The Hand of GOD is above all Hands and in Him alone we Trust

29th ANNUAL REPORT 2025-2026

CORPORATE INFORMATION

*as on date of this notice

BOARD OF DIRECTORS& KMP:

Name of the Director	DIN	Designation
Mr. Zulfi Ravdjee	01572417	Chairman and Managing Director
Mr. Mirza Viqar Baig	08203688	Independent Director
Mr. Shaz Hassan Jaweedan	06975688	Executive Director
Ms. Shaik Sattar Bee	11570296	Independent Director
Mr. Syed Mohammed Fazle Ali	*****4105D	Chief Financial Officer
Ms. Puja Agarwal	*****6819G	Company Secretary & Compliance officer

REGISTERED OFFICE:

Office No. 11, 6-3-249/6, 2nd Floor, Alcazar Plaza & Towers Road No. 1,
Banjara Hills, Hyderabad 500 034.
Ph: 040-66362323

STATUTORY AUDITORS:

M/s. P. Murali & Co, (FRN: 007257S)
Chartered Accountants
Hyderabad

SECRETARIAL AUDITORS:

M/s. Chava & Associates
Company Secretaries
Hyderabad

BANKERS:

Axis Bank Limited
Banjara Hills Branch
Hyderabad 500 034

REGISTRAR & SHARE TRANSFER AGENTS:

M/s. Aarthi Consultants Private Limited
1-2-285, Domalguda, Hyderabad 500029
Ph. Nos. 040-27634445, 27638111
Fax No. 040-27632184
Email: info@aarthiconsultants.com

LISTED AT :

Metropolitan Stock Exchange of India Limited (MSEI)
Stock Symbol: ZRINFRA

CIN: L72200TG1997PLC027375
Website: www.zrinfra.com
E-mail:cszrinfralimited@gmail.com

NOTICE

Notice is hereby given that the **29th Annual General Meeting** of the members of **ZR Infra Limited** will be held on **Wednesday, 30th September 2026 at 11:00 A.M. (IST)** at the registered office of the company at the situated at office No 11, 2nd Floor, Alcazar Plaza & Towers, 6-3-249/6, Road No.1, Banjara Hills, Hyderabad- 500 034 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt 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 Auditors thereon.

2. To appoint a Director in place of Zulfi Ravdjee (DIN: 01572417), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

3. **TO APPROVE APPOINTMENT OF M/S. P. MURALI & CO (FRN: 007257S) CHARTERED ACCOUNTANTS, HYDERABAD AS STATUTORY AUDITORS OF THE COMPANY FOR A TERM OF FIVE YEARS:**

   To consider and if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Rules framed thereunder as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of Audit Committee and the Board of Directors, M/s. P. Murali & Co Chartered Accountants (FRN: 007257S), Hyderabad, for a period of five (5) years (FY 2026-27 to 2030-31) as Statutory Auditors of the Company to hold office from the conclusion of 29th Annual General Meeting to till the conclusion of 34th Annual General Meeting of the Company, on such terms and conditions, including remuneration as may be mutually agreed upon between the Board of Directors and the Statutory Auditors in addition to actual out-of-pocket expenses incurred by them for the purpose of audit and the applicable taxes.

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board, be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

SPECIAL BUSINESS:

4. APPOINTMENT OF MR. VENKATARAMA SHARMA NIMMAGADDA (DIN: 11914399) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR THE FIVE (5) CONSECUTIVE YEARS

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17(1A), 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for appointment of Mr. Venkatarama Sharma Nimmagadda (DIN: 11914399), who has attained the age of seventy-five (75) years and who meets the criteria of independence as prescribed under Section 149(6) of the Act and the SEBI Listing Regulations, as an Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years with effect from September 30, 2026 to September 29, 2031.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof or any person authorised by the Board) be and is hereby authorised to do all such acts, deeds, matters and things and to execute such documents, filings and writings as may be necessary, proper, expedient or incidental to give effect to this resolution."

5. APPROVAL FOR BORROWING MONEY IN EXCESS OF THE LIMITS SPECIFIED UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the rules made thereunder, as amended from time to time, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee thereof or any person authorised by the Board) to borrow from time to time any sum or sums of money, notwithstanding that the money to be borrowed, together with the money already borrowed by the Company, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total amount so borrowed shall not exceed ₹ 10,00,00,000 (Rupees Ten crore only) at any point of time.

RESOLVED FURTHER THAT the Board be and is hereby authorised to determine the terms and conditions of such borrowings, including the rate of interest, tenure, security and other related matters, and to execute such agreements, documents, deeds and writings and to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution."

6. AUTHORISATION TO ENTER INTO TRANSACTIONS UNDER REGULATION 23 (4) OF SEBI (LODR) REGULATIONS, 2015 WITH RELATED PARTY, MR. ZULFI RAVDJEE, MANAGING DIRECTOR/PROMOTER OF THE COMPANY:

To consider and if thought fit, to pass the following resolution as an **ordinary resolution**

"RESOLVED THAT pursuant to Regulation 23 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and other applicable provisions of the Companies Act, 2013, if any, and subject to such approvals, consents and permissions as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into and/or continue with the related party transaction(s) with Mr. Zulfi Ravdjee, for Unsecured Loans/Borrowings, for an aggregate value not exceeding ₹10,00,00,000/- (Rupees Ten Crore only), during the financial year 2026-27 to 2028-29, as set out in the Explanatory Statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. APPROVAL FOR MAKING INVESTMENTS, GRANTING LOANS, GIVING GUARANTEES AND PROVIDING SECURITIES IN EXCESS OF THE LIMITS SPECIFIED UNDER SECTION 186 OF THE COMPANIES ACT, 2013

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

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"**RESOLVED THAT** pursuant to the provisions of Section 186(3) and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014, and other applicable rules made thereunder, as amended from time to time, and subject to such approvals, consents, permissions and sanctions as may be required, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee thereof or any person authorised by the Board) to:

(a) give any loan to any person or other body corporate;

(b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and/or

(c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,

from time to time, notwithstanding that the aggregate of the loans, investments, guarantees and securities so far given or provided or to be given or provided by the Company, together with the investments, loans, guarantees or securities already made or provided, may exceed the limits prescribed under Section 186(2) of the Act, provided that the aggregate amount of such loans, investments, guarantees and securities shall not exceed ₹ 5,00,00,000/- (Rupees Five crore only) at any point of time.

RESOLVED FURTHER THAT the Board be and is hereby authorised to determine the terms and conditions of such loans, investments, guarantees and securities, including the tenure, rate of interest, security and other related terms, as may be considered appropriate in the interest of the Company, and to do all such acts, deeds, matters and things and execute all such documents, deeds, agreements and writings as may be necessary, proper or expedient to give effect to this resolution."

For and on behalf of the Board
For ZR Infra Limited

Sd/-
Puja Agarwal
Company Secretary & Compliance Officer
M. No: A64591

Date: September 03, 2026
Place: Hyderabad

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 Annual Report and the Notice of the Annual 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.

5. Members holding shares in physical form are requested to notify/send any change in their address, email and KYC 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 numerous advantages offered by the depository system, members are requested to avail of the facility of dematerialization of the Company's equity shares held by them.

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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 Annual 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 Annual General Meeting of the Company.

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 intimate such changes to Aarthi Consultants Private Limited.

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 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. Regulation 36 of SEBI (LODR) Regulations, 2015 permits sending of soft copies of annual reports to all those members who have registered their email addresses for the purpose and a letter in compliance with Regulation 36(1)(b) is being provided to those shareholders whose email Ids are not registered.

14. The Companies Act, 2013 has also recognized 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. In light of the requirements prescribed by the aforesaid circulars, for those members whose Depository Participant accounts do not contain the details of their email addresses, printed copies of the Annual Report would be dispatched.

15. 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.

16. 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.

17. Pursuant to Section 108 of the Companies Act, 2013 read with relevant Rules under the Act, the Company is pleased to provide the facility to the Members to exercise their right to vote through electronic voting. The members who have not cast their vote by remote e-voting shall be able to vote at the Annual General Meeting.

18. The members whose names appear on the Register of Members/ list of beneficial owners as on Wednesday, September 23, 2026 are eligible to participate in e-voting on the resolutions set forth in this notice.

19. The Companies (Management and Administration) Rules, 2015 provide that the electronic voting period shall close at 5:00 PM, on the date preceding the AGM. Accordingly, the e-voting will be available at www.evotingindia.com.The e-voting period will commence at 09.00 A.M. on Sunday, 27th September 2026 and will end at 5.00 p.m. on Tuesday, 29th September 2026. The remote e-voting will not be allowed beyond the aforesaid period and time, and the remote e-voting module shall be disabled.

20. 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.

21. In order to enable its members, who do not have access to e-voting facility, to vote via Ballot paper provided at the Annual General Meeting.

22. Route Map of the Venue is enclosed.

23. The Company has appointed Mr. Chava Sai Krishna, Practising Company Secretary, (COP: 18854) Proprietor of M/s. Chava & Associates to act as the Scrutinizer, for conducting the voting process. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

24. Please note that, any queries pertaining to accounting related aspects may be posted/handed over to the Secretarial Department at the Registered Office or to the mail cszrinfralimited@gmail.com of the Company at least 48 hours before the Annual General Meeting, so that the same could be clarified to the shareholders at the Annual General Meeting.

25. In compliance with Regulation 44, SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 and Sections 108 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically. The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its Members.

26. <u>The Instructions for shareholders for e-voting are as under.</u>

(i) The voting period begins on Sunday, 27th September 2026 at 09.00 A.M. and ends on Tuesday, 29th September 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 23rd September 2026, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(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 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 the e-voting process.

(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 the e-Voting facility. Important note: Members who are unable to retrieve User ID/ Password are advised to use the 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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for 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.
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. Members 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 and voted on an earlier 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:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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 the 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 Members 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 **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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xv) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 should be mailed to helpdesk.evoting@cdslindia.com, and on approval of the accounts, they would be able to cast their vote.
- 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.

(xvii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

(xviii) The e-voting module shall be disabled by CDSL after 5.00 p.m. on Tuesday, 29th September 2026.

(xix) The results shall be declared on or before 03rd October 2026. The results along with the Scrutinizer's Report shall also be placed on the website of the Company.

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EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies Act, 2013 and additional information as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circulars issued thereunder

ITEM NO: 04

APPOINTMENT OF MR. VENKATARAMA SHARMA NIMMAGADDA (DIN: 11914399) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR THE FIVE (5) CONSECUTIVE YEARS

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on September 03, 2026, considered and approved the recommendation for the appointment of Mr. Venkatarama Sharma Nimmagadda (DIN: 11914399) as an Independent Director of the Company for a term of five (5) consecutive years with effect from September 30, 2026 to September 29, 2031, subject to the approval of the Members.

Mr. Venkatarama Sharma Nimmagadda (DIN: 11914399) has rich and varied experience and expertise in the field of finance and accounting. He possesses the requisite knowledge, skills and experience which, in the opinion of the Board, would be beneficial to the Company.

Mr. Venkatarama Sharma Nimmagadda (DIN: 11914399) has furnished his consent to act as a Director and has given the requisite declarations confirming that he meets the criteria of independence prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI Listing Regulations. The Company has also received the necessary declarations and confirmations from him as required under the applicable provisions of the Act and the SEBI Listing Regulations.

Mr. Venkatarama Sharma Nimmagadda (DIN: 11914399) has attained the age of seventy-five (75) years. Accordingly, in terms of Regulation 17(1A) of the SEBI Listing Regulations, no person shall be appointed or continued as a non-executive director who has attained the age of seventy-five years or more, unless a special resolution is passed to that effect by the Members.

Justification for appointment of a Non-Executive Independent Director who has attained the age of seventy-five (75) years:

Mr. Venkatarama Sharma Nimmagadda (DIN: 11914399) has attained the age of seventy-five (75) years. The Board, based on the recommendation of the Nomination and Remuneration Committee, is of the view that his rich and experience, knowledge, expertise and valuable insights in the field of Finance and accounting would be beneficial to the Company and would contribute significantly to the deliberations and decision-making of the Board.

Accordingly, notwithstanding that Mr. Venkatarama Sharma Nimmagadda has attained the age of seventy-five (75) years, the Board considers his appointment as an Independent Director to be justified and in the best interests of the Company, and recommends his appointment for a term of five (5) consecutive years, by way of Special Resolution, in accordance with Regulation 17(1A) of the SEBI Listing Regulations.

Accordingly, the approval of the Members is sought by way of Special Resolution for the appointment of Mr. Venkatarama Sharma Nimmagadda (DIN: 11914399) as an Independent Director of the Company for a term of five (5) consecutive years, notwithstanding that he has attained the age of seventy-five (75) years.

In the opinion of the Board, Mr. Venkatarama Sharma Nimmagadda fulfils the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company.

The terms and conditions of appointment of Independent Director shall be available for inspection by the Members at the registered office of the Company during business hours on all working days up to the date of the Annual General Meeting and also be available for inspection electronically on the website of the Company.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India (ICSI) are set out in the Annexure to the Explanatory Statement.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the resolution set out at Item No. 4 of the Notice for approval of the Members by way of **Special Resolution**.

ITEM NO 05:
APPROVAL FOR BORROWING MONEY IN EXCESS OF THE LIMITS SPECIFIED UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013

The Company may, from time to time, require additional funds for meeting its working capital requirements, capital expenditure, business expansion, general corporate purposes and other financial requirements. In order to meet such requirements, the Company may be required to borrow funds from banks, financial institutions, bodies corporate, other lending institutions or any other persons, as may be considered appropriate.

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of a company can borrow money, where the money to be borrowed, together with the money already borrowed by the Company, exceeds the aggregate of its paid-up share capital, free reserves and securities premium, only with the consent of the Members by way of a Special Resolution.
Accordingly, approval of the Members is sought by way of Special Resolution to authorise the Board of Directors to borrow such sums of money as may be required from time to time, notwithstanding that the aggregate amount of the borrowings may exceed the limits prescribed under Section 180(1)(c) of the Act, subject to the overall limit of ₹10,00,00,000/- (Rupees Ten Crore only).

The proposed authorisation will provide the Company with the necessary flexibility to arrange funds as and when required and enable it to meet its financial and business requirements efficiently.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the resolution set out at Item No. 5 of the Notice for approval of the Members by way of **Special Resolution.**

ITEM NO: 06

AUTHORISATION TO ENTER INTO TRANSACTIONS UNDER REGULATION 23 (4) OF SEBI (LODR) REGULATIONS, 2015 WITH RELATED PARTY, MR. ZULFI RAVDJEE, MANAGING DIRECTOR/PROMOTER OF THE COMPANY:

The Company proposes to enter into and/or continue with certain Related Party Transaction(s) with Mr. Zulfi Ravdjee, who is a Related Party of the Company within the meaning of the applicable provisions of the Companies Act, 2013 ("Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations").

The proposed Related Party Transaction(s) are in the ordinary course of business of the Company and are proposed to be undertaken on an arm's length basis and in the interest of the Company.

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Pursuant to Regulation 23 of the SEBI LODR Regulations, material Related Party Transaction(s) require prior approval of the Members of the Company by means of a resolution. Accordingly, the approval of the Members is being sought for entering into and/or continuing with the proposed Related Party Transaction(s) with Mr. Zulfi Ravdjee, for an aggregate value not exceeding ₹10,00,00,000/- (Rupees Ten Crore only) during the financial years 2026-27 to 2030-31.

Further, pursuant to SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, read with the applicable Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions", as amended from time to time, the requisite information in respect of the proposed Related Party Transaction(s) is provided below:

Basic details of the related party		
S. No.	**Particulars of the information**	**Information provided by the management**
1.	Name of the related party	Zulfi Ravdjee (Chairman & Managing Director of the Company)
2.	Nationality of the related party	Indian
3.	Nature of business of the related party	Not applicable
Relationship and ownership of the related party		
S. No.	**Particulars of the information**	**Information provided by the management**
.	Relationship between the listed entity and the related party – including nature of its concern (financial or otherwise) and the following: · Shareholding of the listed entity, direct in the related party. · Where the related party is a partnership firm or a sole proprietorship concern or a body corporate · Shareholding of the related party, whether direct or indirect, in the listed entity.	Chairman and Managing Director/Promoter of the company Not applicable No 23.93%
Details of previous transactions with the related party		

S. No.	Particulars of the information	Information provided by the management
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. Unsecured borrowing Rs 297.67 Lakhs	
2.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No default

Amount of the proposed transaction(s):

S. No.	Particulars of the information	Information provided by the management
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	10 Crores
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	340%
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not applicable
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	Not applicable
6.	Financial performance of the related party for the immediately preceding financial year: <table><tr><td>Particulars</td><td>FY 2025-2026 (INR)</td></tr></table>	Not applicable

	Turnover		
	Profit After Tax		
	Net worth		

Basic details of the proposed transaction:

S. No.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Borrowings
2.	Details of each type of the proposed transaction	Borrowings up to 10 crore
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	3 Years
4.	Whether omnibus approval is being sought?	No
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	FY 2026-27: 3 Crores FY 2027-28: 3 Crores FY 2028-29: 4 Crores
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The Unsecured Loans/ borrowings are for Working capital / general corporate purposes/project requirements.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	
	a. Name of the director / KMP	Mr. Zulfi Ravdjee
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Not applicable
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA
9.	Other information relevant for decision-making.	-

B(5). Disclosure only in case of transactions relating to borrowings by the listed entity:

S. No.	Particulars of the information	Information provided by the management

1.	Material covenants of the proposed transaction	Unsecured loans up to 10 crores for the five (5) financial years commencing from FY 2026-27.
2.	Interest rate (in terms of numerical value or base rate and applicable spread)	Bench marked along RBI Bond rate on the day of transaction.
3.	Cost of borrowing Note: This shall include all costs associated with the borrowing	Interest + other borrowing costs, if any
4.	Maturity / due date	10 years
5.	Repayment schedule & terms	As agreed between the Board and the related party
6.	Whether secured or unsecured	Unsecured
7.	If secured, the nature of security & security coverage ratio	Not applicable
8.	The purpose for which the funds will be utilized by the listed entity / subsidiary	Working capital / general corporate purposes / project requirements

The proposed Related Party Transaction(s) are considered necessary for the business requirements of the Company and are proposed to be undertaken in the best interests of the Company.

The Audit Committee has reviewed and approved the proposed Related Party Transaction(s) in accordance with the applicable provisions of the SEBI LODR Regulations and the Company's Policy on Related Party Transactions. The Board of Directors has also considered and approved the proposed transaction(s), subject to the approval of the Members.

Further, the certificate as required under the applicable Industry Standards on Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions, duly provided by the Executive Director and Chief Financial Officer of the Company, confirming the requisite information in relation to the proposed Related Party Transaction(s), were placed before and disclosed to the Audit Committee and the Board of Directors for their consideration.

Pursuant to Regulation 23(4) of the SEBI LODR Regulations, no Related Party of the Company shall vote to approve the resolution, whether or not such Related Party is a party to the particular transaction.

Except Mr. Zulfi Ravdjee and his relatives, being the party to the transaction, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6.

The Board of Directors recommends the resolution set out at Item No. 6 for approval of the Members by way of an **Ordinary Resolution**.

ITEM NO 07:
APPROVAL FOR MAKING INVESTMENTS, GRANTING LOANS, GIVING GUARANTEES AND PROVIDING SECURITIES IN EXCESS OF THE LIMITS SPECIFIED UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The Company, in the course of its business operations and for its strategic and financial requirements, may be required to make investments in securities of other bodies corporate or entities, grant loans, provide guarantees and/or provide securities in connection with loans granted to other persons or bodies corporate.

Section 186(2) of the Companies Act, 2013 provides that no company shall directly or indirectly give any loan to any person or other body corporate, give any guarantee or provide security in connection with a loan to any other body corporate or person, or acquire securities of any other body corporate, beyond the limits prescribed therein, unless prior approval of the Members by way of a Special Resolution is obtained in accordance with Section 186(3) of the Act.

The Company may, therefore, be required to undertake transactions covered under Section 186 of the Act in excess of the limits prescribed under Section 186(2). Accordingly, approval of the Members is sought by way of Special Resolution to authorise the Board to make investments, grant loans, give guarantees and/or provide securities, up to an aggregate amount of ₹ 5,00,00,000/- (Rupees Five crore only), notwithstanding that such amount may exceed the limits prescribed under Section 186(2) of the Act.

The proposed authorisation will enable the Company to meet its business, strategic and financial requirements and provide the necessary flexibility to undertake such transactions from time to time, as may be considered appropriate in the interest of the Company.

The proposed loans, investments, guarantees and securities shall be made on such terms and conditions as the Board may deem appropriate and in compliance with the applicable provisions of the Companies Act, 2013 and other applicable laws.

Except to the extent of their respective shareholding, if any, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the resolution set out at Item No. 7 of the Notice for approval of the Members by way of **Special Resolution.**

Annexure to the explanatory statement pursuant to Regulation 36 of the Listing Regulations and Secretarial Standard-2 issued by ICSI, information about the Directors proposed to be appointed / re-appointed is furnished below:

Name of Director	Zulfi Ravdjee	Venkatarama Sharma Nimmagadda
Purpose	Re appointment	Appointment
Director Identification Number	01572417	11914399
Date of Birth	17th August 1956	10-08-1952
Date of first Appointment on the Board of the Company	12/03/2011	Not applicable
Qualification	Graduation	Graduation
Category	Managing Director (Promoter Category)	Independent
Experience (including expertise in specific functional area)/ Brief Resume	Mr. Zulfi is a commerce graduate and has more than 40 years of experience in Infrastructure sector. Enormous experience in Business Activities	Mr. Venkatarama Sharma Nimmagadda holds a Bachelor of Commerce (B.Com.) degree and has over 30 years of professional experience in the field of Finance and Accounting. He brings with him rich experience and knowledge in the finance and accounting domain, which would contribute to the growth and effective functioning of the Company.
List of Directorship held in other companies	1. ZR SOLAR PARKS PRIVATE LIMITED 2. ATLAS BUILDERS LIMITED 3. ZR DEVELOPERS	Nil

	PRIVATE LIMITED	
Membership /Chairmanship in Committees of other companies as on date*	2 Memberships	Nil
Listed entities from which he/she has resigned in the past three years	Nil	Nil
Relationships between Directors inter-se	Not related to any of the directors.	Not related to any of the directors.

*Only two committees, namely the Audit Committee and Stakeholders' Relationship Committee have been considered.

#For other details such as number of meetings of the Board of Directors attended during the year and remuneration drawn, please refer to the corporate governance report which is a part of this annual report.

ZR INFRA LIMITED
Office No. 11, 6-3-249/6, 2nd Floor, Alcazar Plaza & Towers Road No. 1, Banjara Hills, Hyderabad 500 034
CIN: L72200AP1997PLC027375

Proxy form

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

Name of the member (s):
Registered address:
E-mail Id:
Folio No/ Client Id:
DP ID:

I/We, being Member /Members of ZR Infra Limited, hereby appoint

1. Name: ……………………
Address:
E-mail Id:
Signature:……………, or failing him

2. Name: ……………………
Address:
E-mail Id:
Signature:……………, or failing him

3. Name: ……………………
Address:
E-mail Id:
Signature:……………

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29th Annual general meeting of the company, to be held on the Wednesday, 30th Day of September 2026, at 11.00 a.m. at Office No. 11, 6-3-249/6, 2nd Floor, Alcazar Plaza & Towers Road No. 1, Banjara Hills, Hyderabad 500 034, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	**Resolution**
Ordinary Business	

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1.	TO RECEIVE, CONSIDER AND ADOPT 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 AUDITORS THEREON.
2.	TO APPOINT A DIRECTOR IN PLACE OF ZULFI RAVDJEE (DIN: 01572417), WHO RETIRES BY ROTATION IN TERMS OF SECTION 152(6) OF THE COMPANIES ACT, 2013 AND BEING ELIGIBLE, OFFERS HERSELF FOR RE-APPOINTMENT.
3.	TO APPROVE APPOINTMENT OF M/S P. MURALI & CO (FRN: 007257S) CHARTERED ACCOUNTANTS, HYDERABAD AS STATUTORY AUDITORS OF THE COMPANY FOR A TERM OF FIVE YEARS:
Special Business	
4.	APPOINTMENT OF MR. VENKATARAMA SHARMA NIMMAGADDA (DIN: 11914399) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR THE FIVE (5) CONSECUTIVE YEARS
5.	APPROVAL FOR BORROWING MONEY IN EXCESS OF THE LIMITS SPECIFIED UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013.
6.	AUTHORISATION TO ENTER INTO TRANSACTIONS UNDER REGULATION 23 (4) OF SEBI (LODR) REGULATIONS, 2015 WITH RELATED PARTY, MR. ZULFI RAVDJEE, MANAGING DIRECTOR/PROMOTER OF THE COMPANY:
7.	APPROVAL FOR MAKING INVESTMENTS, GRANTING LOANS, GIVING GUARANTEES AND PROVIDING SECURITIES IN EXCESS OF THE LIMITS SPECIFIED UNDER SECTION 186 OF THE COMPANIES ACT, 2013

Signed this_______ day of__________ 2026

Affix
Revenue
Stamp

Signature of Shareholder_______________

Signature of Proxy holder (s) _______________

Note:

a. Proxy need not be a member of the Company.

b. The Proxy Form duly filled in and signed by the Member(s) across the revenue stamp should reach the Company's Registered Office at least 48 hours before the commencement of the meeting.

c. Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send a certified copy of the Board resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.

ZR INFRA LIMITED

Office No. 11, 6-3-249/6, 2nd Floor, Alcazar Plaza & Towers Road No. 1, Banjara Hills, Hyderabad 500 034

29th Annual General Meeting – Wednesday – September 30, 2026

Attendance Slip

Folio no. / DPID and Client ID no:

No. of shares:

Name and address of First/sole shareholder:

I, hereby record my presence at the 29th Annual General Meeting of the Company to be held on Wednesday, September 30, 2026 at 11.00 a.m. at Office No. 11, 6-3-249/6, 2nd Floor, Alcazar Plaza & Towers Road No. 1, Banjara Hills, Hyderabad 500 034.

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Name of the Member/Proxy (Block Letters)	Signature of the Member/Proxy

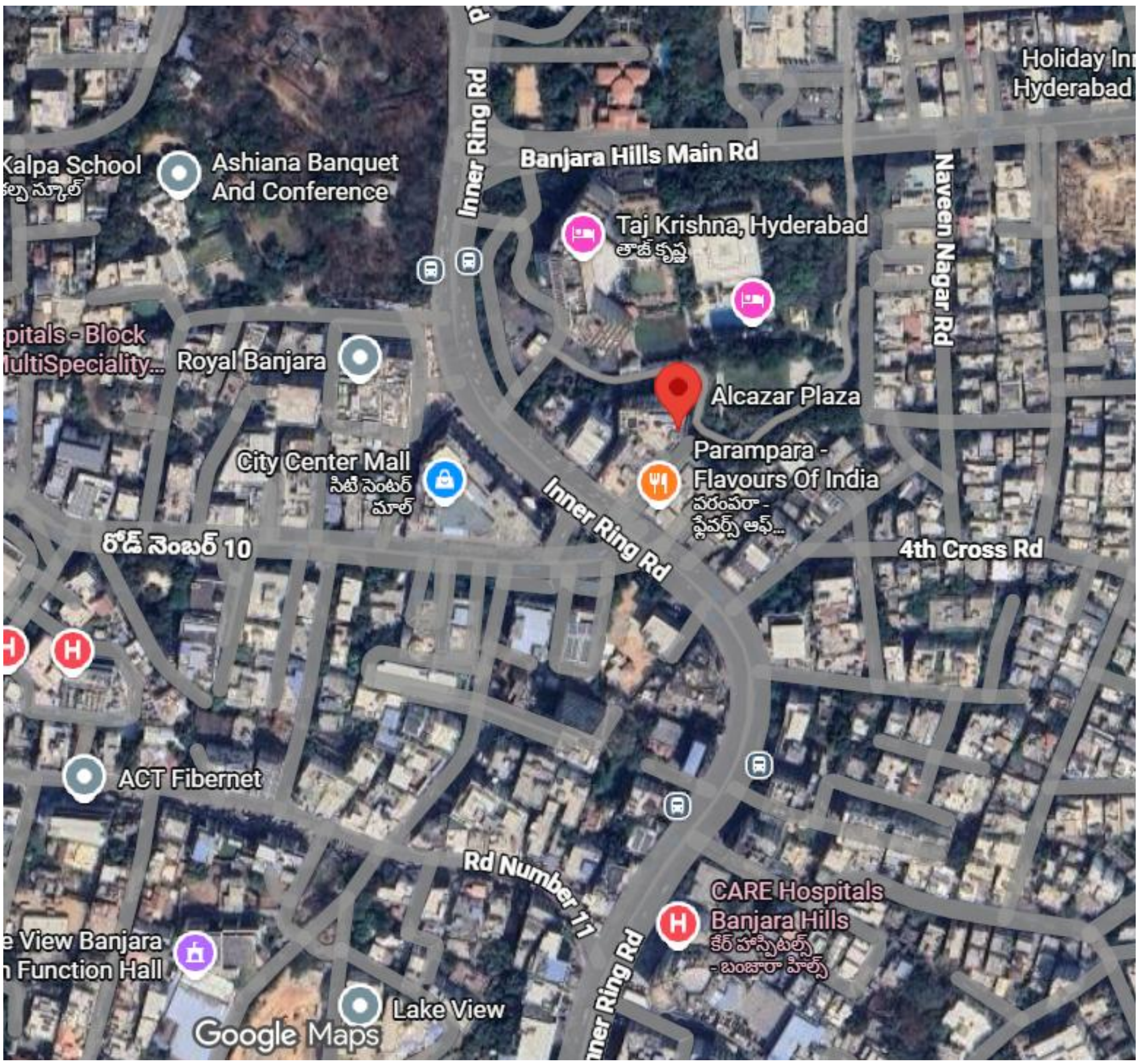
Notes:

a. Only Member/Proxy can attend the Meeting. No minors would be allowed at the Meeting.

b. Member/Proxy who wishes to attend the Meeting must bring this attendance slip to the Meeting and hand over at the entrance duly filled in and signed.

c. Member/Proxy should bring his/her copy of the Annual Report for reference at the Meeting.

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



ZR Infra Limited
Registered Office: Office No.11, 6-3-249/6, 2nd Floor, Alcazar Plaza &Towers, Road No.1, Banjara Hills, Hyderabad-500034, Telangana, India. Phone: +91 4066362323 Fax: +91 4023310648 E-mail:info@zrinfra.com Website: www.zrinfra.com
Corporate Identity Number (CIN): L72200TG1997PLC027375