



# **GAYATRI HIGHWAYS LIMITED**

**(Formerly Gayatri Highways Private Limited  
erstwhile Gayatri Domicile Private Limited)**

**13<sup>th</sup> Annual Report  
2018-19**



Cyberabad Expressways Limited



Hyderabad Expressways Limited



Gayatri Jhansi Roadways Limited



Gayatri Lalitpur Roadways Limited

## CONTENTS

S.No.	Particulars	Page No
1.	Corporate Information	1
2.	Key Financial Indicators	3
3.	Notice	4
4.	Board's Report	9
5.	Management Discussion and Analysis	42
6.	Report on Corporate Governance	50
7.	CEO & CFO Certification	69
8.	Auditors' Report on Standalone Financial Statements	70
9.	Standalone Financial Statements	77
10.	Auditors' Report on Consolidated Financial Statements	109
11.	Consolidated Financial Statements	115
12.	Proxy Form	155
13.	Attendance Slip	157
14.	Route Map for Venue of the Meeting	158



## CORPORATE INFORMATION

### BOARD OF DIRECTORS

Mr. M.V. Narasimha Rao	Independent Director
Mr. G. Jagannadha Rao	Independent Director
Ms. P. Laxmi	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

### RISK MANAGEMENT COMMITTEE

Mr. G. Jagannadha Rao	Chairman
Ms. P. Laxmi	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**

Mr. Raju Poojari  
(Represented by Shalang Advisory Services (OPC) Pvt. Ltd.)  
Chartered Accountant  
1-7-1, Level 1, TSR Complex,  
Park Lane, Sardar Patel Road,  
Secunderabad – 500003

**SECRETARIAL AUDITORS**

DVM & Associates, LLP.  
Company Secretaries,  
Flat No. 303, 3rd Floor,  
Royal Majestic, 6-3-154 to 159,  
Near Banjara Hills Care Hospital,  
Prem Nagar, Khairatabad  
Hyderabad - 500004, Telangana

**REGISTRAR AND SHARE TRANSFER AGENT**

Karvy Fintech Private Limited,  
Karvy Selenium Tower No.B,  
Plot No.31-32, Gachibowli,  
Financial District, Nanakramguda,  
Hyderabad - 500 032, Telangana.  
Tel: +91 040 67161591  
Fax: +91 040 2300 1153  
Email: einward.ris@karvy.com  
Website: www.karvyfintech.com

**BANKERS**

Canara Bank,  
Somajiguda Branch  
Hyderabad - 500082,  
Telangana

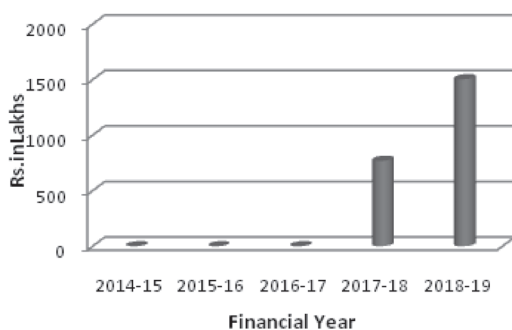
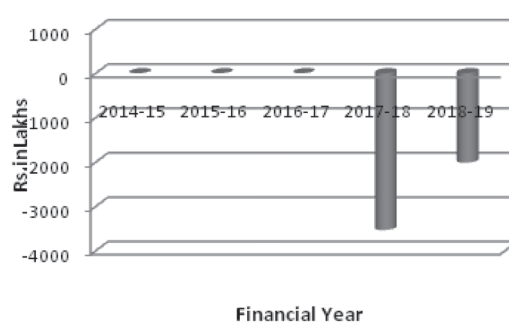
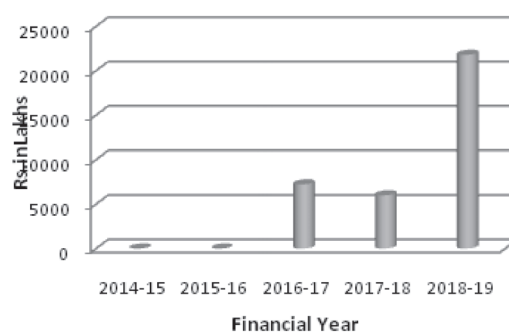


**Key Financial Indicators**

(Amount in ₹)

DESCRIPTION	2018-19	2017-18	2016-17	2015-16	2014-15
Turnover	15,04,23,716	7,69,27,595	—	—	—
Profit Before Tax	(20,12,99,137)	(35,32,78,344)	(23,592)	(32,171)	(19,241)
Profit After Tax	(20,12,99,137)	(35,32,78,344)	(23,592)	(32,171)	(19,241)
EBIDA	13,68,21,972	14,21,64,414	(23,592)	(32,171)	(19,241)
Equity Capital	47,93,03,800	47,93,03,800	47,93,03,800	2,00,000	2,00,000
Reserves & Surplus	(8,83,91,372)	12,04,62,958	24,34,31,787	(70,126)	(37,955)
Net Worth	217,76,63,317	59,97,66,758	72,27,35,587	1,29,874	1,62,045
Gross Block	21,36,308	11,03,538	11,03,538	—	—
Net Block	9,28,734	—	—	—	—
Book Value (Rs.) Per Share of ₹ 2/- each	9.10	2.50	15.08	6.49	8.10
EPS (Rs.) Basic	(0.84)	(1.47)	(0.00)	(1.61)	(0.96)

Note: Book Value per share and EPS per share of ₹ 2/- each only for FY 2018-19 and FY 2017-18 and for all other years per share of ₹ 10/- each.

**Turnover****Profit Before Tax****EBIDA****Net Worth**

## NOTICE

Notice is hereby given that the 13<sup>th</sup> Annual General Meeting of the Members of M/s. Gayatri Highways Limited will be held on Friday the 27<sup>th</sup> September, 2019 at 3.30 P.M at KLN Prasad Auditorium, The Federation of Telangana Chambers of Commerce & Industry (FTCCI), Red Hills, Hyderabad - 500 004, Telangana State, India to transact the following business:

### ORDINARY BUSINESS:

1. **To receive, consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the year ended 31<sup>st</sup> March, 2019 and the Board's Report and Auditor's report thereon.**

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

**P. Raj Kumar**  
Company Secretary  
Membership No. A23289

Place: Hyderabad  
Date: 13<sup>th</sup> August, 2019

**Notes:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND A PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A PROXY FORM IS ENCLOSED. THE INSTRUMENT APPOINTING A PROXY IN ORDER TO BE EFFECTIVE SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send the Company a certified copy of Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
3. The Company's Equity shares are listed at BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001 and National Stock Exchange of India Ltd., Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051 and the Company has paid the Listing Fees to the said Stock Exchanges.
4. The Register of Members and Share Transfer Books of the Company will be closed from 21<sup>st</sup> September, 2019 to 27<sup>th</sup> September, 2019 (both days inclusive).
5. The Shareholders/ Proxies are requested to produce at the Registration Counter(s) the attendance slip duly completed and signed, for admission to the meeting hall.
6. Members/ proxies should bring their copy of the Annual Report for reference at the meeting.
7. 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.
8. 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.
9. 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.
10. 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, Karvy Computershare Private Limited.
11. The Company's Registrar & Share Transfer Agent (RTA) is Karvy Fintech Private Limited.



12. Members are requested to send all communication relating to shares (Physical and Electronic) to the Company's Registrar and Share Transfer Agent at M/s Karvy Fintech Private Limited (Unit: Gayatri Highways Limited) Karvy Selenium Tower B, Plot No 31&32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad-500032, Telangana State, India.
13. Register of Directors and their shareholding Under Section 170 of the Companies Act, 2013 and the rules made thereunder and Register of Contracts maintained under Section 189 of the Companies Act, 2013 and the rules made thereunder are available for inspection at the registered office of the Company.
14. Members are requested to notify immediately any change of address and change in bank details etc :
  - i) To their DP in respect of Shares held in dematerialized form
  - ii) To RTA i.e. M/s. Karvy Fintech Private Limited in respect of their physical shares, if any, quoting their folio number.
15. The notice of the AGM along with the Annual Report for the financial year 2018-19 is being sent by electronic mode to those members whose e-mails addresses are registered with the company/ depositories unless any member has requested for the physical copy of the same.
16. The Annual Report is also available at the Company's Website <http://www.gayatrihighways.com/annual-report.html>.
17. Road map showing directions to reach the venue of the AGM is given at the end of this notice.
18. **Voting through electronic means**  
 In terms of the provisions of Section 108 and 109 of the Companies Act, 2013 (the Act) read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 (hereinafter called "the Rules" for the purpose of this Section of the Notice) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing facility to exercise votes on the items of business given in the Notice through electronic voting system and poll to members holding shares as on 20<sup>th</sup> September, 2019 (End of Day) being the Cut-off date fixed for determining voting rights of members, entitled to participate in the e-voting process and poll.
19. **The instructions for voting are as under:**
  - A. The procedure and instructions for remote e-voting are as under:**
    - a) Open your web browser during the voting period by typing the URL: <https://evoting.karvy.com>
    - b) Enter the login credentials (i.e. User ID and password mentioned in the email forwarding the Notice of AGM or mentioned on the attendance sheet accompanying the Notice of AGM in case email id is not registered and physical copy of the Annual Report is being received by you. **The said login credentials shall be valid only in case you continue to hold the shares on the cut-off date**). Your Folio No./DP ID Client ID will be your User ID. However, if you hold shares in demat form and you are already registered with Karvy for remote e-voting, you shall use your existing User ID and password for casting your vote.
    - c) Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the Notice of AGM and holding shares as on the cut-off date i.e. 20<sup>th</sup> September, 2019, may obtain the User id and password in the manner as mentioned below:
      - a. If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS : MYEPWD <space> Event number+Folio No. or DP ID Client ID to 9212993399

Example for NSDL : MYEPWD <SPACE> IN12345612345678  
 Example for CDSL : MYEPWD <SPACE> 1402345612345678  
 Example for Physical : MYEPWD <SPACE> XXXX1234567



- b. If e-mail or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click “forgot password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
- c. Member may call Karvy’s toll free number 1-800-3454-001.
- d. Member may send an e-mail request to [evoting@karvy.com](mailto:evoting@karvy.com)

If the member is already registered with Karvy for remote e-voting, he can use his existing User ID and password for casting the vote without any need for obtaining any new User ID and password.

- d) After entering these details appropriately, click on “LOGIN”.
- e) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You will also be required to enter a secret question and answer of your choice to enable you to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**
- f) You need to login again with the new credentials.
- g) On successful login, the system will prompt you to select the Event Number for **Gayatri Highways Limited**.
- h) On the voting page you will see the Resolution Description and the options “FOR/AGAINST/ABSTAIN” for voting. Enter the number of shares (which represents the number of votes) as on the cut-off date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR/AGAINST” taken together should not exceed your total shareholding as on the cut-off date, as mentioned above. You may also choose the option “ABSTAIN” in case you do not want to cast vote.
- i) You may then cast your vote by selecting an appropriate option and click on “Submit”.
- j) A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- k) Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
  - 1. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail id: [kranthisarkar369@gmail.com](mailto:kranthisarkar369@gmail.com) with a copy to [evoting@karvy.com](mailto:evoting@karvy.com). The scanned image of the above mentioned documents should be in the naming format “Corporate Name\_EVENT NO.”
- l) Once the vote on a resolution is casted by a Member, the Member shall not be allowed to change it subsequently. **Further, the Members who have casted their vote through remote e-voting shall not be allowed to vote again at the Meeting.**
- m) In case of any query pertaining to e-voting, please contact Karvy’s toll free no. 1-800-34-54-001 or visit the FAQ’s section available at Karvy’s website <https://evoting.karvy.com>.
- n) In case of grievances connected to the remote e-voting, please contact Mr. Anandan K, Manager at Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032 at email id [Anandan.k@karvy.com](mailto:Anandan.k@karvy.com) Contact no. 040-67161591.