



## **GAYATRI HIGHWAYS LIMITED**

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

**14<sup>th</sup> Annual Report  
2019-20**







Gayatri Jhansi Roadways Limited



Gayatri Lalitpur Roadways Limited



HKR Roadways 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.

**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 Private 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

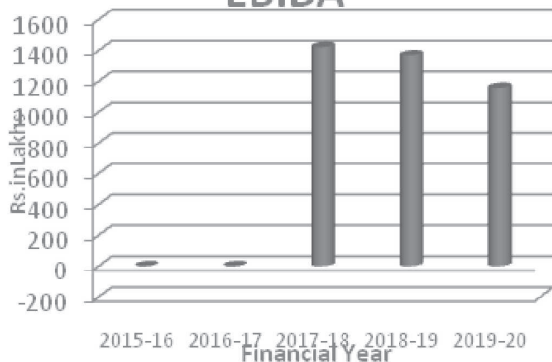
**BANKERS**

Canara Bank,  
Somajiguda Branch  
Hyderabad - 500082,  
Telangana.

**Key Financial Indicators**

(Amount in ₹)

DESCRIPTION	2019-20	2018-19	2017-18	2016-17	2015-16
Turnover	4,63,53,020	15,04,23,716	7,69,27,595	—	—
Profit Before Tax	(20,11,53,073)	(20,12,99,137)	(35,32,78,344)	(23,592)	(32,171)
Profit After Tax	(20,11,53,073)	(20,12,99,137)	(35,32,78,344)	(23,592)	(32,171)
EBIDA	11,57,47,771	13,68,21,972	14,21,64,414	(23,592)	(32,171)
Equity Capital	47,93,03,800	47,93,03,800	47,93,03,800	47,93,03,800	2,00,000
Reserves & Surplus	(28,95,44,445)	(8,83,91,372)	12,04,62,958	24,34,31,787	(70,126)
Net Worth	197,85,10,244	217,96,63,317	59,97,66,758	72,27,35,587	1,29,874
Gross Block	29,27,694	21,36,308	11,03,538	11,03,538	—
Net Block	13,98,814	9,28,734	—	—	—
Book Value (Rs.) Per Share	8.26	9.10	2.50	15.08	6.49
EPS (Rs.) Basic	(0.84)	(0.84)	(1.47)	(0.00)	(1.61)
Face Value	₹ 2/-	₹ 2/-	₹ 2/-	₹ 10/-	₹ 10/-

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

## NOTICE

Notice is hereby given that the 14th Annual General Meeting of the Members of M/s. Gayatri Highways Limited will be held on Tuesday, the 29th day of September, 2020 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 General Circular No. 14/2020, 17/2020, 20/2020 issued by Ministry of Corporate Affairs (MCA Circulars) 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, 2020 and the Board's Report and Auditor's Report thereon.

### **SPECIAL BUSINESS**

#### **2. Appointment of Mr. Krishnamurthy Chaturvedi as an Independent Director**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 160 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act and Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the consent of the members of the Company be and is hereby accorded to appoint Mr. Krishnamurthy Chaturvedi (DIN: 08661228), who was appointed as an Additional Director of the Company by the Board of Directors, in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria of independence under Section 149 of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, for a period of 5 years i.e., from 14th February, 2020 to 13th February, 2025 and he shall not be liable to retire by rotation.

**FURTHER RESOLVED THAT** any Director or Company Secretary of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

#### **3. Appointment of Mr. Desina Balarama Krishna as an Independent Director**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 160 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act and Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the consent of the members of the Company be and is hereby accorded to appoint Mr. Desina Balarama Krishna (DIN: 08846055), who was appointed as an Additional Director of the Company by the Board of Directors, in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria of independence under Section 149 of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, for a period of 5 years i.e., from 28th August, 2020 to 27th August, 2025 and he shall not be liable to retire by rotation.



**FURTHER RESOLVED THAT** any Director or Company Secretary of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**4. Appointment of Ms. Venkata Sindhuja Pothapragada as an Independent Director**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 160 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act and Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the consent of the members of the Company be and is hereby accorded to appoint Ms. Venkata Sindhuja Pothapragada (DIN: 08852765), who was appointed as an Additional Director of the Company by the Board of Directors, in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria of independence under Section 149 of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, for a period of 5 years i.e., from 28th August, 2020 to 27th August, 2025 and he shall not be liable to retire by rotation.

**FURTHER RESOLVED THAT** any Director or Company Secretary of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

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

Place: Hyderabad  
Date: 28th August, 2020



**Notes:**

1. 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.
2. The Register of Members and Share Transfer Books of the Company will be closed from 23rd September, 2020 to 29th September, 2020 (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 Private Limited.
7. The Company's Registrar & Share Transfer Agent (RTA) is KFin Technologies Private Limited.
8. 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 KFin Technologies Private Limited (Unit: Gayatri Highways Limited) Selenium Tower B, Plot No 31&32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad-500032, Telangana State, India.
9. 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.
10. 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. KFin Technologies Private Limited in respect of their physical shares, if any, quoting their folio number.
11. The notice of the AGM along with the Annual Report for the financial year 2019-20 is being sent by electronic mode to those members whose e-mails addresses are registered with the company/ depositories.
12. The Annual Report is also available at the Company's Website <http://www.gayatrihighways.com/annual-report.html>.
13. In view of the prevailing lock down situation across the country due to outbreak of the COVID-19 pandemic and restrictions on the movements apart from social distancing, MCA (Ministry of Corporate Affairs) vide circular Nos. Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 read with Circular No. 20/2020 dated May 05, 2020, companies are permitted to hold their AGM through VC/OVAM for the calendar year 2020.
14. In compliance with applicable provisions of the Companies Act, 2013 read with aforesaid MCA circulars the 14th Annual General Meeting of the company being conducted through Video Conferencing (VC) herein after called as "e-AGM".
15. **e-AGM:** Company has appointed M/s KFin Technologies Private Limited, Registrars and Transfer Agents, to provide Video Conferencing facility for the Annual General Meeting and the attendant enablers for conducting of the e-AGM.
16. Pursuant to the provisions of the circulars of AMC on the VC/OVAM(e-AGM):
  - a. Members can attend the meeting through log in credentials provided to them to connect to Video conference. Physical attendance of the Members at the Meeting venue is not required



- b. Appointment of proxy to attend and cast vote on behalf of the member is not available.
  - c. Body Corporates are entitled to appoint authorised representatives to attend the e-AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
17. The Members can join the e-AGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
  18. Up to 1000 members will be able to join on a FIFO basis to the e-AGM.
  19. No restrictions on account of FIFO entry into e-AGM in respect of large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.
  20. The attendance of the Members (members logins) attending the e-AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
  21. Shareholders who have not registered their e-mail address or registered an incorrect email address and in consequence the Annual Report, Notice of AGM and e-voting notice could not be serviced, may also temporarily get their email address and mobile number provided with the Company's RTA, by clicking the link: [https://ris.kfintech.com/email\\_registration/](https://ris.kfintech.com/email_registration/)
  22. Members who need assistance can contact KFin on [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or call on toll free numbers / 1800-345-4001. Kindly quote your name, DP ID-Client ID / Folio no. and E-voting Event Number in all your communications.

#### **Instructions for the Members for attending the e-AGM through Video Conference:**

1. **Attending e-AGM Video conference :** Member will be provided with a facility to attend the e-AGM through video conferencing platform provided by M/s. KFin Technologies Private Limited. Members may access the same at <https://emeetings.kfintech.com> and click on the "video conference" and access the shareholders/members login by using the remote e-voting credentials. The link for e-AGM will be available in shareholder/members login where the EVENT and the name of the company can be selected.
2. Please note that the 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 notice.
3. Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.
4. Further Members will be required to allow Camera, if any, and hence use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop 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 kind of aforesaid glitches.
6. **AGM Questions prior to e-AGM:** Shareholders who would like to express their views/ask questions during the meeting may log into <https://emeetings.kfintech.com/> and click on "Post your Questions" may post their queries/views/questions in the window provided by mentioning the name, demat account number/ folio number, email id, mobile number. Please note that, members questions will be answered only, the shareholder continue to hold the shares as of cut-off date benpos. The 'post your questions' shall commence on 25th September, 2020 at 9.00 AM and closed on 27th September, 2020 at 5.00 PM.
7. **Speaker Registration :** Log into <https://emeetings.kfintech.com/> and click on "Speaker Registration" by mentioning the demat account number/folio number, city, email id, mobile number and submit. The speaker registration shall commence on 25th September, 2020 at 9.00 AM and closed on 27th September, 2020 at 5.00 PM.

#### **Instructions for members for e-Voting during the e-AGM session:**

1. The e-Voting "Thumb sign" on the left hand corner of the video screen shall be activated upon instructions of the chairman during the e-AGM proceedings. Shareholders shall click on the same to take them to the "instapoll" page
2. Members to click on the "Instapoll" icon to reach the resolution page and follow the instructions to vote on the resolutions.