



22nd February, 2025

BSE Limited

P J Towers,
Dalal Street,
Mumbai – 400001.

Script Code: 976131 and 976132

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 Friday, 28th February 2025 at 4.00 p.m. at Adani Corporate House, Shantigram, Near Vaishno Devi Circle, S G Highway, Khodiyar, Ahmedabad 382 421 at a shorter notice. Pursuant to Regulation 50(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 Suryapet Khammam Road Private Limited

Nishant Joshi
Company Secretary
(Mem. No.:A42387)

Suryapet Khammam Road Private Limited
"Adani Corporate House"
Shantigram, Near Vaishno Devi Circle,
S. G. Highway, Khodiyar,
Ahmedabad 382 421, Gujarat India
CIN: U45201GJ2019PTC107602

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Fax +91 79 2555 7177
Info@adani.com
www.adani.com

Regd. Office: "Adani Corporate House", Shantigram, Near Vaishno Devi Circle, S. G. Highway, Khodiyar, Ahmedabad-382421



NOTICE

NOTICE is hereby given that Extraordinary General Meeting of the Members of **Suryapet Khammam Road Private Limited ("The Company")** will be held on Friday, 28th February, 2025 at 4:00 p.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 Mrs. Nisha Kapoor as an Independent Director.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and Schedule IV and all other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Nisha Kapoor (DIN: 00004310) who was appointed as an Independent Director for the term of 5 (five) years by the board of directors w.e.f. 9th December, 2024 and being eligible and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) years upto 8th December, 2029 on the Board of the Company."

2. To consider appointment of Mr. Mehul Rajput as an Independent Director.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and Schedule IV and all other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Mehul Rajput (DIN: 10529340) who was appointed as an Independent Director for the term of 5 (five) years by the board of directors w.e.f. 9th December, 2024 and being eligible and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director be and is hereby appointed as an

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Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) years up to 8th December, 2029 on the Board of the Company."

3. To consider appointment of Mr. Balaji as a Non Executive Director.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr Balaji (DIN: 08116199) who was appointed as a Non Executive Director of the company w.e.f. 22nd July, 2024 and being eligible and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director be and is hereby appointed as a Non Executive Director of the Company and liable to retire by rotation."

4. To consider appointment of Mr. Rajkumar Shyamsunder Dhoot as a Non Executive Director.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr Rajkumar Shyamsunder Dhoot (DIN: 08745330) who was appointed as a Non Executive Director of the company w.e.f. 24th January, 2025 and being eligible and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director be and is hereby appointed as a Non Executive Director of the Company and liable to retire by rotation."



5. To consider reappointment of Mr. Vishal Kumar as a Managing Director.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Special 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 (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 re-appointment of Mr. Vishal Kumar (DIN: 06386730), as a Managing Director of the Company for a period of three years with effect from 18th February, 2025 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, 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 Vishal Kumar.

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."

6. To approve of Material Related Party Transaction with Adani Enterprises Limited.

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

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("Board"), for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier/ arrangements/transactions or as fresh



and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with Adani Enterprises Limited, a related party of the Company, as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts / arrangements / transactions, settle all questions, difficulties or doubts that may arise in this regard."

7. To approve of Material Related Party Transaction with Adani Road Transport Limited.

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

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("Board"), for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier/ arrangements/transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with Adani Road Transport Limited, a related party of the Company, as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

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RESOLVED FURTHER THAT the Board be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts / arrangements / transactions, settle all questions, difficulties or doubts that may arise in this regard."

For and on Behalf of the Board of Directors,

Date: 24/01/2025

Place: Ahmedabad

Sd/-

Nishant Joshi

Company Secretary

(Mem no. A42387)

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.

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

Item no. 1

The Board of Directors on 9th December, 2024 pursuant to the provisions of Section 161 of the Companies Act, 2013 ('Act'), the Articles of Association of the Company, Mrs. Nisha Kapoor (DIN: 00004310) as an Additional Director ('Non Executive & Independent Director') of the Company, subject to the approval of the shareholders to be obtained within three months hereof or next Annual General Meeting whichever is earlier. The said appointment noted by the Nomination and Remuneration Committee. According to the provisions of Section 161 of the Companies Act 2013 and in terms of Regulation 17 and 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), her confirmation from the shareholders are required within three months of appointment. The Company has received a notice in writing from a member proposing the candidature of Mrs. Nisha Kapoor (DIN: 00004310) for office of Director of the Company under the provisions of Section 160 of the Act. In terms of provisions of Section 152 and SEBI Regulation and other applicable provisions, if any, of the Act read with rules made there under, the appointment of director requires approval of members. The Board of Directors accordingly recommend the resolution as set out at Item Nos. 1 of the accompanying Notice for the approval of the Members. Except Mrs. Nisha Kapoor (DIN: 00004310), 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.

Item no. 2

The Board of Directors on 9th December, 2024 pursuant to the provisions of Section 161 of the Companies Act, 2013 ('Act'), the Articles of Association of the Company, Mr. Mehul Rajput (DIN: 10529340) as an Additional Director ('Non Executive & Independent Director') of the Company, subject to the approval of the shareholders to be obtained within three months hereof or next Annual General Meeting whichever is earlier. The said appointment noted by the Nomination and Remuneration Committee. According to the provisions of Section 161 of the Companies Act 2013 and in terms of Regulation 17 and 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), his confirmation from the shareholders are required within three months of appointment. The Company has received a notice in writing from a member proposing the candidature of Mr. Mehul Rajput (DIN: 10529340) for office of Director of the Company under the provisions of Section 160 of the Act. In terms of provisions of Section 152 and SEBI Regulation and other applicable provisions, if any, of the Act read with rules made there under, the appointment of director requires approval of members. The



Board of Directors accordingly recommend the resolution as set out at Item Nos. 2 of the accompanying Notice for the approval of the Members. Except Mr. Mehul Rajput (DIN: 10529340), 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.

Item no. 3

The Board of Directors on 22nd July, 2024 pursuant to the provisions of Section 161 of the Companies Act, 2013 ('Act'), the Articles of Association of the Company, Mr. Balaji (DIN: 08116199) as an Additional Director ('Non Executive Director') of the Company, subject to the approval of the shareholders in next Annual General Meeting. The said appointment noted by the Nomination and Remuneration Committee. According to the provisions of Section 161 of the Companies Act 2013 and in terms of Regulation 17 and 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), his confirmation from the shareholders are required. The Company has received a notice in writing from a member proposing the candidature of Mr. Balaji (DIN: 08116199) for office of Director of the Company under the provisions of Section 160 of the Act. In terms of provisions of Section 152 and SEBI Regulation and other applicable provisions, if any, of the Act read with rules made there under, the appointment of director requires approval of members. The Board of Directors accordingly recommend the resolution as set out at Item Nos. 3 of the accompanying Notice for the approval of the Members. Except Mr. Balaji, 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.

Item no. 4

The Board of Directors on 24th January, 2025 pursuant to the provisions of Section 161 of the Companies Act, 2013 ('Act'), the Articles of Association of the Company and as per the recommendation of Nomination and Remuneration Committee appointed, Mr. Rajkumar Dhoot (DIN: 08745330) as an Additional Director ('Non Executive Director') of the Company, subject to the approval of the shareholders to be obtained within three months hereof or next Annual General Meeting whichever is earlier. According to the provisions of Section 161 of the Companies Act 2013 and in terms of Regulation 17 and 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), his confirmation from the shareholders are required. The Company has received a notice in writing from a member proposing the candidature of Mr. Rajkumar Dhoot (DIN: 08745330) for office of Director of the Company under the provisions of Section 160 of the Act. In terms of provisions of Section 152 and SEBI Regulation and other applicable provisions, if any, of the Act read with rules made there under, the appointment of director requires approval of members. The Board of Directors accordingly recommend the resolution as



set out at Item Nos. 4 of the accompanying Notice for the approval of the Members. Except Mr. Rajkumar Dhoot, 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.

Item no. 5

The Board of Directors of the Company at their meeting held on 22nd January, 2024 had re-appointed Mr. Vishal Kumar as a Managing Director of the Company for a period of One years commencing from 19th February, 2024 until 18th February 2025. Hence, the Board has proposed to re-appoint Mr Vishal Kumar for further term of 3 years at the ensuing General Meeting of the Company. It is proposed to seek approval of the members to re-appoint Mr. Vishal Kumar (DIN 06386730) as a Managing Director of the Company for a period of 3 years with effect from 18th February, 2025. The terms and conditions set out for re- appointment and remuneration and the agreement to be entered into between the Company and Mr. Vishal Kumar (DIN 06386730) 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. Vishal Kumar holds directorships on the Boards of Tvesa Enterprises Private Limited, Maharashtra Border Check Post Network Limited, Jharna Real Estates Private Limited, Olympeo Infrastructure Private Limited and Olympeo Riverside Phase I Flat Owners Association. The Board of Directors accordingly recommends the Special Resolution set out at Item No. 5 of the accompanying Notice for the approval of the Members. Except Vishal Kumar (DIN 06386730), 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.

Item no. 6 & 7

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Effective from April 01, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) ` 1,000 Crores, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

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The Company proposes to enter into certain related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company. All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on 24th January, 2025, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company.

Further, as per the SEBI Master Circular dated November 11, 2024, an RPT for which the audit committee has granted omnibus approval shall continue to be placed before the shareholders if it is material in terms of regulation 23(1) of the LODR Regulations. Accordingly, your Board of Directors considered the same and recommends passing of the resolutions contained in Item Nos. 3 & 4 that is Omnibus and Material in terms of SEBI Regulation 23(1) of SEBI Regulation.

Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Circular dated November 11, 2024 read with is provided herein below;

1. RPTs with Adani Enterprises Ltd, a Ultimately holding company of the company.

SN	Particulars	Details
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Adani Enterprises Ltd, a Ultimately holding company of the company.

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2	Type, tenure, material terms and particulars	<p>Loan to be given</p> <p>1) Applicable Terms: The Interest shall accrue on half yearly and shall be due and payable on the last day of the financial year March 31, 2031 or upon the repayment of this loan whichever is earlier.</p> <p>2) Tenure: 6 Years 5 Months</p> <p>3) Interest Rate: 8.60% p.a.</p> <p>4) Secured / Unsecured: Unsecured 5) Covenant: N/A</p>
3	Value of the transaction	Upto Rs_237,00,00,000/-
4	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	134 % of annual consolidated turnover of the Company for FY 2023-24
5	If the transaction relates to any loans, intercorporate deposits, advances or investments made or given by the listed entity or its subsidiary:	Not Applicable
	i. details of the source of funds in connection with the proposed transaction;	Not Applicable
	ii. where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments, <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure; 	Not Applicable

	iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Not Applicable
	iv. the purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
6	Justification as to why the RPT is in the interest of the listed entity	Adani Enterprises Ltd is ultimately holding company. The proposed transaction is beneficial for the listed entity in providing and obtaining financial assistance from the Company time to time.
7	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not Applicable
8	Any other information that may be relevant	None

2. RPTs with Adani Road Transport Ltd, a holding company of the company.

SN	Particulars	Details
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Adani Road Transport Ltd , a holding company of the company.
2	Type, tenure, material terms and particulars	<p>Loan to be given</p> <p>1) Applicable Terms: The Interest shall accrue on daily basic and shall be due and payable on the last day of the financial year or upon the repayment of this loan whichever is earlier.</p> <p>2) Tenure: 1 year subject to extension.</p> <p>3) Interest Rate: 8 to 11%</p> <p>4) Secured / Unsecured: Unsecured</p> <p>5) Covenant: NA</p>

3	Value of the transaction	Upto Rs_277,37,25,000/-
4	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	156.72 % of annual consolidated turnover of the Company for FY 2023-24 Turnover FY 2023-24 Rs 176.99 Cr Projected turnover FY 2024-25 Rs 148.02 Cr
5	If the transaction relates to any loans, intercorporate deposits, advances or investments made or given by the listed entity or its subsidiary:	Not Applicable
	v. details of the source of funds in connection with the proposed transaction;	Not Applicable
	vi. where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments, <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure; 	Not Applicable
	vii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Not Applicable
	iii. the purpose for which the funds will be utilised by the	Not Applicable



	ultimate beneficiary of such funds pursuant to the RPT	
6	Justification as to why the RPT is in the interest of the listed entity	Adani Road Transport Ltd is holding company. The proposed transaction is beneficial for the listed entity in providing and obtaining financial assistance from the Company time to time.
7	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not Applicable
8	Any other information that may be relevant	Not Applicable

For and on Behalf of the Board of Directors,

Date: 24/01/2025

Place: Ahmedabad

Sd/-

Nishant Joshi
Company Secretary
(Mem no. A42387)

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Details of Directors seeking Appointment / Re-appointment.

Name of Director	Mrs. Nisha Kapoor (DIN: 00004310)- Independent Director (1)	Mr. Mehul Rajput (DIN: 10529340)- Independent Director (2)	Mr Balaji (DIN: 08116199)- Non-Executive Director (3)
Age, Date of Birth (No. of Shares held)	Age- 60 Years DOB-17/08/1964 Shares-Nil	Age- 34 Years DOB-06/04/1990 Shares-Nil	Age- 44 Years DOB-17/07/1980 Shares-Nil
Qualification Brief Resume; Nature of expertise in specific functional areas; Nature of expertise in specific functional areas	She is an Associate Member of All India Management Association and Member of Institute of Management Consultants of India (Affiliated to ICMCI – USA). Handling the activities of Recruitment of Professionals for companies in India and abroad. Have placed more than 1500 senior manpower in 20+ countries. Currently working in the capacity of Executive Director	He is qualified Fellow member of ICSI and having eight years professional experience. Additionally, he holds Master Degree in Law and Commerce. At present, he is serving as the Chairman of Western Region of the ICSI. He is Vice President of Mitcon Credentia Trusteeship Services Limited, Gift City Unit.	Shri Balalji is qualified B.Tech in Civil Engineering and over 22 years of experience in Project execution, Project Management, Quantity Estimation, Cost Control, and Budgeting. He has solid academic background and have excellent analytical and problem-solving skills. He has expertise in <ul style="list-style-type: none"> • Execution and Project Management

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			<ul style="list-style-type: none"> Planning, Monitoring and Coordination Quantity and Cost Estimation Budgeting, Cashflow management and Cost Control.
Date of first appointment on the Board	09/12/2024	09/12/2024	22/07/2024
Terms and conditions of appointment or reappointment	Independent Director for the 5 years	Independent Director for the 5 years	Non Executive Director
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NIL	NIL	Nil
Other Directorship (Includes directorship in public, private and foreign companies and insurance corporations)	1. Adani Welspun Exploration Limited 2. Mancherial Repallewada Road Private Limited 3. Nanasa Pidgaon Road Private Limited 4. Vijayawada Bypass Project Private Limited 5. Adani Road Transport Limited	1. Raipur-Rajnandgaon-Warora Transmission Limited 2. Hadoti Power Transmission Service Limited 3. Thar Power Transmission Service Limited	1. Hardoi Unnao Road Private Limited 2. Mancherial Repallewada Road Private Limited 3. Adani Road Grid Limited 4. Adani Road Stpl Limited 5. Bilaspur Pathrapali Road Private Limited

Suryapet Khammam Road Private Limited
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Ahmedabad 382 421, Gujarat India
CIN: U45201GJ2019PTC107602

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	6. Bilaspur Pathrapali Road Private Limited 7. Kurmitar Iron Ore Mining Private Limited 8. Adani Forwarding Agent Limited 9. United HR Solutions Private Limited	4. Barmer Power Transmission Service Limited 5. Mancherial Repallewada Road Private Limited 6. Sipat Transmission Limited 7. Chhattisgarh-Wr Transmission Limited 8. Assorted Corpcon Private Limited 9. Mahan Energen Limited 10. Gre Renew Enertech Limited	6. Panagarh Palsit Road Private Limited 7. Bhagalpur Waste Water Limited 8. Badakumari Karki Road Private Limited 9. Kodad Khammam Road Private Limited
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*Chairmanship/ Membership of the Committees of other Companies in which position of Director is held	Name of Co.	Committ ee	Chairman /Member	Name of Co.	Committ ee	Chairman/ Member	Name of Co.	Commit tee	Chairman/M ember
	Mancher ial Repalle wada Road Private Limited	Audit	Member	Mancher ial Repalle wada Road Private Limited	Audit	Chairman	Mancher ial Repalle wada Road Private Limited	Audit	Member
		Nomina ation and Remune ration committ ee	Member		Nomina ation and Remune ration committ ee	Chairman		Nomina ation and Remun eration commit tee	Member
		Stakehol der Relation ship committ ee	Member		Stakehol der Relation ship committ ee	Chairman		Stakeh older Relatio n ship commit tee	Member
		Risk Manage ment Committ ee	Member		Risk Manage ment Committ ee	Member		Risk Manag ement Commit tee	Member

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		Corporate Social Responsibility Committee	Member		Corporate Social Responsibility Committee	Member		Corporate Social Responsibility Committee	Member
Past Directorships in Listed Companies during last three years	02 Companies (appointed w.e.f. 09/12/2024 including this company)			02 Companies (appointed w.e.f. 09/12/2024 including this company)			Nil		
Remuneration last drawn (during the year) (Per annum)	Nil			Nil			Nil		

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Details of Board/Committee Meetings attended by the Director during the year	Name of Meetings	Attendance	Name of Meetings	Attendance	Name of Meetings	Attendance
	Board Meeting	02	Board Meeting	02	Board Meeting	02
	Audit Committee	02	Audit Committee	02	Audit Committee	02
	Nomination and Remuneration Committee	02	Nomination and Remuneration Committee	02	Nomination and Remuneration Committee	02
	Stakeholder Relationship Committee	02	Stakeholder Relationship Committee	02	Stakeholder Relationship Committee	02
	Risk Management Committee	01	Risk Management Committee	01	Risk Management Committee	01

* Listed Companies

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Name of Director	Mr. Rajkumar Dhoot (DIN:08745330) Non-Executive Director (4)	Mr. Vishal Kumar (DIN 06386730) -Managing Director (5)
Age, Date of Birth (No. of Shares held)	Age- 55 Years DOB-15/10/1969 Shares-Nil	Age- 50 Years DOB-26/07/1974 Shares-Nil
Qualification	Mr. Rajkumar S. Dhoot is qualified Cost Accountant and Company Secretary. He has 35 years' experience in Finance and Infrastructure field.	Mr. Vishal Kumar is qualified Electrical Engineer (B.E-Electrical) and have more than 30 years experience in Metro Projects, Oil & Gas industry, Steel and Road & Infrastructure sectors.
Brief Resume; Nature of expertise in specific functional areas; Nature of expertise in specific functional areas		
Date of first appointment on the Board	24/01/2025	12/04/2019
Terms and conditions of appointment or reappointment	Non Executive Director	Managing Director- for term of 5 years w.e.f. 18/02/2025
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil	Nil
Other Directorship (Includes directorship in public, private and foreign companies and insurance corporations)	1. Indore Gujarat Road Limited 2. Kagal Satara Road Private Limited 3. Adani Road O&M Limited	1. Tvesa Enterprises Private Limited 2. Maharashtra Border Check Post Network Limited 3. Jharna Real Estates Private Limited

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	4. Maharashtra Border Check Post Network Limited		4. Olympeo Infrastructure Private Limited 5. Olympeo Riverside Phase I Flat Owners Association	
*Chairmanship/ Membership of the Committees of other Companies in which position of Director is held	NIL		NIL	
Past Directorships in Listed Companies during last three years	Nil		Nil	
Remuneration last drawn (during the year) (Per annum)	Nil		Nil	
Details of Board/Committee Meetings attended by the Director during the year	Name of Meeting	Attendance	Name of Meeting	Attendance
	Board Meeting	01	Board	08
			Risk Management Committee	02

* Listed Companies

For and on Behalf of the Board of Directors,

Date: 24/01/2025

Place: Ahmedabad

Sd/-

Nishant Joshi

Company Secretary

(Mem no. A42387)

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