

August 13, 2025

To
National Stock Exchange of India Ltd.,
Exchange Plaza, C-1, Block G
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051

To
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400001

**Scrip Code: 544288, Scrip Symbol: BLACKBUCK, Series – EQ
ISIN- INE0UIZ01018**

Sub: Notice of 10th Annual General Meeting of the Company

Dear Sir/Ma'am,

This is to inform that the 10th Annual General Meeting (“AGM”) of the Company is scheduled to be held on **Friday, September 12, 2025 at 11:30 a.m. (IST)** through Video Conference (“VC”) / Other Audio Visual Means (“OAVM”) in compliance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder read with General Circular No. 9/2024 dated September 19, 2024 issued by Ministry of Corporate Affairs, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) read with SEBI Circular No. SEBI/ HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, and other applicable circulars issued in this regard by MCA and SEBI (collectively referred to as “**Circulars**”).

Pursuant to Regulation 34 of SEBI Listing Regulations, we are enclosing the Notice convening 10th Annual General Meeting of the Company (“**Notice**”).

In accordance with the aforesaid Circulars, the Notice and the Annual Report is being sent through electronic mode to the members of the Company whose names appear in the register of members/ register of beneficial owners maintained by the depositories on Friday August 01, 2025 and whose e-mail addresses are registered with the Company/ registrar and share transfer agent (“**RTA**”) / depositories/ depository participants (“**DPS**”).

The Company has appointed KFin Technologies Limited (“**KFin**”) as the e-voting agency. Members of the Company holding shares in demat or physical form on Friday, September 05, 2025 (“Cut-off date”) will have the opportunity to cast their vote, on all resolutions as set out in the AGM Notice by electronic means, through remote e-voting facility which shall commence on Tuesday, September 09, 2025 at 9:00 am (IST) and ends on Thursday, September 11, 2025 at 5:00 pm (IST) or through e-voting at the AGM.

The Notice convening the AGM along with the Annual Report is also uploaded on the Company’s website at www.blackbuck.com.

Please take the above information on record.

Thanking you.

Yours Sincerely,

For Zinka Logistics Solutions Limited

Barun Pandey
Company Secretary and Compliance Officer
Membership No: A39508

+91 80461 22800

cs@blackbuck.com

blackbuck.com

Zinka Logistics Solutions Limited

Registered office address:

Vaswani Presidio, No. 84/2, II Floor,
Panathur Main Road, Off Outer Ring Road,
Bangalore – 560103, Karnataka, India

ZINKA LOGISTICS SOLUTIONS LIMITED
(Formerly known as Zinka Logistics Solutions Private Limited)

CIN : L63030KA2015PLC079894

Registered Office: Vaswani Presidio, No.84/2, II Floor, Panathur Main Road, Kadubessanahalli,
Off Outer Ring Road, Bangalore, Karnataka, India, 560103

Website: www.blackbuck.com ; Email: cs@blackbuck.com

NOTICE

Notice is hereby given that the Tenth (10th) Annual General Meeting ("AGM") of the members of Zinka Logistics Solutions Limited ("the Company", "Blackbuck") will be held on September 12, 2025 at 11:30 AM (IST) through Video Conferencing ("VC") or other audio visual means ("OAVM") to transact the following:

ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Standalone & Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and Auditors thereon.**
- To appoint a director in place of Mr. Ramasubramanian Balasubramaniam (DIN: 00442915), who retires by rotation and being eligible, offers himself for re-appointment.**
- To appoint M/S B S R & Co. LLP Chartered Accountants (FRN: 101248W/-W-100022) as Statutory Auditors of the Company.**

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

"RESOLVED THAT pursuant to Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force] and pursuant to the recommendation of the Audit Committee and Board of Directors, B S R & Co. LLP, Chartered Accountants, having Firm Registration No. 101248W/-W-100022 be and are hereby appointed as the Statutory Auditors of the Company to hold the office for the first term of five consecutive years, commencing from the conclusion of this 10th Annual General Meeting till the conclusion of 15th Annual General Meeting (to be held in the calendar year 2030) at such remuneration (excluding out of pocket expenses and reimbursement of expenses, if any) as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committees thereof) be and are hereby authorized to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution and for matters connected therewith, or incidental thereto

SPECIAL BUSINESS:

- To appoint CS Pramod S (Practicing Company Secretary) (ICSI Membership No: A36020, COP: 13335) as Secretarial Auditor of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Section 179 and 204 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Audit Committee and the Board of Directors, the approval of the members be and is hereby accorded for appointment of CS. Pramod S Company Secretary in Whole Time Practice (ICSI Membership No: A36020, COP: 13335) and Peer review Certificate (No. 1491/2021) as the Secretarial Auditor of the Company for a period of five (5) years, to hold office from for a first term of five years commencing from 1st April 2025 up to 31st March 2030, to conduct a Secretarial Audit of the Company and to furnish the Secretarial Audit Report.

RESOLVED FURTHER THAT approval of the members is hereby accorded to the Board to avail or obtain from the Secretarial Auditor, such other services or certificates, Secretarial Audit Reports, or opinions which the Secretarial Auditors may be eligible to provide or issue under the Applicable Laws at a remuneration mentioned in the statement annexed herewith.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committees thereof) be and are hereby authorized to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution and for matters connected therewith, or incidental thereto."

By Order of the Board of Directors
For **Zinka Logistics Solutions Limited**
(Formerly Known Zinka Logistics Solutions Private Limited)

Barun Pandey
Company Secretary & Compliance Officer
Membership No: A39508

Place: Bangalore
Date: 05-08-2025

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") with respect to Item No. 3 and 4, forms part of this Notice. The Board of Directors has considered and decided to include Item No. 4 as given above as special business in the forthcoming AGM, as it is unavoidable in nature. Further, the relevant details, pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2') respectively, in respect of Directors seeking appointment/re-appointment are also annexed hereto and forms part of the Notice.
2. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC. The deemed venue for the 10th AGM shall be the registered office of the Company. As the AGM is conducted through VC/ OAVM, the facility for the appointment of a proxy by the members is not available for this AGM and hence the Proxy Form and Attendance Slip including the Route Map, are not annexed to this Notice.
3. In compliance with the aforementioned provisions of the Act and SEBI Listing Regulations, an electronic copy of the Annual Report for the Financial Year 2024-25 is being sent to all the Members whose e-mail addresses are registered with the Company/Depository Participant(s) for communication purposes. In case any Member is desirous of obtaining a hard copy of the Annual Report for the Financial Year 2025 and the Notice of the 10th AGM of the Company, they may send a request to the Company's e-mail address at cs@blackbuck.com, mentioning their Folio No./DP ID and Client ID.
4. Members who have questions or are seeking clarifications on the Annual Report or the proposals contained in this Notice are requested to send an email to the Company at cs@blackbuck.com on or before 5:00 p.m. Friday, September 05, 2025. This would enable the Company to compile the information and provide responses at the meeting. The Company will be able to answer only those questions at the meeting which are received in advance as per the above process. The Company will allot time for Members to express their views or give comments during the meeting.
5. Members who wish to speak at the meeting must register themselves as speakers by sending an e-mail from their registered e-mail ID, mentioning their name, DP ID, Client ID/Folio number, and Mobile number to cs@blackbuck.com on or before 5:00 p.m. Friday, September 05, 2025. Depending on the availability of time, the Company reserves the right to restrict the number of speakers at the meeting.
6. Pursuant to Section 113 of the Act, institutional/ corporate members are requested to send a duly certified copy of the board resolution authorizing their representative to attend and vote at the AGM before e-voting or attending the AGM to cs@blackbuck.com.
7. Pursuant to the provisions of Section 108 of the Act, 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, Regulation 44 of the SEBI Listing Regulations, and the Circulars issued by the MCA dated April 8, 2020, April 13, 2020, May 5, September 25, 2023 and September 19, 2024, the Company is providing facility for remote e-Voting to its Members in respect of the business to be transacted at the 10th AGM and to those Members participating in the 10th AGM, to cast their vote through the e-Voting system during the AGM. For this purpose, the Company has engaged services of KFin Technologies Limited ("KFin") for facilitating voting through electronic means. The facility of casting votes by a member using the remote e-Voting system, as well as e-Voting on the date of the AGM, will be provided by Kfin.
8. The Board of Directors of the Company has appointed CS Shreyas D, Practicing Company Secretary (Membership No - F11953, COP- 26529) Peer Review Certificate No-5997/2024) as the Scrutinizer for conducting the voting process for remote e-Voting and e-Voting during the AGM in a fair and transparent manner. The results of the e-Voting shall be declared to the Stock Exchanges within the timeframe prescribed under the Act and SEBI Listing Regulations. The results, along with the Scrutinizer's Report, shall also be placed on the website of the Company at www.blackbuck.com.
9. The Register of Directors and Key Managerial Personnel (KMP) and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, under Section 189 of the Act, and all other documents referred to in the Notice can be inspected in electronic mode by sending a request via email to cs@blackbuck.com.
10. Members may please note that SEBI, vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8, dated January 25, 2022, has mandated that listed companies must issue securities in dematerialized form only while processing service requests, viz. the issue of duplicate securities certificates; renewal/exchange of securities certificates; endorsement; sub-division/ splitting of securities certificates; consolidation of securities certificates/folios; transmission, and transposition. Further, SEBI, vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/65, dated May 18, 2022, has simplified the procedure and standardized the format of documents for the transmission of securities. Accordingly, Members are requested to make service requests by submitting

a duly filled and signed Form ISR-4 or ISR-5, as the case may be. The said forms can be downloaded from the Company's website at www.blackbuck.com.

11. Members holding shares in physical form, in identical order of names, in more than one folio, are requested to send the details of such folios, along with the share certificates and the requisite KYC documents in prescribed Form No. ISR-1, to the Company's Registrar and Share Transfer Agents for consolidation of their holdings into one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
12. SEBI, vide Master Circular no. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated December 28, 2023, has specified that a shareholder shall first take up his/ her/ their grievance with the listed entity by lodging a complaint directly with the concerned listed entity, and if the grievance is not redressed satisfactorily, the shareholder may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, and if the shareholder is not satisfied with the outcome, he/she/they may initiate dispute resolution through the Online Dispute Resolution ("ODR") Portal. Shareholders are requested to take note of the same.

13. E-Voting facility:

The remote e-Voting period will begin on Tuesday, 9 September, 2025, at 9:00AM (IST) and will end on Thursday, 11 September, 2025, at 5:00PM (IST) During this period, members of the Company holding shares as of the cut-off date, i.e., Friday, 5 September, 2025, may exercise their vote electronically. The e-Voting module shall be disabled by KFin for voting thereafter.

A person whose name is recorded in the Register of Members or in the Beneficial Owners register maintained by depositories as of the cut-off date, i.e., Friday, 5 September, 2025, shall be entitled to avail of the facility of remote e-Voting as well as the e-Voting system during the AGM. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member/Beneficial Owner (in case of shares held in dematerialized form) as of the cut-off date, i.e., Friday, 5 September, 2025. A person who is not a member as of the cut-off date should treat this Notice for informational purposes only.

The e-Voting during the AGM will begin on Friday, 12 September, 2025 will end 15 minutes after the conclusion of the AGM. Within this period, all Members who are present at the AGM through the VC facility and who have not yet exercised their vote through remote e-Voting can still exercise their vote electronically. The facility for e-Voting during the meeting is available only to those Members participating in the meeting through the VC facility. If a Member has exercised his/her vote during the AGM through e-Voting but has not attended the AGM through the VC facility, then the votes cast by such a Member shall be considered invalid.

The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time and up to 15 minutes after the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available for 1,000 members on a first-come, first-served basis. This will not include large Shareholders (shareholders holding 2% or more shares), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, the Nomination and Remuneration Committee, and the Stakeholders' Relationship Committee, or Auditors, etc., who are allowed to attend the AGM without restriction based on a firstcome, first-served basis.

The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013

In line with the Ministry of Corporate Affairs Circular No. 17/2020, dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.blackbuck.com. The Notice can also be accessed from the websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited, at www.bseindia.com and www.nseindia.com, respectively, as well as on the website of KFin (agency for providing the Remote e-Voting facility), i.e. <https://evoting.kfintech.com>.

1. Registration of e-mail ID

Members who have not registered their email IDs are requested to do so at the earliest. Members holding shares in:

- **Electronic mode** can register their email ID by contacting their respective Depository Participant(s) ("DP").
- **Physical mode** can register their email ID and other KYC details with the Company or KFin. through ISR Forms only.

2. Members whose names appears in the Register of Members / List of Beneficial Owners as on the cut-off date only i.e., Friday, 5 September, 2025 shall be entitled to vote on the resolution set out in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.

3. Instructions for remote e-voting

- i. In compliance with the provisions of Sections 108 and 110 of the Act read with the Rules as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, the Company is providing facility to the Members to exercise voting through electronic voting system ("remote e-voting")

on the e-voting platform provided by KFin. The Members may cast their votes remotely, using remote e-voting only on the dates mentioned hereunder. The instructions for remote e-voting forms part of this Notice.

- ii. Facility to exercise vote through remote e-voting will be available during the following period:

Commencement of Remote e-voting	End of Remote e-voting
Tuesday, 9 September, 2025 at 9:00 am (IST)	Thursday, 11 September, 2025 at 5:00 pm (IST)





- iii. The remote e-voting module shall be disabled by KFin for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
- iv. During the above period, Members of the Company holding shares either in physical form or in dematerialised form, as on Friday, 5 September, 2025, i.e., cut-off date, may cast their vote by remote e-voting.
- v. CS Shreyas Dwaraki, Practicing Company Secretary, (Membership No – F11953, COP-26529) (Peer Review Certificate No- 5997/2024) is appointed as the Scrutinizer for conducting the AGM only through remote e-voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of remote e-voting will be final.
- vi. The process and manner for remote e-voting is as under:
- a. In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time,

Regulation 44 of the Listing Regulations read with SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 relating to 'e-voting Facility Provided by Listed Entities' ("SEBI e-voting Circular") the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by KFin, on the resolutions set forth in this Notice. The instructions for remote e-voting are given herein below.

- b. E-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- c. Individual demat account holders would be able to cast their vote without having to register again with the E-voting Service Provider ("ESP") thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.
- d. The process and manner of remote e-voting is explained below:
- i. Access to Depositories e-voting system in case of individual Members holding shares in demat mode.

Access to KFin e-voting system in case of Members holding shares in physical and non-individual Members in demat mode.

I. Access to Depositories e-voting system in case of individual Members holding shares in demat mode.

Type of Member	Login Method
Individual Members holding securities in demat mode with NSDL	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. 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 the 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 or joining virtual meeting & voting during the meeting. Existing Internet-based Demat Account Statement (“IDeAS”) facility Users: <ol style="list-style-type: none"> Visit the e-services website of NSDL https://eservices.nsdl.com either on a personal computer or on a mobile. On the e-services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. Thereafter enter the existing user id and password. After successful authentication, Members will be able to see e-voting services under ‘Value Added Services’. Please click on “Access to e-voting” under e-voting services, after which the e-voting page will be displayed. Click on company name i.e. BlackBuck or ESP i.e. KFin. Members will be re-directed to KFin’s website for casting their vote during the remote e-voting period. Those not registered under IDeAS: <ol style="list-style-type: none"> Visit https://eservices.nsdl.com for registering. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-voting website of NSDL https://www.evoting.nsdl.com. 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. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page. Click on company name i.e BlackBuck or ESP name i.e KFin after which the Member will be redirected to ESP website for casting their vote during the remote e-voting period. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
Individual Members holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing user who have opted for Electronic Access To Securities Information (“Easi/ Easiest”) facility: <ol style="list-style-type: none"> Visit https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com. Click on New System Myeasi. Login to Myeasi option under quick login. Login with the registered user ID and password. Members will be able to view the e-voting Menu. The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast their vote without any further authentication.

Type of Member	Login Method
	<p>2. User not registered for Easi/ Easiest</p> <ol style="list-style-type: none"> Visit https://web.cdslindia.com/myeasi/Registration/EasiRegistration for registering. Proceed to complete registration using the DP ID, Client ID (BO ID), etc. After successful registration, please follow the steps given in point no. 1 above to cast your vote. <p>3. Alternatively, by directly accessing the e-voting website of CDSL</p> <ol style="list-style-type: none"> Visit www.cdslindia.com. Provide demat account number and PAN. System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the
Individual Members login through their demat accounts / website of DPs	<ol style="list-style-type: none"> Members can also login using the login credentials of their demat account through their DPs registered with the Depositories for e-voting facility. Once logged-in, Members will be able to view e-voting option. Upon clicking on e-voting option, Members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature. Click on options available against 'BlackBuck' or 'KFin'. Members will be redirected to e-voting website of KFin for casting their vote during the remote e-voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

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

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 102 0990 and 1800 22 4430
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

II. Access to KFin e-voting system in case of members holding shares in physical and non-individual members in demat mode.

Members whose e-mail IDs are registered with the Company / DPs, will receive an e-mail from KFin which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- Launch internet browser by typing the URL: <https://emeetings.kfintech.com>.
- Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number), followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting the vote.
- After entering these details appropriately, click on "LOGIN".

- You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- You need to login again with the new credentials.
- On successful login, the system will prompt you to select the "EVEN" i.e., 9029 and click on "Submit"

- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option "ABSTAIN". If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
 - ix. In case you do not desire to cast your vote, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the resolution.
- 3. Procedure for joining the AGM through VC/OAVM:
 - i. Members will be able to attend the AGM through VC/OAVM at <https://emeetings.kfintech.com> by using their e-voting login credentials. After logging in, click on the 'Video Conference' tab and select the 'EVENT' of the Company. Click on the video symbol and accept the Meeting etiquettes to join the Meeting.
 - ii. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in this AGM Notice.
 - iii. Members may join the AGM through VC/OAVM facility by following the procedure as mentioned in this notice which shall be kept open for the Members from 11:15 a.m. (IST) i.e. 15 minutes before the time scheduled to start the AGM and shall be kept open throughout the proceedings of the AGM.
 - iv. Members may note that the VC/OAVM facility, provided by KFinTech, allows participation of at least 1,000 Members on a first-come-first-served basis. Pursuant to MCA Circulars, the large Shareholders (i.e. Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination, Remuneration and Compensation Committee and Stakeholders Relationship Committee, Auditors, etc. can attend the AGM without any restriction on account of first-come-first-serve principle.
 - v. Attendance of the Members participating in the AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

General Guidelines for Members:

1. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signatures of the duly authorised signatory(ies) who are authorised to vote on their behalf. The documents should be emailed to inward.ris@kfintech.com with the subject line "Zinka Logistics Solutions Limited 10th AGM 2025".
2. In case of any query and/ or assistance required, Members may refer to the Help & Frequently Asked Questions ("FAQs") available at the download section of <https://evoting.kfintech.com> or contact

KFin at the email ID evoting@kfintech.com or call KFin's toll free No.: 1800 309 4001 for any further clarifications/ technical assistance that may be required.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO. 03:****To appoint M/S B S R & Co. LLP Chartered Accountants (FRN: 101248W/W-100022) as Statutory Auditor of the Company.**

The Board appointed M/s. Price Waterhouse Chartered Accountants LLP, Chartered Accountant (FRN 012754N/N500016), as Statutory Auditor for a second term to hold office from the conclusion of the 6th Annual General Meeting till the conclusion of 10th Annual General Meeting. Further, they have confirmed that the appointment made is within the prescribed limits and are eligible to hold the office as Auditor of the Company and is not disqualified.

Price Waterhouse Chartered Accountants LLP, Chartered Accountants, have completed their second term as the Statutory Auditor of the Company upon the conclusion of this Annual General Meeting. In accordance with the provisions of the Companies Act, 2013, they shall retire from the office of Statutory Auditor upon completion of their prescribed tenure

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on May 27, 2025 recommended the appointment of M/s B S R & Co. LLP, Chartered Accountants, having Firm Registration No. 101248W/W-100022, as the Statutory Auditor of the Company for a tenure of 5 consecutive years from the conclusion of the 10th Annual General Meeting till the conclusion of 15th Annual General Meeting (to be held in the calendar year 2030) at such remuneration (excluding out of pocket expenses and reimbursement of expenses, if any) as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company, subject to the approval of the shareholders of the Company:

The Company has received written consent from M/s B S R & Co. LLP, and a certificate that they satisfy the criteria provided under Section 141 of the Act and that the appointment, if made, shall be in accordance with the applicable provisions of the Act and Rules framed thereunder. Further, M/s B S R & Co. LLP, has confirmed that they hold a valid certificate issued by the Peer Review Board of the the Institute of Chartered Accountants of India (ICAI).

Brief Profile

M/s. B S R & Co. ('the firm') was constituted on 27 March 1990 as a partnership firm having firm registration no. as 101248W. It was converted into limited liability partnership i.e. M/s. B S R & Co. LLP on 14 October 2013 thereby having a new firm registration no. 101248W/W-1 00022. The registered office of the firm is at 14th Floor, Central B Wing and North C Wing, Nesco IT Park 4, Nesco Center, Western Express Highway, Goregaon (East), Mumbai- 400063. The firm is a member entity of M/s. B S R & Affiliates, a network registered with the Institute of Chartered Accountants of India. The Firm audits various companies listed on stock exchanges in India including New Age Tech Companies. B S R & Co. LLP have given its consent to act as Statutory Auditors of the Company for a first term

and have confirmed that their appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

The proposed remuneration payable to M/s. B S R & Co. LLP for conducting statutory audit of the Company for the financial year ending 2025-26 is ₹ 5.5 million (exclusive of applicable taxes and out of pocket expenses, if any). (Further, the Board of Directors, on the recommendation of the Audit Committee, shall decide the remuneration of M/s. B S R & Co. LLP as Statutory Auditor for the remaining part of its tenure).

In addition to the Statutory Audit, the Company may also obtain certifications from B S R & Co. LLP under various statutory regulations and other permissible non-audit services as required from time to time, for which their remuneration shall be approved by the Audit Committee, in accordance with the provisions of Sections 142 and 144 of the Act. None of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned, financially or otherwise in the said resolution except to the extent of their shareholding in the Company.

Based on the recommendations of the Audit Committee, the Board of Directors have approved and recommended the aforesaid proposal for approval of members taking into account the eligibility of the M/s. B S R & Co. LLP, qualification, experience, independent assessment & expertise of the partners in providing secretarial audit related services, competency of the staff and Company's previous experience based on the evaluation of the quality of audit work done by them in the past.

None of the Directors and Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in this resolution.

The Board recommends the passing of resolution set out at Item No-3 for approval of the members as an ordinary resolution.

ITEM NO. 04:**To appoint CS Pramod S (Practicing Company Secretary) (ICSI Membership No: A36020, COP: 13335) as Secretarial Auditor of the Company.**

This explanatory statement is provided in accordance with Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act"), every listed company and certain other prescribed categories of companies are required to annex a Secretarial Audit Report, issued by a Practicing Company Secretary, to their Board's report, prepared under Section 134(3) of the Act.

Furthermore, pursuant to recent amendments to Regulation 24A of the SEBI Listing Regulations, every listed entity is required to conduct a Secretarial Audit and annex the Secretarial Audit Report to its annual report. Additionally, a listed entity must appoint a Secretarial Audit firm for a maximum of two terms of five consecutive years, with shareholder approval to be obtained at the Annual General Meeting.

In light of the aforesaid, the Board of Directors of the Company, pursuant to the recommendations of the Audit Committee and Board of Directors, has recommended appointment of CS. Pramod S Company Secretary in Whole Time Practice (ICSI Membership No: A36020, COP: 13335) as the Secretarial Auditor of the Company for a term of five consecutive financial years commencing from 1st April 2025 up to 31st March 2030.

Furthermore, in terms of the amended regulations, CS. Pramod S has provided a confirmation that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate. They confirmed that they are not disqualified from being appointed as Secretarial Auditor and that they have no conflict of interest. CS. Pramod S has further furnished a declaration that they have not taken up any prohibited non-secretarial audit assignments for the Company, its holding and subsidiary companies.

The proposed remuneration to be paid to CS. Pramod S for Secretarial Audit Services the financial year ending March 31, 2026, is 2,00,000/- (Rupees Two Lakh only) plus applicable taxes and out-of pocket expenses. Besides the audit services, the Company would also obtain certifications which are to be mandatorily received from the Secretarial Auditor under various statutory regulations from time to time, for which the auditor will be remunerated separately on mutually agreed terms.

The Board of Directors in consultation with the Audit Committee may alter or vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Secretarial Auditor.

Based on the recommendations of the Audit Committee, the Board of Directors have approved and recommended the aforesaid proposal for approval of members taking into account the eligibility of the Practicing Company Secretary, qualification, experience, independent assessment & expertise of the partners in providing secretarial audit related services, competency of the staff and Company's previous experience based on the evaluation of the quality of audit work done by them in the past.

None of the Directors and Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolution set out at item number 4 of the notice for approval by the members.

Annexure to the Notice

Additional information on the director recommended for appointment / reappointment as required under Regulation 36(3) of the SEBI Listing Regulations, 2015, and Secretarial Standard 2 on General Meetings

Name of Director	Ramasubramanian Balasubramaniam (DIN: 00442915)
Date of Birth and Age	December 10, 1973 (51 year old)
Brief profile including expertise and experience	He holds a post graduate diploma in business management from the Institute of Integrated Learning in Management. He has approximately 27 years of work experience.
Terms and conditions of appointment	As per Nomination and Remuneration Committee policy
Details of Remuneration sought to be paid for the financial year 2026	There is no change in the Remuneration for FY 2025-26.
Remuneration last drawn for the financial year 2025	In Fiscal 2025, Ramasubramanian Balasubramaniam received a total remuneration of ₹ 9.94 million.
Date of first appointment on the Board	April 20, 2015 and subsequently appointed as Executive Director and Head – New Initiatives on June 26, 2024.
Shareholding in Zinka Logistics Solutions Limited	7.56 %
Relationship with other Directors and KMP	None
Number of Board meetings attended during the year	23 out of 23 Board meetings held during FY 2024-25
Directorships held in other companies including equity listed companies in India	Indian companies <ul style="list-style-type: none"> • Miebach Consulting India Private Limited • ZZ Logistics Solutions Private Limited
Committee Memberships and Chairmanships in the Company	Foreign companies: Nil Member of the Corporate Social Responsibility Committee
Membership/Chairmanship of Committees of other Boards	NIL
Resignation from Listed Entities in past three years	NIL