Zaggle
Spends Simplified.

ZAGGLE/26-27/70

September 07, 2026

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

Dear Sir / Madam,

Sub: Notice of the 15th Annual General Meeting (AGM)

Pursuant to Regulation 34 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations 2015, please find enclosed the Notice of the 15th AGM of Zaggle Prepaid Ocean Services Limited (Company) to be held on **Tuesday, September 29, 2026 at 3:30 PM IST** through Video Conferencing (VC) / Other Audio Visual Means (OAVM) which is being sent to the members of the Company through electronic mode.

Please take the information on record.

Thanking you,

Yours faithfully,
For Zaggle Prepaid Ocean Services Limited

Hari Priya
Digitally signed by Hari Priya
Date: 2026.09.07 23:31:14 +05'30'

Hari Priya
Company Secretary and Compliance Officer

Encl.: As Above

NOTICE

NOTICE is hereby given that the 15th Annual General Meeting of the Members of Zaggle Prepaid Ocean Services Limited will be held on **Tuesday, September 29, 2026 at 3:30 PM IST** through Video Conferencing (VC)/Other Audio-Visual Means (OAVM), to transact the following business(es):

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, the Reports of the Board of Directors and Auditors' thereon.

2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, the Report of the Auditors' thereon.

3. To appoint a Director in place of Dr. Raj P Narayanam (DIN: 00410032), who retires by rotation at this Annual General Meeting and being eligible, seeks re-appointment.

4. Re-appointment of M S K A & Associates LLP (Formerly known as M S K A & Associates) (Registration No. 105047W/W101187), Chartered Accountants, Hyderabad as Statutory Auditor and fix their Remuneration.

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

   "RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Companies (Audit and Auditors) Rules, 2014 (Rules) (including any statutory modification(s), amendment or enactment thereof, for the time being in force), the consent of the Members be and is hereby accorded to re-appoint, M S K A & Associates LLP (Formerly known as M S K A & Associates) (Registration No. 105047W/W101187), as a Statutory Auditor of the Company to hold the office for a period of 5 (Five) consecutive years from the conclusion of this 15th (Fifteenth) Annual General Meeting, until the conclusion of 20th (Twentieth) Annual General Meeting to be held in year 2031, at such remuneration fixed by the Board of Directors (including its committees thereof)"

SPECIAL BUSINESS

5. **Re-designation of Mr. Arun Vijaykumar Gupta (DIN: 05131228) from Non-Executive Independent Director to Non-Executive Non-Independent Director of the Company.:**

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

   "RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereto or reenactment(s) thereof for the time being in force) (the SEBI Listing Regulations) and other applicable laws, rules and regulations for the time being in force, if any, prescribed by any relevant authorities from time to time, to the extent applicable, and in accordance with the applicable provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, approval of the members of the Company be and is hereby accorded to re-designate Mr. Arun Vijaykumar Gupta (DIN: 05131228) from Non-Executive Independent Director to Non-Executive Non- Independent Director of the Company with effect from August 14, 2026, whose office shall be liable to retire by rotation, and to continue as a Director in that capacity;

   RESOLVED FURTHER THAT the Board of Directors and Company Secretary and Compliance Officer of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, expedient or incidental for the purpose of giving effect to this resolution and to settle any question or difficulty in connection herewith and incidental hereto."

By Order of the Board of Directors
For Zaggle Prepaid Ocean Services Limited

Hari Priya
Company Secretary and
Compliance Officer
M. No: A22232

Place: Hyderabad
Date: August 14, 2026

NOTES:

1. Pursuant to the provisions of the Companies Act, 2013 and Rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with circulars issued by the Ministry of Corporate Affairs (MCA) vide its General Circular No. 20/2020 dated May 5, 2020 in conjunction with Circular No. 14/2020 dated April 8, 2020, 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 8, 2021, 2/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and General Circular No. 03/09 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 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 Annual General Meeting (AGM) through Video Conferencing (VC)/Other Audio Visual Means (OAVM), without the physical presence of the members at a common venue and also to send the copies of annual report in electronic mode to those members whose email addresses are registered with the company/depositories. Hence, in compliance with the aforesaid Circulars, the 15th AGM 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 AGM.

2. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the AGM 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 AGM 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 AGM 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 AGM through VC/OAVM on its behalf and cast it's votes through e-voting, to the Scrutinizer by email through its registered email address to ssrfcs@gmail.com with copy marked to evoting@kfintechtech.com.

4. Institutional Members (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 authorize 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 Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, the certificate from Mr. S. Sarweswara Reddy, Practicing Company Secretary, representing M/s. S. S. Reddy & Associates, (Firm Registration Number S2008AP101300), Hyderabad in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and the relevant documents referred to in the Notice will be available electronically for inspection by the Members during the AGM. 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 up to the date of AGM. 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 Companies Act, 2013 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 AGM along with the Annual Report for the Financial Year 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Further, in compliance with Regulation 36(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a letter providing the web-link, including the exact path, where Annual Report for the financial year 2025-26 is available, is being sent to those members whose e-mail address is not registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Members may note that the Notice of AGM and Annual Report for the Financial Year 2025-26 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 Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and as per the requirements of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing the facility to its Members holding shares in physical or dematerialised form as on the cut-off date, i.e Tuesday, September 22, 2026, to exercise their right to vote by electronic means on all of the agenda items specified in the accompanying Notice of AGM.

12. For receiving all communication (including Annual Report) 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 AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

14. Since the AGM 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 AGM and the attendant enablers for conducting of the AGM.

16. Pursuant to the provisions of the Circulars on the VC/OVAM, Members can attend the AGM through log in credentials provided to them to connect to Video conference. Physical attendance of the Members has been dispensed with.

17. In terms of the provisions of Section 152 of the Companies Act, 2013, Dr. Raj P Narayanam liable to retire by rotation and proposed to be re-appointed. Nomination and Remuneration Committee and the Board of Directors of the Company have recommended the said re-appointment. Brief resume of Director proposed to be re-appointed, nature of expertise in specific functional areas. Names of the listed entities in which person also hold the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years; and shareholding in the Company as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of the Company Secretaries of India, are forming part of the Notice and appended to the Notice.

18. The Members can join the AGM 15 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice.

19. Up to 2,000 members will be able to join on a first come first serviced basis to the AGM.

20. No restriction is applicable for joining into the AGM 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.

21. 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 AGM.

22. The Explanatory Statement setting out all material facts pursuant to Section 102 of the Companies Act, 2013 with respect to the Special Business set out in the Notice, is annexed and forms part of the Notice.

23. The Members may kindly note that in accordance with SEBI Circular No. SEBI/HO/OIAE/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. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 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 resolutions 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 AGM 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. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, 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 Friday, September 25, 2026 at 9:00 AM IST and ends on Monday September 28, 2026 at 5:00 PM IST.

During this period, Members holding shares either in physical form or in dematerialised form, as on Tuesday, September 22, 2026, 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 any of the resolutions using the remote e-voting facility, either during the period commencing from Friday, September 25, 2026 at 9:00 AM IST and ends on Monday September 28, 2026 at 5:00 PM IST or e-voting during the AGM. Members who have voted on some of the resolutions during the said remote e-voting period are also eligible to vote on the remaining resolutions during the AGM.

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 Tuesday, September 22, 2026.

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-AGM are explained herein below:

STEP 1: Login method for e-voting for Individual shareholders holding securities in demat mode.

STEP 2: Login method for e-voting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

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**	**A. Users registered for NSDL IDeAS facility:** 1. Open web browser and type the following URL: https://eservices.nsdl.com/ 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. 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. 3. Click on options available against Company name or e-voting service provider - **KFintech** and you will be re-directed to e-voting service provider website for casting your vote during the e-voting period. **B. Users not registered for IDeAS e-Services:** Option to register is available at https://eservices.nsdl.com Select **"Register Online for IDeAS"** Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp and proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote. **C. By visiting the e-voting website of NSDL:** 1. Visit the e-voting website of NSDL. Open web browser and type the following URL: https://www.evoting.nsdl.com/ 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. 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. 3. Click on options available against Company name or e-voting service provider - KFintech and you will be re-directed to e-voting service provider website for casting your vote during the e-voting period. **D. NSDL Speede** Shareholders/Members can also download 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

Type of shareholders	Login method
Individual Shareholders holding securities in demat mode with **CDSL**	**A. Existing users who have opted for Easi/Easiest:** 1. Open web browser and type: www.cdslindia.com and click on login icon and select New System Myeasi 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. 3. After successful login on Easi/Easiest, the user will also be able to see the e-voting Menu. The menu will have links of ESPs. Click on **KFintech** to cast your vote.
	B. Users who have not opted for Easi/Easiest: Option to register for Easi/Easiest is available at www.cdslindia.com Proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.
	C. By visiting the e-voting website of CDSL: 1. The user can directly access e-voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com. The system will authenticate the user by sending OTP on registered Mobile & e-mail ID as recorded in the demat Account. 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., **KFintech.**
Individual Shareholders (holding securities in demat mode) logging through their depository participant(s)	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. 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. 3. Click on option available against Company name or e-voting service provider- **KFintech** and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.

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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com 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., XXXXXXXXXXXXXXXXXXX

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 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.'

12. 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).

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

i. Member will be provided with a facility to attend the AGM 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 AGM though VC/ OAVM shall open atleast 30 minutes before the commencement of the Meeting.

iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, 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 AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id. Questions /queries received by the Company till Thursday, September 24, 2026 shall only be considered and responded during the AGM.

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 AGM. E-voting during the AGM 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 at the AGM. If a Member cast votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

viii. Facility of joining the AGM through VC / OAVM shall be available for atleast 2000 members on first come first served basis.

ix. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

OTHER INSTRUCTIONS:

I. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM 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 Wednesday, September 23, 2026 9:00 AM IST to Thursday, September 24, 2026 5:00 PM IST. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.

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 Wednesday, September 23, 2026 9:00 AM IST to Thursday, September 24, 2026 5:00 PM 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 Tuesday, September 22, 2026, 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 AGM 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/, 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 AGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.

VI. The results of the electronic voting shall be declared to the Stock Exchanges after the AGM. Mr. S. Sarweswara Reddy, Practicing Company Secretary representing M/s. S. S. Reddy & Associates, 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 Resolutions proposed in the Notice shall be deemed to have been passed on the date of the AGM, i.e., Tuesday, September 29, 2026.

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 June 8, 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. 4:

M S K A & Associates LLP, Chartered Accountants (Formerly known as M S K A & Associates) (Registration No. 105047W/W101187), was appointed as Statutory Auditor of the Company at the 11th Annual General Meeting held on September 30, 2022 to hold office from the conclusion of said Annual General Meeting till the conclusion of the 15th Annual General Meeting. M S K A & Associates LLP, Chartered Accountants will complete their present term on conclusion of this Annual General Meeting.

In terms of the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the Company can appoint or reappoint an audit firm as statutory auditors for not more than two (2) terms of five (5) consecutive years.

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company, at its meeting held on August 14, 2026 has, on the recommendation of the Audit Committee, approved the appointment of M S K A & Associates LLP, as Statutory Auditors of the Company, for the second term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the Twentieth Annual General Meeting at such remuneration as shall be fixed by the Board of Directors of the Company.

M S K A & Associates LLP is eligible for reappointment for a further period of five years and have consented to their appointment as Statutory Auditor and have confirmed that if re-appointed, their re-appointment will be in accordance with Section 139 read with Section 141 of the Companies Act, 2013.

M S K A & Associates LLP, Chartered Accountants have also provided confirmation that they have hold a valid peer review certificate issued by the Institute of Chartered Accountants of India (ICAI).

This explanatory statement is in terms of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. However, the same is strictly not required as per Section 102 of the Companies Act, 2013.

Brief Profile:

Established in 1978, M S K A & Associates LLP is an Indian partnership firm registered with the Institute of Chartered Accountants of India (ICAI) and the US Public Company Accountancy Oversight Board (PCAOB) having offices across 12 cities in India at Mumbai, Gurugram, Chandigarh, Kolkata, Ahmedabad, Chennai, Goa, Pune, Bengaluru, Kochi, Hyderabad and Coimbatore. The Firm primarily provides audit and assurance services, tax and advisory services, to its clients. The Firm's Audit and Assurance practice has significant experience across various industries, markets and geographies.

The proposed remuneration to be paid to Statutory Auditor for the financial year 2026-27 is ₹50 Lacs Per Annum. The said remuneration excludes applicable taxes and out of pocket expenses. The remuneration for the subsequent year(s) of their term shall be fixed by the Board of Directors of the Company based on the recommendation of the Audit Committee.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members.

Item No. 5:

The Members of the Company are apprised that Mr. Arun Vijaykumar Gupta (DIN: 05131228) was appointed as a Non-Executive Independent Director of the Company with effect from October 4, 2024 for a period of 2 (Two) consecutive years. During his tenure, he has consistently exercised independent judgement and provided effective stewardship, contributing to the strengthening of governance discipline and decision-making processes.

The members may note that Mr. Arun Vijaykumar Gupta has satisfied the criteria of independence prescribed under the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and that his independence has been maintained during his tenure as an Independent Director.

Further based on the recommendation of Nomination and Remuneration Committee, the Board of Directors, subject to approval of Members, in its meeting held on August 14, 2026 has approved redesignation of Mr. Arun Vijay Kumar Gupta from Non-Executive Independent Director to Non-Executive Non Independent Director.

Mr. Arun Vijaykumar Gupta, holds a Bachelor's degree in Commerce from P.D. Lion's College of Commerce and Economics, University of Bombay. He has more than 30 Years of experience in working with IT, media and consumer Companies.

He has experience in Private Equity, Merger and Amalgamation, Business Development, Marketing, Growth, Partnerships, Strategic Expertise, Governance, Leadership and General Management.

Considering his strong credentials, extensive experience, diverse knowledge, strategic expertise and valuable contribution to the deliberations of the Board, the Committee was of the view that his continued association with the Company as a Non-Executive Non-Independent Director would be beneficial to the Company and would assist the Board in achieving the objectives of the Company. His professional integrity, experience and expertise would continue to provide valuable guidance to the Board and the Company.

The Company has received from Mr. Arun Vijay Kumar Gupta, consent, declarations, confirmation and disclosures as per the requirements of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, including the following:

a. Consent in writing to act as director under Section 152(5) of the Companies Act, 2013 in Form DIR-2 pursuant to Rule 8 of the Companies(Appointment & Qualification of Directors) rules 2014.

b. Declaration in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) rules 2014 that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 from being appointed as a director of the Company.

c. Confirmation that Directorships/Committee Memberships are within the statutorily permitted limits;

The proposed redesignation is in line with the requirements of the Articles of Association of the Company, Companies Act, 2013 and Nomination and Remuneration Policy of the Company.

Mr. Arun Vijaykumar Gupta has also confirmed that he has not been debarred from holding the office of a director by virtue of any Order passed by Securities and Exchange Board of India or any other such authority.

He shall be entitled to receive sitting fees for attending meetings of the Board or any committees thereof within the limits prescribed under the Companies Act, 2013 and for re-imbursement for expenses incurred in connection with attending Board / Committee meetings.

Accordingly, the approval of the Members is sought for the redesignation of Mr. Arun Vijaykumar Gupta as a Non-Executive Non-Independent Director, with effect from August 14, 2026, whose office shall be liable to retire by rotation, and to continue as a Director in that capacity, by way of Ordinary Resolution.

As per the requirements of Regulation 36 (3) 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 Companies Secretaries of India, the required details of Mr. Arun Vijaykumar Gupta are forming part of this Notice.

The Directors recommend the aforesaid resolution as set out at Item No. 5 of the Notice for the approval by the members as Ordinary Resolution.

Save and except Mr. Arun Vijaykumar Gupta and his relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

DISCLOSURES PURSUANT TO REGULATION 36(3) 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	Dr. Raj P Narayanam and 00410032
2.	Age	56 years
3.	A brief resume of the director/ Qualifications	Dr. Raj P Narayanam is the Executive Chairman of the Company. He has been on the Board of our Company since April 30, 2012. He completed post graduate diploma in business management with specialisation in finance from the FORE School of Management, New Delhi. He has also completed his post graduate diploma on "Computer Systems" from Advance Computer Education and a certified online course on "Scaling a Business: How to Build a USD 1 Billion+ Unicorn" from The Wharton School, University of Pennsylvania. Further, he has completed an online programme and has been awarded the post graduate certificate in digital marketing from MICA, The School of Ideas. He has been conferred with an Honorary Doctorate Degree (D. Litt) by Chitkara University.
4.	Nature of expertise in specific functional areas/Experience	He has strong credentials, vast experience, finance expertise, business management, people management and leadership, technology and digital expertise, expertise in fintech industry, strategic development, merger and acquisitions, credit and risk management and customer behavior. He also possesses diverse knowledge of the Company's business and upholds professional integrity of the highest standard.
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.	Terms and conditions of appointment or re- appointment along with details of remuneration sought to be paid and the remuneration last drawn	**Terms and conditions of appointment or re- appointment:** Director who retires by rotation and being eligible, offers himself for re-appointment as a director liable to retire by rotation. **Details of remuneration sought to be paid:** As per existing approved terms of appointment. **Remuneration last drawn:** for the Financial Year 2025-26, Dr. Raj P Narayanam has drawn the remuneration of ₹10.20 million
10.	Date of first appointment on the Board	April 30, 2012
11.	Shareholding in the company	4,61,55,323 (34.33%) equity shares of ₹1/- each of the Company
12.	The number of Meetings of the Board attended during the year	Financial Year 2025-26: He has attended 8 out of total 8 Board meetings held. Financial Year 2026-27 (till the date of this Notice): He has attended 6 out of total 6 Board meetings held
13.	Other Directorships, Membership/ Chairmanship of Committees of other Boards	RAN Ventures Private Limited Zaggle Payments IFSC Limited

Sl. No.	Particulars	Details
1.	Name of the Director and DIN	Mr. Arun Vijaykumar Gupta and 05131228
2.	Age	55 years
3.	A brief resume of the director/ Qualifications	Mr. Arun Vijaykumar Gupta, holds a Bachelor's degree in Commerce from P.D. Lion's College of Commerce and Economics, University of Bombay. He has more than 30 Years of experience in working with IT, media and consumer Companies.
4.	Nature of expertise in specific functional areas/Experience	He has experience in Private Equity, Merger and Amalgamation, Business Development, Marketing, Growth, Partnerships, Strategic Expertise, Governance, Leadership and General Management.
5.	Disclosure of relationships between Directors inter-se, Manager and other Key Managerial Personnel of the company	None
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;	**Directorship in Listed Entities:** Nazara Technologies Limited (Resigned w.e.f. August 4, 2026 Route Mobile Limited (Resigned w.e.f. May 8, 2024 **Membership of Committees of the Board:** Nazara Technologies Limited (Resigned w.e.f. August 4, 2026 • Stakeholders Relationship Committer (Member) Route Mobile Limited (Resigned w.e.f. May 8, 2024 • Nomination and Remuneration Committee (Member)
7.	Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	0
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.	Terms and conditions of appointment or re- appointment along with details of remuneration sought to be paid and the remuneration last drawn	**Terms and conditions of appointment or re-designation:** Re-designation of the Non-Executive Independent Director to Non-Executive Non Independent Director **Details of remuneration sought to be paid:** Sitting fees for attending meetings of the Board or any committees thereof in accordance with the provisions of the Companies Act, 2013 and for re-imbursement of expenses incurred in connection with attending Board / Committee meetings **Remuneration last drawn:** ₹0.89 million as a sitting fee for attending meetings of the Board or any committees thereof for the Financial Year 2025-26.
10.	Date of first appointment on the Board	September 26, 2022
11.	Shareholding in the company	0
12.	The number of Meetings of the Board attended during the year	Financial Year 2025-26: He has attended 7 out of total 8 Board meetings held. Financial Year 2026-27 (till the date of this Notice): he has attended 6 out of total 6 Board meetings held
13.	Other Directorships, Membership/ Chairmanship of Committees of other Boards	Tea Post Limited • Audit Committee (Chairman) • Nomination and Remuneration Committee (Member)