CS PRAMOD S
COMPANY SECRETARY IN PRACTICE

No. 404/2, Ground Floor,
7th Main, 9th Cross Road,
2nd Block, Jayanagar,
Bengaluru-560011, Karnataka
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Annual Secretarial Compliance Report of Zinka Logistics Solutions Limited for the year ended 31st March, 2025

[Pursuant to Regulation 24A (2) of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirement) Regulations, 2015].

I have conducted a review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by Zinka Logistics Solutions Limited (Formerly known as Zinka Logistics Solutions Private Limited) (hereinafter referred as 'the listed entity'), having its Registered Office at Vaswani Presidio, No.84/2, II Floor, Panathur Main Road, Kadubessanahalli, Off Outer Ring Road, Bangalore-560103, Karnataka, India. Secretarial Review was conducted in a manner that provided me with a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my observations thereon.

Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that the listed entity has, during the review period covering the financial year ended on March 31, 2025 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

I, have examined:

(a) all the documents and records made available to us, and explanation provided by Zinka Logistics Solutions Limited ("the listed entity"), having Corporate Identification Number L63030KA2015PLC079894 ("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 March 31, 2025 ("Review Period") in respect of compliance with the provisions of

(i) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

(ii) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations prescribed whose provisions and the circulars/ guidelines issued thereunder, have been examined, include;

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

(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;

(e) Securities and Exchange Board of India (Share Based Employee Benefits and sweat equity) Regulations,

CS. PRAMOD S. ★ ACS: 36020 ★ CP: 13336 ★ COMPANY SECRETARY

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2021;

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2021; ***[Not Applicable to the Company during the review period].***

(g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(h) The provisions of the Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(i) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

(j) other regulations as applicable

and circulars/ guidelines issued thereunder;

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	Management Response	Remarks
Not Applicable										

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

Sr. No.	Compliance Requirement (Regulations/ circulars/guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
Not Applicable										

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

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observation/ Remarks by PCS

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1.	**Secretarial Standard** 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:** i All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. ii All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/ Circulars/guidelines issued by SEBI.	Yes	--
3.	**Maintenance and disclosures on Website:** • 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 redirects to the relevant document(s)/ section of the website.	Yes	--
4.	**Disqualification of Director:** None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	--
5.	**Details related to subsidiaries oflisted entities have been examined w.r.t.:** (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries.	Yes	--
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	Yes	--

CS. PRAMOD S. M. No. 36020 C.P. No. 13335 COMPANY SECRETARY

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	financial year as prescribed in SEBI Regulations.		
8.	**Related Party Transactions:** (a) The listed entity has obtained prior approval of the Audit Committee for all Related party transactions.	Yes	--
	(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.	NA	The Company has obtained prior approval from the Audit Committee for all the Related Party Transactions entered during the year.
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 Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	Yes	--
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	The auditors of the listed entity and its material subsidiaries have not resigned during the audit period.

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Annexure A

To
Zinka Logistics Solutions Limited
Vaswani Presidio, No.84/2, II Floor, Panathur Main Road,
Kadubessanahalli, Off Outer Ring Road,
Bangalore-560103, Karnataka, India

Our report of event date is to be read along with this letter.

1) Maintenance of record is the responsibility of the management of the listed entity our responsibility is to express an opinion on these records based on our verification of the same.

2) We have followed the practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.

3) We have not verified the correctness and appropriateness of financial records and books of accounts of the listed entity.

4) The compliance of the provisions of SEBI laws rules regulations is the responsibility of the management. Our examination was limited to the verification of compliances done by the listed entity.

5) As regards the books papers forms reports and returns filed by the listed entity under the above-mentioned regulations the adherence and compliance to the requirement of the set regulations is the responsibility of the management. Our examination was limited to checking the execution and timeliness of the filing of various forms reports returns and documents that need to be filed by the listed entity under the said regulations. We have not verified the correctness and coverage of the contents of such forms reports returns and documents.

6) This report is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Signature:
Pramod S.
Practicing Company Secretary
ACS: 36020; CP No.: 13335
Peer Reviewed Unit: 1491/2021
ICSI UDIN: A036020G000424001

CS. PRAMOD S. ACS: 36020 COP: 13335 COMPANY SECRETARY

Place: Bengaluru
Date: 23.05.2025

CS. PRAMOD S. MBA, CS, LLB
Company Secretary in Practice
Ground Floor, No. 404/2, 7th Main
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13.	**Additional non-compliances, if any:** No additional non-compliance observed for all SEBI regulation/ Circular/ guidance note etc.	Yes	--

I further, report that the listed entity is in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations.

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) 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.

Signature:
Pramod S.
Practicing Company Secretary
ACS: 36020; CP No.: 13335
Peer Reviewed Unit: 1491/2021
ICSI UDIN: A036020G000424001

CS. PRAMOD S. ACS: 36020 COP: 13335 COMPANY SECRETARY

Place: Bengaluru
Date: 23.05.2025

Note: This report is to be read with my letter of event date which is annexed as "Annexure A" and forms an integral part of this report.

CS. PRAMOD S. MBA, CS, LLB
Company Secretary in Practice
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