

14th October, 2025

To

BSE Limited

P J Towers,
Dalal Street,
Mumbai – 400001.

Script Code: 976124 and 976125

Dear Sir,

Sub: Notice of Extra-Ordinary General Meeting of the Company

This is to inform you that the Extra-Ordinary General Meeting of the Company will be held on **Monday , 27th October 2025 at 11.00 a.m.** at Adani Corporate House, Shantigram, Near Vaishno Devi Circle, S G Highway, Khodiyar, Ahmedabad – 382421 at shorter notice. Pursuant to Regulation 51(2) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), we are submitting herewith Notice of Extra-Ordinary General Meeting of the Company which is being sent through electronic mode to the Members.

Kindly take the same on your records.

Thanking you,

Yours faithfully,

For Mancherial Repallewada Road Private Limited

Romita Jaiswal
Company Secretary and Compliance officer
(Mem no.: A34540)

NOTICE

NOTICE is hereby given that Extraordinary General Meeting of the Members of **Mancherial Repallewada Road Private Limited ("The Company")** will be held on Monday, 27th October , 2025 at 11:00 a.m. at the Registered office of the Company Situated at Adani Corporate House, Shantigram, Near Vaishno Devi Circle, S. G. Highway, Khodiyar, Ahmedabad – 382421 to transact the following business:

SPECIAL BUSINESS:

- 1. To consider appointment of Mr. Kundan Kishor (DIN:11206939) as a Managing Director.**

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

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203, read with Schedule V and other applicable provisions, if any, of the Companies Act ,2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and in terms of Regulation 17 and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to approval of the Central Government, if required, the consent of members of the company be and is hereby accorded for confirmation /appointment of Mr. Kundan Kishor (DIN:11206939) , as a Managing Director of the Company for a period of three years with effect from 28th July, 2025 and ending on 27th July, 2028 with liberty to the Board of Directors of the Company to alter the terms and conditions of appointment and/or remuneration as it may deem fit and as per the recommendation of Nomination and Remuneration Committee , subject to the same not exceeding the limits specified in Schedule V to the Act including any statutory modification or re-enactment thereof, for the time being in force and as agreed by and between the Board and Mr. Kundan Kishor.

RESOLVED further that Mr. Kundan Kishor (DIN:11206939) in the capacity of Managing Director will be entrusted with among others the powers, authorities, functions, duties, responsibilities by Board of Directors of the Company, from time to time.



RESOLVED FURTHER THAT the Board of Directors (which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers, including the powers conferred by this resolution) of the Company be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion deem fit, necessary, expedient or desirable to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution."

Date: 28/07/2025

Place: Ahmedabad

For and on Behalf of the Board of Directors

Sd/-

Romita Jaiswal

**Company Secretary and Compliance officer
(Mem no.:A34540)**

NOTES:

1. A member entitled to attend and vote at a meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. The instrument appointing proxy should however be deposited at the registered office of the company not less than forty-eight hours before the commencement of the meeting.
2. All documents referred to in the notice and the explanatory statement requiring the approval of the Members at the Meeting and other statutory registers shall be available for inspection by the Members at the registered office of the Company during office hours on all working days between 11.00 a.m. and 1.00 p.m. on all days except Saturdays, Sundays and public holidays, from the date hereof up to the date of the Annual General Meeting.
3. Explanatory Statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 is annexed hereto and forms a part of this notice.
4. A Corporate Member intending to send its authorized representatives to attend the Meeting in terms of Section 113 of the Companies Act, 2013 is requested to send to the Company a certified copy of the Board Resolution authorizing such representative to attend and vote on its behalf at the Meeting.
5. Members who have not registered their e-mail address with the Company are requested to register their e-mail address and notify any change thereof to the company so as to enable the Company to send the notices of General Meetings electronically. Members who have already registered their e-mail address with the Company are requested to keep the Company updated of any change therein.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item no. 1

The Board of Directors of the Company at their meeting held on 28th July , 2025 had appointed Mr. Kundan Kishor as a Managing Director of the Company for a period of three years commencing from 28th July, 2025 and ending on 27th July, 2028, without any remuneration. It is proposed to seek approval of the members to confirm the appoint Mr. Kundan Kishor (DIN : 11206939) as a Managing Director of the Company for a period of three years commencing from 28th July, 2025 and ending on 27th July, 2028, without any remuneration. The terms and conditions set out for appointment and remuneration and the agreement to be entered into between the Company and Mr. Kundan Kishor (DIN : 11206939) may be varied from time to time by the Board as it may, at its discretion, deem fit, subject to the same not exceeding the limits specified in Schedule V to the Companies Act, 2013 including any statutory modification or re-enactment thereof.

Mr. Kundan Kishor is a seasoned professional with over 17 years of experience in Business Development, M&A, and Project Financing, primarily in the Roads and Power Transmission sectors. He holds a Post Graduate Diploma in Business Management (Finance) from XIME, Bangalore, and a B.Sc. (Hons.) in Information Science from Visva-Bharati University, Shantiniketan.

The Board of Directors accordingly recommends the Ordinary -Resolution set out in the accompanying Notice for the approval of the Members.

Except Mr. Kundan Kishor (DIN: 11206939), none of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the said resolution.

Other terms and conditions of the appointment of the proposed appointee(s) and other disclosures /details required pursuant to the provisions of Secretarial Standard 2 (SS-2) issued by the Institute of Company Secretaries of India (ICSI) and Section II of Part II of Schedule V of the Companies Act, 2013, are appended in Annexure-I to this EGM Notice.

Date: 28/07/2025
Place: Ahmedabad

For and on Behalf of the Board of Directors

Sd/-
Romita Jaiswal
Company Secretary and Compliance officer
(Mem no.:A34540)

Annexure - I

Disclosure relating to Director pursuant to Section II of Part II of Schedule V of the Companies Act, 2013 – Not applicable

Disclosure relating to Director pursuant to Clause 1.2.5 of the Secretarial Standards on General Meetings (SS-2) is given below :

Name of Director & DIN	Mr. Kundan Kishor (DIN: 11206939)
Age, Date of Birth	Age- 42 Years DOB-01/06/1983
No. of shares held in the Company	Nil
Qualification	Mr. Kundan Kishor , holds a degree of PGDBM (Finance) from XIME, Bangalore and B.Sc. (Hons.) in Information Science from IIMT, Kolkata .
Brief Resume; Nature of expertise in specific functional areas; Nature of expertise in specific functional areas	Mr. Kundan Kishor is a seasoned professional with over 17 years of experience in Business Development, M&A, and Project Financing, primarily in the Roads and Power Transmission sectors. He holds a Post Graduate Diploma in Business Management (Finance) from XIME, Bangalore, and a B.Sc. (Hons.) in Information Science from Visva-Bharati University, Shantiniketan.
Date of first appointment on the Board	28/07/2025
Terms and conditions of appointment or reappointment	Appointed as Managing Director of the Company for a period of three years commencing from 28th July , 2025 and ending on 27th July, 2028, without any remuneration.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil
Other listed entities in which he holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	Nil

Directorship held in other Companies/ LLPs	<ol style="list-style-type: none"> 1. Vijayawada Bypass Project Limited 2. Prayagraj Water Private Limited 3. Adani Metro Transport Limited 4. Kodad Khammam Road Limited 5. Panagarh Palsit Road Limited 6. Adani Road O&M Limited 7. Adani Water Limited 8. Prs Tolls Limited 9. Azhiyur Vengalam Road Limited
Committee Positions in other Companies	<p>Chairmanship : None</p> <p>Membership :</p> <p>Vijayawada Bypass Project Limited - Corporate Social Responsibility Committee</p> <p>Prayagraj Water Private Limited – Corporate Social Responsibility Committee</p> <p>Kodad Khammam Road Limited - Corporate Social Responsibility Committee</p> <p>Azhiyur Vengalam Road Limited – Corporate Social Responsibility Committee</p>
Last remuneration drawn from the Company (FY 2024-25)	Nil
Details of proposed remuneration from the Company	Nil
Details of Board/Committee Meetings attended by the Director during the year	The Director attended the Board Meeting held on 28 th July, 2025 , in which he was appointed , and does not hold membership/chairmanship in any other committees of the Board.

Date: 28/07/2025

Place: Ahmedabad

For and on Behalf of the Board of Directors

Sd/-

Romita Jaiswal

Company Secretary and Compliance officer
(Mem no.:A34540)

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

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

Corporate Identity Number (CIN) : U45209GJ2019PTC107501
Name of the Company : Mancherial Repallewada Road Private Limited
Registered Office : Adani Corporate House, Shantigram, Near Vaishno Devi Circle, S.G. Highway, Khodiyar, Ahmedabad-382421, Gujarat

Name of the member(s) :

Registered address :

E-mail ID :

Folio No/ Client :

DP ID :

I/We, being the member(s) of Equity Shares of the above named Company, 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 Extra Ordinary General Meeting of the Company, to be held on _____
_____ and at any adjournment thereof in respect of such resolution as is indicated below:

Signed this day of 2025

Signature of Shareholder: _____

Signature of Proxy holder(s): _____

Affix ₹ 1
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.



ATTENDANCE SLIP

Full name of the member attending

Full name of the joint-holder

(To be filled in if first named Joint – holder does not attend meeting)

Name of Proxy

(To be filled in if Proxy Form has been duly deposited with the Company)

I hereby record my presence at Extra Ordinary General Meeting held at _____, on _____, the _____ 2025 at _____ A.M.

Folio No _____ DP ID No. * _____ Client ID No.* _____

* Applicable for members holding shares in electronic form.

No. of Share(s) held _____

Member's / Proxy's Signature