Why Haggle! When you can Zaggle!

ZAGGLE/23-24/95

October 30, 2024

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

Dear Sir / Madam,

Sub: Outcome of the Board Meeting held on October 30, 2024

This is with reference to our letter dated October 25, 2024, we wish to inform you that, the Board of Directors of the Company ("Board") at its meeting held today i.e. Wednesday, October 30, 2024, at the registered office of the Company, has transacted *inter-alia* the following business(es):

(i) Raising of funds through issuance of equity shares and / or convertible bonds (CBs), and / or non-convertible instruments and / or any other instruments and / or combination of instruments with or without detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the equity shares or otherwise (hereinafter collectively referred to as the "**Securities**") or any combination of the Securities, in one or more tranches, by way of one or more public and/or private offerings including on a preferential allotment basis and/or a qualified institutions placement for an amount not exceeding ₹ 9500 million in terms of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**SEBI ICDR Regulations**") and/or any other permissible mode(s), in accordance with the SEBI ICDR Regulations and other applicable regulations, subject to necessary approvals including the approval of the members of the Company and such other regulatory/ statutory approvals as may be required;

(ii) The Notice of Postal Ballot to seek approval of the shareholders for the aforesaid issuance of Securities and ancillary actions, pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and fixed the cut-off date i.e. Friday, October 25, 2024 for the purpose of dispatching of Postal Ballot Notice and reckoning of E-Voting Rights; The notice of Postal Ballot shall be submitted to the stock exchanges once circulated to the Members of the

Company as per the applicable provision of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"); and

(iii) Appointment of Mr. Virat Sunil Diwanji (DIN:07021146) as a Non-Executive, Non-Independent Director of the Company with effect from October 30, 2024, liable to retire by rotation, subject to the approval of shareholders.

In relation to (i) and (iii) above, we hereby enclose the necessary details in **Annexure A** and **Annexure B** respectively as required under the SEBI Listing Regulations, read with SEBI circular No. SEBI/HO/CFD/CFDPoD-1/P/CIR/2023/123 dated July 13, 2023.

The Meeting of the Board of Directors of the Company was commenced at 2:00 PM and concluded at 02:42 PM.

Please take the information on records and consider the above in accordance with Regulation 30 of the SEBI Listing Regulations.

Thanking you

Yours Sincerely,

For Zaggle Prepaid Ocean Services Limited

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Hari Priya
Company Secretary and Compliance Officer
Encl: As above

Annexure A

Details as per Regulation 30 of SEBI (LODR) Regulations, 2015 read with SEBI circular No. SEBI/HO/CFD/CFDPoD-1/P/CIR/2023/123 dated July 13, 2023.

Sr. No.	Particular(s)	Descriptions
a)	type of securities proposed to be issued (viz. equity shares, convertibles etc.);	Equity shares and / or convertible bonds (CBs), and / or non-convertible instruments and / or any other instruments and / or combination of instruments with or without detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the equity shares or otherwise (hereinafter referred to as "**Securities**") or any combination thereof, in accordance with applicable law, in one or more tranches
b)	type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.);	Qualified institutions placements ("QIP") in accordance with the provisions of the Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, Section 42 and other applicable provisions of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable laws, or through any other permissible mode and/or combination thereof as may be considered appropriate under applicable law.
c)	total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately);	Upto an aggregate amount not exceeding ₹ 9500 million at such price or prices as may be

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		permissible under applicable law.
d)	in case of preferential issue the listed entity shall disclose the following additional details to the stock exchange(s): i. names of the investors; ii. post allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors; iii. in case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument;	Not Applicable
e)	in case of bonus issue the listed entity shall disclose the following additional details to the stock exchange(s): i. whether bonus is out of free reserves created out of profits or share premium account; ii. bonus ratio; iii. details of share capital - pre and post bonus issue; iv. free reserves and/ or share premium required for implementing the bonus issue; v. free reserves and/ or share premium available for capitalization and the date as on which such balance is available; vi. whether the aforesaid figures are audited; vii. estimated date by which such bonus shares would be credited/dispatched;	Not Applicable
f)	in case of issuance of depository receipts (ADR/GDR) or FCCB the listed entity shall disclose following additional details to the stock exchange(s): i. name of the stock exchange(s) where ADR/GDR/FCCBs are listed (opening – closing status) / proposed to be listed; ii. proposed no. of equity shares underlying the ADR/GDR or on conversion of FCCBs; iii. proposed date of allotment, tenure, date of maturity and coupon offered, if any of FCCB's; iv. issue price of ADR/GDR/FCCBs (in terms of USD and in INR after considering conversion rate);	Not Applicable

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	v. change in terms of FCCBs, if any; vi. details of defaults, if any, by the listed entity in payment of coupon on FCCBs & subsequent updates in relation to the default, including the details of the corrective measures undertaken (if any);	
g)	in case of issuance of debt securities or other non-convertible securities the listed entity shall disclose following additional details to the stock exchange(s): i. size of the issue; ii. whether proposed to be listed? If yes, name of the stock exchange(s); iii. tenure of the instrument - date of allotment and date of maturity; iv. coupon/interest offered, schedule of payment of coupon/interest and principal; v. charge/security, if any, created over the assets; vi. special right/interest/privileges attached to the instrument and changes thereof; vii. delay in payment of interest / principal amount for a period of more than three months from the due date or default in payment of interest / principal; viii. details of any letter or comments regarding payment/nonpayment of interest, principal on due dates, or any other matter concerning the security and /or the assets along with its comments thereon, if any; ix. details of redemption of preference shares indicating the manner of redemption (whether out of profits or out of fresh issue) and debentures;	Not Applicable
h)	any cancellation or termination of proposal for issuance of securities including reasons thereof.	Not Applicable

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Annexure B

Details as per Regulation 30 of SEBI (LODR) Regulations, 2015 read with SEBI circular No. SEBI/HO/CFD/CFDPoD-1/P/CIR/2023/123 dated July 13, 2023.

Sl. No.	Particulars	Details
1	Name	Mr. Virat Sunil Diwanji
2	DIN	07021146
3	Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise	Appointment of Mr. Virat Sunil Diwanji as a Non Executive, Non Independent Director of the Company.
4	Date of appointment/ reappointment/cessation (as applicable) & term of appointment/re-appointment	Mr. Virat Sunil Diwanji has been appointed as a Non Executive Non Independent Director of the Company w.e.f. October 30, 2024, liable to retire by rotation.
5	Brief profile (in case of appointment)	Mr. Virat Sunil Diwanji is a seasoned banker with over 30 years of experience in building, managing and growing Retail Consumer Businesses cutting across Liabilities and Assets. He has been involved with Kotak Group for almost 3 decades in various roles within retail segment. During this journey, he has successfully managed JVs with international partners (Ford Credit International) and executed the merger of mid-size bank – ING Vysa. He also served as Non-Executive Director, for over 9 years, on Board of Kotak General Insurance Ltd from its inception stage. He has been member of Group Management Committee at Kotak Group apart from being member of several operating committees like ALCO, OREC and Talent Council. Prior to joining Kotak Group, Mr. Virat has worked with management consultancy division of A. F. Ferguson & Co for 6 years handling assignments cutting across Private and Public sector enterprises in India and UAE.
6	Disclosure of relationships between directors (in case of appointment of a director).	Mr. Virat Sunil Diwanji is not related to any of the Directors of the Company.

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