

Chava & Associates

Company Secretaries

chavaandassociates@gmail.com

SECRETARIAL COMPLIANCE REPORT OF ZR INFRA LIMITED

CIN: L72200TG1997PLC027375

For the Financial Year Ended 31st March 2026

[As per regulation 24(A) of SEBI (LODR) Regulations, 2015 as amended from time to time]

To,
The Board of Directors,
ZR Infra Limited,
Office No. 11, 6-3-249/6, 2nd Floor,
Alcazar Plaza & Towers, Road No. 1,
Banjara Hills, Hyderabad, Telangana, India, 500034.

I, Chava Sai Krishna, Proprietor of Chava and Associates, Company Secretaries in Practice,
have examined:

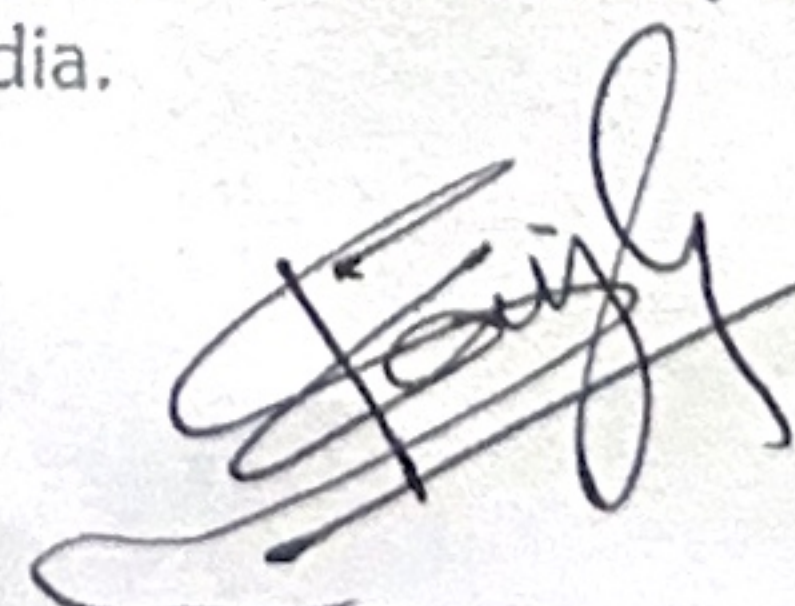
- (a) all the documents and records made available to us and explanation provided by M/s.
ZR Infra Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make
this report, for the year ended 31st March 2026 ("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 thereunder; and
 - b. the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and
the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange
Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued
thereunder, 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 as there were no case of
further issue of capital)**
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and
Takeovers) Regulations, 2011;

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- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - (Not Applicable as there was no case of buy back during the period under review)
- e) Securities and Exchange Board of India (Share Based Employee Benefits and sweat equity) Regulations, 2021; (Not Applicable as there was no such cases during the period under review)
- f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not Applicable as there was no Non-convertible and Redeemable Preference shares listed on the stock exchange)
- g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- h) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client;
- i) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/ guidelines issued thereunder;

and based on the above examination along with the confirmation received from the management of the company, I hereby report that, during the Review period:

- (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
1.	SEBI PIT Regulations, 2015	Regulation 3(5)	Non Compliance	NA	NA	Certain procedural gaps/delays were observed in maintenance/updation of Structured Digital Database during the review period	NIL	Based on the information and explanations provided by the Management, certain procedural gaps/delay	The Management submitted that the procedural gaps occurred due to transitional circumstances in the compliance function of the Company. Necessary corrective measures and strengthened internal compliance mechanisms have since been implemented to ensure timely updation and monitoring of the Structured Digital Database.	

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								s were observed in maintenance/updation of Structured Digital Database during the review period.	
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(b) The Listed entity has taken the following actions to comply with the observations made in previous reports:

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
Nil										

(c) I hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (YES/NO/NA)	Observations/ Remarks by PCS
1.	<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	YES	
2.	<u>Adoption and timely updation of the Policies:</u> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities	YES YES	

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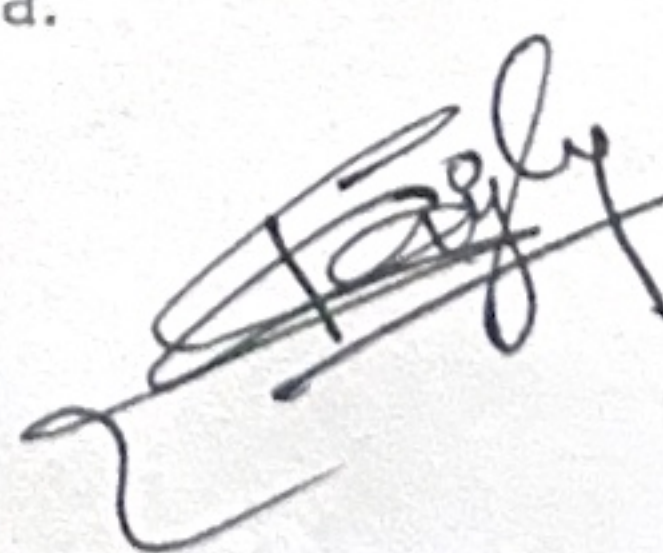
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	All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/ circulars/ guidelines issued by SEBI		
3.	<u>Maintenance and disclosures on Website:</u> - The Listed entity is maintaining a functional 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.	<u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	YES	
5.	<u>To examine details related to Subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	NA NA	There are no subsidiaries to the company.
6.	<u>Preservation of Documents:</u> 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.	<u>Performance Evaluation:</u> The listed entity has conducted performance	YES	

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	evaluation of the Board, Independent Directors and the Committees at the start of every financial/during year as prescribed in SEBI Regulations.		
8.	<u>Related Party Transactions:</u> a. The listed entity has obtained prior approval of Audit Committee for all Related party transactions b. In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee.	N.A N. A.	There are no Material RPTs transacted in the company during the period under review.
9.	<u>Disclosure of events or information:</u> 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 there under.	YES	
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	YES	
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No actions 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 thereunder (or) The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	Yes	No actions were taken by SEBI or Stock Exchange.
12.	<u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u> In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph	NO	The existing statutory auditor resigned on 13.11.2025, and new auditors were appointed on 31.12.2025 by the board. The appointment was not done within 30 days of the

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	6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.		resignation of the previous auditor.
13.	<u>Additional non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Yes	No non-compliances other than mentioned above has been observed during the Review Period in respect of all SEBI Regulations, circulars, guidance notes etc.

We further, report that the listed entity is in compliance/ not in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations: N.A.

Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and 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.
5. The audit was conducted in accordance with the Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India (ICSI), involving such examinations and verifications as deemed necessary and adequate for the purpose.

Date: 28.05.2026
Place: Hyderabad

Chava Sai Krishna
Proprietor
M/s. Chava and Associates
Company Secretaries in Practice
FCS No.: 13258
C.P. No.: 18854
Peer Review Certificate No: 3850/2023
UDIN: F013258H000522261

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