rs.)
1.	RAN Ventures Private Limited	Promoter Group	3,52,734	20,00,00,178/-
2.	Bennett Coleman and Company Limited	Non Promoter	7,05,467	39,99,99,789/-
Total			10,58,201	59,99,99,967/-

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for the purpose of determination of floor price for the issue and allotment of Warrants is Wednesday, October 1, 2025, being the date 30 (thirty) days prior to the date of this Extraordinary General Meeting and the floor price has been determined accordingly in terms of the applicable provisions of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, and subject to requisite filings with the Registrar of Companies, consent of the Members of the Company be and is hereby accorded to issue a private placement offer cum application letter in Form PAS-4, to the proposed allottee(s) inviting them to subscribe to the Warrants and maintain the record in Form PAS-5 with details of the proposed allottee(s) to whom Warrants are proposed to be offered on preferential basis, in accordance with the provisions of the Act.

RESOLVED FURTHER THAT the entire pre-preferential allotment shareholding of the proposed allottee(s), if any, in the Company shall also be subject to lock-in as per the provisions of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT Warrants, being allotted to the Proposed Allottees and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock in for such period as may be prescribed under SEBI ICDR Regulations.

RESOLVED FURTHER THAT the issue of Warrants and the resultant Equity Shares to be allotted on exercise of such Warrants, shall be subject to the following terms and conditions:

- The proposed allottee(s) shall pay an amount of Rs.141.75/- (Rupees One hundred forty-one and paise seventy five only), being 25% of the Warrant Issue Price and shall be payable at the time of subscription to each Warrant in terms of the SEBI ICDR Regulations. The remaining Rs. 425.25/- (Rupees Four hundred and twenty five and paise twenty five only), being 75% of the Warrant Issue Price, shall be payable by the Warrant Holder at the time of conversion of the Warrant into Equity Shares of the Company.
- If the option to acquire Equity Shares pursuant to conversion of Warrants is not exercised within the prescribed time period of 18 months from the date of allotment of Warrants, then such Warrants shall be lapse and the amount paid under this clause shall be forfeited by the Company.
- The said Warrants shall be issued and allotted by the Company to the proposed allottee in dematerialized form within a period of 15 days from the date of passing of this special resolution. Provided that in case the allotment of the said Warrants is pending on account of pendency of any approval or permission by any regulatory authority or the Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last such approval or permissions.
- The Warrants may be exercised by the Warrant Holder, in one or more tranches, at any time on or before the expiry of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon, prior to or at the time of conversion. The Company shall accordingly, without any further approval from the Members of the Company, issue and allot the corresponding number of Equity Shares.

- e. the Warrant Holder shall be entitled to apply for and be allotted 1 (one) Equity Share of face value of Re. 1/- (Rupee One only) of the Company against each Warrant
- f. the Equity Shares allotted on conversion of the Warrants shall rank pari-passu in all respects (including voting powers and the right to receive dividend) with the existing Equity Shares of the Company from the date of allotment thereof and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- g. The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the SEBI Listing Regulations and the Securities Contracts (Regulation) Rules, 1957.
- h. The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be including any modifications thereof.
- i. That the Warrants do not give any rights/entitlements to the Warrant Holders equivalent to those of Members of the Company.
- j. The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI ICDR Regulations
- k. The Company shall make an application to the stock exchanges for listing and trading approvals for the Equity Shares to be issued and allotted upon exercise of the Warrants by the Warrant Holders, in accordance with the SEBI Listing Regulations and all other applicable laws

RESOLVED FURTHER THAT the Members of the Company take note of the Certificate issued from the Practicing Company Secretary, certifying that the proposed issue of Warrants on preferential basis is being made in accordance with the SEBI ICDR Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorised on behalf of the Company to do all such other acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, without being required to seek any further consent or approval of the Members of the Company, including but not limited to the following:

- a) to issue and allot the Warrants and such number of Equity Shares may be required to be issued and allotted upon exercise/ conversion/ exchange of the Warrant;
- b) to negotiate, finalize and execute all necessary agreements/ documents/ form filings/ applications to effect the above resolution, including to make applications to Applicable Regulatory Authorities, such as applications to the stock exchange for obtaining in-principle approval for the Warrants to be allotted pursuant to the Preferential Issue, and for obtaining listing approval and trading approval for the Equity Shares to be allotted upon conversion of the Warrants;
- c) to vary, modify or alter any of the relevant terms and conditions, attached to the Warrants to be allotted to the Proposed Allottees, and to effect any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Issue, as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of the Warrants;
- d) to resolve and settle any matter, question, difficulty or doubt that may arise in regard to the issuance and allotment of Warrants and the Equity Shares to be allotted pursuant to the conversion of the Warrants, and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit;
- e) to issue clarifications on , issue, allotment and the listing of the Equity Shares on the stock exchanges pursuant to the conversion of the Warrants , without limitation, as per the terms and conditions of the SEBI ICDR Regulations, the SEBI Listing Regulations, and other applicable guidelines, rules and regulations;

- f) to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries, and advisors for the Preferential Issue of the Warrants and the Equity Shares to be allotted pursuant to the conversion of Warrants on a preferential basis);
- g) to undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations and to take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing, and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any Committee of the Board or any one or more Director(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution and all incidental and ancillary things done be and are hereby approved, ratified and confirmed in all respects.”

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

**Place: Hyderabad
Date: October 3, 2025**

**Sd/-
Hari Priya
Company Secretary and Compliance Officer**

NOTES:

1. Pursuant to the provisions of the Act and Rules made thereunder, the SEBI Listing Regulations read with circulars issued by the Ministry of Corporate Affairs (MCA) vide its General Circular No. 20/2020 dated May 05, 2020 in conjunction with Circular No. 14/2020 dated April 08, 2020 and 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 02/2021 dated January 13, 2021, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 (hereinafter collectively referred to as MCA Circulars) and Securities and Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/HO/DDHS/P/CIR/2023/0164 dated October 6, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (SEBI Circulars) (collectively referred to as the Circulars), Companies are allowed to hold EGM through VC/OAVM, without the physical presence of the Members at a common venue and also to send the Notice of EGM in electronic mode to those Members whose email addresses are registered with the company/depositories. Hence, in compliance with the aforesaid Circulars, the EGM of the Company is being held through VC/OAVM. The Registered Office of the Company shall be deemed to be the venue for the said EGM.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice
3. Corporate Members are required to send a scanned copy (PDF/JPG Format) of its Board or Governing Body Resolution/Authorisation etc., authorising its representative to attend the EGM through VC/OAVM on its behalf and cast its votes through e-voting, to the Scrutinizer by email through its registered email address to ssrfcs@gmail.com.
4. Institutional shareholders (i.e. other than individuals/HUFs, NRIs, etc.,) are required to send a scanned copy (PDF/JPG Format) of its Board or Governing Body Resolution/Authorisation etc., with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer by email through its registered email address to ssrfcs@gmail.com with copy marked to evoting@kfintechtech.com.
5. The certificate from Mr. Lokesh Kumar Agarwal, Practicing Company Secretary, representing M/s. LKA & Associates, (Firm Registration Number: S2024TS985200) Hyderabad, in accordance with the SEBI ICDR Regulations and the relevant documents referred to in the Notice will be available electronically for inspection by the Members during the EGM. All documents referred to in the Notice are also available electronically for inspection without any fee by the Members from the date of circulation of this Notice upto the date of EGM. Members seeking to inspect such documents can send an email to Haripriya.singh@zaggle.in
6. Members holding shares in physical form are requested to notify immediately any change in their address to the Company's Registrar and Share Transfer Agent i.e. Kfin Technologies Limited (RTA/Kfintech). Members holding shares in electronic form may intimate any such changes to their respective Depository Participants.
7. Securities and Exchange Board of India has vide various circulars, mandated the submission of PAN, KYC details and nomination by holders of physical securities by and linking PAN with Aadhaar. Members holding shares in physical form are requested to submit their PAN, KYC and nomination details to the Company's RTA, at einward.ris@kfintech.com. The forms for updating the same are available at <https://ir.zaggle.in/registrar-and-share-transfer-agent/> and <https://ris.kfintech.com/clientservices/isc/isrforms.aspx> Members holding shares in electronic form are requested to submit their PAN to their Depository Participant. Non-Resident Indian Members are requested to inform Company's RTA /respective Depository Participants, immediately of any change in their residential status on return to India for permanent

settlement by submitting particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not already furnished.

8. In accordance with amendments to Regulation 40 of the SEBI Listing Regulations, physical transfer of shares is not permitted with effect from April 1, 2019. Therefore, requests for transferring physical shares will not be accepted by the Company and/or RTA even in case of transmission, transposition and duplicate issue of shares, letter of confirmations are issued to the Members in lieu of physical share certificates to enable them to make a request to Depository Participant for dematerialising their shares. Transfer(s) of Equity Shares in electronic form are effected through the depositories with no involvement of the Company. Members holding shares in physical form are requested to consider converting their holdings to electronic/dematerialised form.
9. Pursuant to Section 72 of the Act Members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH-13 to the Company's RTA. Further, Members desirous of cancelling/varying nomination, pursuant to Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH-14 to the Company's RTA.
10. In compliance with the aforesaid Circulars, the Notice of EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice of EGM is also available on the Company's website www.zaggle.in, websites of the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of Company's RTA, <https://evoting.kfintech.com>.
11. In terms of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014 and as per the requirements of the SEBI Listing Regulations, the Company is providing the facility to its Members holding shares in physical or dematerialised form as on the cut-off date, i.e. Friday, October 24, 2025, to exercise their right to vote by electronic means on all of the agenda items specified in the accompanying Notice of EGM.
12. For receiving all communication from the Company electronically:
Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective Depository Participant (DP) as per the process advised by the DP

The Members holding shares in physical mode are requested to update their email addresses with the Company's RTA by submitting the required ISR forms along with the supporting documents.

- To register PAN, email address, bank details and other KYC details or changes/update thereof for securities held in physical mode – Form ISR-1
- To update signature of securities holder – Form ISR-2
- For nomination as provided in Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 – Form SH-13
- Declaration to opt out – Form ISR-3
- Cancellation of nomination by the holder(s) (along with ISR-3)/Change of nominee – Form SH-14
- Form for requesting issue of duplicate certificate and other service requests for shares/debentures/bonds, etc., held in physical form – Form ISR-4

The above forms are available at <https://ir.zaggle.in/registrar-and-share-transfer-agent/> and <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>

Please send the physical copy to the RTA by post at the address below.

KFin Technologies Limited,

Unit: Zaggle Prepaid Ocean Services Limited,

Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500 032:

Detailed FAQs can be found on the web link: <https://ris.kfintech.com/faq.html>

For more information on updating the email and mobile number for securities held in electronic mode, please consult your DP where your demat account is being held

13. Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
14. Since the EGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.
15. The Company has appointed Company's RTA, to provide Video Conferencing facility for the EGM and the attendant enablers for conducting of the EGM.
16. Pursuant to the provisions of the Circulars on the VC/OVAM, Members can attend the EGM through log in credentials provided to them to connect to Video conference. Physical attendance of the Members has been dispensed with.
17. The Members can join the EGM 15 minutes before and after the scheduled time of the commencement of the EGM by following the procedure mentioned in the Notice.
18. Upto 2,000 Members will be able to join on a first come first serviced basis to the EGM.
19. No restriction is applicable for joining into the EGM in respect of large Members (Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc.
20. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date will be entitled to vote at the EGM.
21. The Explanatory Statement setting out all material facts pursuant to Section 102 of the Act with respect to the Special Business set out in the Notice, is annexed and forms part of the Notice.
22. The Members may kindly note that in accordance with SEBI Circular No. SEBI/HO/OIAE_IAD-1/P/CIR/ 2023/131 dated July 31, 2023, SEBI has established a common SMART ODR Portal (Securities Market Approach for Resolution through Online Disputes Resolution Portal) for resolution of disputes arising in the Indian Securities Market. Accordingly, the Company has registered on the SMART ODR Portal. This platform aims to enhance investor grievance resolution by providing access to Online dispute Resolution Institutions for addressing complaints. Members can access the SMART ODR Portal via weblink <https://smartodr.in/login> to resolve any outstanding disputes between Members and the Company (including RTA).

PROCEDURE FOR REMOTE EVOTING

- i. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in terms of Securities and Exchange Board of India circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility to be provided by the Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by Company's RTA, on all the resolution set forth in this Notice.
- ii. Further, the facility for voting through electronic voting system will also be made available during the Meeting ("Insta Poll") and Members attending the EGM who have not cast their vote(s) by remote e-voting will be able to vote during the Meeting through Insta Poll.
- iii. The Company has engaged the services of Kfintech as the agency to provide e-voting facility. However, pursuant to SEBI circular No. SEBI/HO/CFD/ CMD/CIR/P/2020/242 dated December 9, 2020, on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/DPs in order to increase the efficiency of the voting process.
- iv. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility
- v. The remote e-Voting period commences on Tuesday, October 28, 2025 at 9:00 A.M. (IST) and ends on Thursday, October 30, 2025 at 5:00 P.M. (IST).

During this period, Members holding shares either in physical form or in dematerialised form, as on Friday, October 24, 2025, i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by KFintech for voting thereafter. Members have the option to cast their vote on the resolution using the remote e-voting facility, either during the period commencing from Tuesday, October 28, 2025 at 9:00 A.M. (IST) and ends on Thursday, October 30, 2025 at 5:00 P.M. (IST), or e-voting during the EGM.

- vi. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date Friday, October 24, 2025.
- vii. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he/she is already registered with KFintech for remote e-Voting then he/she can use his/her existing User ID and password for casting the vote.
- viii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under “Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
- ix. The detailed process and manner for remote e-Voting and e-EGM are explained herein below:

STEP 1: Access to Depositories e-Voting system in case of individual Members holding shares in demat mode.

STEP 2: Access to KFintech e-Voting system in case of Members holding shares in physical and non-individual members in demat mode

STEP 3: Access to join virtual meetings(e-EGM) of the Company on KFin system to participate in e-EGM and vote at the EGM.

Step 1: Access to	Login Method
Individual Members holding securities in demat mode with NSDL	- For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on the company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Existing Internet-based Demat Account Statement (“IDeAS”) facility Users: - Visit the e-services website of NSDL https://eservices.nsdl.com either on a personal computer or on a mobile. - On the e-services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. Thereafter enter the existing user id and password. - After successful authentication, Members will be able to see e-voting services under ‘Value Added Services’. Please click on “Access to e-voting” under e-voting services, after which the e-voting page will be displayed. - Click on company name i.e. ‘Zaggle Prepaid Ocean Services Limited’ or ESP i.e. KFin. - Members will be re-directed to KFin’s website for casting their vote during the remote e-voting period. Those not registered under IDeAS: - Visit https://eservices.nsdl.com for registering.

	ii. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp iii. Visit the e-voting website of NSDL https://www.evoting.nsdl.com. iv. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open. v. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen. vi. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page. vii. Click on company name i.e Zagggle Prepaid Ocean Services Limited’or ESP name i.e KFin after which the Member will be redirected to ESP website for casting their vote during the remote e-voting period. viii. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store   Google Play 
Individual Members holding securities in demat mode with CDSL	1. Existing user who have opted for Electronic Access To Securities Information (“Easi/ Easiest”) facility: i. Visit https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com. ii. Click on New System Myeasi. iii. Login to Myeasi option under quick login. iv. Login with the registered user ID and password. v. Members will be able to view the e-voting Menu. vi. The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast their vote without any further authentication. 2. User not registered for Easi/ Easiest i. Visit https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration or https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration for registering. ii. Proceed to complete registration using the DP ID, Client ID (BO ID), etc. iii. After successful registration, please follow the steps given in point no. 1 above to cast your vote. 3. Alternatively, by directly accessing the e-voting website of CDSL i. Visit www.cdslindia.com. ii. Provide demat account number and PAN. iii. System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account. iv. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz. ‘Zagggle Prepaid Ocean Services Limited’or select KFin. v. Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication.
Individual Members login through their demat	i. Members can also login using the login credentials of their demat account through their DPs registered with the Depositories for e-voting facility. ii. Once logged-in, Members will be able to view e-voting option.

accounts / website of DPs	iii. Upon clicking on e-voting option, Members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature. iv. Click on options available against 'Zaggle Prepaid Ocean Services Limited' or 'KFin'. v. Members will be redirected to e-voting website of KFin for casting their vote during the remote e-voting period without any further authentication.
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Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

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

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 102 0990 and 1800 22 4430
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-62343625, 022-62343626, 022-62343259

Step 2 Access to KFin e-voting system in case of Members holding shares in physical and non-individual members in demat mode.

Members whose e-mail IDs are registered with the Company / DPs, will receive an e-mail from KFin which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com>.
- ii. Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number), followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (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 ID 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.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVEN" i.e., 'Zaggle Prepaid Ocean Services Limited' and click on "Submit"
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option "ABSTAIN". If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. In case you do not desire to cast your vote, it will be treated as abstained.

- x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
- xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the resolution.

Step 3 Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the EGM of the Company through VC/OAVM and e-Voting during the meeting.

- i. Members will be provided with a facility to attend the EGM through VC / OAVM platform provided by KFintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
- ii. Facility for joining EGM through VC/ OAVM shall open at least 15 minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Microsoft Edge, Mozilla Firefox 22.
- iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. As the EGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the EGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id, mobile number at Haripriya.singh@zagggle.in. Questions /queries received by the Company till September 14, 2025 shall only be considered and responded during the EGM.
- vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the EGM. E-voting during the EGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting during the EGM. If a Member cast votes by both modes, then voting done through Remote e-voting shall prevail and vote during the EGM shall be treated as invalid.
- viii. Facility of joining the EGM through VC / OAVM shall be available for at least 2,000 members on first come first served basis.
- ix. Institutional Members are encouraged to attend and vote during the EGM through VC / OAVM.

OTHER INSTRUCTIONS:

- I.** Speaker Registration: The Members who wish to speak during the meeting may register themselves as speakers for the EGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from KFintech. On successful login, select ‘Speaker Registration’ which will be opened from Saturday, October 25, 2025, 9:00 A.M. (IST) to Monday, October 27, 2025, 5:00 P.M. (IST) Members shall be provided a ‘queue number’ before the meeting. The Company reserves the right to restrict the speakers at the EGM to only those Members who have registered themselves, depending on the availability of time for the EGM.
- II.** Post your Question: The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the email received from KFintech. On successful login, select ‘Post Your Question’ option which will be opened from Saturday, October 25, 2025, 9:00 A.M. (IST) to Monday, October 27, 2025, 5:00 P.M. (IST)
- III.** In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or contact Mr. N Shyam Kumar, Senior

Manager at evoting@kfintech.com or call KFintech's toll free No. 1-800-309-4001 for any further clarifications.

- IV. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Friday, October 24, 2025, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- V. In case a person has become a Member of the Company after dispatch of EGM Notice but on or before the cutoff date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
- i. 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/](https://evoting.kfintech.com/), the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - ii. Members who may require any technical assistance or support before or during the EGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.
- VI. Mr. S. Sarweswara Reddy (FCS: F12619, COP No.: 7478) from M/s. S. S. Reddy & Associates, Practicing Company Secretaries, Hyderabad (having Firm Registration Number S2008AP101300) has been appointed as the Scrutinizer to scrutinize the e-voting process. Mr. S. Sarweswara Reddy has communicated his willingness to act as the Scrutinizer for this e-voting process. The Scrutinizer will, after the conclusion of voting at the Meeting, scrutinise the votes cast at the Meeting (Insta Poll) and votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairman. The result of e-voting will be declared within two working days of the conclusion of the Meeting and the same, along with the consolidated Scrutinizer's Report, will be placed on the website of the Company: www.zaggle.in and on the website of KFintech at: <https://evoting.kfintech.com>. The result will simultaneously be communicated to the stock exchanges. These results will also be displayed along with the Scrutinizer's Report at the Registered Office of the Company.

Subject to receipt of requisite number of votes, the Resolution proposed in the Notice shall be deemed to have been passed on the date of the EGM, i.e., Friday October, 31 2025.

For the purpose of updation of KYC details against your folio, you are requested to send the details to our RTA, M/s. KFin Technologies Limited (Unit: Zaggle Prepaid Ocean Services Limited), Selenium Tower-B", Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032, Telangana

- a. Through hard copies which should be self -attested and dated. **OR**
- b. Through electronic mode, provided that they are sent through E-mail id of the holder registered with RTA and all documents should be electronically/digitally signed by the Shareholder and in case of joint holders, by first joint holder. **OR**
- c. Through web- portal of our RTA KFin Technologies Limited - <https://ris.kfintech.com>

Investors can download the following forms & SEBI Circulars, which are also uploaded on the website of the company and on the website of Kfin Technologies Limited ; <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>

- a. Form ISR-1 duly filled in along with self attested supporting documents for updation of KYC details
- b. Form ISR-2 duly filled in for banker attestation of signature along with Original cancelled cheque with your name(s) printed thereon or self-attested copy of bank passbook/statement
- c. Form SH-13 for updation of Nomination for the aforesaid folio OR ISR-3 for "Opt-out of the Nomination

Application(s) by our RTA KFINTECH

Members are requested to note that as an ongoing endeavor to enhance shareholders experience and leverage new technology, Kfintech has developed following applications for shareholders:

Investor Support Centre:

Members are hereby notified that our RTA , KFin Technologies Limited (Formerly known as KFin Technologies Private Limited), based on the SEBI Circular (SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/72) dated Jun 08, 2023, have created an online application which can be accessed at <https://ris.kfintech.com/default.aspx#> > Investor Services > Investor Support.

Members are required to register / signup, using the Name, PAN , Mobile and email ID. Post registration, user can login via OTP and execute activities like, raising Service Request , Query , Complaints , check for status, KYC details, Dividend , Interest , Redemptions, eMeeting and eVoting Details.

Quick link to access the signup page: <https://kprism.kfintech.com/signup>

Summary of the features and benefits are as follows:

1. The provision for the shareholders to register online.
2. OTP based login (PAN and Registered mobile number combination)
3. Raise service requests, general query, and complaints.
4. Track the status of the request.
5. View KYC status for the folios mapped with the specific PAN.
6. Quick links for SCORES, ODR, e-Meetings and eVoting.
7. Branch Locator
8. FAQ's

Senior Citizens investor cell:

As part of our RTA's initiative to enhance the investor experience for Senior Citizens, a dedicated cell has been newly formed to assist exclusively the Senior Citizens in redressing their grievances, complaints, and queries. The Senior Citizens wishing to avail this service can send the communication with the below details to the email id, senior.citizen@kfintech.com .

Senior Citizens (above 60 years of age) have to provide the following details:

1. ID proof showing Date of Birth
2. Folio Number
3. Company Name
4. Nature of Grievance

The cell closely monitors the complaints coming from Senior Citizens through this channel and assists them at every stage of processing till closure of the grievance.

Online PV:

In today's ever-changing dynamic digital landscape, security, foolproof systems and efficiency in identity verification are paramount. We understand the need to protect the interests of you (shareholders) and also comply with KYC standards. Ensuring security and KYC compliance is paramount of importance in today's remote world. Digital identity verification, using biometrics and digital ID document checks, helps combat fraud, even when individuals aren't physically present. To counteract common spoofing attempts, we engage in capturing liveness detection and facial comparison technology.

We are excited to announce that our RTA has introduced an Online Personal Verification (OPV) process, based on liveness detection and document verification.

Key Benefits:

- A fully digital process, only requiring internet access and a device.
- Effectively reduces fraud for remote and unknown applicants.
- Supports KYC requirements.

Here's how it works:

- I. Users receive a link via email and SMS.

- II. Users record a video, take a selfie, and capture an image with their PAN card.
- III. Facial comparison ensures the user's identity matches their verified ID (PAN).

WhatsApp:

Shareholders can use WhatsApp Number: (91) 910 009 4099 to avail bouquet of services.

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

Item No. 1

The Board of Directors, at its meeting held on October 03, 2025, subject to the approval of Members of the Company, approved raising of fund by way of issuance of Warrants upto 10,58,201 (Ten lakhs fifty eight thousand two hundred and one only), each carrying a right exercisable by the Warrant Holder to subscribe to one Equity Share of face value of Re. 1/- (Rupee One only) each per Warrant, for cash at a price of Rs. 567/- (Rupees Five hundred and sixty seven only) per Warrant (including a premium of Rs. 566/- (Rupees Five hundred and sixty six only) (**Warrant Issue Price**) aggregating upto Rs. 59,99,99,967/- (Rupees Fifty nine crores ninety nine lakhs ninety nine thousand nine hundred and sixty seven only), which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations (hereinafter referred to as the **Floor Price**) , in one or more tranches, to the proposed allottee(s) as mentioned below, by way of preferential issue on a private placement basis and on such other terms and conditions, as the Board may in its absolute discretion decide, subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations and the Act.

Details of the proposed Allottee(s):

Sl. No.	Name of Proposed Allottee(s)	Category	No. of Convertible Warrants	Amount (Rs.)
1.	RAN Ventures Private Limited	Promoter Group	3,52,734	20,00,00,178/-
2.	Bennett Coleman and Company Limited	Non Promoter	7,05,467	39,99,99,789/-

The Proposed Allottees have also confirmed their eligibility in terms of Regulation 159 of SEBI ICDR Regulations, to subscribe to the Warrants to be issued pursuant to the Preferential Issue.

In accordance with Sections 23, 42 and 62(1)(c) and other applicable provisions, if any, of the Act and the rules made thereunder and in accordance with the SEBI ICDR Regulations and the SEBI Listing Regulations, as amended from time to time, approval of the Members of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis.

Information required in respect of the proposed issue of Warrants, pursuant to the applicable provisions of the Act, read with applicable rules made thereunder and SEBI ICDR Regulations, are as under.

1. Purpose(s) and Object(s) of the Issue and particulars of the offer:

(a) Purpose(s) and Object(s) of the Issue:

The Company intends to utilize the proceeds raised through the Preferential Issue (Issue Proceeds) towards the following objects:

Sl. No.	Particulars	Total estimated amount to be utilised upto (In Crores)*	Tentative timeline for utilization of issue proceeds from the date of receipt of fund
1	Expenditure on brand building activities, including promotions, advertisements, marketing, and related initiatives, aims to enhance the Company's and its subsidiaries' market reach and visibility	39,99,99,789	5 Year
2	Working Capital	6,00,00,000	3 Year
3	General corporate purposes**	14,00,00,178	3 Year

* Considering 100% conversion of Warrants into Equity Shares within the stipulated time.

** The amount to be utilized towards general corporate purposes does not exceed 25% of the total amount mentioned in the table above.

Given that the Preferential Issue is for Convertible Warrants, the Issue Proceeds shall be received by the Company within 18 (eighteen) months from the date of allotment of the Warrants in terms of Chapter V of the SEBI ICDR Regulations, and as estimated by the Company, the entire Issue Proceeds would be utilized in phases, as per the Company's business requirements and availability of Issue Proceeds, within the period as mentioned above.

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

If the issue proceeds are not utilized (in full or in part) for the objects during the period stated above due to any such factors, the remaining issue proceeds shall be utilized in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws.

Interim Use of Issue Proceeds:

Pending complete utilization of the Issue Proceeds for the Objects described above, the Company intends to, inter alia, invest the Issue Proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks, securities issued by Government of India or any other investments as permitted under applicable laws.

(b) Particulars of the offer:

To create, offer, issue and allot Warrants upto 10,58,201 (Ten lakhs fifty eight thousand two hundred and one only), each carrying a right exercisable by the Warrant Holder to subscribe to one Equity Share of face value of Re. 1/- (Rupee One only) each per Warrant, for cash at a price of Rs. 567/- (Rupees Five hundred and sixty seven only) per Warrant (including a premium of Rs. 566/- (Rupees Five hundred and sixty six only) (Warrant Issue Price) aggregating upto Rs. 59,99,99,967/- (Rupees Fifty nine crores ninety nine lakhs ninety nine thousand nine hundred and sixty seven only).

2. **Kind of Securities:** Warrants
3. **Maximum number of specified securities to be issued, and the price at which security is being offered:**
Warrants upto 10,58,201 (Ten lakhs fifty eight thousand two hundred and one only), each carrying a right exercisable by the Warrant Holder to subscribe to one Equity Share of face value of Re. 1/- (Rupee One only) each per Warrant, for cash at a price of Rs. 567/- (Rupees Five hundred and sixty seven only) per Warrant (including a premium of Rs. 566/- (Rupees Five hundred and sixty six only) (**Warrant Issue Price**) aggregating upto Rs. 59,99,99,967/- (Rupees Fifty nine crores ninety nine lakhs ninety nine thousand nine hundred and sixty seven only).
4. **Date of passing Board Resolution:** October 3, 2025
5. **Amount which the Company intends to raise by way of such issue of securities:** Upto Rs. 59,99,99,967/- (Rupees Fifty nine crores ninety nine lakhs ninety nine thousand nine hundred and sixty seven only),
6. **Intent of the promoters, directors, key managerial personnel or senior management of the issuer to subscribe to the offer;**
RAN Ventures Private Limited, being Proposed Allottee, is Members of the Promoter Group of the Company and the Company has received a letter dated October 1, 2025, informing the Company of its

intention to invest an amount upto Rs. 20,00,00,178/- (Rupees Twenty crore one hundred and seventy eight only) in the Company.

Except as mentioned above, no other Promoters, Directors, Key Managerial Personnel or senior management of the Company will subscribe to the proposed issue and they will not be making any contribution as part of the offer. There will be no change in Control.

7. **Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:**

Rs. 20,00,00,178/- (Rupees Twenty crores one hundred and seventy eight only) will be contributed by RAN Ventures Private Limited, Member of the Promoter Group. None of the directors or promoter of the Company intend to subscribe to the offer.

8. **Basis or justification for the price (including premium, if any) at which the offer or invitation is being made; Basis on which the price has been arrived, along with the report of the registered valuer and name and address of the valuer who performed valuation:**

The Equity Shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited. The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations and National Stock Exchange of India Limited, being the stock exchange with higher trading volumes for the preceding ninety trading days prior to the Relevant Date, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations.

In case of the frequently traded shares, as per Regulation 164(1) of the SEBI ICDR Regulations, a minimum issue price of the Warrants in preferential issue has to be calculated as follows:

The price of the Warrants to be allotted pursuant to Preferential Issue shall not be less than higher of the following:

- i. the 90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the Relevant Date; or
- ii. 10 trading days volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the Relevant Date.

Pursuant to the above provisions of Regulation 164(1) of the SEBI ICDR Regulations, the minimum price at which the Warrants may be issued computes to Rs. 397.45/- each.

Determination of price as per the Articles of Association of the Company is not applicable, since the Articles of Association of the Company are silent on the determination of a Floor Price/ Minimum Price of the shares issued on preferential basis.

In view of the above, the Board of Directors of the Company decided to issue Warrants on a preferential basis to the proposed allottees at an issue price of Rs. 567/- (Rupees Five Hundred and Sixty Seven only) being not less than the floor price computed in accordance with Chapter V of the SEBI ICDR Regulations.

As this preferential issue is not resulting in a change in control or allotment of more than five percent of the post issue fully diluted capital of the Company, to an allottee or to allottees acting in concert, Valuation report from an independent registered valuer is not required to be obtained for this issue.

Further, given that the Equity Shares of the Company have been listed for a period of more than 90 (ninety) trading days prior to the Relevant Date, the Company is not required to re-compute the issue price as per Regulation 164(3) the SEBI ICDR Regulations, and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1)(g) and 163(1)(h) of the SEBI ICDR Regulations.

9. **Pricing of Preferential Issue/ The price or price band at/within which the allotment is proposed:**
The price is fixed at Rs. 567/- (Rupees Five Hundred and Sixty Seven Only) per Warrant, being not less than the minimum price computed in accordance with Regulation 164 of the SEBI ICDR Regulations.
10. **Method of determination of price as per the Articles of Association of the Company:**
The articles of association of the Company does not provide for any method of determination for valuation of shares which results in floor price higher than determined price pursuant to SEBI ICDR Regulations.
11. **Relevant Date with reference to which the price has been arrived at:**
The Relevant Date for the purpose of determination of floor price for the issue and allotment of the Warrants convertible into Equity Shares is Wednesday, October 1, 2025, being the date 30 (thirty) days prior to the date of this Extraordinary General Meeting (i.e. October 31, 2025).
12. **Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees:**

Sr. No.	Name of the proposed Allottees	Identity of the Natural person who is the Ultimate Beneficial Owner	Pre issue Equity Shares held by the Proposed Allottee(s)*	No. of Equity Shares to be allotted upon conversion of Warrants**	Post issue shareholding percentage
1	RAN Ventures Private Limited	Dr. Raj P Narayanam	2,40,000	3,52,734	0.44
2	Bennett Coleman and Company Limited***	1. Mr. Siva Sundaram 2. Mr. N Subramaniam 3. Mr. Anurag Srivastava 4. Mr. Rohit Velloli Gopakumar 5. Ms. Chanda Makhnai Thadani	0	7,05,467	0.52

*The pre preferential Issue shareholding pattern as on the September 30, 2025.

** Assuming full conversion of the Warrants.

*** The Company has been informed by Bennett Coleman and Company Limited, that none of its shareholders hold more than 25% of the Share Capital and since none of the natural person holds more than 10% of Share Capital in Bennett Coleman and Company Limited, accordingly details of Key Managerial Persons has been disclosed.

13. **The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities and as well as price:** Nil
14. **Proposed time frame within which the issue or allotment shall be completed:**
In accordance with Regulation 170 of the SEBI ICDR Regulations, the allotment of the Warrant shall be completed within a period of 15 (fifteen) days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 (fifteen) days from the date of such approval(s) or permission(s).
15. **Lock-in period:**
The Warrants and the Equity Shares allotted upon conversion of the Warrants, shall be locked-in accordance of Chapter V of the SEBI ICDR Regulations.
The entire pre-preferential allotment shareholding of the proposed allottee(s), if any, in the Company shall also be subject to lock-in as per the provisions of the SEBI ICDR Regulations.

16. **Shareholding Pattern of the issuer before and after the preferential issue:**

Sr. No.	Category	Pre-issue No. of shares held*	% of Shareholding	Post Issue No. of shares held**	% of Shareholding
A	Promoters Holding				
1	Indian				
	Individuals	5,38,30,702	40.10	5,38,30,702	39.78
	Bodies Corporate	55,05,724	4.10	58,58,458	4.33
	Sub Total	5,93,36,426	44.20	5,96,89,160	44.11
2	Foreign Promoters	0	0.00	0	0.00
	Sub Total (A)	5,93,36,426	44.20	5,96,89,160	44.11
B	Non-promoters' holding				
1	Institutional investors	2,31,85,449	17.27	2,31,85,449	17.13
2	Non-institution				
	Private Bodies Corporate	79,77,613	5.94	86,83,080	6.42
	Directors and relatives	12,49,837	0.93	12,49,837	0.92
	Indian public	3,92,34,081	29.22	3,92,34,081	29.00
	others (including NRIs)	32,70,616	2.44	32,70,616	2.42
	Sub Total (B)	7,49,17,596	55.80	7,56,23,063	55.89
	Grand Total	13,42,54,022	100.00	13,53,12,223	100.00

*The pre preferential Issue shareholding pattern as on the September 30, 2025.

**Assuming full conversion of the Warrants.

17. **Listing of the proposed shares:**

The Company shall make an application to the stock exchanges for listing and trading approvals for the Equity Shares to be issued and allotted upon exercise of the Warrants by the Warrant Holders, in accordance with the SEBI Listing Regulations and all other applicable laws.

18. **Certificate of Practicing Company Secretary:**

A certificate from Mr. Lokesh Kumar Agarwal, Practicing Company Secretary, representing M/s. LKA & Associates, (Firm Registration Number: S2024TS985200), Hyderabad, certifying that the preferential issue is being made in accordance with the requirements of the Chapter V of the SEBI ICDR Regulations. The same shall be available for inspection by the Members at the EGM and can be accessed at the website of the Company at <https://ir.zaggle.in/>

19. **The names of the proposed allottees and the percentage (%) of Post Preferential Offer Capital that may be held by them and change in control, if any, in the issuer consequent to the Preferential Issue:**

Sl. No.	Name of the proposed allottees	Category	Pre issue Shareholding*		No. of Equity Shares to be allotted	Post issue Shareholding**	
			No of share	% of the pre Capital		No of share	% of the post Capital
1	RAN Ventures Private Limited	Promoter Group	2,40,000	0.18	3,52,734	5,92,734	0.44
2	Bennett, Coleman and Company Limited	Non Promoter	0	0	7,05,467	7,05,467	0.52

*The pre preferential Issue shareholding pattern as on the September 30, 2025.

**Assuming full conversion of the Warrants

Further, there will be no change in Control.

20. **The class or classes of persons to whom the allotment is proposed to be made:**

Sl. No.	Name of Allottees	Category	No. of Warrants
1	RAN Ventures Private Limited	Promoter Group	3,52,734
2	Bennett Coleman & Company Limited	Non Promoter	7,05,467

21. **Material terms of raising such securities:**

- a. The proposed allottee(s) shall pay an amount of Rs.141.75/- (Rupees One hundred forty-one and paise seventy five only), being 25% of the Warrant Issue Price and shall be payable at the time of subscription to each Warrant in terms of the SEBI ICDR Regulations. The remaining Rs. 425.25/- (Rupees Four hundred and twenty five and paise twenty five only), being 75% of the Warrant Issue Price, shall be payable by the Warrant Holder at the time of conversion of the Warrant into Equity Shares of the Company.
- b. If the option to acquire Equity Shares pursuant to conversion of Warrants is not exercised within the prescribed time period of 18 months from the date of allotment of Warrants, then such Warrants shall be lapse and the amount paid under this clause shall be forfeited by the Company.
- c. The said Warrants shall be issued and allotted by the Company to the proposed allottee in dematerialized form within a period of 15 days from the date of passing of this special resolution. Provided that in case the allotment of the said Warrants is pending on account of pendency of any approval or permission by any regulatory authority or the Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last such approval or permissions.
- d. The Warrants may be exercised by the Warrant Holder, in one or more tranches, at any time on or before the expiry of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon, prior to or at the time of conversion. The Company shall accordingly, without any further approval from the Members of the Company, issue and allot the corresponding number of Equity Shares.
- e. the Warrant Holder shall be entitled to apply for and be allotted 1 (one) Equity Share of face value of Re.1/- (Rupee One only) of the Company against each Warrant
- f. the Equity Shares allotted on conversion of the Warrants shall rank pari-passu in all respects (including voting powers and the right to receive dividend) with the existing Equity Shares of the Company from the date of allotment thereof and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- g. The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the SEBI Listing Regulations and the Securities Contracts (Regulation) Rules, 1957.
- h. The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be including any modifications thereof.
- i. That the Warrants do not give any rights/entitlements to the Warrant Holders equivalent to those of Members of the Company.
- j. The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI ICDR Regulations.
- k. The Company shall make an application to the stock exchanges for listing and trading approvals for the Equity Shares to be issued and allotted upon exercise of the Warrants by the Warrant Holders, in accordance with the SEBI Listing Regulations and all other applicable laws

22. **Principle terms of assets charged as securities:** Not Applicable
23. **The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:** Not Applicable
24. **The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:**
The current and proposed status of the allottee, are as below:

Sl. No.	Name of Proposed Allottee(s)	Current Status	Proposed Status
1.	RAN Ventures Private Limited	Promoter Group	Promoter Group
2.	Bennett Coleman and Company Limited	Non Promoter	Non Promoter

25. **Other Disclosures/ Undertakings:**

- The Company, none of the Promoters and Directors of the Company are categorized as wilful defaulters by any bank(s) or financial institution(s) or any consortium thereof, in accordance with the guidelines on wilful defaulters, issued by the Reserve Bank of India;
- The proposed allottees, the beneficial owners to proposed allottees, issuer, its promoter and directors, have not been declared as wilful defaulter or a fraudulent borrower as per RBI Circular Ref. No. RBI/2015-16/100 DBR.No.CID.BC.22/20.16.003/2015-16 dated 1 July 2015 by the banks;
- The proposed allottees and the beneficial owners to proposed allottees have not been, directly or indirectly, debarred from accessing the capital market or have been restrained by any regulatory authority from, directly or indirectly, acquiring the said securities;
- None of the Promoters or Directors of the Company is a fugitive economic offender as defined under section 12 of the Fugitive Economic Offenders Act, 2018;
- Neither the Company nor any of its Promoters or Directors is a fraudulent borrower;
- Issuer, proposed allottees and beneficial owners do not have direct or indirect relation with the companies, its promoters and whole-time directors, which are compulsorily delisted by any recognized stock exchange;
- The proposed allottees have confirmed that they have not sold any Equity Share of the Company during the 90 trading days preceding the Relevant Date;
- Proposed allottees do not hold any Equity Share in the Company except RAN Ventures Private Limited, Promoter Group of the Company. Further, the entire pre-preferential allotment shareholding of RAN Ventures Private Limited in the Company has been locked-in as per the provisions of the SEBI ICDR Regulations;
- There is no outstanding due to Securities Exchanges Board of India, the stock exchanges or the depositories;
- The Company is in compliance with the conditions for continuous listing of Equity Shares, as specified in the listing agreement with BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the issuer are listed, and the SEBI Listing Regulations, as amended, and any circular or notification issued by the Board thereunder; and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations;
- The Company has obtained Permanent Account Numbers of the proposed allottees;
- The preferential issue of securities is being made in strict compliance with the provisions of SEBI ICDR Regulations and the amendments, thereof, pertaining to conditions for preferential issue.

The approval of the shareholders by way of special resolution as set out in this Notice, is sought for the issue of Warrants to the Proposed Allottees on a preferential basis (for cash consideration), pursuant to the applicable provisions of the Act, read with applicable rules framed thereunder and the SEBI ICDR Regulations.

Accordingly, the Board believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the resolution set out in Item No. 1 of the Notice for approval by Members of the Company by way of a special resolution.

The copies of the related documents will be made available for inspection to a Member upon request.

Except Dr. Raj P Narayanam, Executive Chairman and Mr. Avinash Ramesh Godkhindi, Managing Director and Chief Executive Officer and their relatives, none of the other Directors or Key Managerial Personnel and their respective relatives are, in any way, concerned or interested, financially or otherwise, in the passing of the Special resolution set out at Item No. 1 of the Notice, except to the extent of their shareholding, if any, in the Company.

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

**Place: Hyderabad
Date: October 3, 2025**

**Sd/-
Hari Priya
Company Secretary and Compliance Officer**