

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 18TH ANNUAL GENERAL MEETING OF MEMBERS OF ZERO MASS PRIVATE LIMITED WILL BE HELD ON MONDAY 8TH DAY OF SEPTEMBER, 2025 AT 12:00 NOON AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT OFFICE NO.D-402 & 403, 4TH LEVEL, FLOOR, TOWER2, SEAWOODS GRAND CENTRAL, PLOT NO. R1, SEAWOOD, DARAVE, THANE-400706, MAHARASHTRA, INDIA FOR THE TRANSACTION OF THE FOLLOWING BUSINESS:

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, 2025, 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, 2025, together with the reports of the Board of Directors and the Auditor’s Report thereon as circulated to the Members be and are 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:

Re-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**:

Zero Mass Private Limited (Subsidiary of BLS E-Services Ltd.) CIN: U66120 MH2007PTC168756

📍 Unit No. D-402 & 403, Seawoods Grand Central Condominium Tower -2, Seawoods Darave, Navi Mumbai 400706.

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“RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (‘Act’) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or reenactment(s) thereof for the time being in force) and as approved by Board of Directors of the Company based on the recommendations of the Nomination and Remuneration Committee, Ms. Shivani Mishra (DIN: 07221507), who was appointed as an Independent Director of the Company at the Annual General Meeting held on 17th August 2023 and who held office of the Independent Director up to June 7th, 2025 and who is eligible for being re-appointed as an Independent Director and who meets the criteria of independence as provided in Section 149(6) of the Act along with the rules made thereunder, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 3 (Three) consecutive years with effect from June 08, 2025 to June 07, 2028.

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.”

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

SD/-

Lokanath Panda
DIN: 00784736
Whole Time Director
Add: Office No.D-402 & 403, 4th Level, Floor, Tower2,
Seawoods Grand Central, Plot No R1, Darave, Navi Mumbai,
Thane, Maharashtra, India, 400706.

Date: 16th August 2025
Place: Navi Mumbai

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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.

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Landmark: Near Seawoods Grand Central Mall



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item No.3:**

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto 5 (five) consecutive years on the Board of a Company but shall be eligible for reappointment on passing a special resolution by the Company for another term up to five years. The members of the Company, at the Annual General Meeting held on August 17, 2023, had appointed Ms. Shivani Mishra as an Independent Director for a term of three (3) years commencing from June 08, 2022, which has expired on June 07, 2025.

The Board of Directors had re-appointed Ms. Shivani Mishra as an Independent Director of the Company on June 06, 2025 by passing a circulation resolution for a second term of 3 (Three) consecutive years with effect from June 08, 2025 to June 07, 2028. Members are requested to approve the re-appointment of Ms. Shivani Mishra as an Independent Director for a said period of three years with effect from June 08, 2025.

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 15 years in Accounts. The Board recommends resolution set out at item No. 3 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 re-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, 2025 to June 07, 2028 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 the Companies Act, 2013 and has given her consent to act as Director and had submitted the declaration that she meets the criteria of independence as provided in Section 149(6) of the Act.

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

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shareholding, if any, in the Company.

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

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ANNEXURE

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

Item No. 2

Mr. Lokanath Panda (DIN: 00784736)	
Age	49 years
Qualification	Electrical Engineer
Experience	More than 23 years of Experience
Terms & Conditions of Appointment/Re-appointment	As may be approved by members in this AGM
Details of remuneration sought to be paid	Upto Rs. 14,58,333/- Per Month
Remuneration last drawn (including sitting fees, if any)	Whole Time Director of the Company for 5 years from September 1, 2021 to 31 st August, 2026 Last Remuneration Drawn: Rs. 1,60,00,000/-
Date of first appointment on the Board	20/03/2007
Shareholding in the Company as on March 31, 2025	2233 Shares (2.23%)
Relationship with other Directors/Key Managerial Personnel	No Relation
No. of Meetings of the Board attended during the financial year 2024-25	04
Directorships of other Boards as on March 31, 2025	<ul style="list-style-type: none">• Aadifidelis Solutions Private Limited• Sai Finent Advisory Private Limited
Membership/Chairmanship of Committees of other Boards as on March 31, 2025	NA

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Item No. 3

Ms. Shivani Mishra (DIN: 07221507)	
Age	35 Years
Qualification	Graduation from Delhi University
Experience	More than 15 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 June 08, 2025 to June 07, 2028
Details of remuneration sought to be paid	NIL
Remuneration last drawn (including sitting fees, if any)	Rs.45,000/-
Date of first appointment on the Board	June 08, 2022
Shareholding in the Company as on March 31, 2025	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 2024-25	4
Directorships of other Boards as on March 31, 2025	<ul style="list-style-type: none">• Starfin India Private Limited• BLS Kendras Private Limited• BLS E-Services Limited• BLS International Services Limited• BLS IT Services Private Limited• BLS E-Solutions Private Limited• Bls International FZE, UAE• BLS International Services Canada
Membership/Chairmanship of Committees of other Boards as on March 31, 2025	<ul style="list-style-type: none">• Membership - 5 Committees• Chairmanship - 0 Committees

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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:** Office No.D-402 & 403, 4th Level, Floor, Tower2, Seawoods Grand Central,
Plot No. R1, Seawood, Darave, Thane-400706, Maharashtra, India.**Mail ID:** 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 18th Annual General Meeting of the Company to be held on 8th September, 2025 at 12:00 Noon at the registered office of the Company situated at Office No.D-402 & 403, 4th Level, Floor, Tower 2, Seawoods Grand Central, Plot No. R1, Seawood, Darave, Thane-400706, Maharashtra, India, and at any adjournment thereof in respect of the such resolutions as are indicated below:

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No.	Businesses	For	Against
Ordinary Business			
1.	Adoption of audited financial statements of the Company for the financial year ended March 31, 2025 together with the reports of the Board of Directors and the Auditor's Report thereon.		
2.	Appointment of Mr. Lokanath Panda, director of the Company by way of retirement by rotation.		
Special Business			
3.	Re-appointment of Ms. Shivani Mishra (DIN: 07221507) as an Independent Director of the Company.		

Signed this _____ day of _____, 2025.

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.

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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 18th Annual General Meeting of the Company to be held on 8th September, 2025 at 12:00 Noon at the registered office of the Company situated at Office No.D-402 & 403, 4th Level, Floor, Tower2, Seawoods Grand Central, Plot No R1, Darave, Navi Mumbai, Thane-400706, 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

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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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