NOTICE

NOTICE IS HEREBY GIVEN THAT THE 19TH ANNUAL GENERAL MEETING OF MEMBERS OF ZERO MASS PRIVATE LIMITED WILL BE HELD ON FRIDAY, SEPTEMBER 11, 2026 AT 12:00 P.M. IST 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, 2026, 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, 2026, 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:

Appointment of Mr. Dinesh Sharma, Non-Executive Director (DIN: 00956860), liable to retire by rotation:

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

To appoint a director in place of Mr. Dinesh Sharma, Non-Executive Director (DIN: 00956860), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013

being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

Item No. 3

Re-appointment of Mr. Lokanath Panda (DIN: 00784736) as 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 the applicable provisions of Sections 196, 197, 198, 203, 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, and pursuant to the recommendation of the Nomination and Remuneration Committee and pursuant to the approval of the Board of Directors of the Company and subject to such approvals, permissions and sanctions as may be required, consent of the members be and is hereby accorded to re-appoint, Mr. Lokanath Panda (DIN: 00784736) as a Whole-Time Director of the Company for a further period of three years with effect from September 01, 2026 to August 31, 2029, liable to retire by rotation on the terms and conditions including remuneration, perquisites & other benefits as set out in the Explanatory Statement annexed to the Notice.

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 aforementioned remuneration approved herein be continued to be paid as minimum remuneration to Mr. Lokanath Panda for his entire term subject to such other approvals as may be necessary.

RESOLVED FURTHER THAT notwithstanding anything contained herein, in any financial year, during the tenure of Mr. Lokanath Panda, 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 alter, vary, revise, modify the aforementioned remuneration from time to time 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

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: July 30, 2026
Place: Navi Mumbai

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: Near Seawoods Grand Central Mall



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

Item No.3:

The Members of the Company had appointed **Mr. Lokanath Panda (DIN: 00784736)** as the Whole-time Director of the Company for a term of five (5) years commencing from **September 1, 2021** and his current tenure expires on **August 31, 2026**.

Based on his extensive experience, leadership and deep understanding of the Company's business operations and pursuant to the recommendation of the Nomination and Remuneration Committee, and approval of the Board of Directors of the Company, at its Meeting held on **July 30, 2026**, approved the re-appointment of Mr. Lokanath Panda as the Whole-time Director of the Company for a further term of **three (3) consecutive years**, with effect from **September 1, 2026** to **August 31, 2029**, liable to retire by rotation, subject to the approval of the Members.

The principal terms and conditions of his re-appointment are as follows:

<table>
<tr><th>Particulars</th><th>Details</th></tr>
<tr><td>Name</td><td>Mr. Lokanath Panda</td></tr>
<tr><td>Designation</td><td>Whole-time Director</td></tr>
<tr><td>Tenure</td><td>3 years (September 1, 2026 to August 31, 2029)</td></tr>
<tr><td>Remuneration</td><td>The remuneration payable to Mr. Lokanath Panda shall be as follows:
<table>
<tr><th>Salary Components</th><th>Remuneration (Rs. Per Month)</th></tr>
<tr><td>Basic</td><td>6,66,667</td></tr>
<tr><td>House Rent Allowances</td><td>3,33,333</td></tr>
<tr><td>Bonus</td><td>1,600</td></tr>
<tr><td>NPS Fund</td><td>66,666</td></tr>
</table></td></tr>
</table>

Particulars	Details	
	Special Allowances	2,65,067
	TOTAL	**13,33,333**
	In addition to the above, Annual Variable (Payable on Achieving annual sales target)	1,25,000
	TOTAL CTC	**14,58,333**
Relationship with other Directors	None	

The Company has received notice in writing from a Member under Section 160 of the Act proposing candidature of Mr. Lokanath Panda for the office of Director of the Company. Mr. Lokanath Panda is an Electrical Engineer with over **24 years of professional experience**. During his association with the Company, he has played a significant role in its growth and development through his technical expertise, strategic leadership and extensive industry experience. In view of his continued valuable contribution, the Board considers his re-appointment to be in the best interests of the Company. Mr. Lokanath Panda satisfies the conditions specified in Part I of Schedule V of the Companies Act, 2013.

Mr. Lokanath Panda has furnished his consent to act as a Director and has confirmed that he is not disqualified from being re-appointed as a Director under Section 164 of the Companies Act, 2013.

The brief details of Mr. Lokanath Panda who is being re-appointed as Whole-time Director of the Company as required under Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, is annexed hereto as **"Annexure - A"**.

The Statement as required under Section II, Part II of the Schedule V of the Act, with reference to payment of minimum remuneration at item No. 3 is annexed as **"Annexure – B"**.

Except **Mr. Lokanath Panda** and his relatives, to the extent of their interest, if any, none of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Special Resolution.

The Board of Directors recommends the **Special Resolution** set out at Item No. 03 of the accompanying Notice for approval by the Members.

Annexure - A

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. Dinesh Sharma (DIN: 00956860)	
Age	59 years
Date of Birth	11/01/1967
Qualification	Graduation from Osmania University, Post-Graduation Diploma in Business Management
Experience	More than 35 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
Details of remuneration sought to be paid	NIL
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, 2026	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 2025-26	05 out of 05

Directorships of other Boards as on March 31, 2026	• BLS Polymers Limited • Sai Finent Advisory Private Limited • Starfin India Private Limited • BLS IT Services Private Limited • BLS E-Solutions Private Limited • BLS Kendras Private Limited • Reired BLS International Services Private Limited • Aadifidelis Solutions Private Limited
Membership/Chairmanship of Committees of other Boards as on March 31, 2026	**BLS Polymers Limited** Member – Corporate Administration and Banking Committee
Relationship with other Director, Manager & KMP	Not related to any Directors/Key Managerial Personnel of the Company

Item No. 03:

Mr. Lokanath Panda (DIN: 00784736)	
Age	49 years
Date of Birth	01/01/1977
Qualification	Electrical Engineer
Experience	More than 24 years of Experience
Terms & Conditions of Appointment/ Re-appointment	Whole Time Director of the Company for a term 3 years from September 1, 2026 to August 31, 2029
Details of remuneration sought to be paid	As mentioned in the explanatory statement
Remuneration last drawn (including sitting fees, if any)	Rs 1,59,96,936
Date of first appointment on the Board	20/03/2007
Shareholding in the Company as on March 31, 2026	2,233 equity shares

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 2025-26	05 out of 05
Directorships of other Boards as on March 31, 2026	• Sai Finent Advisory Private Limited • Aadifidelis Solutions Private Limited
Membership/Chairmanship of Committees of other Boards as on March 31, 2026	NIL

Annexure - B

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

General Information:		
1	Nature of Industry	Business Correspondent and Business Facilitation Services
2	Date or Expected Date of commencement of commercial production	The Company was incorporated on March 20, 2007
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	**Performance of F.Y. 25-26:** Total Income: Rs. 21,103.11 Lakhs/- Profit After Tax: Rs. 2,797.03 Lakhs/-
5	Foreign Investments or Collaborations, if any	Not Applicable

Information about the Appointee:		
1	Background details	Mr. Lokanath Panda is the Whole-time Director of the Company, having more than **24 years of professional experience**. He has played a significant role in the Company's growth and development through his technical expertise, strategic leadership and extensive industry experience.
2	Past remuneration	The remuneration drawn by Mr. Lokanath Panda during the previous financial year i.e. 2025-26 is Rs. 1,59,96,936/- (Rupees One Crore Fifty-Nine Lakhs Ninety Six Thousand Nine Hundred Thirty-Six Only)
3	Recognition or awards	Nil
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 responsibilities 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 and his respective shareholding in the Company, Mr. Lokanath Panda does not have any pecuniary relationship with the Company.
Other Information:		
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
4	Disclosures	The requisite disclosures relating to managerial remuneration to the extent applicable, have been made in the Board's Report forming part of the Annual Report.

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: ……..... or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 19th Annual General Meeting of the Company to be held on September 11, 2026 at 12:00 P.M. IST 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:

No.	Businesses	For	Against
	Ordinary Business		
1.	Adoption of audited financial statements of the Company for the financial year ended March 31, 2026 together with the reports of the Board of Directors and the Auditor's Report thereon.		
2.	To appoint a director in place of Mr. Dinesh Sharma, Non-Executive Director (DIN: 00956860), a Director of the Company who retires by rotation and is eligible to offer himself for re-appointment.		
3.	**Special Business** Re-appointment of Mr. Lokanath Panda (DIN: 00784736) as Whole-time Director of the Company for a term of three years.		

Signed this _____ day of _____, 2026.

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 19th Annual General Meeting of the Company to be held on September 11, 2026 at 12:00 P.M. IST 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, 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

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.

****