



Date: 30.03.2023

To
The Secretary
Metropolitan Stock Exchange of India Limited
Vibgyor Towers, 4th Floor, Plot No C-62,
Opp. Trident Hotel, Bandra Kurla Complex,
Bandra (E), Mumbai – 400098

Dear Sir,

Symbol: ZRINFRA

Sub: Annual Secretarial Compliance report for the year ended March 31st, 2023 as per Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

* * *

Pursuant to Regulation 24A of the Listing Regulations read with SEBI Circular No. CIR/CFD/CMD1//27/2019 dated February 8, 2019, please find enclosed the annual secretarial compliance report for the year ended March 31, 2023.

This is for your information and records.

Thanks and Regards

Yours Faithfully,
For ZR INFRA LIMITED

A handwritten signature in blue ink, appearing to read 'Zulfi Abdullah Ravdjee'.

(Zulfi Abdullah Ravdjee)
Managing Director
DIN: 01572417



ZR Infra Limited

Corporate Office : Office No.11, 2nd Floor, Alcazar Plaza & Towers, 6-3-249/6, Road No.1, Banjara Hills, Hyderabad - 500034, Telangana, India.
Phone : +91 40 66362323 Fax : +91 40 23310648 E-mail: info@zrinfra.com Website : www.zrinfra.com

Corporate Identity Number (CIN) : L72200AP1997PLC027375



**SECRETARIAL COMPLIANCE REPORT OF ZR INFRA LIMITED
FOR THE YEAR ENDED 31ST MARCH, 2023**

To
The Board of Directors,
ZR Infra Limited,
CIN: L72200TG1997PLC027375
Office# 11, 2nd floor, Alcazar Plaza & Towers,
Rd No. 1, Banjara Hills, Hyderabad -500 034.

I have been engaged by ZR Infra Limited (hereinafter referred to as ‘the Company’) bearing CIN: L72200TG1997PLC027375 whose equity shares are listed on Metropolitan Stock Exchange of India Limited (MSE) (Symbol: ZRINFRA), to issue the Annual Secretarial Compliance Report in terms of Regulation 24 A of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 as amended, read with SEBI’s Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and Circulars/Guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

My responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and Circulars/Guidelines issued there under from time to time and issue a report thereon. This report is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

My Certification was conducted in accordance with the Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose.

Annual Secretarial Compliance Report is enclosed.

**Place: Hyderabad
Date: 30.05.2023**

Signature : ARJUN UPADHYAY
Name of Practicing Company Secretary : Arjun Upadhyay
Membership No : ACS 50879
Certificate of Practice No : 24701
UDIN : A050879E000428773
PR No : 2861/2022

Digitally signed by
ARJUN UPADHYAY
Date: 2023.05.30
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SECRETARIAL COMPLIANCE REPORT OF ZR INFRA LIMITED
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023.

To
The Board of Directors,
ZR Infra Limited,
CIN: L72200TG1997PLC027375
Office# 11, 2nd floor, Alcazar Plaza & Towers,
Rd No. 1, Banjara Hills, Hyderabad -500 034.

I Arjun Upadhyay, Company Secretary in Practice have examined:

- (a) all the documents and records made available to us and explanation provided by **ZR INFRA LIMITED** (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31st March, 2023 (“Review Period”) in respect of compliance with the provisions of
 - (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued there under; and
 - (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not Applicable**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not Applicable**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not Applicable**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) (other regulations as applicable) and circulars/ guidelines issued there under;

I hereby report that, during the Review Period the compliance status of the listed entity is appended as



below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	--
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none">● All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities● All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI	Yes	--
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none">● The Listed entity is maintaining a functional website● Timely dissemination of the documents/ information under a separate section on the website● Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website	Yes Yes Yes	-- -- --
4.	Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	--
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: <ul style="list-style-type: none">(a) Identification of material subsidiary companies(b) Disclosure requirement of material as well as other subsidiaries	NA	The Company has no Subsidiary Company.



6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	--
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	--
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Yes Yes	-- --
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	--
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	As per comment given below
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued there under except as provided under separate paragraph herein (**).	Yes, MSE has taken action by levying the penalty for delay in filing the Investor Grievance for the quarter ended 31.12.2022	The Company has delayed in filing the Investor Grievance for the quarter ended 31.12.2022 and the MSE has levied the fine for the delay.



12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	--
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Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	NA	During the period under review there was no resignation of Auditor. Accordingly given points are not applicable
	ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or	NA	
	iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA	
2.	Other conditions relating to resignation of statutory auditor		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee: a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings. b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information /	NA	During the period under review there was no resignation of Auditor. Accordingly given points are not applicable



	<p>explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	NA	During the period under review there was no resignation of Auditor. Accordingly given points are not applicable
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18 th October, 2019.	NA	During the period under review there was no resignation of Auditor. Accordingly given points are not applicable

*Observations /Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
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1.	Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	The company is maintaining the unpublished price sensitive information and name of person with whom the information is shared in excel sheets.	No action is taken	No action is taken	The Company is yet to subscribe the structured digital database software and maintaining the unpublished price sensitive information.	No action is taken	The Company is yet to subscribe the structured digital database software and maintaining the unpublished price sensitive information to ensure proper compliance of the Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	The Company is in the process of subscribing to the SDD software.	--
2.	Publication of financial results, as specified in regulation 33 of SEBI (LODR) Regulations, 2015 in English language national daily newspaper and one daily regional language newspaper	Regulation 47 (1) (b) of the SEBI (LODR) Regulations, 2015	Company is publishing the financial results on yearly basis	--	--	Company is publishing the financial results on yearly basis	--	Company is publishing the financial results on yearly basis	As there are no operation in the company and the shares of the company is not frequently traded at the stock exchange. Hence the Company is publishing the	--



Arjun Upadhyay & Associates Company secretaries

	Place where registered office of the company is situated.								financial results for year wise. However company will ensure to comply with Reg.47 (1) (b) of SEBI LODR Reg, 2015	
3.	The listed entity shall file with the recognised stock exchange(s) on a quarterly basis, within twenty one days from the end of each quarter, a statement giving the number of investor complaints pending at the beginning of the quarter, those received during the quarter, disposed of during	Regulation 13 (3) of the SEBI (LODR) Regulations, 2015	The Company has delayed in filing the Investor Grievance for the quarter ended 31.12.2022	Metropolitan Stock Exchange (MSE)	Fine of Rs. 25,960 was levied by MSE and the fine is paid by the Company	The Company has delayed in filing the Investor Grievance for the quarter ended 31.12.2022	Fine amount of Rs. 25,960 (Inclusive of GST)	The Company has delayed in filing the Investor Grievance for the quarter ended 31.12.2022	Due to technical issue, there was delay in submission of Investor Grievance for the quarter ended 31.12.2022. however the Company will ensure timely compliance of the same.	--



Arjun Upadhyay & Associates Company secretaries

the quarter and those remaining unresolved at the end of the quarter.										
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- (b) The listed entity has taken the following actions to comply with the observations made in previous reports:
Not Applicable

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
						Advisory/Clarification/ Fine/Show Cause Notice/ Warning, etc.				

Place: Hyderabad
Date: 30.05.2023

Signature :
Name of the Practicing Company Secretary : Arjun Upadhyay
Membership No : ACS 50879
Certificate of Practice No : 24701
UDIN : A050879E000428773
PR No : 2861/2022

ARJUN
UPADHYAY

Digitally signed by
ARJUN UPADHYAY
Date: 2023.05.30
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