

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 17<sup>TH</sup> ANNUAL GENERAL MEETING OF MEMBERS OF ZERO MASS PRIVATE LIMITED WILL BE HELD ON MONDAY, 09<sup>TH</sup> SEPTEMBER 2024 AT 03:00 PM. IST AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 201 (4<sup>TH</sup> 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, 2024 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, 2024, 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. Dinesh Sharma (DIN: 00956860), a Director of the Company who retires by rotation and is eligible to offer himself for re-appointment.

SPECIAL BUSINESS:

Item No. 3:

Approval of Stock Options to be granted to Mr. Lokanath Panda (DIN: 00784736) under BLS E-Services Employee Stock Option Scheme – 2024:

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

"RESOLVED THAT pursuant to the provisions of Sections 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 approval by the Board of Directors and subject to requisite approvals, consents, permissions and/or sanctions as may be required, approval of the members of the Company be and is

hereby accorded for the perquisites to be arising from the exercise of Stock options granted by BLS E-Services Limited, the holding Company under “BLS E-Services Employee Stock Option Scheme– 2024 to Mr. Lokanath Panda, Whole-Time Director of the Company in addition to the remuneration payable to him”

**RESOLVED FURTHER THAT** all other terms and conditions of the remuneration as approved by the members of the Company by way of Special Resolution at the Annual General Meeting of the Company held on 17<sup>th</sup> August, 2023 shall remain unchanged.

**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/-

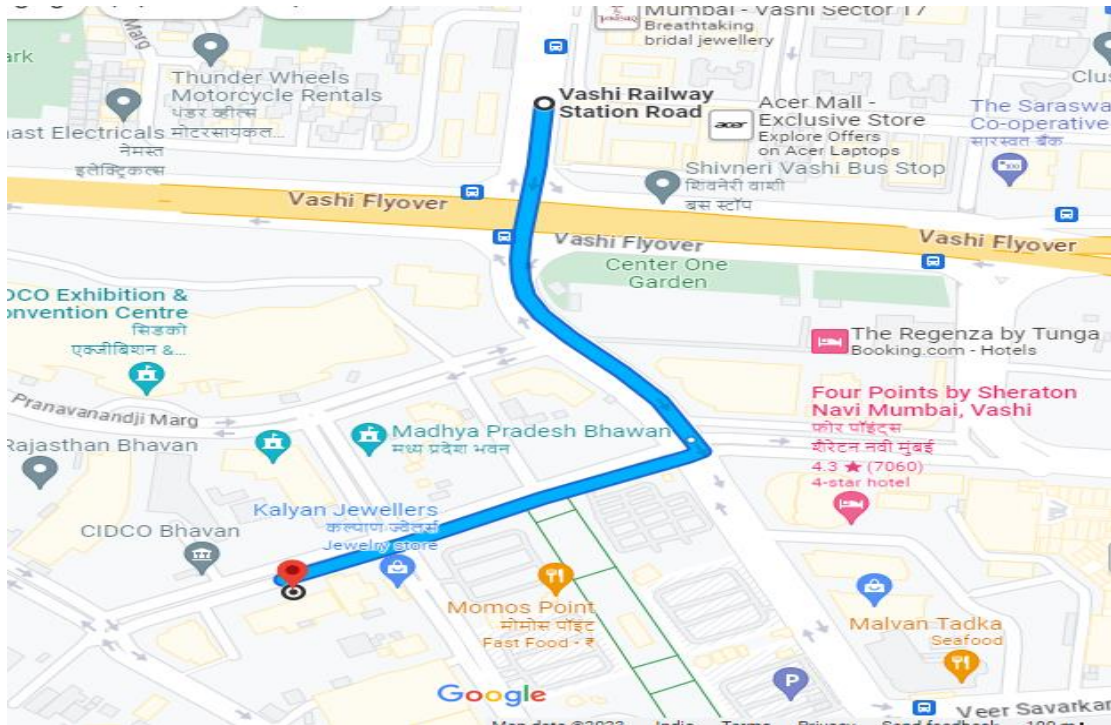
Lokanath Panda  
DIN: 00784736  
Whole Time Director  
Add: C/o: 201 (4th Level), Platinum Techno Park Plot No. 17 & 18,  
Sector-30A, Vashi, Navi Mumbai – 400703.

Date: August 02, 2024  
Place: New Delhi

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 Notice of the AGM is being sent by through the permitted mode.
7. All necessary documents for the matters in the notice of the Annual General Meeting shall also be made available at the Annual General Meeting.
8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.

Landmark: Opposite to CIDCO Bhavan



**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No:3**

The Employee Stock Option is an effective tool to attract, retain, and motivate top talent, while also rewarding exceptional performance. It offers employees the opportunity to share in the company's growth and build long-term wealth. The BLS E-Services Employee Stock Option Scheme - 2024 is designed to retain top talent within the Holding Company and its subsidiaries as well.

In recognition of Mr. Lokanath Panda's long-term commitment and significant contributions to the Company's growth in revenue and profitability, BLS E-Services Limited, the Holding Company, has approved the grant of 55,000 stock options to him as a reward for his excellent service at both the Company and Group level.

These 55,000 stock options will be considered as perquisites, and their exercise will result in an increase in the remuneration payable to Mr. Lokanath Panda in his capacity as a director of the Company. All other terms and conditions of his remuneration, as approved by the members of the Company through a Special Resolution at the Annual General Meeting held on August 17, 2023, will remain unchanged. Currently, there is adequacy of profit for payment of remuneration to Mr. Lokanath Panda and in case of any inadequacy, the company will take necessary actions as required under the Companies Act, 2013.

In accordance with the provisions of Sections 197, 198, and Schedule V, as well as other applicable provisions of the Companies Act, 2013 ("the Act"), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("the Rules"), along with any statutory modifications, amendments, or re-enactments thereof currently in force, the proposed revision in Mr. Lokanath Panda's remuneration due to the grant of stock options by BLS E-Services Limited requires the approval of the Company's members by way of a Special Resolution. Therefore, the members are requested to pass the Special Resolution accordingly.

Except for Mr. Lokanath Panda, none of the Directors or Key Managerial Personnel, nor their relatives, have any financial or other interest in this resolution.

The Board of Directors recommends the resolution set out in Item **Number 3** of this Notice for your approval by way of a Special Resolution.

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

Sr. No.	Particulars	Details
1.	Name	Mr. Lokanath Panda
2.	Age	47 years
3.	Qualification	Electrical Engineer
4.	Work Experience	More than 22 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 1,36,25,000/-
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. 2023-24)	Five

**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	57 years
Qualification	Graduation from Osmania University, Post-Graduation Diploma in Business Management
Experience	More than 33 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, 2024	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 2023-24	05
Directorships of other Boards as on March 31, 2024	<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 March 31, 2024	Membership- 5 Committees



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: U66120MH2007PTC168756

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 17<sup>th</sup> Annual General Meeting of the Company to be held on Monday, 09<sup>th</sup> September 2024 at 03:00 PM IST at the registered office of the Company situated at 201 (4<sup>th</sup> 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:

No.	Businesses	For	Against
<b>Ordinary Business</b>			
1.	Adoption of audited financial statements of the Company for the financial year ended March 31, 2024 together with the reports of the Board of Directors and the Auditor's Report thereon.		
2.	Appointment of Mr. Dinesh Sharmas, director of the Company by way of retirement by rotation		

Special Business			
3.	Approval of Stock Options granted to Mr. Lokanath Panda under BLS E-Services Employee Stock Option Scheme – 2024		

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2024.

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.

ATTENDANCE SLIP

**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 17<sup>th</sup> Annual General Meeting of the Company to be held on Monday, 09<sup>th</sup> September 2024 at 03:00 PM IST at the registered office of the Company situated at 201 (4<sup>th</sup> 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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