



**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](mailto:accounts.hyd@zaggle.in) | Website : [www.zaggle.in](http://www.zaggle.in)**

## **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 the provisions of Sections 108, Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (**Act**), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (**Rules**), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**Listing Regulations**), Secretarial Standards on General Meeting issued by the Institute of Company Secretaries of India (**SS-2**) and circulars issued by Ministry of Corporate Affairs (**MCA**) vide General Circular No. 20/2020 dated May 05, 2020 read 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 05, 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 (collectively referred to as the 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 (**Company**) for the business(es) set out hereunder through Postal Ballot by remote electronic voting process (**remote e-voting**).

The Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act pertaining to the Resolutions 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 April 03, 2026 has appointed Mr. S Sarweswara Reddy (FCS: F12619, COP No.: 7478) from M/s. S. S. Reddy and Associates, Practicing Company Secretaries, Hyderabad, having Peer Review Certificate Number 1450/2021, as Scrutinizer for conducting the Postal Ballot 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 Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and the Circulars, the Company is pleased to offer remote e-voting facility to all its shareholders to cast their votes electronically. In terms of Circulars, voting can be done only by remote e-voting.

Pursuant to Section 108 of the Act read with Rule 20 and 22 of the Rules and Regulation 44 of the Listing Regulations, the Company has engaged KFin Technologies Limited, Registrar and Transfer Agents of the Company (KFintech or RTA), as the agency to provide e-Voting facility for its

Shareholders. In accordance with the provisions of 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 resolutions 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 Sunday, April 05, 2026 at 09.00 am and concludes on Monday, May 04, 2026 at 05.00 pm (IST). E-Voting module shall be disabled by KFintech 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 Notice.

The Scrutinizer will submit their report to the Chairman of the Company after completion of scrutiny of the remote e-voting. The Voting Result shall be declared at the registered office of the company on or before Wednesday, May 06, 2026 and same (along with scrutinizers report) will be communicated to Stock Exchange(s) i.e. BSE Limited viz. [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited viz. [www.nseindia.com](http://www.nseindia.com). The results will also be available on the website of the Company at [www.zaggle.in](http://www.zaggle.in) and on the website of KFintech at <https://evoting.kfintech.com>.

#### **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 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including the rules, notifications, circulars, guidelines etc. issued thereunder) ( **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 (**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 (Two) Years commencing from May 07, 2026, until May 06, 2028 (both days inclusive).

**RESOLVED FURTHER THAT** the approval of the Members to the appointment of Mr. Avinash Ramesh Godkhindi in terms of this resolution, shall be deemed to be their approval in accordance with the Regulation 17(1D) of SEBI Listing Regulations for his continuation as a director not liable to retire by rotation.

**RESOLVED FURTHER THAT** based on the recommendation of Audit Committee and Nomination and Remuneration Committee, 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. 75,00,000/- (Rupees Seventy five lakhs only) per annum  |
| 2 | Flexi Benefit Component | Rs. 10,09,000/- Rupees Ten lakhs nine thousand only) per annum  |
| 3 | Special Allowance       | Rs. 22,28,463/- (Rupees Twenty two lakhs twenty eight thousand four hundred sixty three only) per annum |

|   |                  |  |
|---|------------------|--|
| 4   | Variable Pay     | annual performance variable pay of Rs. 30,00,000/- (Rupees Thirty lakhs only)                            |
| 5   | Perquisite       |  |
| (i)   | Housing          | Rs 37,50,000/- (Rupees Thirty-seven lakhs fifty thousand only) per annum                                 |
| (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 &amp; Company performance. Gift &amp; 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 &amp; 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 alter, 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."

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

**Sd/-  
Haripriya  
Company Secretary and Compliance officer  
Membership No.: A22232**

**Place: Hyderabad  
Date: April 03, 2026**

## **NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Rules related thereto, Listing Regulations and Secretarial Standard on General Meeting (SS-2) issued by Institute of Company Secretaries of India, setting out all material facts and reasons in respect of the items 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 circular issued by the Ministry of Corporate Affairs, Government of India, the Company is permitted to conduct the postal ballot process through electronic form. In accordance with the Circulars and in compliance with the provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Rules and Regulation 44 of Listing Regulations and as per the guidelines issued by the Ministry of Corporate Affairs vide Circulars, the Notice is being sent in electronic mode only to all those shareholders whose names appear on the Register of Members / Register of Beneficial Owners as on March 27, 2026 (Cut-Off date) received from the Depositories and whose e-mail addresses are registered with the Company or Depository Participant / Depository / RTA.
3. This Postal Ballot Notice shall also be available on the website of the Company at [www.zaggle.in](http://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](http://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.
4. Shareholders holding equity shares as on the Cut-off Date can cast their vote using remote e-Voting facility only.
5. 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.
6. Members holding shares in dematerialized mode are requested to register/update their KYC details including email address with the relevant Depository Participants. Members holding shares in physical form are requested to register/ update their KYC details including email address by submitting duly filled and signed Form ISR-1 at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with the copy of the share certificate (front and back), self-attested copy of the PAN card and such other documents as prescribed in the Form. Form ISR-1 is available on the website of the Company at [www.zaggle.in](http://www.zaggle.in) and on the website of KFin at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>
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. **May 04, 2026** shall be the date on which the resolutions 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:**

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.

- 1) To register PAN, email address, bank details and other KYC details or changes/update thereof for securities held in physical mode – Form ISR-1
- 2) To update signature of securities holder – Form ISR-2
- 3) For nomination as provided in Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 – Form SH-13
- 4) Declaration to opt out – Form ISR-3
- 5) Cancellation of nomination by the holder(s) (along with ISR-3)/Change of nominee – Form SH-14
- 6) 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.

9. In compliance of the Circulars referred above, Regulation 44 of 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 Rules, 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 resolutions 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 members 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 20.

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](mailto:ssrfcs@gmail.com) with a copy marked to [evoting@kfintech.com](mailto: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 (Board) at their meeting held on April 03, 2026 has appointed Mr. S Sarweswara Reddy (FCS: F12619, COP No.: 7478) from M/s. S. S. Reddy and Associates, Practicing Company Secretaries, Hyderabad, having Peer Review Certificate Number 1450/2021, as

Scrutinizer for conducting the Postal Ballot 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 May 06, 2026 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](http://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](mailto:haripriya.singh@zaggle.in) stating their name and Folio no./DP ID-Client ID/ Beneficiary ID.
17. 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.
18. The Explanatory Statement setting out all material facts pursuant to Section 102 of the Act with respect to the Special Business(es) set out in the Notice, is annexed and forms part of the Notice.
19. 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](mailto:haripriya.singh@zaggle.in) stating their name and Folio no./DP ID-Client ID/ Beneficiary ID.

## 20. Procedure of e-Voting

### 1. PROCEDURE FOR 'E-VOTING':

#### a. E-VOTING FACILITY:

- i. In compliance with the provisions of Sections 110 and 108 of the Act read with the Management Rules, SS-2 and Regulation 44 of the Listing Regulations, as amended, the Company is providing facility to the Members to exercise votes through electronic voting system ("e-voting") on the e-voting platform provided by KFin to enable them to cast their votes electronically.
- ii. The e-voting facility will be available during the following period:
  - Commencement of e-voting: 9:00 a.m. (IST) on April 05, 2026
  - End of e-voting: 5:00 p.m. (IST) on May 04, 2026

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.

#### b. The details of the process and manner for e-voting are explained hereinbelow:

##### **I. Login method for e-voting for Individual shareholders holding securities in demat mode.**





Pursuant to SEBI circular - SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020 on "e-voting facility provided by Listed Companies", e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/website of Depository(ies)/Depository Participants ("DPs") in order to increase the efficiency of the voting process. 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.

Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-voting facility.

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

| Type of shareholders   | Login method   |
|--|--|
| Individual shareholders holding securities in demat mode with NSDL | <p><b>A. Users registered for NSDL IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>1. Open web browser and type the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section.</li> <li>2. A new screen will open. Enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page.</li> <li>3. Click on options available against Company name or e-voting service provider<br/>- <b>KFintech</b> and you will be re-directed to e-voting service provider website for casting your vote during the e-voting period.</li> </ol>  |
|  | <p><b>B. Users not registered for IDeAS e-Services:</b></p> <p>Option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> Select “Register Online for IDeAS” Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a> and proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.</p>   |
|  | <p><b>C. By visiting the e-voting website of NSDL:</b></p> <ol style="list-style-type: none"> <li>1. Visit the e-voting website of NSDL. Open web browser and type the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the “Login” icon, available under the ‘Shareholder/Member’ section.</li> <li>2. A new screen will open. Enter your User ID (i.e., your 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page.</li> <li>3. Click on options available against Company name or e-voting service provider<br/>- <b>KFintech</b> and you will be re-directed to e-voting service provider website for casting your vote during the e-voting period.</li> </ol> |

|  |  |
|--|--|
|  | <p><b>D. NSDL Speede</b></p> <p>Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>        |
| <p>Individual Shareholders holding securities in dematmode with CDSL</p>   | <p><b>A. Existing users who have opted for Easi/Easiest:</b></p> <ol style="list-style-type: none"> <li>1. Open web browser and type: <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon and select New System Myeasi</li> <li>2. Shareholders can login through their existing user ID and password. Option will be made available to reach e-voting page without any further authentication.</li> <li>3. After successful login on Easi/Easiest, the user will also be able to see thee-voting Menu. The menu will have links of ESPs. Click on <b>KFintech</b> to cast your vote.</li> </ol>  |
|  | <p><b>B. Users who have not opted for Easi/Easiest:</b></p> <p>Option to register for Easi/Easiest is available at <a href="http://www.cdslindia.com">www.cdslindia.com</a> Proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.</p>   |
|  | <p><b>C. By visiting the e-voting website of CDSL:</b></p> <ol style="list-style-type: none"> <li>1. The user can directly access e-voting page by providing Demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; e-mail ID as recorded in the demat Account.</li> <li>2. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and will also be able to directly access the system of e-Voting Service Provider, i.e., <b>KFintech</b>.</li> </ol>                                     |
| <p>Individual Shareholders (holding securities in dematmode) logging through their depository participant(s)</p> | <ol style="list-style-type: none"> <li>1. Shareholders can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for e-voting facility. Once logged-in, you will be able to see e-voting option.</li> <li>2. Once you click on e-voting option, you will be redirected to NSDL/CDSL website after successful authentication, wherein you can see e-voting feature.</li> <li>3. Click on option available against Company name or e-voting service provider- <b>KFintech</b> and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.</li> </ol> |

**Important Note:** Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at respective websites.

**Helpdesk for Individual Shareholders holding securities in demat mode who need assistance for any technical issues related to login through Depository i.e., NSDL and CDSL:**

| Members facing any technical issue – NSDL  | Members facing any technical issue – CDSL  |
|--|--|
| Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000 | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact on 1800 22 55 33 |

- II.** Login method for e-voting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode
1. Initial password is provided in the body of the e-mail.
  2. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
  3. Enter the login credentials i.e., User ID and password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
  4. After entering the details, click on LOGIN.
  5. You will reach the 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.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  6. You need to login again with the new credentials.
  7. On successful login, the system will prompt you to select the EVENT, i.e., Zaggie Prepaid Ocean Services Limited
  8. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click ‘FOR’/ ‘AGAINST’ as the case may be or partially in ‘FOR’ and partially in ‘AGAINST’, but the total number in ‘FOR’ and/or ‘AGAINST’ taken together should not exceed your total shareholding as on the cut- off date. You may also choose the option ‘ABSTAIN’, in which case, the shares held will not be counted under either head.
  9. Members holding multiple folios/demat accounts may choose to vote separately for each folio/demat account.
  10. Cast your votes by selecting an appropriate option and click on ‘SUBMIT’. A confirmation box will be displayed. Click ‘OK’ to confirm, else ‘CANCEL’ to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on all the resolutions.
  11. Corporate/institutional Members (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who is/are authorized to vote, to the Scrutinizer through email at [ssrfcs@gmail.com](mailto:ssrfcs@gmail.com) and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format ‘BFL\_EVENT No.’

In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin on 1-800-309-4001 (toll free).

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](mailto: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 April 03, 2026, 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 07, 2026, until May 06, 2028 (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 2 (Two) consecutive years commencing from May 07, 2024, until May 06, 2026.

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 07, 2026, until May 06, 2028 (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 07, 2012. He holds a Masters' Degree in Business Administration from Booth School of Business, University of 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. He has completed certificate program titled as Chief AI Officer by Cornell University.

His recent accolades include

1. ET India's Impactful CEO Award 2025" in the Soonicorn Category by **Economic Times** on 18<sup>th</sup> December 2025
2. "CEO of the Year Award" at the **ET Now Business Leader of the Year Awards** on 16<sup>th</sup> February 2026
3. "India's Most Influential CEO Award" at the **NSE India Think Tank Summit & Awards 2026** on 20<sup>th</sup> January 2026

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.

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

|  |                         |  |
|--|-------------------------|--|
| 1  | Basic salary            | Rs. 75,00,000/- (Rupees Seventy five lakhs only) per annum   |
| 2  | Flexi Benefit Component | Rs. 10,09,000/- Rupees Ten lakhs nine thousand only) per annum   |
| 3  | Special Allowance       | Rs. 22,28,463/- (Rupees Twenty two lakhs twenty eight thousand four hundred sixty three only) per annum. |
| 4  | Variable Pay            | annual performance variable pay of Rs. 30,00,000/- (Rupees Thirty lakhs only)                            |
| 5  | Perquisite              |  |
| (i)  | Housing                 | Rs 37,50,000/- (Rupees Thirty-seven lakhs fifty thousand only) per annum                                 |
| (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   |
| Variable Pay will be paid annually based on employee's performance, department & Company performance. Gift & LTA will be paid annually.  |                         |  |
| 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. |                         |  |
| 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.   |                         |  |

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.

The variable pay shall be based on the Performance Metrics as follows:

1. Ensure growth in the business through new customer addition, driving cross-sell and upsell from existing customers and from partnerships
2. Manage Investors and drive shareholder value
3. Enhancing Company's positioning as an employer of choice and to continue to provide a conducive work environment that drives performance, learning and growth for employees
4. Drive Technology and Product innovation to enhance our value proposition
5. Ensure that Company launches new innovative products to create long term value
6. Explore opportunities for global expansion and inorganic growth
7. Successfully manage all stakeholders including Shareholders, Board, customers employees, partners and suppliers

He shall perform such duties as shall from time to time be entrusted to him by the Board. He shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act.

He satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for his re-appointment.

In terms of Article 143 (e) of the Articles of Association of the Company, Mr. Avinash Ramesh Godkhindi is not liable to retire by rotation. Regulation 17(1D) of the SEBI Listing Regulations provides that in such cases, the continuation of the director shall be subject to the approval by the shareholders in a general meeting once in every five years. Accordingly, approval of the Members to the appointment of Mr. Avinash Ramesh Godkhindi in terms of the resolution at Item No. 1 shall be deemed to be their approval in terms of Regulation 17(1D) of the SEBI Listing Regulations for his continuation as a director not liable to retire by rotation.

As per the requirements of Regulation 36 (3) of SEBI Listing Regulations and Secretarial Standard on general meetings issued by the Institute of Company Secretaries of India, the required details of Mr. Avinash Ramesh Godkhindi are appended in the Annexure forming part of the Postal Ballot Notice.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mr. Avinash Ramesh Godkhindi and his relative, to whom the resolution relates, are concerned or interested, financially or otherwise, in the Resolution mentioned in Item No. 1 of the Postal Ballot Notice, except to the extent of their shareholding, if any.

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.

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 ON GENERAL MEETING 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.      | Age  | 48 Years  |
| 3.      | A brief resume of the director/Qualifications  | <p>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 07, 2012. He holds a Masters' Degree in Business Administration from Booth School of Business, University of 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. He has completed certificate program titled as Chief AI Officer by Cornell University.</p> <p>His recent accolades include</p> <ol style="list-style-type: none"> <li>1. <u>ET India's Impactful CEO Award 2025</u>" in the Soonicorn Category by <b>Economic Times</b> on 18<sup>th</sup> December 2025</li> <li>2. <u>"CEO of the Year Award"</u> at the <b>ET Now Business Leader of the Year Awards</b> on 16<sup>th</sup> February 2026</li> <li>3. <u>"India's Most Influential CEO Award"</u> at the <b>NSE India Think Tank Summit &amp; Awards 2026</b> on 20<sup>th</sup> January 2026</li> </ol> <p>Prior to this, he worked as an Assistant Vice President at Citibank N.A., India.</p> |
| 4.      | 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.   |
| 5.      | Disclosure of relationships between Directors inter-se, Manager and other Key Managerial Personnel of the company  | Not Applicable  |
| 6.      | Names of listed entities in which person 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 | Not Applicable  |

|     |   |   |
|-----|---|---|
| 7.  | Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner  | Not Applicable  |
| 8.  | 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  |
| 9.  | Experience  | 23 Years  |
| 10. | Terms and conditions of appointment or re- appointment along with details of remuneration sought to be paid and the remuneration last drawn             | <p><b><u>Terms and conditions of appointment or re-appointment:</u></b><br/>Re-appointed as Managing Director and Chief Executive Officer for a period of 2Years w.e.f. May 07, 2026</p> <p><b><u>Remuneration sought to be paid:</u></b> Forms part of the Explanatory Statement above.</p> <p><b><u>Remuneration last drawn:</u></b><br/>During the Financial Year 2025-26, Mr. Avinash Ramesh Godkhindi has drawn the remuneration of Rs. 1,10,35,232/- as the Managing Director and Chief Executive Officer of the Company.</p> |
| 11. | Date of first appointment on the Board  | May 07, 2012  |
| 12. | Shareholding in the company   | 76,75,379 Equity Shares of face Value of Rs. 1/- each   |
| 13. | The number of Meetings of the Board attended during the year (2025-26)  | 8 (Eight)   |
| 14. | Other Directorships, Membership/ Chairmanship of Committees of other Boards   | <ul style="list-style-type: none"> <li>i. Span Across IT Solutions Private Limited</li> <li>ii. Mobileware Technologies Private Limited</li> <li>iii. Greenedge Enterprises Private Limited</li> <li>iv. Zagggle Payments IFSC Limited</li> <li>v. Rivpe Technology Private Limited</li> <li>vi. Omnicash Fintech Private Limited</li> </ul>  |

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

Sd/-  
**Hari priya**  
**Company Secretary and Compliance Officer**  
**Membership No. A22232**

**Date: April 03, 2026**  
**Place: Hyderabad**

**Registered Office:**  
15<sup>th</sup> Floor, Western Block,  
Vamsiram – Suvarna Durga Tech Park,  
Nanakramguda village, Serilingampally Mandal,  
Gachibowli, Telangana, India, 500032  
**Website:** [www.zagggle.in](http://www.zagggle.in)