

GHL/SE/2022-23

29th August, 2022

The General Manager Department of Corporate Services BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai-400 001	The Manager Listing Department The National Stock Exchange of India Limited Bandra Kurla Complex Bandra East, Mumbai-400 051
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Dear Sir/Madam,

Sub: Submission of Notice of the 16th Annual General Meeting and Annual Report for the FY 2021-22 under Regulation 30 and 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

This is to inform that the 16th Annual General Meeting of the members of the Company will be held on Wednesday, 28th September, 2022 at 3:30 P.M through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") without the physical presence of the Members at a common venue in compliance with the provisions of the Companies Act, 2013 and rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (Listing Regulations) , read with General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021 and 2/2022 dated 08th April, 2020, 13th April, 2020, 5th May, 2020, 13th January, 2021 and 05th May, 2022 respectively, (collectively referred to as 'MCA Circulars') and Circulars dated 12th May, 2020, 15th January, 2021 and 13th May, 2022 (collectively referred to as 'SEBI Circulars'), to transact the businesses as set out in the Notice convening the 16th AGM.

Pursuant to Regulation 34(1) and Regulation 30(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Report of the Company along with the Notice of 16th Annual General Meeting for the Financial Year 2021-22 which are sent to the Members by e-mail. The Annual Report for the financial year 2021-22 is also available on the website of the Company i.e www.gayatrihighways.com.

Further, in terms of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014 (as amended), and Regulation 44 of SEBI Listing Regulations, the Company will provide to its members the facility to cast their vote(s) on all resolutions set forth in the Notice by electronic means ("e-voting") or voting through electronic means during the AGM, on the businesses specified in the Notice convening the 16th AGM of the Company.

This is for your information and record.

Thanking you,
Yours faithfully,
For Gayatri Highways Limited

RAJ KUMAR
PRAGALLAPATI

Digitally signed by RAJ
KUMAR PRAGALLAPATI
Date: 2022.08.29 16:30:03
+05'30'

P. Raj Kumar
Company Secretary

GAYATRI HIGHWAYS LIMITED

(Formerly know as Gayatri Domicile Private Limited)

Registered & Corporate Office :

1st Floor, 6-3-1090, TSR Towers, Raj Bhavan Road, Somajiguda,
Hyderabad 500 082. Telangana, India.

CIN : L45100TG2006PLC052146

T +91 40 2331 0330 / 4284
F +91 40 2339 8435

Email ghl@gayatrihighways.com
www.gayatrihighways.com



GAYATRI

GAYATRI HIGHWAYS LIMITED



16th
Annual Report
2021-22



HKR Roadways Limited

HKR Roadways Limited



Indore Dewas Tollways Limited

Indore Dewas Tollways Limited



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CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. M.V. Narasimha Rao	Independent Director
Mr. G. Jagannadha Rao	Independent Director
Mr. Krishnamurthy Chaturvedi	Independent Director
Ms. P. Laxmi	Independent Director
Mr. D. Balarama Krishna	Independent Director
Ms. V. Sindhuja Pothapragada	Independent Director

KEY MANAGERIAL PERSONNEL

Mr. K.G. Naidu	Chief Executive Officer
Mr. P.K. Sahoo	Chief Financial Officer
Mr. P. Raj Kumar	Company Secretary & Compliance Officer

AUDIT COMMITTEE

Mr. M.V. Narasimha Rao	Chairman
Mr. G. Jagannadha Rao	Member
Ms. P. Laxmi	Member

NOMINATION AND REMUNERATION COMMITTEE

Mr. G. Jagannadha Rao	Chairman
Mr. M.V. Narasimha Rao	Member
Ms. P. Laxmi	Member

STAKEHOLDERS' RELATIONSHIP COMMITTEE

Ms. P. Laxmi	Chairman
Mr. G. Jagannadha Rao	Member
Mr. M.V. Narasimha Rao	Member

CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

Mr. M.V. Narasimha Rao	Chairman
Mr. G. Jagannadha Rao	Member
Ms. P. Laxmi	Member

REGISTERED & CORPORATE OFFICE

1st Floor, 6-3-1090, TSR Towers,
Rajbhavan Road, Somajiguda,
Hyderabad – 500 082, Telangana.
Email: cs@gayatrihighways.com
Website: www.gayatrihighways.com
CIN: L45100TG2006PLC052146

STATUTORY AUDITORS

M/s. G.S. Sai Babu & Associates
Chartered Accountants,
#11-13-15, Road No. 1, Alakapuri Colony,
S.R.K. Puram, Saroornagar,
Hyderabad-500035, Telangana

INTERNAL AUDITORS

Ms. K.V. Meher Vani
(Represented by Shalang Advisory Services (OPC) Pvt. Ltd.)
Chartered Accountant
1-7-1, Level 1, TSR Complex,
Park Lane, Sardar Patel Road,
Secunderabad– 500003, Telangana.

SECRETARIAL AUDITORS

M/s. V. Shankar & Co.
Company Secretaries,
303, Block-A, Legend Commercial Complex,
3-4-770 & 136, Opposite ICICI Bank,
Above Keshav Medicals, Barkatpura,
Hyderabad-500027, Telangana.

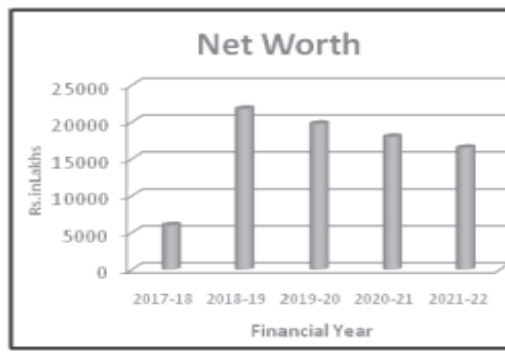
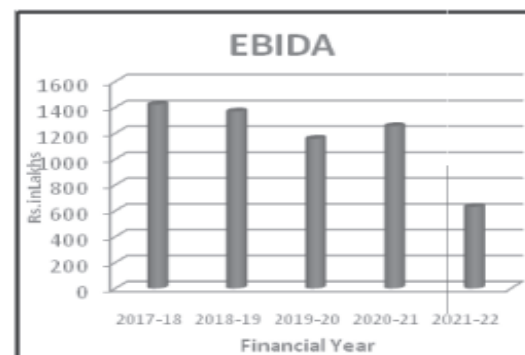
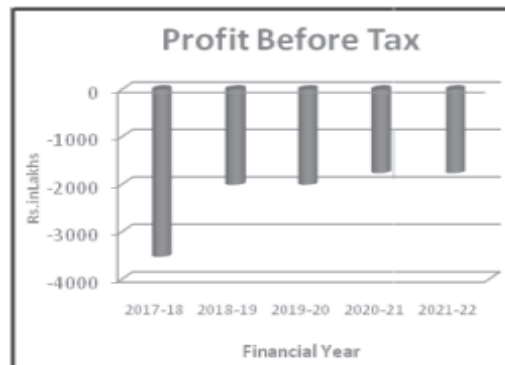
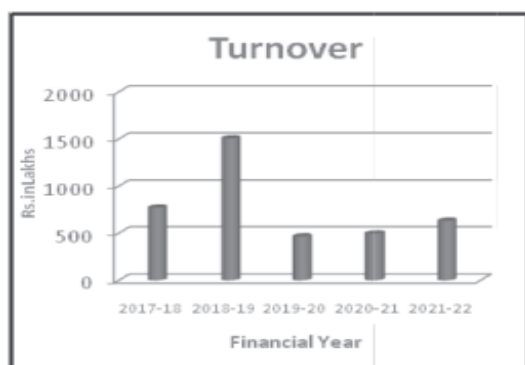
REGISTRAR AND SHARE TRANSFER AGENT

KFin Technologies Limited,
Selenium Building, Tower No.B,
Plot No.31-32, Gachibowli,
Financial District, Nanakramguda,
Hyderabad - 500 032, Telangana.
Tel: +91 040 67162222
Fax: +91 040 2300 1153
Email: einward.ris@kfintech.com
Website: www.kfintech.com

Key Financial Indicators

(Amount in ₹ lakhs)

DESCRIPTION	2021-22	2020-21	2019-20	2018-19	2017-18
Turnover	629.92	494.11	463.53	1,504.24	769.28
Profit Before Tax	(1,507.03)	(1,767.24)	(2,011.53)	(2,012.99)	(3,532.78)
Profit After Tax	(1,507.03)	(1,767.24)	(2,011.53)	(2,012.99)	(3,532.78)
EBIDA	630.77	1,254.91	1,157.48	1,368.22	1,421.64
Equity Capital	4,793.04	4,793.04	4,793.04	4,793.04	4,793.04
Reserves & Surplus	(6,169.72)	(4,662.69)	(2,895.44)	(883.91)	1,204.63
Net Worth	16,510.83	18,017.86	19,785.10	21,796.63	5,997.67
Gross Block	32.07	29.28	29.28	21.36	11.04
Net Block	10.16	10.31	13.99	9.29	-
Book Value (₹) Per Share	6.89	7.52	8.26	9.10	2.50
EPS (₹) Basic	(0.63)	(0.74)	(0.84)	(0.84)	(1.47)
Face Value	₹2/-	₹2/-	₹2/-	₹2/-	₹2/-



NOTICE

NOTICE is hereby given that the 16th Annual General Meeting of M/s. Gayatri Highways Limited will be held on Wednesday, 28th September, 2022 at 3:30 P.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the businesses mentioned below:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including the Consolidated Financial Statements) of the Company for the year ended 31st March, 2022 and the Board's Report and Auditor's Report thereon.
2. Appointment of Statutory Auditors and fix their remuneration:

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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendations of the Audit Committee, M/s. PRSV & Co. LLP, Chartered Accountants (Firm Registration No. S200016), be and are hereby appointed as Statutory Auditors of the Company in place of retiring auditors M/s G.S. Sai Babu & Associates, Chartered Accountants (Firm Registration No. 014207S), to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 21st Annual General Meeting of the Company to be held in the year 2027.

FURTHER RESOLVED THAT the Board of Directors of the Company be and are hereby authorized to fix the Remuneration of the Auditors".

SPECIAL BUSINESS:

3. Re-appointment of Mr. Venkata Narasimha Rao Mysore (DIN: 06761474) as an Independent Director of the Company.

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

"RESOLVED THAT, pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ('Act') (including any statutory modification(s) or re-enactment(s) there of for the time being in force), the Companies (Appointment and Qualification of Directors), Rules, 2014, and Regulation 17 and any other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') as amended from time to time, Mr. Venkata Narasimha Rao Mysore (DIN: 06761474), who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company the consent of the members of the Company be and is hereby accorded to re-appoint as an Independent Director of the Company to hold office for a second term of 5 (Five) years commencing from 7th February, 2023 till 06th February, 2028 and he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things which may be necessary for re-appointment of Mr. Venkata Narasimha Rao Mysore (DIN: 06761474) as an Independent Director of the Company."



4. Re-appointment of Mr. Jagannadha Rao Gavara (DIN: 01059819) as an Independent Director of the Company.

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

“**RESOLVED THAT**, pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (‘Act’) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Companies (Appointment and Qualification of Directors), Rules, 2014, Regulation 17 and any other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’) as amended from time to time, Mr. Jagannadha Rao Gavara (DIN: 01059819), who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company the consent of the members of the Company be and is hereby accorded to re-appoint as an Independent Director of the Company to hold office for a second term of 5 (Five) years commencing from 7th February, 2023 till 06th February, 2028 and he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things which may be necessary for re-appointment of Mr. Jagannadha Rao Gavara (DIN: 01059819) as an Independent Director of the Company.”

5. Re-appointment of Mrs. Laxmi Pamarthy (DIN: 08051632) as an Independent Director of the Company.

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

“**RESOLVED THAT**, pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (‘Act’) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Companies (Appointment and Qualification of Directors), Rules, 2014, and Regulation 17 and any other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’) as amended from time to time, Mrs. Laxmi Pamarthy (DIN: 08051632), who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company the consent of the members of the Company be and is hereby accorded to re-appoint as an Independent Director of the Company to hold office for a second term of 5 (Five) years commencing from 7th February, 2023 till 06th February, 2028 and she shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things which may be necessary for re-appointment of Mrs. Laxmi Pamarthy (DIN: 08051632) as an Independent Director of the Company.”

By the Order of the Board,
For **Gayatri Highways Limited**

P. Raj Kumar
Company Secretary
Membership No. A23289

Place: Hyderabad
Date: 10th August, 2022

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Act in respect of the aforesaid items of Special Business is enclosed herewith.
2. The Register of Members and Share Transfer Books of the Company will be closed from 22nd September, 2022 to 28th September, 2022 (both days inclusive).
3. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote. \
4. Members seeking any information with regard to the Accounts are requested to write to the Company at least seven days before the meeting, so as to enable the Management to keep the information ready at the meeting.
5. Shareholders are requested to furnish their e-mail IDs to enable the Company to forward all the requisite information in electronic mode and support the green initiative. In case of the Shareholders holding shares in demat form the email IDs of the shareholders registered with DP and made available to the Company shall be the registered email IDs unless communication is received to the contrary.
6. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market for transaction of transfer, transmission/transposition and deletion of name of deceased holder. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar & Share Transfer Agents, KFin Technologies Limited.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, Notice under section 160 of the Companies Act, Terms of Appointment of Independent Directors shall be made available on the website of the Company (www.gayatrihighways.com.com) or can send an email to cs@gayatrihighways.com with the subject line –Gayatri Highways Limited without payment of any fees to facilitate online inspection till the conclusion of the of AGM, i.e. 28th September, 2022.
8. In compliance with the Ministry of Corporate Affairs (“MCA”) General Circular No.2/2022 dated May 5, 2022, and Securities and Exchange Board of India (“SEBI”) Circular No.SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and any other applicable circulars issued by MCA and SEBI issued in this regard, the Company is holding its Annual General Meeting through video conferencing / other audio visual means (“VC / OAVM”).
9. In compliance with the applicable provisions of the Act read with the Circulars, the Meeting is being conducted through VC / OAVM. KFin Technologies Limited (Formerly known as KFin Technologies Private Limited)(KFIN), the Company’s Registrar and Transfer Agent, will provide the facility for voting through remote e-voting, participating at the Meeting through VC / OAVM and e-voting during the Meeting. Accordingly, the members can attend the Meeting through login credentials provided to them to connect to the VC / OAVM. The attendance of shareholders (members’ logins) attending the Meeting will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. In terms of Companies Act, 2013, a Member entitled to attend and vote at a meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a Member of the Company. Since the AGM is being held through VC / OAVM, physical attendance of Members is dispensed with and consequently, the facility for appointment of proxies is not applicable. Hence proxy forms and attendance slips are not annexed to this Notice.
11. Corporate Members intending to authorise their representatives to attend the meeting pursuant to Section 113 of the Act, are requested to email certified copy of the Board / governing body resolution / authorisation etc. authorising their representatives to attend and vote on their behalf. The documents should be emailed to cs@gayatrihighways.com and a copy marked to evoting@kfintech.com with the subject line Gayatri Highways Limited.
12. The Company has appointed C. N Kranthi Kumar, Practicing Company Secretary, Hyderabad (Membership No. 9255 and Certificate of Practice No.13889), as the Scrutinizer to scrutinize remote e-voting process

and e-voting at the Meeting in a fair and transparent manner. The Scrutinizer shall immediately after the conclusion of the Meeting unblock the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than forty eight hours after the conclusion of the Meeting to the Chairman of the Company. The Chairman, or any other person authorised by the Chairman, shall declare the result of the voting forthwith. The resolutions will be deemed to be passed on the date of the Meeting subject to receipt of the requisite number of votes in favour of the resolutions. The results declared along with the Scrutinizer's Report(s) will be communicated to the National Stock Exchange of India Limited and BSE Limited after it is declared by the Chairman, or any other person authorised by the Chairman, and the same shall also be available on the website of the Company (www.gayatrihighways.com) and on KFin's web link <https://evoting.kfintech.com>.

13. The results declared along with the Scrutinizer's report will be forwarded to BSE Limited and National Stock Exchange of India Limited; be displayed at the Registered Office of the Company and simultaneously uploaded on the Company's website viz. <http://www.gayatrihighways.com> and that of KFin viz. <https://evoting.kfintech.com>.

DISPATCH OF ANNUAL REPORT, PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF NOTICE AND ANNUAL REPORT

14. In accordance with the provisions of the MCA and SEBI circulars, the AGM Notice along with the Annual Report are being sent through email only to Members whose email IDs are registered with KFin; National Securities Depository Limited ("NSDL") and / or Central Depository Services (India) Limited ("CDSL") (collectively referred to as Depositories or NSDL / CDSL).
15. The AGM Notice and the Annual Report are available on the Company's website <https://www.gayatrihighways.com/annual-report.html> the website of KFin <https://evoting.kfintech.com> and also on those of the BSE Limited www.bseindia.com and the National Stock Exchange of India Limited www.nseindia.com.
16. Members who have still not registered their email IDs are requested to do so at the earliest as under:
- Members holding shares in electronic mode can get their email ID registered by contacting their respective Depository Participant.
 - Members holding shares in physical mode are requested to register their email ID with the Company or KFin. Requests can be sent by email to (einward.ris@kfintech.com) or by logging into <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>
 - Members are requested to support this Green Initiative effort of the Company and get their email ID registered to enable the Company to send documents such as notices, annual reports, other documents in electronic form. Those members who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants / Kfin to enable servicing of notice, annual reports, other documents in electronic form.
 - Please note that as a valued member of the Company, you are always entitled to request and receive all such communication in physical form free of cost. Further the documents served through email are available on the website of the Company (www.gayatrihighways.com) and are also available for inspection at the Registered Office and Corporate Office of the Company during specified business hours.

CUT-OFF DATE

17. The cut-off date for the purpose of ascertaining shareholders entitled for remote e-voting and voting at the Meeting is 20th September, 2022 (hereinafter referred to as the "Cut-off Date"). A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date only shall be entitled to avail the facility of remote e- voting as well as voting at the Meeting. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the Cut-off Date. A person who is not a shareholder as on the cut-off date should treat this Notice for information purpose only.
18. Any person who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as of the Cut-off Date may obtain the User ID and Password in the manner as mentioned below:

- If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD<space>E-voting Event Number (EVEN) + Folio No. or DP ID Client ID to +91 9212993399
Example for NSDL: MYEPWD<SPACE> IN12345612345678
Example for CDSL: MYEPWD<SPACE> 1402345612345678
Example for Physical: MYEPWD<SPACE> ____1234567890
- If email ID of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com> , the member may click 'Forgot password' and enter Folio No. or DP ID Client ID and PAN to generate a password.
- Members may send an email request to evoting@kfintech.com. If the member is already registered with the KFin e-voting platform then such member can use his / her existing User ID and password for casting the vote through remote e-voting.
- Members may call KFin toll free number 1-800-309-4001 for any clarifications / assistance that may be required.

PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:

19. Members, holding shares as on the Cut-off Date i.e. 20th September, 2022 and who would like to speak or express their views or ask questions during the Meeting may register themselves as speakers at <https://emeetings.kfintech.com> and clicking on "Speaker Registration" during the period from 23rd September, 2022 (9:00 a.m. IST) up to 25th September, 2022 (5.00 p.m. IST). Those members who have registered themselves as a speaker will only be allowed to speak / express their views / ask questions during the Meeting. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the Meeting.
20. Alternatively, members holding shares as on the Cut-off Date may also visit <https://emeetings.kfintech.com> and click on the tab 'Post Your Queries' and post their queries / views / questions in the window provided, by mentioning their name, demat account number / folio number, email ID and mobile number. The window will close at 5.00 p.m. (IST) on 25th September, 2022 March 2022. The shareholders may also send their questions by email to cs@gayatrihighways.com
21. Members who need assistance before or during the Meeting, relating to use of technology, can contact KFin at 1-800-309-4001 or write to KFin at evoting@kfintech.com.

REMOTE E-VOTING

22. 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 Company is pleased to provide to Members facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means through e-voting services arranged by KFin. Members may cast their votes using an electronic voting system from a place other than the venue of the AGM ("remote e-voting").
23. The remote e-voting period commences on 24th September, 2022 (9:00 a.m. IST) and ends on 27th September, 2022 (5:00 p.m. IST). During this period, Members of the Company holding shares either in physical form or in demat form, as on the cut-off date i.e. Tuesday, 20th September, 2022 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by KFin for voting thereafter. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.
24. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
25. Any person holding shares in physical form and non-individual shareholders holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@kfintech.com. In case they are already registered with KFin for remote e-voting, they can use their existing User ID and password for voting.
26. In terms of SEBI e-voting Circular, e-voting process has been enabled for all 'individual demat account holders', by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participant(s) ("DP"). The detailed instructions for remote e-voting are given below.

27. Individual members having demat account(s) would be able to cast their vote without having to register again with the e-voting service provider (“ESP”), i.e. KFin, thereby not only facilitating seamless authentication but also ease and convenience of participating in the e-voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access the e-voting facility.





JOINING THE MEETING THROUGH VC / OAVM:

28. Members will be able to attend the AGM through VC / OAVM or view the live webcast of the AGM at <https://emeetings.kfintech.com/> by using their remote e-voting login credentials and selecting the ‘Event’ for Company’s AGM.
29. 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 the AGM Notice. Further, Members can also use the OTP based login for logging into the e-voting system.
30. Members may join the AGM through laptops, smartphones, tablets or ipads for better experience. Further, Members will be required to use internet with a good speed to avoid any disturbance during the AGM. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Mozilla Firefox. Please note that participants connecting from mobile devices or tablets or through laptops connecting via mobile hotspot may experience audio / video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches. Members will be required to grant access to the web-cam to enable two-way video conferencing.
31. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and shall be kept open throughout the AGM. Members will be able to participate in the AGM through VC / OAVM on a first-come-first-serve basis. Large Members (i.e. Members holding 2% or more shareholding), promoters, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination Remuneration and Stakeholders Relationship Committee, Auditors, etc. will not be subject to the aforesaid restriction of first-come first-serve basis. Institutional Members are encouraged to participate at the AGM through VC / OAVM and vote thereat.
32. Members are requested to attend and participate at the Meeting through VC / OAVM and cast their vote either through remote e-voting facility or through e-voting facility to be provided during Meeting. The facility of e-voting during the Meeting will be available to those members who have not cast their vote by remote e-voting. Members, who cast their vote by remote e-voting, may attend the Meeting through VC / OAVM, but will not be entitled to cast their vote once again on the resolutions. If a member casts votes by both modes, i.e. voting at Meeting and remote e-voting, voting done through remote e-voting shall prevail and vote at the Meeting shall be treated as invalid.
33. In case of any query and / or assistance required, relating to attending the Meeting through VC / OAVM mode, members may refer to the Help & Frequently Asked Questions (FAQs) and ‘AGM VC / OAVM’ user manual available at the download Section of <https://evoting.kfintech.com> or contact Mr. Ganesh Chandra Patro, Senior Manager, KFin at the email ID evoting@kfintech.com on KFin’s toll free No.: 1-800-309-4001 for any further clarifications / technical assistance that may be required.

INSTRUCTIONS FOR REMOTE E-VOTING, JOINING THE MEETING THROUGH VC / OAVM AND VOTING AT THE MEETING

1. The detailed instructions, process and manner for remote e-voting, joining the meeting through VC / OAVM and voting at the meeting are explained below:
- I) Method of login / access to Depositories (NSDL / CDSL) 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	<p>A. Instructions for existing Internet-based Demat Account Statement (“IDeAS”) Facility Users:</p> <p>i. Visit the e-services website of NSDL https://eservices.nsdl.com either on a personal computer or on a mobile.</p>

Type of member	Login Method
	<p>A. Instructions for existing Internet-based Demat Account Statement (“IDeAS”) Facility Users:</p> <ol style="list-style-type: none"> i. Visit the e-services website of NSDL https://eservices.nsdl.com either on a personal computer or on a mobile. ii. 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. iii. 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. iv. Click on company name, i.e. ‘GAYATRI HIGHWAYS LIMITED’, or e-voting service provider, i.e. KFin. v. Members will be re-directed to KFin’s website for casting their vote during the remote e-voting period and voting during the Meeting. <p>B. Instructions for those Members who are not registered under IDeAS:</p> <ol style="list-style-type: none"> i. Visit https://eservices.nsdl.com for registering. ii. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. iii. Visit the e-voting website of NSDL https://www.evoting.nsdl.com/. iv. 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. v. 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. vi. After successful authentication, members will be redirected to NSDL Depository site wherein they can see e-voting page. vii. Click on company name, i.e. GAYATRI HIGHWAYS LIMITED, or e-voting service provider name, i.e. KFin, after which the member will be redirected to e-voting service provider website for casting their vote during the remote e-voting period and voting during the Meeting. viii. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center; border: 1px solid black; padding: 5px; margin: 10px 0;"> <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> </div>
Individual members holding securities in demat mode with CDSL	<p>A. Instructions for existing users who have opted for Electronic Access To Securities Information (“Easi / Easiest”) facility:</p> <ol style="list-style-type: none"> i) Visit https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com ii) Click on New System MyEasi. iii) Login to MyEasi option under quick login. iv) Login with the registered user ID and password. v) Members will be able to view the e-voting Menu.

Type of member	Login Method
	<p>vi) 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.</p> <p>B. Instructions for users who have not registered for Easi / Easiest</p> <p>i) Visit https://web.cdslindia.com/myeasi/Registration/EasiRegistration for registering.</p> <p>ii) Proceed to complete registration using the DP ID, Client ID (BO ID), etc.</p> <p>iii) After successful registration, please follow the steps given in point no.1 above to cast your vote.</p> <p>C. Alternatively, instructions for directly accessing the e-voting website of CDSL</p> <p>i) Visit www.cdslindia.com</p> <p>ii) Provide demat Account Number and PAN</p> <p>iii) System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account.</p> <p>iv) After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz., 'GAYATRI HIGHWAYS LIMITED' or select KFin.</p> <p>v) Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication.</p>
<p>Individual members login through their demat accounts / Website of Depository Participant</p>	<p>A. Instructions for login through Demat Account / website of Depository Participant</p> <p>i) Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility.</p> <p>ii) Once logged-in, members will be able to view e-voting option.</p> <p>iii) 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.</p> <p>iv) Click on options available against GAYATRI HIGHWAYS LIMITED or KFin.</p> <p>v) Members will be redirected to e-voting website of KFin for casting their vote during the remote e-voting period without any further authentication.</p>
<p>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.</p> <p>Helpdesk for Individual members holding securities in demat mode for any technical issues related to login through NSDL / CDSL:</p>	
<p>Securities held with NSDL</p>	<p>Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>
<p>Securities held with CDSL</p>	<p>Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43</p>

II) Method of login / access to KFin e-voting system in case of members holding shares in physical and non-individual members in demat mode

Type of member	Login Method
Members whose email IDs are registered with the Company / Depository Participants(s)	<p>A. Instructions for Members whose email IDs are registered with the Company / Depository Participants(s),</p> <p>Members whose email IDs are registered with the Company / Depository Participant(s) will receive an email from KFin which will include details of E-voting Event Number (EVEN), USER ID and password. They will have to follow the following process:</p> <ol style="list-style-type: none"> i) Launch internet browser by typing the URL: https://evoting.kfintech.com/ ii) 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 a member is registered with KFin for e-voting, they can use their existing User ID and password for casting the vote. iii) After entering these details appropriately, click on “LOGIN”. iv) Members will now reach password change Menu wherein they are required to mandatorily change the 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 the member to change their password and update their contact details viz. mobile number, email ID etc. on first login. Members may also enter a secret question and answer of their choice to retrieve their password in case they forget it. It is strongly recommended that members do not share their password with any other person and that they take utmost care to keep their password confidential. v) Members would need to login again with the new credentials. vi) On successful login, the system will prompt the member to select the “EVEN” i.e., ‘GAYATRI HIGHWAYS LIMITED - AGM’ 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, a member may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed the total shareholding as mentioned herein above. A member may also choose the option ABSTAIN. If a 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 account. ix) Voting has to be done for each item of the Notice separately. In case a member does not desire to cast their vote on any specific item, it will be treated as abstained. x) A member may then cast their 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 a member has voted on the resolution (s), they will not be allowed to modify their vote. During the voting period, members can login any number of times till they have voted on the Resolution(s).

Type of member	Login Method
Members whose email IDs are not registered with the Company / Depository Participants(s)	<p>B. Instructions for Members whose email IDs are not registered with the Company / Depository Participants(s), and consequently the Notice of Meeting and e-voting instructions cannot be serviced</p> <p>i) Members, who have not registered their email address, thereby not being in receipt of the Notice of Meeting and e-voting instructions, may temporarily get their email address and mobile number submitted with KFin, by accessing the link: https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx.</p> <p>ii) Members are requested to follow the process as guided to capture the email address and mobile number for receiving the soft copy of the Notice and e-voting instructions along with the User ID and Password. In case of any queries, members may write to einward.ris@kfintech.com.</p> <p>iii) Alternatively, members may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the request letter, duly signed, providing their email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice and the e-voting instructions.</p> <p>iv) After receiving the e-voting instructions, please follow all the above steps to cast your vote by electronic means.</p>

III) Method / Access to join the Meeting on KFin system and to participate and vote there at -

Type of member	Login Method
All shareholders, including Individual, other than Individual and Physical, for attending the Meeting of the Company through VC / OAVM and e-voting during the meeting	<p>A. Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the Meeting of the Company through VC / OAVM and e-voting during the meeting:</p> <p>i) Members will be able to attend the Meeting through VC / OAVM platform provided by KFin. Members may access the same at https://emeetings.kfintech.com/ by using the e-voting login credentials provided in the email received from the Company / KFin.</p> <p>ii) After logging in, click on the Video Conference tab and select the EVEN of the Company.</p> <p>iii) Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that members who do not have the user id and password for e-voting or have forgotten the same may retrieve them by following the remote e-voting instructions mentioned above.</p> <p>iv) The procedure for e-voting during the Meeting is same as the procedure for remote e-voting since the Meeting is being held through VC / OAVM.</p> <p>v) The e-voting window shall be activated upon instructions of the Chairman of the Meeting during the Meeting.</p> <p>vi) E-voting during the Meeting is integrated with the VC / OAVM platform and no separate login is required for the same.</p>

By Order of the Board of Directors,
For Gayatri Highways Limited

P. Raj Kumar
Company Secretary
M.No: A23289

Place: Hyderabad
Date: 10.08.2022

STATEMENT SETTING OUT THE FOLLOWING MATERIAL FACTS CONCERNING EACH ITEM OF SPECIAL BUSINESS TO BE TRANSACTED AT A GENERAL MEETING (PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013) AND THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS AMENDED ('SEBI LISTING REGULATIONS'),

Item No.2 To Appoint the Statutory Auditors and fix their remuneration:

The Shareholders of the Company had appointed M/s. G.S. Sai Babu & Associates, Chartered Accountants (Firm Registration No. 014207S), as the Statutory Auditors of the Company at the AGM held on 12th December, 2017 for a period of five years and the tenure of their appointment will conclude at the ensuing 16th Annual General Meeting of the Company.

Accordingly as per the requirements of the Act and based on the recommendation of the Audit Committee, the Board of Directors of the Company has in its meeting held on 10th of August, 2022 propose to appointment M/s. PRSV & CO. LLP Chartered Accountants, (Firm Registration No.S200016) as the Statutory Auditors of the Company from the conclusion of the ensuing 16th Annual General Meeting (AGM) of the Company till the conclusion of the 21st AGM of the Company.

Pursuant to Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform that on the recommendation of the Audit Committee, the Board of Directors of the Company at its meeting held on 10th of August, 2022, approved and recommended to the shareholders, the appointment of M/s. PRSV & CO. LLP, Firm Registration No.S200016 as the Statutory Auditors of the Company from the conclusion of the ensuing 16th Annual General Meeting (AGM) of the Company till the conclusion of the 21st AGM of the Company

Statement containing additional disclosure as required under Regulation 36(5) of the Listing Regulations

Proposed fees payable to the statutory auditor for the financial year 2022-23	Remuneration as fixed by the Board of Directors of the Company from time to time.
Term of appointment	Five years
Material changes in the fee payable to new Statutory auditor	No material changes
Basis of recommendation for appointment including the details in relation to and credentials of the Statutory auditor proposed to be appointed	The recommendations made by the Audit Committee, and the Board of Directors of the Company, are in fulfilment of the eligible criteria as prescribed under the Companies Act, 2013 and the applicable rules made thereunder.
Brief Profile of Statutory Auditor	<p>PRSV & Co. LLP is established in January 2015 as an offshoot firm of Praturi & Sriram, which is a 30 years old firm. The firm is in the field of Audit, Assurance, Taxation and corporate advisory and consulting practice. The LLP functions from Hyderabad. The LLP believes in unequivocal commitment to client satisfaction by maintaining a high standard of professional integrity, confidentiality and independence.</p> <p>None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution as set out at No. 2 of the Notice. The Board recommends the Ordinary Resolution as set out at item No. 2 for the approval of the Members</p>

Item No.3 To re-appoint Mr. Venkata Narasimha Rao Mysore (DIN: 06761474) as an Independent Director of the Company.

In accordance with Section 149(10) and (11) of the Companies Act, 2013 ('the Act'), an Independent Director shall hold office for a term up to five years on the Board of the Company. Mr. Venkata Narasimha Rao Mysore (DIN: 06761474) was appointed as an Independent Director of the Company with the approval of shareholders at the Annual General Meeting ('AGM') of the Company held on September 28, 2018, for a tenure of 5 years.

Based on his skills, experience, knowledge and performance evaluation and recommendation of the Nomination and Remuneration Committee at its meeting held on August 10, 2022, the Board, in line with the Company's policy on Director's appointment and remuneration has proposed the re-appointment of Mr. Venkata Narasimha Rao Mysore as an Independent Director for a second term of five years commencing from 7th February, 2023.

The Company has received a notice in writing pursuant to Section 160 of the Act, from a Member signifying his intention to propose the candidature of Mr. Venkata Narasimha Rao Mysore (DIN: 06761474) as an Independent Director, to be re-appointed under the provisions of Section 149(10) of the Act.

The Company has received requisite consent/declarations for appointment of Mr. Venkata Narasimha Rao Mysore as an Independent Director as required under the Act and rules made thereunder.

In the opinion of the Board and based on the Board's evaluation, Mr. Venkata Narasimha Rao Mysore fulfills the conditions specified in the SEBI Listing Regulations, the Act and the Rules framed thereunder for his re-appointment as an Independent Director of the Company and he is an independent of the Management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Venkata Narasimha Rao Mysore as an Independent Director, the Board recommends the resolution set forth in Item No. 3 relating to the re-appointment of Mr. Venkata Narasimha Rao Mysore as an Independent Director of the Company, who shall be not liable to retire by rotation, by way of Special Resolution.

A brief profile and other information as required under Regulation 36 of SEBI Listing Regulations and Secretarial Standard-2 issued by ICSI is provided as Annexure to this Notice. Except Mr. Venkata Narasimha Rao Mysore, no other director(s) and Key Managerial Personnel(s) or their relatives, is in any way, concerned or interested, financially or otherwise, in this resolution.

Item No.4 To re-appoint Mr. Jagannadha Rao Gavara (DIN: 01059819) as an Independent Director of the Company.

In accordance with Section 149(10) and (11) of the Companies Act, 2013 ('the Act'), an Independent Director shall hold office for a term up to five years on the Board of the Company. Mr. Jagannadha Rao Gavara (DIN: 01059819) was appointed as an Independent Director of the Company with the approval of shareholders at the Annual General Meeting ('AGM') of the Company held on September 28, 2018, for a tenure of 5 years.

Based on his skills, experience, knowledge and performance evaluation and recommendation of the Nomination and Remuneration Committee at its meeting held on August 10, 2022, the Board, in line with the Company's policy on Director's appointment and remuneration has proposed the re-appointment of Mr. Jagannadha Rao Gavara as an Independent Director for a second term of five years commencing from 7th February, 2023.

The Company has received a notice in writing pursuant to Section 160 of the Act, from a Member signifying his intention to propose the candidature of Mr. Jagannadha Rao Gavara (DIN: 01059819) as an Independent Director, to be re-appointed under the provisions of Section 149(10) of the Act.

The Company has received requisite consent/declarations for appointment of Mr. Jagannadha Rao Gavara as an Independent Director as required under the Act and rules made thereunder.

In the opinion of the Board and based on the Board's evaluation, Mr. Jagannadha Rao Gavara fulfills the conditions specified in the SEBI Listing Regulations, the Act and the Rules framed thereunder for his re-appointment as an Independent Director of the Company and he is an independent of the Management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Jagannadha Rao Gavara as an Independent Director, the

Board recommends the resolution set forth in Item No. 4 relating to the re-appointment of Mr. Jagannadha Rao Gavara as an Independent Director of the Company, who shall be not liable to retire by rotation, by way of Special Resolution

A brief profile and other information as required under Regulation 36 of SEBI Listing Regulations and Secretarial Standard-2 issued by ICSI is provided as Annexure to this Notice. Except Mr. Jagannadha Rao Gavara no other director(s) and Key Managerial Personnel(s) or their relatives, is in any way, concerned or interested, financially or otherwise, in this resolution.

Item No.5 To re-appoint Mrs. Laxmi Pamarthy (DIN: 08051632) as an Independent Director of the Company.

In accordance with Section 149(10) and (11) of the Companies Act, 2013 ('the Act'), an Independent Director shall hold office for a term up to five years on the Board of the Company. Mrs. Laxmi Pamarthy (DIN: 08051632) was appointed as an Independent Director of the Company with the approval of shareholders at the Annual General Meeting ('AGM') of the Company held on September 28, 2018, for a tenure of 5 years.

Based on her skills, experience, knowledge and performance evaluation and recommendation of the Nomination and Remuneration Committee at its meeting held on August 10, 2022, the Board, in line with the Company's policy on Director's appointment and remuneration has proposed the re-appointment of Mrs. Laxmi Pamarthy as an Independent Director for a second term of five years commencing from 7th February, 2023.

The Company has received a notice in writing pursuant to Section 160 of the Act, from a Member signifying her intention to propose the candidature of Mrs. Laxmi Pamarthy (DIN: 08051632) as an Independent Director, to be re-appointed under the provisions of Section 149(10) of the Act.

The Company has received requisite consent/declarations for appointment of Mrs. Laxmi Pamarthy as an Independent Director as required under the Act and rules made thereunder.

In the opinion of the Board and based on the Board's evaluation Mrs. Laxmi Pamarthy fulfills the conditions specified in the SEBI Listing Regulations, the Act and the Rules framed thereunder for her re-appointment as an Independent Director of the Company and she is an independent of the Management.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mrs. Laxmi Pamarthy as an Independent Director, the Board recommends the resolution set forth in Item No. 5 relating to the re-appointment of Mrs. Laxmi Pamarthy as an Independent Director of the Company, who shall be not liable to retire by rotation, by way of Special Resolution

A brief profile and other information as required under Regulation 36 of SEBI Listing Regulations and Secretarial Standard-2 issued by ICSI is provided as Annexure to this Notice. Except Mrs. Laxmi Pamarthy no other director(s) and Key Managerial Personnel(s) or their relatives, is in any way, concerned or interested, financially or otherwise, in this resolution.

Annexure to the Notice of AGM dated 28th September, 2022

Brief Resume of Directors seeking Appointment / Re-Appointment at the ensuing Annual General Meeting on 28th September, 2022.

[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India]

S.No.	Particulars	Name of the Directors		
		Mr. M.V. Narasimha Rao	Mr. G. Jagannadha Rao	Ms. P. Laxmi
1.	DIN	06761474	01059819	080516322
2.	Date of birth and Age	12th December, 1956 65 Years	16th August, 1957 64 Years	11th February, 1955 67 Years
3.	Qualification	B. Tech, Civil Engineering, J.N.T.U College of Engineering, Kakinada, ME (Structural Engineering), MBA (Finance) and PG Diploma in Alternative Dispute Resolution from NALSAR.	B.Tech in civil Engineering from College of Engineering, Kakinada, J. N. T. University during and M. Tech, Structural Engineering from J. N. T. University, Hyderabad.	B. E. Civil Engineering (1977) College of Engineering, Osmania University, Hyderabad, M. Tech (Structural Engineering) from P.G. School of Continuing Technological Education, Jawaharlal Nehru Technological University, Hyderabad, and Post Graduate Diploma, Alternative Dispute Resolution, ICADR, NALSAR.
4.	Experience and expertise in specific functional areas	Over 43 years of experience. He has also worked as a Resident Engineer for Louis Berger Inc. Afghanistan, General Manager for National Highways Authority India and Executive Engineer for Roads & Buildings Department, Andhra Pradesh. At present he is the chairman in the Dispute Board of AP Road Development Corporation and Sr. Director in Sheladia Associates Inc.	Over 44 years of Experience. He has also worked as a Resident Engineer for ADB Project at Visakhapatnam Dy. General Manager for National Highways Authority of India and Executive Engineer, NH Division, Visakhapatnam, Superintending Engineer in R & B Department, and took charge as Engineer in Chief R & B Admin, SH and MD, APRDC in May 2017 and continued till retirement	Over 44 years of rich professional experience in the design, construction supervision and Contract Management of large number and various types of road and bridge projects.

5.	Brief Resume	Resume is given in the Explanatory Statement and Corporate Governance forming part of Annual Report.	Resume is given in the Explanatory Statement and Corporate Governance forming part of Annual Report.	Resume is given in the Explanatory Statement and Corporate Governance forming part of Annual Report.
6.	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Not related to Directors, Manager and other Key Managerial Personnel of the company.	Not related to Directors, Manager and other Key Managerial Personnel of the company.	Not related to Directors, Manager and other Key Managerial Personnel of the company.
7.	Nature of appointment (appointment / re-appointment)	Re- Appointment	Re- Appointment	Re- Appointment
8.	Terms and Conditions of appointment / re-appointment	Terms and conditions of appointment are as per the resolution at Item No. 3 of the Notice convening Annual General Meeting on September 28, 2022 read with explanatory statement thereto.	Terms and conditions of appointment are as per the resolution at Item No. 4 of the Notice convening Annual General Meeting on September 28, 2022 read with explanatory statement thereto.	Terms and conditions of appointment are as per the resolution at Item No. 5 of the Notice convening Annual General Meeting on September 28, 2022 read with explanatory statement thereto.
9.	Remuneration last drawn by such person, if applicable and remuneration sought to be paid	Sitting fees paid to Mr. M.V. Narasimha Rao is given in Corporate Governance Report. As a Non-Executive Independent Director, he is entitled to sitting fees for attending meetings of the Board/Committee as may be approved by the Board of Directors from time to time.	Sitting fees paid to Mr. G. Jagannadha Rao is given in Corporate Governance Report. As a Non-Executive Independent Director, he is entitled to sitting fees for attending meetings of the Board/Committee as may be approved by the Board of Directors from time to time.	Sitting fees paid to Ms. P. Laxmi is given in Corporate Governance Report. As a Non-Executive Independent Director, she is entitled to sitting fees for attending meetings of the Board/Committee as may be approved by the Board of Directors from time to time.
10.	Date of first appointment on the Board	February 7, 2018	February 7, 2018	February 7, 2018
11.	Shareholding in the company	Nil	Nil	Nil



12.	The number of Meetings of the Board attended during the year.	8 Out of 8	4 out of 8	8 Out of 8
13.	Directorship Details of the Board	1) Sheladia Infrastructure International Consultants (India) Private Limited	1) HKR Roadways Limited	Nil
14.	Member- ship/ Chair- manship of Committees of other Boards	Nil	I) Chairperson: Audit Committee of HKR Roadways Limited II) Member: Nomination and Remuneration Committee of HKR Roadways Limited	Nil

BOARD'S REPORT

To
The Members,

Your Board of Directors (the 'Board') have immense pleasure in presenting the 16th Annual Report of Gayatri Highways Limited (the "GHL" or "Company"). The Board's Report is prepared based on the audited standalone financial statements of the Company for the Financial Year ended 31st March, 2022. The audited consolidated financial statements of the Company shall form part of this report.

1. FINANCIAL SUMMARY:

A) STANDALONE

The standalone financial results of your Company for the year ended 31st March 2022 are as follows:

(Amount in ₹ Lakhs)

Sl. No.	Particulars	For the year ended 31.03.2022	For the year ended 31.03.2021
1)	INCOME		
	Revenue from operations	629.92	494.11
	Other income	353.76	940.10
	TOTAL	983.68	1,434.21
2)	EXPENDITURE		
	Operations & Maintenance Expenses	284.92	103.49
	Employee Benefits Expense	—	—
	Finance Costs	2,134.86	3,018.47
	Depreciation & Amortization expense	2.94	3.68
	Other Expenses	67.99	75.82
	TOTAL	2,490.71	3,201.46
3)	Loss before tax from continuing operations - Current Tax	(1,507.03)	(1,767.25)
4)	Loss for the year Earnings (Loss) per Share – Basic & Diluted	(1,507.03) (0.63)	(1,767.25) (0.75)

**B) CONSOLIDATED**

The Consolidated financial results of your company for the year ended 31st March 2022 are as follows:

(Amount in ₹ Lakhs)

Sl. No.	Particulars	For the year ended 31.03.2022	For the year ended 31.03.2021
1)	INCOME		
	Revenue from operations	9,272.82	8,139.59
	Other income	260.12	950.53
	TOTAL	9,532.94	9,090.12
2)	EXPENDITURE		
	Operations & Maintenance Expenses	1,218.67	1,155.33
	Employee Benefits Expense	174.00	174.97
	Finance Costs	13,103.89	13,513.46
	Depreciation & Amortization expense	2,359.38	2,063.81
	Other Expenses	355.14	341.25
	TOTAL	17,211.08	17,248.82
3)	Loss before tax from continuing operations	(7,678.15)	(8,158.70)
	- Current Tax	—	—
	Loss for the year from continuing operations	(7,678.15)	(8,158.70)
	Loss before tax from discontinued operations	(22,067.22)	(24,761.18)
	- Current Tax	—	—
	Loss for the year from discontinued operations	(22,067.22)	(24,761.18)
4)	Loss for the year	(29,745.37)	(32,919.88)
	Other comprehensive income-		
	Re-measurement of the defined benefit plans	(1.93)	0.02
	Share of profits/ (losses) in the		
	Jointly controlled entities	15,597.42	(1,622.29)
5)	Total comprehensive loss for the year	(14,149.88)	(34,542.14)
	Earnings (Loss) per Share – Basic & Diluted	(3.30)	(14.41)

STATE OF COMPANY'S AFFAIR :

During the year, the Company achieved revenue of ₹983.68 Lakhs and incurred net loss of ₹1507.03 Lakhs on a Standalone basis and the consolidated revenue was ₹9,532.94 Lakhs for continuing operations and total net loss after non-controlling interests was ₹14,149.88 Lakhs. Further the Company is exploring new opportunities.

COMPANIES VIEW ON COVID-19

Due to COVID-19 pandemic, there was no impact on operational revenue in the financial year 2020-21 and the same continued in 2021-22. However due to shortfall of toll revenues of SPVs, there might be impact on returns from Investments in Special Purpose Vehicles (SPVs).

The Annuity projects of the subsidiaries and jointly controlled entities, Gayatri Jhansi Roadways limited, Gayatri Lalitpur Roadways limited, Hyderabad Expressways Limited and Cyberabad Expressways Limited continued its operations and all the annuities were received, and have no effect on the operations and performance of the entities.

However in Sai Maatarini Tollways Limited (Company's wholly owned subsidiary), the process of conciliation with NHAI is being delayed and the release of Termination Payment by NHAI is also delayed and the toll collections were drastically reduced in its subsidiary Indore Dewas Tollways Limited and in jointly controlled entity HKR Roadways Limited.

FUTURE OUTLOOK

In Union Budget 2022-23, the Government of India has given a massive push to the infrastructure sector by allocating approximately Rs. 1,18,101 Crores to enhance the infrastructure sector by emphasizing its importance and creating modern infrastructure.

The Budget aims to construct 25,000 Kilometers of National Highways in 2022-23 which is nearly double that of the maximum achieved the last 5 years, and by 2024, the Ministry of Road Transport and Highways wants to build 60,000 kms of world-class national highways at a rate of 40 kms each day, and 2 Lakh kms of National Highways are targeted to be completed by 2024-25 under PM Gati Shakti.

In the road's sector, the Government's policy to increase private sector participation has proved to be a boon for the infrastructure industry as many private players are entering the business through the public-private partnership (PPP) model.

Your Company is exploring new opportunities to identify suitable and viable project or to continue and strengthen its present business with its existing SPVs keeping in view the current business conditions, financial constraints, modern technologies, project deadlines, safety protocols, compliances and market margins.

CHANGE IN THE NATURE OF BUSINESS

There is no change in the nature of business in your Company during the year under review.

ANNUAL RETURN

Annual Return in Form No. MGT-7 is available on the Company's website, the web link for the same is <http://www.gayatrihighways.com/annual-report.html>

BOARD MEETINGS

During the year ended 31st March, 2022, Eight Board Meetings were convened and held. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

The dates on which the Board meetings were held are 27th April, 2021, 30th April, 2021, 09th June, 2021, 09th August, 2021, 11th October, 2021, 18th October, 2021, 12th November, 2021 and 10th February, 2022.

Attendance of Directors at the meetings:

The details of the attendance of the Directors at the Board meetings held during the year ended 31st March, 2022.

Name of the Director	Number of Board Meetings		
	Held	Attended	Entitled to attend
Mr. M.V. Narasimha Rao	8	8	8
Mr. G. Jagannadha Rao	8	4	8
Ms. P. Laxmi	8	8	8
Mr. Krishnamurthy Chaturvedi	8	8	8
Mr. Desina Balarama Krishna	8	8	8
Ms. V. Sindhuja Pothapragada	8	8	8

**AUDIT COMMITTEE**

The Audit Committee consists of the following Directors:

Mr. M.V. Narasimha Rao - Chairman
Mr. G. Jagannadha Rao - Member
Ms. P. Laxmi - Member

During the financial year ended 31st March, 2022, Five meetings were held by the Audit Committee on 30th April, 2021, 09th June, 2021, 09th August, 2021, 12th November, 2021 and 10th February, 2022.

There has been no such incidence where the Board has not accepted the recommendation of the Audit Committee during the year under review.

POLICY FOR SELECTION AND APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION

The Company has a Nomination, Remuneration and Evaluation Policy in place and is made available on Company's website, and can be accessed at: <http://www.gayatrihighways.com/corporate-governance.html>

The Nomination and Remuneration Committee discusses and decides the appointment of the Board of Directors and Key Managerial Personnel and their remuneration including the criteria for determining qualifications, positive attributes, independence of a director and other matters, as required under sub-section (3) of Section 178 of the Act.

The Committee is headed by Mr. G. Jagannadha Rao as Chairman and Mr. M.V. Narasimha Rao and Ms. P. Laxmi as members of the Committee.

During the financial year ended 31st March, 2022, one meeting was held by the Nomination and Remuneration Committee on 10th February, 2022.

The Nomination, Remuneration & Evaluation Policy is annexed as **Annexure-I**.

LISTING FEES

Your Company has paid the requisite Annual Listing fees to National Stock Exchange of India Limited (**Symbol: GAYAHWS**) and BSE Limited (**Scrip Code: 541546**) where its securities are listed.

DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

- a. that in the preparation of the annual accounts for the year ended 31st March, 2022, the applicable accounting standards have been followed along with proper explanation relating to material departures if any;
- b. that such accounting policies were selected and applied them consistently and judgement and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company for the financial year ended 31st March, 2022 and of the profit and loss of the Company for the year ended on that date;
- c. that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. that the annual accounts have been prepared on a going concern basis;
- e. that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively; and
- f. that directors had devised proper systems to ensure compliance with the provisions of all applicable laws and such system were adequate and operating effectively.

BUSINESS RESPONSIBILITY REPORT

Pursuant to the Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Business Responsibility Report is **NOT APPLICABLE**.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

There were no changes in the Directors and Key Managerial Personnel during the year under review.

RETIREMENT OF DIRECTORS BY ROTATION

Directors are not required to retire by rotation.

DECLARATION BY INDEPENDENT DIRECTORS

All the Independent Directors have submitted their declaration of independence as required under section 149(7) of the Companies Act, 2013 and Regulation 25(8) of the Listing Regulations and have confirmed that they fulfill the independence criteria as specified under section 149(6) of the Act and Regulation 16 of the Listing Regulations.

REGISTRATION OF INDEPENDENT DIRECTORS IN INDEPENDENT DIRECTORS DATABANK

All the Independent Directors of the Company have been registered and are members of Independent Directors Databank maintained by Indian Institute of Corporate Affairs.

CONFIRMATION FROM THE BOARD ON FULFILLMENT OF THE INDEPENDENCE CRITERIA OF INDEPENDENT DIRECTORS

All the Independent Directors of the Company have given their respective declaration / disclosures under Section 149(7) of the Act and Regulation 25(8) of the Listing Regulations and have confirmed that they fulfill the independence criteria as specified under section 149(6) of the Act and Regulation 16 of the Listing Regulations and have also confirmed that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence. Further, the Board after taking these declarations / disclosures on record and acknowledging the veracity of the same concluded that the Independent Directors are persons of integrity and possess the relevant expertise and experience to qualify as Independent Directors of the Company and are Independent of the Management.

AUDITOR'S REPORT

There are no qualifications in the Auditor's Report issued by M/s. G.S. Sai Babu & Associates, Chartered Accountants, the Auditors of the Company.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The full particulars of the loans given, investment made or guarantee given or security provided under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The Company has not entered into any contract or arrangements with the Related Parties during the financial year. Therefore, reporting of such particulars in Form AOC-2 is not applicable to your Company. There were no materially significant Related Party Transactions made by the Company during the year that would have required Shareholders' approval under the Listing Regulations.

FAMILIARISATION PROGRAMMES

Your Company conducts familiarization programme for the Independent Directors to enable them to familiarize with the Company, its management and its operations so as to gain a clear understanding of their roles, rights and responsibilities for the purpose of contributing significantly towards the growth of the Company. They are given full opportunity to interact with senior management personnel and are provided with all the documents

required and/or sought by them to have a good understanding of the Company, its business model and various operations and the industry of which it is a part.

The Familiarisation Programme was imparted to the Independent Directors during the meeting of the Board of Directors.

The Familiarisation Programme for Independent Directors is uploaded on the website of your Company, and is accessible at [https:// www.gayatrihighways.com/DirectorsFamiliarisation Programme.html](https://www.gayatrihighways.com/DirectorsFamiliarisationProgramme.html)

CODE OF CONDUCT

Your Company has in place, a Code of Conduct for the Board of Directors and Senior Management Personnel, which reflects the legal and ethical values to which your Company is strongly committed. The Directors and Senior Management Personnel of your company have Complies with the Code as mentioned hereinabove.

The Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct applicable to them, for the financial year ended 31st March, 2022. The said Code is available on the website of the your Company at <http://www.gayatrihighways.com/pdf/CorpGov/GHL-Code%20of%20Conduct.pdf>

TRANSFER OF AMOUNT TO RESERVES

Since the Company has not made any profits for the Financial Year ended 31st March, 2022, the Company does not propose to transfer any amount to reserves.

DIVIDEND

The Board of Directors does not recommend any dividend on the Equity Shares or Preference Shares for the financial year ended 31st March, 2022.

MATERIAL CHANGES AND COMMITMENTS

There were no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

A. CONSERVATION OF ENERGY: Not Applicable

- i) the steps taken or impact on conservation of energy; NA
- ii) the steps taken by the company for utilising alternate sources of energy; NA
- iii) the capital investment on energy conservation equipments; NA

B. TECHNOLOGY ABSORPTION: Not Applicable

- i) the efforts made towards technology absorption; NA
- ii) the benefits derived like product improvement, cost reduction, product development or import substitution; NA
- iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- NA
 - (a) the details of technology imported; NA
 - (b) the year of import; NA
 - (c) whether the technology been fully absorbed; NA
 - (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; NA and
 - (e) the expenditure incurred on Research and Development; Nil

C. FOREIGN EXCHANGE EARNINGS AND OUTGO: Not Applicable

Total Foreign Exchange Earned: Nil

Total Foreign Exchange Outgo: Nil

STATEMENT INDICATING DEVELOPMENT AND IMPLEMENTATION OF A RISK MANAGEMENT POLICY

The Company has implemented a Risk Management Policy and the regulation 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable to the Company as it does not fall under the category of top [1000] listed entities, determined on the basis of market capitalization, as at the end of the immediate previous financial year.

The Company has implemented a standard operating procedure for all accounting and financial matters to reduce accounting and financial risk to minimal levels and to ensure that the financial statements are free of material misstatements.

POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON CORPORATE SOCIAL RESPONSIBILITY INITIATIVES TAKEN DURING THE YEAR

The Company has Corporate Social Responsibility Policy in place and is made available on Company's website, and can be accessed through the weblink: <http://www.gayatrihighways.com/pdf/CorpGov/GHL%20%20Corporate%20Social%20Responsibility%20Policy.pdf>

The Corporate Social Responsibility committee was constituted as follows:

Mr. M.V. Narasimha Rao – Chairman
 Mr. G. Jagannadha Rao – Member
 Ms. P. Laxmi – Member

The Committee meetings are held as and when required by the Company.

Since there are no profits in the Company during the immediately preceding financial year, the company was not required to spend the amount towards Corporate Social Responsibility.

The Corporate Social responsibility policy of the Company is annexed herewith as **Annexure-II**.

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration Committees. The manner in which the evaluation has been carried out has been explained in Corporate Governance Report.

CONSOLIDATED FINANCIAL STATEMENTS

In accordance with Indian Accounting Standards Ind AS – 110, Ind AS – 28 and Ind AS 31 issued by the Institute of Chartered Accountants of India and specified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, your Board is attaching the Consolidated Financial Statements for the financial year ended 31st March 2022, which forms part of the Annual Report and accounts.

As per the provisions of Section 136 of the Companies Act, 2013, the Company has placed separate audited accounts of its subsidiaries on its website <https://www.gayatrihighways.com/annual-reports/subsidiary.html> and a copy of separate audited financial statements of its subsidiaries will be provided to shareholders upon their request.

SUBSIDIARY COMPANIES, JOINTLY CONTROLLED ENTITIES AND ASSOCIATE COMPANIES

During the Financial Year ended 31st March 2022, your Company has five subsidiaries and three joint venture companies and are as follows:

**Subsidiaries:**

Indore Dewas Tollways Limited
Sai Maatarini Tollways Limited
Gayatri Jhansi Roadways Limited
Gayatri Lalitpur Roadways Limited
Balaji Highway Holdings Private Limited*

Jointly Controlled Entities:

Hyderabad Expressways Limited
Cyberabad Expressways Limited
HKR Roadways Limited

A statement containing salient features of the financial statements of subsidiaries/ associate companies/ joint ventures in Form AOC - 1 is enclosed herewith as **Annexure-III**

We would like to inform you that our wholly owned subsidiary 'Sai Maatarini Tollways Limited' (SMTL) has issued a notice dated 9th March 2019 of "Intention to Terminate the Concession Agreement on account of, inter-alia, irreparable loss of toll revenue due to reasons not attributable to the Concessionaire-Force Majeure (Political Event)" to NHAI to terminate the concession agreement and also issued "Termination Notice for the Force Majeure (Political Event) on 27th March 2019.

NHAI had issued a Notice dated 10.04.2019 of "Intention for Termination under clause 37 of the concession agreement dated 28.09.2011" stating default of the concessionaire. In response to this notice, SMTL replied in detail to NHAI that the default is not on part of the Concessionaire. Later the Lenders had exercised their Right to Substitution of concessionaire vide their letter dated 24.04.2019. Based on that NHAI withhold the termination for 9 months.

There after NHAI terminated the Concession Agreement vide their letter dated 28.01.2020 and the project assets have been handed over to the NHAI at 08.00 AM on 30.01.2020.

SMTL, based on Authority's default, has raised a claim of Rs. 2,834.47 Cr (which includes Equity of Rs.835.19 Cr and Total Debt Due of Rs.1,999.28 Crs) strictly adopting the relevant clauses of the Concession Agreement.

SMTL has filed a petition as per Section 9 of the Arbitration & Conciliation Act, 1996 in the High Court of Delhi, New Delhi against NHAI on 21st December, 2019 requesting NHAI to deposit 90% of the Debt Due i.e., Rs. 1,765.08 Crore (Rs. 1,961.2 X 90%) as per the provisions of the Concession Agreement.

This Petition was filed to protect the interest of the lenders and to remit an amount of Rs. 1,765.08 Crores to the Consortium of Lenders.

The proceedings of CCIE started in the month of June, the first meeting was held on 01.07.2020, in which the CCIE has opined that the Concession Agreement had been terminated on account of mutual differences between the parties with none of them being at default of their respective obligations under the Concession Agreement. As such, the CCIE had advised that the parties should amicably resolve the disputes to avoid protracted litigation. The company vide their letter dated 13.03.2021 requested NHAI for arranging a Second meeting before CCIE.

SMTL engaged Deloitte as an exclusive financial advisor, based on the Deloitte report, SMTL wrote a letter to NHAI GM(T) dated 17.11.2020 requesting to release the Termination payment. As per the discussions with NHAI Officials it is found that NHAI is going to pay a mere amount towards Termination Payment.

The NHAI has released Rs.35,861 Lakhs as an advance for Termination Payment payable to the company and after deducting TDS of Rs. 537 Lakhs & GST TDS of Rs. 717 Lakhs on Rs. 35,861 Lakhs an amount of Rs. 34,606 Lakhs is credited to the Companies Escrow account on 31.03.2021.

IDBI Bank Limited (Lead Lender) on behalf of all the consortium lenders filed a case against M/s Sai Maatarini Tollways Limited and its directors and M/s Gayatri Projects Limited & M/s IDBI Trusteeship Services Limited under sub-section (4) of Section 19 of the Debt Recovery Tribunal Act, read with Sub Rule(2A) of Rule 5 of the Debt Recovery Tribunal (Procedure) Rules, 1993, whereas the case is listed before Hon'ble Debts Recovery Tribunal-1 on 23.09.2020.

Whereas, Hon'ble Tribunal issued summons on the said Application under Section 19 (4) of the Act, (Order Application) for recovery of debts of Rs.2051,21,51,325.42 Ps on 05.10.2020, whereunder SMTL directed to

file Written Statement . SMTL received all the documents on 17.03.2021 and they have to file the counter petition.

We would like to further inform you that our Material Subsidiary M/s. Indore Dewas Tollways Limited (IDTL) has issued Intention to Termination of Concession Agreement dated 17th May, 2010 for Authority Default under Clause 37.2.2

Further we would like to inform you that our Material Subsidiary M/s. Indore Dewas Tollways Limited (IDTL) has received Suspension notice from NHAI vide its Notice No: NHAI/NHDP-V/Indore-DewasTollway /2013-14/4339 dated 27th May, 2022 for suspending the rights of Concessionaire i.e. IDTL under the Concession agreement dated 17th May, 2010 executed with National Highways Authority of India (NHAI).

As per the above said suspension Notice the tolling rights of the Concessionaire (IDTL) has been suspended, NHAI directed to handover the toll plazas to representatives of NHAI at 8.00 a.m. on 28th May, 2022. Accordingly, IDTL has handed over the Toll plazas to NHAI.

No Company ceased to be the Company's subsidiary, joint venture or associate company.

PERFORMANCE AND CONTRIBUTION OF EACH OF THE SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

As per Rule 8 of Company's (Accounts) Rules, 2014 a Report on the financial performance of subsidiaries, associates and joint venture companies along with their contribution to the overall performance of the Company during the Financial Year ended 31st March, 2022 is enclosed as **Annexure-IV**.

DEPOSITS

The Company has not accepted any deposits from the public in terms of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations during the financial year.

STATUTORY AUDITORS

At the Annual General Meeting held on 12th December, 2017, M/s G.S. Sai Babu & Associates, Chartered Accountants, bearing ICAI Regd. No. 014207S, were appointed as statutory auditors of the Company to hold office till the conclusion of the 16th Annual General Meeting to be held in the year 2022.

In their place, M/s PRSV & Co. LLP, Chartered Accountants, bearing (Firm Regd. No. S200016) are proposed to be appointed as statutory auditors of the Company. In this regard, the Company has received a certificate from the auditors to the effect that if they are appointed, it would be in accordance with the provisions of section 141 of the Companies Act, 2013.

PARTICULARS OF EMPLOYEES

The Company has not employed any individual whose remuneration falls within the purview of the limits prescribed under the provisions of section 197 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Hence, the disclosure pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not applicable to the Company.

DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

Your Company has ensured that appropriate policies and procedures are adopted for ensuring orderly and efficient conduct of the business, including adherence to Company's policies, the safeguarding of its assets, prevention and detection of fraud and error, the accuracy and completeness of accounting records, and the timely preparation of reliable financial information. The Company has Internal Financial Controls with reference to the Financial Statements commensurate with the size of the operations of the Company and adequate and operating efficiently.



SHARE CAPITAL

The Paid-up Share Capital of the Company as on 31st March, 2022 is Rs. 2,156,306,800 divided into 239,651,900 Equity Shares of Rs.2/- each fully paid up and 167,700,300 9% Non-convertible Cumulative Redeemable Preference shares (NCRPS) of Rs. 10/- each.

MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis forms an integral part of this Report and provides details of the overall industry structure, developments, performance and state of affairs of the Company's various businesses viz., infrastructure BOT, Annuity projects and their adequacy, Risk Management Systems and other material developments during the financial year. The Management Discussion and Analysis Report for the financial year under review, as stipulated under Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, is enclosed as **Annexure-V**.

CEO AND CFO CERTIFICATION

The annual certification given by the Chief Executive Officer and Chief Financial Officer of the Company is published in this Annual Report.

SECRETARIAL AUDITORS REPORT

to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors have appointed M/s V. Shankar & Co., Practicing Company Secretaries as Secretarial Auditors to conduct Secretarial Audit of the Company for the Financial Year ended 31st March, 2022. The Secretarial Auditors Report issued in Form MR-3 is annexed to this Board's Report as **Annexure-VI**.

The Secretarial Auditors Report does not contain any qualifications, reservation or adverse remarks or disclaimer.

SECRETARIAL AUDIT OF MATERIAL UNLISTED INDIAN SUBSIDIARIES

The Secretarial Audit of Material Unlisted Subsidiaries of your Company i.e., Gayatri Jhansi Roadways Limited (GJRL), Gayatri Lalitpur Roadways Limited (GLRL), Indore Dewas Tollways Limited (IDTL) and Sai Maatarini Tollways Limited (SMTL) for the Financial Year ended March 31, 2022 was carried out pursuant to Section 204 of the Companies Act, 2013 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Secretarial Audit Report of all the above mentioned Material Unlisted Indian Subsidiaries issued by Mr. C.N.Kranthi Kumar, Company Secretary in Practice does not contain any qualifications, reservations or adverse remarks or disclaimers.

The Secretarial Auditors Report of GJRL, GLRL, IDTL and SMTL in Form MR-3 are annexed to this Board's Report as **Annexure-VII(A), (B), (C) and (D)** respectively.

ANNUAL SECRETARIAL COMPLIANCE REPORT

The Company has undertaken a check by the Practicing Company Secretary on annual basis on compliance of all applicable Securities and Exchange Board of India Regulations and circulars/ guidelines issued there under for the Financial Year ended March 31, 2022 as per SEBI Circular No. CIR/CFD/CMD1/27/2019, Dated February 08, 2019. The Annual Secretarial Compliance Report issued by Mr. C.N.Kranthi Kumar, Company Secretary in Practice has been submitted to the Stock Exchanges within 60 days of the end of the Financial Year March 31, 2022 and same is annexed to this Board's Report as **Annexure-VII (E)**.

EXPLANATIONS OR COMMENTS BY THE BOARD ON AUDITOR'S REPORT AND SECRETARIAL AUDIT REPORT

There are no qualifications or reservations or adverse remarks or disclaimers made by the Auditors in their Independent Auditor's Report for Standalone and Consolidated Financial Statements. Therefore, no explanations or comments from the Board are required.

There are no qualifications, reservations or adverse remarks or disclaimers made by the Secretarial Auditors in their Secretarial Audit Report. Therefore, no explanations or comments from the Board are required.

DETAILS OF FRAUDS

During the year, there were no instances of frauds reported by auditors under Section 143(12) of the Companies Act, 2013.

INTERNAL AUDITORS

The Board of Directors of the Company has appointed Ms. K.V. Meher Vani, Chartered Accountant (M.No.214471) (Rep. by Shalang Advisory Services (OPC) Private Limited) as an Internal Auditor to conduct Internal Audit of the Company.

MAINTENANCE OF COST RECORDS SPECIFIED BY THE CENTRAL GOVERNMENT UNDER SECTION 148 OF THE COMPANIES ACT, 2013

The provisions relating to maintenance of Cost Records as specified by the Central Government under Section 148 of the Companies Act, 2013 is not applicable to the Company.

DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

During the year under review there were no applications made or any proceeding pending under the Insolvency and Bankruptcy Code. 2016.

CORPORATE GOVERNANCE REPORT

The Company will continue to uphold the true spirit of Corporate Governance and implement the best governance practices. A separate report on Corporate Governance pursuant to the provisions of Corporate Governance Code stipulated under SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 is enclosed as **Annexure-VIII** as a part of the Annual Report along with the certificate from the Company Secretary in Practice regarding compliance of conditions of corporate governance.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has adopted a Whistle Blower Policy establishing a formal vigil mechanism for the Directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of Code of Conduct and Ethics. It also provides for adequate safeguards against the victimization of employees who avail of the mechanism and provides direct access to the Chairperson of the Audit Committee in exceptional cases. It is affirmed that no personnel of the Company had been denied access to the Audit Committee. The policy of vigil mechanism is available on the Company's website.

The Whistle Blower Policy aims for conducting the affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior. All employees of the Company are covered under the Whistle Blower Policy.

PREVENTION OF INSIDER TRADING

In compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ('the PIT Regulations') on prevention of insider trading, your Company has in place a Code of Conduct for regulating, monitoring and reporting of trading by Designated Persons. The said Code lays down guidelines, which advise Designated Persons on the procedures to be followed and disclosures to be made in dealing with the shares of the Company and cautions them on consequences of non-compliances.

Your Company also has a Code of practices and procedures of fair disclosures of unpublished price sensitive information including a policy for determination of legitimate purposes along with the Institutional Mechanism for prevention of insider trading and Policy and procedures for inquiry in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information. Further, your Company has put in place adequate and effective system of internal controls and standard processes have been set to ensure compliance with the requirements given in these regulations to prevent insider trading.

MEETING OF INDEPENDENT DIRECTORS

In accordance with the provisions of schedule IV (Code for Independent Directors) of the Companies Act, 2013 and SEBI (LODR) Regulation, 2015, a meeting of the Independent Directors of the Company was held

in the financial year on 10th February, 2022, without the attendance of Non-Independence Directors and members of the management.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The provisions of Section 22 of Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 are not applicable to the Company and the constitution of Internal Complaints Committee is also not applicable to the Company.

ENVIRONMENT, HEALTH AND SAFETY

The Company considers it is essential to protect the Earth and limited natural resources as well as the health and well-being of every person.

The Company strives to achieve safety, health and environmental excellence in all aspects of its business activities. Acting responsibly with a focus on safety, health and the environment is a part of the Company.

INDIAN ACCOUNTING STANDARDS (IND AS)

The Company has adopted Indian Accounting Standards (Ind AS) and is preparing and presenting its financial statements in Ind AS starting from the Financial Year 2016-17 pursuant to Ministry of Corporate Affairs notification of the Companies (Indian Accounting Standards) Rules, 2015.

COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD AND GENERAL MEETINGS

The Company has complied with the applicable mandatory Secretarial Standards issued by the Institute of Company Secretaries of India.

HUMAN RESOURCES AND INDUSTRIAL RELATIONS

Your Company lays emphasis on competence and commitment of its human capital recognizing its pivotal role for organizational growth. During the year, the Company maintained a record of peaceful employee relations.

Your Directors wish to place on record their appreciation for the commitment shown by the employees throughout the year.

ACKNOWLEDGEMENTS

We express our sincere appreciation and thank our valued Shareholders, Customers, Bankers, Business Partners/ Associates, Financial Institutions, Insurance Companies, Central and State Government Departments for their continued support and encouragement to the Company.

We are pleased to record our appreciation of the sincere and dedicated services of the employees and workmen at all levels.

For and on behalf of the Board

Place: Hyderabad
Date: 10th August, 2022

G. JAGANNADHA RAO
DIRECTOR
DIN: 01059819

KRISHNAMURTHY CHATURVEDI
DIRECTOR
DIN:08661228

NOMINATION, REMUNERATION & EVALUATION POLICY GAYATRI HIGHWAYS LIMITED

I. PREAMBLE

Pursuant to Section 178 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Board of Directors of every listed Company shall constitute the Nomination and Remuneration Committee. The Company already constituted Remuneration Committee comprising of three Independent non-executive Directors as required under Listing Regulations.

II. OBJECTIVE

The Key Objectives of the Committee would be:

- a) To lay down criteria, determine terms and conditions and guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- b) To evaluate the performance of Board, its committees and individual directors of the Board and provide necessary report to the Board for further evaluation.
- c) To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- d) to ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- e) to ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
- f) to ensure that the remuneration to Directors, Key Managerial Personnel and senior management involves a balance between fixed and incentive pay reflecting short term performance objects appropriate to the working of the Company and its goals.

III. DEFINITIONS

- “Board” means Board of Directors of the Company.
- “Company” means “Gayatri Highways Limited.”
- “Employees’ Stock Option” means the option given to the directors, officers or employees of a company or of its holding company or subsidiary company or companies, if any, which gives such directors, officers or employees, the benefit or right to purchase, or to subscribe for, the shares of the company at a future date at a predetermined price.
- “Independent Director” means a director referred to in Section 149 (6) of the Companies Act, 2013.
- “Key Managerial Personnel” (KMP) means:
 - o Chief Executive Officer or the Managing Director or the Manager,
 - o Company Secretary,
 - o Whole-time Director,
 - o Chief Financial Officer,
 - o Such other officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board; and
 - o Such other officer as may be prescribed.
- “Nomination and Remuneration Committee” shall mean a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- “Policy or This Policy” means, “Nomination, Remuneration & Evaluation Policy.”

- “Remuneration” means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961.
- “Senior management” shall mean officers/personnel of the listed entity who are members of its core management team excluding board of directors and normally this shall comprise all members of management one level below the chief executive officer/managing director/whole time director/manager (including chief executive officer/manager, in case they are not part of the board) and shall specifically include company secretary and chief financial officer.

IV. INTERPRETATION

Terms that have not been defined in this Policy shall have the same meaning assigned to them in the Companies Act, 2013 or SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

V. GUIDING PRINCIPLES

The Policy ensures that:

- The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully.
- Relationship of remuneration to performance is clear and meets appropriate performance benchmarks and Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

VI. ROLE OF THE COMMITTEE

The role of the Committee inter alia will be the following:

- To formulate a criteria for determining qualifications, positive attributes and independence of a Director.
 - For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - use the services of an external agencies, if required;
 - consider candidates from a wide range of backgrounds, having due regard to Diversity; and
 - Consider the time commitments of the candidates.
- Formulate criteria for evaluation of Independent Directors and the Board.
- Identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down in this policy.
- To carry out evaluation of every Director’s performance.
- To recommend to the Board the appointment and removal of Directors and Senior Management.
- To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- Ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- To devise a policy on Board diversity.
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

VII. MEMBERSHIP

- The Committee shall comprise at least three (3) Directors, all of whom shall be non-executive Directors and at least half shall be Independent.
- The Board shall reconstitute the Committee as and when required to comply with the provisions of the Companies Act, 2013 and applicable statutory requirement.
- The quorum for the Committee meetings shall be either two members or one third of the members of the committee, whichever is greater, including at least one independent director in attendance.
- Membership of the Committee shall be disclosed in the Annual Report.
- Term of the Committee shall be continued unless terminated by the Board of Directors.

VIII. CHAIRMAN

- Chairman of the Committee shall be an Independent Director.
- Chairperson of the Company may be appointed as a member of the Committee but shall not Chair the Committee.
- In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman.
- Chairman of the Nomination and Remuneration Committee could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

IX. FREQUENCY OF MEETINGS

The meeting of the Committee shall be held at least once in a year.

X. COMMITTEE MEMBERS' INTERESTS

- A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

XI. VOTING

- Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- In the case of equality of votes, the Chairman of the meeting will have a casting vote.

XII. APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT

- **Appointment criteria and qualifications:**
 1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
 2. A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.
 3. The Company shall not appoint or continue the employment of any person as Managing Director/ Whole-time Director/Manager who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.
 4. The Company shall not appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is

passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.

- **Term / Tenure:**

1. Managing Director/Whole-time Director/Manager (Managerial Person):

The Company shall appoint or re-appoint any person as its Managerial Person for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

2. Independent Director:

- An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for reappointment on passing of a special resolution by the Company and on the basis of the report of performance valuation of independent directors and disclosure of such appointment in the Board's report.
- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

However, if a person who has already served as an Independent Director for 5 years or more in the Company as on 7th February, 2018 or such other date as may be determined by the Committee as per regulatory requirement, he / she shall be eligible for appointment for one more term of 5 years only.

- At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company.

- **Evaluation:**

- The Committee shall carry out evaluation of performance of every performance of Board, its committees and individual directors, KMP and Senior Management at regular interval (yearly).

- **Removal:**

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management subject to the provisions and compliance of the said Act, rules and regulations.

- **Retirement:**

The Managing Director, Whole time Director, KMP and Senior Management shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

XIII. PROVISIONS RELATING TO REMUNERATION OF MANAGERIAL PERSON, KMP AND SENIOR MANAGEMENT

General:

1. The remuneration / compensation / commission etc. to Managerial Person, will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the of the Company, wherever required.
2. The remuneration and commission to be paid to Managerial Person shall be as per the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.
3. Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Managerial Person. Increments will be effective from the date of reappointment in respect of Managerial Person and 1st April in respect of other employees of the Company.

4. Where any insurance is taken by the Company on behalf of its Managerial Person, KMP and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

- **Remuneration to Managerial Person, KMP and Senior Management:**

1. Fixed pay:

Managerial Person, KMP and Senior Management shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force. The break-up of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee.

2. Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managerial Person in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such.

3. Provisions for excess remuneration:

If any director draws or receives, directly or indirectly, by way of remuneration any such sums in excess of the limit prescribed by this section or without approval required under this section, he shall refund such sums to the company, within two years or such lesser period as may be allowed by the company, and until such sum is refunded, hold it in trust for the company.

The company shall not waive the recovery of any sum refundable to it unless approved by the company by special resolution within two years from the date the sum becomes refundable.

- **Remuneration to Non-Executive / Independent Director:**

1. Remuneration / Commission:

The remuneration / commission shall be in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.

2. Sitting Fees:

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof.

Provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee or such amount as may be prescribed.

3. Limit of Remuneration /Commission:

Remuneration /Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the net profits of the Company computed as per the applicable provisions of the Companies Act, 2013.

4. Stock Options:

An Independent Director shall not be entitled to any stock option of the Company.

XIV. CRITERIA FORMULATED BY THE COMMITTEE FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES, INDEPENDENCE OF A DIRECTOR:

- (a) Qualifications of Non-Independent Director:

A Non-Independent Director shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, operations or other disciplines related to the Company's business.

- (b) Positive attributes of Non-Independent Directors:

A Non-Independent director shall be a person of integrity, who possesses relevant expertise and experience and who shall uphold ethical standards of integrity and probity; act objectively and

constructively, exercise his responsibilities in a bonafide manner in the interest of the company, devote sufficient time and attention to his obligations as Director, for informed and balanced decision making and assist the company in implementing the best Corporate governance practices.

(c) Independence of Independent Directors:

In addition to (a) and (b) above, an Independent Director should meet the requirements of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 concerning the independence of directors.

XV. MINUTES OF COMMITTEE MEETING

Proceedings of all meetings must be minuted and signed by the Chairman of the said meeting or the Chairman of the next succeeding meeting. Minutes of the Committee meeting will be tabled at the subsequent Board and Committee meeting.

XVI. DEVIATIONS FROM THIS POLICY

Deviations on elements of this policy in extraordinary circumstances, when deemed necessary in the interests of the Company, will be made if there are specific reasons to do so in an individual case.

**For and on behalf of the Nomination
and Remuneration Committee**

Place: Hyderabad
Date: 10th August, 2022

G. JAGANNADHA RAO
DIRECTOR
DIN: 01059819

KRISHNAMURTHY CHATURVEDI
DIRECTOR
DIN:08661228

Report on Corporate Social Responsibility (CSR) Policy and Activities as per Rule 8 of Companies (Corporate Social Responsibility Policy) Rules, 2014

1. Brief outline on CSR Policy of the Company:

Gayatri Highways Limited (GHL) and its subsidiary companies (which qualifies criteria provided in the Companies Act, 2013) will take up CSR activities. The amounts will be spent by GHL and its subsidiary companies jointly /severally for undertaking CSR activities. CSR activities will be undertaken in such geographical limits in which the contributing companies have ongoing interest in either construction, maintenance or toll operations, the respective CSR Committee may approve the locations and decide on priority for undertaking the selected activities from amongst the areas of operations of the respective company, The guiding factor will be the large presence of deprived sections the society in the proximity of our projects. The surplus arising out of the CSR projects or programs or activities shall not form part of the business profit of the company. GHL Group will select all or any of the following CSR activities for implementation in the area of its operations, namely:

- Eradicating extreme hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation;
- Promotion of education including special education ;
- Promoting gender equality and empowering women;
- Ensuring environmental sustainability and ecological balance;
- Rural Development Projects;
- Social business projects;
- Disaster Relief;

2. Composition of CSR Committee:

S.No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. M.V. Narasimha Rao	Chairman	—	—
2	Mr. G. Jagannadha Rao	Member	—	—
3	Ms. P. Laxmi	Member	—	—

3. Web-link of the website of the company where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed: <http://www.gayatrihighways.com/corporate-governance.html>
4. Details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, and (if applicable) the report shall be attached: NA
5. Details of the amount available and required for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014: NA

S.No.	Financial Year	Amount available for set-off from preceding financial years (in Rs)	Amount required to be setoff for the financial year, if any (in Rs)
1	—	—	—
	TOTAL		

6. Average net profit of the company as per section 135(5): NIL



7. a. Two percent of average net profit of the company as per section 135(5): NIL
 b. Surplus arising out of the CSR projects or programme or activities of the previous financial years: NIL
 c. Amount required to be set off for the financial year(if any):NIL
 d. Total CSR obligation for the financial year: NIL
8. a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount	Date of Transfer	Name of the fund	Amount	Date of Transfer
NIL	—	—	—	—	—

- b) Details of CSR amount spent against on-going projects for the financial year: NA

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	
S.No	Name of the Project	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/No)	Location of the Project		Project Duration	Amount allocated for the project (in Rs.)	Amount transferred to Unspent CSR Account for the project as per Section 135 (6) (in Rs.)	Mode of implement action Direct (Yes/No)	Mode of implementation Through Implementing Agency	
				State	District					Name	CSR registration Number
1.	-	-	-	-	-	-	-	-	-	-	-
2.	-	-	-	-	-	-	-	-	-	-	-
	Total										

- c) Details of CSR amount spent against other than on-going projects for the financial year :

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
S.No	Name of the Project	Item from the Duration in Schedule VII to the Act	Local area (Yes/No)	Location of the Project		Amount spent for the project (in Rs.)	Mode of implementation - Direct (Yes / No)	Mode of implementation - Through Implementing Agency	
				State	District			Name	CSR registration Number
1.	-	-	-	-	-	-	-	-	-
2.	-	-	-	-	-	-	-	-	-
	Total								

- d) Amount spent in Administrative Overheads: NA
 e) Amount spent on Impact Assessment, if applicable: NA
 f) Total amount spent for the Financial Year: NIL'
 g) Excess amount for set off, if any: NIL

SI.No.	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per section 135(5)	Nil
(ii)	Total amount spent for the Financial Year	Nil
(iii)	Excess amount spent for the financial year [(ii)-(i)]	Nil
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	Nil

9. a) Details of Unspent CSR amount for the preceding three financial years: Nil

Sl.No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in Rs.)
				Name of the Fund	Amount (in Rs)	Date of transfer	
1.	-	-	-	-	-	-	-
	TOTAL						

b) Details of CSR amount spent in the financial year for on-going projects of the preceding financial year(s)

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project ID.	Name of the Project.	Financial Year in which the project was commenced	Project duration.	Total amount allocated for the project (in Rs.).	Amount spent on the project in the reporting Financial Year (in Rs.).	Cumulative Amount spent at the end of reporting Financial Year. (in Rs.)	Status of the project –Completed /Ongoing.
1.								
2.								
3.								
	Total							

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year : **(asset-wise details)**

- Date of creation or acquisition of the capital asset(s):
- Amount of CSR spent for creation or acquisition of capital asset:
- Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.:
- Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset):

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): NA

For and on behalf of Corporate Social Responsibility Committee

M.V. Narasimha Rao
 Chairman
 DIN: 06761474

G. Jagannadha Rao
 Member
 DIN: 01059819

Place: Hyderabad
 Date: 10-08-2022

Form AOC-I

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

**Statement containing salient features of the financial statement of subsidiaries/
associates companies / joint ventures**
Part "A" : Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in ₹ Lakhs)

Sl. No.		1	2	3	4	5
1.	Name of the Subsidiary	Sai Maatarini Tollways Limited	Balaji Highways Holding Private Limited	Indore Dewas Tollways Limited	Gayatri Jhansi Roadways Limited	Gayatri Lalitpur Roadways Limited
2.	The date since when subsidiary was acquired	01-04-2016	01-03-2021	31-03-2017	31-03-2017	31-03-2017
3.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	N.A	N.A	N.A	N.A	N.A
4.	Reporting Currency and Exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries	Indian Rupees	Indian Rupees	Indian Rupees	Indian Rupees	Indian Rupees
5.	Share capital	1,000.08	10.00	5.00	4,240.00	3,179.80
6.	Reserves & surplus	(73,656.04)	(20.61)	(423.22)	2,609.61	3,343.75
7.	Total assets	1,33,067.56	260.18	75,706.29	23,179.01	18,437.24
8.	Total Liabilities	2,05,723.52	270.79	1,18,022.95	16,329.40	11,913.70
9.	Investments	—	1.67	—	—	—
10.	Turnover	—	—	8,642.00	4,328.38	3,589.93
11.	Profit / (Loss) before taxation	(22,067.22)	(0.94)	(6,072.89)	(100.28)	647.56
12.	Provision for taxation	—	—	—	19.15	14.07
13.	Profit / (Loss) after taxation	(22,064.22)	(0.94)	(6,072.89)	(119.43)	633.49
14.	Proposed Dividend	—	—	—	—	—
15.	% of shareholding	100%	99.99%	66.64%	51%	51%

Notes: The following information shall be furnished at the end of the statement:

- Names of subsidiaries which are yet to commence operations: Nil
- Names of subsidiaries which have been liquidated or sold during the year: Nil



Part "B": Associates and Joint Ventures
Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to
Associate Companies and Joint Ventures

(Amount in ₹ Lakhs)

Name of Associates/Joint Ventures	Hyderabad Expressways Limited (Jointly Controlled -Entity)	Cyberabad Expressways Limited (Jointly Controlled -Entity)	HKR Roadways Limited (Jointly Controlled -Entity)
1. Latest audited Balance Sheet Date	31st March 2022	31st March 2022	31st March 2022
2. Shares of Associate/Joint Ventures held by the company on the year end No.	9,90,000	6,24,462	12,06,990
Amount of Investment in Associates/Joint Venture	99.00	62.45	1270.70
Extent of Holding %	50%	31.54%	26%
3. Description of how there is significant influence	Voting Power above 20%	Voting Power above 20%	Voting Power above 20%
4. Reason why the associate /joint venture is not consolidated	N.A	N.A	N.A
5. Networth attributable to Shareholding as per latest audited Balance Sheet	3,760.80	(2,160.53)	6810.08
6. Profit / (Loss) for the year			
i. Considered in Consolidation	162.16	(57.12)	20,120.86
ii. Not Considered in Consolidation	-	-	-

- Names of associates or joint ventures which are yet to commence operations: Nil
- Names of associates or joint ventures which have been liquidated or sold during the year: Nil

For and on behalf of the Board

G. JAGANNADHA RAO

Director
DIN: 01059819

KRISHNAMURTHY CHATURVEDI

Director
DIN: 08661228

K.G. NAIDU

Chief Executive Officer

P.K. SAHOO

Chief Financial Officer

P. RAJ KUMAR

Company Secretary

Place : Hyderabad
Date: 10th August, 2022

(Pursuant to Rule 8 of Companies (Accounts) Rules, 2014)
**Report on the performance and financial position of each of the Subsidiaries, Associates
and Joint Ventures Companies of the Company**

PART - A Subsidiaries		Name of the Subsidiary					Amount in ₹ Lakhs
Sl. No.		Sai Maatarini Tollways Limited	Balaji Highways Holding Private Limited	Indore Dewas Tollways Limited	Gayatri Jhansi Roadways Limited	Gayatri Lalitpur Roadways Limited	
1.	The date since when subsidiary was acquired	01-04-2016	01-03-2021	31-03-2017	31-03-2017	31-03-2017	
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	N.A	N.A	N.A	N.A	N.A	
3.	Reporting Currency and Exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries	—	—	—	—	—	
4.	Share capital	1,000.08	10.00	5.00	4,240.00	3,179.80	
5.	Reserves & Surplus	(73,656.04)	(20.61)	(423.22)	2,609.61	3,343.75	
6.	Total assets	1,33,067.56	260.18	75,706.29	23,179.01	18,437.24	
7.	Total Liabilities	2,05,723.52	270.19	1,18,022.95	16,329.40	11,913.70	
8.	Investments (Reft Note 4 below)	—	1.67	—	—	—	
9.	Turnover	—	—	8,642.90	4,238.38	3,589.93	
10.	Profit / (Loss) before taxation	(22,067.22)	(0.94)	(6,072.89)	(100.28)	647.56	
11.	Tax Expense / (Benefit)	—	—	—	19.15	14.07	
12.	Profit / (Loss) after taxation	(22,067.22)	(0.94)	(6,072.89)	(119.43)	633.49	
13.	Other Comprehensive Income	—	—	(1.93)	0.85	0.46	
14.	Total Comprehensive Income	(22,067.22)	(0.94)	(6,074.82)	(118.58)	633.98	
15.	Proposed Dividend	—	—	—	—	—	
16.	% of shareholding	100%	99.99%	66.64%	51%	51%	

Notes: Names of subsidiaries which have been liquidated or sold during the year:

S.No.	Name of the Company	Address
NIL		

Part-B-Associate and Joint Ventures											
Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures											
S.No.	Name of Associates/Joint Ventures	Date on which the Associate or Joint Ventures was associated or acquired	Latest audited Balance Sheet Date	Shares of Associate/Joint Ventures held by the company on the year end			Description of how there is significant influence	Reason why the associate/joint venture is not consolidated	Amount in ₹ lakhs		
				No.	Amount of Investment in Associate/ Joint Venture	Extend of Holding %			Networth attributable to Shareholding as per latest audited Balance Sheet	i. Considered in Consolidation	Profit/Loss for the year
1	Hyderabad Expressways Ltd.	31-03-2017	31-03-2022	9,90,000	99.00	50%	Voting power above 20%	N.A.	3,760.80	16.2:16	–
2	Cyberabad Expressways Ltd.	31-03-2017	31-03-2022	6,24,462	62.45	31.54%	Voting power above 20%	N.A.	(2,160.53)	(57.12)	–
3	HKR Roadways Ltd	31-03-2017	31-03-2022	12,06,990	120.700	26%	Voting power above 20%	N.A.	6,810.08	20,120.86	–

1. Names of associates or joint ventures which are yet to commence operations :



1. Names of associates or joint ventures which are yet to commence operations:

S. No.	Name of the Company	Address
NIL		

2. Names of associates or joint ventures which have been liquidated or sold during the year.

S. No.	Name of the Company	Address
NIL		

For and on behalf of the Board of Directors

Place: Hyderabad
Date: 10th August, 2022

G. JAGANNADHA RAO
DIRECTOR
DIN: 01059819

KRISHNAMURTHY CHATURVEDI
DIRECTOR
DIN:08661228

MANAGEMENT DISCUSSION AND ANALYSIS

COMPANY'S OVERVIEW

Gayatri Highways Limited - GHL ("the Company") was incorporated during the year 2006 in accordance with the provisions of Companies Act, 1956. The Company on its own and through its jointly controlled entities is in the business of construction, operations and maintenance of carriageways on toll and annuity basis pursuant to the development agreements with the National and State Governments and makes investments in companies engaged in the construction, operations and maintenance of roads, highways, vehicle bridges and tunnels and toll roads. The registered office of the Company is located at 1st Floor, 6-3-1090, TSR Towers, Rajbhavan Road, Somajiguda, Hyderabad-500082, Telangana.

Industry Analysis:

Increased impetus to develop infrastructure in the country is attracting both domestic and international players. In the road's sector, the Government's policy to increase private sector participation has proved to be a boon for the infrastructure industry as many private players are entering the business through the public private partnership (PPP) model. According to a leading analysis forecast, India is expected to become the third largest construction market globally.

Minister for Road Transport & Highways and Micro, Small and Medium Enterprises stated that the government is giving utmost priority to infrastructure development and has set a target of road construction of worth Rs. 15 lakh crore (US\$ 206 billion) in the next two years.

The outbreak of the Coronavirus (COVID-19) pandemic and subsequent lockdown restrictions weighed on the industry's output last year. On a positive note, government investment on infrastructure development aided the industry's recovery in the final quarter of the year.

Opportunities and Threats

In view of more and more competition in construction industry, the opportunities for securing contracts need continuous innovation in its various core functions. The Company has emerged as a significant Infrastructure Company with diversification in Roads and Expressways. The Company is poised to seize every opportunity to expand the existing line of business. The Company is well equipped to handle threats of competition and challenges or the Company's ongoing execution of Projects.

Business outlook:

In Union Budget 2022-23, the Government of India has given a massive push to the infrastructure sector by allocating approximately Rs. 1,18,101 Crores to enhance the infrastructure sector by emphasizing its importance and creating modern infrastructure.

The Budget aims to construct 25,000 Kilometers of National Highways in 2022-23 which is nearly double that of the maximum achieved the last 5 years, and by 2024, the Ministry of Road Transport and Highways wants to build 60,000 kms of world-class national highways at a rate of 40 kms each day, and 2 Lakh kms of National Highways are targeted to be completed by 2024-25 under PM Gati Shakti.

In the road's sector, the Government's policy to increase private sector participation has proved to be a boon for the infrastructure industry as many private players are entering the business through the public-private partnership (PPP) model.

Your Company is exploring new opportunities to identify suitable and viable project or to continue and strengthen its present business with its existing SPVs keeping in view the current business conditions, financial constraints, modern technologies, project deadlines, safety protocols, compliances and market margins.

RISKS AND CONCERNS

Inadequate risk management is a primary cause of concern indicated by most organizations in India. To be in a position to have fully identified all risks associated with a project and have a response plan for each; that is clearly a benchmark most organizations acknowledge, nevertheless, do little about it. Risk Management by its very nature is flawed because it only identifies the things project managers know; it fails to appreciate the “unknown”, “unknowns”, the “un-controllable”. That said, the more risks identified and planned for, the better position the project team is in to deliver a successful project. Risk Management has been identified as a best practice by most respondents. Moreover, there is a growing concern among Organizations about inaccurate risk identification. The project will yield continuous flow of revenue for the Company.

INTERNAL CONTROL SYSTEM AND ITS ADEQUACY

The Company has adequate Internal Control Systems and Procedures with regard to purchase of Stores, Raw Materials including Components, Plant and Machinery, equipment, sale of goods and other assets. The company has clearly defined roles and responsibilities for all managerial positions and all operating parameters are monitored and controlled.

The Company designs and maintains accounting and internal control systems to provide reasonable assurance at reasonable cost that assets are safeguarded against loss from unauthorized use or disposition, and that the financial records are reliable for preparing financial statements and maintaining accountability for assets. These systems are augmented by written policies, an organizational structure providing division of responsibilities, careful selection and training of qualified personnel, and a program of internal audits.

FINANCIAL PERFORMANCE & OPERATIONAL PERFORMANCE:

A. FINANCIAL CONDITION:

Capital Structure:

The Paid-up Share Capital of the Company as on 31st March, 2022 is ₹21,563.07 Lakhs divided into 239,651,900 Equity Shares of ₹2/- each fully paid up and 167,700,300 9% Non convertible Cumulative Redeemable Preference shares (NCRPS) of ₹10/- each.

Other Equity:

The retained earnings in other equity of the company as on 31st March, 2022 stand at ₹(10,832.52) Lakhs as compared to ₹ (9,325.49) Lakhs in the previous year. The major share of increase in loss is due to the borrowing cost on 9% Non-convertible cumulative redeemable preference shares amounting to ₹1,509.30 Lakhs which is provided for the FY 2021-22 and interest expense of ₹625.56 Lakhs on term loan borrowings for the FY 2021-22.

There are no changes in the capital reserve during the FY 2021-22.

Fixed Assets:

During the financial year 2021-22, Computers were acquired for an amount of ₹2.79 Lakhs by the company, whereas during the previous year 2020-21, no assets or acquired or built by the company.

Sundry Debtors:

Sundry debtors increased to ₹156.70 Lakhs as on 31st March, 2022 as against ₹2.56 Lakhs debtors in the previous year. These debtors are considered good and realizable.

Cash and Bank Balances:

Cash and Bank balances with Scheduled Banks stood to ₹5.90 Lakhs as against ₹72.01 Lakhs in the previous year. However the company had investments in liquid debt funds (Cash equivalent) worth of ₹347.87 Lakhs as on 31.03.2022, no such investment as on 31.03.2021

Loans and Advances:

Long Term Loans and Advances is ₹ Nil as against ₹1,936.00 Lakhs in the previous year. Short Term Loans and Advances is ₹ 2,671.17 Lakhs as against ₹2,820.49 Lakhs in the previous year.

Current Liabilities:

Current Liabilities as on 31st March, 2022 is ₹41,650.14 Lakhs as against ₹40,980.69 Lakhs in the previous Year.

B. OPERATIONAL RESULTS:
Turnover:

During the financial year 2021-22 the turnover of the Company was ₹629.92 Lakhs and income from other sources as on 31st March, 2022 was ₹353.76 Lakhs, compared to the turnover of the company was ₹494.11 Lakhs and income from other sources was ₹940.10 Lakhs, in the previous financial year.

Depreciation:

The Company has provided for depreciation of ₹2.94 Lakhs during the financial year 2021-22 whereas depreciation of ₹3.68 Lakhs provided in the previous financial year as all the assets of the company were fully depreciated in the previous years.

Provision for Tax:

The Company has not provided for tax in the financial year 2021-22 and in the previous financial year since there were no profits.

Net Profit:

The Net loss of the Company after tax is ₹(1,507.03) Lakhs as against ₹(1,767.25) Lakhs in the previous year.

Earnings per Share:

The Earnings(Losses) per Share of the Company as on 31st March, 2022 is ₹ (0.63) per share for Face Value of ₹2/- as against ₹ (0.74) per share for Face Value of ₹2/- in the previous year.

HUMAN RESOURCE DEVELOPMENT AND INDUSTRIALRELATIONS:

The Company believes that the Company's growth and future success depend largely on the skills of the Company's workforce, including executives and officers, as well as the designers and engineers and the attraction of critical skills. The loss of the services of one or more of these employees could impair the Company's ability to continue to implement its business strategy. The Company's success also depends on its continued ability to attract and retain experienced and qualified employees. The Company is committed to building the competencies of its employees and improving their performance through training and development. The Company focus is on identifying gaps in its employees' competencies and preparing employees for changes in competitive environments, as well as to meet organizational challenges. Some of the focus areas in training in the last year centered on leadership, innovation management and internationalization besides other training programmes to drive a change in the Company's employees' outlook as it continues to develop as a global competitor.

**DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS, ALONG WITH DETAILED EXPLANATIONS**

Key financial ratios on standalone basis including significant changes (more than 25%) are shown in the table below:

Ratio	FY 2021-22	FY 2020-21	Change	Note
Debtor Turnover (days)	29.55	0.34	-8566.55%	A
Interest Coverage Ratio	0.29	0.41	29.05%	B
Current Ratio	0.21	0.18	-14.08%	
Debit Equity Ratio	2.50	2.25	-11.24%	
Operating Profit margin %	63.82%	87.24%	26.84%	C
Net profit margin %	(153.20)%	(123.22)%	-24.33%	
Return on Net Worth	(31.44)%	(36.87)%	14.72%	

- A. Increased receivables during the year end are more than previous year end.
- B. The interest coverage ratio is improved as the interest cost is decreased compared to previous financial year.
- C. There is decrease in total revenue when compared to previous financial year.

CAUTIONARY STATEMENT:

Statements in the Management Discussion and Analysis describing the Company's objective, projections, estimates, expectations may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include, among others, economic conditions affecting demand / supply and price conditions in the domestic and overseas markets in which the Company operates changes in the Government regulations, tax laws and other statutes and incidental factors.

Place: Hyderabad
Date: 10th August, 2022

G. JAGANNADHA RAO
DIRECTOR
DIN: 01059819

KRISHNAMURTHY CHATURVEDI
DIRECTOR
DIN:08661228

SECRETARIAL AUDIT REPORT

For the financial year ended March 31, 2022

FORM NO MR 3

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
 The Members,
M/s. Gayatri Highways Limited
 1st Floor, TSR Towers, 6-3-1090,
 Rajbhavan Road, Somajiguda, Hyderabad- 500082
 CIN-L45100TG2006PLC052146

I have conducted the secretarial audit of the compliance of applicable statutory provisions and adherence to good corporate practices by **M/s Gayatri Highways Limited** (hereinafter called the 'Company'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period ended on March 31, 2022 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/s Gayatri Highways Limited ("Company")** for the financial year ended on March 31, 2022 according to the provisions of:

- I. The Companies Act, 2013 (**the Act**) and the Rules made thereunder;
- II. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- III. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under;
- IV. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
 - The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 - The Secretarial Standards on the Meetings of the Board of Directors, Committees and General Meetings issued by the Institute of Company Secretaries of India.
- VI. The Company is presently carrying only O & M activities with the group Companies. As per management view, there are no Industry Specific Acts applicable to the Company, However, Company has investments in Companies engaged in the construction, operations and maintenance of roads, highways, vehicle bridges and tunnels and toll roads.

**I have also examined compliance with the applicable clauses of the following:**

Secretarial Standards issued by The Institute of Company Secretaries of India.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc., mentioned above.

I further report that:

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

I further report that based on the information received and records maintained there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Place:Hyderabad

Date: 17th June, 2022

UDIN : F00763 8D000502517

For V.Shankar & Co.,
Company Secretaries

V.Shankar
CP No. 8446, FCS. 7638

This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

Annexure A

To
The Members,
M/s. Gayatri Highways Limited,
1st Floor, TSR Towers, 6-3-1090,
Rajbhavan Road, Somajiguda, Hyderabad- 500082
CIN-L45100TG2006PLC052146

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place:Hyderabad
Date: 17th June, 2022
UDIN : F00763 8D000502517

For V.Shankar & Co.,
Company Secretaries

V.Shankar
CP No. 8446, FCS. 7638

Form No. MR - 3
SECRETARIAL AUDIT REPORT
For the financial year ended March 31, 2022

To
The Members,
Gayatri Jhansi Roadways Limited,
CIN: U50403TG2006PLC050569,
6-3-1090, TSR Towers, RajBhavan Road,
Somajiguda, Hyderabad -500082, Telangana.

I have conducted the Secretarial Audit for compliance of applicable statutory provisions and the adherence to good corporate practices by Gayatri Jhansi Roadways Limited, (herein after called the "Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on my verification of the Gayatri Jhansi Roadways Limited books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31-03-2022, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Gayatri Jhansi Roadways Limited (the "Company") for the financial year ended on 31-03-2022, according to the provisions of:

- I. The Companies Act, 2013 (the 'Act') and the rules made there under;
- II. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under; and
- III. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 & Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act')[to the extent applicable] to the Company.

I have also examined compliance with the applicable clauses of the following:

- a) Secretarial Standards issued by The Institute of Company Secretaries of India as notified from time to time;
- b) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- c) Other laws specifically applicable to the Company;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that the provisions of the following are not applicable to the Company:

- a) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- b) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with Client;
- h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations 2009; and
- i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Non-Executive Directors and Independent Directors. The Company was not required to appoint Executive Directors on its Board as the Company had already appointed Chief Executive Officer. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through, and there were no dissenting members' views, and the same are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, the Company has no specific event / action having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc., referred to above.

I further report that the Company has no cases of fraud which are required to be reported pursuant to provisions of section 143 read with section 447 of the Companies Act, 2013 and the rules made there under.

Note:

This report is to be read with my letter of even date which is annexed as Annexure –'A' and Notes forming an integral part of this report.

The report is presented and submitted pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as the Company being a material unlisted subsidiary of the listed entity - Gayatri Highways Limited and pursuant to section 204(1) of the Companies Act, 2013 and rule no.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

UDIN: F009255D000186608
 Date: 22-04-2022
 Place: Hyderabad

C.N. Kranthi Kumar
 Company Secretary in Practice
 FCS No. 9255 CP. No. 13889
 Unique Code No : I2014TL1227000
 Peer Reviewed Unit
 Certificate No. 612/2019

Annexure A

To
The Members,
Gayatri Jhansi Roadways Limited

My report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of Gayatri Jhansi Roadways Limited (the "Company"). My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, I have obtained the management representation about the compliance of laws, rules, regulations, guidelines and happening of events, etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

UDIN: F009255D000186608
Date: 22-04-2022
Place: Hyderabad

C.N. Kranthi Kumar
Company Secretary in Practice
FCS No. 9255 CP. No. 13889
Unique Code No : I2014TL1227000
Peer Reviewed Unit
Certificate No. 612/2019

Form No. MR - 3
SECRETARIAL AUDIT REPORT

For the financial year ended March 31, 2022

To
 The Members,
Gayatri Lalitpur Roadways Limited,
 CIN: U45203TG2006PLC050554,
 6-3-1090, TSR Towers, RajBhavan Road,
 Somajiguda, Hyderabad -500082, Telangana.

I have conducted the Secretarial Audit for compliance of applicable statutory provisions and the adherence to good corporate practices by Gayatri Lalitpur Roadways Limited, (herein after called the "Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on my verification of the Gayatri Lalitpur Roadways Limited books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31-03-2022, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Gayatri Lalitpur Roadways Limited (the "Company") for the financial year ended on 31-03-2022, according to the provisions of:

- I. The Companies Act, 2013 (the 'Act') and the rules made there under;
- II. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under; and
- III. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 & Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act')[to the extent applicable] to the Company.

I have also examined compliance with the applicable clauses of the following:

- a) Secretarial Standards issued by The Institute of Company Secretaries of India as notified from time to time;
- b) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- c) Other laws specifically applicable to the Company;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that the provisions of the following are not applicable to the Company:

- a) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- b) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;



- c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with Client;
- h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations 2009; and
- i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

I further report that the Board of Directors of the Company is duly constituted with proper balance of Non-Executive Directors and Independent Directors. The Company was not required to appoint Executive Directors on its Board, as the Company had already appointed Chief Executive Officer. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent atleast seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through, and there were no dissenting members' views, and the same are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, the Company has no specific event / action having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc., referred to above.

I further report that the Company has no cases of fraud which are required to be reported pursuant to provisions of section 143 read with section 447 of the Companies Act, 2013 and the rules made there under.

Note:

This report is to be read with my letter of even date which is annexed as Annexure –'A' and Notes forming an integral part of this report.

The report is presented and submitted pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as the Company being a material unlisted subsidiary of the listed entity - Gayatri Highways Limited and pursuant to section 204(1) of the Companies Act, 2013 and rule no.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

UDIN:F009255D000186685
Date: 22-04-2022
Place: Hyderabad

C.N. Kranthi Kumar
Company Secretary in Practice
FCS No. 9255 CP. No. 13889
Unique Code No : I2014TL1227000
Peer Reviewed Unit
Certificate No. 612/2019

Annexure A

To
The Members,
Gayatri Lalitpur Roadways Limited

My report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of Gayatri Lalitpur Roadways Limited (the "Company"). My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, I have obtained the management representation about the compliance of laws, rules, regulations, guidelines and happening of events, etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on testbasis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

UDIN: F009255D000186685
Date: 22-04-2022
Place: Hyderabad

C.N. Kranthi Kumar
Company Secretary in Practice
FCS No. 9255 CP. No. 13889
Unique Code No : I2014TL1227000
Peer Reviewed Unit
Certificate No. 612/2019

Form No. MR - 3
SECRETARIAL AUDIT REPORT
For the financial year ended March 31, 2022

To
The Members,
Indore Dewas Tollways Limited,
CIN: U45200TG2010PLC068238,
6-3-1090, B-1, TSR Towers, RajBhavan Road,
Somajiguda, Hyderabad -500082, Telangana.

I have conducted the Secretarial Audit for compliance of applicable statutory provisions and the adherence to good corporate practices by Indore Dewas Tollways Limited, (herein after called the "Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on my verification of the Indore Dewas Tollways Limited books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31-03-2022, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Indore Dewas Tollways Limited (the "Company") for the financial year ended on 31-03-2022, according to the provisions of:

- I. The Companies Act, 2013(the 'Act') and the rules made there under;
- II. The Depositories Act, 1996and the Regulations and Bye-laws framed there under; and
- III. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 & Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act')[to the extent applicable] to the Company.

I have also examined compliance with the applicable clauses of the following:

- a) Secretarial Standards issued by The Institute of Company Secretaries of India as notified from time to time;
- b) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- c) Other laws specifically applicable to the Company;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that the provisions of the following are not applicable to the Company:

- a) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- b) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with Client;
- h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations 2009; and
- i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Non-Executive Directors and Independent Directors. The Company opted not to appoint Executive Directors on its Board. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through, and there were no dissenting members' views, and the same are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, the Company has no specific event / action having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc., referred to above.

I further report that the Company has no cases of fraud which are required to be reported pursuant to provisions of section 143 read with section 447 of the Companies Act, 2013 and the rules made there under.

Note:

This report is to be read with my letter of even date which is annexed as Annexure –'A' and Notes forming an integral part of this report.

The report is presented and submitted pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as the Company being a material unlisted subsidiary of the listed entity - Gayatri Highways Limited and pursuant to section 204(1) of the Companies Act, 2013 and rule no.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014.

UDIN: F009255D000186795
 Date: 22-04-2022
 Place: Hyderabad

C.N. Kranthi Kumar
 Company Secretary in Practice
 FCS No. 9255 CP. No. 13889
 Unique Code No : I2014TL1227000
 Peer Reviewed Unit
 Certificate No. 612/2019

Annexure A

To
The Members,
Indore Dewas Tollways Limited

My report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of Indore Dewas Tollways Limited (the "Company"). My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, I have obtained the management representation about the compliance of laws, rules, regulations, guidelines and happening of events, etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

UDIN: F009255D000186795
Date: 22-04-2022
Place: Hyderabad

C.N. Kranthi Kumar
Company Secretary in Practice
FCS No. 9255 CP. No. 13889
Unique Code No : I2014TL1227000
Peer Reviewed Unit
Certificate No. 612/2019

Form No. MR - 3
SECRETARIAL AUDIT REPORT

For the financial year ended March 31, 2022

To
 The Members,
Sai Maatarini Tollways Limited,
 CIN: U45400TG2011PLC076396,
 6-3-1090, TSR Towers, RajBhavan Road,
 Somajiguda, Hyderabad -500082, Telangana.

I have conducted the Secretarial Audit for compliance of applicable statutory provisions and the adherence to good corporate practices by Sai Maatarini Tollways Limited, (herein after called the "Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on my verification of the Sai Maatarini Tollways Limited books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31-03-2022, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Sai Maatarini Tollways Limited (the "Company") for the financial year ended on 31-03-2022, according to the provisions of:

- I. The Companies Act, 2013(the 'Act') and the rules made there under;
- II. The Depositories Act, 1996and the Regulations and Bye-laws framed there under; and
- III. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 & Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act')[to the extent applicable] to the Company.

I have also examined compliance with the applicable clauses of the following:

- a) Secretarial Standards issued by The Institute of Company Secretaries of India as notified from time to time;
- b) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- c) Other laws specifically applicable to the Company;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that the provisions of the following are not applicable to the Company:

- a) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- b) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



- d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with Client;
- h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations 2009; and
- i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Non-Executive Directors and Independent Directors. The Company was not required to appoint Executive Directors on its Board, as the Company has appointed Manager. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through, and there were no dissenting members' views, and the same are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, the Company has no specific event / action having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc., referred to above.

I further report that the Company has no cases of fraud which are required to be reported pursuant to provisions of section 143 read with section 447 of the Companies Act, 2013 and the rules made there under.

Note:

This report is to be read with my letter of even date which is annexed as Annexure –'A' and Notes forming an integral part of this report.

The report is presented and submitted pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as the Company being a material unlisted subsidiary of the listed entity - Gayatri Highways Limited and pursuant to section 204(1) of the Companies Act, 2013 and rule no.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

UDIN : F009255D000186841
Date: 22-04-2022
Place: Hyderabad

C.N. Kranthi Kumar
Company Secretary in Practice
FCS No. 9255 CP. No. 13889
Unique Code No : I2014TL1227000
Peer Reviewed Unit
Certificate No. 612/2019

Annexure A

To
The Members,
Sai Maatarini Tollways Limited

My report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of Sai Maatarini Tollways Limited (the "Company"). My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, I have obtained the management representation about the compliance of laws, rules, regulations, guidelines and happening of events, etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

UDIN : F009255D000186841
Date: 22-04-2022
Place: Hyderabad

C.N. Kranthi Kumar
Company Secretary in Practice
FCS No. 9255 CP. No. 13889
Unique Code No : I2014TL1227000
Peer Reviewed Unit
Certificate No. 612/2019

**SECRETARIAL COMPLIANCE REPORT
of Gayatri Highways Limited
for the year ended 31/03/2022**

I, C.N.Kranthi Kumar, Company Secretary in Practice, having office at Hyderabad, Telangana, have examined:

- (a) all the documents and records made available to me and explanation provided by Gayatri Highways Limited (“the listed entity”),
- (b) the filings / submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document / filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31/03/2022 (“Review Period”) in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

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

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (e) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; and
- (f) Others Act(s) - The Depositories Act, 1996 and the Regulations and Bye-laws framed there under.

The following Regulations, whose provisions and the circulars / guidelines issued thereunder, which are not applicable to the listed entity under review period:-

- (a) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (b) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (c) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (d) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (e) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; and

(f) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009.

And based on the above examination, I hereby report that, during the Review Period :-

- (a) The listed entity has complied with the provisions of the above Regulations and circulars / guidelines issued thereunder.
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars / guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) There were no actions taken against the listed entity / its promoters / directors / material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts / Regulations and circulars / guidelines issued thereunder.
- (d) The listed entity was not required to take any action(s) on compliance matter(s) as there were no observation(s) in the previous report issued for the financial year 2020-21 on 29-05-2021.

UDIN : F009255D00078786
Date: 12-04-2022
Place: Hyderabad

C.N. Kranthi Kumar
Company Secretary in Practice
FCS No. 9255 CP. No. 13889
Unique Code No : I2014TL1227000
Peer Reviewed Unit
Certificate No. 612/2019

REPORT ON CORPORATE GOVERNANCE

Report Pursuant to Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, compliance with the requirements of Corporate Governance is set out below:

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

Your Company follows the principles of fair representation and full disclosure in all its dealings and communications. The Company's annual report, results, presentations and other forms of corporate and financial communications provide extensive details and convey important information on a timely basis. Your company's philosophy on corporate governance envisages the attainment of the highest levels of Transparency, accountability and equity, in all facets of its operations and in all its interactions with its stakeholders, employees, government and lenders. The Company believes that all its operations and actions must serve the underlying goal of enhancing overall shareholders value, over a sustained period of time. The Company's core philosophy on the code of Corporate Governance is to ensure:

- Fair and transparent business practices;
- Accountability for performance;
- Compliance of applicable statute;
- Transparent and timely disclosure of financial and management information;
- Effective management control and monitoring of executive performance by the Board; and
- Adequate representation of promoter, executive and independent directors on the Board.

Hence it harmonizes the need for a company to strike a balance at all times between the need to enhance shareholders' wealth whilst not in any way being detrimental to the interests of the other stakeholders in the Company.

2. BOARD OF DIRECTORS:

a) Composition and Category of Directors:

The Company endeavours to have an optimum combination of Executive and Non-Executive Directors to maintain the independence of the Board and separate the functions of Governance and Management through Board and Committees. As at 31st March, 2022, the Board of Directors ("Board") comprises of six Directors and all are Non-Executive Directors. The Company has six Independent Directors. The composition and category of the Board of Directors is as follows:

Sl. No	Name of Director	Designation	Category
1.	Mr. M.V. Narasimha Rao	Director	Independent Director
2.	Mr. G. Jagannadha Rao	Director	Independent Director
3.	Ms. P. Laxmi	Director	Independent Director
4.	Mr. Krishnamurthy Chaturvedi	Director	Independent Director
5.	Mr. Desina Balarama Krishna	Director	Independent Director
6.	Ms. V. Sindhuja Pothapragada	Director	Independent Director

b) Attendance of each director at the Board meetings and at the last Annual General Meeting:

The particulars of attendance of Board Meetings and Annual General Meeting by Directors for the financial year ended 31st March, 2022 has been set out here below:

Sl. No	Name of Director	No. of Board Meetings		Attendance at last AGM on 28.09.2021
		Held	Attended	
1.	Mr. M.V. Narasimha Rao	8	8	Present
2.	Mr. G. Jagannadha Rao	8	4	Present
3.	Ms. P. Laxmi	8	8	Present
4.	Mr. Krishnamurthy Chaturvedi	8	8	Present
5.	Mr. Desina Balarama Krishna	8	8	Present
6.	Ms. V. Sindhuja Pothapragada	8	8	Present

c) Number of Other Directorships, Committee Membership(s) & Chairmanship(s):

Sl. No.	Name of the Director	Other Directorships	Committee Membership	Committee Chairmanship
1.	Mr. M.V. Narasimha Rao	1	2	1
2.	Mr. G. Jagannadha Rao	1	3	1
3.	Ms. P. Laxmi	-	2	1
4.	Mr. Krishnamurthy Chaturvedi	7	6	4
5.	Mr. Desina Balarama Krishna	3	3	-
6.	Ms. V. Sindhuja Pothapragada	1	-	-

- The other directorship also includes the Partnership in Limited Liability Partnership (LLP)

The Directors of Gayatri Highways Limited do not hold Directorships in any other listed entities.

- The Number of Directorships, Committee memberships and Chairmanships of all listed and unlisted companies are within the limits as per Regulation 26 of SEBI (LODR) Regulations, 2015
- The number of total directorships is in accordance with Section 165 of the Companies Act, 2013.

d) Number of Board Meetings held and the date on which held:

In terms of compliance with the requirement of Regulation 17(2) of SEBI (LODR) Regulations, 2015, Eight Board Meetings were held during the financial year ended 31st March, 2022, as against the minimum requirement of four meetings.

The dates on which the Board meetings were held are 27th April, 2021, 30th April, 2021, 09th June, 2021, 09th August, 2021, 11th October, 2021, 18th October, 2021 12th November, 2021 and 10th February, 2022.

e) Disclosure of relationship between directors inter-se

None of the Directors are related to any other Director.

f) Shares held by Non-Executive Directors

The number of equity shares of the Company held by the non-executive directors, as on 31st March, 2022 are as follows:

SI. No	Name of the Director	No of Equity Shares
1	Mr. M.V. Narasimha Rao	Nil
2.	Mr. G. Jagannadha Rao	Nil
3.	Ms. P. Laxmi	Nil
4.	Mr. Krishnamurthy Chaturvedi	Nil
5.	Mr. Desina Balarama Krishna	Nil
6.	Ms. V. Sindhuja Pothapragada	Nil

g) The details of familiarization programs imparted to independent directors:

Your Company follows a structured orientation and familiarisation programme through various reports/codes/internal policies for all the Directors with a view to update them on the Company's policies and procedures on a regular basis. Periodic presentations are made at the Board Meetings on business and performance, long term strategy, initiatives and risks involved. The framework on familiarisation programme has been posted in the website of the Company. The details of familiarization programme is available on the website: <https://www.gayatrihighways.com/DirectorsFamiliarisationProgramme.html>

h) The Board currently has sufficient range of expertise and possesses all the competencies required for effective functioning. Below is the chart/ matrix of such competencies, identified by the Board:

SI. No.	Core Competencies
1.	Project Management
2.	Domain / Industry Specialist
3.	Business Development & Business Strategist
4.	Asset Management / Operational Excellence
5.	Networking / Connecting / Spanning
6.	Organizational Learning and Institutional memory
7.	Governance Consciousness

i) Given below is the chart setting out the skills/expertise/competence of the Board of Directors:

S.No.	Name of the Director	Category	Specialisation
1.	Mr. M.V. Narasimha Rao	Independent Director	Over 43 years of experience. He has also worked as a Resident Engineer for Louis Berger Inc. Afghanistan, General Manager for National Highways Authority India and Executive Engineer for Roads & Buildings Department, Andhra Pradesh. At present he is the chairman in the Dispute Board of AP Road Development Corporation and Sr. Director in Sheladia Associates Inc.

2.	Mr. G. Jagannadha Rao	Independent Director	Over 44years of Experience. He has also worked as a Resident Engineer for ADB Project at Visakhapatnam Dy. General Manager for National Highways Authority of India and Executive Engineer, NH Division, Visakhapatnam, Superintending Engineer in R & B Department, and took charge as Engineer in Chief R & B Admin, SH and MD, APRDC in May 2017 and continued till retirement.
3.	Ms. P. Laxmi	Independent Director	Over 44 years of rich professional experience in the design, construction supervision and Contract Management of large number and various types of road and bridge projects.
4.	Mr. Krishnamurthy Chaturvedi	Independent Director	Mr. Krishnamurthy Chaturvedi has over 4 Decades of experience in State Bank Group in various Capacities as Asst. Manager, Deputy Manager, Manager and Branch head, dealing with accounting, operations, Agriculture credit, retail Credit, SME Credit, Corporate Credit, Marketing, customer relations and internal audit.
5.	Mr. Desina Balarama Krishna	Independent Director	<p>Has over 12 year of professional experience as a Company Secretary with core working knowledge and experience in Company Law, RBI, FEMA and NBFC Compliances.</p> <p>Also, a Faculty with over 10 years of teaching experience in various professional educational institutes for the students of CS, CA and CWA.</p> <p>Regular Guest Speaker for SEMINARS on subjects of Company Law and Practice, Commercial Laws, Industrial Laws and Labour Laws in colleges and institutes.</p>
6.	Venkata Sindhuja Pothapragada	Independent Director	Has professional experience as a Company Secretary with core working knowledge and experience in Company Law, RBI, FEMA, IPR compliances.

- j) The Board of Directors be and hereby confirm that in the opinion of the board, the independent directors fulfil the conditions specified in these regulations and are independent of the management.
- k) No Independent Director has resigned from the Directorship of the Company before the expiry of their term of appointment during the Financial Year ended 31st March, 2022.

COMMITTEES OF THE BOARD

The Committee of Directors has been constituted by the Board of Directors of the Company in their meeting held on 7th February, 2018. The composition and terms of reference of these committees are approved by the Board and are in line with the requirement of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015. The following statutory Committees were established by the Board:

- (i) Audit Committee
- (ii) Nomination and Remuneration Committee
- (iii) Stakeholders Relationship Committee

Details on the role and composition of these committees, including the number of meetings held during the financial year and the related attendance, are provided below:

1. AUDIT COMMITTEE:

(a) Brief description of terms of reference:

The role and terms of reference of the Audit Committee are set out in Regulation 18(3) read with Part C of Schedule II of the SEBI Listing Regulations and Section 177 of the Companies Act, 2013, besides other terms as may be referred by the Board of Directors of the Company. The terms of reference of the Audit Committee broadly are:

1. Review of financial reporting systems;
2. Ensuring compliance with regulatory guidelines;
3. Reviewing the quarterly, half yearly and annual financial results;
4. Approval of annual internal audit plan;
5. Review and approval of related party transactions;
6. Discussing with the management, annual financial statements and auditor's report before submission to the Board with particular reference to the (i) Director's Responsibility Statement; (ii) major accounting entries; (iii) significant adjustments in financial statements arising out of audit findings; (iv) Compliance with listing requirements (v) modified opinion(s) in the draft audit report etc.;
7. Interaction with statutory, internal and cost auditors;
8. Scrutiny of inter-corporate loans and investments;
9. To review the functioning of the whistle blower mechanism;
10. Recommendation for appointment and remuneration of auditors;
11. Carrying out any other function as is mentioned in the terms of reference of the audit committee; and
12. Reviewing and monitoring the auditor's independence and performance
13. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments. etc.

Further the Audit Committee also mandatorily reviews the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions submitted by management;

3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses;
5. The appointment, removal and terms of remuneration of the internal auditor shall be subject to review by the audit committee; and
6. Statement of deviations:
 - (a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of SEBI Listing Regulations;
 - (b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of SEBI Listing Regulations.

In addition to the above, the Audit Committee also reviews the financial statements, minutes and details of investments made by the subsidiary companies.

(b) Composition, Name of members and Chairman:

As on 31st March, 2022, the Audit Committee of the Board comprises of Non - Executive Directors being Independent Directors. The Chairperson of the Audit Committee is an Independent Director. The composition of the Committee is in compliance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations:

Sl. No	Name of Director	Designation
1	Mr. M.V. Narasimha Rao	Chairman
2	Mr. G. Jagannadha Rao	Member
3	Ms.P. Laxmi	Member

(c) Meetings and attendance during the year:

During the Financial year 5 Audit committee meetings were conducted on 30th April, 2021, 09th June, 2021, 09th August, 2021, 12th November, 2021 and 10th February, 2022.

Attendance at the Audit Committee Meetings:

Sl. No	Name of Director	Designation	Number of Meetings	
			Held	Attended
1.	Mr. M.V. Narasimha Rao	Chairman	5	5
2.	Mr. G. Jagannadha Rao	Member	5	3
3.	Ms. P. Laxmi	Member	5	5

2. NOMINATION & REMUNERATION COMMITTEE:

a. Brief description of terms of reference

- To formulate a criteria for determining qualifications, positive attributes and independence of a Director.
- Formulate criteria for evaluation of Independent Directors and the Board.
- Identify persons who are qualified to become Directors and who may be appointed in Senior management in accordance with the criteria laid down in this policy.
- To carry out evaluation of every Director's performance.
- To recommend to the Board the appointment and removal of Directors and Senior Management.
- To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- Ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks.

- To devise a policy on Board diversity.
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

b. Composition, Name of members and Chairman:

The Nomination and Remuneration Committee was constituted by the Board with three(3) Non - Executive Directors being Independent Directors.

The following is the composition of the Board

Sl. No	Name of Director	Designation
1.	Mr. G. Jagannadha Rao	Chairman
2.	Mr. M.V. Narasimha Rao	Member
3.	Ms.P. Laxmi	Member

c. Nomination and Remuneration Committee meetings & Attendance

During the Financial year 1 Nomination and Remuneration Committee meeting was held on 10th February, 2022.

Attendance at the Nomination and Remuneration Committee Meetings:

Sl. No	Name of Director	Designation	Number of Meetings	
			Held	Attended
1.	Mr. G. Jagannadha Rao	Chairman	1	1
2.	Mr. M.V. Narasimha Rao	Member	1	1
3.	Ms. P. Laxmi	Member	1	1

d. Nomination and Remuneration policy

- The nomination and remuneration committee has adopted a Nomination and Remuneration Policy which, inter alia, deals with the manner of selection of Board of Directors, KMP & other senior management and their remuneration. Executive Directors and KMP are eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The Executive Director and KMP remuneration is determined based on levels of responsibility and scales prevailing in the industry.
- The Non-executive directors are paid sitting fees for attending meetings of Board/ Committee.

e. Performance evaluation of Directors.

The performance evaluation of independent director is done by the Board annually based on criteria of attendance and contributions at Board/ Committee meetings and also the role played by them other than at meetings.

The Nomination and Remuneration Committee had specified criteria for performance evaluation of Directors, Committees and Board as a whole and recommend the same to the Board for evaluation.

In line with Corporate governance guidelines, evaluation of all Board members is done on an annual basis. This evaluation is done by the entire Board led by the Chairman of the Board with specific focus on the performance and effective functioning of the Board, committees of the Board and individual directors and reported to the Board. The evaluation process also considers the time spent by each of the Board members, core competencies, personal characteristics, accomplishment of specific responsibilities and expertise.

The entire Board of directors (excluding the director being evaluated) held the performance evaluation of Independent directors and on the basis of performance evaluation, the Board decided to continue the term of appointment of Independent directors.

Performance evaluation was done by the respective bodies on 10th February, 2022.

3. STAKEHOLDERS RELATIONSHIP COMMITTEE:

(a) Brief description of terms of reference:

The Stakeholders Relationship Committee oversees and reviews all matters connected with the share transfers and also looks into redressing of shareholders complaints like transfer of shares, non-receipt of annual report/dividends etc. The committee oversees the performance of the Registrar of Transfer Agents and recommends measures for overall improvement in the quality of investor services. Email-id for Investor Grievances: cs@gayatrihighways.com

(b) Composition:

Sl. No	Name of Director	Designation
1	Ms. P. Laxmi	Chairman
2	Mr. G. Jagannadha Rao	Member
3	Mr. M.V. Narasimha Rao	Member

(c) Name and Designation of Compliance Officer:

Mr. P. Raj Kumar, Company Secretary is acting as Compliance Officer of the Company.

(d) Number of Shareholders complaints received so far.

During the financial year ended 31st March, 2022, the Company did not receive any complaints from the shareholders.

(e) Number of complaints not resolved to the satisfaction of shareholders: Not Applicable

(f) There were no pending complaints as at the year end.

4. INDEPENDENT DIRECTORS' MEETING:

In accordance with the provisions of schedule IV (Code for Independent Directors) of the Companies Act, 2013 and SEBI Listing Regulations, 2015, one meeting of the Independent Directors of the Company was held in the financial year on 10th February, 2022, without the attendance of Non-Independent Directors and members of the management.

5. Remuneration of Directors

(a) Details of Remuneration of Non – Executive Directors:

- There were no pecuniary transactions with any non-executive director of the Company.
- Non-Executive Directors are paid Sitting Fee for attending the Board and Committee Meetings.

During the financial under review the company has paid sitting fees to the Non-Executive Directors/Independent Directors.

S. No.	Name of Director	Sitting Fees paid (Rs.)
1.	Mr. M.V. Narasimha Rao	3,20,000
2.	Mr. G. Jagannadha Rao	2,00,000
3.	Ms. P. Laxmi	3,20,000
4	Mr. Krishnamurthy Chaturvedi	1,80,000
5	Mr. Desina Balarama Krishna	1,80,000
6	Ms. V. Sindhuja Pothapragada	1,80,000

**(b) Details of Remuneration of Executive Directors: Not Applicable****6. GENERAL BODY MEETINGS:****i) Location and Time, where last three Annual General Meetings held:**

Year	Locations	Date	Time
15 th AGM (2020-21)	Annual General Meeting through Video Conferencing / Other Audio Visual Means facility Deemed Venue for Meeting: Registered Office: 1st Floor, 6-3-1090, TSR Towers, Rajbhavan Road, Somajiguda, Hyderabad – 500 082, Telangana	28 th September, 2021	3.30 P.M
14 th AGM (2019-20)	Annual General Meeting through Video Conferencing / Other Audio Visual Means facility Deemed Venue for Meeting: Registered Office: 1st Floor, 6-3-1090, TSR Towers, Rajbhavan Road, Somajiguda, Hyderabad – 500 082, Telangana	29 th September, 2020	3.30 P.M
13 th AGM (2018-19)	KLN Prasad Auditorum, The Federation of Telangana Chambers of Commerce & Industry (FTCCI), Red Hills, Hyderabad-500004, Telangana	27 th September, 2019	3.30 P.M

ii. Whether any Special Resolutions passed in the previous 3 Annual General Meetings:

2020-21: The Company did not pass any special resolutions in the 15th AGM held on 28th September, 2021.

2019-20: The Company did not pass any special resolutions in the 14th AGM held on 29th September, 2020.

2018-19: The Company did not pass any special resolutions in the 13th AGM held on 27th September, 2019.

iii. Special Resolutions were passed Last year through Postal Ballot: NIL

8. MEANS OF COMMUNICATION:

(a) Quarterly Results: The quarterly Financial Results of the Company are published in accordance with the requirements of the SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015.

(b) Newspapers wherein results were normally published: The financial results were published in an English language daily newspaper having India wide circulation viz. Business Standard and a daily newspaper in Telugu language viz. Andhra Prabha.

(c) Any website, where displayed

The yearly Audited Financial results and the un-audited financial results of the Company are published on the Company's website: www.gayatrihighways.com

(d) Displays official news releases : NA

(e) Presentation made to institutional investors or to the analysts : NA

(f) Website:

The website www.gayatrihighways.com contains a separate dedicated section "Investor" for the Company's investors where shareholders' information is available. The full Annual Report, shareholding pattern etc.

9. GENERAL SHAREHOLDER INFORMATION:

Annual General Meeting	Date : 28th September, 2022 Time : 3.30 P.M. Venue : Annual General Meeting through Video Conferencing / Other Audio Visual Means facility. Deemed Venue for Meeting : Registered Office, 1st Floor, 6-3-1090, TSR Towers, Rajbhavan Road, Somajiguda, Hyderabad - 500082. Telangana.
Financial Year	1st April, 2021 to 31st March, 2022
Date of Book Closure	22nd September, 2022 to 28th September, 2022 (both days inclusive)
Dividend Payment Date	Not Applicable
Name and address of the Stock Exchange where the Company is listed	BSE Limited: Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai-400 001
	National Stock Exchange of India Limited: 5th Floor, Exchange Plaza, Plot No.C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai-400 051
Listing on Stock Exchanges BSE Ltd & NSE Ltd	28th June, 2018
Scrip/Stock Code	BSE Scrip Code: 541546 NSE Scrip Id: GAYAHWS
ISIN Number for NSDL & CDSL	INE287Z01012

The listing fees has been paid to the above stock exchanges viz., BSE Limited (BSE) and National Stock Exchange of India Ltd (NSE).

(a) Market Price Data: (BSE Limited (BSE))

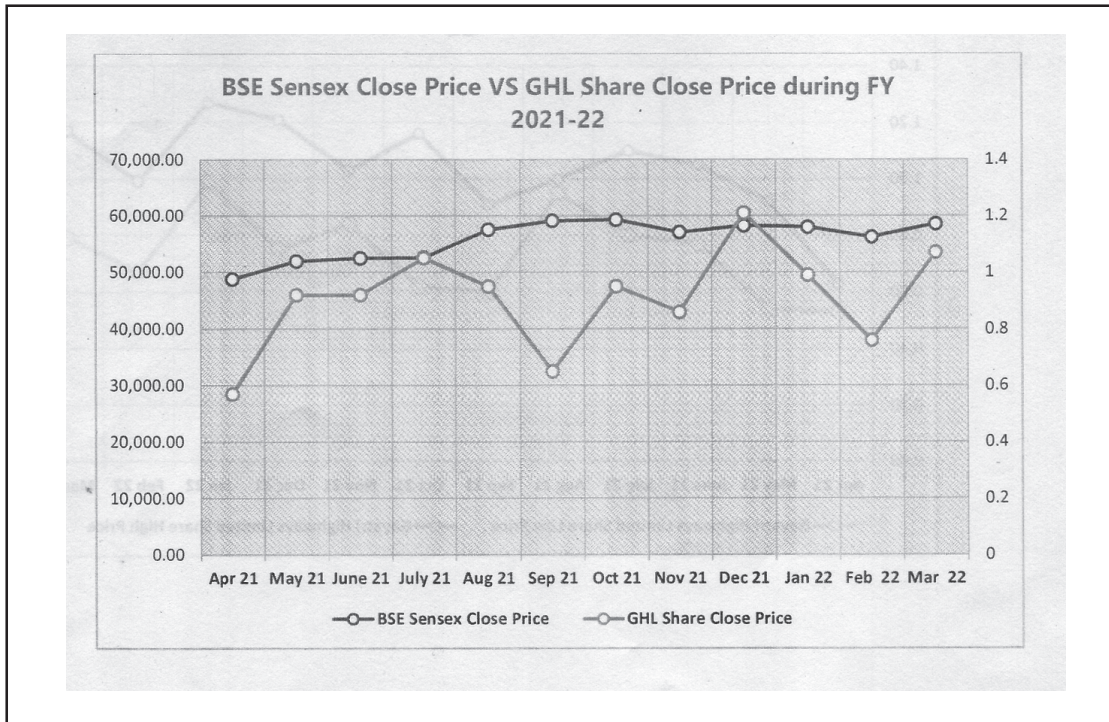
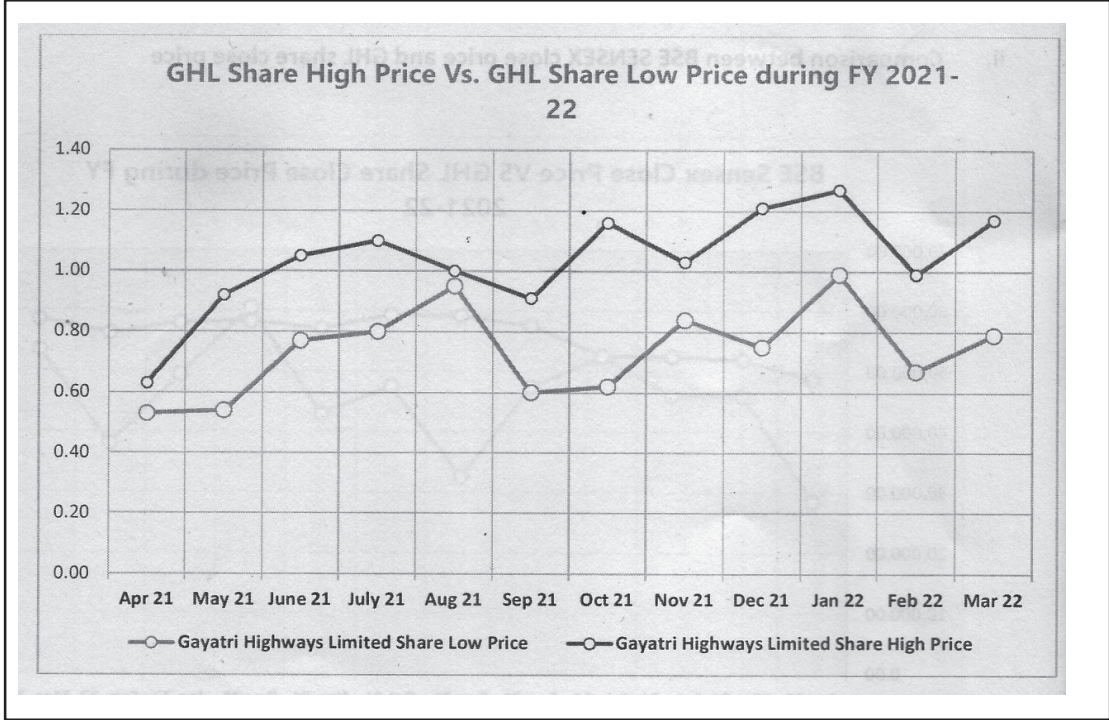
Sl.No.	Month	High during the month	Low during the month
1.	April 2021	0.63	0.53
2.	May 2021	0.92	0.54
3.	June 2021	1.05	0.77
4.	July 2021	1.10	0.80
5.	August 2021	1.00	0.95
6.	September 2021	0.91	0.60
7.	October 2021	1.16	0.62
8.	November 2021	1.03	0.84
9.	December 2021	1.21	0.75
10.	January 2022	1.27	0.99
11.	February 2022	0.99	0.67
12.	March 2022	1.17	0.79

(b) Market Price Data : (National Stock Exchange of India Limited (NSE))

Sl.No.	Month	High during the month	Low during the month
1.	April 2021	0.65	0.50
2.	May 2021	1.00	0.55
3.	June 2021	1.15	0.75
4.	July 2021	1.25	0.80
5.	August 2021	1.05	0.85
6.	September 2021	0.80	0.55
7.	October 2021	1.15	0.55
8.	November 2021	1.05	0.70
9.	December 2021	1.25	0.65
10.	January 2022	1.20	1.00
11.	February 2022	0.95	0.60
12.	March 2022	1.20	0.75

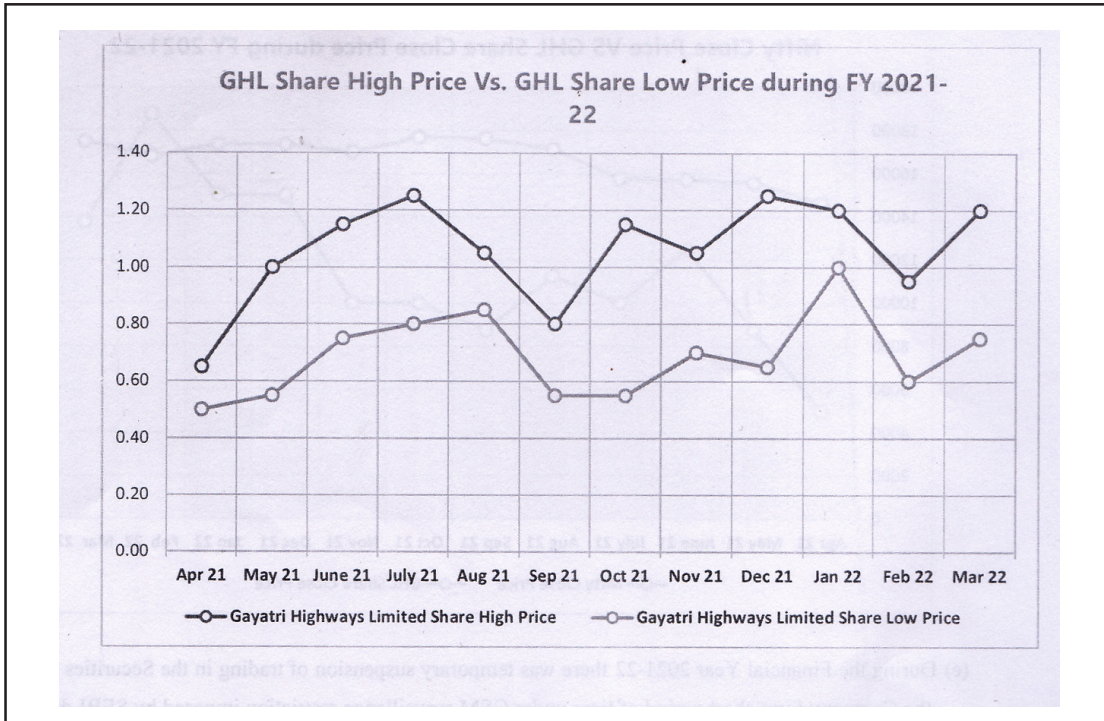
(c) Performance in comparison to broad - based indices of BSE SENSEX :

- (i) Comparison between GHL Share price – High and low.
- (ii) Comparison between BSE SENSEX close price and GHL share close price.

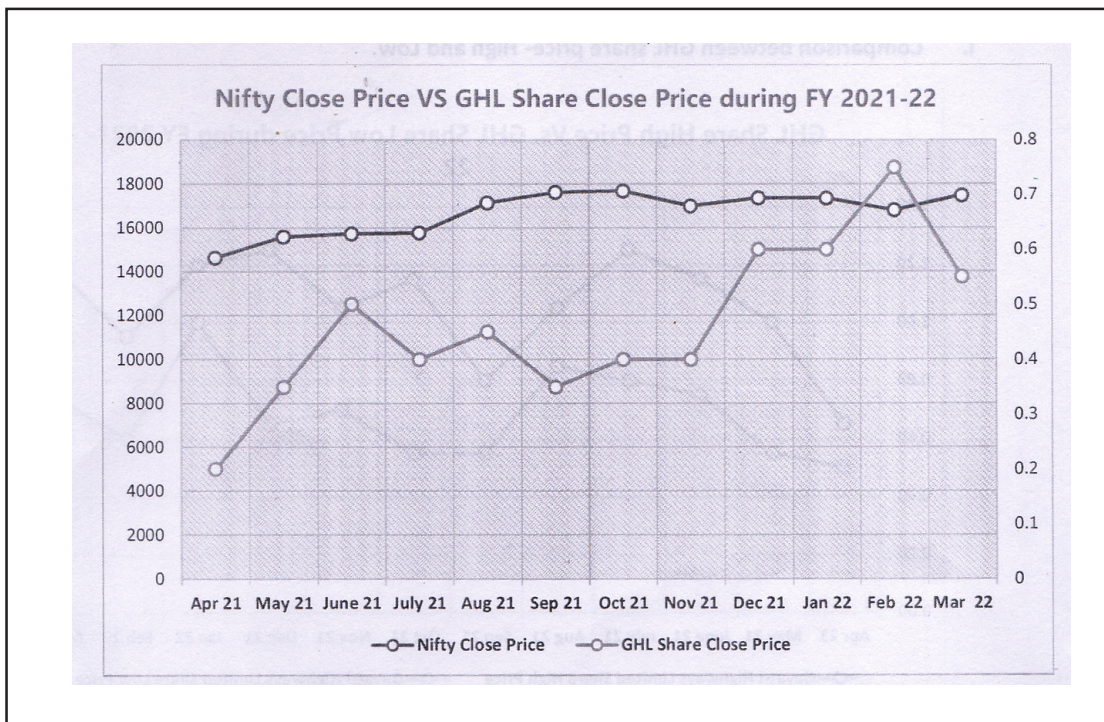


(d) Performance in comparison to broad - based indices of NIFTY :

(i) Comparison between the Share price - High and low.



(ii) Comparison between Nifty close price and GHL share close price



(e) During the Financial Year 2021-22 there was temporary suspension of trading in the Securities of the Company for a short period of time under GSM surveillance restriction imposed by SEBI due to sudden increase in the share price of the Company.

(f) Registrar to an issue & Share Transfer Agents:

Registrar to an issue & Share Transfer Agents (for shares held in both Physical and Demat mode) are as follows:

M/s KFin Technologies Limited (Formerly known as KFin Technologies Private Limited)

Selenium Building Tower B, Plot No 31 & 32, Gachibowli,
 Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032
 Tel : +91 040 67162222, Fax: +91 40 2300 1153
 Email ID: einward.ris@kfintech.com/ anandan.k@kfintech.com

(g) Share Transfer System

All share transfer and other communications regarding share certificates, change of address, dividends, etc should be addressed to Registrar and Share Transfer Agents.

Share Transfer Committee is authorized to approve transfer of shares in the physical segment. Such transfers take place on fortnightly basis. A summary of all the transfers/ transmissions etc. so approved is placed at every Committee meeting. All share transfers are completed within statutory time limit from the date of receipt, provided the documents meet the stipulated requirement of statutory provisions in all respects.

In compliance with the SEBI Listing Regulations, a Practicing Company Secretary carries out audit of the system of transfer and a certificate to that effect is issued.

(h) Distribution of shareholding

(i) Shareholding Pattern as on 31st March, 2022:

Sl. No	Description	Total Shares	% Equity
1.	Promoters & Directors	84,154,710	35.12
2.	Promoter Companies	62,400,000	26.04
3.	Foreign Institutional Investors	9,774,236	4.08
4.	Bodies Corporates	12,318,583	5.14
5.	Resident Individuals	63,858,403	26.65
6.	Non Resident Indians	6,811,493	2.84
7.	Clearing Members	2,22,329	0.09
8.	Non Resident Indian Non Repatriable	1,07,586	0.04
9.	I E P F	1,560	0.00
	Total	23,96,51,900	100.00

(ii) Distribution of shareholding as on 31st March, 2022:

Shares holding of nominal value of	No. of Shareholders	No. of Shares	% of total shares
1 - 5000	23818	1,43,77,304	6.00
5001 - 10000	855	71,43,965	2.98
10001 - 20000	400	60,88,481	2.54
20001 - 30000	154	39,15,468	1.63
30001 - 40000	60	21,80,337	0.91
40001 - 50000	81	39,07,498	1.63
50001 – 100000	120	93,85,492	3.92
100001 & Above	101	19,26,53,355	80.39
Total	25589	23,96,51,900	100.00

(i) Dematerialization of Shares & Liquidity

The Company's shares are available for dematerialization with both the Depositories, National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). 23,96,49,619 equity shares were dematerialized representing 99.99% of the total paid up equity share capital of the Company as on 31st March, 2022.

(j) There are no outstanding Global Depository Receipts/ American Depository Receipts or Warrants or any convertible instruments as on the date of 31st March, 2022.

(k) Commodity price risk or foreign exchange risk and hedging activities;

The Company is not carrying on any Commodity business and has also not undertaken any hedging activities hence same are not applicable to the Company.

(l) There are 16,77,00,300, 9% Non- Convertible Cumulative Redeemable Preference Shares (NCRPS) each of Rs.10/- each issued to Gayatri Projects Limited.

m) Plant Locations – **N.A.**

o) List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad.: **NA**

n) **Address for correspondence:**

Sl. No.	Shareholders Correspondence for	Address
1.	Transfer/Dematerialization/ Consolidation/Split of shares, Issue of Duplicate Share Certificates, Non-receipt of dividend/ Bonus shares, etc., change of address of Members and Beneficial Owners and any other query relating to the shares of the Company.	M/s. KFin Technologies Limited Selenium Building Tower B, Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032, T.S. Tel : +91 040 67162222 Fax: +91 40 2300 1153 Email ID: einward.ris@kfintech.com anandan.k@kfintech.com
2.	Investor Correspondence / Queries on Annual Report, Revalidation of Dividend Warrants, Sub-Division, etc.	Company Secretary Gayatri Highways Limited 6-3-1090, 1st Floor, TSR Towers, Rajbhavan Road, Somajiguda, Hyderabad-500082, Telangana. Tel: +91 40 2331 0330 Fax: +91 40 2339 8435 Email: cs@gayatrihighways.com Website: www.gayatrihighways.com

10. OTHER DISCLOSURES

(a) Disclosures on materially significant related party transactions that may have potential conflict with the interests of listed entity at large;

Besides the transactions mentioned in the Annual Report, there were no materially significant related party transactions during the year conflicting with the interest of the Company.

(b) Details of non-compliance by the listed entity, penalties, strictures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years;

The Company has fully complied with all its compliances under the Listing Regulations, all applicable regulations and circulars issued thereunder except for the appointment of 2 [Two] Directors on the Board from 01-04-2020 till 27-08-2020.

A penalty was levied on Gayatri Highways Limited by NSE for non-compliance of Regulation 17(1)(c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to the Composition of Board of Directors (Board) of having minimum 6 (Six) directors on its Board.

NSE levied a Fine of Rs.4,55,000/ For quarter ended June 30, 2020, for a period of 91 days -; and Rs. 3,42,200/- for quarter ended September 30, 2020, for a period of 58 days.

The Company has appointed 2 [Two] Directors in Independent Category on its Board with effect from "28-08-2020" and the total number of Directors on its Board on 28-08-2020 were 6 [Six] Directors. No strictures/penalties were imposed on your Company by Stock Exchanges or by the Securities and Exchange Board of India or by any statutory authority on any matter related to the Securities markets during the financial year 2021-22.

(c) Details of establishment of vigil mechanism, whistle blower policy, and affirmation that no personnel has been denied access to the audit committee;

Pursuant to Section 177(9) and (10) of the Companies Act, 2013 and Regulation 22 of the SEBI (LODR) Regulations, 2015, the Company has formulated Whistle Blower Policy for vigil mechanism for Directors and employees to report to the management about the unethical behavior, fraud or violation of Company's code of conduct. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the Chairperson of the Audit Committee in exceptional cases. None of the personnel of the Company has been denied access to the Audit Committee. The policy is available on the Company website, <http://gayatrihighways.com/pdf/CorpGov/Whistle%20Blower%20Policy.pdf> during the financial year under review, no complaints were received.

(d) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:

The Company has complied with all the mandatory requirements of Corporate Governance as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Adoption of non-mandatory requirements pursuant to SEBI (LODR), 2015 is being reviewed by the Board from time to time.

(e) Web link where policy for determining 'material' subsidiaries is disclosed;

The policy for determining 'material' subsidiaries is available on the website of the Company http://gayatrihighways.com/pdf/CorpGov/Policies_for_material_subsidaries.pdf

(f) Web link where policy on dealing with related party transactions;

The policy on dealing with related party transactions is available on the website of the Company: http://gayatrihighways.com/pdf/CorpGov/Related_Party_Transaction_Policy_01-04-2022.pdf

(g) Disclosure of commodity price risks and commodity hedging activities: Not applicable

(h) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A).

Not Applicable

- (i) **A certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.**

The Certificate issued by Mr.C.N. Kranthi Kumar, Practicing Company Secretary is attached to this Report.

- (j) **The board has accepted all the recommendations of various committees of the board which is mandatorily required, in the relevant financial year**
- (k) **Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part: Rs.3,00,000/-**
- (l) **Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:**
- number of complaints filed during the financial year -NA
 - number of complaints disposed of during the financial year -NA
 - number of complaints pending as on end of the financial year.-NA

11. The Company Complied with the requirements of the Schedule V Corporate Governance report sub-paras (2) to (10)of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

12. Details of compliance with mandatory requirements and adoption of Discretionary Requirements

The Company has complied with all the mandatory requirements of Corporate Governance as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Adoption of non-mandatory requirements pursuant to SEBI (LODR), 2015 is being reviewed by the Board from time to time.

13. The Disclosures of the compliance with Corporate Governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 are as follows:

The company has complied the regulations of SEBI (LODR) as stated below:

Regulation	Particulars of Regulation	Compliance Status (Yes/ No)
17	Board of Directors	Yes
18	Audit Committee	Yes
19	Nomination and Remuneration Committee	Yes
20	Stake Holders Relationship Committee	Yes
21	Risk Management Committee	NA
22	Vigil Mechanism	Yes
23	Related Party Transactions	Yes
24	Corporate Governance requirement with respect of Subsidiary of Listed entity	Yes
25	Obligation with respect to Independent Director	Yes
26	Obligation with respect to Directors and Senior Management	Yes
27	Other Corporate Governance Requirement	Yes
46 (2) (b) to (i)	Website	Yes

14. Declaration regarding compliance by board members and senior management personnel with the Company's Code of Conduct

The Company has in place a comprehensive Code of Conduct applicable to all the employees and Non-executive Directors including Independent Directors. The Code is applicable to Non-executive Directors including Independent Directors to such extent as may be applicable to them depending on their roles and responsibilities. The Code gives guidance and support needed for ethical conduct of business and compliance of law. A copy of the Code has been posted on the Company's website.

A declaration regarding the compliance by Board members and senior management with the Company's Code of Conduct has been enclosed at the end of the Corporate Governance Report.

15. CEO and CFO Certification

The annual certification given by the Chief Executive Officer and Chief Financial Officer of the Company is published in this Annual Report.

16. Disclosure with respect to Demat suspense account/ unclaimed suspense account:

Pursuant to the SEBI Circular and Regulation 39 of the SEBI Listing Regulations, 2015, during the year under review, there are no outstanding shares in the demat suspense account.

17. Unclaimed Dividend:

The Company has not issued any dividend since the inception of the Company. Hence it is not applicable.

18. Proceeds from public issues, rights issues, preferential issues, etc.

During the year ended 31st March, 2022, there were no proceeds from public issues, rights issues, preferential issues, etc.

19. The Company has adopted the policy on dissemination of information on the material events to stock exchanges in accordance with the Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The said policy is available on the website of the Company <https://www.gayatrihighways.com/corporateannouncements.html>

20. The Company has adopted the policy on preservation of documents in accordance with the Regulation 9 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Documents Preservation Policy is available on the website of the Company: <https://www.gayatrihighways.com/pdf/CorpGov/Preservation%20Policy.pdf>

21. Company's Policy on prevention of insider trading:

Pursuant to the requirements of SEBI (Prohibition of Insider Trading) Regulations, 2015, and in continuation with your Company's efforts to enhance the standards of corporate governance in the Company, and to strictly monitor and prevent insider trading within the company, your company has in place a Code of Conduct which is approved by the Board.

The Company Secretary is acting as Compliance Officer for the said purpose. The code is applicable to all such employees, officers, Directors and Promoters of the Company who are expected to have access to the unpublished price sensitive information relating to the Company and the same is being implemented as a self-regulatory mechanism. The code has been circulated to all the members of the Board and Senior Management and others concerned the compliance of the same has been affirmed by them.

For and on behalf of the Board

Place: Hyderabad
Date: 10th August, 2022

G. JAGANNADHA RAO
DIRECTOR
DIN: 01059819

KRISHNAMURTHY CHATURVEDI
DIRECTOR
DIN:08661228

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

To

The Members of Gayatri Highways Limited

As required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby confirm that the Company has adopted a Code of Conduct for all Board Members and Senior Management and the same has been placed on the Company's website. All Board Members and Senior Management personnel have affirmed compliance with the Code of Conduct in respect of the financial year ended 31st March, 2022.

For Gayatri Highways Limited

Place: Hyderabad
Date: 10th August, 2022

K. G Naidu
Chief Executive Officer

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To

The Members of Gayatri Highways Limited
Somajiguda, Hyderabad, Telangana.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Gayatri Highways Limited having CIN: L45100TG2006PLC052146 and having registered office at 1st Floor, TSR Towers, 6-3-1090, Rajbhavan Road, Somajiguda, Hyderabad - 500082, Telangana (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V ParaC Sub-clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number [DIN] status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company for the financial year ending on 31-03-2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sl. No.	Names of Director	DIN	Date of appointment in Company
1	Jagannadha Rao Gavara	01059819	07-02-2018
2	Venkata Narasimha Rao Mysore	06761474	07-02-2018
3	Laxmi Pamarthy	08051632	07-02-2018
4	Krishnamurthy Chaturvedi	08661228	14-02-2020
5	Desina Balarama Krishna	08846055	28-08-2020
6	Venkata Sindhuja Pothapragada	08852765	28-08-2020

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion based on verification of the documents. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

UDIN:F009255D000185860

Date : 22-04-2022
Place : Hyderabad

C.N. Kranthi Kumar
Company Secretary in Practice
FCS No.9255 CP No.13889
Unique Code No: I2014TL1227000
Peer Reviewed Unit
Certificate No.612/2019

CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To
The Members of
Gayatri Highways Limited,
Registered Office: 1st Floor, TSR Towers,
6-3-1090, Rajbhavan Road, Somajiguda,
Hyderabad - 500 082, Telangana.

I have examined all the relevant records of Gayatri Highways Limited [the "Company"] for the purpose of certifying compliance with the conditions of Corporate Governance for the financial year ended on 31-03-2022, as stipulated under Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [the "SEBI Listing Regulations"].

The compliance of conditions of Corporate Governance is the responsibility of the management. My examination was limited to the review of procedures and implementation process adopted by the Company for ensuring compliance with the conditions of Corporate Governance. This certificate is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations and information furnished to me, and the representations made by the Directors and the management, I certify that the Company has complied with the conditions of Corporate Governance for the financial year ended on 31-03-2022.

I further state that such compliance is neither an assurance as to the future viability of the Company nor as to the efficiency or effectiveness with which the management has conducted the affairs of the Company.

UDIN : F009255D000185585
Date : 22-04-2022
Place : Hyderabad

C.N. Kranthi Kumar
Company Secretary in Practice
FCS No. 9255 CP. No. 13889
Unique Code No : I2014TL1227000
Peer Reviewed Unit
Certificate No. 612/2019

CEO AND CFO CERTIFICATE

To
The Board of Directors
Gayatri Highways Limited

We the undersigned, in our respective capacities as Chief Executive Officer (CEO) and Chief Financial Officer (CFO) of M/s. Gayatri Highways Limited (“the Company”), to the best of our knowledge and belief certify that:

- a) We have reviewed the Financial Statements and cash flow statement of Gayatri Highways Limited for the year ended 31st March, 2022 and to the best of our knowledge and belief:
 - i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii) these statements together present a true and fair view of the Company’s affairs and are in compliance with the applicable accounting standards, applicable laws and regulations.
- b) There are to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violation of the Company’s Code of Conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee:
 - i) significant changes in internal control over financial reporting during the year.
 - ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company’s internal control system over financial reporting.

Place: Hyderabad
Date: 10th August, 2022

K.G. Naidu
Chief Executive Officer

P.K Sahoo
Chief Financial Officer

INDEPENDENT AUDITOR'S REPORT

To the Members of GAYATRI HIGHWAYS LIMITED

Report on the audit of the Standalone Ind AS financial statements

Opinion

We have audited the Standalone Ind AS financial statements of Gayatri Highways Limited ("the Company"), which comprise the Balance Sheet as at 31st March 2022 and the Statement of Profit and Loss, the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the Standalone Ind AS financial statements, including a summary of significant accounting policies and other explanatory information for the year ended on that date.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Ind AS financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2022, and its loss, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Standalone Ind AS financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matters	Auditor's Response
<p>1. As at 31st March 2022, the Company has total investments of ₹548.79 Cr which are classified as financial assets in the financial statements. Out of which the Company has an investment of ₹349.95 Cr in the equity and instruments entirely equity in nature of various Subsidiaries of the Company and ₹198.94 Cr in the equity, optionally convertible debentures and instruments entirely equity in nature of Jointly controlled entities of the Company which are measured at fair value as per Ind AS 109 read with Ind AS 113.</p> <p>These investments are Level 3 investments as per the fair value hierarchy in Ind AS 113 and</p>	<p>1. Our audit procedures included and were not limited to the following:</p> <ul style="list-style-type: none"> • Reviewed the fair valuation reports obtained by the management by involvement of external valuation experts. • Assessed the methodology and the assumptions applied in determining the fair value by engaging valuation specialists. • Assessed the objectivity, independence and competence of the Company's external specialists involved in the process.

accordingly determination of fair value is based on a high degree of judgement and input from data that is not directly observable in the market. Further, the fair value is significantly influenced by the expected pattern of future benefits the tangible assets of subsidiaries/ joint ventures and expected future economic benefits. Accordingly, the same has been considered as a key audit matter.

2. As at 31st March 2022, the Company has total investments of ₹ 548.79 Cr which are classified as financial assets in the financial statements. Out of which the Company has an investment of ₹349.95 Cr in the equity and instruments entirely equity in nature of various Subsidiaries of the Company and ₹198.94 Cr in the equity, optionally convertible debentures and instruments entirely equity in nature of Jointly controlled entities of the Company,

The management regularly reviews whether there are any indicators of impairment on unquoted investments made by the company.

As per Ind AS 36 - 'Impairment of Assets' the standard is applicable to financial assets classified as Investments in subsidiaries, associates and joint ventures. Accordingly, in assessing whether there is any indication that an asset may be impaired, an entity shall consider as a minimum, the external and internal sources of information, any other indications or evidences from internal reporting that indicates that the assets may be impaired.

This assessment involves significant judgment especially in relation to determination of expected future economic benefits.

Accordingly the evaluation of impairment of investments in subsidiaries/joint ventures was determined to be a key audit matter.

3. The Company has been incurring operating losses during the past few years and the current liabilities of the Company exceed its current assets.

The Company financial statements were prepared on a going concern basis. Management's statement in respect of going concern is set out in Note 34 of the financial statements.

2. In respect of the impairment indicator assessment for the investments in subsidiaries/ joint ventures, our audit procedures included and were not limited to the following:-

- Obtained and read the financial statements of subsidiaries/joint ventures to identify if any disclosure is made for impairment of assets in its standalone financial statements.
- Obtained the impairment indicator assessment performed by the management considering internal/external sources of information.
- We have obtained the management's understanding with regard to impairment of the investments made in loss making subsidiary companies/joint ventures.
- We have obtained the company's management opinion in estimating the realisable value of the investments made by the subsidiary companies/ joint ventures.

3. We have evaluated the assumptions and forecasts made by management. We have specifically devoted attention to the assumptions made with respect to the future value added, the results and the cash flows in order to assess the company's ability to continue meeting its payment obligations and its obligations under the financing covenants in the year ahead.

Emphasis of Matter

- 1) As stated in note no. 36, the company has no impact of Covid-19 on the performance of the company during the year.

Our opinion is not modified in respect of this matter.

- 2) As stated in Note No. 2(o), Sai Maatarini Tollways Limited (SMTL) has received Termination Notice from the NHAI on 28th January, 2020 and the company has handed over all the Toll assets, Collections and Toll Operations to NHAI on 30th January, 2020. Presently SMTL does not have any operations and revenue due to termination and handing over of the Company's project to NHAI. The administrative, finance, employee costs and miscellaneous incomes of the Company during the year are treated as results of discontinuing operations and reported as such in the financial statements of SMTL. SMTL has ceased to be a going concern entity and the financial statements of SMTL as on 31st March, 2021 and for the year ended 31st March, 2022 have been prepared under realizable basis.

SMTL, based on NHAI default, has raised claims against NHAI and they both have opted for resolving the dispute through the Conciliation Mechanism constituted by NHAI. Considering the proceedings of CCIE are still in progress and the ultimate recovery of the termination claim depends on the outcome of these proceedings. No impairment of investment in SMTL is provided in the books of the company as on 31st March, 2022 due to the above.

Our opinion is not modified in respect of this matter.

- 3) As stated in Note No. 2(p), during the previous year, Indore Dewas Tollways Limited (IDTL) had received letter from NHAI expressing intention to terminate the project and also filed counter claims. Subsequently Conciliation committee of Independent Experts (CCIE) had been constituted by NHAI. However, the parties could not reach to an agreement and conciliation proceeding had ceased and the Arbitration Proceedings has come to live on the disputes lodged for arbitration.

Further, during the current year IDTL has issued Intention to Termination Notice for "Authority Default" as per Clause 37.2.2 of the Concession Agreement and the NHAI has issued a Notice to the Lenders to exercise their Right to Substitution and the Lenders have exercised their right to Substitution.

Further, IDTL incurred cumulative net losses of ₹423.22 Cr upto 31st March, 2022 resulting in negative net-worth. However the management of IDTL expects that the Company's revenue for the subsequent financial years will be sufficient to meet the expenditure and recoup the losses incurred thereby strengthening the financial position of the company and will be able to discharge all its obligations in foreseeable future, in an amicable way.

Considering the above and as there is no termination happened and the financial statements of IDTL are prepared on going concern basis and no impairment of investment in IDTL is provided in the books of the company as on 31st March, 2022.

Our opinion is not modified in respect of this matter.

Information Other than the Ind AS Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Ind AS financial statements and our auditor's report thereon.

Our opinion on the Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Ind AS financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially

misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibility of Management and Those Charged with Governance for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Ind AS financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but it is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our

conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the 'Annexure A' a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss, the statement of changes in equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid Standalone Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors as on 31st March 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The company does not have any pending litigations which would impact its financial position except those disclosed in financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- iv. a. the management has represented that, to the best of their knowledge and belief, other than as disclosed in the notes to the accounts, there were no funds have been advanced or loaned or invested by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether,

directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- b. the management has represented that, to the best of their knowledge and belief, other than as disclosed in the notes to the accounts, there were no funds have been received by the Company to or in any other person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- c. based on our audit procedures, nothing has come to our notice that the representations under above sub-clause (a) and (b) contain any material mis-statement.

V. The Company has not declared or paid any dividend during the year;

For G.S. SAI BABU & ASSOCIATES

Chartered Accountants

Firm's Registration No.: 014207S

SATYA SAI BABU GURRAM

Proprietor

Membership No: 208341

Place: Hyderabad

Date: 24th May, 2022

UDIN: 22208341AJMVUS9695

Annexure 'A' to the Independent Auditor's Report of GAYATRI HIGHWAYS LIMITED for the Year ended as on 31st March 2022

Annexure referred to in paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of our report on even date:-

- (i) (a) A. The Company is maintaining proper records showing full particulars, including quantitative details and situation of property, plant and equipment;
B. The Company does not held any intangible assets during the year;
- (b) The property, plant and equipment have been physically verified by the Management at regular Intervals and no material discrepancies were noticed on such verification.
- (c) The company has no immovable property hence paragraph 3(i)(c) of the Order is not applicable to the company.
- (d) The Company has not revalued its property, plant and equipment (including Right of use assets) during the year ended 31st March, 2022.
- (e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- ii As the company is engaged in the business of infrastructure development, operations and its maintenance and there is no inventory in hand at any point of time, hence paragraph 3(ii) of the Order is not applicable to the company.
- iii. During the year the Company has not provided any loans, advances in the nature of loans, stood guarantee and provided security to companies, hence paragraph 3(iii) of the Order is not applicable to the company.
- iv. The Company has not entered into any transaction in respect of loans, investments, guarantee and securities, which attracts compliance to the provisions of the sections 185 and 186 of the Companies Act, 2013. Therefore the paragraph 3(iv) of the Order is not applicable to the company.
- v. The Company has not accepted deposits and the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the paragraph 3(v) of the Order and the rules framed there under are not applicable to the Company.
- vi. We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013, related to the infrastructure services, and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.
- vii. a. According to the information and explanations given to us and on the basis of our examination of the books of accounts, the company has been generally regular in depositing undisputed statutory dues including provident fund, employee state insurance, income tax, service tax, value added tax, cess and other statutory dues during the year with the appropriate authorities. As on 31st March 2022, there are no undisputed statutory dues payables for period exceeding for a period more than six month from the date they become payable .
b. According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues which have not been deposited on account of dispute.
- viii. The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.

- ix. a) During the year the Company has defaulted in repayment of term loans and interest thereon to the financial institution:

S.No.	Nature of the Borrowing	Name of the Lender	Amount not paid on due date	Whether Principal or Interest	No. of days delay or unpaid	Remarks
1	Term Loan	IL&FS Financial Services Limited	₹44,99,80,313	Principal and Interest	13 months	

- b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- c) The Company have applied the term loans for the purpose of which the loans obtained.
- d) On an overall examination of the financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company.
- e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies. Hence, the requirement to report on clause (ix) (f) of the Order is not applicable to the Company.
- x. a) The Company has not raised any monies during the year by way of initial public offer in the nature of equity shares.
- b) The Company has not made any preferential allotment or private placement of shares /fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.
- xi. a) No fraud/ material fraud by the Company or no fraud / material fraud on the Company has been noticed or reported during the year.
- b) During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by cost auditor/ secretarial auditor or by us in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- xii. The Company is not a Nidhi Company and hence clause 3 (xii) of the Companies (Auditor's Report) Order 2020 is not applicable.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, all transactions with the related parties are in compliance with sections 177 and 188 of the Companies Act, 2013 where applicable and the details of such transactions have been disclosed in the Standalone Ind AS financial statements as required by the applicable accounting standards.
- xiv. a) The Company has an internal audit system commensurate with the size and nature of its business.
- b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi. a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi)(a) of the Order is not applicable to the Company.
- b) The Company has not conducted any Non-Banking Financial or Housing Finance activities without obtained a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.

- c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company.
- d) There is no Core Investment Company as a part of the Group, hence, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company.
- xvii. The Company has incurred cash loss during the current year Rs.15.04 Crs and in the preceding financial year Rs.17.64 Crs.
- xviii. There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.
- xix. On the basis of the financial ratios disclosed in note no. 26 to the financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. a) In respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of the Companies Act (the Act), in compliance with second proviso to sub section 5 of section 135 of the Act.
- b) There are no unspent amounts in respect of ongoing projects, that are required to be transferred to a special account in compliance of provision of sub section (6) of section 135 of Companies Act.
- xxi. There are qualifications by the respective auditors in the Companies (Auditors Report) Order (CARO) reports of the companies included in the consolidated financial statements. The following are the details regarding them:

S.No.	Name of the Company	Paragraph no. in the respective CARO reports	Remarks
1	Sai Maatarini Tollways Limited	vii(b), ix(a) and xvii	Regarding Tax disputes, Non-payment of Debt and Cash Losses
2	Indore Dewas Tollways Limited	ix(a) and xvii	Non-payment of Debt and Cash Losses

For **G.S.SAI BABU & ASSOCIATES**
Chartered Accountants
Firm's Registration No.: 014207S

SATYA SAI BABU GURRAM
Proprietor
Membership No: 208341

Place : Hyderabad
Date : 24th May 2022
UDIN : 22208341AJMVUS9695

ANNEXURE - B TO THE INDEPENDENT AUDITORS' REPORT (Referred to in our Report of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Gayatri Highways Limited ("the Company") as of 31st March 2022 in conjunction with our audit of the Standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Standalone Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone Ind AS financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Standalone Ind AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Standalone Ind AS financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **G.S.SAI BABU & ASSOCIATES**

Chartered Accountants

Firm's Registration No.: 014207S

SATYA SAI BABU GURRAM

Proprietor

Membership No: 208341

Place : Hyderabad

Date : 24th May 2022

UDIN: 22208341AJMVUS9695

Balance Sheet as at 31 March 2022

(All amounts in ₹ lakhs unless otherwise stated)

	Notes	As at 31 March 2022	As at 31 March 2021
Assets			
Non-current assets			
Property, plant and equipment	3	10.16	10.31
Financial assets			
- Investments	4	54,878.98	54,031.91
- Loans	5	—	1,936.00
		<u>54,889.14</u>	<u>55,978.22</u>
Current assets			
Financial assets			
- Trade receivables	6	156.70	2.56
- Cash and cash equivalents	7	353.77	72.01
- Loans	5	2,671.17	2,820.49
Other Current Assets	8	24.33	75.04
Tax assets, net	9	65.86	50.23
		<u>3,271.83</u>	<u>3,020.33</u>
Total assets		<u>58,160.97</u>	<u>58,998.55</u>
Equity and liabilities			
Equity			
Equity share capital	10	4,793.04	4,793.04
Instruments entirely equity in nature	11	17,887.51	17,887.51
Other equity	12	(6,169.72)	(4,662.69)
Total Equity		<u>16,510.83</u>	<u>18,017.86</u>
Non-current Liabilities			
Financial liabilities			
- Borrowings	13	25,825.85	24,316.54
Current liabilities			
Financial liabilities			
- Trade Payables	14	134.34	133.68
- Short-term borrowings	13	14,740.88	15,912.85
- Other financial liabilities	15	929.27	591.41
Other current liabilities	16	19.80	26.21
Total liabilities		<u>41,650.14</u>	<u>40,980.69</u>
Total equity and liabilities		<u>58,160.97</u>	<u>58,998.55</u>

The accompanying notes form an integral part of the financial statements.
This is the Balance Sheet referred to in our report of even date.

For **G.S. Sai Babu & Associates**
Chartered Accountants
Firm Regn. No: 014207S

For and on behalf of Board of directors of
Gayatri Highways Limited

Satya Sai Babu Gurram
Proprietor
M.No.:208341

G.Jagannadha Rao
Director
DIN:01059819

Ch. Krishnamurthy
Director
DIN:08661228

Place :Hyderabad
Date : 24th May 2022

K.G.Naidu
Chief Executive Officer
Date : 24th May 2022

P.K.Sahoo
Chief Financial Officer

P.Raj Kumar
Company Secretary

Statement of Profit and Loss for the year ended 31 March 2022

(All amounts in ₹ Lakhs unless otherwise stated)

	Notes	For the year ended	
		31 March 2022	31 March 2021
Revenue from Operations	17	629.92	494.11
Other income	18	353.76	940.10
Total income		983.68	1,434.21
Expenses			
Operating & Maintenance Expenses	19	284.92	103.49
Employee benefits expense	20	—	—
Finance costs	21	2,134.86	3,018.47
Depreciation expense	3	2.94	3.68
Other expenses	22	67.99	75.82
Total expenses		2,490.71	3,201.46
Loss before tax		(1,507.03)	(1,767.25)
Current tax		—	—
Loss for the year		(1,507.03)	(1,767.25)
Other comprehensive income		—	—
Total comprehensive loss for the year		(1,507.03)	(1,767.25)
Earnings per equity share (EPES)			
	24		
Basic (in ₹)		(0.63)	(0.74)
Diluted (in ₹)		(0.63)	(0.74)

The accompanying notes form an integral part of the financial statements.
This is the Statement of Profit and Loss referred to in our report of even date.

For **G.S. Sai Babu & Associates**
Chartered Accountants
Firm Regn. No: 014207S

For and on behalf of Board of directors of
Gayatri Highways Limited

Satya Sai Babu Gurram
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DIN:08661228

Place :Hyderabad
Date : 24th May 2022

K.G.Naidu
Chief Executive Officer

P.K.Sahoo
Chief Financial Officer

P.Raj Kumar
Company Secretary

Date : 24th May 2022

Statement of Cash Flows for the year ended 31 March 2022

(All amounts in ₹ Lakhs unless otherwise stated)

	For the year ended	
	31 March 2022	31 March 2021
Cash flows from operating activities		
Loss before tax	(1,507.03)	(1,767.25)
Adjustments for:		
Depreciation expense	2.94	3.68
Interest income and financial guarantee income	(319.12)	(919.85)
Interest expense	625.56	1,509.17
Operating loss before working capital changes	(1,197.65)	(1,174.25)
Changes in working capital:		
(Decrease)/increase in other current liabilities	(294.11)	(2,192.22)
Increase in other current assets	35.08	18.76
Increase Trade receivables	(154.14)	(2.45)
Decrease/Increase in trade payables	0.66	(46.33)
Decrease/(increase) in loans and advances	2,404.44	2,149.41
Cash generated from/(used in) operating activities	794.28	(1,247.08)
Less: Income taxes refund received /(paid)	—	—
Net cash generated from/(used in) operating activities A	794.28	(1,247.08)
Cash flows from investing activities		
Interest received	—	—
Purchase of Fixed Assets	(2.79)	—
Purchase of Investments	(847.07)	(65.40)
Decrease/(increase) in investments as per fair valuation	—	(117.93)
Net cash used in investing activities B	(849.86)	(183.33)
Cash flows from financing activities		
Interest paid	(117.12)	(1,944.42)
Proceeds from short-term borrowings, net	474.21	6,372.86
Increase in cumulative liability on preference shares	1,509.31	1,509.30
Repayment of term loan	(1,529.06)	(4,448.29)
Net cash (used in)/generated from financing activities C	337.34	1,489.45
Net (decrease)/increase in cash and cash equivalents (A+B+C)	281.76	59.04
Cash and cash equivalents at the beginning of the year	72.01	12.97
Cash and cash equivalents at the end of the year	353.77	72.01
Cash and cash equivalents comprises of:		
Cash on hand	0.89	1.24
Balances with banks in current accounts	5.01	70.77
Investments in Mutual Funds (Liquid Funds)	347.87	—
	353.77	72.01

This is the Cash Flow Statement referred to in our report of even date.

For **G.S. Sai Babu & Associates**
Chartered Accountants
Firm Regn. No: 014207S

For and on behalf of Board of directors of
Gayatri Highways Limited

Satya Sai Babu Gurram
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Place :Hyderabad
Date : 24th May 2022

K.G.Naidu
Chief Executive Officer
Date : 24th May 2022

P.K.Sahoo
Chief Financial Officer

P.Raj Kumar
Company Secretary

Statement of Changes in Equity for the year ended 31 March 2022

(All amounts in ₹ Lakhs unless otherwise stated)

	Number	Amount	
(a) Share Capital			
(i) Equity Share Capital			
Equity shares of ₹ 2 each issued, subscribed and fully paid			
At 31 March 2021 (₹2 each)	23,96,51,900	4,793.04	
At 31 March 2022 (₹ 2 each)	23,96,51,900	4,793.04	
(b) Instruments entirely equity in nature			
	31st March 2022	31st March 2021	
Opening Balance	17,887.51	17,887.51	
Changes during the year	—	—	
Closing Balance	17,887.51	17,887.51	
(c) Other equity			
	Capital Reserve	Retained earnings	Total other equity
Balance as of 1st April 2020	4,662.80	(7,558.24)	(2,895.44)
Loss for the year	—	(1,767.25)	(1,767.25)
Balance as of 31st March 2021	4,662.80	(9,325.49)	(4,662.69)
Balance as of 1st April 2021	4,662.80	(9,325.49)	(4,662.69)
Loss for the year	—	(1,507.03)	(1,507.03)
Balance as of 31st March 2022	4,662.80	(10,832.52)	(6,169.72)

This is the Statement of Changes in Equity referred to in our report of even date.

For **G.S. Sai Babu & Associates**
Chartered Accountants
Firm Regn. No: 014207S

For and on behalf of Board of directors of
Gayatri Highways Limited

Satya Sai Babu Gurram
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Place :Hyderabad
Date : 24th May 2022

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Chief Executive Officer
Date : 24th May 2022

P.K.Sahoo
Chief Financial Officer

P.Raj Kumar
Company Secretary

Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹ Lakhs unless otherwise stated)

1. Nature of operations

Gayatri Highways Limited - GHL (“the Company”) was incorporated during the year 2006 in accordance with the provisions of Companies Act, 1956. The Company on its own and through its jointly controlled entities is in the business of construction, operations and maintenance of carriageways on toll and annuity basis pursuant to the development agreements with the National and State Governments and makes investments in companies engaged in the construction, operations and maintenance of roads, highways, vehicle bridges and tunnels and toll roads. The registered office of the Company is located in 6-3-1090, TSR Towers, Rajbhavan Road, Somajiguda, Hyderabad-500082.

2. Summary of significant accounting policies

a) Basis of preparation of standalone financial statements

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values. The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016. Unless otherwise stated, the accounting policies applied by the Group are consistent with those used in the previous year.

All assets and liabilities have been classified as current or non-current as per the group’s normal operating cycle and other criteria set out in the Schedule III to the Act. Based on the nature of work and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the group has ascertained its operating cycle as up to twelve months for the purpose of current and non-current classification of assets and liabilities.

b) Use of estimates

The preparation of the consolidated financial statements in conformity with Indian GAAP requires management to make estimates and assumptions that affect the balances of assets and liabilities and disclosures relating to contingent liabilities as at the reporting date of the financial statements and amounts of income and expenses. Examples of such estimates include the provision for doubtful receivables, determination of recoverable amounts of fixed assets, deferred tax assets, employee benefits and useful lives of fixed assets.

Although these estimates are based on management’s best knowledge of current events and actions, actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in the current and future periods.

Significant accounting judgements, estimates and assumptions

The preparation of the Company’s financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosures and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹ Lakhs unless otherwise stated)

c) Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when it is:

- Expected to be settled in normal operating cycle;
- Held primarily for the purpose of trading;
- Due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities. The Company has identified twelve months as its operating cycle.

d) Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

Interest income: For all debt instruments measured either at amortised cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in finance income in the statement of profit and loss.

e) Earnings/(loss) per share

Basic earnings per share is calculated by dividing the net profit for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit for the year attributable to equity shareholders and the weighted average number of equity shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹ Lakhs unless otherwise stated)

f) Provisions and contingent liabilities

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

g) Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

h) Taxes

Income tax expense comprises of current and deferred tax. Current income tax assets and liabilities is measured at the amount expected to be recovered from or paid to the tax authorities in accordance with the Indian Income Tax Act, 1961. Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provision where appropriate.

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the reporting date. Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxation authority.

i) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹ Lakhs unless otherwise stated)

A) Financial Asset

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Debt instruments at amortised cost
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- a. The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b. Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade receivables and loans

Equity investments:

All equity investments in jointly controlled entities are measured at cost less diminution other than temporary. All equity investments in scope of Ind AS 109 are measured at fair value. Equity investments which are held for trading are classified as FVTPL. For all other equity investments, the Company may make an irrevocable election to present in OCI subsequent changes in fair value. The Company makes such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, are recognised in OCI. There is no recycling of amounts from OCI to P&L, even on sale of investment. Equity instruments included within the FVTPL category are measured at fair value with all changes recognised in the P&L.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- a. the rights to receive cash flows from the asset have expired, or
- b. the Company has transferred its rights to receive cash flows from the asset, and (i) the Company has transferred substantially all the risks and rewards of the asset, or (ii) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹ Lakhs unless otherwise stated)

Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on debt instruments.

B) Financial Liability

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, and financial guarantee contracts.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities designated upon initial recognition as at fair value through profit or loss.

Loans and borrowings

This is the category most relevant to the Company. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

Financial guarantee contracts

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Reclassification of financial assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹ Lakhs unless otherwise stated)

j) Fixed assets

Tangible assets are stated at cost of acquisition, less accumulated depreciation thereon. The cost of an item of fixed asset comprises its purchase price, including import duties and other non-refundable taxes or levies and any directly attributable cost of bringing the asset to its working condition for its intended use; any trade discounts and rebates are deducted in arriving at the purchase price.

Intangible assets represent commercial rights to collect toll fee in relation to roads projects which has been accounted at the cost incurred on the project activity towards reconstruction, strengthening, widening, rehabilitation of the roads on build, operate and transfer basis. It includes all direct material, labour and subcontracting costs, inward freight, duties, taxes, obligation towards negative grant payable to concessionaires, if any, and any directly attributable expenditure on making the commercial right ready for its intended use.

k) Depreciation and amortization

Depreciation of tangible assets is provided on the basis of straight line method in accordance with Schedule II to the Companies Act, 2013.

l) Impairment

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external facts? An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital.

m) Borrowings Costs

In Case of concession arrangement under financial asset model, borrowing Costs that are attributable to the acquisition and/or construction of the infrastructure are charged to The Statement of Profit and Loss in the period in which such costs are incurred.

In Case of concession arrangement under intangible asset model, borrowing cost of qualifying assets are capitalized as part of cost of such assets till such time the asset is ready for its intended use. A qualifying asset is one that requires substantial period of time to get ready for its intended use. Any income on the temporary investments of borrowings is deducted from the borrowing cost. All borrowing cost subsequent to the capitalization of the intangible assets are charged to the Statement of Profit and Loss in the period in which such costs are incurred.

n) Foreign currency transactions and derivatives

- a. The reporting currency of the company is the Indian Rupee.
- b. Foreign currency transactions are recorded on initial recognition in the foreign currency, using the exchange rate on the date of the transaction.
- c. At each Balance Sheet date, foreign currency monetary items are reported using the closing rate. Exchange differences that arise on settlement of monetary items or on reporting at each balance sheet date of monetary items at the closing rate are adjusted in pre-operative expenses.

o) Valuation of Investments in Sai Maatarini Tollways Limited (SMTL)

- a. Sai Maatarini Tollways Limited (SMTL) is Special Purpose Vehicle (SPV) incorporated for the purpose of execution of the project "Four Laning of Panikoili-Rimuli section of NH-215 from KM 0.00 to KM 163.00 (Design Length 166.173 KM) in the State of Odisha under NHDP Phase-III as BOT (Toll) basis on DBFOT pattern." As per the Concession Agreement dated September 28, 2011 signed with National Highways Authority of India ("NHAI"), the Concession Period is for 24 years The Company has achieved Provisional Completion Certificate on 08.08.2017 and Toll Collections are started from 17.08.2017.
- b. The company has received Termination Notice from the NHAI on 28.01.2020 and the company has handed over the Toll assets on 30.01.2020 at 08.00 AM. Presently the Company does not have any

operations due to termination and handing over of the Company's project. The administrative, finance, employee costs and miscellaneous incomes of the Company during the year are treated as results of discontinuing operations and reported as such in the financial statements of SMTL. SMTL has ceased to be a going concern entity and the financial statements of SMTL as on March 31, 2021 and for the year ended March 31, 2022 have been prepared under realizable basis.

- c. As per the appointed independent expert as an exclusive financial advisor by SMTL, who has submitted their report dated 16.11.2020 which consists of 2 different modes of calculation for Termination payment:
 - i. CASE-I: The amount of Termination Payment in case of Political Force Majeure event comes to ₹ 2,296.67 cr. (₹1,997.89 Cr as 100% of Debt Due & ₹298.78 Cr as 150% of Adjusted Equity)
 - ii. CASE-II: The NPV of the asset is calculated on the basis of Free Cash Flow to Firm (FCFF) for residual period of Concession period as on Transfer date i.e. 28.01.2020. This amount comes to ₹ 2,918.62 Cr.
- d. As on 31st March, 2022, total outstanding liabilities to the Term loan Lenders is ₹1,930.16 Cr.
- e. Based on the conservative basis, the termination payment is much higher than the existing outside liabilities; hence the Company (GHL) assumed that there is no need for providing any impairment of Value of Investments in SMTL.

p) Valuation of Investments in Indore DewasTollways Limited (IDTL)

- a. Indore DewasTollways Limited (IDTL) is a Special Purpose Vehicle (SPV) for execution of the project " Six Laning of Indore-Dewas section of NH 3 from KM 577.550 to KM 610.00 and KM 0.000 to KM 12.600 (Approx. length 45.05 KM) in the state of Madhya Pradesh under NHDP Phase-V to be executed as BOT (Toll) project on Design, Build, Finance, Operate and Transfer "DBFOT" pattern. The company has entered into a Concession Agreement with National Highways Authority of India, which specifies a two and half year of construction period and twenty two and half years of operation & maintenance period. The Company achieved the Provisional Completion Certificate w.e.f. 29th May, 2015.
- b. The company had received letter from NHAI expressing intention to terminate the project and also filed counter claims. Subsequently Conciliation committee of Independent Experts (CCIE) had been constituted by NHAI. However, the parties could not reach to an agreement and conciliation proceeding had ceased and the Arbitration Proceedings has come to live on the disputes lodged for arbitration.
- c. Further, IDTL has issued Intention to Termination Notice for "Authority Default" as per Clause 37.2.2 of the Concession Agreement and the NHAI has issued a Notice to the Lenders to exercise their Right to Substitution and the Lenders have exercised their right to Substitution.
- d. IDTL incurred a cumulative net loss of ₹423.22 Cr upto 31st March, 2022 resulting in negative net-worth of the Company. However the management of IDTL expects that the Company's revenue for the subsequent financial years will be sufficient to meet the expenditure and recoup the losses incurred thereby strengthening the financial position of the company and will be able to discharge all its obligations in foreseeable future.
- e. Since there is no termination had been initiated and pending the ultimate outcome of above matters, which is presently unascertainable and financial statements of IDTL are prepared on going concern basis; the Company (GHL) assumed that there is no need for providing any impairment of Value of Investments in IDTL.

3. Property, Plant and equipment

	Office Equipment	Vehicle	Machinery	Computer and related equipment	Total
Gross block					
As at 31st March 2020	1.62	7.92	5.60	14.14	29.28
Additions during the year	—	—	—	—	—
As at 31st March 2021	1.62	7.92	5.60	14.14	29.28
Additions during the year	—	—	—	2.79	2.79
As at 31st March 2022	1.62	7.92	5.60	16.93	32.07
Accumulated depreciation					
Up to 31st March 2020	1.62	0.51	1.14	12.02	15.29
Charge for the year	—	0.99	1.12	1.57	3.68
Up to 31st March 2021	1.62	1.50	2.26	13.59	18.97
Charge for the year	—	0.99	1.12	0.83	2.94
Up to 31st March 2022	1.62	2.49	3.38	14.42	21.91
Net block					
As at 31st March 2022	—	5.43	2.22	2.51	10.16
As at 31st March 2021	—	6.42	3.34	0.55	10.31

Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹ Lakhs unless otherwise stated)

4. Investments

	As at 31 March 2022	As at 31 March 2021
Non-current investments		
Unquoted		
Investments carried at cost		
Investments in equity instruments of Subsidiaries		
1,00,00,843 (2021: 1,00,00,843) equity shares of ₹10 each fully paid-up in Sai Maatarini Tollways Limited	17,940.48	17,940.48
33,320 (2021: 33,320) equity shares of ₹ 10 each fully paid-up in Indore Dewas Tollways Limited.	3.33	3.33
99,995 (2021: 99,995) equity shares of ₹ 10 each fully paid-up in Balaji Highways Holding Private Limited.	10.00	10.00
Sub-Total (A)	17,953.81	17,953.81
Investments in equity instruments of jointly controlled entities		
990,000 (2021: 990,000) equity shares of ₹ 10 each fully paid-up in Hyderabad Expressways Limited.	1,581.36	1,581.36
624,462 (2021: 396,000) equity shares of ₹ 10 each fully paid-up in Cyberabad Expressways Limited.	434.32	422.39
21,619,994 (2021: 21,619,994) equity shares of ₹ 10 each fully paid-up in Gayatri Jhansi Roadways Limited.	2,668.94	2,668.94
16,218,000 (2021: 16,218,000) equity shares of ₹10 each fully paid-up in Gayatri Lalitpur Roadways Limited.	2,009.46	2,009.46
1,206,990 (2021: 2,320,639) equity shares of ₹ 10 each fully paid-up in HKR Roadways Limited.	75.44	232.06
Sub-Total (B)	6,769.52	6,914.21
Investments in debentures of jointly controlled entities		
1,220,217 (2021: Nil) 0.01% Non-Convertible cumulative redeemable preference shares of ₹ 1000 each fully paid-up in in HKR Roadways Limited.	12,002.17	—
Sub-Total (C)	12,002.17	—
Investments in debentures of jointly controlled entities		
13,482,692 (2021: 8,550,000) 0.001% Optionally Convertible debentures of ₹ 10 each fully paid-up in Cyberabad Expressways Limited.	1,112.48	855.00
Sub-Total (D)	1,112.48	855.00
Investments in Instruments entirely Equity in nature		
- Investments in Subsidiary (Sai Maatarini Tollways Limited)	10,016.00	10,016.00
- Investments in Subsidiary (Indore Dewas Tollways Limited)	7,025.00	7,025.00
-Investments in Jointly controlled entity (HKR Roadways Limited)	—	11,267.89
Sub-Total (E)	17,041.00	28,308.89
Total non-current investments (A+B+C+D)	54,878.98	54,031.91
Less: Investments held for sale	—	—
Net value of non-current investments	54,878.98	54,031.91
Aggregate amount of unquoted investments	54,878.98	54,031.91

Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹ Lakhs unless otherwise stated)

5. Loans

Particulars	As at 31 March 2022	As at 31 March 2021
Non-current		
(Unsecured, considered good)		
Loans to related parties		
- Loans to jointly controlled entities	—	1,936.00
	—	1,936.00
Current		
(Unsecured, considered good)		
Loans to related parties		
- Loans to subsidiary	66.02	58.45
- Loans to jointly controlled entities	2,605.15	2,762.04
	2,671.17	2,820.49
Aggregate of Loans and Advances	2,671.17	4,756.49

6 Trade receivables

Particulars	As at 31 March 2022	As at 31 March 2021
(Unsecured, considered good)		
- related parties	156.70	2.56
	156.70	2.56

No trade or other receivables are due from directors or other officers of the company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is partner, a director or a member.

Trade receivables are non-interest bearing and are generally receivable on presentation of invoice.

Trade Receivables Ageing Schedule:

(i) Undisputed Trade receivables considered good and unsecured:

- Outstanding for following periods from due date of payment

	As at 31 March 2022	As at 31 March 2021
(a) Less than 6 months	153.42	2.56
(b) 6 months - 1 year	3.28	—
(c) 1 year - 2 years	—	—
(d) 2 years - 3 years	—	—
(e) More than 3 years	—	—
	156.70	2.56

7 Cash and cash equivalents

Particulars	As at 31 March 2022	As at 31 March 2021
Balances with banks		
- on current accounts	5.01	70.77
Cash on hand	0.89	1.24
Investments in Mutual Funds (Liquid Funds)	347.89	—
	353.77	72.01

Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹ Lakhs unless otherwise stated)

8 Other Current Assets

Particulars	As at	
	31 March 2022	31 March 2021
Prepaid Expenses	24.33	24.92
Other Loans and Advances	—	50.12
	<u>24.33</u>	<u>75.04</u>

9 Tax assets, net

Particulars	As at	
	31 March 2022	31 March 2021
TDS Receivables	65.86	50.23
	<u>65.86</u>	<u>50.23</u>

10 Equity Share capital

Particulars	As at		As at	
	31 March 2022		31 March 2021	
	Number	Amount	Number	Amount
Authorized Equity Share Capital				
Equity shares of ₹ 2 each	25,00,00,000	5,000.00	25,00,00,000	5,000.00
	<u>25,00,00,000</u>	<u>5,000.00</u>	<u>25,00,00,000</u>	<u>5,000.00</u>
Issued, subscribed and fully paid-up Equity Share Capital				
Equity shares of ₹ 2 each	23,96,51,900	4,793.04	23,96,51,900	4,793.04
	<u>23,96,51,900</u>	<u>4,793.04</u>	<u>23,96,51,900</u>	<u>4,793.04</u>

Note: The Company also has Authorised Preference Share Capital of 18,00,00,000 shares of Rs. 10/- each, paidup preference share capital of 16,77,00,300 shares of Rs. 10/- each. The preference share capital is treated as long-term borrowings as per Indian Accounting Standards (refer note 12).

(a) Reconciliation of equity shares outstanding at the beginning and end of the reporting period

Particulars	As at		As at	
	31 March 2022		31 March 2021	
	Number	Amount	Number	Amount
At the beginning of the year	23,96,51,900	4,793.04	23,96,51,900	4,793.04
Issued during the year	—	—	—	—
Balance at the end of the year	<u>23,96,51,900</u>	<u>4,793.04</u>	<u>23,96,51,900</u>	<u>4,793.04</u>

(b) Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹2 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors, if any, is subject to the approval of the shareholders in the ensuing annual general meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹ Lakhs unless otherwise stated)

(c) Details of shareholders holding more than 5% shares in the Company

Particulars	As at 31 March 2022		As at 31 March 2021	
	Number of shares	% of holding	Number of shares	% of holding
Equity shares of ₹ 2 each				
Gayatri Projects Limited	6,24,00,000	26.04%	6,24,00,000	26.04%
Smt T. Indira Subbarami Reddy	5,71,29,500	23.84%	5,71,29,500	23.84%
Sri T.V. Sandeep Kumar Reddy	2,70,19,810	11.27%	2,70,19,810	11.27%

As per records of the Company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

(d) Details of shares held by promoters in the Company at the end of the year 31st March 2022

Name of the Promoter	Number of shares	% of total shares	% Change during the year
Equity shares of ₹ 2 each			
Gayatri Projects Limited	6,24,00,000	26.04%	-
Smt T. Indira Subbarami Reddy	5,71,29,500	23.84%	-
Sri T.V. Sandeep Kumar Reddy	2,70,19,810	11.27%	-
Smt T. Sarita Reddy	800	0.00%	-
Sri J. Brij Mohan Reddy	2,250	0.00%	-
Smt G. Sulochanamma	2,350	0.00%	-

Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹ Lakhs unless otherwise stated)

11 Instrument entirely equity in nature

Particulars	As at 31 March 2022	As at 31 March 2021
Loans from Related Party:		
Gayatri Projects Ltd.	17,887.51	17,887.51
	<u>17,887.51</u>	<u>17,887.51</u>

During the financial year 2018-19, Gayatri Projects Ltd(GPL) and Gayatri Highways Ltd(GHL) are mutually agreed to bring the complete control over the SPVs under one roof i.e., under GHL. GPL agreed to transfer the outstanding ZISL of GPL in SMTL, HKR and IDTL to GHL.

GHL agrees and undertakes that the ZISL shall be repaid to Gayatri Projects Ltd with the same original terms given for the SMTL, HKR and IDTL, i.e., this ZISL is considered as Quasi Equity and can be repaid only after fully repaying whole of the Senior Debt in GHL, SMTL, HKR and IDTL.

The following are the details of the Investments transferred from GPL to GHL:

Company Name	Amount
Sai Maatarini Tollways Limited	10,016.00
HKR Roadways Limited	4,476.51
Indore Dewas Tollways Limited	3,395.00
TOTAL	<u>17,887.51</u>

12 Other equity

Particulars	As at 31 March 2022	As at 31 March 2021
Capital Reserve		
Capital Reserve generated on demerger of Infrastructure BOT assets from GPL to GHL (refer note 25)	4,662.80	4,662.80
Retained earnings		
Balance as per last audited financial	(9,325.49)	(7,558.24)
Add: Loss for the year	(1,507.03)	(1,767.25)
Balance at the end of the year	<u>(10,832.52)</u>	<u>(9,325.49)</u>
Total other equity	<u>(6,169.72)</u>	<u>(4,662.69)</u>

Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹ Lakhs unless otherwise stated)

13 Borrowings

Particulars	As at 31 March 2022	As at 31 March 2021
(a) Non-current borrowings		
Term loans		
Unsecured		
From related party -		
9% Non-convertible Cumulative Redeemable Preference shares of ₹ 10 each	16,770.03	16,770.03
Sub-Total (A)	<u>16,770.03</u>	<u>16,770.03</u>
Cumulative liability on Preferences Shares (B)	9,055.82	7,546.51
Total Non-Current borrowings (A+B)	<u>25,825.85</u>	<u>24,316.54</u>
(b) Short-term borrowings		
Loans repayable on demand		
Unsecured		
From related party	10,036.94	7,665.85
From Others	4,703.94	8,247.00
Sub-Total (B)	<u>14,740.88</u>	<u>15,912.85</u>

- i) Term loans from others aggregating to ₹3,822.65 Lakhs (31st March 2021: ₹5,351.71 Lakhs;) is secured by way of; (a) pledge of 1,180,555 Equity shares held by the company, M/s Gayatri Projects Ltd; (b) corporate guarantee of Gayatri Projects Limited; (c) personal guarantee of Mr. T V Sandeep Kumar Reddy; and (d) demand promissory note.
- ii) Terms of repayment

	As at 31 March 2022	As at 31 March 2021
Up to 1 year	3,822.65	5,351.71
2 to 5 years	—	—
Above 5 years	—	—
	<u>3,822.65</u>	<u>5,351.71</u>

- iii) The above facilities carry an annual interest rate of 15% (31st March 2021: 15%)
- iv) **Settlement Agreement** - The company entered into a settlement agreement dated 14th September 2020 with Gayatri Projects Limited and IL&FS Financial Services Limited. As per this, the existing principal outstanding ₹8,409.83 Lakhs will be repaid in 11 equal monthly instalments commencing from 15.09.2020 including interest accrued thereon.
- v) The company had defaulted in repayment of Term loan and interest there on to the extent of ₹4,499.80 Lakhs and the same is outstanding as on 31st March, 2022.
- vi) Short-term borrowings represents interest free loans repayable on demand other than term loan from IL&FS Financial Services Limited as mentioned above.

vii) Terms of Preference Shares

- a. The Company has only one class of 9% Non-convertible cumulative redeemable preference shares having a par value of ₹10 per share. Each holder of preference shares is entitled to one vote per share in the matter of preference share holders. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors, if any, is subject to the approval of the shareholders in the ensuing annual general meeting.
- b. As per the Indian accounting standard 32, a preference share that provides for mandatory redemption by the issuer for a fixed or determinable amount at a fixed or determinable future date, or gives the holder the right to require the issuer to redeem the instrument at or after a particular date for a fixed or determinable amount, is a financial liability. Accordingly, 9% Non-convertible cumulative redeemable preference shares were treated as a financial liability and the finance cost (as interest) on such liability was also recognised.

Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹ Lakhs unless otherwise stated)

14 Trade Payables

	As at 31 March 2022	As at 31 March 2021
Trade payables	134.34	133.68
	<u>134.34</u>	<u>133.68</u>

The identification of micro, small and medium enterprise suppliers as defined under the provisions of "Micro, Small and Medium Enterprises Act, 2006" is based on Management's knowledge of their status. There are no dues to micro, small and medium enterprises as on 31st March 2022 or 31st March 2021.

Trade Payables Ageing Schedule:

(i) Trade payables other than MSME:

- Outstanding for following periods from due date of payment

	As at 31 March 2022	As at 31 March 2021
(a) Less than 6 months	6.53	6.38
(b) 6 months - 1 year	—	—
(c) 1 year - 2 years	0.51	7.00
(d) 2 years - 3 years	7.00	—
(e) More than 3 years	120.30	120.30
	<u>134.34</u>	<u>133.68</u>

15 Other financial liabilities

	As at 31 March 2022	As at 31 March 2021
Interest accrued and due on borrowings	677.15	231.28
Financial guarantee	252.12	360.13
	<u>929.27</u>	<u>591.41</u>

16 Other Current liabilities

	As at 31 March 2022	As at 31 March 2021
Creditors for expenses	6.96	7.26
Statutory liabilities	12.84	18.95
	<u>19.80</u>	<u>26.21</u>

17 Revenue from Operations

	For the year ended 31 March 2022	For the year ended 31 March 2021
Operation & Maintenance Income	455.68	335.71
Deputation Income	174.24	158.40
	<u>629.92</u>	<u>494.11</u>

18 Other income

	For the year ended 31 March 2022	For the year ended 31 March 2021
Interest on Advances	211.11	211.11
Financial interest income	-	574.62
Financial guarantee income	108.02	134.13
Others	34.63	20.24
	<u>353.76</u>	<u>940.10</u>

Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹ Lakhs unless otherwise stated)

19 Operating & Maintenance Expenses

	For the year ended 31 March 2022	For the year ended 31 March 2021
O&M Expenses	284.92	103.49
	<u>284.92</u>	<u>103.49</u>

20 Employee benefits expense

	For the year ended 31 March 2022	For the year ended 31 March 2021
Salaries and wages	—	—
	<u>—</u>	<u>—</u>

21 Finance costs

	For the year ended 31 March 2022	For the year ended 31 March 2021
Interest expense on borrowings	625.56	1,509.17
Finance cost on Preference Shares	1,509.30	1,509.30
Other borrowing costs	—	—
	<u>2,134.86</u>	<u>3,018.47</u>

22 Other expenses

	For the year ended 31 March 2022	For the year ended 31 March 2021
Rates and taxes	0.54	2.80
Bank Charges	0.04	0.29
Auditor's remuneration (refer note below)	3.00	3.00
Advertisement Expenses	2.72	2.40
Printing and Stationery	0.36	0.92
Office Maintenance	2.09	1.96
Consultancy and professional charges	34.71	40.48
Travelling and conveyance	0.60	0.92
Other Administrative Expenses	12.24	11.32
Director's sitting fees	11.69	11.73
	<u>67.99</u>	<u>75.82</u>
Auditor's remuneration		
-as statutory auditor	3.00	3.00
	<u>3.00</u>	<u>3.00</u>

Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹ Lakhs unless otherwise stated)

23 Tax expense

	For the year ended 31 March 2022	For the year ended 31 March 2021
A. Tax expense comprises of:		
Current tax	—	—
Deferred tax	—	—
Income tax expense reported in the statement of profit or loss	<u>—</u>	<u>—</u>
B. Reconciliation of tax expense and the accounting profit multiplied by India's tax rate		
The major components of income tax expense and the reconciliation of expected tax expense based on the domestic effective tax rate of the Company at 26% and the reported tax expense in profit or loss are as follows:		
	<u>(1,507.03)</u>	<u>(1,767.25)</u>
Accounting profit before income tax	<u>(1,507.03)</u>	<u>(1,767.25)</u>
At India's statutory income tax rate of 34.608%*	—	—
Income tax expense	<u>—</u>	<u>—</u>

* Due to losses in current and earlier years, the management has not recognised deferred tax assets

24 Earnings/(loss) per share (EPS)

	For the year ended 31 March 2022	For the year ended 31 March 2021
Weighted average number of shares used to compute EPS	23,96,51,900	23,96,51,900
Add: Dilutive shares	—	—
Weighted average number of shares used to compute diluted EPS	23,96,51,900	23,96,51,900
Net loss after tax attributable to equity shareholders	(1,507.03)	(1,767.25)
Add: Savings of interest upon conversion of instruments	—	—
Net loss after tax attributable to equity shareholders for calculating diluted earning per share	(1,507.03)	(1,767.25)
Earnings per share		
Basic (₹)	(0.63)	(0.74)
Diluted (₹)	(0.63)	(0.74)
Nominal value - Rupees (₹) per equity share	2	2

Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹ Lakhs unless otherwise stated)

25 Goodwill / Capital Reserve

	As at 31 March 2022	As at 31 March 2021
(i) Acquisition of Subsidiaries		
Cost of Investment in SMTL		
(a) Equity Share Capital of GHL issued to GPL	1,246.00	1,246.00
(b) Preference Share Capital of GHL issued to GPL	16,770.03	16,770.03
Total (A)	18,016.03	18,016.03
Value of Investment in SMTL		
(a) Equity Share capital of SMTL	1,000.08	1,000.08
(b) Securities Premium	17,015.94	17,015.94
(c) Profit & Loss A/c	(75.54)	(75.54)
Total (B)	17,940.48	17,940.48
Goodwill on Acquisition of Subsidiaries (A-B) (I)	75.55	75.55
(ii) Acquisition of Investments(from Demerger)		
Cost of Investment of BOT Assets		
(a) Equity Share Capital of GHL issued to GPL	3,545.04	3,545.04
Total (A)	3,545.04	3,545.04
Value of Assets received from GPL		
Investments in Infrastructure BOT Assets	10,590.14	10,590.14
Other Net Assets(BOTs) received from GPL	(2,306.75)	(2,306.75)
Total (B)	8,283.39	8,283.39
Capital Reserve on Acquisition of Investments (A-B) (II)	(4,738.35)	(4,738.35)
(iii) Net Amount of Capital Reserve (I-II)	(4,662.80)	(4,662.80)

Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹ Lakhs unless otherwise stated)

26 Financial instruments

Financial instruments by category

The carrying value and fair value of financial instruments by categories as at 31st March 2022 were as follows :

Note	FVTPL	FVTOCI	Amortized cost	Total carrying value	Total fair Value
Financial assets:					
4	54,878.98	—	—	54,878.98	54,878.98
6	—	—	156.70	156.70	156.70
5	—	—	2,671.17	2,671.17	2,671.17
7	—	—	353.77	353.77	353.77
	54,878.98	—	3,181.64	58,060.62	58,060.62
Financial liabilities:					
13	—	—	40,566.73	40,566.73	40,566.73
14	—	—	134.34	134.34	134.34
15	—	—	929.27	929.27	929.27
	—	—	41,630.34	41,630.34	41,630.34

The carrying value and fair value of financial instruments by categories as at 31st March 2021 were as follows :

Note	FVTPL	FVTOCI	Amortized cost	Total carrying value	Total fair Value
Financial assets:					
4	54,031.91	—	—	54,031.91	54,031.91
7	—	—	2.56	2.56	2.56
5	—	—	4,756.49	4,756.49	4,756.49
8	—	—	72.01	72.01	72.01
	54,031.91	—	4,831.06	58,862.97	58,862.97
Financial liabilities:					
13	—	—	40,229.39	40,229.39	40,229.39
14	—	—	133.68	133.68	133.68
15	—	—	591.41	591.41	591.41
	—	—	40,954.48	40,954.48	40,954.48

Notes to financial instruments

- The management assessed that the fair value of cash and cash equivalents, trade receivables, loans, trade payables and other financial liabilities approximate the carrying amount largely due to short-term maturity of these instruments. The management assessed that the fair value of borrowings approximate the carrying amount largely due to such borrowings carry interest rates or rates are negotiable.
The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.
- Fair value hierarchy**
Financial assets and financial liabilities measured at fair value in the statement of financial position are grouped into three Levels of a fair value hierarchy. The three Levels are defined based on the observability of significant inputs to the measurement, as follows:
Level 1: Quoted prices (unadjusted) in active markets for financial instruments.
Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximize the use of observable market data rely as little as possible on entity specific estimates.
Level 3: Inputs for the assets or liabilities that are not based on the observable marked data (unobservable inputs)
Measurement of fair value of financial instruments
The Company's finance team performs valuations of financial items for financial reporting purposes, including Level 3 fair values, in consultation with third party valuation specialist for complex valuations, wherever necessary. Valuation techniques are selected based on the characteristics of each instrument, with the overall objective of maximizing the use of market-based information.

Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹ Lakhs unless otherwise stated)

27 Financial risk management

Financial risk factors

The Company's activities expose it to market risk, liquidity risk and credit risk. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.

Risk	Exposure arising from	Measurement
Credit risk	Cash and cash equivalent, trade receivables, financial assets measured at amortized cost	Ageing analysis
Liquidity risk	Borrowings and other financial liabilities	Rolling cash flow forecasts
Market risk – Interest rate	Long-term borrowings at variable rates	Sensitivity analysis

The Company's risk management is carried out by a central treasury department (of the group) under policies approved by the board of directors. The board of directors provides written principles for overall risk management, as well as policies covering specific areas, such interest rate risk, credit risk and investment of excess liquidity.

a. Credit risk

Credit risk arises from cash and cash equivalents, trade receivables, investments carried at amortized cost and deposits with banks and financial institutions.

Credit risk management

The finance function of the Company assesses and manages credit risk based on internal credit rating system. Internal credit rating is performed for each class of financial instruments with different characteristics.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an on-going basis throughout each reporting period. In general, it is presumed that credit risk has significantly increased since initial recognition if the payments are more than 30 days past due. A default on a financial asset is when the counterparty fails to make contractual payments when they fall due. This definition of default is determined by considering the business environment in which entity operates and other macro-economic factors.

Expected credit loss for trade receivables under simplified approach

The Company recognises significant income from toll road on the basis of actual collection and hence there are no significant outstanding. Hence, as the Company does not have significant credit risk, it does not present the information related to ageing pattern. The company has widespread customer base and no single customer accounted for 10% or more of revenue in any of the years indicated.

During the periods presented, the Company made no write-offs of trade receivables and it does not expect to receive future cash flows or recoveries from collection of cash flows previously written off.

b. Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. Due to the nature of the business, the Company maintains flexibility in funding by maintaining availability under committed facilities.

Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company takes into account the liquidity of the market in which the entity operates. In addition, the Company's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹ Lakhs unless otherwise stated)

27 Financial risk management (Contd...)

Maturities of financial liabilities

The tables below analyze the Company's financial liabilities into relevant maturity groupings based on their contractual maturities for all financial liabilities. The amounts disclosed in the table are the contractual undiscounted cash flows.

As at 31 March 2022	Less than 1 year	1 year to 5 years	5 years and above	Total
Non-derivatives				
Borrowings	14,740.88	—	16,770.03	31,510.91
Future interest payments	9,732.97	6,037.21	—	15,770.18
Trade Payables	134.34	—	—	134.34
Other financial liabilities	84.36	151.56	16.20	252.12
Total	24,692.55	6,188.77	16,786.23	47,667.55
As at 31 March 2021	Less than 1 year	1 year to 5 years	5 years and above	Total
Non-derivatives				
Borrowings	15,912.85	—	16,770.03	32,682.88
Future interest payments	7,777.79	6,037.21	1,509.30	15,324.30
Trade payables	83.68	—	—	83.68
Other financial liabilities	108.02	217.03	35.09	360.14
Total	23,882.34	6,254.24	18,314.42	48,451.00

c. Interest rate risk

Company's fixed rate borrowings are carried at amortized cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, 'Financial Instruments - Disclosures', since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

The Company's variable rate borrowing is subject to interest rate. Below is the overall exposure of the borrowing:

	As at 31 March 2022	As at 31 March 2021
Fixed rate borrowing	20,592.68	22,121.74
Interest free borrowing	10,918.23	10,561.14
Total borrowings	31,510.91	32,682.88

Interest rate risk

Profit or loss is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rates.

	For the year ended 31 March 2022	For the year ended 31 March 2021
Interest rates – increase by 50 basis points (50 bps)	(102.96)	(110.61)
Interest rates – decrease by 50 basis points (50 bps)	102.96	110.61

Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹ Lakhs unless otherwise stated)

28 Capital Management

The Company's objectives when managing capital are to:

Safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Company monitors its capital using gearing ratio, which is net debt divided by total equity. Net debt includes long term borrowings, short term borrowings, current maturities of long term borrowings less cash and cash equivalents and other bank balances.

	As at 31 March 2022	As at 31 March 2021
Long term borrowings (including current maturities)	26,503.00	24,547.82
Less: Cash and cash equivalents	(353.77)	(72.01)
Net debt	26,149.23	24,475.81
Total equity	16,510.83	18,017.86
Gearing ratio	1.58	1.36

Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹ Lakhs unless otherwise stated)

29 Financial Ratios

S.No.	Ratio	Numerator	Denominator	31st March 2022	31st March 2021	% Change	Reason for Variance
1	Current ratio	Current Assets	Current Liabilities	0.21	0.18	-14%	
2	Debt-Equity ratio	Total Debt	Shareholder's Equity	2.50	2.25	-11%	
3	Debt service Coverage ratio	Earnings for debt service = Net profit after taxes + Depreciation and amortisation + Interest	Debt service = Interest payments + Principal Repayments	0.38	0.20	-95%	Due to Less repayments
4	Return on Equity ratio	Net profits after taxes - preference dividend	Average Shareholder's Equity	-0.09	-0.09	7%	
5	Inventory turnover ratio	Cost of goods sold	Average Inventory	NA	NA		
6	Trade receivables turnover ratio	Net Credit Sales	Average Trade Receivable	7.91	369.26	98%	Increased Receivables outstanding as on 31st March 2022 for the FY 2021-22
7	Trade payables turnover ratio	Net Credit Purchases	Average Trade Payables	2.13	0.78	-171%	Increased cost of Expenditure due to increase in Prices during FY 2021-22
8	Net Capital turnover ratio	Net sales	Working capital = current assets - current liabilities	-0.05	-0.04	-39%	Due to increase in revenue for the FY 2021-22
9	Net Profit ratio	Net Profit after tax	Net sales	-2.39	-3.58	33%	Due to increase in revenue for the FY 2021-22
10	Return on Capital employed	Earnings before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability	0.01	0.02	49%	Due to increase in Term loan debt outstanding
11	Return on Investment	Interest (Finance Income)	Investment	0.03	0.00	NA	No Investment made in previous year

Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹ Lakhs unless otherwise stated)

30 Contingent liabilities

	As at 31 March 2022	As at 31 March 2021
Pledge of equity shares held in jointly controlled entities for loans taken by them		
Sai Maatarini Tollways Limited	1,93,016.37	1,81,612.84
Indore Dewas Tollways Limited	57,929.68	59,305.30
Gayatri Jhansi Roadways Limited	6,615.80	7,989.96
Gayatri Lalitpur Roadways Limited	4,822.61	5,843.30
HKR Roadways Limited	79,963.62	77,860.85
Corporate guarantee given to lenders of		
Sai Maatarini Tollways Limited	1,53,156.00	1,53,156.00
Indore Dewas Tollways Limited	62,613.00	62,613.00

The Company has extended certain corporate guarantees to the lenders of the group entities in accordance with the contractual terms entered into with them. The management, on the basis of assessment of the nature of business activities carried on, is of the view that the provisions of Section 186 of the Act is not applicable to the Company as it does get classified as a Company carrying on "Infrastructural Projects" as defined in Schedule VI to the Act.

31 Related party disclosures

a) Name of related parties and nature of relationship

Name of the related party	Nature of relationship
Sai Maatarini Tollways Limited	Wholly owned Subsidiaries
Indore Dewas Tollways Limited	
Balaji Highways Holding Private Limited	Subsidiaries
Gayatri Jhansi Roadways Limited	Jointly controlled entities
Gayatri Lalitpur Roadways Limited	
Hyderabad Expressways Limited	
Cyberabad Expressways Limited	
HKR Roadways Limited	
Gayatri Projects Limited	Significant holder of Shares
T. Indira Subbarami Reddy	
T.V. Sandeep Kumar Reddy	
T. Subbarami Reddy	Relative of Significant holder of Shares
T. Sarita Reddy	
K.G.Naidu, Chief Executive Officer	Key Management Personnel ("KMP")
P.K.Sahoo, Chief Financial Officer	
P.Rajkumar, Company Secretary	

Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹ Lakhs unless otherwise stated)

31 Related party disclosures (Continued..)

b) Transactions with related parties

	For the Year Ended 31 March 2022	For the Year Ended 31 March 2021
Gayatri Jhansi Roadways Limited		
Financial guarantee income	7.41	10.05
Gayatri Lalitpur Roadways Limited		
Financial guarantee income	5.86	7.85
Cyberabad Expressways Limited		
Interest income	211.11	329.04
Deputation Income	87.12	79.20
Loans given/ (recovered)	(489.90)	(1,057.90)
Hyderabad Expressways Limited		
Interest income	—	456.69
Operations & Maintenance Income	352.70	335.71
Deputation Income	87.12	79.20
Loans given/ (recovered)	(1,810.41)	(924.94)
Indore Dewas Tollways Limited		
Financial guarantee income	94.75	116.23
HKR Roadways Limited		
Operations & Maintenance Income	102.98	—
Loans given/ (recovered)	361.54	—
Sai Maatarini Tollways Limited		
Loans given/ (recovered)	18.27	18.66
Balaji Highways Holding Pvt. Ltd.		
Loans given/ (taken)	(260.91)	—
Gayatri Projects Limited		
Loans taken/ (repaid)	2,120.87	4,428.44

c) Balances receivable/(payable)

	As at 31 March 2022	As at 31 March 2021
Gayatri Jhansi Roadways Limited	(11.23)	(18.63)
Gayatri Lalitpur Roadways Limited	(952.47)	(958.33)
Hyderabad Expressways Limited	128.15	1,938.56
Indore Dewas Tollways Limited	(231.29)	(326.04)
HKR Roadways Limited	536.24	174.70
Cyberabad Expressways Limited	2,097.45	2,587.35
Balaji Highways Holding Pvt. Ltd	(250.22)	10.69
Sai Maatarini Tollways Limited	66.02	47.75
Gayatri Projects Limited	(26,851.66)	(24,730.79)

d) Guarantees and pledges outstanding

Refer Note 30 for financial guarantees and pledges outstanding.

Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹ Lakhs unless otherwise stated)

32 Interest in Subsidiaries, Associates and Jointly controlled entities

The Company's interest in jointly controlled entities is as below:

Name of entity	Interest in Entities as on 31 March 2022	Interest in Entities as on 31 March 2021
Subsidiaries		
Sai Maatarini Tollways Limited	100%	100%
Indore Dewas Tollways Limited	100%	100%
Balaji Highways Holding Private Limited	100%	100%
Jointly Controlled Entities		
Gayatri Jhansi Roadways Limited	51%	51%
Gayatri Lalitpur Roadways Limited	51%	51%
Cyberabad Expressways Limited	31.54%	20%
Hyderabad Expressways Limited	50%	50%
HKR Roadways Limited	26%	50%

The Company's interest in Gayatri Jhansi Roadways Limited, Gayatri Lalitpur Roadways Limited, Cyberabad Expressways Limited, Hyderabad Expressways Limited and HKR Roadways Limited is accounted for using the equity method in the consolidated financial statements. Summarised financial information of the jointly controlled entities based on its Ind AS financial statements is set out below:

A) Gayatri Jhansi Roadways Limited:

(i) Summarised balance sheet as at 31 March 2022:

	As at 31 March 2022	As at 31 March 2021
Current assets including trade receivables	8,240.81	10,547.03
Non-current assets	14,938.20	17,730.64
Current liabilities, including trade payables	(4,001.17)	(7,125.56)
Non-current liabilities including borrowings	(12,328.23)	(14,183.92)
Net assets	6,849.61	6,968.19

(ii) Summarised statement of profit and loss:

	For the year ended 31 March 2022	For the year ended 31 March 2021
Revenue	4,525.33	4,947.32
Operation & Maintenance Expenses	1,975.13	1,430.06
Depreciation & amortization	0.16	0.16
Finance cost	1,243.67	1,619.81
Employee benefit	202.36	179.51
Other expense	1,203.44	231.71
Profit/(Loss) before tax	(99.43)	1,486.07
Income tax expense	(19.15)	—
Profit / (Loss) for the year	(118.58)	1,486.07
Total comprehensive income/(loss) for the year	(118.58)	1,486.07

The Company had no contingent liabilities or capital commitments relating to its interest in Gayatri Jhansi Roadways Limited as at 31st March 2022 and 31st March 2021, except as disclosed in Note 30. The jointly controlled entity had no other contingent liabilities or capital commitments as at 31st March 2022 and 31st March 2021.

Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹ Lakhs unless otherwise stated)

32 Interest in Subsidiaries, Associates and Jointly controlled entities(Contd..)

B) Gayatri Lalitpur Roadways Limited

(i) Summarised balance sheet as at 31 March 2022:

	As at 31 March 2022	As at 31 March 2021
Current assets including trade receivables	6,820.30	9,834.45
Non-current assets	11,616.94	13,041.51
Current liabilities, including trade payables	(2,529.50)	(5,535.80)
Non-current liabilities including borrowings	(9,384.19)	(10,592.02)
Net assets	6,523.55	6,748.14

(ii) Summarised statement of profit and loss:

	For the year ended 31 March 2022	For the year ended 31 March 2021
Revenue	3,721.91	4,011.46
Operation & Maintenance Expenses	1,851.13	1,305.73
Depreciation & amortization	0.37	0.12
Finance cost	913.54	1,223.32
Employee benefit	155.05	134.18
Other expense	153.79	216.68
Profit / (Loss) before tax	648.03	1,131.43
Income tax expense	(14.07)	—
Profit/(loss) for the year	633.96	1,131.43
Interim Dividend	858.55	—
Total comprehensive income/(loss) for the year	(224.59)	1,131.43

The Company had no contingent liabilities or capital commitments relating to its interest in Gayatri Lalitpur Roadways Limited as at 31st March 2022 and 31st March 2021, except as disclosed in Note 30. The jointly controlled entity had no other contingent liabilities or capital commitments as at 31st March 2022 and 31st March 2021.

C) Cyberabad Expressways Limited

(i) Summarised balance sheet as at 31 March 2022:

	As at 31 March 2022	As at 31 March 2021
Current assets including trade receivables	12,739.33	10,017.39
Non-current assets	21.07	4,958.05
Current liabilities, including trade payables	(11,685.78)	(14,540.11)
Non-current liabilities including borrowings	(7,924.74)	(7,104.34)
Net assets	(6,850.12)	(6,669.01)

(ii) Summarised statement of profit and loss:

	For the year ended 31 March 2022	For the year ended 31 March 2021
Revenue	2,419.64	3,160.79
Operation & Maintenance Expenses	1,244.77	1,187.30
Depreciation & amortization	2.75	3.18
Finance cost	1,163.59	1,904.82
Employee benefit	110.78	95.86
Other expense	78.86	85.32
Profit / (Loss) before tax	(181.11)	(115.69)
Income tax expense	—	—
Profit/(Loss) for the year	(181.11)	(115.69)
Total comprehensive loss for the year	(181.11)	(115.69)

Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹ Lakhs unless otherwise stated)

32 Interest in Subsidiaries, Associates and Jointly controlled entities(Contd..)

The Company had no contingent liabilities or capital commitments relating to its interest in Cyberabad Expressways Limited as at 31st March 2022 and 31st March 2021, except as disclosed in Note 30. The jointly controlled entity had no other contingent liabilities or capital commitments as at 31st March 2022 and 31st March 2021.

D) Hyderabad Expressways Limited

(i) Summarised balance sheet as at 31 March 2022:

	As at 31 March 2022	As at 31 March 2021
Current assets including trade receivables	12,411.63	13,085.35
Non-current assets	119.50	1,831.21
Current liabilities, including trade payables	(471.37)	(317.92)
Non-current liabilities including borrowings	(4,538.16)	(7,401.36)
Net assets	7,521.60	7,197.28

(ii) Summarised statement of profit and loss:

	For the year ended 31 March 2022	For the year ended 31 March 2021
Revenue	2,155.45	2,706.40
Operation & Maintenance Expenses	1,510.03	1,305.90
Depreciation & amortization	13.20	4.11
Finance cost	0.05	1,026.48
Employee benefit	154.32	130.90
Other expense	142.41	92.26
Profit/(Loss) before tax	335.44	146.75
Income tax expense	(11.12)	(20.29)
Profit/(Loss) for the year	324.32	126.46
Total comprehensive income / (Loss) for the year	324.32	126.46

The Company had no contingent liabilities or capital commitments relating to its interest in Hyderabad Expressways Limited as at 31st March 2022 and 31st March 2021, except as disclosed in Note 30. The jointly controlled entity had no other contingent liabilities or capital commitments as at 31st March 2022 and 31st March 2021.

E) HKR Roadways Limited

(i) Summarised balance sheet as at 31 March 2022:

	As at 31 March 2022	As at 31 March 2021
Current assets including trade receivables	7487.26	515.88
Non-current assets	1,32,562.83	1,35,870.99
Current liabilities, including trade payables	(7,512.49)	(59,710.46)
Non-current liabilities including borrowings	(1,06,344.97)	(1,05,335.94)
Net assets	26,192.63	(28,659.53)

(ii) Summarised statement of profit and loss:

	For the year ended 31 March 2022	For the year ended 31 March 2021
Revenue	17,751.32	15,747.45
Depreciation & amortization	4,831.23	4,274.23
Finance cost	18,015.17	17,782.06
Employee benefit	232.49	226.25
Other expense	3,506.17	8,333.28
Profit for the year	(8,833.74)	(14,868.37)
Extra-ordinary Items	86,221.67	—
Total comprehensive income for the year	77,387.93	(14,868.37)

Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹ Lakhs unless otherwise stated)

32. Interest in Subsidiaries, Associates and Jointly controlled entities(Contd..)

The Company had no contingent liabilities or capital commitments relating to its interest in HKR Roadways Limited as at 31st March 2022 and 31st March 2021, except as disclosed in Note 30. The jointly controlled entity had no other contingent liabilities or capital commitments as at 31st March 2022 and 31st March 2021.

33. The Company's principal objectives are to provide infrastructural facilities either on its own or through incorporating and investing in special purpose vehicles. Consequently, the Company has significant investments in its jointly controlled companies and other entities. On the basis of assessment of the nature of business of the Company, duly supported by an independent opinion from an expert, the management is of the view that the Company is not a Non banking financial institution under the provisions of Section 45-IA of the Reserve Bank of India Act, 1934.

34 Change in Investment in HKR Roadways Limited Background:

HKR Roadways Limited (HKRRL) had received the OTS sanctions from each project lender of the Company for a one-time settlement of the HKRRL's dues. All the Lenders along with the HKRRL have signed an OTS Settlement Agreement on 26.03.2021.

HKRRL and Kotak Special Situation Fund have executed the Debenture Documents including Securities Purchase Subscription and Shareholders Agreement on 01st May 2021 towards subscription of Debentures to be issued by HKRRL and purchase of 74% of Equity shares. Kotak Special Situation Fund has deposited an amount of ₹ 71,156.47 Lakhs on 12.05.2021 towards payment of the OTS Amount to the existing Lenders and meet other transaction related expenses.

All the lenders individually unconditionally and irrevocable confirmed the receipt of full & final settlement of OTS dues from HKR Roadways Limited and issued the No Dues Certificate (NOC). The Lead Bank i.e. Canara Bank has also issued Security Release Letter to the Security Trustee Agent on behalf of the Consortium of Lenders vide their letter dated 15.06.2021. Accordingly, all security created in favour of Consortium of Lenders have been released by the Security Trustee Agent.

Change in Investment:

As per the Securities Purchase Subscription and Shareholders Agreement, existing shareholders of HKRRL i.e., Gayatri Highways Limited, Megha Engineering & Infrastructures Limited (MEIL) and others has sold 74% Equity Shares of HKRRL to Kotak Special Situations fund. This reduced the GHL's share of holding to 13% in HKRRL, however GHL purchased the other 13% of Equity shares from MEIL such that it holds the entire promoters share of 26% Equity.

HKRRL has converted the Unsecured Promoter loans and Related party dues into cumulative redeemable preference shares ("CRPS") and allotted at an issue price of Rs.1,000/- each having the terms as set out in the Securities Purchase Subscription and Shareholders Agreement and the Definitive Agreements.

As per this conversion, the GHL got the allotment of 1200217 CRPS of Rs.1,000/- each against the existing Zero Interest Subordinate Loan (Investments in Instruments entirely Equity in nature) and other dues.

Terms of CRPS:

1. Tenure : The CRPS will have a tenor that is equivalent to the balance concession period of the Project.

2. Premium on redemption :

(a) 25.75% per annum (inclusive of all taxes) for the first two years from the date of allotment; and

(b) 22% per annum (inclusive of all taxes) for balance Tenor

Redemption premium will be paid along with redemption of the GHL CRPS. Provided however, no CRPS shall be redeemed: (a) during the period the Debentures issued by HKR to Kotak Special Situations Fund are outstanding; and

(b) until the CFL CRPS have been redeemed.

35 Going Concern

The Company has been incurring operating losses during the past few years and the current liabilities of the Company exceed its current assets. Notwithstanding the above, the accompanying financial statements have been prepared on going concern basis as the promoters have guaranteed support to the Company and management believes that the subsidiaries and jointly controlled entities will also generate sufficient cash flows to support the Company in foreseeable future.

Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹ Lakhs unless otherwise stated)

36 Segment reporting

The Company primarily engaged in the business of "construction, operations and maintenance of roads, highways, vehicle bridges and tunnels and toll roads", which is as per Indian Accounting Standard - 108 on "Operating Segment" is considered to be the only reportable business segment. The company is operating in India which is considered as a single geographical segment.

37 Impact of Covid - 19

The entire world is collectively entangled in fighting the Coronavirus/ COVID-19 pandemic, businesses are facing several financial and physical hardships due to the mandatory government lockdowns. With there being no visibility regarding the duration of the lockdown coupled with the fact that no known cure or vaccine is available to fight the pandemic, everyone is left with great deal of uncertainty and anticipation over the 'new normal'.

Due to COVID-19 pandemic, there is no impact on operational revenue in the FY 2021-22 and FY 2020-21. However due to shortfall of toll revenues of SPVs, there might be impact on returns from Investments in SPVs.

38 Previous year's figures have been regrouped / reclassified wherever necessary to conform to the current year's classification / disclosure.

This is the Summary of Significant Accounting Policies and Other Explanatory Information referred to in our report of even date

For **G.S. Sai Babu & Associates**
Chartered Accountants
Firm Regn. No: 014207S

Satya Sai Babu Gurram
Proprietor
M.No.:208341

Place :Hyderabad
Date : 24th May 2022

For and on behalf of Board of directors of
Gayatri Highways Limited

G.Jagannadha Rao
Director
DIN:01059819

K.G.Naidu
Chief Executive Officer

Date : 24th May 2022

Ch. Krishnamurthy
Director
DIN:08661228

P.K.Sahoo
Chief Financial Officer

P.Raj Kumar
Company Secretary

INDEPENDENT AUDITOR'S REPORT

To the Members of GAYATRI HIGHWAYS LIMITED

Report on the audit of the Consolidated Ind AS financial statements

Opinion

We have audited the Consolidated Ind AS financial statements of Gayatri Highways Limited (“the Holding Company”) and its subsidiaries and joint ventures (the Company and its subsidiaries and joint ventures together referred to as “the Group”), which comprise the Consolidated Balance Sheet as at 31st March 2022 and the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended, and notes to the Consolidated Ind AS financial statements, including a summary of significant accounting policies and other explanatory information for the year ended on that date.

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of the matter described in the Basis for Opinion section of our report, the aforesaid Consolidated Ind AS financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Group as at 31st March 2022, and its loss, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Consolidated Ind AS financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

“Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matters	Auditor's Response
<p>1. As at 31.03.2022, the Company has total investments of ₹ 86.43 Cr which are classified as financial assets in the financial statements. It is in the form of equity, optionally convertible debentures and instruments entirely equity in nature of Jointly controlled entities of the Company,</p> <p>The management regularly reviews whether there are any indicators of impairment on unquoted investments made by the company.</p>	<p>1. In respect of the impairment indicator assessment for the investments in subsidiaries/ joint ventures, our audit procedures included and were not limited to the following:-</p> <ul style="list-style-type: none"> • Obtained and read the financial statements of subsidiaries/joint ventures to identify if any disclosure is made for impairment of assets in its standalone financial statements. • Obtained the impairment indicator assessment performed by the management considering internal/external sources of information.

As per Ind AS 36 - 'Impairment of Assets' the standard is applicable to financial assets classified as subsidiaries, associates and joint ventures. Accordingly, in assessing whether there is any indication that an asset may be impaired, an entity shall consider as a minimum, the external and internal sources of information, any other indications or evidences from internal reporting that indicates that the assets may be impaired.

This assessment involves significant judgment especially in relation to determination of expected future economic benefits.

Accordingly the evaluation of impairment of investments in subsidiaries/joint ventures was determined to be a key audit matter.

2. The Company has been incurring operating losses during the past few years and the current liabilities of the Company exceed its current assets.

The Group and parent Company financial statements were prepared on a going concern basis except one of the subsidiary "Sai Maatarini Tollways Limited", where the financial statements are prepared on non-going concern basis.

- We have obtained the management's understanding with regard to impairment of the investments made in loss making subsidiary companies/joint ventures.
- We have obtained the company's management opinion in estimating the realizable value of the investments made by the subsidiary companies/joint ventures.

2. We have evaluated the assumptions and forecasts made by management. We have specifically devoted attention to the assumptions made with respect to the future value added, the results and the cash flows in order to assess the company's ability to continue meeting its payment obligations and its obligations under the financing covenants in the years ahead.

Emphasis of Matter

As stated in note no. 45, the company has no impact of Covid-19 on the performance of the company during the year. Further there might be impact on returns from Investments in SPVs as the Toll Revenue is reduced and annuities might get slightly delayed. Our opinion is not modified in respect of this matter.

As stated in note no. 46, the wholly owned subsidiary "Sai Maatarini Tollways Limited" which is a SPV for Road project of NHAI on DBFOT pattern, during the period of audit, terminated the project and handed over to NHAI and the financial statements are prepared on non-going concern basis. For the purpose of consolidation, the same is considered and accounted as per Ind AS 105 – Discontinued operations. Our opinion is not modified in respect of this matter.

Other Matter

We did not audit the financial statements of one subsidiary and two joint ventures, in which the Holding Company's share of loss aggregated to ₹234.31/- Crores for the year ended 31st March 2022, as considered in the consolidated Ind AS financial statements.

In the Group, the financial statements of two subsidiaries and three joint ventures, in which the Holding Company's share of loss aggregated to ₹92.28/- Crores have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and joint ventures, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and joint ventures, is based solely on the reports of the other auditors.

Our opinion above on the consolidated Ind AS financial statements, and our report on other legal and regulatory requirements below, are not modified in respect of the above matters with respect to our reliance on the work done by and the reports of the other auditors.

In the Group, the financial statements of one subsidiaries and two joint ventures, in which the Holding Company's share of loss aggregated to ₹234.31/- Crores has not been audited by other auditors. The financial information of these subsidiaries and joint ventures is unaudited and has been furnished to us by the management and our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and joint ventures, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and joint ventures, is based solely on the unaudited financial information which is certified by the Management. However, we have done the limited review of the financial information of these subsidiaries and joint ventures which is certified by the Management.

Our opinion above on the consolidated Ind AS financial statements, and our report on other legal and regulatory requirements below, are not modified in respect of the above matters with respect to our reliance on the financial information certified by the Management.

Information Other than the Ind AS Financial Statements and Auditor's Report Thereon

The Holding Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Consolidated Ind AS financial statements and our auditor's report thereon.

Our opinion on the Consolidated Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated Ind AS financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.



Responsibility of Management and Those Charged with Governance for the Consolidated Ind AS Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Consolidated Ind AS financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated Ind AS financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the consolidated Ind AS financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but it is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Group has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions

and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that :

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors of the Company as on 31st March 2022 taken on record by the Board of Directors of the Company and its subsidiaries incorporated in India and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on 31st March 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditor's reports of the Company and its subsidiary companies incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial control over financial reporting of those companies, for reasons stated therein.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended :

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us :
 - i. The consolidated financial statements disclose impact of pending litigations on the consolidated financial position of the Group.

- ii. Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative contracts.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company and its subsidiary companies incorporated in India.

For **G.S.SAI BABU & ASSOCIATES**
Chartered Accountants
Firm's Registration No.: 014207S

SATYA SAI BABU GURRAM
Proprietor
Membership No: 208341

Place: Hyderabad
Date: 24th May, 2022
UDIN: 22208341AJMWCL6179

ANNEXURE - A TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1 (f) under the heading "Report on Other Legal and Regulatory Requirements" of our report on even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Gayatri Highways Limited ("the Company") as of 31st March 2022 in conjunction with our audit of the Consolidated Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company and its subsidiary companies, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company and its subsidiary companies, which are companies incorporated in India.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Consolidated Ind AS financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Consolidated Ind AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance



regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Consolidated Ind AS financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company and its subsidiaries and joint ventures has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2022, based on the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **G.S.SAI BABU & ASSOCIATES**
Chartered Accountants
Firm's Registration No.: 014207S

SATYA SAI BABU GURRAM
Proprietor
Membership No: 208341

Place: Hyderabad
Date: 24th May, 2022
UDIN: 22208341AJMWCL6179

Consolidated Balance Sheet as at 31 March 2022

(All amounts in ₹ Lakhs unless otherwise stated)

	Notes	As at 31 March 2022	As at 31 March 2021
Assets			
Non-current assets			
Property, plant and equipment	5	16.99	19.89
Investment Property	6	3.09	3.09
Intangible Assets			
- Goodwill on Consolidation	34	11,454.24	11,454.24
- under SCA	7	75,305.10	75,658.78
Financial assets			
- Investments	8	25,087.58	8,643.09
- Loans	9	—	1,936.00
Other Non-Current Assets	10	14.00	7.78
		<u>1,11,881.00</u>	<u>99,722.87</u>
Current assets			
Financial assets			
- Trade receivables	11	167.58	13.44
- Cash and cash equivalents	12	503.89	337.33
- Loans	9	2,605.15	2,762.04
- Other financial assets	13	1,31,388.19	1,42,404.27
Other Current Assets	14	250.99	285.58
Tax assets, net	15	1,740.39	1,324.70
		<u>1,36,656.19</u>	<u>1,47,127.36</u>
Assets Classified as held for sale	5	2.76	2.76
Total assets		<u>2,48,539.95</u>	<u>2,46,852.99</u>
Equity and liabilities			
Equity			
Equity share capital	16	4,793.04	4,793.04
Instrument entirely Equity in Nature	17	17,887.51	17,887.51
Other equity	18	(1,22,219.49)	(1,08,069.61)
Total Equity		<u>(99,538.94)</u>	<u>(85,389.06)</u>
Non-current Liabilities			
Financial liabilities			
- Borrowings	19	25,825.85	75,040.04
Other Non-Current Liabilities	20	52,504.51	47,500.13
Current Liabilities			
Financial liabilities			
- Short-term borrowings	19	14,760.16	15,912.85
- Trade payables	21	642.95	525.31
- Other financial liabilities	22	2,51,644.03	1,90,518.51
Other current liabilities	23	2,701.39	2,745.21
Total liabilities		<u>3,48,078.89</u>	<u>3,32,242.05</u>
Total equity and liabilities		<u>2,48,539.95</u>	<u>2,46,852.99</u>

The accompanying notes form an integral part of the financial statements.

This is the Balance Sheet referred to in our report of even date.

For **G.S. Sai Babu & Associates**
Chartered Accountants
Firm Regn. No: 014207S

Satya Sai Babu Gurram
Proprietor
M.No.:208341

Place :Hyderabad
Date : 24th May 2022

For and on behalf of Board of directors of
Gayatri Highways Limited

G.Jagannadha Rao
Director
DIN:01059819

K.G.Naidu
Chief Executive Officer
Date : 24th May 2022

Ch. Krishnamurthy
Director
DIN:08661228

P.K.Sahoo
Chief Financial Officer

P.Raj Kumar
Company Secretary



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Consolidated Statement of Profit and Loss for the year ended 31 March 2022

(All amounts in ₹ Lakhs unless otherwise stated)

	Notes	For the year ended	
		31 March 2022	31 March 2021
Income			
Revenue from Operations	24	9,272.82	8,139.59
Other income	25	260.12	950.53
Total income		9,532.94	9,090.12
Expenses			
Operations & Maintenance Expenses	26	1,218.67	1,155.32
Employee benefits expense	27	174.00	174.97
Finance costs	28	13,103.90	13,513.47
Depreciation & Amortisation expenses	29	2,359.38	2,063.81
Other expenses	30	355.14	341.25
Total expense		17,211.09	17,248.82
Loss before tax from continuing operations		(7,678.15)	(8,158.70)
Current tax		—	—
Loss for the year from continuing operations (A)		(7,678.15)	(8,158.70)
Loss before tax from discontinued operations	31	(22,067.22)	(24,761.18)
Current tax		—	—
Loss for the year from discontinued operations (B)		(22,067.22)	(24,761.18)
Total loss for the year (C=A+B)		(29,745.37)	(32,919.88)
Other comprehensive income from continuing operations			
Remeasurements of the defined benefit plans		(1.93)	0.03
Add: Share of profits/ (losses) in the Jointly controlled entities		15,597.42	(1,622.29)
Total comprehensive loss from continuing operations (D)		7,917.34	(9,780.96)
Total comprehensive loss from discontinued operations (E)		(22,067.22)	(24,761.18)
Total comprehensive loss for the year (F=D+E)		(14,149.88)	(34,542.14)
Earnings per equity share (EPES)	33		
EPES from Continuing operations			
Basic		3.30	(4.08)
Diluted		3.30	(4.08)
EPES from discontinued operations			
Basic		(9.21)	(10.33)
Diluted		(9.21)	(10.33)
EPES from Continuing and discontinued operations			
Basic		(5.90)	(14.41)
Diluted		(5.90)	(14.41)

The accompanying notes form an integral part of the financial statements.
This is the Statement of Profit and Loss referred to in our report of even date.

For **G.S. Sai Babu & Associates**
Chartered Accountants
Firm Regn. No: 014207S

Satya Sai Babu Gurram
Proprietor
M.No.:208341

Place :Hyderabad
Date : 24th May 2022

For and on behalf of Board of directors of
Gayatri Highways Limited

G.Jagannadha Rao
Director
DIN:01059819

K.G.Naidu
Chief Executive Officer
Date : 24th May 2022

Ch. Krishnamurthy
Director
DIN:08661228

P.K.Sahoo
Chief Financial Officer

P.Raj Kumar
Company Secretary

Consolidated Statement of Cash Flows for the year ended 31 March 2022

(All amounts in ₹ Lakhs unless otherwise stated)

	For the year ended	
	31 March 2022	31 March 2021
Cash flows from operating activities		
Loss before tax from continuing and discontinued operations	(29,745.37)	(32,919.88)
Adjustments for:		
Depreciation expense	2,359.38	2,063.81
Interest income and financial guarantee income	(224.38)	(803.63)
Profit/ (Loss) on Consolidation	15,597.42	(1,622.29)
Interest expense	33,562.33	36,679.23
Operating profit before working capital changes	21,549.38	3,397.24
Changes in working capital:		
Increase/(decrease) in trade payables	117.64	(662.69)
Increase/(decrease) in other non-current liabilities	5,004.38	4,388.36
Increase/(decrease) in other current liabilities	40,349.14	2,987.70
(Increase)/decrease in other non-current assets	(6.22)	—
(Increase)/decrease in other current assets	11,050.67	35,649.91
(Increase)/decrease in trade receivables	(154.14)	(2.42)
(Increase)/decrease in loans and advances	2,317.27	2,051.84
Cash generated in operating activities	80,228.12	47,809.94
Less: Income taxes refund received / (paid)	(451.69)	(1,120.37)
Net cash generated from operating activities	79,812.43	46,689.57
Cash flows from investing activities		
Purchase/ Development of Fixed Assets	(2.79)	(10.21)
Goodwill recognised on Consolidation	—	(5.10)
Change in Value of Investments	(16,444.49)	1,563.46
Net cash generated from investing activities	(16,477.28)	1,548.15
Cash flows from financing activities		
Interest paid	(12,831.71)	(46,312.53)
Proceeds from short-term borrowings, net	376.37	4,428.44
Increase in cumulative liability on preference shares	1,509.31	1,509.31
Repayment of term loan	(1,529.06)	(4,448.29)
Proceeds from long-term borrowings	(50,723.50)	(3,267.23)
Net cash used in financing activities	(63,198.59)	(48,090.30)
Net increase/(decrease) in cash and cash equivalents	(A+B+C) 166.56	147.42
Cash and cash equivalents at the beginning of the year	337.33	189.91
Cash and cash equivalents at the end of the year	503.89	337.33
Cash and cash equivalents comprises of:		
Cash on hand	3.22	3.92
Balances with banks in current accounts	152.80	333.41
Investments in Mutual Funds (Liquid Funds)	347.87	—
	503.89	337.33

This is the Cash Flow Statement referred to in our report of even date.

For **G.S. Sai Babu & Associates**
Chartered Accountants
Firm Regn. No: 014207S

For and on behalf of Board of directors of
Gayatri Highways Limited

Satya Sai Babu Gurram
Proprietor
M.No.:208341

G.Jagannadha Rao
Director
DIN:01059819

Ch. Krishnamurthy
Director
DIN:08661228

Place :Hyderabad
Date : 24th May 2022

K.G.Naidu
Chief Executive Officer

P.K.Sahoo
Chief Financial Officer

P.Raj Kumar
Company Secretary

Date : 24th May 2022

**Consolidated Statement of Changes in Equity for the year ended 31 March 2022**

(All amounts in ₹ Lakhs unless otherwise stated)

	Number	Amount	
(a) Share Capital			
(i) Equity Share Capital			
Equity shares of ₹ 2 each issued, subscribed and fully paid			
At 31 March 2021 (₹2 each)	23,96,51,900	4,793.04	
At 31 March 2022 (₹ 2 each)	23,96,51,900	4,793.04	
(b) Instruments entirely equity in nature			
	31st March 2022	31st March 2021	
Opening Balance	17,887.51	17,887.51	
Changes during the year	—	—	
Closing Balance	17,887.51	17,887.51	
(c) Other equity			
	Capital Reserve	Retained earnings	Total other equity
Balance as of 1st April 2020	4,662.80	(78,190.27)	(73,527.47)
Loss for the year	—	(34,542.14)	(34,542.14)
Balance as of 31st March 2021	4,662.80	(1,12,732.41)	(1,08,069.61)
Balance as of 1st April 2021	4,662.80	(1,12,732.41)	(1,08,069.61)
Loss for the year	-	(14,149.88)	(14,149.88)
Balance as of 31st March 2022	4,662.80	(1,26,882.29)	(1,22,219.49)

This is the Statement of Changes in Equity referred to in our report of even date.

For **G.S. Sai Babu & Associates**
Chartered Accountants
Firm Regn. No: 014207S

For and on behalf of Board of directors of
Gayatri Highways Limited

Satya Sai Babu Gurram
Proprietor
M.No.:208341

G.Jagannadha Rao
Director
DIN:01059819

Ch. Krishnamurthy
Director
DIN:08661228

Place :Hyderabad
Date : 24th May 2022

K.G.Naidu
Chief Executive Officer
Date : 24th May 2022

P.K.Sahoo
Chief Financial Officer

P.Raj Kumar
Company Secretary

Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹ Lakhs unless otherwise stated)

1. Corporate information

Gayatri Highways Limited - GHIL (“the Company”) was incorporated during the year 2006 in accordance with the provisions of Companies Act, 1956. The Company on its own and through its jointly controlled entities is in the business of construction, operations and maintenance of carriageways on toll and annuity basis pursuant to the development agreements with the National and State Governments and makes investments in companies engaged in the construction, operations and maintenance of roads, highways, vehicle bridges and tunnels and toll roads. The registered office of the Company is located in 6-3-1090, TSR Towers, Rajbhavan Road, Somajiguda, Hyderabad-500082.

2. Investment in associate and Joint Ventures

Investments in its associate and joint venture are accounted for using the equity method. Under the equity method, the investment in an associate or a joint venture is initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in the share of net assets of the associate or joint venture since the acquisition date.

The statement of profit and loss reflects the share of the results of operations of the associate or joint venture. Any change in OCI of those investees is presented as part of the OCI. In addition, when there has been a change recognised directly in the equity of the associate or joint venture, the Company recognises its share of any changes, when applicable, in the statement of changes in equity. Unrealised gains and losses resulting from transactions between the Company and the associate or joint venture are eliminated to the extent of the interest in the associate or joint venture.

If an entity's share of losses of an associate or a joint venture equals or exceeds its interest in the associate or joint venture (which includes any long term interest that, in substance, form part of the Company's net investment in the associate or joint venture), the entity discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Company has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture. If the associate or joint venture subsequently reports profits, the entity resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised.

The financial statements of the associate or joint venture are prepared for the same reporting period as the Company. When necessary, adjustments are made to bring the accounting policies in line with those of the Company.

After application of the equity method, the Company determines whether it is necessary to recognise an impairment loss on its investment in its associate or joint venture. At each reporting date, the Company determines whether there is objective evidence that the investment in the associate or joint venture is impaired. If there is such evidence, the Company calculates the amount of impairment as the difference between the recoverable amount of the associate or joint venture and its carrying value, and then recognises the loss as 'Share of profit of an associate and a joint venture' in the statement of profit or loss.

Upon loss of significant influence over the associate or joint control over the joint venture, the Company measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate or joint venture upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹ Lakhs unless otherwise stated)

3. List of Entities consolidated

The following entities, incorporated in India, have been considered for the purpose of preparation of consolidated financial statement:

Name of Subsidiaries	Interest in Subsidiary as on	
	31-Mar-2022	31-Mar-2021
Sai Maatarini Tollways Limited	100%	100%
Indore Dewas Tollways Limited	100%	100%
Balaji Highways Holding Private Limited	100%	100%

Name of joint controlled entities	Interest in joint control as on	
	31-Mar-2022	31-Mar-2021
Gayatri Jhansi Roadways Limited	51%	51%
Gayatri Lalitpur Roadways Limited	51%	51%
Cyberabad Expressways Limited	31.54%	20%
Hyderabad Expressways Limited	50%	50%
HKR Roadways Limited	26%	50%

4. Summary of significant accounting policies

a) Basis of preparation of consolidated financial statements

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values. The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016. Unless otherwise stated, the accounting policies applied by the Group are consistent with those used in the previous year.

All assets and liabilities have been classified as current or non-current as per the group's normal operating cycle and other criteria set out in the Schedule III to the Act. Based on the nature of work and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the group has ascertained its operating cycle as up to twelve months for the purpose of current and non-current classification of assets and liabilities.

b) Use of estimates

The preparation of the consolidated financial statements in conformity with Indian GAAP requires management to make estimates and assumptions that affect the balances of assets and liabilities and disclosures relating to contingent liabilities as at the reporting date of the financial statements and amounts of income and expenses. Examples of such estimates include the provision for doubtful receivables, determination of recoverable amounts of fixed assets, deferred tax assets, employee benefits and useful lives of fixed assets.

Although these estimates are based on management's best knowledge of current events and actions, actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in the current and future periods.

c) Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹ Lakhs unless otherwise stated)

- Expected to be realised or intended to be sold in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when it is:

- Expected to be settled in normal operating cycle;
- Held primarily for the purpose of trading;
- Due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities. The Company has identified twelve months as its operating cycle.

d) Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

Interest income: For all debt instruments measured either at amortised cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in finance income in the statement of profit and loss.

e) Earnings/(loss) per share

Basic earnings per share is calculated by dividing the net profit for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit for the year attributable to equity shareholders and the weighted average number of equity shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹ Lakhs unless otherwise stated)

f) Provisions and contingent liabilities

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

g) Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

h) Taxes

Income tax expense comprises of current and deferred tax. Current income tax assets and liabilities is measured at the amount expected to be recovered from or paid to the tax authorities in accordance with the Indian Income Tax Act, 1961. Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provision where appropriate.

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the reporting date. Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxation authority.

i) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

A) Financial Asset

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹ Lakhs unless otherwise stated)

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Debt instruments at amortised cost
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- a. The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b. Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade receivables and loans.

Equity investments:

All equity investments in jointly controlled entities are measured at cost less diminution other than temporary. All equity investments in scope of Ind AS 109 are measured at fair value. Equity investments which are held for trading are classified as FVTPL. For all other equity investments, the Company may make an irrevocable election to present in OCI subsequent changes in fair value. The Company makes such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, are recognised in OCI. There is no recycling of amounts from OCI to P&L, even on sale of investment. Equity instruments included within the FVTPL category are measured at fair value with all changes recognised in the P&L.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- a. the rights to receive cash flows from the asset have expired, or
- b. the Company has transferred its rights to receive cash flows from the asset, and (i) the Company has transferred substantially all the risks and rewards of the asset, or (ii) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on debt instruments.

Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹ Lakhs unless otherwise stated)

B) Financial Liability

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, and financial guarantee contracts.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities designated upon initial recognition as at fair value through profit or loss.

Loans and borrowings

This is the category most relevant to the Company. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

Financial guarantee contracts

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Reclassification of financial assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹ Lakhs unless otherwise stated)

j) Fixed assets

Tangible assets are stated at cost of acquisition, less accumulated depreciation thereon. The cost of an item of fixed asset comprises its purchase price, including import duties and other non-refundable taxes or levies and any directly attributable cost of bringing the asset to its working condition for its intended use; any trade discounts and rebates are deducted in arriving at the purchase price.

Intangible assets represent commercial rights to collect toll fee in relation to roads projects which has been accounted at the cost incurred on the project activity towards reconstruction, strengthening, widening, rehabilitation of the roads on build, operate and transfer basis. It includes all direct material, labour and subcontracting costs, inward freight, duties, taxes, obligation towards negative grant payable to concessionaires, if any, and any directly attributable expenditure on making the commercial right ready for its intended use.

k) Depreciation and amortization

Depreciation of tangible assets is provided on the basis of straight line method in accordance with Schedule II to the Companies Act, 2013.

l) Impairment

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital.

m) Borrowings Costs

In Case of concession arrangement under financial asset model, borrowing Costs that are attributable to the acquisition and/or construction of the infrastructure are charged to The Statement of Profit and Loss in the period in which such costs are incurred.

In Case of concession arrangement under intangible asset model, borrowing cost of qualifying assets are capitalized as part of cost of such assets till such time the asset is ready for its intended use. A qualifying asset is one that requires substantial period of time to get ready for its intended use. Any income on the temporary investments of borrowings is deducted from the borrowing cost. All borrowing cost subsequent to the capitalization of the intangible assets are charged to the Statement of Profit and Loss in the period in which such costs are incurred.

n) Foreign currency transactions and derivatives

- a. The reporting currency of the company is the Indian Rupee.
- b. Foreign currency transactions are recorded on initial recognition in the foreign currency, using the exchange rate on the date of the transaction.
- c. At each Balance Sheet date, foreign currency monetary items are reported using the closing rate. Exchange differences that arise on settlement of monetary items or on reporting at each balance sheet date of monetary items at the closing rate are adjusted in pre-operative expenses.

**Summary of Significant Accounting Policies and Other Explanatory Information**

(All amounts in ₹ Lakhs unless otherwise stated)

5. Property, plant and equipment

	Office equipment	Computer and related equipment	Vehicles	Plant & Machinery	Furniture & Furniture	Amount
Tangible Assets						
Gross block						
As at 1 March 2020	4.71	14.32	43.00	5.60	0.69	68.32
Additions during the year	—	—	—	—	—	—
Deletions during the year	—	—	—	—	—	—
As at 31 March 2021	4.71	14.32	43.00	5.60	0.69	68.32
Additions during the year	—	2.79	—	—	—	2.79
Deletions during the year	—	—	—	—	—	—
As at 31 March 2022	4.71	17.11	43.00	5.60	0.69	71.11
Accumulated depreciation						
As at 1 March 2020	4.47	12.20	20.89	1.14	0.53	39.24
Charge for the year	0.09	1.57	3.56	1.12	0.10	6.44
Deletions during the year	—	—	—	—	—	—
Up to 31 March 2021	4.56	13.77	24.45	2.26	0.63	45.68
Charge for the year	0.15	0.83	3.57	1.12	0.03	5.70
Deletions during the year	—	—	—	—	—	—
Up to 31 March 2022	4.71	14.60	28.02	3.38	0.66	51.38
Assets classified as held for sale*	—	—	2.76	—	—	2.76
Net block						
As at 31 March 2022	—	2.51	12.22	2.22	0.03	16.97
As at 31 March 2021	0.15	0.55	15.79	3.34	0.06	19.89

* In Sai Maatarini Tollways Limited (SMTL), with view of the termination of the concession agreement as stated in note No 45 remaining assets of SMTL having a carrying amount of ₹2.76 Lakhs was treated as non current assets held for sale.

Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹ Lakhs unless otherwise stated)

6. Investment Property

	As at 31 March 2022	As at 31 March 2021
Land	3.09	3.09
	<u>3.09</u>	<u>3.09</u>

7 Intangible assets

	Amount (Rs.)
(i) Carriageway	
Gross block	
As at 31st March 2020	84,363.78
Additions during the year	—
As at 31st March 2021	84,363.78
Additions during the year	—
As at 31st March 2022	84,363.78
Accumulated depreciation	
Up to 31st March 2020	4,774.38
Charge for the year	2,049.66
Up to 31st March 2021	6,824.04
Charge for the year	2,345.96
Up to 31st March 2022	9,170.00
Net block	
As at 31st March 2022	75,193.78
As at 31st March 2021	77,539.74
(ii) Toll Plaza Management Systems	
Gross block	
As at 31st March 2020	165.36
Additions during the year	—
As at 31st March 2021	165.36
Additions during the year	—
As at 31st March 2022	165.36
Accumulated depreciation	
Up to 31st March 2020	38.60
Charge for the year	7.72
Up to 31st March 2021	46.32
Charge for the year	7.72
Up to 31st March 2022	54.04
Net block	
As at 31st March 2022	111.32
As at 31st March 2021	119.04
Intangible Assets Under SCA	
Net block as at 31st March 2022 (i)+(ii)	75,305.10
Net block as at 31st March 2021 (i)+(ii)	77,658.78

**Summary of Significant Accounting Policies and Other Explanatory Information**

(All amounts in ₹ Lakhs unless otherwise stated)

8. Investments

Particulars	As at 31 March 2022	As at 31 March 2021
Non-current investments		
Unquoted		
Investments carried at cost		
Investments in equity instruments of Subsidiaries		
1,00,00,843 (2021: 1,00,00,843) equity shares of Rs.10 each fully paid-up in Sai Maatarini Tollways Limited	17,940.48	17,940.48
Less: Adjustment of Consolidation	17,940.48	17,940.48
	a	
49,980 (2021: 49,980) equity shares of ₹10 each fully paid-up in Indore Dewas Tollways Limited.	5.00	5.00
Less: Adjustment of Consolidation	(5.00)	(5.00)
	b	
99,995 (2021: 99,995) equity shares of ₹10 each fully paid-up in Balaji Highways Holding Private Limited.	10.00	10.00
Less: Adjustment of Consolidation	(10.00)	(10.00)
	c	
Investments in equity instruments of jointly controlled entities		
990,000 (2021: 990,000) equity shares of ₹10 each fully paid-up in Hyderabad Expressways Limited.	1,581.36	1,581.36
Add: Accumulated Profits/(Losses)	389.68	227.52
	d	
624,462 (2021: 396,000) equity shares of ₹ 10 each fully paid-up in Cyberabad Expressways Limited.	434.32	422.39
Add: Accumulated Profits/(Losses)	(350.84)	(293.72)
	e	
21,619,994 (2021: 21,619,994) equity shares of ₹10 each fully paid-up in Gayatri Jhansi Roadways Limited.	2,668.94	2,668.94
Add: Accumulated Profits/(Losses)	84.37	152.25
	f	
16,218,000 (2021: 16,218,000) equity shares of ₹10 each fully paid-up in Gayatri Lalitpur Roadways Limited.	2,009.46	2,009.46
Add: Accumulated Profits/(Losses)	899.48	1,019.89
	g	
1,206,990 (2021: 2,320,639) equity shares of ₹10 each fully paid-up in HKR Roadways Limited.	75.44	232.06
Add: Accumulated Profits/(Losses)	4,180.72	(232.06)
	h	
Investments in debentures of jointly controlled entities		
1,220,217 (2021: Nil) 0.01% Non-Convertible cumulative redeemable preference shares of ₹ 1000/- each fully paid-up in HKR Roadways Limited	12,002.17	—
Add: Accumulated Profits/(Losses)	—	—
	i	
Investments in debentures of jointly controlled entities		
13,482,692 (2021: 8,550,000) 0.001% Optionally Convertible debentures of ₹ 10 each fully paid-up in Cyberabad Expressways Limited.	1,112.48	855.00
Add: Accumulated Profits/(Losses)	—	—
	j	
Investments in Instruments entirely Equity in nature		
-Investments in Subsidiary	17,041.00	17,041.00
Less : Adjustment of Consolidation	(17,041.00)	(17,041.00)
	k	
- Investments in Jointly controlled entity	—	11,267.89
Add : Accumulated Profits / (Losses)	—	(11,267.89)
	l	
Total non-current investments (m=a+b+c+d+e+f+g+h+i+j+k+l)	25,087.58	8,643.09
Less: Investments held for sale (n)	—	—
Net value of non-current investments (m-n)	25,087.58	8,643.09
Aggregate amount of unquoted investments	25,087.58	8,643.09

Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹ Lakhs unless otherwise stated)

9 Loans

Particulars	As at 31 March 2022	As at 31 March 2021
Non-current		
(Unsecured, considered good)		
- Loans to jointly controlled entities	—	1,936.00
	—	1,936.00
Current		
(Unsecured, considered good)		
- Loans to subsidiaries / holding company	—	—
- Loans to jointly controlled entities	2,605.15	2,762.04
	2,605.15	2,762.04

10 Other Non-Current Assets

Particulars	As at 31 March 2022	As at 31 March 2021
Capital Advance		
Security Deposits	11.78	5.56
Rent Advance	0.22	0.22
Advance for Toll Collection Management	2.00	2.00
	14.00	7.78

11 Trade Receivables

Particulars	As at 31 March 2022	As at 31 March 2021
(Unsecured, considered good)		
- related parties	156.70	2.56
- others	10.88	10.88
	167.58	13.44

No trade or other receivables are due from directors or other officers of the company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is partner, a director or a member.

Trade receivables are non-interest bearing and are generally receivable on presentation of invoice.

Trade Receivables Ageing Schedule:

(i) Undisputed Trade receivables considered goods and unsecured:

- Outstanding for following periods from due date of payment

	As at 31 March 2022	As at 31 March 2021
(a) Less than 6 months	153.42	2.56
(b) 6 months - 1 year	3.28	—
(c) 1 year - 2 years	—	10.88
(d) 2 years - 3 years	10.88	—
(e) More than 3 years	—	—
Total	167.58	13.44

**Summary of Significant Accounting Policies and Other Explanatory Information**

(All amounts in ₹ Lakhs unless otherwise stated)

12 Cash and cash equivalents

Particulars	As at	
	31 March 2022	31 March 2021
Balances with banks		
- on current accounts	152.80	333.41
Cash on hand	0.99	1.38
Cash-Toll Collections	2.23	2.54
Investments in Mutual Funds (Liquid Funds)	347.87	—
	<u>503.89</u>	<u>337.33</u>

13 Other Financial Assets

Particulars	As at	
	31 March 2022	31 March 2021
Retention money-NHAI	27.51	27.51
Receivable from NHAI towards Termination of contract	1,31,360.68	1,42,376.76
	<u>1,31,388.19</u>	<u>1,42,404.27</u>

14 Other Current Assets

Particulars	As at	
	31 March 2022	31 March 2021
Mobilization advance - COS & Utility shifting paid to GPL	9.94	9.94
Hybrid ETC - NHAI Receipts A/c./	152.18	152.18
Prepaid expenses	81.13	63.20
Other advances	7.74	60.26
	<u>250.99</u>	<u>285.58</u>

15 Tax Assets, net

Particulars	As at	
	31 March 2022	31 March 2021
TDS Receivable	1,740.39	1,324.70
	<u>1,740.39</u>	<u>1,324.70</u>

16 Share capital

Particulars	As at		As at	
	31 March 2022		31 March 2021	
	Number	Amount	Number	Amount
Authorized Equity Share Capital				
Equity shares of ₹ 2 each	25,00,00,000	5,000.00	25,00,00,000	5,000.00
	<u>25,00,00,000</u>	<u>5,000.00</u>	<u>25,00,00,000</u>	<u>5,000.00</u>
Issued, subscribed and fully paid-up Equity Share Capital				
Equity shares of ₹ 2 each	23,96,51,900	4,793.04	23,96,51,900	4,793.04
	<u>23,96,51,900</u>	<u>4,793.04</u>	<u>23,96,51,900</u>	<u>4,793.04</u>

Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹ Lakhs unless otherwise stated)

16 Equity Share capital (Continued...)

(a) Reconciliation of equity shares outstanding at the beginning and end of the reporting period

Particulars	As at 31 March 2022		As at 31 March 2021	
	Number	Amount	Number	Amount
At the beginning of the year	23,96,51,900	4,793.04	23,96,51,900	4,793.04
Issued during the year	—	—	—	—
Balance at the end of the year	23,96,51,900	4,793.04	23,96,51,900	4,793.04

(b) Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹2 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors, if any, is subject to the approval of the shareholders in the ensuing annual general meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(c) Details of shareholders holding more than 5% shares in the Company

Particulars	As at 31st March 2022		As at 31st March 2021	
	Number of shares	% of holding	Number of shares	% of holding
Equity shares of ₹ 2 each				
Gayatri Projects Limited	6,24,00,000	26.04%	6,24,00,000	26.04%
Sri T.V. Sandeep Kumar Reddy	2,70,19,810	11.27%	2,70,19,810	11.27%
Smt T. Indira Subbarami Reddy	5,71,29,500	23.84%	5,71,29,500	23.84%

As per records of the Company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

(d) Details of shares held by promoters in the Company at the end of the year 31st March 2022

Name of the Promoter	Number of shares	% of total shares	% Change during the year
Equity shares of ₹ 2 each			
Gayatri Projects Limited	6,24,00,000	26.04%	-
Smt T. Indira Subbarami Reddy	5,71,29,500	23.84%	-
Sri T.V. Sandeep Kumar Reddy	2,70,19,810	11.27%	-
Smt T. Sarita Reddy	800	0.00%	-
Sri J. Brij Mohan Reddy	2,250	0.00%	-
Smt G. Sulochanamma	2,350	0.00%	-

17 Instrument entirely equity in nature

Particulars	As at 31 March 2022	As at 31 March 2021
Balance as per last audited financial statements	17,887.51	17,887.51
Add: Changes during the year	—	—
Balance at the end of the year	17,887.51	17,887.51

**Summary of Significant Accounting Policies and Other Explanatory Information**

(All amounts in ₹ Lakhs unless otherwise stated)

17 Instrument entirely equity in nature (Continued...)

During the financial year 2018-19, Gayatri Projects Ltd(GPL) and Gayatri Highways Ltd(GHL) are mutually agreed to bring the complete control over the SPVs under one roof i.e., under GHL. GPL agreed to transfer the outstanding ZISL of GPL in SMTL, HKR and IDTL to GHL.

GHL agrees and undertakes that the ZISL shall be repaid to Gayatri Projects Ltd with the same original terms given for the SMTL, HKR and IDTL, i.e., this ZISL is considered as Quasi Equity and can be repaid only after fully repaying whole of the Senior Debt in GHL, SMTL, HKR and IDTL.

The following are the details of the Investments transferred from GPL to GHL:

Company Name	Amount
Sai Maatarini Tollways Limited	10,016.00
HKR Roadways Limited	4,476.51
Indore Dewas Tollways Limited	3,395.00
TOTAL	17,887.51

18 Other equity

Particulars	As at 31 March 2022	As at 31 March 2021
Capital Reserve		
Capital Reserve generated on demerger of Infrastructure BOT assets from GPL to GHL (Note No. 34)	4,662.80	4,662.80
Retained earnings		
Balance as per last audited financial statements	(1,12,732.41)	(78,190.27)
Add: Loss for the year	(14,149.88)	(34,542.14)
Balance at the end of the year	(1,26,882.29)	(1,12,732.41)
Total other equity	(1,22,219.49)	(1,08,069.61)

Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹ Lakhs unless otherwise stated)

19 Borrowings

Particulars	As at 31 March 2022	As at 31 March 2021
(a) Non-current borrowings		
Term Loans		
Secured		
From Banks	—	35,093.45
From Financial Institutions	—	9,785.25
Sub Debt from IIFCL	—	—
Funded Interest on Term Loans		
- from Banks - FITL	—	9,190.66
- from Financial Institutions - FITL	—	2,454.62
Less: Current maturities of long-term borrowings	—	(5,800.48)
Less : Unamortised Finance Cost	—	—
Total - (A)	—	50,723.50
Unsecured		
From related party		
9% Non-convertible Cumulative Redeemable Preference shares of ₹ 10 each	16,770.03	16,770.03
Cumulative liability on Preference Shares	9,055.82	7,546.51
From others	—	—
Total - (B)	25,825.85	24,316.54
Total (C=A+B)	22,8253.85	75,040.04
Current Borrowings		
Term Loans - Secured		
From Banks & Financial Institutions	2,01,167.82	1,60,701.16
(b) Short-term borrowings		
Loans repayable on demand		
Unsecured		
From related party	9,786.72	7,665.85
From Others	4,973.44	8,247.00
	14,760.16	15,912.85

Terms & Conditions for Loans in GHL:

- i) Term loans from others aggregating to ₹3,822.65 Lakhs (31st March 2021: ₹5,351.71 Lakhs;) is secured by way of;
 - (a) pledge of 1,180,555 Equity shares held by the holding company, M/s Gayatri Projects Ltd;
 - (b) corporate guarantee of Gayatri Projects Limited;
 - (c) personal guarantee of Mr. T V Sandeep Kumar Reddy; and
 - (d) demand promissory note.
- ii) Terms of repayment

Particulars	As at 31 March 2022	As at 31 March 2021
Up to 1 year	3,822.65	5,351.71
2 to 5 years	—	—
Above 5 years	—	—
	3,822.65	5,351.71

- iii) The above facilities carry an annual interest rate of 15% (31 March 2021: 15%).
- iv) **Settlement Agreement:** The company entered into a settlement agreement dated 14th September 2020 with Gayatri Projects Limited and IL&FS Financial Services Limited. As per this, the existing principal outstanding ₹8,409.83 Lakhs will be repaid in 11 equal monthly instalments commencing from 15.09.2020 including interest accrued thereon.



Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹ Lakhs unless otherwise stated)

19 Borrowings (Continued...)

- v) The company had defaulted in repayment of Term loan and interest there on to the extent of ₹4,499.80 Lakhs and the same is outstanding as on 31st March, 2022.
- vi) Short-term borrowings represents interest free loans repayable on demand other than term loan from IL&FS Financial Services Limited as mentioned above.

viii) Terms of Preference Shares

a. The Company has only one class of 9% Non-convertible cumulative redeemable preference shares having a par value of ₹10 per share. Each holder of preference shares is entitled to one vote per share in the matter of preference share holders. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors, if any, is subject to the approval of the shareholders in the ensuing annual general meeting.

b. As per the Indian accounting standard 32, a preference share that provides for mandatory redemption by the issuer for a fixed or determinable amount at a fixed or determinable future date, or gives the holder the right to require the issuer to redeem the instrument at or after a particular date for a fixed or determinable amount, is a financial liability. Accordingly, 9% Non-convertible cumulative redeemable preference shares were treated as a financial liability and the finance cost (as interest) on such liability was also recognised.

Terms & Conditions for Loans in SMTL:

Nature of Security for Secured Loans:

A. Term Loans from banks and financial institutions are secured by:

- a) First mortgage and charge on all the borrower's immovable properties, present and future, if any, save and except the Project Assets.
- b) a first charge by way of hypothecation on all the Borrower's tangible moveable assets, including but not limited to all current/ non-current assets, moveable plant and machinery, machinery spares, tools and accessories, furniture, fixtures, vehicles, all other movable assets, both present and future, save and except the Project Assets.
- c) a first charge on all the Borrower's bank accounts including but not limited to the Escrow Account/its Sub-Accounts that may be opened in accordance with the Common Loan Agreement, the Supplementary Escrow Agreement, or any of the other Project Documents where all revenues, disbursements, receivables shall be deposited and on all funds from time to time deposited therein and on all permitted investments or other securities representing all amounts credited to the Escrow Account.
- d) a first charge on all intangibles of the Borrower including but not limited to goodwill, rights, undertakings, uncalled capital and intellectual property rights, both present and future, save and except the Project Assets (provided that all amounts received on account of any of these shall be deposited in the Escrow Account and that the charges on the same shall be subject to the extent permissible as per the priority specified in the Clause 31 of the Concession Agreement and Clause 4 of the Escrow Agreement). Further, a charge on uncalled capital, as set in above, shall be subject however to the provisions of Clauses 5.3 and 7.1 (k) and Clause 31 of the Concession Agreement.
- e) an assignment by way of security
 - (i) of the right, title, interests, benefits, claims and demands of the Borrower in, to and under the Project Documents, duly acknowledged and consented to by the relevant counter-parties to such Project Documents to the extent not expressly provided in each such Project Document, all as amended, varied or supplemented from time to time;
 - (ii) of the right, title, interests, benefits, claims and demands of the Borrower in, to and under all the Approvals and Insurance Contracts; and
 - (iii) of the right, title, interests, benefits, claims and demands of the Borrower in, to and under any letter of credit, guarantees including contractor guarantees and liquidated damages and performance bond provided by any party to the Project Documents.
- f) pledge of equity shares (in dematerialised form) held by the Sponsor constituting 51% (fifty one percent) of the total paid up and voting equity share capital of the Borrower until the Final Settlement Date.
- g) an irrevocable and unconditional guarantee from the Sponsor for meeting the shortfall between Secured Obligations then outstanding and the amounts receivable by the Lenders in accordance with Clause 4.2 of the Escrow Agreement in case of Termination of Concession Agreement for any reason.

Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹ Lakhs unless otherwise stated)

19 Borrowings (Continued...)

Terms & Conditions for Loans in SMTL: (Continued)

B. Subordinate Debt from India Infrastructure Finance Co. Ltd. is secured by:

- a) Mortgage and second charge on all the borrower's immovable properties, present and future, if any, save and except the Project Assets.
- b) A second charge by way of hypothecation on all the Borrower's tangible moveable assets, including but not limited to all current/ non-current assets, moveable plant and machinery, machinery spares, tools and accessories, furniture, fixtures, vehicles, all other movable assets, both present and future, save and except the Project Assets.
- c) A second charge on all the borrower's bank accounts including but not limited to the Escrow Account/its sub-accounts that may be opened in accordance with any of the Project Agreement.
- d) A second charge on all intangibles of the Borrower including but not limited to goodwill, rights, undertakings, uncalled capital and intellectual property rights, both present and future, save and except the Project Assets (provided that all amounts received on account of any of these shall be deposited in the Escrow Account and that the charges on the same shall be subject to the extent permissible as per the priority specified in the Clause 31 of the Concession Agreement and Clause 4 of the Escrow Agreement). Further, a charge on uncalled capital, as set in above, shall be subject however to the provisions of Clauses 5.3 and 7.1 (k) and Clause 31 of the Concession Agreement.
- e) an assignment by way of security
 - (i) of the right, title, interests, benefits, claims and demands of the Borrower in, to and under the Project Documents, duly acknowledged and consented to by the relevant counter-parties to such Project Documents to the extent not expressly provided in each such Project Document, all as amended, varied or supplemented from time to time;
 - (ii) of the right, title, interests, benefits, claims and demands of the Borrower in, to and under all the Approvals and Insurance Contracts; and
 - (iii) of the right, title, interests, benefits, claims and demands of the Borrower in, to and under any letter of credit, guarantees including contractor guarantees and liquidated damages and performance bond provided by any party to the Project Documents.
- f) An irrevocable and unconditional corporate guarantee from the Sponsor.

C. Subordinate Debt Support by Sponsors

As per clause no. 2.10 of Amended and Restated Sponsor Support Agreement dated 20th September 2014, the Sponsor (Gayatri Projects Limited) irrevocably agrees and undertakes-

- (a) to promptly bring in from its own source requisite funds in addition to the sponsor's contribution without in recourse to the lenders and/or the secured property to the satisfaction of the lenders by subscribing to the equity share capital of the borrower to enable the borrower to implement the project as per the project completion schedule in the event of delay in receipt of the proceeds of the subordinate facility by the borrower from the subordinate lender; and
- (b) that it shall in addition to the sponsors contribution without any recourse to the lenders and/or the secured property to the satisfaction of the lenders infuse an amount equivalent to the debt service obligations of the borrower under the subordinate facility, in advance, on year-on-year basis (i.e. on 1st of April every year, during which, interest on subordinate facility/principal installments of the subordinate facility are scheduled for payment/repayment), as per the repayment schedule stipulated by the subordinate lender.

Provided, however, that the funds brought in by the sponsor (as per Article 2.10 (a) above by subscribing to the equity share capital of the borrower) in the event there is delay in receipt of the proceeds of the subordinate facility from the subordinate lender shall be repaid to the sponsor (by redeeming the subscribed equity share capital of the borrower) on receipt of disbursements under the subordinate facility subject to their being no occurrence and continuance of event of default.

Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹ Lakhs unless otherwise stated)

19 Borrowings (Continued...)

Terms & Conditions for Loans in SMTL: (Continued)

Terms of repayment of Secured Loans

- A. The Company shall repay the Term Loans to the Lenders in 48 (forty eight) unequal quarterly installments commencing after the Moratorium Period, as specified in the Amortization Schedule to the Common Loan Agreement dated June 26, 2013. The first repayment installment shall be due on January 1, 2016. The last repayment installment shall be paid on October 1, 2027.
The lenders have extended the SCOD from July 1, 2016 to July 1, 2017 and accordingly the Term Loan Repayment Schedule is shifted from January 1, 2016 to January 1, 2018.
- B. The Company shall repay the Subordinate Loan to the Subordinate Lender in 18 quarterly installments commencing after the Moratorium Period, as specified in the Amortization Schedule to the Subordinate Loan Agreement. The first repayment installment shall be due on January 1, 2023. The last repayment installment shall be paid on April 1, 2028. However, the Sponsor, in addition to the Sponsor's Contribution without any recourse to the lenders and/or the secured property to the satisfaction of the lenders infuse an amount equivalent to the debt service obligations of the borrower under the subordinate facility, in advance on year-on-year basis, as per the repayment schedule stipulated by the subordinate lender.
- C. The above are original terms of repayment whereas IDBI on behalf of all lenders recalled the Senior and Sub debt dues as on 29.11.2019. As per the recall notice, the total loan from senior lenders and Sub- debt and interest thereon are become payable immediately. Accordingly, all the Non current borrowing are transferred to current borrowings

Rate of Interest on Secured Loans

- A. Applicable Interest Rate on Term Loans shall be floating at - (a) Spread @ 2% p.a. above the Base Rate of the Lead Bank viz. IDBI Bank Ltd.; or (b) Spread @ 2% p.a. above the IIFCL benchmark rate, whichever is higher.
- B. Applicable Interest Rate on Subordinate Loan shall be floating at Spread, i.e. 2% p.a. above the Interest rate applicable to IDBI Bank Ltd. as per the Common Loan Agreement.

Period and Amounts of continuing defaults as on Balance Sheet Date

The Company has defaulted in payment of interest to the Banks and Financial Institutions amounting to ₹ 61,318.03 lakhs and total outstanding loan principal of Sub debt and Senior lenders of ₹ 1,54,900.67 Lakhs. The company has paid an amount of ₹ 34,605.86 Lakhs to the Lenders of SMTL towards part payment of said outstandings during the year.

Terms relating to Interest and Repayment of Unsecured Loans:

The amount advanced by holding Company is in the nature of promoters' contribution which carries Nil rate of Interest. The loan is sub-ordinate to the Term Loan to be availed from the lenders and the same will be paid after repayment of Term Loans in full.

Terms & Conditions for Loans in IDTL:

Extension of Moratorium for Term loans - COVID19 Pandemic & RBI Circular dated 27th March 2020.

Due to the COVID-19 pandemic and the declining economic scenario, the Reserve Bank of India along with the Ministry of Finance have issued circular and guidelines to all the Banks for allowing moratorium in payment of EMIs, and to defer recovery of installments in all loan accounts from March 2020 to August 2020. Accordingly the company has submitted a request letter dated 18th May 2020 to all the Lenders seeking for the moratorium for the payment of Debt dues from March 2020 to August 2020 in accordance with the RBI Covid19 Regulatory package dated 27th March 2020. However Punjab National Bank (PNB) & India Infrastructure Finance Company Ltd (IIFCL) have communicated vide 14th December 2020 consortium meeting that the moratorium as per the circular cannot be availed with respect to the loans disbursed by them as the account has become NPA as on 31st January 2020 (Punjab National Bank) & IIFCL (31st December 2019).

Accordingly the current maturities with respect to the Principal repayment of the Term loan I and Funded Interest Term loan have been updated as per the COVID moratorium granted by RBI vide its circular dated 27th March 2020. Accordingly the Moratorium has been effected for the Union bank of India & State Bank of India as per the communications received from them. The Interest dues for the period March 2020 to August 2020 for Union Bank of India & State bank of India have been

Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹ Lakhs unless otherwise stated)

19 Borrowings (Continued...)

Terms & Conditions for Loans in IDTL:

transferred to the Outstanding Principal dues as the same is payable at the end of the Repayment schedule and loan tenure in accordance with the RBI Circular.

During the year the accounts with Union bank of India and State Bank of India have also slipped into NPA in December 2021.

(II) Terms of Repayment - Restructuring Package Approved by the Lenders dated 1st July 2014

Secured Loans:

(a) Terms of the Restructuring Package:

- (1) The Restructuring package is approved with a cut off date of July 01, 2014.
- (2) Reduction in Interest rates on all Term Loan facilities (Term Loan - I ₹ 45,000 lakhs, Funded Interest Term Loan ₹13,618 lakhs & Term Loan -II ₹ 4,000 lakhs) to 11% fixed p.a. upto FY: 2016-17, which is to be linked to the Base Rate of the Lead Lender.
- (3) The Interest on Term Loan for 11 quarters from cut-off date ie., July 1, 2014 to March 31, 2017 is to be funded through Funded Interest Term Loan (₹13,618 lakhs).
- (4) Moratorium of 2 years 9 months for the repayment of Term Loan - I & Funded Interest Term Loan from 1st July 2014 to 31st March 2017.

(b) Security for Term Loans: Term Loans from lenders are secured by

- (i) All monies including Toll collected on the Project Highway to the credit of the Escrow Account as per the provisions of the Concession Agreement.
- (ii) All the Borrower's Properties and Assets excluding the Project Assets as defined in the Concession Agreement
- (iii) All Tangible Assets of the Company not limited to Goodwill, undertaking and uncalled capital of the company.
- (iv) Pledge of shares aggregating to 66.64% of the paid-up equity capital of the Borrower, Provided that any enforcement of the pledge over shares shall be subject to prior approval of NHAI as provided in the Concession Agreement.
- (v) A first charge by way of assignment or creation on Security Interest on :-
 - 1) All rights, title, interest, benefits, claims and demands of Indore Dewas Tollways Limited under project documents subject to the provisions of the Concession Agreement.
 - 2) Assignment of rights in favour of the lenders in accordance with the substitution agreement in respect of financing by the senior lenders under the financing documents for the project.
 - 3) Lenders to be named as loss payees in the insurance policies.
- c) The draft Restructuring documents were submitted to National Highways Authority of India on 5th May, 2015 for review, and also submitted the executed documents on 26th July, 2015 for approval to National Highways Authority of India.
- d) As per the terms of the sanction, the Term Loan II of ₹4,000 lakhs is repayable within 20 equal instalments immediately from the next month of the disbursement. The total amount of term loan II disbursed was ₹3,112 lakhs and the same has been fully repaid during the FY 2017 - 18.
- e) As per the terms of the Restructuring package, an amount of ₹3,920 lakhs were kept as Debt Service Reserve Account with the Lead bank for the FY: 2014 - 15 to 2016 - 17. As per the decision of the consortium of Lenders and the Minutes of the Meeting dated 19th May, 2017, the DSRA lying in the form of FDRs amounting to ₹3,920 lakhs were redeemed and the proceeds were utilised for the prepayment of 25% of the Funded Interest Term proportionately to the Lenders along with the repayment of Term Loan II in full, so as to reduce the interest burden on the SPV. Hence the Interest and Principal payments for the FY 2017-18 & FY 2018 - 19 & Partially for FY 2019 - 20 have been serviced in advance by way of pre payment of FITL loan as per the repayment schedule . The repayment on account of Interest and Principal obligations to FITL account has started in the FY 2019 - 2020 after the adjustment of the amounts prepaid.



Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹ Lakhs unless otherwise stated)

19 Borrowings (Continued...)

f) Terms of Repayment of Term Loans

- 1) The tenor of the repayment of the Term Loan - I for ₹45,000 lakhs shall be for a period of 12 years (twelve) years excluding 2.9 years of moratorium with 48 structured unequal quarterly Instalments ranging from ₹5 lakhs to ₹7,866 lakhs per annum as per the approved restructuring package.
- 2) The tenor of the repayment of Funded Interest Term Loan for ₹13,618 lakhs shall be for a period of 8 years years excluding 2.9 years of moratorium with 28 structured unequal quarterly instalments ranging from ₹1,00 lakhs to ₹3,880 lakhs per annum as per the approved restructuring package.

g) The rate of Interest to all the Lenders is 10.10% per annum

h) The above are original terms of repayment, whereas UBI on behalf of all the lenders recalled the CREDIT FACILITIES (Term Loan and Funded Interest Term Loan) as on 05.01.2022 vide their letter No.IFB:HYD:737:2021-22 . As per the recall notice the Term Loan and FITL and interest thereon has become payable immediately. Accordingly the Non-Current Borrowings are transferred to Current Borrowings.

iii) Restructuring of Term Loan as per the RBI circular dated 7th June 2019.

- i) Due to Low Toll Collections and the deficit in the cash flows, the SPV is unable to service even the interest obligations towards the Lenders in full. The account has always been in SMA2 with all the Lenders.
- (ii) The Techno Economic Viability Study (TEV) has been conducted by M/s Mott Macdonald & Forensic Audit has been conducted by M/s Sagar & Associates, Chartered Accountants. Both the reports were submitted to all the Lenders, discussed in the consortium meetings and the final reports have been approved by all the Lenders vide consortium meeting dated 4th October 2019.
- (iii) All the Lenders vide consortium meeting held dated 7th Feb 2020 have decided to appoint credit rating agencies ie CRISIL & CARE to assess the sustainable and unsustainable debt. Accordingly CRISIL & CARE have issued the RP4 Rating with Part A debt as Rs. 236 crs(sustainable debt) & Part B Debt as ₹ 31,600 lakhs (Unsustainable debt) (out of ₹59,700 lakhs total debt as on 1st October 2020) and the same has been submitted to all the Lenders.
- (iv) After receiving the RP4 ratings from the two credit rating agencies, the company has requested the Lenders vide consortium meetings dated 7th Oct 2020, 14th December 2020 to take up the proposal of the Resolution Plan with their Competent Authorities as per the RBI circular dated 7th June 2019. The Resolution Plan has been prepared based on the two RP4 Ratings issued by CRISIL & CARE.
- (v) Punjab National Bank has categorised the account as Non Performing Asset (NPA) as on 31st January 2020. The recall letter has been received from PNB vide their letter dated 4th February 2020. Borrowings from PNB have been continued to be reported as Non current as all the Lenders in the consortium meeting dated 14th December 2020 agreed to take up the resolution proposal with their respective competent authorities. During the consortium meeting held dated 6th May 2021, the lead bank ie., Union bank of India has communicated that the Resolution Plan is not accepted by their competent Authority.
- (vi) The moratorium for the payment of Interest and Principal dues for the period March 2020 to August 2020 has been implemented by SBI & UBI as on 31st March 2021.
 - a) Accordingly the Interest for the period March 2020 to August 2020 has been shifted to the end of the repayment schedule and is payable towards the end of the loan tenure.
 - b) The Principal repayment for the quarters March 2020 & June 2020 have been shifted to the end of the repayment schedule by UBI and has been moved to the next quarters by SBI.
 - c) PNB & IIFCL has not implemented the moratorium as the account was Non Performing Asset (NPA) as on 31st January 2020 & 31st December 2019 respectively.
- (vii) As on 31st March 2022 the Lenders are being remitted the Interest and Principal dues for the month of March 2021 in case of PNB and IIFCL and September 2021 in case of UBI and SBI. All the accounts have slipped into NPA with all the banks.
- (viii) As the accounts have become NPA with all the Lenders, the term loan statements received from them are not upto date. There are few months for which the interest charges have not been accounted by the Lenders. Hence the Term loan reconciliations were not done and there are differences in the balances of the loans as per the books and the loan statements.

Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹ Lakhs unless otherwise stated)

19 Borrowings (Continued...)

iv) One Time Settlement (OTS) Proposal of Rs 250 crs submitted to the Lenders vide letter dated 30th June 2021

The Company has proposed/submitted to the Lenders the One Time Settlement (OTS) proposal for the settlement of debt dues to all the Lenders vide letter dated 30th June 2021. The Company has once again submitted to the Lenders the One Time Settlement (OTS) proposal for the settlement of debt dues to all the Lenders vide letter dated 13th December 2021 to Punjab National Bank, on 14th December 2021 to State Bank of India, on 17th December 2021 to Union Bank of India and on 21st December 2021 to IIFCL keeping in view the subsequent developments in the Project:

- a) Formation of the Conciliation Committee of Independent Experts (CCIE) by NHAI for the amicable settlement of all disputes with NHAI. b) Non Approval of the Resolution Plan proposal by the competent Authority of the Lead bank ie., Union Bank of India.

The SPV has submitted to the Lenders that the Sponsors/ Promoters will settle the debt dues to the Lenders through a One Time Settlement (OTS) proposal towards the full, final and complete settlement of all the dues to the lenders, without any further recourse to the project company, promoters and sponsors. The amount will be bought in by the Promoters directly or through an investor or through their associates/affiliates or private arrangement or by way of collecting advance money from NHAI. Upon payment of the said amount to the Lenders, all the liabilities towards the existing Lenders, contingent or crystallized, stand irrevocably extinguished including outstanding principal, interest due and payable, accrued and unpaid interest, penal interest and other charges and the Lenders have no further claim of any nature against the Company, Promoters and Sponsors.

The SPV further submitted that this proposal is towards full and final settlement of all existing, past and future dues, including penalties if any, processing charges, late payment charges of all the consortium loan accounts etc without any further recourse to the company, promoters and sponsors. Further, there should be a freeze on the levy of interest on the outstanding dues w.e.f. 01-07-2021, such that there would no future issues, pending the completion of the settlement

None of the Lenders have taken up the proposal of the company for One Time Settlement (OTS) with their competent Authorities.

The Conciliation meetings with NHAI have failed and NHAI has communicated the same vide their letter dated 25th April 2022. The NHAI has also communicated vide its letter dated 25th April 2022 that the Project will be terminated and the Lenders are given the option to exercise their rights of Substitution as per the Concession Agreement.

20 Other Non-current liabilities

	As at 31 March 2022	As at 31 March 2021
Additional Concession Fees Payable to NHAI	52,174.88	47,166.86
Interest on Additional Concession Fees	304.46	304.46
Provision for Gratuity	25.17	28.81
	52,504.51	47,500.13

Note: Additional Concession Fees Payable to NHAI & Premium Deferment

The total premium amount payable as per the Concession Agreement, has been capitalized as "Intangible Assets" and amortized over a period of the service concession Agreement as per the method prescribed in Part A to the Schedule II to the Companies Act, 2013 and corresponding Obligation for committed premium has been recognised as liabilities at discounted value. The Contractual Obligation to pay premium (Additional Concession Fees) to National Highways Authority of India over the Concession period has been recognized upfront on Discounted basis (fair value) as per the Concession Agreement and is a part of the "Intangible Asset " and corresponding Obligation for committed premium payable to NHAI is recognized as liabilities. The related finance costs arising on discounting has been taken to the Profit and loss account.

Due to the low toll collections and deficit in the cash flows, there has been a stress in the account. The National Highways Authority of India has approved the proposal for the deferment of premium payable to them vide their sanction letter dated 11th June, 2014. The premium deferment sanction was given for a specific period as per the NHAI letter. As per the sanction terms, NHAI reviews the Annual accounts of the company every year. NHAI has contended that there were surplus cash flows in the certain years and the same were to be remitted to NHAI,

Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹ Lakhs unless otherwise stated)

which the company has communicated that it is an erroneous contention. The same was not accepted by NHAI and the issue has gone into dispute. However during the current year, the NHAI has cancelled the sanction of the premium deferral vide its letter dated 6th August 2020 and has issued notice to the SPV for the payment of the entire premium due along with Interest from 2014 to the date of issuance of the letter. The SPV has protested for the above and has replied suitably vide its letter dated 14th August 2020. The same and the matter is under arbitration with NHAI. Now NHAI has constituted the (CCIE) Conciliation Committee for Independent Experts for the amicable settlement of all the Disputes between the SPV and NHAI. However as the Conciliation Meetings (CCIE) have failed as per the NHAI letter dated 25th April 2022, the Arbitration proceedings have been invoked and the matter is now under Arbitration.

Additional Concession fee has to be paid to National Highways Authority of India as per clause 26.2.1 of the Concession Agreement dated 17th May, 2010. National Highways Authority of India has granted deferment of Additional concession fees payable to them vide their sanction letter dated 11th June, 2014. Interest on the Additional concession fees payable to National Highways Authority of India for the period 1st April 2015 to 31st March 2022 has not been provided in the books of accounts as the same has been deferred by NHAI and being part of arbitration issues and also due to the deficit in the cash flows of the project.

21 Trade Payables

	As at 31 March 2022	As at 31 March 2021
Trade payables - Other than MSME	642.95	525.31
	<u>642.95</u>	<u>525.31</u>

- (a) Trade payables are non-interest bearing and are normally settled within 90 days
- (b) The identification of micro, small and medium enterprise suppliers as defined under the provisions of "Micro, small and medium enterprises Act, 2006" is based on Management's knowledge of their status. There are no dues to micro, small and medium enterprises as on 31st March 2022 or 31st March 2021.

Trade Payables Ageing Schedule:

(i) Trade payables other than MSME:

- Outstanding for following periods from due date of payment

	As at 31 March 2022	As at 31 March 2021
(a) Less than 6 months	343.51	286.26
(b) 6 months - 1 year	—	—
(c) 1 year - 2 years	60.39	79.01
(d) 2 years - 3 years	79.01	39.74
(e) More than 3 years	160.04	120.30
	<u>642.95</u>	<u>525.31</u>

22 Other Financial Liabilities

	As at 31 March 2022	As at 31 March 2021
Current maturities of long-term borrowings (refer note 19)	2,01,167.82	1,60,701.16
Interest accrued and due on borrowings	50,455.38	29,724.76
Claims payable-related party-EPC Contractor	22,745.00	22,745.00
Claims Receivable -NHAI	(22,745.00)	(22,745.00)
Payable to related parties	—	58.50
Financial guarantee	20.83	34.09
	<u>2,51,644.03</u>	<u>1,90,518.51</u>

Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹ Lakhs unless otherwise stated)

23 Other Current liabilities

	As at 31 March 2022	As at 31 March 2021
Statutory liabilities	29.06	24.72
Creditors for capital expenditure	1,469.89	1,469.90
Creditors for Expenses	139.69	67.56
Other Site Expenses	52.69	174.89
Retention Money Payable	1,458.16	1,458.26
Capital Advance-loan and advances - related party	(465.60)	(465.60)
Advance against Change of Scope works - NHAI	555.36	555.35
Advance against Change of Scope works-related party	(545.42)	(545.42)
Short Term provisions	7.56	5.55
	<u>2,701.39</u>	<u>2,745.21</u>

24 Revenue from operations

	For the year ended 31 March 2022	For the year ended 31 March 2021
Operation & Maintenance Income	455.68	335.71
Toll Revenue	8,642.90	7,538.61
Change of Scope Income	—	106.87
Deputation Income	174.24	158.40
	<u>9,272.82</u>	<u>8,139.59</u>
Revenue from Discontinued operations	—	—
Revenue from Continuing operations	9,272.82	8,139.59

25 Other Income

	For the year ended 31 March 2022	For the year ended 31 March 2021
Interest on Advances	211.11	211.11
Financial interest income	—	574.62
Financial guarantee income	13.27	17.90
Others	36.46	172.11
	<u>260.84</u>	<u>975.74</u>
Other Income from Discontinued operations	0.72	25.21
Other Income from Continuing operations	260.12	950.33

26 Construction and Operations & Maintenance Expenses

	For the year ended 31 March 2022	For the year ended 31 March 2021
Change of Scope Expenses	11.37	115.34
Toll Plaza Administrative Expenses	414.42	396.93
Operating and Maintenance Expenses	792.88	643.22
	<u>1,218.67</u>	<u>1,155.49</u>
Construction and Operations & Maintenance Expenses		
- from Discontinued operations	—	0.17
- from Continuing operations	1,218.67	1,155.32

**Summary of Significant Accounting Policies and Other Explanatory Information**

(All amounts in ₹ Lakhs unless otherwise stated)

27 Employee benefits expense

	For the year ended 31 March 2022	For the year ended 31 March 2021
Salaries and wages	178.45	184.78
	<u>178.45</u>	<u>184.78</u>
Employee benefits expense from Discontinued operations	4.45	9.81
Employee benefits expense from Continuing operations	174.00	174.97

28 Finance costs

	For the year ended 31 March 2022	For the year ended 31 March 2021
Interest expense on borrowings	33,562.33	36,679.23
Finance cost on Preference Shares	1,509.30	1,509.30
Other borrowing costs	79.44	91.20
	<u>35,151.07</u>	<u>38,279.73</u>
Finance costs from Discontinued operations	22,047.17	24,766.26
Finance costs from Continuing operations	13,103.90	13,513.47

29 Depreciation and Amortisation expenses

	For the year ended 31 March 2022	For the year ended 31 March 2021
Depreciation Expenses	5.70	6.44
Amortisation Expenses	2,353.68	2,057.37
	<u>2,359.38</u>	<u>2,063.81</u>
Depreciation and Amortisation expenses		
- from Discontinued operations	—	—
- from Continuing operations	2,359.38	2,063.81

30 Other expenses

	For the year ended 31 March 2022	For the year ended 31 March 2021
Rates and taxes	0.73	10.39
Bank Charges	0.04	0.31
Administrative Expenses	50.18	47.30
Electricity Charges	24.94	24.65
Insurances	42.89	20.42
Auditor's remuneration (refer note below)	9.51	8.88
Legal, Consultancy & Professional Expenses	191.70	195.53
Travelling and conveyance	30.40	23.15
Director's sitting fees	12.99	12.97
Advertisement expenses	2.72	2.40
Office Maintenance	4.98	4.42
Printing & Stationery	0.38	0.98
	<u>371.46</u>	<u>351.40</u>
Other expenses from Discontinued operations	16.32	10.15
Other expenses from Continuing operations	355.14	341.25

Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹ Lakhs unless otherwise stated)

30 Auditor's remuneration (Continued...)

	For the year ended 31 March 2022	For the year ended 31 March 2021
-Statutory Audit fee	6.82	5.64
-Tax Audit fee	0.50	0.50
-Others	1.22	1.30
-as certification fees (included in consultancy and professional charges)	0.97	1.44
	<u>9.51</u>	<u>8.88</u>

31 Discontinued Operations

As per Ind AS 105, Non-current Assets held for sale and Discontinued operations, entities shall disclose a single amount in the Statement of profit and loss comprising the total of (i) the post-tax profit or loss of discontinued operations and

- (ii) the post-tax gain or loss recognised on the measurement to fair value less costs to sell or on the disposal of the assets or disposal group(s) constituting the discontinued operation. An analysis of profit/(loss) from discontinued operations is also required by paragraph 33 of Ind AS 105.

Statement of Profit and Loss from discontinuing operations for the year ending 31st March 2022

	Note	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Income			
Revenue from Operations	24	—	—
Other Income	25	0.72	25.21
Total income		<u>0.72</u>	<u>25.21</u>
Expenses			
Operations & Maintenance Expenses	26	—	0.17
Employee benefits expense	27	4.45	9.81
Finance costs	28	22,047.17	24,766.26
Depreciation & Amortisation expenses	29	—	—
Other expenses	30	16.32	10.15
Total expense		<u>22,067.94</u>	<u>24,786.39</u>
Loss before tax from Discontinuing operations		<u>(22,067.22)</u>	<u>(24,761.18)</u>
Current Tax		—	—
Loss after tax from Discontinuing operations		<u>(22,067.22)</u>	<u>(24,761.18)</u>

Statement of summary of Cash flows from discontinued operations for the year ended 31st March 2022

(a)Cash flows from operating activities	(25.93)	(38.38)
(b)Cash flows from investing activities	—	—
(c)Cash flows from financing activities	—	—
Net cash flows from discontinued operations	<u>(25.93)</u>	<u>(38.38)</u>

32 Tax expense

	For the year ended 31 March 2022	For the year ended 31 March 2021
A.Tax expense comprises of:		
Current tax	—	—
Deferred tax	—	—
Income tax expense reported in the statement of profit or loss	<u>—</u>	<u>—</u>

Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹ Lakhs unless otherwise stated)

32 Tax expense (Continued...)

B. Reconciliation of tax expense and the accounting profit multiplied by India's tax rate

The major components of income tax expense and the reconciliation of expected tax expense based on the domestic effective tax rate of the Company at 26% and the reported tax expense in profit or loss are as follows:

Accounting loss before tax from continuing operations	7,917.34	(9,780.96)
Accounting loss before tax from discontinued operations	(22,067.22)	(24,761.18)
Accounting profit before income tax	(14,149.88)	(34,542.14)
At India's statutory income tax rate of 34.608%*	—	—
Income Tax expense	—	—

* Due to losses in current and earlier years, the management has not recognised deferred tax assets

33 Earnings/(loss) per share (EPS)

	For the year ended 31 March 2022	For the year ended 31 March 2021
Weighted average number of shares used to compute EPS	23,96,51,900	23,96,51,900
Add: Dilutive shares	—	—
Weighted average number of shares used to compute diluted EPS	23,96,51,900	23,96,51,900
Nominal value - Rupees (₹) per equity share	2	2
Continuing Operations		
Net loss after tax attributable to equity shareholders	7,917.34	(9,780.96)
Add: Savings of interest upon conversion of instruments	—	—
Net loss after tax attributable to equity shareholders for calculating diluted earning per share	7,917.34	(9,780.96)
Earnings per share		
Basic (₹)	3.30	(4.08)
Diluted (₹)	3.30	(4.08)
Discontinued Operations		
Net loss after tax attributable to equity shareholders	(22,067.22)	(24,761.18)
Add: Savings of interest upon conversion of instruments	—	—
Net loss after tax attributable to equity shareholders for calculating diluted earning per share	(22,067.22)	(24,761.18)
Earnings per share		
Basic (₹)	(9.21)	(10.33)
Diluted (₹)	(9.21)	(10.33)
Continuing & Discontinued Operations		
Net loss after tax attributable to equity shareholders	(14,149.88)	(34,542.14)
Add: Savings of interest upon conversion of instruments	—	—
Net loss after tax attributable to equity shareholders for calculating diluted earning per share	(14,149.88)	(34,542.14)
Earnings per share		
Basic (₹)	(5.90)	(14.41)
Diluted (₹)	(5.90)	(14.41)

Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹ Lakhs unless otherwise stated)

34 Goodwill / Capital Reserve

	As at 31 March 2022	As at 31 March 2021
A. CAPITAL RESERVE		
(i) Acquisition of Subsidiaries		
Cost of Investment in SMTL		
(a) Equity Share Capital of GHL issued to GPL	1,246.00	1,246.00
(b) Preference Share Capital of GHL issued to GPL	16,770.03	16,770.03
Total (A)	<u>18,016.03</u>	<u>18,016.03</u>
Value of Investment in SMTL		
(a) Equity Share capital of SMTL	1,000.08	1,000.08
(b) Securities Premium	17,015.94	17,015.94
(c) Profit & Loss A/c	(75.55)	(75.55)
Total (B)	<u>17,940.47</u>	<u>17,940.47</u>
Goodwill on Acquisition of Subsidiaries (A-B) (I)	<u>75.56</u>	<u>75.56</u>
(ii) Acquisition of Investments(from Demerger)		
Cost of Investment of BOT Assets		
(a) Equity Share Capital of GHL issued to GPL	3,545.04	3,545.04
Total (A)	<u>3,545.04</u>	<u>3,545.04</u>
Value of Assets received from GPL		
Investments in Infrastructure BOT Assets	10,590.14	10,590.14
Other Net Assets(BOTs) received from GPL	(2,306.75)	(2,306.75)
Total (B)	<u>8,283.39</u>	<u>8,283.39</u>
Capital Reserve on Acquisition of Investments (A-B) (II)	<u>(4,738.35)</u>	<u>(4,738.35)</u>
(iii) Net Amount of Capital Reserve (I-II)	<u>(4,662.79)</u>	<u>(4,662.79)</u>
B. Goodwill on consolidation of Subsidiaries		
(i) Acquisition of Subsidiaries		
Cost of Investment in SMTL		
(a) Equity Share Capital of GHL issued to GPL	1,246.00	1,246.00
(b) Preference Share Capital of GHL issued to GPL	16,770.03	16,770.03
Total (A)	<u>18,016.03</u>	<u>18,016.03</u>
Value of Investment in SMTL		
(a) Equity Share capital of SMTL	1,000.08	1,000.08
(b) Securities Premium	17,015.94	17,015.94
(c) Profit & Loss A/c	(75.55)	(75.55)
Total (B)	<u>17,940.47</u>	<u>17,940.47</u>
Goodwill on Acquisition of Subsidiaries (A-B) (I)	<u>75.56</u>	<u>75.56</u>

**Summary of Significant Accounting Policies and Other Explanatory Information**

(All amounts in ₹ Lakhs unless otherwise stated)

34 Goodwill / Capital Reserve (continued)

	As at 31 March 2022	As at 31 March 2021
(ii) Consolidation of Subsidiaries		
A. IDTL		
Cost of Investment in IDTL		
(a) Equity Share Capital of GHL in IDTL	3.33	3.33
(b) Equity Share Capital of BHHPL in IDTL	1.67	1.67
Total (A)	<u>5.00</u>	<u>5.00</u>
Value of Investment in IDTL		
(a) Equity Share capital of IDTL	5.00	5.00
(b) Profit & Loss A/c	(11,438.80)	(11,438.80)
(c) Other Equity	—	—
(d) Less: Loan from GIVL to IDTL	—	—
Total (B)	<u>(11,433.80)</u>	<u>(11,433.80)</u>
Goodwill on Consolidation of Subsidiaries - IDTL (A-B) (II)	11,438.80	11,438.80
B. SMTL		
Cost of Investment in SMTL		
(a) Equity Share Capital of GHL issued to GPL	1,246.00	1,246.00
(b) Preference Share Capital of GHL issued to GPL	16,770.03	16,770.03
Total (A)	<u>18,016.03</u>	<u>18,016.03</u>
Value of Investment in SMTL		
(a) Equity Share capital of SMTL	1,000.08	1,000.08
(b) Securities Premium	17,015.94	17,015.94
(c) Profit & Loss A/c (after adjustment for fair valuation)	(75.55)	(75.55)
Total (B)	<u>17,940.47</u>	<u>17,940.47</u>
Goodwill/(Capital Reserve) on Consolidation of Subsidiaries (A-B)	75.56	75.56
Less: Goodwill recognised on Acquisition of Investment in SMTL (I)	(75.56)	(75.56)
Capital reserve on Consolidation of SMTL (III)	—	—
C. BHHPL		
Cost of Investment in BHHPL		
(a) Equity Share Capital of GHL in BHHPL	10.00	10.00
Total (A)	<u>10.00</u>	<u>10.00</u>
Value of Investment in BHHPL		
(a) Equity Share capital of BHHPL	10.00	10.00
(b) Profit & Loss A/c	(15.44)	(15.44)
Total (B)	<u>(5.44)</u>	<u>(5.44)</u>
Goodwill on Consolidation of Subsidiaries - BHHPL (A-B) (IV)	15.44	15.44
Consolidated Goodwill/(Capital Reserve) (II+III+IV)	<u>11,454.24</u>	<u>11,454.24</u>

Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹ Lakhs unless otherwise stated)

35 Financial instruments by category

The carrying value and fair value of financial instruments by categories as at 31st March 2022 were as follows :

	Note	FVTPL	FVTOCI	Amortized cost	Total carrying value	Total fair Value
Financial assets:						
Investments	8	25,087.58	—	—	25,087.58	25,087.58
Trade receivables	11	—	—	167.58	167.58	167.58
Loans	9	—	—	2,605.15	2,605.15	2,605.15
Cash and cash equivalents	12	—	—	503.89	503.89	503.89
Total financial assets		25,087.58	—	3,276.62	28,364.20	28,364.20
Financial liabilities:						
Borrowings	19	—	—	40,586.01	40,586.01	40,586.01
Trade payables	21	—	—	642.95	642.95	642.95
Other financial liabilities	22	—	—	2,51,644.03	2,51,644.03	2,51,644.03
Total financial liabilities		—	—	2,92,872.99	2,92,872.99	2,92,872.99

The carrying value and fair value of financial instruments by categories as at 31 March 2021 were as follows :

	Note	FVTPL	FVTOCI	Amortized cost	Total carrying value	Total fair Value
Financial assets						
Investments	8	8,643.09	—	—	8,643.09	8,643.09
Trade receivables	11	—	—	13.44	13.44	13.44
Loans	9	—	—	4,698.04	4,698.04	4,698.04
Cash and cash equivalents	12	—	—	337.33	337.33	337.33
Total financial assets		8,643.09	—	5,048.81	13,691.90	13,691.90
Financial liabilities :						
Borrowings	19	—	—	90,952.89	90,952.89	90,952.89
Trade Payables	21	—	—	525.31	525.31	525.31
Other financial liabilities	22	—	—	1,90,518.51	1,90,518.51	1,90,518.51
Total financial liabilities		—	—	2,81,996.71	2,81,996.71	2,81,996.71

i. Notes to financial instruments

The management assessed that the fair value of cash and cash equivalents, trade receivables, loans, trade payables and other financial liabilities approximate the carrying amount largely due to short-term maturity of these instruments. The management assessed that the fair value of borrowings approximate the carrying amount largely due to such borrowings carry interest rates or rates are negotiable.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

ii. Fair value hierarchy

Financial assets and financial liabilities measured at fair value in the statement of financial position are grouped into three Levels of a fair value hierarchy. The three Levels are defined based on the observability of significant inputs to the measurement, as follows:

Level 1: Quoted prices (unadjusted) in active markets for financial instruments.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximize the use of observable market data rely as little as possible on entity specific estimates.

Level 3: Inputs for the assets or liabilities that are not based on the observable marked data (unobservable inputs)

iii. Measurement of fair value of financial instruments

The Company's finance team performs valuations of financial items for financial reporting purposes, including Level 3 fair values, in consultation with third party valuation specialist for complex valuations, wherever necessary. Valuation techniques are selected based on the characteristics of each instrument, with the overall objective of maximizing the use of market-based information.

**Summary of Significant Accounting Policies and Other Explanatory Information**

(All amounts in ₹ Lakhs unless otherwise stated)

36 Financial risk management**Financial risk factors**

The Company's activities expose it to market risk, liquidity risk and credit risk. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.

Risk	Exposure arising from	Measurement
Credit risk	Cash and cash equivalent, trade receivables, financial assets measured at amortized cost	Ageing analysis
Liquidity risk	Borrowings and other financial liabilities	Rolling cash flow forecasts
Market risk – Interest rate	Long-term borrowings at variable rates	Sensitivity analysis

The Company's risk management is carried out by a central treasury department (of the group) under policies approved by the board of directors. The board of directors provides written principles for overall risk management, as well as policies covering specific areas, such as interest rate risk, credit risk and investment of excess liquidity.

a. Credit risk

Credit risk arises from cash and cash equivalents, trade receivables, investments carried at amortized cost and deposits with banks and financial institutions.

Credit risk management

The finance function of the Company assesses and manages credit risk based on internal credit rating system. Internal credit rating is performed for each class of financial instruments with different characteristics.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an on-going basis throughout each reporting period. In general, it is presumed that credit risk has significantly increased since initial recognition if the payments are more than 30 days past due. A default on a financial asset is when the counterparty fails to make contractual payments when they fall due. This definition of default is determined by considering the business environment in which entity operates and other macro-economic factors.

Expected credit loss for trade receivables under simplified approach

The Company recognises significant income from toll road on the basis of actual collection and hence there are no significant outstanding. Hence, as the Company does not have significant credit risk, it does not present the information related to ageing pattern. The company has widespread customer base and no single customer accounted for 10% or more of revenue in any of the years indicated.

During the periods presented, the Company made no write-offs of trade receivables and it does not expect to receive future cash flows or recoveries from collection of cash flows previously written off.

b. Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. Due to the nature of the business, the Company maintains flexibility in funding by maintaining availability under committed facilities.

Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company takes into account the liquidity of the market in which the entity operates. In addition, the Company's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹ Lakhs unless otherwise stated)

36 Financial risk management (Contd...)

Maturities of financial liabilities

The tables below analyze the Company's financial liabilities into relevant maturity groupings based on their contractual maturities for all financial liabilities. The amounts disclosed in the table are the contractual undiscounted cash flows.

As at 31 March 2022	Less than 1 year	1 year to 5 years	5 years and above	Total
Non-derivatives				
Borrowings	2,16,178.20	—	16,770.03	2,32,948.23
Future interest payments	1,07,869.67	6,037.21	—	1,13,906.88
Trade payables	308.92	—	—	308.92
Other financial liabilities	4,735.75	151.56	16.20	4,903.51
Total	3,29,092.54	6,188.77	16,786.23	3,52,067.54
As at 31 March 2021	Less than 1 year	1 year to 5 years	5 years and above	Total
Non-derivatives				
Borrowings	1,76,577.52	44,547.73	26,458.04	2,47,583.29
Future interest payments	51,059.09	30,429.94	3,754.06	85,243.09
Trade payables	409.38	—	—	409.38
Other financial liabilities	—	430.43	42,845.56	43,275.99
Total	2,28,045.99	75,408.10	73,057.66	3,76,511.75

c. Interest rate risk

The Company's fixed rate borrowings are carried at amortized cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, 'Financial Instruments - Disclosures', since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates

The Company's variable rate borrowing is subject to interest rate. Below is the overall exposure of the borrowing:

	As at 31 March 2022	As at 31 March 2021
Fixed rate borrowing	7,028.74	68,001.01
Interest free borrowing	9,408.45	6,112.85
Total borrowings	16,437.19	74,113.86

Interest rate risk

Profit or loss is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rates.

	For the year ended 31 March 2022	For the year ended 31 March 2021
Interest rates – increase by 50 basis points (50 bps)	(35.14)	(340.01)
Interest rates – decrease by 50 basis points (50 bps)	35.14	340.01

**Summary of Significant Accounting Policies and Other Explanatory Information**

(All amounts in ₹ Lakhs unless otherwise stated)

37 Capital Management

The Company's objectives when managing capital are to:

Safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Company monitors its capital using gearing ratio, which is net debt divided by total equity. Net debt includes long term borrowings, short term borrowings, current maturities of long term borrowings less cash and cash equivalents and other bank balances.

	As at 31 March 2022	As at 31 March 2021
Long term borrowings (including current maturities)	40,586.01	90,952.89
Less: Cash and cash equivalents	(503.89)	(337.33)
Net debt	40,082.12	90,615.56
Total equity	(99,538.94)	(85,389.06)
Gearing ratio	(0.40)	(1.06)

38 Contingent liabilities

	As at 31 March 2022	As at 31 March 2021
Pledge of equity shares held in jointly controlled entities for loans taken by them		
Sai Maatarini Tollways Limited	1,93,016.37	1,81,612.84
Indore Dewas Tollways Limited	57,929.68	59,305.30
Gayatri Jhansi Roadways Limited	6,615.80	7,989.96
Gayatri Lalitpur Roadways Limited	4,822.61	5,843.30
HKR Roadways Limited	79,963.62	77,860.85
Corporate guarantee given to lenders of Sai Maatarini Tollways Limited	1,53,156.00	1,53,156.00
Indore Dewas Tollways Limited	62,613.00	62,613.00
Demand payable to NHAI in IDTL	55,605.25	55,605.25

The Company has extended certain corporate guarantees to the lenders of the group entities in accordance with the contractual terms entered into with them. The management, on the basis of assessment of the nature of business activities carried on, is of the view that the provisions of Section 186 of the Act is not applicable to the Company as it does get classified as a Company carrying on "Infrastructural Projects" as defined in Schedule VI to the Act.

39 Related party disclosures**a) Name of related parties and nature of relationship**

Name of the related party	Nature of relationship
Sai Maatarini Tollways Limited	Wholly owned Subsidiary
Indore Dewas Tollways Limited	Subsidiaries
Balaji Highways Holding Private Limited	
Gayatri Jhansi Roadways Limited	
Gayatri Lalitpur Roadways Limited	
Hyderabad Expressways Limited	
Cyberabad Expressways Limited	
HKR Roadways Limited	Jointly controlled entities
Gayatri Projects Limited	
T. Indira Subbarami Reddy	
T.V. Sandeep Kumar Reddy	Significant holder of Shares
T. Subbarami Reddy	
T. Sarita Reddy	Relative of Significant holder of Shares
K.G.Naidu, Chief Executive Officer	
P.K.Sahoo, Chief Financial Officer	
P.Rajkumar, Company Secretary	Key Management Personnel ("KMP")

Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹ Lakhs unless otherwise stated)

39 Related party disclosures (Continued..)

b) Transactions with related parties

	For the Year Ended 31 March 2022	For the Year Ended 31 March 2021
Gayatri Jhansi Roadways Limited		
Financial guarantee income	7.41	10.05
Gayatri Lalitpur Roadways Limited		
Financial guarantee income	5.86	7.85
Cyberabad Expressways Limited		
Interest income	211.11	329.04
Deputation Income	87.12	79.20
Loans given / (recovered)	(489.90)	(1,057.90)
Hyderabad Expressways Limited		
Interest income	—	456.69
Operations & Maintenance Income	352.70	335.71
Deputation Income	87.12	79.20
Loans given / (recovered)	(1,810.41)	(924.94)
HKR Roadways Limited		
Operations & Maintenance Income	102.98	—
Loans given/ (recovered)	361.54	—
Gayatri Projects Limited		
Loans taken/ (repaid)	2,120.87	4,428.44

c) Balances receivable/(payable)

	As at 31 March 2022	As at 31 March 2021
Gayatri Jhansi Roadways Limited	(11.23)	(18.63)
Gayatri Lalitpur Roadways Limited	(952.47)	(958.33)
Hyderabad Expressways Limited	128.15	1,938.56
HKR Roadways Limited	536.24	174.70
Cyberabad Expressways Limited	2,097.45	2,587.35
Gayatri Projects Limited	(26,851.66)	(24,730.79)

d) Guarantees and pledges outstanding

Refer Note 38 for financial guarantees and pledges outstanding.

**Summary of Significant Accounting Policies and Other Explanatory Information**

(All amounts in ₹ Lakhs unless otherwise stated)

40 Interest in Subsidiaries, Associates and Jointly controlled entities

The Company's interest in jointly controlled entities is as below:

Name of entity	Interest in Entities as on 31 March 2022	Interest in Entities as on 31 March 2021
Subsidiaries		
Sai Maatarini Tollways Limited	100%	100%
Indore Dewas Tollways Limited	100%	100%
Balaji Highways Holding Private Limited	100%	100%
Jointly Controlled Entities		
Gayatri Jhansi Roadways Limited	51%	51%
Gayatri Lalitpur Roadways Limited	51%	51%
Cyberabad Expressways Limited	31.54%	20%
Hyderabad Expressways Limited	50%	50%
HKR Roadways Limited	26%	50%

The Company's interest in Gayatri Jhansi Roadways Limited, Gayatri Lalitpur Roadways Limited, Cyberabad Expressways Limited, Hyderabad Expressways Limited and HKR Roadways Limited is accounted for using the equity method in the consolidated financial statements. Summarised financial information of the jointly controlled entities based on its Ind AS financial statements is set out below:

A) Gayatri Jhansi Roadways Limited:**(i) Summarised balance sheet as at 31 March 2022:**

	As at 31 March 2022	As at 31 March 2021
Current assets including trade receivables	8,240.81	10,547.03
Non-current assets	14,938.20	17,730.64
Current liabilities, including trade payables	(4,001.17)	(7,125.56)
Non-current liabilities including borrowings	(12,328.23)	(14,183.92)
Net assets	6,849.61	6,968.19

Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹ Lakhs unless otherwise stated)

40 Interest in Subsidiaries and Jointly controlled entities(Contd..)

(ii) Summarised statement of profit and loss:

	For the year ended 31 March 2022	For the year ended 31 March 2021
Revenue	4,525.33	4,947.32
Operation & Maintenance Expenses	1,975.13	1,430.06
Depreciation & amortization	0.16	0.16
Finance cost	1,243.67	1,619.81
Employee benefit	202.36	179.51
Other expense	1,203.44	231.71
Profit / (Loss) before tax	(99.43)	1,486.07
Income tax expense	(19.15)	—
Profit / (Loss) for the year	(118.58)	1,486.07
Total comprehensive income/(Loss) for the year	(118.58)	1,486.07

The Company had no contingent liabilities or capital commitments relating to its interest in Gayatri Jhansi Roadways Limited as at 31st March 2022 and 31st March 2021, except as disclosed in Note 38. The jointly controlled entity had no other contingent liabilities or capital commitments as at 31st March 2022 and 31st March 2021.

B) Gayatri Lalitpur Roadways Limited

(i) Summarised balance sheet as at 31 March 2022:

	As at 31 March 2022	As at 31 March 2021
Current assets including trade receivables	6,820.30	9,834.45
Non-current assets	11,616.94	13,041.51
Current liabilities, including trade payables	(2,529.50)	(5,535.80)
Non-current liabilities including borrowings	(9,384.19)	(10,592.02)
Net assets	6,523.55	6,748.14

(ii) Summarised statement of profit and loss:

	For the year ended 31 March 2022	For the year ended 31 March 2021
Revenue	3,721.91	4,011.46
Operation & Maintenance Expenses	1,851.13	1,305.73
Depreciation & amortization	0.37	0.12
Finance cost	913.54	1,223.32
Employee benefit	155.05	134.18
Other expense	153.79	216.68
Profit / (loss) before tax	648.03	1,131.43
Income tax expense	(14.07)	—
Profit/(loss) for the year	633.96	1,131.43
Interim Dividend	858.55	—
Total comprehensive income/(loss) for the year	(224.59)	1,131.43

The Company had no contingent liabilities or capital commitments relating to its interest in Gayatri Lalitpur Roadways Limited as at 31st March 2022 and 31st March 2021, except as disclosed in Note 38. The jointly controlled entity had no other contingent liabilities or capital commitments as at 31st March 2022 and 31st March 2021.

**Summary of Significant Accounting Policies and Other Explanatory Information**

(All amounts in ₹ Lakhs unless otherwise stated)

40 Interest in Subsidiaries and Jointly controlled entities(Contd..)**C) Cyberabad Expressways Limited****(i) Summarised balance sheet as at 31 March 2022:**

	As at 31 March 2022	As at 31 March 2021
Current assets including trade receivables	12,739.33	10,017.39
Non-current assets	21.07	4,958.05
Current liabilities, including trade payables	(11,685.78)	(14,540.11)
Non-current liabilities including borrowings	(7,924.74)	(7,104.34)
Net assets	(6,850.12)	(6,669.01)

(ii) Summarised statement of profit and loss:

	For the year ended 31 March 2022	For the year ended 31 March 2021
Revenue	2,419.64	3,160.79
Operation & Maintenance Expenses	1,244.77	1,187.30
Depreciation & amortization	2.75	3.18
Finance cost	1,163.59	1,904.82
Employee benefit	110.78	95.86
Other expense	78.86	85.32
Profit / (loss) before tax	(181.11)	(115.69)
Income Tax expenses	—	—
Profit /(loss) for the year	(181.11)	(115.69)
Total comprehensive loss for the year	(181.11)	(115.69)

The Company had no contingent liabilities or capital commitments relating to its interest in Cyberabad Expressways Limited as at 31st March 2022 and 31st March 2021, except as disclosed in Note 38. The jointly controlled entity had no other contingent liabilities or capital commitments as at 31st March 2022 and 31st March 2021.

D) Hyderabad Expressways Limited**(i) Summarised balance sheet as at 31 March 2022:**

	As at 31 March 2022	As at 31 March 2021
Current assets including trade receivables	12,411.63	13,085.35
Non-current assets	119.50	1,831.21
Current liabilities, including trade payables	(471.37)	(317.92)
Non-current liabilities including borrowings	(4,538.16)	(7,401.36)
Net assets	7,521.60	7,197.28

(ii) Summarised statement of profit and loss:

	For the year ended 31 March 2022	For the year ended 31 March 2021
Revenue	2,155.45	2,706.40
Operation & Maintenance Expenses	1,510.03	1,305.90
Depreciation & amortization	13.20	4.11
Finance cost	0.05	1,026.48
Employee benefit	154.32	130.90
Other expense	142.41	92.26
Profit /(loss) for the year	335.44	146.75
Income tax expense	(11.12)	(20.29)
Profit /(loss) for the year	324.32	126.46
Total comprehensive income /(loss) for the year	324.32	126.46

Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹ Lakhs unless otherwise stated)

40 Interest in Subsidiaries and Jointly controlled entities(Contd..)

The Company had no contingent liabilities or capital commitments relating to its interest in Hyderabad Expressways Limited as at 31st March 2022 and 31st March 2021, except as disclosed in Note 38. The jointly controlled entity had no other contingent liabilities or capital commitments as at 31st March 2022 and 31st March 2021.

E) HKR Roadways Limited

(i) Summarised balance sheet as at 31 March 2022:

	As at 31 March 2022	As at 31 March 2021
Current assets including trade receivables	7,487.26	515.88
Non-current assets	1,32,562.83	1,35,870.99
Current liabilities, including trade payables	(7,512.49)	(59,710.46)
Non-current liabilities including borrowings	(1,06,344.97)	(1,05,335.94)
Net assets	26,192.63	(28,659.53)

(ii) Summarised statement of profit and loss:

	For the year ended 31 March 2022	For the year ended 31 March 2021
Revenue	17,751.32	15,747.45
Depreciation & amortization	4,831.23	4,274.23
Finance cost	18,015.17	17,782.06
Employee benefit	232.49	226.25
Other expense	3,506.17	8,333.28
Profit for the year	(8,833.74)	(14,868.37)
Extra-ordinary items	86,221.67	—
Total comprehensive income for the year	77,387.93	(14,868.37)

The Company had no contingent liabilities or capital commitments relating to its interest in HKR Roadways Limited as at 31st March 2022 and 31st March 2021, except as disclosed in Note 38. The jointly controlled entity had no other contingent liabilities or capital commitments as at 31st March 2022 and 31st March 2021.

Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹ Lakhs unless otherwise stated)

41. Statutory Group Information

Name of the entity in the group	Net Assets, i.e., total assets minus total liabilities		Share in profit and (loss)	
	As % of consolidated net assets	Amount	As % of consolidated profit and (loss)	Amount
Parent				
Gayatri Highways Limited				
Balance as at 31st March 2022	14%	(13,569.64)	5%	(1,604.32)
Balance as at 31st March 2021	27%	(23,380.44)	13%	(1,882.89)
Subsidiaries in India				
Sai Maatarini Tollways Limited				
Balance as at 31st March 2022	63%	(62,639.96)	64%	(22,067.22)
Balance as at 31st March 2021	48%	(40,570.20)	175%	(24,761.18)
Indore Dewas Tollways Limited.				
Balance as at 31st March 2022	35%	(35,291.67)	18%	(6,074.83)
Balance as at 31st March 2021	34%	(29,216.84)	44%	(6,275.14)
Balaji Highways Holding Private Limited.				
Balance as at 31st March 2022	0%	(10.60)	0%	(0.93)
Balance as at 31st March 2021	0%	(9.67)	0%	(0.64)
Jointly controlled entities in India (investment as per the equity method)				
Gayatri Jhansi Roadways Limited				
Balance as at 31st March 2022	-3%	2,753.31	0%	(67.88)
Balance as at 31st March 2021	-3%	2,821.19	-5%	747.81
Gayatri Lalitpur Roadways Limited				
Balance as at 31st March 2022	-3%	2,908.94	0%	(120.41)
Balance as at 31st March 2021	-4%	3,029.35	-4%	582.34
Cyberabad Expressways Limited				
Balance as at 31st March 2022	0%	83.48	0%	(57.12)
Balance as at 31st March 2021	0%	128.67	0%	(23.14)
Hyderabad Expressways Limited				
Balance as at 31st March 2022	-2%	1,971.04	0%	162.16
Balance as at 31st March 2021	-2%	1,808.88	0%	64.69
HKR Roadways Limited				
Balance as at 31st March 2022	-4%	4,256.16	-45%	15,680.67
Balance as at 31st March 2021	0%	—	21%	(2,993.99)

Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹ Lakhs unless otherwise stated)

41 Statutory Group Information(Contd...)

Name of the entity in the group	Share in other Comprehensive income		Share in total Comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit and (loss)	Amount
Parent				
Gayatri Highways Limited				
Balance as at 31st March 2022	—	—	11%	(1,604.32)
Balance as at 31st March 2021	—	—	5%	(1,882.89)
Subsidiaries in India				
Sai Maatarini Tollways Limited				
Balance as at 31st March 2022	—	—	156%	(22,067.22)
Balance as at 31st March 2021	—	—	72%	(24,761.18)
Indore Dewas Tollways Limited.				
Balance as at 31st March 2022	100%	(1.93)	43%	(6,076.76)
Balance as at 31st March 2021	100%	0.03	18%	(6,275.11)
Balaji Highways Holding Private Limited.				
Balance as at 31st March 2022	—	—	0%	(0.93)
Balance as at 31st March 2021	—	—	0%	(0.64)
Jointly controlled entities in India and Associate (investment as per the equity method)				
Gayatri Jhansi Roadways Limited				
Balance as at 31st March 2022	—	—	0%	(67.88)
Balance as at 31st March 2021	—	—	-2%	747.81
Gayatri Lalitpur Roadways Limited				
Balance as at 31st March 2022	—	—	1%	(120.41)
Balance as at 31st March 2021	—	—	-2%	582.34
Cyberabad Expressways Limited				
Balance as at 31st March 2022	—	—	0%	(57.12)
Balance as at 31st March 2021	—	—	0%	(23.14)
Hyderabad Expressways Limited				
Balance as at 31st March 2022	—	—	-1%	162.16
Balance as at 31st March 2021	—	—	0%	64.69
HKR Roadways Limited				
Balance as at 31st March 2022	—	—	-111%	15,680.67
Balance as at 31st March 2021	—	—	9%	(2,993.99)

42 The Company's principal objectives are to provide infrastructural facilities either on its own or through incorporating and investing in special purpose vehicles. Consequently, the Company has significant investments in its jointly controlled companies and other entities. On the basis of assessment of the nature of business of the Company, duly supported by an independent opinion from an expert, the management is of the view that the Company is not a Non banking financial institution under the provisions of Section 45-IA of the Reserve Bank of India Act, 1934.

43 The Company has been incurring operating losses during the past few years and the current liabilities of the Company exceeds its current assets. Notwithstanding the above, the accompanying financial statements have been prepared on going concern basis as the promoters have guaranteed support to the Company and management believes that the subsidiaries and jointly controlled entities will also generate sufficient cash flows to support the Company in foreseeable future.

Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹ Lakhs unless otherwise stated)

44 Segment reporting

Based on the Company's business model and considering the internal financial reporting to the management, the Company has identified only one reportable segment i.e. "construction, operations and maintenance of roads, highways, vehicle bridges and tunnels and toll roads"

45 Impact of Covid - 19

The entire world is collectively entangled in fighting the Coronavirus/ COVID-19 pandemic, businesses are facing several financial and physical hardships due to the mandatory government lockdowns. With there being no visibility regarding the duration of the lockdown coupled with the fact that no known cure or vaccine is available to fight the pandemic, everyone is left with great deal of uncertainty and anticipation over the 'new normal'.

Due to COVID-19 pandemic, there is no impact on operational revenue in the FY 2021-22 and FY 2020-21. However due to shortfall of toll revenues of SPVs, there might be impact on returns from Investments in SPVs.

Impact of Covid - 19 on Subsidiaries, Associates and Jointly controlled entities

With respect to the Annuity projects and jointly controlled entities, Gayatri Jhansi Roadways limited, Gayatri Lalitpur Roadways limited, Hyderabad Expressways Limited and Cyberabad Expressways Limited have no impact due to COVID-19 pandemic during the year, as all the annuities were received and have no effect on the operations and performance of the entities.

With respect to wholly owned subsidiary Sai Maatarini Tollways Limited, due to COVID-19, the process of conciliation with NHAI is being delayed and the release of Termination Payment by NHAI is also delayed.

With respect to subsidiary Indore dewas tollways limited and Jointly controlled entity HKR roadways limited, due to COVID- 19, toll collections was drastically reduced.

46 Disclosure relating to Wholly owned subsidiary

A. Sai Maatarini Tollways Limited (SMTL):

One of the Subsidiary company 'Sai Maatarini Tollways Limited' (SMTL) has issued a notice dated 9th March 2019 of "Intention to Terminate the Concession Agreement on account of, inter-alia, irreparable loss of toll revenue due to reasons not attributable to the Concessionaire-Force Majeure (Political Event)" to NHAI to terminate the concession agreement and also issued "Termination Notice for the Force Majeure (Political Event) on 27th March 2019.

NHAI had issued a Notice dated 10.04.2019 of "Intention for Termination under clause 37 of the concession agreement dated 28.09.2011" stating default of the concessionaire. In response to this notice, SMTL replied in detail to NHAI that the default is not on part of the Concessionaire. Later the Lenders had exercised their Right to Substitution of concessionaire vide their letter dated 24.04.2019. Based on that NHAI withhold the termination for 9 months. There after NHAI terminated the Concession Agreement vide their letter dated 28.01.2020 and the project assets have been handed over to the NHAI at 08.00 AM on 30.01.2020.

SMTL, based on Authority's default, has rased a claim of ₹ 2,834.47 Cr (which includes Equity of ₹835.19 Cr and Total Debt Due of ₹1999.28 Crs) strictly adopting the relevant clauses of the Concession Agreement.

The NHAI has released ₹35,861 Lakhs as an advance for Termination Payment payable to the company and after deducting TDS of ₹537 Lakhs & GST TDS of ₹ 717 Lakhs on ₹35,861 Lakhs an amount of ₹34,606 Lakhs is credited to the Companies Escrow account on 31.03.2021.

Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹ Lakhs unless otherwise stated)

46 Disclosure relating to Wholly owned subsidiary (contd..)

The matter was presented before the CCIE for the third time in the meeting held on 22nd April 2022 and the CCIE suggested that there should be a give and take policy from both the parties. CCIE also expressed that their above views may be accepted by the Company for the overall amicable settlement of Termination Payment. NHAJ said that the Parties have broadly agreed that the basis for Termination Payment would be the mid-point of the amounts on the basis of NHAJ's default and the Concessionaire's default.

On the Parties' assurance that this time they would not delay the matter, the Committee agreed to hold its next meeting on 3.5.2022. That would be the last meeting on this matter and the Committee hopes that the Parties would be able to reach a final settlement and exchange a draft Settlement Agreement.

The meeting which was scheduled on 03.05.2022 was not held and CCIE will communicate the next meeting date to both NHAJ & Company.

Status of claim at the year end:

NHAJ has initially calculated the termination payment of Rs.584.21 crs during February 2021, on account of Concessionaires Event of Default. NHAJ has released the Termination Payment of Rs. 358.61 Cr. on 31.03.2021, Rs 100.06 Cr was released on 05.04.2021; Rs 9.98 Cr was released on 05.04.2021, Totaling to Rs 468.66 Cr. after deduction of appropriate IT & GST TDS and recoveries of Rs.115.54 Cr. towards Penalty & Counter-Claims of NHAJ.

The company (SMTL) is in continuous follow up with the NHAJ Officials and requested the NHAJ to release the balance Termination payment. The NHAJ officials informed that they put up the matter with the 3 CGM's Committee and try to release the Termination payment calculations to CCIE-2 as early as possible

Based on it's opinion and Independent expert's report, the management is confident that carrying value of the claim is realisable in the FY 2022-23. Adjustments, if any, required would be made in the books upon final settlement of claim by NHAJ.

B. Indore Dewas Tollways Limited (IDTL):

Based on the events after the reporting period:

i) IDTL's Proposal to NHAJ for amicable settlement has failed at CCIE and the Arbitration Proceedings has come to live on the disputes lodged for arbitration.

ii) The Company (Indore Dewas Tollways Limited) has issued Intention to Termination Notice for "Authority Default" as per Clause 37.2.2 of the Concession Agreement vide Letter No.IDTL/1633/30.25/1744/6583 dated 05.05.2022.

iii) The NHAJ has issued a Notice to the Lenders to exercise their Right to Substitution within 15 days from the date of issue of the notice vide their letter dated 25.04.2022 . The Lenders have exercised their right to Substitution vide their letter to NHAJ dated IFB:HYD:241/2022-23 dated 17th May 2022, "without prejudice to any of the other existing rights or remedies available to all the Lenders."

47 Previous year's figures have been regrouped / reclassified wherever necessary to conform to the current year's classification / disclosure.

This is the Summary of Significant Accounting Policies and Other Explanatory Information referred to in our report of even date.

For **G.S. Sai Babu & Associates**
Chartered Accountants
Firm Regn. No: 014207S

For and on behalf of Board of directors of
Gayatri Highways Limited

Satya Sai Babu Gurram
Proprietor
M.No.:208341

G. Jagannadha Rao
Director
DIN:01059819

Ch. Krishnamurthy
Director
DIN:08661228

Place :Hyderabad
Date: 24th May 2022

K.G.Naidu
Chief Executive Officer
Date: 24th May 2022

P.K.Sahoo
Chief Financial Officer

P.Raj Kumar
Company Secretary

Hyderabad Expressways Limited



Gayatri Jhansi Roadways Limited

Cyberabad Expressways Limited



Gayatri Lalitpur Roadways Limited

Gayatri Highways Limited

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