



Date: 29.05.2025

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, 2025 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, 2025.

This is for your information and records.

Thanks and Regards

Yours Faithfully,
For ZR INFRA LIMITED

A handwritten signature in black 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, 2025

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.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance of the applicable laws and ensuring the authenticity of documents and information furnished.

Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.

I have not verified the correctness and appropriateness of the financial records and books of account of the listed entity.

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.

Annual Secretarial Compliance Report is enclosed.

Place: Hyderabad
Date: 28.05.2025

Signature :
Name of Practicing Company Secretary : Chava Sai Krishna
Membership No : ACS 13258
Certificate of Practice No : 18854
UDIN : F013258G000465083
PR No : 3897/2023





SECRETARIAL COMPLIANCE REPORT OF ZR INFRA LIMITED FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2025.

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 Chava Sai Krishna, 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 report,

for the year ended 31st March, 2025 ("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 during the year under review**
- (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 during the year under review**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not Applicable during the year under review**
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not Applicable during the year under review**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



- (h) The Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018
- (i) (other regulations as applicable) and circulars/ guidelines issued there under;

and based on the above examination, 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 thereunder, 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 (PCS)	Management Response	Remarks
NA										

- (b) The listed entity has taken the following actions to comply with the observations made in previous reports:

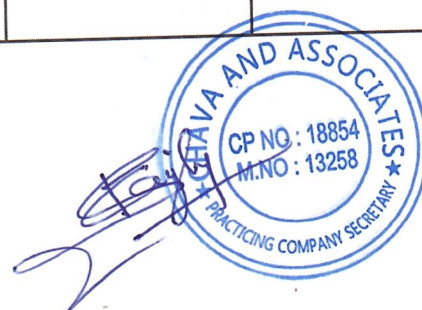
Sr. No.	Compliance Requirement (Regulations/ circulars/guidelines including specific clause)	Regulation/ CircularNo.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations / Remarks of the Practising Company Secretary	Management Response	Remarks
Nil										

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

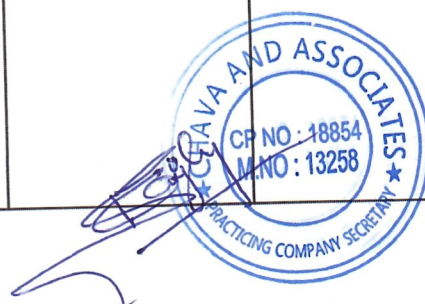
Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government 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 the Subsidiaries of listed entities have been examined w.r.t.: (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 NA	-- Please refer point no 8(a)




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	-
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 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 Exchanges during the review period
12	Resignation of statutory auditors from the listed entity or its material subsidiaries: 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 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.	NA	No such event
13.	Additional non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	NA	--
14	The listed entity to comply with the following requirements for disclosure of Employee Benefit Scheme Documents in terms of regulation 46(2)(za) of the LODR: a) The scheme document shall be uploaded on the website of the listed entity after obtaining shareholder approval as required under SEBI (SBEB) Regulations, 2021 b) The documents uploaded on the website shall mandatorily have minimum information to be disclosed to shareholders as per SEBI (SBEB) Regulations, 2021. c) The rationale for redacting information from the documents and the justification as to how such redacted information would affect competitive position or reveal commercial secrets of the listed entity shall be placed before the board of directors for consideration and	NA	The Company does not have any employee stock option scheme.



	approval.		
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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 Not Applicable

Place: Hyderabad
Date: 28.05.2025

Signature : 
Name of Practicing Company Secretary : Chava Sai Krishna
Membership No : ACS 13258
Certificate of Practice No : 18854
UDIN : F013258G000465083
PR No : 3897/2023

