

## NOTICE

NOTICE IS HEREBY GIVEN THAT THE 16<sup>TH</sup> ANNUAL GENERAL MEETING OF MEMBERS OF ZERO MASS PRIVATE LIMITED WILL BE HELD ON THURSDAY, 17<sup>TH</sup> AUGUST, 2023 AT 12:00 P.M. IST AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 201 (4TH LEVEL), PLATINUM TECHNO PARK PLOT NO. 17 & 18, SECTOR-30A, VASHI, NAVI MUMBAI – 400703, MAHARASHTRA, INDIA FOR THE TRANSACTION OF THE FOLLOWING BUSINESS:-

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### ORDINARY BUSINESS:

#### Item No. 1:

##### Adoption of Accounts:

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023 and the Reports of the Board of Directors and Auditors thereon;

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

“RESOLVED THAT the audited financial statements of the Company for the financial year ended March 31, 2023, together with the reports of the Board of Directors and the Auditor’s Report thereon as circulated to the Members be and hereby received, considered and adopted.”

#### Item No. 2:

##### Retire by Rotation:

To appoint a director in place of Mr. Lokanath Panda, (DIN: 00784736), a Director of the Company who retires by rotation and is eligible to offer himself for re-appointment.

### SPECIAL BUSINESS:

#### Item No. 3:

##### To appoint Statutory Auditors of the Company to fill the casual vacancy till the ensuing Annual General Meeting:

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(8) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) made thereof for the time being in force) and upon recommendation of the Audit Committee & Board of Directors, M/s. S.S. Kothari Mehta & Co, Chartered Accountants, (FRN: 000756N) be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. M. M. Nissim & Co LLP, Chartered Accountants, (FRN: 107122W/W100672).

**RESOLVED FURTHER THAT** M/s. S.S. Kothari Mehta & Co, Chartered Accountants, (FRN: 000756N) be and are hereby appointed as Statutory Auditors of the Company from July 26, 2023 till the conclusion of this ensuing 16<sup>th</sup> Annual General Meeting at such remunerations plus applicable taxes and out of pocket expenses, as may be fixed by the Board of Directors in consultation with them.”

**Item No. 4:**

**To appoint Statutory Auditor for a term of five years from the ensuing Annual General Meeting till the conclusion of 21<sup>st</sup> Annual General meeting:**

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, 142 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) made thereof for the time being in force) and upon recommendation of the Audit Committee & Board of Directors, M/s. S.S. Kothari Mehta & Co, Chartered Accountants, (FRN: 000756N) be and are hereby appointed as Statutory Auditors of the Company from the conclusion of this ensuing 16<sup>th</sup> Annual General Meeting till the conclusion of the 21<sup>st</sup> Annual General Meeting of the Company to be held in the Financial Year 2028-29 at such remuneration plus applicable taxes and out of pocket expenses, as may be fixed by the Board of Directors in consultation with them.”

**RESOLVED FURTHER** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and filing of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution.”

**Item No. 5:**

**Appointment of Mr. Dinesh Sharma (DIN: 00956860) as Non-Executive 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 Section 152, 160 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification (s) or re-enactment thereof for the time being in force, Mr. Dinesh Sharma (DIN: 00956860) who was appointed as an Additional Director (Non-Executive Director) of the Company by the Board of Directors pursuant to Section 161 of the Companies Act, 2013 and whose term expires at the ensuing Annual General Meeting of the Company, be and is hereby appointed as a Director (Non-Executive Director) of the Company, liable to retire by rotation.”.

**RESOLVED FURTHER** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents

and filing of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution.”

**Item No. 6:**

**Appointment of Ms. Shivani Mishra (DIN: 07221507) as an Independent Director of the Company:**

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

**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152,160 and other applicable provisions if any, of the Companies Act 2013 ('the Act'), and Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for time being in force), Ms. Shivani Mishra (DIN: 07221507), who was appointed as an Additional Director in the Capacity of Independent Director of the Company by the Board of Directors pursuant to Section 161 of the Companies Act, 2013 and whose term expires at the ensuing Annual General Meeting of the Company, be and is hereby appointed as an Independent Director of the Company for a term of 3 (Three) consecutive years with effect from June 08, 2022 and shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and filling of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution.”

**Item No. 7:**

**Appointment of Mr. Ram Prakash Bajpai (DIN: 07198693) as an Independent Director of the Company:**

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

**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152,160 and other applicable provisions if any, of the Companies Act 2013 ('the Act'), and Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for time being in force), Mr. Ram Prakash Bajpai (DIN: 07198693), who was appointed as Additional Director in the Capacity of Independent Director of the Company by the Board of Directors pursuant to Section 161 of the Companies Act, 2013 and whose term expires at the ensuing Annual General Meeting of the Company, be and is hereby appointed as an Independent Director of the Company for a term of 5 (Five) consecutive years with effect from March 10, 2023 and shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all

documents and filling of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution.”

**Item No. 8:**

**To authorize the Board of Directors of the Company to borrow money in excess of Paid -Share Capital, Free Reserves and Securities Premium of the Company for an amount not exceeding INR 200 Crores under Sec. 180(1)(c) of the Companies Act, 2013:**

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

“**RESOLVED THAT** pursuant to provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under read with the applicable provisions of Companies Amendment Act, 2017 (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) made thereof, for the time being in force) Consent of the Shareholders of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall include any Committee thereof) to borrow such sums of money from time to time, with or without security, on such terms and conditions as it may consider fit notwithstanding that the amount to be borrowed together with amount already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) exceeds the aggregate of Paid-up Share Capital, Free Reserves and Security Premium of the Company, provided that the total amount that may be borrowed by the Board and outstanding at any point of time shall not exceed Rs. 200 Crores (Rupees Two Hundred Crores Only).

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and filing of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution.”

**Item No. 9:**

**To authorize the Board of Directors of the Company to create charges on assets of the Company for an amount not exceeding INR 200 Crores under Sec. 180(1)(a) of the Companies Act, 2013:**

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

“**RESOLVED THAT** pursuant to provisions of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) made thereof, for the time being in force), Consent of the Shareholders of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall include any Committee thereof) to create charges, hypothecations, mortgages/equitable mortgages on movable and/or

immovable properties of the Company, present and/or future, in favour of banks, financial institutions, trustees of the holders of debentures/bonds and/or other instruments, hire purchase/lease companies, body corporate or any other person/ on such terms and conditions as the Board may deem fit, towards security for borrowings of the Company from time to time, provided that the total amount at any point of time shall not exceed Rs. 200 Crores (Rupees Two Hundred Crores Only).

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and filling of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution.”

**Item No. 10:**

**To approve the limits for the Loans, Guarantee/Security, and Investment by the Company in terms of the provisions Section 186 of the Companies Act, 2013 for an amount not exceeding INR 200 Crores:**

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

“**RESOLVED THAT** pursuant to provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under read with the applicable provisions of Companies Amendment Act, 2017 (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) made thereof, for the time being in force) (‘Act’), Consent of the Shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) to:

- a. Give loans from time to time on such terms and conditions as it may deem expedient to any person or other bodies corporate;
- b. Give on behalf of any person, body corporate, any guarantee, or provide security in connection with a loan made by any other person to, or to any other person by anybody corporate; and
- c. Acquire by way of subscription, purchase or otherwise the securities of any other body corporate

in excess of the limits prescribed under Section 186 of the Act up to an aggregate sum of Rs. 200 Crores (Rupees Two Hundred Crores Only), notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee or security so far provided to, along with the investments, loans, guarantee or security proposed to be made or given by the Board may exceed sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

**RESOLVED FURTHER THAT** the consent of the Shareholder be and is hereby accorded to the Board to invest in the Subsidiaries, Associates, Related Parties, make loans to them; provide guarantees/security on their behalf, to person, within the limits, if any, as may be applicable from time to time and on such terms and conditions as may be provided in the Act, deemed fit and expedient.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to negotiate the terms and conditions of the above said investments, loan(s), security(ies) or guarantee(s) as they deem fit and in the best interest of the Company and take all such steps as may be necessary to complete the same.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further approval of the Members of the Company.”

**Item No. 11:**

**To Alter the Object clause of the Memorandum of Association w.r.t. addition of new business activity pertaining to dealing in Shares, Securities, Commodities, currencies and their derivatives, stock broker, sub-broker etc:**

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

“**RESOLVED THAT** pursuant to provisions of sections 4 and 13 and other applicable provisions of the Companies Act, 2013 (“Act”) and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to the approval of the registrar of companies, consent of the shareholders of the company be and is hereby accorded for effecting the alteration in the existing object clause of the memorandum of association (“MOA”) clause III (A) of Memorandum of Association of the Company “The Objects to be pursued by the Company on its incorporation” be and is hereby amended by adding clause 5 after existing clause III (A) 4 (d)

5. To carry on the business or profession of dealing in Shares, Securities, Commodities, currencies and their derivatives, stock broker, sub-broker, authorized person, dealer, jobber, market maker and portfolio manager.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, and rules made there under (including any statutory modifications or re-enactment thereof, for the time being in force), and subject to the approval of the Registrar of Companies, Mumbai and all other relevant authorities, if any, clause III (B) of Memorandum of Association of the Company “Objects Incidental or ancillary to the attainment of the main objects specified in Clause III (B)” be and is hereby amended by adding clause 72 after existing clause III (B) 71 V b):

\*\*72. To render all such services as may be provided by a stock broker, sub-broker, authorized person, portfolio manager and to do such things as may be incidental thereto.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and filling of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution.”

**Item No. 12:**

**To Alter the Articles of Association of the Company w.r.t. removal of the veto power of Mr. Anurag Gupta:**

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

“ **RESOLVED THAT** pursuant to provisions of sections 5 and 14 and other applicable provisions of the Companies Act, 2013 (“Act”) and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to the approval of the registrar of companies, consent of the shareholders of the company be and is hereby accorded for effecting the alteration in the Articles of Association of the Company be are hereby altered in the manner set out herein below:

**“The Existing Clause No.92 to be deleted from the Articles of Association and re-numbered the Articles of Association accordingly”**

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and filling of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution.”

**Item No. 13:**

**To Approve the Change in Remuneration of Mr. Lokanath Panda (DIN: 00784736) Whole Time Director of the Company**

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

“**RESOLVED THAT** pursuant to provision of Section 196 of Companies Act, 2013, and rules framed there under, Mr. Loknath Panda who was appointed as a Whole Time Director of the Company from September 01, 2021 to August 31, 2026 be and is hereby approved and taken on record.

**RESOLVED FURTHER THAT,** Pursuant to Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the **Act**”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (‘the Rules’) (including any statutory

modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) made thereof, for the time being in force), if any, Remuneration paid to Mr. Lokanath Panda Whole Time Director of the Company for the FY 2022-23 be and is hereby approved.

**“RESOLVED FURTHER THAT**, pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (hereinafter referred to as the **“Act”**) (including any statutory modifications or re-enactment thereof, for the time being in force) and, enabling provision in the Articles of Association of the Company and in terms of the recommendation of Nomination and Remuneration Committee and, duly approved by the Board of Directors and subject to requisite approvals, consents, permissions and/or sanctions as may be required, Consent of the Members of the Company be and is hereby accorded for payment of Remuneration as set out in the Explanatory Statement annexed to the Notice to Mr. Lokanath Panda (DIN: 00784736), Whole Time Director of the Company for the period of July 1, 2023 to August 31, 2026.

**RESOLVED FURTHER THAT** the terms of remuneration as set out in the explanatory statement of this resolution shall be deemed to form part hereof and in the event of any inadequacy or absence of profits in any financial year(s), the remuneration including but not limited to salary, perquisites and benefits approved herein as set out in the explanatory statement be continued to be paid as minimum remuneration to Mr. Lokanath Panda for the period of July 1, 2023 to August 31, 2026 subject to such other approvals as may be required.

**RESOLVED FURTHER THAT** notwithstanding anything contained herein, in any financial year, the Board of Directors of the Company be and is hereby authorized to alter, vary, revise, modify, change the remuneration from time to time for Mr. Lokanath Panda and it shall not exceed the maximum permissible limit as set out in the explanatory statement annexed to the Notice.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and filing of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

**BY THE ORDER OF BOARD OF DIRECTORS  
FOR ZERO MASS PRIVATE LIMITED**

SD/-

Mr. Lokanath Panda  
DIN: 00784736  
Whole Time Director  
Add: C/o: 201 (4th Level), Platinum Techno Park Plot No. 17 & 18,  
Sector-30A, Vashi, Navi Mumbai - 400703

Date: 26<sup>th</sup> July, 2023  
Place: Navi Mumbai



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

**Item No.3:**

M/s. M. M. Nissim & Co LLP, Chartered Accountants, (FRN: 107122W/W100672) were appointed as Statutory Auditors of the Company at the 14<sup>th</sup> Annual General Meeting ('AGM') held on June 25, 2021 to hold office up to 19<sup>th</sup> AGM. However, they have furnished their resignation letter dated 26<sup>th</sup> July, 2023 causing a Casual Vacancy of the Statutory Auditor of the Company.

After that, management has proposed and based on the recommendation of the audit committee, the board has also recommended the appointment of M/s. S.S. Kothari Mehta & Co, Chartered Accountants, (FRN: 000756N) as Statutory Auditors of your Company from July 26, 2023 to the date of ensuing 16<sup>th</sup> Annual General Meeting of the Company.

M/s. S.S. Kothari Mehta & Co, Chartered Accountants, (FRN: 000756N) have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

According to section 139(8) of the Companies Act, 2013, the appointment of an auditor due to casual vacancy i.e. resignation of an erstwhile auditor, requires shareholder approval in a general meeting. Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 3 of the Notice.

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

The Board recommends the **Ordinary Resolution** set out at **Item No. 3** of the accompanying Notice in the interests of the Company.

**Item No. 4:**

The Board of Directors of the company based on the recommendation of the Audit Committee, proposed the appointment of M/s. S.S. Kothari Mehta & Co, Chartered Accountants, (FRN: 000756N) then from the conclusion of this ensuing 16<sup>th</sup> Annual General Meeting till the conclusion of 21<sup>st</sup> Annual General Meeting of the Company to be held in the financial year 2028-29, who shall conduct the Statutory Audit from Financial Year 2023-24 to 2027-28 subject to the approval of shareholders in ensuing 16<sup>th</sup> AGM. The Board, in consultation with the Audit Committee shall approve the remuneration of the Statutory Auditors for the tenure from Financial Year 2023-24 to 2027-28

The Board, in consultation with the Audit Committee, may alter and vary the terms and conditions of re-appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

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

The Board recommends the **Ordinary Resolution** set out at **Item No. 4** of the accompanying Notice in the interests of the Company.

**Item No.5:**

The Board of Directors at its Meeting held on June 08, 2022 had appointed Mr. Dinesh Sharma (DIN: 00956860) as an Additional Director (Non-Executive, Non-Independent Director) from June 08, 2022. In terms of Section 161(1) of the Companies Act, 2013, Mr. Dinesh Sharma (DIN: 00956860) holds office as an Additional Director only up to the date of the forthcoming Annual General Meeting.

Mr. Dinesh Sharma holds a Graduate Degree in Arts and Post-Graduation Diploma in Business Management. He has Experience of more than 32 years in the field of Administration, Operations, Accounting and Management. The Board recommends resolution set out at item No. 5 of the notice for your approval.

Relevant details relating to appointment of Mr. Dinesh Sharma, including his profile, as required by the Act, and Secretarial Standards issued by the Institute of Company Secretaries of India ("ICSI") are provided in the "Annexure" to the Notice.

Mr. Dinesh Sharma is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director.

None of the Directors other than Mr. Dinesh Sharma of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution. The relatives of Mr. Dinesh Sharma may be deemed to be interested in the said resolution, to the extent of their respective shareholding, if any, in the Company.

The Board of Directors proposes the appointment of Mr. Dinesh Sharma as Non-Executive Director and recommend the **Ordinary Resolution** set out at **Item No. 5** for the approval of the shareholders.

**Item No.6:**

The Board of Directors at its Meeting held on June 08, 2022 appointed Ms. Shivani Mishra as an Additional Director of the Company. The Board appointed her as an Independent Director under the Act for a period of (3) three years with effect from June 08, 2022. Members are requested to approve the appointment of Ms. Shivani Mishra as an Independent Director for a period of three years with effect from June 08, 2022.

The profile of the Director proposed to be appointed as an Independent Directors under the Act is as under:

Ms. Shivani Mishra holds a Master's degree in Commerce and has done Master in Business Administration. She has rich experience of more than 13 years in Accounts. The Board recommends resolution set out at item No. 6 of the notice for your approval.

Considering her extensive knowledge and experience of the administration and account field as well as her educational background, appointment of Ms. Shivani Mishra as an Independent Director is in the best interest of the Company and hence your Directors recommend the proposal for your approval as an Ordinary Resolution for appointment of Ms. Shivani Mishra as an Non-Executive Independent Director of the Company for a term of 3 (Three) consecutive years with effect from June 08, 2022 to June 07, 2025 and shall not be liable to retire by rotation. Further, Ms. Shivani Mishra will not be entitled for any remuneration except sitting fees for attending board meetings/ committee meetings.

Ms. Shivani Mishra is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given her consent to act as Director.

None of the Directors other than Ms. Shivani Mishra of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution. The relatives of Ms. Shivani Mishra may be deemed to be interested in the said resolution, to the extent of their respective shareholding, if any, in the Company.

The Board recommends the **Ordinary Resolution** set out at **Item No. 6** of the accompanying Notice in the interests of the Company.

**Item No: 7:**

The Board of Directors, vide Circular Resolution dated March 10, 2023 appointed Mr. Ram Prakash Bajpai as Additional Director of the Company. The Board appointed him as an Independent Director under the Act for a period of five years with effect from March 10, 2023. Members are requested to approve the appointment of Mr. Ram Prakash Bajpai as Director of the Company and as an Independent Director for a period of five years with effect from March 10, 2023.

The profile of the Director proposed to be appointed as an Independent Directors under the Act is as under:

Mr. Ram Prakash Bajpai holds a Doctorate Degree from IIT Delhi and D.SC. from Hokkaido University, Japan. He is presently the Chancellor of Vel Tech Technical University, Chennai. Dr. Bajpai has been Director/distinguished Scientist at Central Scientific Instrument Organization, Chandigarh. He has experience of more than 55 years in electronics, microelectronics, material science, nanoelectronics, optoelectronics. Dr. Bajpai has successfully handled various Government positions of repute in the past. The Board recommends resolution set out at item No. 7 of the notice for your approval.

Considering his extensive knowledge and experience of microelectronics, material science etc. as well as his educational background, appointment of Mr. Ram Prakash Bajpai as an Independent Director is in the best interest of the Company and hence your Directors recommend the proposal for your approval as an Special Resolution for appointment of Mr. Ram Prakash Bajpai as an Non-Executive Independent Director of the Company for a term of 5 (Five) consecutive years with effect from March 10, 2023 to March 09, 2028 and shall not be liable to retire by rotation. Further, Mr. Ram Prakash Bajpai will not be entitled for any remuneration except sitting fees and reimbursement of expenses for attending board meetings/ committee meetings.

Mr. Ram Prakash Bajpai is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director.

None of the Directors other than Mr. Ram Prakash Bajpai of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution. The relatives of Mr. Ram Prakash Bajpai may be deemed to be interested in the said resolution, to the extent of their respective shareholding, if any, in the Company.

The Board recommends the **Special Resolution** set out at **Item No. 7** of the accompanying Notice in the interests of the Company.

**Item No 8 & 9:**

As per the provisions of Section 180 of the Companies Act, 2013 read with the applicable provisions of the Companies Amendment Act, 2017, the Board of Directors of the Company cannot, except with the consent of the Company in the General Meeting by a Special Resolution, borrow the monies apart from temporary loans (loans viz., means loans repayable on demand or within six months from the date of the loan such as short-term, cash credit arrangements, the discounting of bills and the issue of other short-term loans of a seasonal character, but does not include loans raised for the purpose of financial expenditure of a capital nature) obtained from the Company's bankers in the ordinary course of business, in excess of the aggregate of the Paid-Up Share Capital, Free Reserves and Securities Premium of the Company, that is to say, reserves not set apart for any specific purposes. Further, the Board of Directors shall not dispose i.e. create charges, hypothecations, mortgages/equitable mortgages of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings except with the consent of the Company in the General Meeting by a special resolution under the provisions of Section 180 (1) (a) and Section 180 (1) (c) of the Companies Act, 2013, which were made effective from September 12, 2013. The above powers can be exercised by the Board only with the consent of the Members obtained by a Special Resolutions.

Keeping in view of the Company's business expansion and need of funds for the fulfillment of working capital requirements, or cash credit facilities, Letter of Credit, Bank guarantees etc., in future, it is proposed to increase the limit of borrowings. Your consent is therefore sought, to authorize the Board to borrow up to Rs. 200 Crores (Rupees Two Hundred Crores Only) (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) as outstanding, at any time as set out in the resolution.

The aforesaid borrowing limit and to create charges, hypothecations, mortgages/equitable mortgages, on movable and/or immovable properties under section 180 (1) (a) it is proposed to be enhanced to such an extent that the sum(s) so borrowed under this resolution and remaining outstanding at any time shall not exceed in the aggregate of Rs. 200 Crores (Rupees Two Hundred Crores Only) in excess of and in addition to the paid-up share capital, free reserves and securities premium of the Company for the time being.

Therefore, members are requested to pass the necessary Special Resolutions as mentioned in the notice. It is, therefore, necessary for the Members to pass Special Resolutions under Section 180 (1) (a) and Section 180 (1) (c) and other applicable provisions of the Companies Act, 2013.

None of the Directors and/or their relatives, are interested or concerned in the resolutions. The Board recommends the Special Resolutions set out at **Item No. 8 & 9** of the accompanying Notice in the interests of the Company.

**Item no 10:**

In accordance with the provisions of Section 186 of the Companies Act, 2013 read with applicable provisions of the Companies Amendment Act, 2017 (the 'Act'), it would be necessary to obtain the approval of the members for:-

- a. Giving loans to any person or other bodies corporate;
- b. Giving guarantee or provide security in connection with a loan to any other bodies corporate or person; and
- c. Acquiring by way of subscription, purchase or otherwise, the securities of any other body corporate, in excess of the limits of:-
  - i. 60% of the paid-up share capital and free reserves and securities premium account; or
  - ii. 100% of the free reserves and securities premium account; whichever is more.

The Company has been investing/making loans/providing guarantees/security. Considering, the future plans of the Company and in order to enable the Company to invest/make loans/provide guarantees/security, it is considered necessary to obtain the approval of the members to make loan/invest/provide guarantees/security, for an amount not exceeding Rs. 200 Crores (Rupees Two Hundred Crores Only), under the provisions of Section 186 of the Companies Act, 2013.

None of the Directors and/or their relatives, are interested or concerned in the resolution. The Board recommends the Special Resolution set out at **Item No. 10** of the accompanying Notice in the interests of the Company.

### Item no. 11

The Company is currently engaged in carrying out and promote economic and livelihood development programs, act as business Correspondent/Business Facilitator/Business Intermediary of Banks/Financial Institutions etc. In order to make the main object clause of the memorandum of association (MOA) more comprehensive and explicable and also to include other activities to be undertaken by company i.e. dealing in Shares, Securities, Commodities, currencies and their derivatives, stock broker, sub-broker, authorized person, dealer, jobber, market maker and portfolio manager and render all such services as may be provided by a stock broker, sub broker, authorized person, portfolio manager and to do such things as may be incidental thereto, it is proposed to add clause 5 after existing clause III (A) 4 (d) and to add clause 72 after existing clause III (B) 71 V b) in Objects Incidental or ancillary to the attainment of the main objects specified in Clause III (B).

The above amendment is subject to the approval of the statutory or regulatory authority, as may be necessary. The proposed changes in the object clause require the approval of shareholders by way of Special Resolution pursuant to the provisions of sections 4 and 13 of the Companies Act, 2013. The board at its meeting held on June 29, 2022 has approved the alteration of the object clause of MOA of the company and recommends the special resolution set out at agenda item no.11 of the notice for approval by the shareholders. Accordingly, shareholders' approval is sought by way of a special resolution for the same. A copy of the amended MOA of the company is available electronically for inspection by the shareholders.

None of the directors and/or their relatives of the company including their relatives are concerned or interested, financially or otherwise in the resolution mentioned at agenda **Item No.11** of the accompanying notice of the 16<sup>th</sup> AGM.



## **Item No. 12**

Mr. Anurag Gupta was a Veto Shareholder of the Company and was holding majority Shares in the Company i.e. 63.94% of the Fully issued share capital of the Company and he was also holding the position of Executive Director in the Company. Considering his majority Shareholding in the Company, there are various special rights and voting rights given to Mr. Anurag Gupta in the Extra Ordinary General Meeting held on 25<sup>th</sup> March, 2022 as a “Reserved Matters” under Clause No. 92 of the Articles of Association of the Company, some of them are as follows:

1. To Undertake of any new project;
2. To amend, modify and vary in the Business Plan;
3. Incurrence of Debt or guarantee of any amounts in excess of Rs. 50 Lakhs;
4. Appointment or removal CEO, CFO, Joint CEO and CFO and other key employees of the Company;
5. Any change in the Composition of the Board;
6. Amendment of Memorandum or Articles of Association and etc.

Further during the Financial Year 2022-23 in June 2022, Mr. Anurag Gupta’s total shareholding i.e. 63.94% of the total share capital of the Company transferred to BLS E-Services Limited and accordingly, the BLS E- Services Limited become the holding Company for Zero Mass Private Limited. As well as Mr. Anurag Gupta has resigned from the position of Executive Director of the Company with effect from June 08, 2022.

Since Mr. Anurag Gupta is not associated with the Company as mentioned above, it is required to Delete and Alter the Articles of Association of the Company by deleting the Clause No. 92 i.e. “Reserved Matters”.

The above amendment is subject to the approval of the statutory or regulatory authority, as may be necessary. The proposed changes in the Articles require the approval of shareholders by way of a Special Resolution pursuant to the provisions of sections 5 and 14 of the Companies Act, 2013.

Accordingly, shareholders’ approval is sought by way of a Special Resolution for the same.

A copy of the amended AOA of the company is available electronically for inspection by the shareholders.

None of the directors of the company including their relatives are concerned or interested, financially or otherwise in the resolution mentioned at agenda **Item No.12** of the accompanying notice of the 16<sup>th</sup> AGM.

### Item No. 13

During the Financial Year 2022-23 on June 08 2022, due to transfer of shares of between Shareholders of the Company and BLS E-Services Limited, the aggregate shareholding of BLS E-Services in Zero Mass Private Limited is reached to 90.94%. Thus the BLS E- Services Limited become the holding Company for Zero Mass Private Limited. Whereas BLS E-Services is a subsidiary of BLS International Services Limited. So Zero Mass Private Limited become a deemed Public Company.

It is further informed that, Mr. Lokanath Panda has been appointed as Whole Time Director of the Company for five years i.e. from September 01, 2021 to August 31, 2026. So considering this as well as status of the Company i.e. deemed public Company from June 08, 2022, the members of the Company to approve the remuneration of Mr. Lokanath Panda for Financial Year 2022-23.

Further considering his long-term association along with active participation in the Company, and tremendous growth of the company in terms of revenue as the revenue of company has increased as compared to the previous year's revenue the Company has proposed a revision in the remuneration of Mr. Lokanath Panda for the period of July 1, 2023 to August 31, 2026 in the following manner:

<b>Salary Components</b>	<b>Before Increase in Remuneration (Rs. Per Month) (Upto 30<sup>th</sup> June, 2023)</b>	<b>After Increase in Remuneration (Rs. Per Month) (w.e.f. 01<sup>st</sup> July, 2023)</b>
Basic	3,25,000	6,66,667
House Rent Allowances	1,62,500	3,33,333
Bonus	1,600	1,600
NPS Fund	32,500	66,666
Special Allowances	20,110	2,65,067
<b>TOTAL</b>	<b>5,41,710</b>	<b>13,33,333</b>
In addition to the above, Annual Variable (Payable on Achieving annual sales target)	1,08,290	1,25,000
<b>TOTAL CTC</b>	<b>6,50,000</b>	<b>14,58,333</b>

It is hereby confirmed that the Company has not committed any default in respect of any of its debts or interest payable thereon in the preceding financial year and the current financial year.

In terms of provisions of Section 196, 197, 198 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ('the Rules') and (including any statutory modification(s)/amendment(s)/re-enactment(s) thereof for the time being in force) the proposed revision in the remuneration of Mr. Lokanath Panda requires approval of members of the Company in

form of Special Resolution. Hence, the members are requested to pass the Special Resolution accordingly.

Except for Mr. Lokanath Panda, none of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in the resolution.

**Pursuant to Secretarial Standards the following statement is given:**

Sr. No.	Particulars	Details
1.	Name	Mr. Lokanath Panda
2.	Age	46 years
3.	Qualification	Electrical Engineer
4.	Work Experience	More than 21 years of Experience
5.	Terms & Conditions of Appointment & Last Remuneration	Whole Time Director of the Company for 5 years from September 1, 2021 to 31 <sup>st</sup> August , 2026  Last Remuneration Drawn: Rs 68,48,081
6.	Remuneration sought to be paid	As mentioned in the notice
7.	Directorship in other companies including Listed Companies	0
8.	Membership of Committees of other Companies including Listed Company (Audit Committee /Nomination Remuneration Committee/Stakeholders Relationship Committee)	Nil
9.	No. of Shares held in the Company	2233
10.	First Appointment by the Board	20/03/2007
11.	Relationship with other Director, Manager & KMP	No Relation
12.	Board Meeting attended (F.Y. 2022-23)	Eleven

Pursuant to Section II of Schedule V of the Companies Act, 2013 the following statement is given:

<b>General Information:</b>		
1	Nature of Industry	Business Correspondent and Business Facilitation Services
2	Date or Expected Date of commencement of commercial production	Not Applicable
3	In case new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4	Financial performance based on given indicators	<b>Performance of F.Y. 22-23:</b> Total Income: Rs. 17,120.25 Lakhs/- Profit After Tax: Rs. 2055.65 Lakhs/-
5	Foreign Investments or Collaborations, if any	Not Applicable
<b>Information about the Appointee:</b>		
1	Background details	Mr. Lokanath Panda has decades of experience in this industry.
2	Past remuneration	The remuneration drawn by Mr. Lokanath Panda during the past one year i.e. 2022-23 is Rs. 68,48,081/-(Rupees Sixty Eight Lakhs Forty Eight Thousand and Eight One)
3	Recognition or awards	-
4	Job profile and his suitability	Mr. Lokanath Panda is associated with the Company from very long time and during his tenure till date he is charged with the various responsibility of enhancing the value of the Company.
5	Remuneration proposed	As mentioned in the resolution/explanatory statement stated above.
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of her origin)	Considering the responsibility shouldered by him of the enhanced business activities of the Company, proposed remuneration is commensurate with Industry Standards and Board level positions held in similar sized and similarity-positioned businesses

7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Besides the remuneration proposed, Mr. Lokanath Panda does not have any pecuniary relationship with the Company.
<b>Other Information:</b>		
1	Reasons of loss or inadequate profits	Not Applicable as the Company is doing profitable business in case of loss/inadequate profits during the Tenure of Directors then the Company will take necessary steps or measures in this regard. However, the same is in line with the Industry Standards for managerial personnel falling under the same.
2	Steps taken or proposed to be taken for improvement	Not Applicable
3	Expected increase in productivity and profits in measurable terms	Not Applicable

**ANNEXURE:**

**Details of Directors seeking appointment / re-appointment at the forthcoming Annual General Meeting [Pursuant to Secretarial Standard - 2 on General Meetings]**

<b>Mr. Dinesh Sharma (DIN: 00956860)</b>	
Age	56 years
Qualification	Graduation from Osmania University, Post-Graduation Diploma in Business Management
Experience	More than 32 years of Experience in the fields of Administration, Operations, Accounting and Management.
Terms & Conditions of Appointment/Re-appointment	As may be approved by members in this AGM
Remuneration last drawn (including sitting fees, if any)	NIL
Date of first appointment on the Board	June 08, 2022
Shareholding in the Company as on March 31, 2023	NIL
Relationship with other Directors/Key Managerial Personnel	Not related to any Directors/Key Managerial Personnel of the Company.
No. of Meetings of the Board attended during the financial year 2022-23	10
Directorships of other Boards as on March 31, 2023	<ul style="list-style-type: none"><li>● STARFIN INDIA PRIVATE LIMITED</li><li>● BLS E-SERVICES LIMITED</li><li>● BLS IT SERVICES PRIVATE LIMITED</li><li>● BLS E-SOLUTIONS PRIVATE LIMITED</li><li>● BLS KENDRAS PRIVATE LIMITED</li><li>● REIRED BLS INTERNATIONAL SERVICES PRIVATE LIMITED</li><li>● BLS POLYMERS LIMITED</li></ul>
Membership/Chairmanship of Committees of other Boards as on March31, 2023	Membership- 5 Committees

<b>Ms. Shivani Mishra (DIN: 07221507)</b>	
Age	33 years
Qualification	Graduation from Delhi University
Experience	More than 13 years of Experience in the fields of Administration, Operations and Accounting
Terms & Conditions of Appointment/Re-appointment	Term of 3 (Three) consecutive years with effect from 08 <sup>th</sup> June, 2022 to 07 <sup>th</sup> June, 2025
Remunerationlast drawn (including sitting fees, if any)	NIL
Date of first appointment on the Board	June 08, 2022
Shareholding in the Company as on March 31, 2023	NIL
Relationship with other Directors/Key Managerial Personnel	Not related to any Directors/Key Managerial Personnel of the Company.
No. of Meetings of the Board attended during the financial year 2022-23	10
Directorships of other Boards as on March 31, 2023	<ul style="list-style-type: none"> <li>• BLS INTERNATIONAL SERVICES LIMITED</li> <li>• STARFIN INDIA PRIVATE LIMITED</li> <li>• BLS E-SERVICES LIMITED</li> <li>• BLS IT SERVICES PRIVATE LIMITED</li> <li>• BLS E-SOLUTIONS PRIVATE LIMITED</li> <li>• BLS KENDRAS PRIVATE LIMITED</li> <li>• BLS International FZE, UAE</li> <li>• BLS International Services Canada Inc</li> </ul>
Membership/Chairmanship of Committees of other Boards as on March31, 2023	Membership - 4 Committees Chairmanship - 6 Committees

<b>Mr. Ram Prakash Bajpai (DIN: 07198693)</b>	
Age	78 years
Qualification	Doctorate Degree from IIT Delhi and D.SC. from Hokkaido University, Japan
Experience	More than 55 years in electronics, microelectronics, material science, nanoelectronics, optoelectronics
Terms & Conditions of Appointment/Re-appointment	As may be approved by members in this AGM
Remuneration last drawn (including sitting fees, if any)	Nil
Date of first appointment on the Board	March 10, 2023
Shareholding in the Company as on March 31, 2023	Nil
Relationship with other Directors/Key Managerial Personnel	Not related to any Directors/Key Managerial Personnel of the Company.
No. of Meetings of the Board attended during the financial year 2022-23	NIL
Directorships of other Boards as on March 31, 2023	<ul style="list-style-type: none"> <li>● BLS INTERNATIONAL SERVICES LIMITED *</li> <li>● BLS E-SERVICES LIMITED</li> </ul>
Membership/Chairmanship of Committees of other Boards as on March 31, 2023	Membership – 2 Committees Chairmanship – 3 Committees

\*Mr. Ram Prakash Bajpai ceased to be the Director due to retirement from BLS International Services Limited w.e.f. June 9, 2023



NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE ON A POLL ONLY, INSTEAD OF HIMSELF AND A PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING AT THE REGISTERED OFFICE OF THE COMPANY.
2. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR MEMBER. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES, ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY AS APPLICABLE. THE PROXY-HOLDER SHALL PROVE HIS/HER IDENTITY AT THE TIME OF ATTENDING THE MEETING.
3. Members/proxies should bring duly attendance slip sent herewith to attend the meeting.
4. Members can avail of the facility of nomination in respect of shares held by them pursuant to the provisions of section 72 of the Companies Act, 2013. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to the Company in duplicate.
5. Members seeking any information on the Accounts are requested to write to the Company, which should reach the Company at least two days before the date of the Annual General Meeting so as to enable the Management to keep the information ready. Replies will be provided only at the Annual General Meeting.
6. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of the businesses under Items No. 3 and 12 of the Notice is Annexed hereto.
7. The Notice of the AGM is being sent by through the permitted mode.
8. All necessary documents for the matters in the notice of the Annual General Meeting shall also be made available at the Annual General Meeting.
9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.

BY THE ORDER OF BOARD OF DIRECTORS  
FOR ZERO MASS PRIVATE LIMITED

SD/-

Mr. Lokanath Panda

DIN: 00784736

Whole Time Director

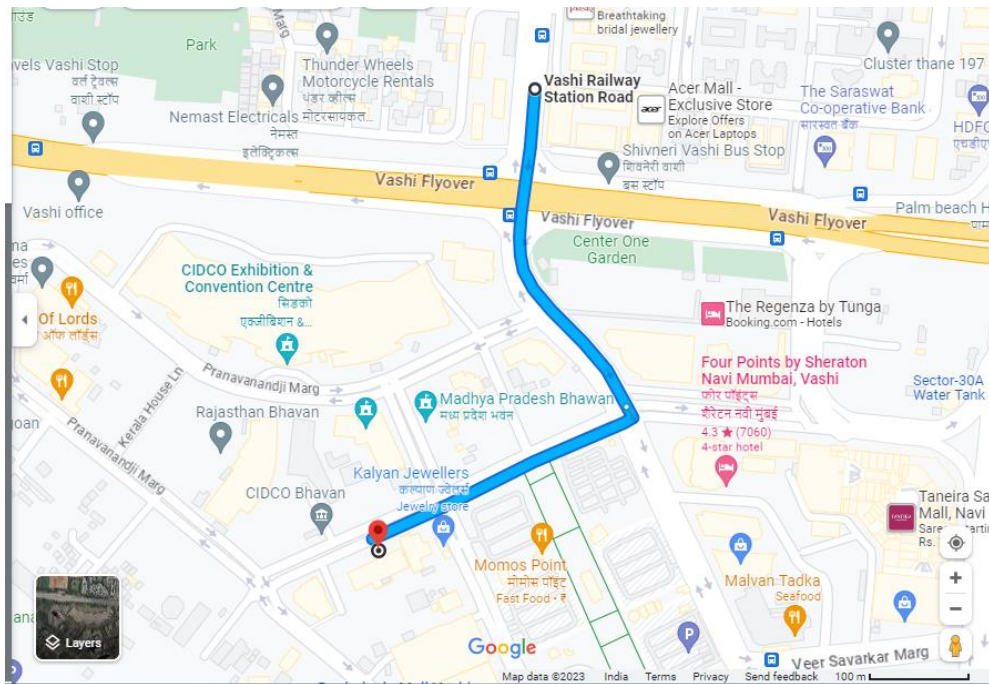
Add: C/o: 201 (4th Level), Platinum Techno Park Plot No. 17 & 18,  
Sector-30A, Vashi, Navi Mumbai – 400703

Date: 26<sup>th</sup> July, 2023

Place: Navi-Mumbai

ROUTE MAP:

Landmark: Opposite to CIDCO Bhavan



**FORM NO MGT-11  
PROXY FORM**

(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the  
Companies (Management and Administration) Rules, 2014

**CIN:** U74999MH2007PTC168756

**Name of the Company:** ZERO MASS PRIVATE LIMITED

**Regd. Office:** 201 (4th Level), Platinum Techno Park Plot No. 17 & 18, Sector-30A, Vashi, Navi Mumbai – 400703, Maharashtra, India.

**Mail ID:** [info@zermass.org](mailto:info@zermass.org)

Name of the Member(s):	
Registered Address:	
E mail Id:	
Folio No / Client ID:	
DP ID:	

I / We, being the member(s) of shares of the above named company, hereby appoint:

Name: ..... Address: ..... or failing him

Name: ..... Address: ..... or failing him

Name: ..... Address: .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Thursday, 17<sup>th</sup> August, 2023 at 12:00 P.M. at the registered office of the Company situated at 201 (4th Level), Platinum Techno Park Plot No. 17 & 18, Sector-30A, Vashi, Navi Mumbai – 400703, Maharashtra, India and at any adjournment thereof in respect of the such resolutions as are indicated below:

Sr. No.	Businesses	For	Against
<b>Ordinary Business</b>			
1.	Adoption of Accounts		
2.	Retire By Rotation		
<b>Special Business</b>			
3	Appointment of Statutory Auditor till the ensuing Annual General Meeting		
4	Appointment of Statutory Auditor for five years:		
5	Appointment of Mr. Dinesh Sharma (DIN: 00956860) as a Director of the Company		
6	Appointment of Ms. Shivani Mishra (DIN: 07221507) as an Independent Director of the Company:		
7	Appointment of Mr. Ram Prakash Bajpai (DIN: 07198693) Independent Director of the Company:		
8	To authorize the Board of Directors of the Company to borrow money in excess of Paid -Share Capital, Free Reserves and Securities Premium of the Company for an amount not exceeding INR 200 Crores under Sec. 180(1)(c) of the Companies Act, 2013:		
9	To authorize the Board of Directors of the Company to create charges on assets of the Company for an amount not exceeding INR 200 Crores under Sec. 180(1)(a) of the Companies Act, 2013:		
10	To approve the limits for the Loans, Guarantee/Security, and Investment by the Company in terms of the provisions Section 186 of the Companies Act, 2013 for an amount not exceeding INR 200 Crores:		
11	To Alter the Object clause of the Memorandum of Association w.r.t. addition of new business activity pertaining to dealing in Shares, Securities, Commodities, currencies and their derivatives, stock broker, sub-broker etc:		
12	To Alter the Articles of Association of the Company w.r.t. removal of the veto power of Mr. Anurag Gupta:		
13	To Approve Change in Remuneration of Mr. Lokanath Panda (DIN: 00784736) Whole Time Director of the Company		

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2023.

Signature of the Shareholder. \_\_\_\_\_

Signature of Proxy holder(s). \_\_\_\_\_

Please affix the  
Revenue  
Stamp of Re. 1

**Note: This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.**

## ANNUAL GENERAL MEETING

Please fill this attendance slip and hand it over at the entrance of the venue of the meeting.

Name	
Address	
No. of Shares held	
DP ID No.	
Client Id No	
Regd. Folio No	

I certify that I am a member/ proxy / authorized representative for the member of the Company.

I hereby record my presence at the Annual General Meeting of the Company to be held on Thursday, 17<sup>th</sup> August, 2023 at 12:00 P.M. at the registered office of the Company situated at 201 (4th Level), Platinum Techno Park Plot No. 17 & 18, Sector-30A, Vashi, Navi Mumbai – 400703, Maharashtra, India

\_\_\_\_\_  
Name of the Member / proxy (in block letters)

\_\_\_\_\_  
Signature of the Member / Proxy

**Note: Please read the instructions printed overleaf carefully before exercising your votes**

**INSTRUCTIONS:**

1. Proxy form shall be deposited with the Company either in person or through post not later than forty-eight hours before the commencement of the Meeting in relation to which they are deposited.
2. A Proxy form which does not state the name of the Proxy shall not be considered valid.
3. Undated Proxy shall not be considered valid.
4. An instrument of Proxy is valid only if it is properly stamped as per the applicable law.
5. Proxy form should be signed by the Shareholders and Proxy Holder. Attendance Slip should be signed by members/proxy holder along with name in block letters.
6. The Proxy-holder shall prove his identity at the time of attending the Meeting.
7. If multiple proxies received for the same Member, the Proxy which is dated last shall be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple Proxies shall be treated as invalid.

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