



**03<sup>rd</sup> March 2026**

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

**Symbol - ZRINFRA**

**Dear Sir/Madam,**

**Subject: Notice of 1<sup>st</sup> Extra-ordinary General Meeting FY 2025-26 and E-Voting information of the company**

This is to inform you that 1<sup>st</sup> Extra-ordinary General Meeting (“EGM”) of the FY 2025-26 of the Members of the Company will be held on **Monday, March 30, 2026 at 03.00 P.M.** at the Registered Office of the Company situated at the Office No 11, 2nd Floor, Alcazar Plaza & Towers, 6-3-249/6, Road No.1, Banjara Hills, Hyderabad- 500 034, India to transact the businesses as listed in the Notice of EGM. Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of EGM which has been sent to the Members today, through electronic mode, holding equity shares of the Company as on **February 27, 2026** and whose email IDs are registered with the Aarthi Consultants Pvt Ltd (“Registrar and Transfer Agents” of the Company) or the Depositories.

The Notice of EGM is also made available on the website of the Company and can be accessed at <http://zrinfra.com/> Pursuant to Section 108 of the Companies Act, 2013, read with rule 20 of the Companies (Management and Administration) Rules 2014, and Regulation 44 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, the Company shall be

**ZR Infra Limited**



providing facility to its shareholders to exercise their right to vote on all business proposed at the EGM by electronic means, by using remote e-voting facility and the voting facility at EGM.

The remote e-voting period shall start from **Friday, March 27, 2026 at 10:00 A.M.** to **Sunday, March 29, 2026 till 05:00 P.M.** During this period, Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date i.e. March 20, 2026** may cast their vote electronically.

This is for your information and records.

Thanking you,

Yours Truly,

For **ZR INFRA LIMITED**

**Puja Agarwal**  
**Company Secretary & Compliance Officer**  
**Mem No.A64591**

**Enc: a/a**

**ZR Infra Limited**



## **NOTICE**

**NOTICE CONVENING AN EXTRA-ORDINARY GENERAL MEETING IS HEREBY GIVEN THAT 01/2025-26 EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF ZR INFRA LIMITED WILL BE HELD ON MONDAY, 30<sup>TH</sup> MARCH, 2026 AT 03:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT THE OFFICE NO 11, 2<sup>ND</sup> FLOOR, ALCAZAR PLAZA & TOWERS, 6-3-249/6, ROAD NO.1, BANJARA HILLS, HYDERABAD- 500 034, INDIA TO TRANSACT THE FOLLOWING BUSINESS:**

### **SPECIAL BUSINESS:**

#### **1. APPROVAL FOR APPOINTMENT OF MRS. SHAIK SATTAR BEE (DIN:11570296) AS NON-EXECUTIVE INDEPENDENT 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 provisions of Sections 149, 150, 152, 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 16, 17 and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR" / "Listing Regulations") (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee, Mrs. Shaik Sattar Bee (DIN:11570296), who was appointed as an Additional Non Executive Independent Director of the Company by the Board of Directors w.e.f. 02<sup>nd</sup> March 2026 pursuant to Section 161 of the Act and who is eligible for appointment and who has consented to act as an Independent Director of the Company and also has submitted the declaration that she meets the criteria for Independence as provided under the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of the Independent Director of the Company be and is hereby appointed as a Non-Executive Independent Director of the company, not liable to retire by rotation and to hold office for the period of Five (5) consecutive years with effect from 02<sup>nd</sup> March 2026.

**RESOLVED FURTHER THAT** any of the Board of Director(s) of the Company (including any Committee duly constituted by the Board) be and are hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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Phone :+91 4066362323Fax: +91 4023310648E-mail:info@zrinfra.comWebsite: www.zrinfra.com

Corporate Identity Number (CIN): L72200A.PI997PLC027375



**2. TO APPOINT M/S. P. MURALI & Co., CHARTERED ACCOUNTANTS (FRN: 007257S) AS A STATUTORY AUDITOR TO FILL CASUAL VACANCY CAUSED BY RESIGNATION OF PREVIOUS AUDITOR FOR F.Y. 2025-26:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 139, 141 & 142 and other applicable provisions, if any, of the Companies Act, 2013 read along with the Companies (Audit and Auditors) Rules, 2014, SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time, and other applicable rules, if any, including any statutory modification(s) or reenactment(s) thereof, and on the recommendations of the Audit Committee and the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded for appointment of M/s. P. MURALI & Co., Chartered Accountants (FRN: 007257S) who have confirmed their eligibility to be appointed as Statutory Auditors of the Company in terms of Section 141 of the Act and applicable rules, be and is hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s S.N Murthy & Co., Chartered Accountants (FRN 02217S) for Financial Year 2025-26 and who shall hold office till the conclusion of the ensuing Annual General Meeting of the Company to be held in the year 2026 at such remuneration and out of pocket expenses as may be fixed by the Board of Directors of the Company in consultation with them.”

**RESOLVED FURTHER THAT** any of the Director(s) of the Company be and are hereby severally authorised to do all acts, deeds, matters and things as considered necessary and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolutions.”

**For and on behalf of the Board  
For ZR Infra Limited**

**Date: 03rd March 2026  
Place: Hyderabad**

**Sd/-  
Puja Agarwal  
Company Secretary & Compliance Officer  
Mem No.A64591**

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**NOTES:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
2. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
3. Members holding shares in physical form, in their own interest, are requested to dematerialize their shares to avail the benefits of electronic holding/ trading.
4. Electronic copy of the Notice of the Extra Ordinary General Meeting of the Company 'inter alia' indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes, unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the above documents are being sent in the permitted mode.
5. Members holding shares in physical form are requested to notify/send any change in their address to the company's share transfer Agents, or to the company at its registered office and transfer of shares, and request for demat of shares to our Registrar and Share Transfer Agents.
6. The trading in the Company's equity shares on the Stock Exchanges is permitted only in dematerialized form for all classes of investors. In view of the numerous advantages offered by the depository system, members are requested to avail of the facility of dematerialisation of the Company's equity shares held by them.
7. Members are requested to bring duly filled-in Attendance Slip for attending the meeting. The Corporate Members are requested to attach the certified true extract of the Board Resolution duly authorizing their representative to attend this Extraordinary General Meeting along with the attendance slip.
8. The Register of Directors and Key managerial Personnel and their shareholding, maintained under section 170 of the Companies Act, 2013 will be available for inspection by the members at the Extra-Ordinary General Meeting of the Company.

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9. Members holding shares in dematerialized form are requested to intimate all changes pertaining to nominations, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Aarthi Consultants Private Limited to provide efficient and better services. Members holding shares in physical form are requested to inform Aarthi Consultants Private Limited of such changes.
10. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Aarthi Consultants Private Limited, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be returned to such Members after making the requisite changes thereon.
11. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
12. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
13. The Companies Act, 2013, has also recognised serving of documents to any member through electronic mode. As per Central Depository Securities Limited, email addresses made available by the Depository for your respective DPs accounts as part of the beneficiary position downloaded from the Depositories from time to time will be deemed to be your registered email address for serving notices/documents including those covered under Section 101 and 136 of the Companies Act, 2013 read with Section 20 of the Companies Act, 2013 and the applicable rules.
14. Shareholders are requested to furnish their e-mail IDs to enable the Company to forward all the requisite information in electronic mode and support the green initiative. In case of the Shareholders holding shares in demat form, the email IDs of the shareholders registered with DP and made available to the Company shall be the registered email IDs unless communication is received to the contrary.
15. The Securities Exchange Board of India has notified that the shareholder/transferee of shares (including joint holders) holding shares in physical form are required to furnish a certified copy of their PAN card to the Company's RTA while transacting in the securities market including transfer, transmission or any other Corporate Action. Accordingly, all the shareholders/transferee of shares (including joint holders) are requested to furnish a certified copy of their PAN card to the Company's RTA while transacting in the securities market including transfer, transmission or any other corporate action.
16. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its

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Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a member using the remote e-Voting system as well as e-voting on the date of the EGM, will be provided by CDSL.

17. The members whose names appear on the Register of Members/ list of beneficial owners as on 20<sup>th</sup> March 2026 are eligible to participate in e-voting on the resolutions outlined in this notice.
18. The member(s) who have cast their vote by remote e-voting may also attend the meeting, but shall not be entitled to cast their vote again. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.
19. The Company has appointed Mr. Chava Sai Krishna, Practising Company Secretary (COP:18854) to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.
20. Please note that, any queries pertaining to accounting-related aspects may be posted/handed over to the Secretarial Department at the Registered Office of the Company at least 48 hours before the Extraordinary General Meeting, so that the same could be clarified to the shareholders at the Extraordinary General Meeting.
21. The route map for the venue of the EGM, is enclosed with this notice.
22. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at [www.zrinfra.com](http://www.zrinfra.com). The Notice can also be accessed from the websites of the Stock Exchange i.e. MSE [www.msei.in](http://www.msei.in) and the EGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. <https://www.evotingindia.com/>.
23. The results of voting will be declared within two working days from the conclusion of the EGM. The declared Results, along with the Scrutinizer's Report, will be available forthwith on the Company's website at [www.zrinfra.com](http://www.zrinfra.com)

**24. The Instructions for shareholders for e-voting are as under.**

- (i) The voting period begins on Friday, 27<sup>th</sup> March 2026 at 10.00 A.M. and ends on Sunday, 29<sup>th</sup> March 2026 at 5.00 P.M. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 20<sup>th</sup> March 2026, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide a remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

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Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b></p>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by the company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting their vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol>

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	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>4) For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on <b>company name or e-Voting service provider name</b> and you will be re-directed to <b>e-Voting service provider website</b> for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve their User ID/ Password are advised to use Forget User ID and Forget Password option available at the above-mentioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

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<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

**Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

**(v) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded

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Bank Details <b>OR</b> Date of Birth (DOB)	in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li></ul>
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- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the company <ZR INFRA LIMITED> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

## ZR Infra Limited

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Phone :+91 4066362323Fax: +91 4023310648E-mail:info@zrinfra.comWebsite: www.zrinfra.com

Corporate Identity Number (CIN): L72200A.PI997PLC027375



- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cszrinfra@gmail.com](mailto:cszrinfra@gmail.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual

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meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 21 09911

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## **Explanatory Statement**

[Pursuant to Section 102 of the Companies Act, 2013]

### **Item No. 1 :**

#### **APPROVAL FOR APPOINTMENT MRS. SHAIK SATTAR BEE (DIN: 11570296) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:**

Mrs. Shaik Sattar Bee (DIN:11570296) on the recommendation of the Nomination and Remuneration Committee was appointed as an Additional Non-Executive Independent Director with effect from 02<sup>nd</sup> March, 2026, by the Board of Directors, in accordance with the Articles of Association and Section 161 of the Companies Act, 2013 ("The Act"). As per Section 161 of the Act, Mrs. Shaik Sattar Bee holds office up to the date of the ensuing Extraordinary General Meeting (EGM).

During this period, Mrs. Shaik Sattar Bee shall not be liable to retire by rotation as per the provisions of the Companies Act, 2013. As required under Regulation 36(3) of the Listing Regulations and Clause 1.2.5 of Secretarial Standard-2, other requisite information is annexed hereto and forms a part of this Notice.

As per Section 149 of the Companies Act, 2013, an Independent Director can hold office for a term up to 5 (five) consecutive years on the Board of a company and she shall not be included in the total number of Directors for retirement by rotation. Further, in terms of Regulation 25 (2A) of SEBI (LODR) Regulations, 2015, the appointment of an Independent Director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution.

Section 149 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 inter-alia stipulates the criteria of independence. The Company has received a declaration from Mrs. Shaik Sattar Bee that she meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mrs. Shaik Sattar Bee fulfils the conditions for her appointment as an Independent Director as specified in the Act and as stipulated in the SEBI (LODR) Regulations, 2015 and other laws for the time being in force, to the extent applicable to the Company.

None of the Directors and Key Managerial Persons of the Company and their relatives, except Mrs. Shaik Sattar Bee being the appointee, are in any way concerned or interested in this resolution.

### **Item No.2**

#### **TO APPOINT M/S. P. MURALI & Co., CHARTERED ACCOUNTANTS (FRN: 007257S) AS A STATUTORY AUDITOR TO FILL CASUAL VACANCY CAUSED BY RESIGNATION OF PREVIOUS AUDITOR FOR F.Y. 2025-26**

The Members of the Company at its Annual General Meeting held on September 28<sup>th</sup>, 2023 had appointed M/s.SN Murthy & Co, Chartered Accountants (FRN: 02217S) as the Statutory Auditors of

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the Company to hold office for the consecutive five years from the conclusion of Annual General Meeting held in the year 2023 till the conclusion of Annual General Meeting of the Company to be held in the year 2028. However, M/s. S N.Murthy & Co, Chartered Accountants, vide their resignation letter dated 13<sup>th</sup> November 2025, have resigned from the position of Statutory Auditor of the Company, resulting into a casual vacancy in the office of Statutory Auditor of the Company as envisaged by Section 139(8) of the Companies Act, 2013. As per the provisions of Section 139(8)(i) of the Companies Act 2013, any casual vacancy caused in the office of Statutory Auditor shall be filled by the Board of Directors and shall also be approved by the members of the Company within three months of the recommendation of the Board and shall hold the office till the conclusion of the next annual general meeting.

Your Board approached M/s P. Murali & Co, Chartered Accountants (FRN 007257S) to act as Statutory Auditor of the Company and received their affirmation. Therefore, Board of Directors in their meeting held on 31<sup>st</sup> December 2025, on the recommendation of Audit Committee has recommended the appointment M/s P. Murali & Co, Chartered Accountants (FRN 007257S) as a Statutory Auditor to fill the casual vacancy caused by the resignation of M/s S.N Murthy & Co., Chartered Accountants (FRN 02217S) and to hold office as the Statutory Auditor of the Company till the ensuing Annual General Meeting of the Company to be held in the year 2026 subject to the approval by the members, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

Considering the continuity requirement of the Audit process and finalisation of financials for the financial year 2025-26, and on the recommendations of the Audit Committee and the Board of Directors of the Company, approval of the members of the Company is requested for the appointment of f M/s. P. Murali & Co, Chartered Accountants (FRN: 007257S), who have confirmed their eligibility to be appointed as Statutory Auditors of the Company in terms of Section 141 of the Act and applicable rules.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution. The Board accordingly recommends the Ordinary Resolution set out at Item No. 2 of the accompanying Notice for approval of the Members.

**For and on behalf of the Board  
For ZR Infra Limited**

**Date: 03<sup>rd</sup> March 2026  
Place: Hyderabad**

**Sd/-  
Puja Agarwal  
Company Secretary & Compliance Officer  
Mem No.A64591**

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**Annexure to the Notice**

**Details of Director Seeking Appointment/Re-Appointment as Required Under Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Applicable Secretarial Standards:**

<b>Name of the Director</b>	Mrs. Shaik Sattar Bee
<b>DIN</b>	11570296
<b>Reasons for Change viz, Appointment, <del>resignation, reappointment, removal, death or other wise</del></b>	Appointment of Independent Director
<b>Date of Birth &amp; Age</b>	15.12.1980, 45 Years
<b>Nationality</b>	Indian
<b>Date of appointment</b>	02.03.2026
<b>Brief profile</b>	Mrs. Shaik Sattar Bee is familiar with the business operations and management processes. Her involvement is expected to contribute positively to the development of the Company.
<b>Number of Meetings of the Board attended during the year (FY 2025-26)</b>	NA
<b>Disclosure of relationships between directors (in case of the appointment of a Director)</b>	Nil
<b>List of other Public Companies in which Directorships held as on date.</b>	Nil
<b>Listed entities from which the person has resigned in the past 3 years</b>	NA
<b>Chairman/Member of the Committees of other Companies in which she is a Director as on date.</b>	Nil
<b>Shareholding in the Company</b>	Nil
<b>Relationship with other directors, manager and other Key Managerial Personnel of the Company</b>	Not related to any Director or Key Managerial Personnel of the Company
<b>Terms and Conditions of appointment/reappointment</b>	As per the Nomination & Remuneration & Board Policy of the Company
<b>Details of remuneration last drawn</b>	NA

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### Brief Profile of Statutory Auditor

S No.	Details of events that need to be provided	Information on such event(s)
1	Reason for appointment, <del>change</del> viz. <del>resignation, removal, death or otherwise</del>	Considering the necessity of having a statutory auditor in place in compliance with the Companies Act, 2013, and for audit continuity, the Board has decided to recommend the appointment of M/s. P. Murali & Co, a Chartered Accountants firm with (FRN: 007257S) as a Statutory Auditor of the Company, to fill the casual vacancy caused due to the resignation of M/s. S N Murthy & Co, Chartered Accountants (FRN No. 02217S), subject to the approval of members at the forthcoming Extraordinary General Meeting (EGM).
2	Date of appointment/ <del>cessation</del> (as applicable)	31 <sup>st</sup> December, 2025. They hold office till the conclusion of the next Annual General Meeting of the Company, subject to the approval of the shareholders of the Company.
3	Brief Profile (in case of appointment)	P. Murali & Co., the firm of Chartered Accountants was Started by Mr. P. Murali Mohana Rao based at Hyderabad (India). The Firm has been expanding and opened its Branch at Bangalore. P. Murali & Co. is a member of the Public Company Accounting Oversight Board (PCOAB) of the United States of America (USA), which is a private sector, non-profit corporation created by the Sarbanes-Oxley Act, 2002 to oversee THE AUDITS OF PUBLIC Companies in order to protect investors and to promote the investor protection. Their team comprises of competent people with extensive knowledge and experience. Their professionalism and expertise help us to service our clients to their satisfaction. They have experience in handling matters related to Taxation, Financial Planning & Structuring, Project Financing, RBI & SEBI Matters, etc.
4	Disclosure of relationships between directors (in case of appointment of a director)	Nil

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**Proxy Form**  
**Form No. MGT-11**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L72200TG1997PLC027375

Name of the Company: ZR INFRA LIMITED

Registered Office: Office No. 11, 6-3-249/6, 2nd Floor, Alcazar Plaza & Towers, Road No. 1, Banjara Hills, Hyderabad, Telangana, India, 500034.

Name of the Member(s): _____
Registered Address: _____
E-Mail Id: _____
Folio No./DP ID – Client ID No.: _____

I/We, being the member(s) of \_\_\_\_\_ shares of the above-named Company, hereby appoint:

1) Name: \_\_\_\_\_ Address: \_\_\_\_\_  
Email Id: \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him/her;

2) Name: \_\_\_\_\_ Address: \_\_\_\_\_  
Email Id: \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him/her;

3) Name: \_\_\_\_\_ Address: \_\_\_\_\_  
Email Id: \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him/her;

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company, to be held on Monday, the 30th day of March, 2026 at 03:00 P.M. at No. 11, 6-3-249/6, 2<sup>nd</sup> Floor, Alcazar Plaza & Towers, Road No. 1, Banjara Hills, Hyderabad, Telangana - 500034 and at any adjournment thereof in respect of such resolutions as are indicated below:

S no.	Description of Resolution	For	Against
1	APPROVAL FOR APPOINTMENT MRS. SHAIK SATTAR BEE (DIN: 11570296) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY		
2	TO APPOINT M/S. P. MURALI & Co., CHARTERED ACCOUNTANTS (FRN: 007257S) AS A STATUTORY AUDITOR TO FILL CASUAL VACANCY CAUSED BY RESIGNATION OF PREVIOUS AUDITOR FOR F.Y. 2025-26		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2026



Signature of shareholder \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

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**  
**Extra-Ordinary General Meeting – 30<sup>th</sup> March, 2026**

I certify that I am a Registered Shareholder / Proxy for the Registered Shareholder named \_\_\_\_\_ of the Company. I hereby record my presence at the Extra-Ordinary General Meeting of the Company at Office No. 11, 6-3-249/6, 2nd Floor, Alcazar Plaza & Towers, Road No. 1, Banjara Hills, Hyderabad, Telangana - 500034 on Monday, the 30<sup>th</sup> day of March, 2026 at 03:00 P.M.

\_\_\_\_\_  
Member's /Proxy name in Block Letters

\_\_\_\_\_  
Member's/ Proxy's Signature

Please fill in this attendance slip and hand it over at the entrance of the Meeting Hall.

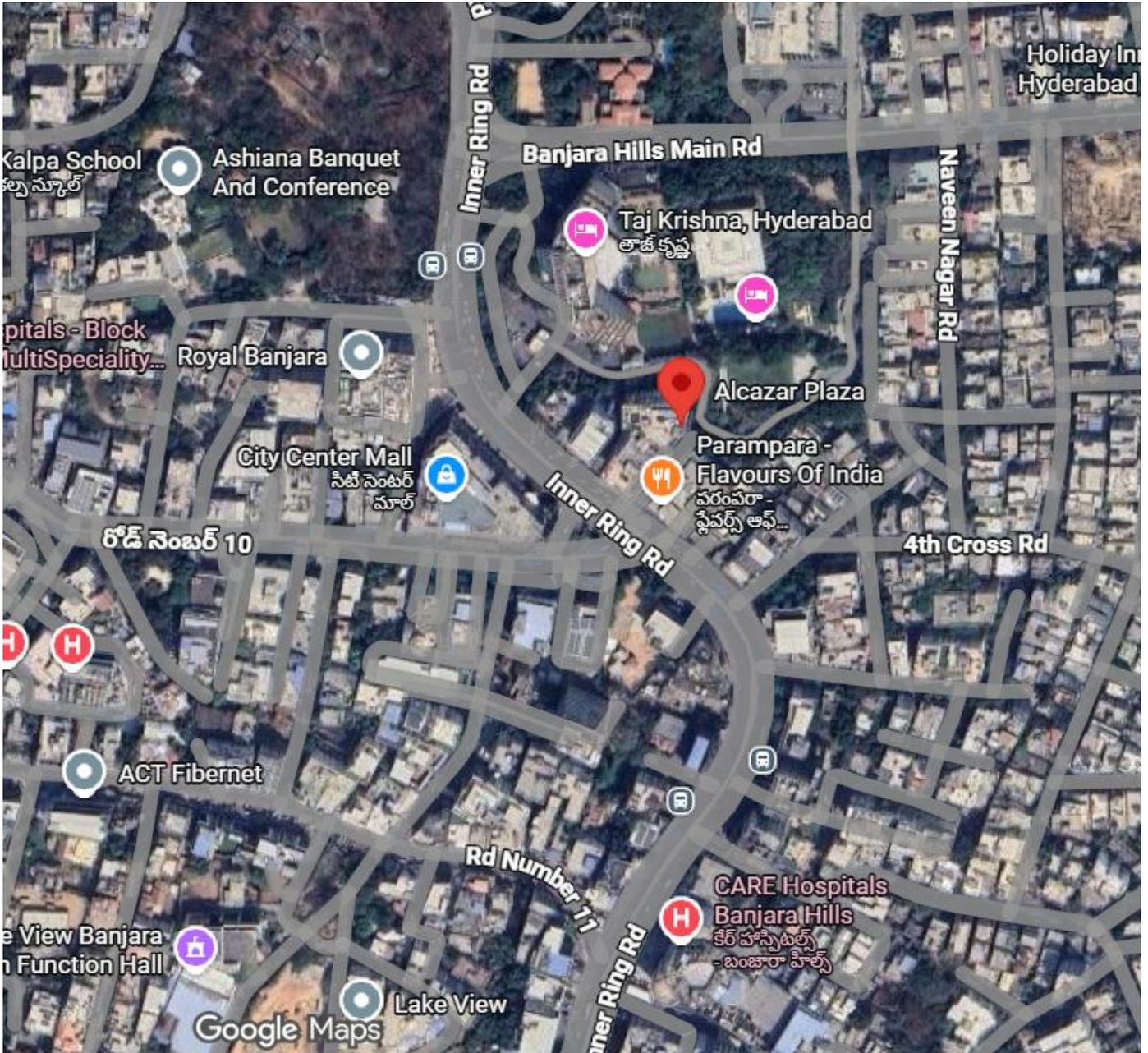
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**Route Map for the venue:** No. 11, 6-3-249/6, 2nd Floor, Alcazar Plaza & Towers, Road No. 1, Banjara Hills, Hyderabad, Telangana - 500034



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