



GAYATRI

GAYATRI PROJECTS LIMITED



ANNUAL REPORT
2021-22

FINANCIAL HIGHLIGHTS

₹ in Lakhs

DESCRIPTION	2021-22	2020-21	2019-20	2018-19	2017-18	2016-17	2015-16	2014-15	2013-14	2012-13
Turnover	310,234	390,052	342,733	346,315	291,231	211,535	181,221	160,114	181,253	202,220
Profit Before Tax	(92,888)	5,122	(39,022)	23,570	18,255	10,946	6,969	3,509	8,248	10,201
Profit After Tax	(92,629)	5,658	(38,457)	21,077	18,809	7,043	5,801	2,205	4,761	6,309
EBITDA	(37,781)	44,907	42,661	54,497	46,767	30,503	25,946	20,757	26,969	26,605
Equity Capital	3,744	3,744	3,744	3,744	3,744	3,545	3,545	3,023	3,023	3,023
Reserves & Surplus	3,857	96,301	90,489	129,219	108,560	70,555	81,057	65,231	63,574	59,520
Net Worth	7601	100,045	94,233	132,963	112,304	74,100	84,602	68,254	66,596	62,543
Gross Block	91,434	88,540	87,325	76,517	65,799	57,937	47,219	46,203	45,432	45,069
Net Block	28,596	33,008	39,420	37,633	33,497	30,925	22,686	20,812	22,936	24,738
Book Value (₹) Per Share of ₹ 2/- each	4.06	53.44	50.34	71.03	59.99	41.81	47.32	45.16	42.06	41.38
EPS (₹) Basic	(49.48)	3.02	(20.54)	11.26	10.58	3.97	3.46	1.46	3.15	24.53

Turnover (₹ in lakhs)

FY 21-22	310,234
FY 20-21	390,052
FY 19-20	342,733
FY 18-19	346,315
FY 17-18	291,231

EBITDA (₹ in lakhs)

FY 21-22	(37,781)
FY 20-21	44,907
FY 19-20	42,661
FY 18-19	54,497
FY 17-18	46,767

PBT (₹ in lakhs)

FY 21-22	(92,888)
FY 20-21	5,122
FY 19-20	(39,022)
FY 18-19	23,570
FY 17-18	18,255

PAT (₹ in lakhs)

FY 21-22	(92,629)
FY 20-21	5,658
FY 19-20	(38,457)
FY 18-19	21,077
FY 17-18	18,809

CORPORATE INFORMATION

Board of Directors

Smt. T. Indira Reddy	-	Chairperson	(DIN: 00009906)
Sri T.V. Sandeep Kumar Reddy	-	Managing Director	(DIN: 00005573)
Sri. J. Brij Mohan Reddy	-	Executive Vice Chairman	(DIN: 00012927)
Sri. Man Mohan Gupta	-	Nominee Director	(DIN: 09181309)
Sri. Ch. Hari Vithal Rao	-	Independent Director	(DIN: 00012970)
Sri.G. Sreeramakrishna	-	Independent Director	(DIN: 06921031)
Sri. Srihari Vennelaganti	-	Independent Director	(DIN: 01829513)
Smt. Pamula Latha	-	Independent Director	(DIN: 08358726)

Chief Financial Officer

CA P. Sreedhar Babu

Company Secretary & Compliance Officer

CS Chetan Kumar Sharma

Statutory Auditors

M O S & Associates LLP
501, Lahari Benz Apartments,
Somajiguda, Hyderabad – 500 082

Bankers

Bank of Baroda
Bank of Maharashtra
Canara Bank
The Federal Bank Limited
IDBI Bank Limited
Indian Overseas Bank
Punjab National Bank
State Bank of India
Union Bank of India

Registered & Corporate Office

B-1, T.S.R. Towers, 6-3-1090
Raj Bhavan Road, Somajiguda
Hyderabad – 500 082
CIN: L99999TG1989PLC057289
Tel: 040 – 23314284,
Fax: 040 – 23398435
Email: gplhyd@gayatri.co.in
Website: www.gayatri.co.in

Registrars & Transfer Agents

KFin Technologies Limited
Selenium Tower B, Plot 31 & 32,
Financial District, Nanakramguda,
Serilingampally Mandal,
Hyderabad - 500 032, Telangana
Toll free number - 1- 800-309-4001
Email: einward.ris@kfintech.com
Website: <https://www.kfintech.com>

AGM NOTICE

NOTICE is hereby given that the 33rd ANNUAL GENERAL MEETING of **Gayatri Projects Limited** will be held on Tuesday the 27th September 2022 at 03:30 P.M (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the following businesses:

ORDINARY BUSINESS:

1. **To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2022 together with the reports of the Auditors thereon and of the Board of Directors thereon.**
 - (a) **“RESOLVED THAT** the audited standalone financial statement of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”
 - (b) **“RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2022 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted.”
2. **To appoint a Director in place of Mr. J. Brij Mohan Reddy (DIN: 00012927), who retires by rotation, and being eligible, offers himself for re-appointment.**

“RESOLVED THAT Mr. J. Brij Mohan Reddy (DIN: 00012927), who retires by rotation in terms of section 152(6) of the Companies Act 2013, and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company.”

SPECIAL BUSINESS:

3. **Ordinary Resolution for ratification of remuneration payable to M/s. N.S.V. KRISHNA RAO & CO., appointed as Cost Auditors of the Company for the F.Y 2022-23**

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

Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Cost Record and Audit) Rules, 2014, **M/s. N.S.V. KRISHNA RAO & CO**, Cost Accountants appointed as Cost Auditors by the Board of Directors of the Company to audit the cost records of the Company for the financial year 2022-23 at a remuneration of ₹ 1,15,000 (Rupees One Lakh Fifteen Thousand) per annum plus applicable service tax and out of pocket expenses that may be incurred be and is here by ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By order of the Board
For **GAYATRI PROJECTS LIMITED**

CHETAN KUMAR SHARMA
Company Secretary &
Compliance Officer

Place: Hyderabad
Date: 30th May, 2022

NOTES:

1. The Statement, pursuant to Section 102 of the Companies Act, 2013, as amended (‘Act’) with respect to Item Nos. 03 forms part of this Notice. Additional information, pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director retiring by rotation seeking re-appointment at this Annual General Meeting (‘Meeting’ or ‘AGM’) is furnished as an annexure to the Notice.
2. The Ministry of Corporate Affairs (‘MCA’) has, vide its circular dated May 5, 2022, read together with circulars dated April 8, 2020, April 13, 2020,

May 5, 2020, January 13, 2021, December 8, 2021 and December 14, 2021 (collectively referred to as "MCA Circulars"), permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ("the Act") read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company. The deemed venue for the 33rd AGM will be 6-3-1090, TSR Towers, Rajbhavan Road, Somajiguda, Hyderabad – 500082.

3. The Company has appointed KFin Technologies Private Limited (KFIN), Registrar and Transfer Agent of the Company, to provide the VC facility for conducting the AGM and for voting through remote evoting or through e-voting at the AGM. The procedure for participating in the meeting through VC/ OAVM is explained in these notes and is also available on the website of the Company at www.gayatri.co.in.
4. Since the AGM is being held through VC, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by Members is not available, as provided in the MCA Circulars and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Pursuant to the provisions of Sections 112 and 113 of the Act, representatives of the Corporate Members may be appointed for the purpose of voting through remote e-voting or for participation and voting at the AGM through e-voting facility.
6. Body corporates are entitled to appoint authorized representative(s) to attend the AGM through VC and to cast their votes through remote e-voting/ e-voting at the AGM. In this regard, the body corporates are required to send a certified copy of the Board Resolution/ Authorization Letter/ Power of Attorney authorising their representative(s) to attend the meeting and vote on their behalf through e-voting. The said resolution/ letter/ power of attorney shall be sent by the body

corporate through its registered e-mail id to the Scrutinizer by email through its registered email address to scrutinizer@gayatri.co.in with a copy marked to einward.ris@kfintech.com (KFIN's id).

7. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto. Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF ANNUAL REPORT:

8. In compliance with the MCA Circulars and SEBI Circular dated May 13, 2022, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website www.gayatri.co.in, websites of the Stock Exchanges, that is, BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, and on the website of Company's Registrar and Transfer Agent, KFin Technologies Limited ("KFinTech") at <https://evoting.kfintech.com>.
9. For receiving all communication (including Annual Report) from the Company electronically:
 - Members holding shares in demat 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, for receiving the AGM Notice. Requests can be emailed or by logging into <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>.

We urge Members to support this Green Initiative effort of the Company and get their email ID registered.
10. 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.gayatri.co.in and are also available for inspection at the Registered Office of the Company during specified business hours i.e. 11:00 a.m. to 03:00 p.m. upto the date of AGM.

CUT-OFF DATE

11. The cut-off date for the purpose of ascertaining shareholders entitled for remote e-voting and voting at the Meeting is 20.09.2022 (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.

12. 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>XXX1234567890

- 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 SPEAKER REGISTRATION:

13. Members, holding shares as on the Cut-off Date 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 Friday, September 23, 2022 (9:00 a.m. IST) up to Sunday, September 25, 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.

14. 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 Sunday, September 25, 2022. The shareholders may also send their questions by email to cs@gayatri.co.in
15. 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:

16. 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 the members facility to exercise their right to vote on resolutions proposed to be considered at the Meeting 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 Meeting ("remote e-voting").
17. **The remote e-voting period commences on Saturday September 24, 2022 (9:00 a.m. IST) ends on Monday September 26, 2022 (5.00 p.m. IST).** During this period, the members of the Company holding shares either in physical form or in demat form, as on the Cut-off Date, i.e. Tuesday, September 20, 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. 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

18. 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.
19. 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.
20. 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.
21. 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:

22. Members will be able to attend the Meeting through VC / OAVM or view the live webcast of the Meeting at <https://emeetings.kfintech.com/> by using their remote e-voting login credentials and selecting the 'EVEN' for Company's Meeting.
23. 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. Further, members can also use the OTP based login for logging into the e-voting system.
24. Members may join the Meeting through laptops, smartphones, tablets or ipads for better experience. Further, members are requested to use internet with a good speed to avoid any disturbance during the Meeting. 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.

25. Facility of joining the Meeting through VC / OAVM shall open 30 (thirty) minutes before the time scheduled for the Meeting and shall be kept open throughout the Meeting. Members will be able to participate in the Meeting through VC / OAVM on a first-come-first-serve basis. Up to 1,000 shareholders will be able to join the Meeting on a first-come-first-serve basis.

Large members (i.e. members 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. will not be subject to the aforesaid restriction of first-come first-serve basis.

Institutional members are encouraged to participate at the Meeting through VC / OAVM and vote thereat.

26. 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.

27. 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.

28. 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
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Individual members holding securities in demat mode with NSDL

A. Instructions for existing Internet-based Demat Account Statement (“IDeAS”) facility Users:

1. Visit the e-services website of NSDL <https://eservices.nsdl.com> either on a personal computer or on a mobile.
2. 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.
3. 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.
4. Click on company name, i.e. ‘GAYATRI PROJECTS LIMITED’, or e-voting service provider, i.e. KFin.
5. Members will be re-directed to KFin’s website for casting their vote during the remote e-voting period and voting during the Meeting.

B. Instructions for those Members who are not registered under IDeAS:

1. Visit <https://eservices.nsdl.com> for registering.
2. Select “Register Online for IDeAS Portal” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>.
3. Visit the e-voting website of NSDL <https://www.evoting.nsdl.com/>.
4. 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.
5. 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.
6. After successful authentication, members will be redirected to NSDL Depository site wherein they can see e-voting page.
7. Click on company name, i.e. GAYATRI PROJECTS 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.
8. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



Type of member	Login Method
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> <p>i) Visit https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com</p> <p>ii) Click on New System MyEasi.</p> <p>iii) Login to MyEasi option under quick login.</p> <p>iv) Login with the registered user ID and password.</p> <p>v) Members will be able to view the e-voting Menu.</p> <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 PROJECTS 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>
Individual members login through their demat accounts / Website of Depository Participant	<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 PROJECTS 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>	
Securities held with NSDL	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
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

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 PROJECTS 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 thereat -

Type of member	Login Method
All shareholders for attending the Meeting of the Company through VC / OAVM and e-voting during the meeting	<p>Instructions for all the shareholders 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>

29. The Board of Directors has appointed Mr. Y Koteswara Rao (ACS 3785; C.P. No. 7427), as the Scrutinizer to scrutinize the e-voting during the AGM and remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.

30. The procedure for e-voting during the AGM is same as the instructions mentioned above for remote e-voting since the AGM is being held through VC/OAVM. The e-voting window shall be activated upon instructions of the Chairman of the AGM during the AGM. E-voting during the AGM is integrated with the VC/ OAVM platform and no separate login is required for the same.
31. The Scrutinizer shall immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting (votes cast during the AGM and votes cast prior to the AGM) and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutiniser’s Report of the total votes cast in favor or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
32. 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. www.gayatri.co.in and that of KFin viz. <https://evoting.kfintech.com>.

33. Other Information:

- a. As mandated by the Securities and Exchange Board of India (“SEBI”), securities of the Company can be transferred / traded only in dematerialised form. Members holding shares in physical form are advised to avail the facility of dematerialisation.
- b. SEBI has vide Circular No. SEBI/HO/MIRSD/ MIRSD_ RTAMB/P/CIR/2021/655 dated November 3, 2021 read with SEBI/HO/ MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 (“SEBI Circulars”) mandated furnishing of Permanent Account Number (‘PAN’), KYC details viz. Contact Details (Postal Address, Mobile Number and E-mail), Bank Details, Nomination etc. by holders of physical securities. The Company had sent letters for furnishing the required details. Any service request shall be entertained by KFinTech only upon registration of the PAN, KYC details and the nomination. Further, in absence of the above information on or after April 1, 2023, the folio(s) shall be frozen by KFinTech in compliance with the aforesaid SEBI Circulars.

If the folio(s) continue to remain frozen as on December 31, 2025, the frozen folios shall be referred by KFinTech/ Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002.

- c. Members are requested to intimate/update changes, if any, in postal address, e-mail address, mobile number, PAN, nomination, bank details such as name of the bank and branch, bank account number, IFS Code etc.
 - For shares held in electronic form: to their Depository Participant and changes intimated to the Depository Participant will then be automatically reflected in the Company’s records which will help the Company and KFinTech to provide efficient and better service to the Members. NSDL has provided a facility for registration/ updation of e-mail address through the link: <https://eservices.nsdl.com/kycattributes/#/login> and opt-in/ opt-out of nomination through the link: <https://eservices.nsdl.com/instademat-kyc-nomination/#/login>.
 - For shares held in physical form: Pursuant to SEBI circulars, members are requested to furnish PAN, postal address, email address, mobile number, specimen signature, bank account details and nomination by submitting to KFinTech the forms given below along with requisite supporting documents:

Sr. No.	Particulars	Form
1.	Registration of PAN, postal address, e-mail address mobile number, Bank Account Details or changes / updation thereof	ISR - 1
2.	Confirmation of Signature of shareholder by the Banker	ISR - 2
3.	Registration of Nomination	SH - 13
4.	Cancellation or Variation of Nomination	SH - 14
5.	Declaration to opt out of Nomination	ISR - 3

- d. Non-Resident Indian members are requested to inform the Company/KFinTech (if shareholding is in physical mode) / respective DPs (if shareholding is in demat mode), immediately of change in their residential status on return to India for permanent settlement.
- e. Members may please note that the Listing Regulations mandates transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialised form only while processing service requests, viz., issue of duplicate securities certificate;

claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, members are requested to make service requests for issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate etc., by submitting a duly filled and signed Form ISR-4 along with requisite supporting documents to KFinTech as per the requirement of the aforesaid circular. The aforesaid forms can be downloaded from the Company's website at <https://www.gayatri.co.in/pdf/MandatoryDematerlization/Form%20ISR-1.pdf> and is also available on the website of RTA.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies Act, 2013

Item No.3:

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. N.S.V. KRISHNA RAO & CO, Cost Accountants, Hyderabad (Membership No. 17143) as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2023. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration payable to the Cost Auditors has to be subsequently ratified by the Members of the Company. Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in this item of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2022-23.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this resolution. The Board of Directors recommends the resolution at Item No. 03 for Member's approval.

By order of the Board
For **GAYATRI PROJECTS LIMITED**

CHETAN KUMAR SHARMA
Company Secretary & Compliance Officer

Place: Hyderabad
Date: 30th May, 2022

Information of Directors to be appointed and the Directors seeking re-appointment at the forthcoming Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in accordance with provisions of Companies Act, 2013 and Secretarial Standards, as on the date of Notice

Name of the Director	J Brij Mohan Reddy
Director Identification No	00012927
Date of Birth	20.08.1941
Qualifications	Engineering Graduate from Berkley University U.S.A.
Date of appointment	30.03.1994
Occupation	Industrialist
Relationship between directors inter-se	Father in law of Mr. T.V. Sandeep Kumar Reddy
Nature of expertise in specific functional area	59 years of experience in the Heavy engineering and Construction industry
Terms and Conditions of Re-appointment	In terms of Section 152(6) of the Companies Act, 2013, Mr. J Brij Mohan Reddy is liable to retire by rotation.
Number of meeting attended during the financial year 2021-22	4 out of 9 meetings
Last drawn remuneration	NIL. Mr. J Brij Mohan Reddy had decided not to draw any remuneration for the FY 2021-22 considering the financial position of the Company.
Directorship in other Entities	Indore Dewas Tollways Limited Gayatri Lalitpur Roadways Limited Gayatri Jhansi Roadways Limited
Shareholding in the Company	2250 Equity Shares
Membership In Committees Of Other Entities	Member of the Audit Committee of Gayatri Lalitpur Roadways Limited, Gayatri Jhansi Roadways Limited and Indore Dewas Tollways Limited.
Chairmanship In Committees Of Other Entities	NIL

BOARD'S REPORT

To the Members

The Board of Directors present the 33rd Board's Report of the Company together with the summary of standalone and consolidated financial Statements for the year ended 31st March, 2022.

Financial Results:

₹ In Lakhs

Particulars	Standalone		Consolidated	
	2021-22	2020-21	2021-22	2020-21
Revenue from Operations	3,10,233.68	3,90,051.89	3,10,233.68	3,90,051.89
Profit Before Interest ,Depreciation, Exceptional Items and Taxes	(37,780.84)	44,907.32	(39,056.08)	44,239.67
Less: Financial Cost	33,767.44	32,072.18	33,807.72	32,074.58
Profit before Depreciation, Exceptional Items and Taxes	(71,548.28)	12,835.14	(72863.80)	12,165.09
Less: Depreciation and Amortisation Expenses	7626.91	8,450.16	7626.91	8,450.16
Add : Other Income	338.52	736.60	340.13	736.83
Profit before Exceptional Items and Taxes	(78,836.67)	5,121.58	(80,150.58)	4,451.76
Less: Exceptional Items (Net)	(14,051.05)	-	(14,051.05)	-
Profit Before Tax	(92,887.72)	5,121.58	(96,080.03)	3,773.97
Provision for Tax	(258.56)	(536.26)	(258.56)	(536.26)
Profit After Tax	(92,629.16)	5,657.84	(95,821.47)	4,310.23
Other Comprehensive income/(losses) for the Year	184.99	155.05	6.37	(11.39)
Total comprehensive income for the year	(92,444.17)	5,812.89	(95815.10)	4,298.84
Paid up Capital	3,743.97	3,743.97	3,743.97	3,743.97

Review of Operations:

Your Company, Gayatri Projects has achieved revenue of ₹ 3102.34 crores in FY2022 as against ₹ 3900.52 crores in the previous year on a standalone basis. The revenue from operations has declined by 20.46% in FY2022 when compared to the last year due to working capital stress on account of Covid pandemic, countrywide lockdown and delay in receivables from the State Government Departments.

Your Company has incurred losses of ₹ 788.37 crores before exceptional items/taxes for the current financial year as against profit of ₹ 51.22 crores in the previous year. The main reasons for incurring the losses are on account of increase in materials cost, increase in cost of overheads, non-availability of adequate working capital to execute the works on hand, non-awarding of fresh contract works due to lenders reluctant to provide bank guarantee etc., have severely affected the business operations of the company. As a result, the Company

has defaulted in repayment of dues to its lenders and devolvement of significant Non-Fund based facilities has happened and most of the lenders have recalled their financial facilities extended to the company. The loans and other facilities sanctioned to the company have been classified by the lenders as Non-Performing Assets (NPA).

During the current financial year, the National highways Authority of India (NHAI) has unilaterally and arbitrarily invoked the bank guarantees given in favour of it in respect of mobilization advances given by NHAI for Varanasi road project. The NHAI has also charged huge interest on the mobilization advance which is contested by the company. In similar manner, Ministry of Road Transport & Highways (MORTH) has charged interest on mobilization advance which has been contested by the company. In order to follow prudence concept of accounting, the said interest amount of ₹ 140.51 crores, which was otherwise recoverable from

the NHA1 & MORTH has been charged to the profit & loss account as exceptional item in the current financial year. The management of the company, is confident to recover the interest charged by the above clients in future claims.

The Company lenders have also filed petitions/legal suits/complaints before the Debt Recovery Tribunal (DRT)/other forums for recovery of the dues and issued notices under SARFAESI Act. Further, two lenders of the company, one corporate creditor and two operational creditors have filed applications under the Insolvency and Bankruptcy Code, 2016 before the Hon'ble National Company Law Tribunal (NCLT), Hyderabad. The applications filed before the Hon'ble NCLT are not admitted till the date of Board Report. The management of the company is taking appropriate legal and other steps to the notices received from various lenders, petitions filed before the DRT, and applications filed before the Hon'ble NCLT. The management is confident to resolve all these issues at the earliest in the best interest of the company's affairs, business operations, and lender's business interests.

The applications filed before the Hon'ble NCLT are not admitted as on the date of this report.

S. No	Case No.	Petitioner Vs. Respondents	Amount of Claim	Filing Date	Status
1	C.P. (IB) -317/2021	SREI Equipment Finance Limited vs M/s. Gayatri Projects Ltd	₹ 86,37,72,910	03-12-2021	Application pending with NCLT.
2	C.P. (IB) - 32/2022	Bank of Baroda Vs M/s. Gayatri Projects Ltd	₹ 5,49,64,35,001	03-02-2022	Application pending with NCLT.
3	C.P. (IB) - 72/2022	Kataria Industries Private Limited Vs M/s. Gayatri Projects Ltd	₹ 2,62,58,141	04-03-2022	Application pending with NCLT.
4	C.P. (IB) - 26/2022	IL&FS Financial Services Limited Vs M/s. Gayatri Projects Ltd	₹ 60,49,95,435	24-01-2022	Application pending with NCLT.
5	C.P. (IB) – 176/2022	Kunal Conchem Private Limited Vs M/s. Gayatri Projects Limited	₹ 3,35,00,000	28-05-2022	Application pending with NCL

Dividend:

For the financial year 2021-22, the Company has not declared any dividend due to losses in the FY 2021-22. Therefore, due to continued financial stress in the Company, your Board of Directors does not recommend any dividend for the Financial Year ended March 31, 2022.

Reserves:

There are no profits for transfer to reserves for the FY2021-22.

Future Outlook:

Your company has appointed a leading consultant as Corporate Debt Advisors for Debt Restructuring proposal/ amicable debt settlement proposal in the best interest of the company, lenders and stakeholders. The Company is also discussing with various financial investors for raising the equity and your company has received the non-binding expression of interest from one of the investor. Hence, the management of your company is very confident of reviving the company from current financial crisis and resolving the debt default issues at the earliest.

Applications filed under Insolvency and Bankruptcy Code, 2016:

As on date of signing of the Boards Report, two lenders of the company, one corporate creditor and two operational creditors have filed applications under the Insolvency and Bankruptcy Code, 2016 before the Hon'ble National Company Law Tribunal (NCLT), Hyderabad.

Management Discussion & Analysis:

Management Discussion and Analysis Report, as required in terms of SEBI (LODR) Regulation, is annexed which forms part of this Report as **Annexure –1**.

Dividend Distribution Policy:

In terms of Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') the Board of Directors of the Company (the 'Board') formulated and adopted the Dividend Distribution Policy ('Policy'). In compliance

of the SEBI Listing Regulations, the Policy is annexed as **Annexure - 2** and is also available on the Company's website at: https://www.gayatri.co.in/pdf/GPL_Dividend_Distribution_Policy.pdf

Share Capital:

During the period there were no changes in the share capital of the Company. The Authorised share capital of the company is ₹ 80,00,00,000 divided into 40,00,00,000 equity shares of ₹ 2/- each and the paid-up share capital of the Company is ₹ 37,43,97,370 divided in to 18,71,98,685 Equity shares of ₹ 2/- each.

Material Changes and Commitments affecting the Financial Position of the Company:

In view of the COVID-19 pandemic situation, the operations of the company are affected and there are delays in receivables from various State Governments. Due to this your company is facing severe cash flow mismatch and finding it difficult to pay the lenders dues. As a result of this, the Company has defaulted in repayment of dues to its lenders and devolvement of significant Non-Fund based facilities has happened and most of the lenders have recalled their financial facilities extended to the company. After this, the lenders have initiated forensic audit. The final forensic audit report is awaited as on the date of Board's report. Your Company is putting all efforts to improve the cash flows and regularize the lenders account at the earliest. Your company is confident to overcome the present financial crisis.

National Highways & Infrastructure Development Corporation Ltd has terminated the work of four lining of existing Dimapur – Kohima Road work on 1st June 2021 due to slow progress and invoked performance and mobilization advance bank guarantees amounting to ₹ 46.70 crores. Your Company has invoked the arbitration clause under the agreement and claimed amount of ₹ 202.79 crores as claim under provisions

along with interest at SBI PLR+2% and cost. The arbitration tribunal has been formed and the hearings are in progress.

NHAI vide its letter dated 10.06.2021 has declared your company, Gayatri Projects Limited (GPL), as non-performer for the period till the defects are not completely rectified in the Sultanpur to Varanasi PKG-I and II and prohibited the Company from bidding for ongoing/future projects of NHAI till the notified defects are satisfactorily cured. Your Company has rectified most of the defects and has requested NHAI to lift the non-performer tag and NHAI officials have instructed local project officials to verify the rectification works carried out by your company and submit the report. The NHAI is expected to lift the prohibition on bidding soon.

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

Board Meetings:

The Board of Directors met 9 times in the Financial Year 2021–22 on June 05, 2021, June 14, 2021, August 05, 2021, August 13, 2021, September 22, 2021, October 23, 2021, November 13, 2021, February 14, 2022 and March 15, 2022.

Directors

Reappointment of Director retiring by rotation - In terms of provisions of the Companies Act, 2013, Mr. J. Brij Mohan Reddy (DIN: 00012927), Vice Chairperson and Executive Director of the Company, retires at the ensuing Annual General Meeting and being eligible, seeks reappointment.

The necessary resolution for retiring by rotation for Mr. J. Brij Mohan Reddy forms part of the Notice convening the AGM scheduled to be held on Tuesday, September 27, 2022. The profile and particulars of experience of the above proposed existing director for Board membership, are disclosed in the said Notice.

Directors and Key Managerial Personnel:

During the year, the following changes took place in the Directors and Key Managerial Personnel of the Company:

Name	Nomination & Appointment/Resignation
Shri. Man Mohan Gupta (DIN:09181309)	Shri. Man Mohan Gupta, Nominee Director, was nominated by Bank of Baroda (Lead Banker of the Consortium) on the Board of Gayatri Projects Limited as per the Master Restructuring Agreement executed between the Company and Lenders in 2015 and amended from time to time and was appointed on the Board of the Company w.e.f June 15, 2021.
Smt. Nanduri Ramadevi (DIN: 08699570)	Smt. Nanduri Ramadevi has resigned from the position of Woman Independent Director on the Board of the Company w.e.f close of working hours on October 04, 2021 due to health issues caused by an accident.
Shri. K V Ramanachary (DIN: 08658826)	Shri. K V Ramanachary has resigned from the position of Independent Director on the Board of the Company w.e.f November 13, 2021 due to health issues.
Shri. Srihari Vennelaganti (DIN: 01829513)	Shri. Srihari Vennelaganti was appointed as Independent Director on the Board of the Company w.e.f February 14, 2022.
Smt. Pamula Latha (DIN: 08358726)	Smt. Pamula Latha was appointed as Woman Independent Director on the Board of the Company w.e.f March 15, 2022.

The Company has received the necessary declarations from each Independent Director in accordance with Section 149(7) of the Act and Regulations 16(1)(b) and 25(8) of the SEBI Listing Regulations, that he / she meets the criteria of independence as laid out in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. The Company has also received declaration from Independent Directors that they are in compliance with sub-rule (1) and (2) of Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

In the opinion of the Board, there has been no change in the circumstances which may affect their status as independent directors of the Company and the Board is satisfied of the integrity, expertise, and experience (including proficiency in terms of Section 150(1) of the Act and applicable rules thereunder) of all Independent Directors on the Board. Further, in terms of Section 150 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, Independent Directors of the Company have included their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs.

Composition of Audit Committee:

The Company has constituted a Audit Committee as per the requirement of Companies Act, 2013 and SEBI Listing Regulations. The Audit Committee of the Board of Directors is as follows:

Name of the Member	Designation
Mr. Ch. Hari Vithal Rao	Chairman
Mr.T. V. Sandeep Kumar Reddy	Member
Mr. G. Sreeramakrishna	Member
Mrs. N. Ramadevi	Member (ceased to be a member w.e.f 04.10.2021)

The details of Audit Committee meeting and other details are given in corporate governance report. The Board has accepted all the recommendations of the Audit Committee made during the year.

Policy laid down by the Nomination and Remuneration Committee for Remuneration of Directors, KMP & Other Employees:

The Remuneration policy of the Company is performance driven and is structured to motivate Employees. Recognize their merits and achievements and promote excellence in their performance.

The salient features of the Policy are:

- It 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.
- It lays down Relationship of remuneration to performance is clear and meets appropriate performance benchmarks.

- It formulates a criteria for determining qualifications, positive attributes and independence of a Director.
- It contains guidelines for determining that the 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.
- To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.

During the year under review, basis the amendment in SEBI (LODR) Regulations, 2015, as amended, the amended policy was adopted by the Board on February 14, 2022. The Nomination Remuneration and Evaluation Policy of the company is available at website of the Company at https://www.gayatri.co.in/pdf/Remuneration_Policy_15-02-2022.pdf.

Manner in which formal Annual Evaluation has been made by the Board of its Own Performance and that of its Committees and Individual Directors:

Pursuant to the provisions of the Companies Act 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board has carried out evaluation of (i) its own performance, (ii) the directors individually and (iii) working of its Committees. The manner in which the evaluation was carried out as detailed below:

(a) Nomination & Remuneration Committee:

Pursuant to the provisions of the Companies Act 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Nomination and Remuneration Committee has formulated the criteria for evaluation of directors and evaluated every director. Based upon structured questionnaire, which was prepared after taking into consideration various parameters such as attendance and participation in meetings by the directors, corporate governance practices, independence of judgment, safeguarding the interests of the company etc., the evaluation was carried out by the Committee. The Members of the Committee evaluated the individual directors at its meeting held on 14.02.2022.

The Nomination and Remuneration Committee decided that since the performance of the directors has been satisfactory, it was decided

to continue with the term of the directors, the Managing Director, the Executive Director and the Independent Directors.

(b) Separate Meeting of Independent Directors:

The Independent directors of the Company at its meeting held on 14.02.2022 (a) reviewed the performance of the Board and non-independent directors (b) reviewed the performance of the Chairperson of the Company and (c) assessed the quality, quantity and timeliness of flow of information between the company management and the Board. All the Independent Directors, on the date of the meeting, attended the meeting.

The Independent Directors reviewed the performance of the board, non-Independent Directors (including Managing Director and Whole time Director) and found it to be satisfactory, opined that term of their appointment be continued.

The Independent Directors after review of the performance of the Chairperson, decided that the Chairman has good experience, knowledge and understanding of the Board's functioning and her performance is satisfactory. The Independent Directors decided that the information flow between the Company's Management and the Board is adequate.

Director's Responsibility Statement:

In pursuance of section 134 (5) of the Companies Act, 2013, the Directors hereby confirm that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

- (d) the directors had prepared the annual accounts on a going concern basis; and
- (e) the directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively

Subsidiaries Associates and Joint Ventures:

The Company has 2 (Two) subsidiary companies (including step down subsidiary) and 1 (one) associate company as on 31st March, 2022 as per the Companies Act, 2013. During the year under review, the Board of Directors reviewed the affairs of material unlisted subsidiary.

As per the provisions of Section 129 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014, a separate statement containing the salient features of the financial statements of the subsidiary Companies/ Associate Companies/Joint Ventures prepared in Form AOC-1, are given in **Annexure- 3**.

In accordance with the provisions of Section 136 of the Act and the amendments thereto, read with the SEBI Listing Regulations, the audited Financial Statements, including the consolidated financial statements and related information of the Company and financial statements of the subsidiary companies are available on our website www.gayatri.co.in.

The company has adopted the policy for determining 'material' subsidiaries and the same has been placed on the website of the company at https://www.gayatri.co.in/pdf/Policy_For_Determining_Material_Subsiaries.pdf

Annual Return:

The Annual Return for financial year 2021-22 as per provisions of the Act and Rules thereto, is available on the Company's website at https://www.gayatri.co.in/pdf/annual-return/MGT_7_2021-22.pdf

Consolidated Financial Statements:

In compliance with Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in compliance with the provisions of Section 129(3) and other applicable provisions of the Companies Act, 2013 and Ind AS-110 and other applicable

Accounting Standards, your Directors have presented the consolidated financial statements for the financial year ended March 31, 2022, which forms part of the Annual Report.

Statutory Auditors and Their Report:

At the 29th AGM held on September 28, 2018 the Members approved appointment of M/s. M O S & Associates LLP, Chartered Accountants, (Firm Registration No. 001975S/S200020) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the 34th AGM.

In terms of the provisions relating to statutory auditors forming part of the Companies Amendment Act, 2017, notified on May 7, 2018, ratification of appointment of Statutory Auditors at every AGM is no more a legal requirement. Accordingly, the Notice convening the ensuing AGM does not carry any resolution on ratification of appointment of Statutory Auditors.

The Auditor's Report to the members of the Company for the Financial Year ended March 31, 2022 does not contain any qualification(s). The report of the Statutory Auditors forms part of this report. During the year under review, the Statutory Auditors did not report any matter under Section 143(12) of the Act, therefore no detail is required to be disclosed under Section 134(3) (ca) of the Act. The emphasis of matter reported by the Statutory Auditors is self-explanatory and do not call for further comments.

Secretarial Audit:

As per the provisions of the Section 204(1) of the Companies Act, 2013, the Company has appointed Mr. Y. Koteswara Rao, Practicing Company Secretary to conduct Secretarial Audit of the records and documents of the Company, The Secretarial Audit Report for the Financial Year ended 31st March, 2022 in Form No. MR-3 is annexed to the Directors Report as **Annexure - 4** and forms part of this Report. The Secretarial Auditors' Report to the Members of the Company for the Financial Year ended March 31, 2022 does not contain any qualification(s) or adverse observations. The other observations/comments are self-explanatory.

Disclosures:

a) Deposits

Company has not accepted any deposits covered under Chapter V of the Companies Act, 2013

b) Conservation of energy

The Company's main line of activity is civil construction which is not power intensive. However the Company is taking all efforts to conserve the usage of power.

- (i) Use of alternate sources of energy is not applicable to the Company.
- (ii) Capital investment on energy conservation equipment for its main line of activity is not applicable to the Company.

c) R & D Technology absorption

The Company main line of activity is civil construction and hence R&D and technology absorption is not applicable to the Company.

d) Foreign Exchange Earnings - NIL

e) Foreign Exchange Outgo

Sr No	Nature of Payment	Amount in ₹ Lakhs
1	Consultancy & Technical Fees	1,496.92
2	Purchase of Capital Goods	-
3	Purchase of Spares & Materials	887.29

Details of Adequacy of Internal Financial Controls:

The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business including adherence to the Company's policies and internal financial controls with reference to the financial statements laid down by the Company.

Particulars of Loans, Guarantees or Investments:

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements. Also, pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the particulars of Loans/Advances given to Subsidiaries have been disclosed in the notes to the Financial Statements.

Risk Management:

The Company has a risk management committee in place. The Company has been addressing various risks impacting the Company and developed risk policy and procedures to inform Board members about the risk assessment and minimization procedures.

Whistle Blower Policy/Vigil Mechanism:

Pursuant to Section 177 of the Companies Act, 2013 and the Rules framed there under and pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has established a mechanism through which all the stakeholders can report the suspected frauds and genuine grievances to the appropriate authority. The Whistle Blower Policy which has been approved by the Board of Directors of the Company and has been hosted on the website of the Company at <https://www.gayatri.co.in/pdf/Whistle%20Blower%20Policy.pdf>.

Disclosure as per Section 22 of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

Pursuant to the requirements of Section 22 of Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 read with Rules thereunder, the Company has not received any complaint of sexual harassment during the year under review. The Company has complied with the provisions relating to the constitution of the Internal Complaints Committee under the Act.

Complaints received, disposed and pending during the year:

Number of complaints filed during the financial year	Nil
Number of complaints disposed of during the financial year	Nil
Number of complaints pending as on end of the financial year	Nil

Corporate Social Responsibility:

The brief outline of the Corporate Social Responsibility (CSR) Policy of the Company and the initiatives undertaken by the Company on CSR activities during the year are set out in **Annexure-5** of this report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014. The policy is available on the website of the Company at <https://www.gayatri.co.in/pdf/CorporateSocialResponsibilityPolicy.pdf>.

Significant & Material Orders Passed by the Regulators:

There has been no significant and material order passed by the regulators or courts or tribunals impacting the going concern status and the Company's future operations. However, Members' attention is drawn to

the statement on contingent liabilities, commitments in the notes forming part of the Financial Statements.

Contracts or Arrangements with Related Parties:

During the year under review, all related party transactions entered into by the Company, were approved by the Audit Committee and were at arm's length and in the ordinary course of business. Prior omnibus approval is obtained for related party transactions which are of repetitive nature and entered in the ordinary course of business and on an arm's length basis. The Company did not have any contracts or arrangements with related parties in terms of Section 188(1) of the Act. Also, there were no material related party contracts entered into by the Company. Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Act in Form AOC-2 is not applicable to the Company for financial year 2021-22 and hence does not form part of this report.

Details of related party transactions entered into by the Company, in terms of Ind AS-24 have been disclosed in the notes to the standalone / consolidated financial statements forming part of this Annual Report.

In line with the requirements of the Act and the SEBI Listing Regulations, the Company has formulated a Policy on Related Party Transactions and the same can be accessed on the Company's website at <https://www.gayatri.co.in/pdf/Related%20Party%20Transaction%20Policy.pdf>.

Deposits:

Your Company has not accepted or renewed any deposit from public during the year under review. Further, no amount on account of principal or interest on deposit from public or interest on deposits from public was outstanding as on the date of the balance sheet.

Cost Audit:

In terms of Section 148 of the Act, the Company is required to maintain cost records and have audit of its cost records conducted by a Cost Accountant. Cost records are prepared and maintained by the Company as required under Section 148(1) of the Act.

M/s. N.S.V. KRISHNA RAO & Co. Cost Auditors were appointed as cost auditor to audit the cost records of the Company for the F.Y 2021-22 and re-appointed for the F.Y 2022-23 by the Board of Directors on the recommendations of the Audit Committee. They have

been conducting the Audit of the cost records of the Company for the past several years. In accordance with the provisions of Section 148(3) of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, as amended, the remuneration of ₹ 1.15 lakhs plus applicable taxes and reimbursement of out-of-pocket expenses payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board has to be ratified by the Members of the Company. Accordingly, a resolution to this effect forms part of the Notice convening the AGM.

Particulars of Employees:

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are annexed to this report as **Annexure-6**.

In terms of the provisions of Section 197(12) of the Act, read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of employees drawing remuneration in excess of the limits as set out in the said Rules forms part of this report.

Listing with Stock Exchanges:

The Company confirms that it has paid the Annual Listing Fees for the year 2022-2023 to National Stock Exchange of India Limited and BSE Limited where the Company's Shares are listed. Annual Custody / Issuer fee is being paid by the Company based on invoices received from the Depositories.

Corporate Governance and Shareholders Information:

Your Company has taken adequate steps to adhere to all the stipulations laid down in Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A report on Corporate Governance is included as a part of this Annual Report as **Annexure -7**. Certificate from the practicing Company Secretary confirming the compliance with the conditions of Corporate Governance as stipulated under aforesaid regulations is attached to Corporate Governance Report.

Business Responsibility Report

As per Regulation 34(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Business Responsibility Report covering the principle

wise performance of the Company on the nine principles as per National Voluntary Guidelines (NVGs) forms a part of the Annual report of the Company, annexed as **Annexure -8**.

Secretarial Standards

The company has in place proper systems to ensure compliance with the provisions of the applicable secretarial standards issued by The Institute of Company Secretaries of India and such systems are adequate and operating effectively.

Acknowledgement:

Your Directors would like to acknowledge and place on record their sincere appreciation to all stakeholders – clients, financial institutions, Banks, Central and State Governments, the Companies’ valued investors and all other business partners for their continued co-operation and excellent support received during the year.

Yours Directors recognize and appreciate the efforts and hard work of all the employees of the Company and their continued contribution to its progress.

For and on behalf of the Board

T. INDIRA REDDY

Chairperson

DIN: 00009906

T.V.SANDEEP KUMAR REDDY

Managing Director

DIN: 00005573

Place: Hyderabad.

Date: 30th May, 2022

P. SREEDHAR BABU

Chief Financial Officer

CHETAN KUMAR SHARMA

Company Secretary & Compliance Officer

ANNEXURE – 1

MANAGEMENT DISCUSSION AND FINANCIAL ANALYSIS

INFRASTRUCTURE SECTOR IN INDIA

India is expected to become the third-largest construction market globally by 2022. The private sector is emerging as a key player across various infrastructure segments, ranging from roads and communications to power and airports. The infrastructure sector has seen some major developments, investments and support from the government in the recent past.

In Union Budget 2022-23, the Union Government has given a massive push to the infrastructure sector by allocating ₹ 10 lakh crore to enhance the infrastructure sector. The government has allocated ₹ 134,015 crore to National Highways Authority of India (NHAI) and ₹ 60,000 crore to the Ministry of Road Transport and Highways. Therefore the future outlook of the infrastructure sector looks on track with pandemic easing out and Government spending is growing in infrastructure sector.

YOUR COMPANY

Gayatri Projects Ltd (GPL), founded in 1963, is one of the oldest & most experienced pure-play EPC companies within the Indian Infrastructure space. It has over five decades of experience in execution of major civil works and is diversified across geographies & infrastructure segments. The company has pan India operations within several infrastructure verticals like roads, irrigation works, water distribution works, mining works & industrial construction projects. Gayatri Projects works largely with State Government entities, NHAI, MORTH and other companies & mostly executing the EPC projects.

Due to changes in business conditions on account of the Covid-19 pandemic, there has been a delay in recovery of Trade Receivables, increase in materials cost and increase in cost of services, non-availability of adequate working capital to execute the contract works on hand, non-awarding of fresh contract works due to lenders reluctant to provide bank guarantee or other facilities, etc., have severely affected the business operations and billing cycle of the company. This has triggered default in repayment of dues to its lenders and devolvement of significant Non-Fund based facilities. In

view of this and most of the lenders have recalled their financial facilities extended to the company.

Your company has appointed a leading consultant as Corporate Debt Advisors for Debt Restructuring proposal / amicable debt settlement proposal in the best interest of the company and the lenders. Your company is also discussing with various financial investors to raise the equity to overcome the present crisis. The management is confident to resolve all these issues at the earliest in the best interest of the company's affairs, business operations, and lender's business interests.

OPERATIONAL & FINANCIAL REVIEW

Your Company, Gayatri Projects has achieved revenue of ₹ 3102.34 crores in FY2022 as against ₹ 3900.52 crores in the previous year on a standalone basis. However, the revenue from operations has declined by 20.46% in FY2022 when compared to the last year due to working capital stress on account of Covid pandemic, countrywide lockdown and delay in receivables from the State Government Departments.

Your Company has incurred losses of ₹ 788.37 crores before exceptional items/taxes for the current financial year as against profit of ₹ 51.22 crores in the previous year. The main reasons for incurring the losses are on account of increase in materials cost, increase in cost of overheads, non-availability of adequate working capital to execute the works on hand, non-awarding of fresh contract works due to lenders reluctant to provide bank guarantee etc., have severely affected the business operations of the company. As a result the Company has defaulted in repayment of dues to its lenders and devolvement of significant Non-Fund based facilities has happened and most of the lenders have recalled their financial facilities extended to the company. The loans and other facilities sanctioned to the company have been classified by the lenders as Non-Performing Assets (NPA).

During the current financial year, the National highways Authority of India (NHAI) has unilaterally and arbitrarily invoked the bank guarantees given in favour of it in respect of mobilization advances given by NHAI for

Varanasi road project. The NHAI has also charged huge interest on the mobilization advance which is contested by the company. In the similar manner, Ministry of Road Transport & Highways (MORTH) has charged interest on mobilization advance which was contested by the company. In order to follow prudence concept of accounting, the said interest amount of ₹ 140.51 crores, which was otherwise recoverable from the NHAI & MORTH has been charged to the profit & loss account as exceptional item in the current financial year. The management of the company, is confident to recover the interest charged by the above clients in future claims.

FUTURE PLANS

The company is focusing on the execution and completion of the current order book to improve the cash flows and to meet the expenses. Your Company is proposing for restructuring of the debt or any other

settlement with lenders to overcome the present financial crisis. The Company is also aiming to raise the equity to settle the lenders dues and infuse the working capital to complete on-going works. Your Company is also expediting the monetisation and realisation process of its arbitration claims and use the proceeds to de-leveraging of its balance sheet and to improve working capital margin.

RISKS & CONCERNS

Construction Industry faces risks such as increase in construction cost risk, delays in completion risks, quality and standard of the work risks. Further, Construction sector also faces operating risks includes increase in raw material cost risks, labour availability risks, changes in political and regulatory risks and capital cost risks etc. Most of the above risks are manageable and risks can be mitigated by close monitoring of the projects and better contract management.

Significant Changes in Key Financial Ratio

The following are significant changes in key financial ratios of FY 2021-22 as compared to previous year FY 2020-21 and reasons for such changes:

S.No	Ratio	FY 2021- 22	FY 2020-21	% of Change	Explanations for Significant Changes
1	Current Ratio	0.79	1.15	-31.25%	The Company has defaulted in repayment of dues to its lenders and devolvement of significant Non-Fund based facilities has happened and most of the lenders have recalled their financial facilities extended to the company. The loans and other facilities Therefore entire debt of the lenders is classified as current assets and hence the current ratio has been deteriorated in FY 2021-22.
2	Debt-Equity Ratio	36.58	1.98	1750.45%	During the current financial year 2021-22, the company has incurred loss of ₹ 92,629.16 Lakhs and there has been substantial erosion in the net worth of the company on account of huge losses incurred during the current financial year. Further the fund based limits of the company has increased substantially due to devolvement of Non-Fund based facilities. As a result of the erosion of net worth and increase in FB debt, the DE ratio has increased substantially during FY 2021-22.

S.No	Ratio	FY 2021- 22	FY 2020-21	% of Change	Explanations for Significant Changes
3	Debt Service Coverage Ratio	-0.19	0.23	-180.24%	Due to substantial losses incurred by the company and increase in fund based limits of the company during the current financial year due to devolvement of Non-Fund based facilities, the Debt Service Coverage Ratio deteriorated in FY 2021-22.
4	Return on Equity Ratio	-1218.60%	5.66%	-21648.11%	Due to substantial losses during the current financial year, the return on equity ratio has deteriorated.
5	Net profit ratio	-29.86	1.45	-2158.40%	The company has suffered losses are on account of increase in materials cost, increase in cost of overheads, non-availability of adequate working capital to execute the works on hand, non-awarding of fresh contract works due to lenders reluctant to provide bank guarantee etc.
6	Return on Capital employed	-0.17	0.13	-233.91%	Due to substantial losses during the current financial year, the return on equity ratio has deteriorated.

Equity Share Capital: There is no changes in the equity share capital of the company during the year under review.

Other Equity: In line with the Company's stated plan to concentrate on core business of construction and reduce the group debt, the company has sold the investment in the power company Sembcorp Energy India Limited (SEIL) for an amount of INR 406.77 Crores. Out of Sale Consideration of ₹ 406.77 Crores, an amount of ₹ 100.29 crores is repaid the margin advance along with interest to SEIL, cleared loan of INR 220 crores to ECL Finance Ltd sanctioned to subsidiary company, ₹ 6.00 Crores is utilised for redemption of Optionally Convertible Debentures issued by subsidiary company. The remaining amount of ₹ 90.37 Crores is to our company to clear the bank dues/working capital requirements. The above transaction result an exceptional loss of ₹ 445.34 Crores in the books of our company. The exceptional loss on account of sale of investment is onetime and mandatory adjustment as per Accounting Standards of ICAI, hence the same is provided.

As a part of consideration, the Purchaser (SEIL) will pay to the Seller (GEVPL) the "Earnout", if any, which will be calculated using the formulas as set out in the Share Purchase Agreement upon the occurrence of the "First Secondary Sale of Equity Shares" of the Company (SEIL) for Cash Consideration to any unrelated third

party. The prospect of getting the upside by GEVPL is high and the present loss can be set off from the gains of the above Earnout, if any.

The profits from the "Core Operations" of the Company (Construction) are positive and in line with the past and also in line with the peers.

HUMAN RESOURCES

The company's processes and systems are designed to empower employees and enable innovation within the workplace. Gayatri Projects is committed to providing an environment that encourages employees to perform to full potential and allows them to grow professionally as well as personally. The company continuously invests in the development of its human resources through measures aimed at talent acquisition, development, motivation and retention. As a supportive gesture, the company has also taken personal accident insurance for all its employees. As on March 31, 2022, the Company has 2390 employees.

INTERNAL CONTROL AND RISK MANAGEMENT SYSTEMS

The company has a well-defined and elaborate Risk Management procedure, which is based on three pillars: Business Risk Assessment, Operational Controls Assessment and Policy Compliance processes. The Risk Management Committee monitors the key risks in the

various business segments and evaluates strategies to mitigate these. It also reviews each tender carefully for any potential risks before the bidding process begins. The Company's internal control systems are commensurate with the nature of its business. They are tested periodically and certified by Statutory as well as Internal Auditors. The Audit Committee reviews the adequacy and effectiveness of our internal control environment and monitors the implementation of audit recommendations. The company has a qualified and independent audit committee, where majority of directors are independent.

ANNEXURE - 2

DIVIDEND DISTRIBUTION POLICY

This Policy will regulate the process of dividend declaration and its pay-out by Gayatri Projects Limited ("the Company") in accordance with the provisions of Companies Act, 2013 read with the applicable Rules framed there under, as may be in force for the time being ("Companies Act") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the amendments made thereto ["SEBI (LODR)"] and / or other applicable Legislations, Rules and Regulations as may be in force at the relevant time.

Objective

The objective of this policy is to ensure a regular dividend income for the shareholders and long term capital appreciation for all stakeholders of the Company. The Company would ensure to strike the right balance between the quantum of dividend paid and amount of profits retained in the business for various purposes. The Board of Directors will refer to the policy while declaring/recommending dividends on behalf of the Company. Through this policy, the Company would endeavor to maintain a consistent approach to dividend pay-out plans. The Company shall put in necessary efforts to ensure that apart from Dividend the other benefits such as Scrip Dividend (Bonus Issue) Buy Back of Shares, Stock Split etc., are extended to the shareholders subject to compliance of the applicable regulations both stipulated under the Companies Act, 2013, SEBI Regulations and other applicable enactments / regulations. The Company believes that it operates in an Industry/ Environment where Working Capital requirements are high.

Category of Dividends

The Companies Act provides for two forms of Dividend- Final & Interim. The Board of Directors shall have the power to recommend final dividend to the shareholders for their approval in the general meeting of the Company. The Board of Directors shall have the absolute power to declare interim dividend during the financial year, as and when they consider it fit. The Board may, at its sole discretion, declare / recommend a Special Dividend under certain circumstances such as

extraordinary profits from sale of any major asset(s) or any special occasion or significant event.

Factors to be considered while recommending / declaring Dividend

The decision regarding dividend pay-out is a crucial decision as it determines the amount of profit to be distributed among the shareholders and amount of profit to be retained in business. The Board of Directors will endeavour to take a decision with an objective to enhance shareholders wealth and market value of the shares. The Dividend pay-out decision of any company depends upon certain internal and external factors.

Internal Factors:-

The Board will take into account various internal factors while recommending / declaring Dividend, which inter alia will include

- i) Profits earned during the year;
- ii) Present & future Capital requirements of the existing businesses;
- iii) Expansion/ Modernization of existing businesses;
- iv) Additional investments in subsidiaries/associates of the Company;
- v) Fresh investments into external businesses;
- vi) Business Acquisitions (if any);
- vii) Any other factor as deemed fit by the Board.

External Factors:-

Apart from the various internal factors aforementioned the Board will take into account the various external factors while recommending / declaring dividend which inter alia include the following-

- State of Economy- in case of uncertain or recessionary economic and business conditions, Board will endeavour to retain larger part of profits to build up reserves to absorb future shocks.
- Capital Markets- when the markets are favourable, dividend pay-out can be liberal. However, in case of unfavourable market conditions, Board may

resort to a conservative dividend pay-out in order to conserve cash outflows.

- Statutory Restrictions- the Board will keep in mind the restrictions imposed under the applicable legislations and the covenants stipulated by Lenders, if any with regard to recommendation and /or declaration of dividend.

Dividend Range

The Company stands committed to deliver sustainable value to all its stakeholders. The Company will strive to distribute an optimal and appropriate level of the profits earned by it in its business and investing activity, with the shareholders, in the form of dividend. As explained in the earlier part of this Policy, determining the dividend pay-out is dependent upon several factors, both internal to a business and external to it. Taking into consideration the aforementioned factors,

the Board will endeavor to maintain a Dividend pay-out in the range of 15% to 30% of the profits after tax (PAT) on standalone financials. As mentioned above, for computing the PAT for purposes of determining the Dividend, the Board may at its discretion, subject to the provisions of the law, exclude any or all of (i) extraordinary charges (ii) exceptional charges (iii) one off charges on account of change in applicable law or rules or accounting policies or accounting standards (iv) provisions or write offs on account of impairment in investments (long term or short term) (v) non-cash charges pertaining to amortization or ESOP or resulting from change in accounting policies or accounting standards. Further, the Board may amend the pay-out range, whenever considered appropriate by it, keeping in mind the various factors having a bearing on the dividend payout decision.

ANNEXURE - 3

FORM AOC-1

(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/ associate companies/ joint ventures

Part A: Subsidiaries

₹ in Lakhs

S. No	Name of the Subsidiary	Date of the Subsidiary acquired	Reporting period of the Subsidiary	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Total Investment (Other than Subsidiary)	Turnover (including other income)	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	% of Shareholding
1.	Gayatri Energy Ventures Pvt Ltd	10.02.2009	31.03.2022	652.40	26034.32	43223.15	16536.42	31969.35	1.61	(1311.42)	-	(1311.42)	-	100%
2.	Bhandara Thermal Power Corporation Limited	25.03.2011	31.03.2022	498.33	(1164.53)	10172.01	10838.20	-	-	(2.48)	-	(2.48)	-	100%

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

S. No	Name of the Associate/ Joint Venture	Date of which Associate or Joint Venture Acquired	Latest Audited Balance Sheet date	Shares of the Associates / Joint Ventures held by the company on the year end (in lakhs)		Description of how there is significant influence	Reason why the Associate / Joint Venture is not consolidated	Net worth attributable to Shareholding as per latest audited Balance Sheet		
				No.	Amount of Investment in Associate/ Joint Venture			Extend of Holding %	Profit/ Loss for the year	Not Considered in Consolidation
A	Associate Companies									
1	Gayatri Highways Limited	31.03.2017	31.3.2022	624.00	1248.00	26	Associate Company	4292.82	-	-
B	Joint Ventures									
1.	Gayatri- RNS Joint Venture	07.04.2007	31.3.2022	-	-	60	Joint Venture	-	-	-
2.	IJM Gayatri Joint Venture	21.12.1998	31.3.2022	-	-	40	Joint Venture	-	-	-
3.	Gayatri-GDC Joint Venture	17.09.2004	31.3.2022	-	-	70	Joint Venture	-	-	-
4.	Gayatri-BCBPPL Joint Venture	19.01.2008	31.3.2022	-	-	60	Joint Venture	-	-	-
5.	Jaiprakash Gayatri Joint Venture	19.10.2004	31.3.2022	-	-	49	Joint Venture	5.54	-	-
6.	Gayatri ECI Joint Venture	18.08.2005	31.3.2022	-	-	50	Joint Venture	69.80	-	-
7.	Maytas-Gayatri Joint Venture	17.06.2010	31.3.2022	-	-	37	Joint Venture	-	-	-
8.	Gayatri – Ratna Joint Venture	28.08.2008	31.3.2022	-	-	80	Joint Venture	-	-	-

S. No	Name of the Associate/ Joint Venture	Date of which Associate or Joint Venture Acquired	Latest Audited Balance Sheet date	Shares of the Associates / Joint Ventures held by the company on the year end (in lakhs)			Description of how there is significant influence	Reason why the Associate / Joint Venture is not consolidated	Net worth attributable to Shareholding as per latest audited Balance Sheet	Profit/ Loss for the year	
				No.	Amount of Investment in Associate/ Joint Venture	Extend of Holding %				Considered in Consolidation	Not Considered in Consolidation
9.	Meil- Gayatri –ZVS-ITT Consortium	28.01.2009	31.3.2022	-	-	48.44	Joint Venture	Considered for consolidation	-	-	-
10.	Gayatri- JMC Joint venture	08.12.2008	31.3.2022	-	-	75	Joint Venture	Considered for consolidation	-	-	-
11.	Viswanath-Gayatri Joint Venture	29.09.2010	31.3.2022	-	-	50	Joint Venture	Considered for consolidation	-	-	-
12.	GPL–RKT CPL Joint Venture	27.06.2013	31.3.2022	-	-	51	Joint Venture	Considered for consolidation	-	-	-
13.	Gayatri-SPL Joint Venture	10.04.2013	31.3.2022	-	-	51	Joint Venture	Considered for consolidation	-	-	-
14.	Vishwa – Gayatri Joint Venture	29.07.2015	31.3.2022	-	-	49	Joint Venture	Considered for consolidation	-	-	-
15.	Gayatri-RNS-SIPL Joint Venture	29.11.2016	31.3.2022	-	-	70	Joint Venture	Considered for consolidation	-	-	-
16.	SOJITZ-LNT-GAYATRI Joint Venture	21.08.2015	31.3.2022	-	-	8.97	Joint Venture	Considered for consolidation	-	-	-
17.	Gayatri PTPS Joint Venture	17.05.2016	31.3.2022	-	-	70	Joint Venture	Considered for consolidation	-	-	-
18.	Gayatri KMB Joint Venture	21.08.2017	31.3.2022	-	-	70	Joint Venture	Considered for consolidation	-	-	-
19.	Gayatri - Ojsc Sibmost Joint Venture	18.04.2018	31.3.2022	-	-	74	Joint Venture	Considered for consolidation	-	-	-
20.	Gayatri Projects Limited-Crescent EPC Projects&Tech Services Limited (JV)	02.01.2018	31.3.2022	-	-	74	Joint Venture	Considered for consolidation	-	-	-
21.	Gayatri -Ramky Joint Venture	13.07.2020	31.3.2022	-	-	80	Joint Venture	Considered for consolidation	-	-	-
22.	GPL -SPML Joint Venture	14.05.2020	31.3.2022	-	-	80	Joint Venture	Considered for consolidation	-	-	-
23	HES Gayatri NCC Joint Venture		31.03.2021	-	-	29	Joint Venture	Considered for consolidation	-	-	-

No Companies has become/ceased to be subsidiaries, joint ventures and associates during the year.

For and on behalf of the Board

T. INDIRA REDDY
Chairperson
DIN: 00009906

T.V.SANDEEP KUMAR REDDY
Managing Director
DIN: 00005573

Place: Hyderabad.
Date: 30th May, 2022

CHETAN KUMAR SHARMA
Company Secretary & Compliance Officer

ANNEXURE - 4

FORM NO- MR-3

Secretarial Audit Report

For The Financial Year Ended 31st March, 2022

[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 PROJECTS LIMITED
Hyderabad, Telangana State.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. GAYATRI PROJECTS LIMITED (CIN: L99999TG1989PLC057289)** (hereinafter 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 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 **31st March, 2022** ('Audit Period') 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 PROJECTS LIMITED** for the period ended on **31st March, 2022** according to the provisions of:

- i. The Companies Act, 2013 (**the Act**) and the Rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. 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;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company:-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015 (Applicable w.e.f 15th May, 2015);
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28th October, 2014 (Not Applicable during the audit period);
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**Not Applicable during the audit period**);
 - f. 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;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations 2009 (**Not Applicable during the audit period**) and;

- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations 2018 **(Not Applicable during the audit period);**

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

- i) Secretarial Standards issued by The Institute of Company Secretaries of India as notified from time to time.
 ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Sr No.	Compliance Requirement	Deviation(s)	Observation(s)/Comments
1.	First proviso to Regulation 17(1) (a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to the Composition of Board of Directors – Appointment of Woman W.e.f January 01, 2022, as per Regulation 25(6) of SEBI (LODR) Regulations, 2015, an independent director who resigns or is removed from the Board of Directors of the listed entity shall be replaced by a new independent director by the listed entity at the earliest but not later than three months from the date of such vacancy.	After the resignation of Mrs. N Ramadevi – Woman Independent Director, from the Board of the Company w.e.f close of working hours on October 04, 2021, the Company has appointed Mrs. Pamula Latha as Woman Independent Director on the Board w.e.f March 15, 2022 with a delay of 70 days.	NSE India Limited and BSE Limited levied a fine of ₹ 4,13,000/- each for the quarter ended March 31,2022. NSE India Limited and BSE Limited also directed to place the matter before the promoters and also to place the non-compliance and action taken by exchange before the Board in its next Board Meeting and comments made by the Board shall be duly informed to the Exchange for dissemination. The Company has rectified the noncompliance by appointing Woman Independent Director on the Board w.e.f March 15, 2022 and has paid the fine amount of INR 4,13,000/- each to NSE and BSE and has placed the matter before the Board for comments and necessary dissemination to exchanges.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors except for a short period where Woman Independent director was appointed with a delay of 70 days as per SEBI (LODR) Regulations, 2015 as detailed above. There were changes in the composition of the Board of Directors during the year under review as follows:

- Mr. Man Mohan Gupta (DIN: 09181309) was appointed as Nominee Director on the Board w.e.f June 15, 2021.
- Mrs. N Ramadevi (DIN: 08699570) and Mr. K V Ramanachary (DIN: 08658826) resigned from the Board as Independent Directors w.e.f close of working hours on October 04, 2021 and November 13, 2021 respectively.
- Mr. Srihari Vennelaganti (DIN: 01829513) and Mrs. Pamula Latha (DIN: 08358726) were appointed as Independent Directors on the Board w.e.f February 14, 2022 and March 15, 2022, respectively.

Adequate notice was given to all Directors at least seven days in advance to schedule the Board Meetings. Agenda and detailed notes on agenda was sent in advance except when board meetings were called by giving less than seven days notice in accordance with the provisions of section 173 of the act 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 and are recorded in the minutes of the meeting of the Board of Directors or Committee of the Board as the case may be and majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

I further report that as far as possible, 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.

Y. KOTESWARA RAO

ACS No. 3785

Place: Hyderabad

C.P. No.: 7427

Date : 30th May, 2022

UDIN: A003785D000431960

Note: This report is to be read with my 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 PROJECTS LIMITED

Hyderabad, Telangana State.

My 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. 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 that, I have followed has provided 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 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. 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.

Y. KOTESWARA RAO

ACS No. 3785

Place: Hyderabad

C.P. No.: 7427

Date : 30th May, 2022

UDIN: A003785D000431960

ANNEXURE - 5

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES

[Pursuant to Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014]

1. Brief outline on CSR Policy of the Company

Our CSR initiatives are guided by our CSR Policy ('Policy'). Our CSR activities focus on hunger, poverty, education, gender equality, environmental sustainability, rural development projects, ecological balance and are in alignment with our CSR Policy.

2. Composition of Corporate Social Responsibility (CSR) Committee:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings held during the year	Number of meetings attended during the year
1.	Mrs. T. Indira Reddy	Chairperson (Non Executive Director)	1	1
2.	Mr. T V Sandeep Kumar Reddy	Member (Managing Director)	1	1
3.	Mr. Harivital Rao Chintalapati	Member (Independent Director)	1	1

3. The web-link where Composition of CSR Committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company are provided below:

The composition of the CSR Committee	https://www.gayatri.co.in/compositionofcommittees.html
CSR Policy	https://www.gayatri.co.in/pdf/CorporateSocialResponsibilityPolicy.pdf
CSR Projects as approved by the Board	NIL

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, if applicable: Not Applicable

5. Details of the amount available for set-off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set-off for the financial year, if any:

Sl. No.	Financial	Amount available for set-off from preceding for the financial years (in ₹)	Amount required to be set-off financial year, if any
6.	Average net profit of the Company as per Section 135(5) of the Companies Act, 2013:	Not Applicable	-3443.47 Lakhs
7.	(a) Two percent of average net profit of the Company as per Section 135(5) of the Companies Act, 2013:		-68.87 lakhs
	(b) Surplus arising out of the CSR projects or programmes 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 (7a+7b-7c+7d):		Nil

8.(a) CSR amount spent or unspent for the financial year:

Amount Unspent (in ₹ Lakhs)

Total Amount Spent for the financial year (in ₹ lakhs)	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	Nil	NA	NA	Nil	NA

- (b) Details of CSR amount spent against ongoing projects for the financial year: NIL
- (c) Details of CSR amount spent against other than ongoing projects for the financial year: NIL
- (d) Amount spent in Administrative Overheads: NIL
- (e) Amount spent on Impact Assessment, if applicable: NIL
- (f) Total amount spent for the Financial Year (8b+8c+8d+8e): NIL
- (g) Excess amount for set off, if any: NIL
- 9.(a) Details of Unspent CSR amount for the preceding three financial years: **Not Applicable**
- (b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): **Not Applicable**
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: **NIL**
- (a) Date of creation or acquisition of the capital asset(s): **Not Applicable**
- (b) Amount of CSR spent for creation or acquisition of capital asset: **Not Applicable**
- (c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.: **Not Applicable**
- (d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset): **Not Applicable**

Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): Not Applicable

Place: Hyderabad
Date: 30th May, 2022

T. INDIRA REDDY
Chairperson CSR Committee
DIN: 00009906

T.V.SANDEEP KUMAR REDDY
Managing Director
DIN:00005573

ANNEXURE - 6

Report on remuneration to Directors and Employees in terms of Rule 5(1) of the Companies (Appointment and Remuneration Rules) 2014.

A. Ratio of the remuneration of each Director to the median remuneration of all the employees of the Company and % increase in remuneration of Director/KMP of the Company for the Financial Year:

Name of Director	Remuneration/ Sitting fees for FY 2021-22 (₹ In lakhs)	% increase in remuneration	Ratio of remuneration to median remuneration of all employees ¹
Non-Executive Director			
Mrs. T. Indira Reddy	0.40	-	-
Mr. Man Mohan Gupta	NIL	-	-
Independent Director			
Mr. Ch. Harivithal Rao	4.30	-	-
Mr. G. Sreeramakrishna	4.30	-	-
Mrs. N Ramadevi*	NIL	-	-
Mr. K V Ramana Chary [§]	0.90	-	-
Mrs. Pamula Latha [®]	0.30		
Mr. Srihari Vennelaganti [^]	0.60		
Executive Director/KMP			
Mr. T V Sandeep Kumar Reddy	528.00	0	207.44
Mr. J Brij Mohan Reddy	0.00	0	0
Mr. P Sreedhar Babu	60.88	10.4%	23.96
Mr. Chetan Kumar Sharma	16.80	41.47%	6.53

Note: Non-Executive directors are only paid sitting fees, hence ratio and percentage increase in remuneration is not considered. The ratio of remuneration to median remuneration is based on remuneration paid during the period April 1, 2021 to March 31, 2022.

*Resigned w.e.f close of working hours on October 04, 2021

§Resigned w.e.f November 13, 2021

®Appointed w.e.f March 15, 2022

^ Appointed w.e.f February 14, 2022

- B. The percentage increase in the median remuneration of employees in the financial year: 10.30%
- C. The number of permanent employees on the rolls of company: 2390 Employees
- D. During the year, the average percentage increase in salary of the Company's employees, excluding the Key Managerial Personnel ('KMP') was 11.86%
- E. Affirmation that the remuneration is as per the remuneration policy of the company.- Yes

Part B: Statement of Disclosure Pursuant to Section 197 of Companies Act, 2013.

[Read with Rules 5(2) and 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

A Names of Top 10 employees in terms of remuneration drawn during the Financial Year 2021-22:

S. No.	Name of the employee	Designation of the employee	Remuneration received (Rs. In Lakhs)	Nature of employment, whether contractual or otherwise	Qualifications and experience of the employee	Date of commencement of employment	Age of employee	The percentage of equity shares held by the employee in the company	Relative to any director or manager of the company	Last Employment held
1.	T.V. Sandeep Kumar Reddy	Managing Director	528.00	Whole time	Masters Degree in Construction Engineering and Management from University of Michigan at Ann Arbor, USA and also holds a Bachelor Degree in Civil Engineering from Purdue University and having 31 years of experience in the construction industry	04.11.2005	54 years	13.86	Son in Law of J. Brij Mohan Reddy, Executive Vice-Chairman	N.A
2.	Sudhakar Lolla*	Vice President	57.19	Whole time	Post Graduate in Mining from India School Of Mines, Dhanbad, responsible for overall Mining Division Business operations, working on most advanced and modernized techniques (longwall technologies)	23.09.2015	53 Years	--	No	Coastal Projects Limited
3.	Tikkavarapu Rajiv Reddy*	Vice President	66.73	Whole time	Graduated in Industrial Engineering from University of Illionis, USA	01.07.2014	32 Years	0.28	Son of T.V.Sandeep Kumar Reddy, Managing Director	N.A

S. No.	Name of the employee	Designation of the employee	Remuneration received (Rs. in Lakhs)	Nature of employment, whether contractual or otherwise	Qualifications and experience of the employee	Date of commencement of employment	Age of employee	The percentage of equity shares held by the employee in the company	Relative to any director or manager of the company	Last Employment held
4.	K. Sesha Reddy	Sr. Vice President	124.81	Whole time	Post Graduate from Birla Institute of Technology & Science and comes with 32+ yrs of Industrial expertise, responsible for overall Project Management, Cost Control and compliance management of Transportation projects.	02.05.2016	61 Years	--	No	L&T Constructions Limited
5.	Ch. V. Rama Krishna Rao	Sr. Vice President	73.50	Whole time	Post Graduate from Birla Institute of Technology & Science and comes with 20+ yrs of Industrial expertise,	01.04.2018	58 years	--	No	NHAI
6	P. Sreedhar Babu	C F O	60.88	Whole time	Member of Institute of Chartered Accountants of India and comes with 30+ yrs of experience in Corporate Business Finance in Infrastructure Industry.	01.01.1995	62 Years	--	No	N.A
7	G Venkateswar Rao	Sr. Vice President	56.86	Whole time	BTech degree in Civil Engineering. He is responsible for overall Operations of Irrigation Division	06.03.2009	57 years	--	No	State Irrigation Project Department
8	Mummana Viswa Suresh	Sr.Vice President	90.00	Whole time	Btech degree in Civil Engineering and comes with 20 + yrs in Major Highway and construction design	07.03.2005	52 Years	--	No	N.A

S. No.	Name of the employee	Designation of the employee	Remuneration received (Rs. in Lakhs)	Nature of employment, whether contractual or otherwise	Qualifications and experience of the employee	Date of commencement of employment	Age of employee	The percentage of equity shares held by the employee in the company	Relative to any director or manager of the company	Last Employment held
9	KBRC Murthy	Sr.Vice President	63.39	Whole time	Post Graduation in HR & LLB comes with 20 + Yrs. Experience in Human Resources Transformation strategy, culture and capability building, Employee Engagement, Performance Management, Compensation and Benefits, setting up people best practices, Compliance Management Mergers & Acquisition, Industrial Relations etc.	07.09.2017	49 Years	--	No	SGD Pharma India Pvt Limited
10	G.D. Narayana Rao	Vice President	66.09	Whole Time	BTech degree in Civil Engineering. and comes with 30 + yrs in Major Highway, Irrigation and Industrial Works .	28.10.1988	52 yrs	-	NO	N.A

B. Names of employees (apart from Key Managerial Personnel) who are in receipt of aggregate remuneration not less than rupees one crore and two lakh during the Financial Year 2021-22:

S. No.	Name of the employee	Designation of the employee	Remuneration received (₹ In Lakhs)	Nature of employment, whether contractual or otherwise	Qualifications and experience of the employee	Date of commencement of employment	Age of employee	The percentage of equity shares held by the employee in the company	Relative to any director or manager of the company
1	K. S esha Reddy	Sr. Vice President	124.81	Whole time	Post Graduate from Birla Institute of Technology & Science and comes with 32+ yrs of Industrial expertise, responsible for overall Project Management, Cost Control and compliance management of Transportation projects.	02.05.2016	61 Years	--	No
2.	S u d h a k a r Lolla*	Vice President	5719	Whole time	Post Graduate in Mining from India School Of Mines, Dhanbad, responsible for overall Mining Division Business operations, working on most advanced and modernized techniques (longwall technologies)	23.09.2015	53 Years	--	No
3.	Rajiv Reddy Trikkavarapu*	Vice resident	66.73	Whole time	Graduated in Industrial Engineering from University of Illinois, USA	01.07.2014	32 years	0.28	Yes. Son of Mr. T V Sandeep Kumar Reddy, Managing Director

*Indicates employed for the part of the year

ANNEXURE - 7

CORPORATE GOVERNANCE REPORT

(As required by Regulation 34 read with schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

A. MANDATORY REQUIREMENTS

I. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Fruitful Corporate Governance practices build an organisation that thrives for generations. Company's philosophy on corporate governance encompasses not only regulatory and legal requirements, such as the terms of listing agreements with stock exchanges, but also several voluntary practices aimed at a high level of business ethics, best business practices, building effective business strategies and supervision and enhancement of value for all ever increasing and more involved stakeholders. Since its incorporation, Gayatri Projects Limited is committed to doing business in a manner which is beneficial for all stakeholders yet ethical. Corporate governance at Gayatri Projects is now a well informed and responsible practice. Organisation wide, all the leaders and stakeholders have inculcated a feeling of effective practice of corporate governance which has gone beyond compliance and involves a company-wide commitment. This perspective has become an integral part of our way of doing business which commits fairness, transparency and integrity of the management. Good corporate governance provides an appropriate framework for the Board, its committees and the executive management to carry out the purposes that are in the best interest of the Company and the Stakeholders.

Company has adopted Code of Conduct which articulates the values, ethics and business principles and serves as a guide to the Company, its directors and employees supplemented with an appropriate mechanism to report any concern pertaining to non-adherence to the said Code. The Company is in full compliance with the requirements of Corporate Governance under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Gayatri Projects responsibility as an organisation towards its ultimate stakeholders is reflected in the Company's code of conduct. The company's core philosophy on the code of corporate governance ensures the following:

- Sustainable yet ethical and transparent business practices.
- Accountability for performance of the organisation.
- Compliance of applicable statute in law as well in spirit
- Transparent and timely dissemination of financial and management information.
- Evaluation performance of board and taking follow up action on decisions. Balanced Board with a mix of high bar in parameters like qualifications, experience and commitment.

The Company is in compliance with the requirements stipulated under Regulations 17 to 27 read with Schedule V and clauses (b) to (i) of Regulation 46(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as applicable, with regard to corporate governance.

GPL Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

In accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ('SEBI Insider Trading Regulations'), as amended from time to time, the Board of Directors of the Company has adopted the GPL Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

Mr. Chetan Kumar Sharma, Company Secretary & Compliance Officer of the Company is the 'Compliance Officer' in terms of this Code.

II. BOARD OF DIRECTORS

The Board of Directors serves as the anchor for best corporate governance practices and oversees the management so that interests of all the stakeholders are protected. The Board is well informed and ensures that highest level of corporate governance is followed. Detailed profile of our directors is available on our website <https://www.gayatri.co.in/board-of-directors.html>. The composition of the Board is in conformity with Regulation 17 of the SEBI Listing Regulations read with Section 149 of the Act. As on date of this report, none of our Directors serve as Director in more than ten public companies or as IDs in more than seven listed companies and none of the EDs serve as IDs on any listed company. Further, none of our IDs serve as Non-Independent Director of any company on the board of which any of our Non-Independent Director is an ID. In terms of Regulation 25(8) of the SEBI Listing Regulations, Independent Directors have confirmed that they are not aware of any circumstance or situation which exists or may reasonably be anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence and fulfil the conditions specified under as mentioned under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations read with schedule V Para C (1)(i) and that they are independent of the management. Further, the IDs have in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014, confirmed that they have enrolled themselves in the Independent Directors' Databank maintained with the Indian Institute of Corporate Affairs in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014.

The Company has issued formal letters of appointment to the IDs. As required under Regulation 46 of the SEBI Listing Regulations, as amended, the terms and conditions of appointment of IDs including their role, responsibility and duties are available on our website at https://www.gayatri.co.in/pdf/T&C_of_Appointment_of_Ind_Dir.pdf.

During the Financial Year 2021-22, none of our Directors acted as Member in more than 10 committees or as Chairperson in more than 5 committees across all listed entities where they serve as a Director. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2022 have been made by the Directors. For the purpose of determination of limit of the Board Committees, chairpersonship and membership of the Audit Committee and Stakeholders' Relationship Committee has been considered as per Regulation 26(1)(b) of SEBI Listing Regulations.

COMPOSITION

As on 31st March, 2022, the Board comprised of eight directors. Two Executive Directors, one Non-executive Director, one Nominee Director and Four Independent Directors including one woman Independent Director. The Company immensely benefits from the professional expertise of the independent Directors. The Board has an adequate combination of Executive, Non-Executive and Independent Directors.

The Composition of the Board, the number of Directorships and Committee Memberships held by them in other companies and the attendance of Directors at Board Meetings and at the Annual General Meeting (AGM) held during the year under review is given below. Other Directorships do not include alternate Directorships and of Companies incorporated outside India.

Table A: Composition of the Board and Directorships held as on March 31, 2022

Name of the Director	No. of directorship in other Indian Public Companies (*)		No. of Board Committee positions in other Indian Public Companies (\$)		Directorship in other listed entity (Category of Directorship)
	Chairperson	Member	Chairperson	Member	
Non-Executive, Non-Independent Directors					
Mrs. T. Indira Reddy (Chairperson and promoter) (DIN: 00009906)	1	4	-	1	a) Gayatri Sugars Limited (Non Executive Non Independent Director - Chairman)
Nominee director					
Mr. Man Mohan Gupta @ (DIN: 09181309)	-	-	-	-	-
Executive Directors					
Mr. T V Sandeep Kumar Reddy (Managing Director) (DIN: 00005573)	1	7	1	6	a) Gayatri Sugars Limited (Non Executive Non Independent Director) b) Gayatri Bioorganics Limited (Non Executive Non Independent Director - Chairman)
Mr. J. Brij Mohan Reddy (Whole Time Director) (DIN: 00012927)	-	3	-	3	-
Independent Directors					
Mr. G. Sree Ramakrishna (DIN: 06921031)	-	4	1	4	a) Ravileela Granites Limited (Non Executive Independent Director) b) Alufluoride Ltd (Non Executive Independent Director) c) Everest Organics Limited (Non Executive Independent Director)
Mr. Harivithal Rao Chintalapati (DIN: 00012970)	-	8	1	6	-
Mrs. Pamula Latha (DIN: 08358726)	-	1	-	-	-
Mr. Srihari Vennelaganti (DIN: 01829513)	-	-	-	-	-

Notes:

@ Mr. Man Mohan Gupta, Nominee Director on behalf of Bank of Baroda (Lead banker of the Consortium for lenders) was appointed on the Board of the Company w.e.f June 15, 2021 as per the master restructuring agreement signed with the consortium as amended from time to time.

* Directorships in other Indian Public Companies (listed and unlisted) excludes Gayatri Projects Limited, foreign companies and Section 8 companies.

\$ In terms of Regulation 26(1)(b) of the SEBI Listing Regulations, the disclosure includes chairmanship/membership of the Audit Committee and Stakeholders' Relationship Committee in other Indian Public companies (listed and unlisted) excluding Gayatri Projects Limited. Further, membership includes position as Chairperson of committees.

Table B: Attendance details of Directors for the year ended March 31, 2022 are given below:

Name of the Director	Category*	No. of Meetings held during tenure	No. of Meetings attended
Mrs. T Indira Reddy	NED	9	1
Mr. T V Sandeep Kumar Reddy	ED	9	9
Mr. J Brij Mohan Reddy	ED	9	4
Mr. Harivithal Rao Chintalapati	ID	9	9
Mr. K V Ramana Chary ¹	ID	6	3
Mr. G Sreeramakrishna	ID	9	9
Mrs. N Ramadevi ²	ID	5	0
Mr. Man Mohan Gupta ³	ND	7	6
Mr. Srihari Vennelaganti ⁴	ID	2	2
Mrs. P Pamula Latha ⁵	ID	1	1

*NED- Non Executive & Non Independent Director, ED- Executive Director, ID- Non Executive & Independent Director, ND – Nominee Director

Notes:

1. Mr. K V Ramanachary resigned from the Company w.e.f November 13, 2021
2. Mrs. N Ramadevi resigned from the Company w.e.f October 04, 2021
3. Mr. Man Mohan Gupta was appointed as Nominee Director w.e.f June 15, 2021
4. Mr. Srihari Vennelaganti was appointed as Non Executive Independent Director w.e.f February 14, 2022
5. Mrs. Pamula Latha was appointed as Non Executive Woman Independent Director w.e.f March 15, 2022

During the financial year 2021 – 22, Smt. Nanduri Ramadevi (DIN: 08699570) has resigned from the position of Woman Independent Director on the Board of the Company w.e.f close of working hours on October 04, 2021 due to health issues caused by an accident and Shri. K V Ramanachary (DIN: 08658826) has resigned from the position of Independent Director on the Board of the Company w.e.f November 13, 2021 due to health issues.

Both the directors had confirmed in their resignation letters that there are no other material reasons for their resignation other than those provided.

Table C: Key information pertaining to Directors as on 31st March, 2022

Category	Mrs. T. Indira Reddy	Mr. T. V. Sandeep Kumar Reddy	Mr. J. Brij Mohan Reddy	Mr. G. Sree Rama Krishna	Mr. Srihari Vennelaganti	Mr. Harivithal Rao Chintalapati	Mrs. Pamula Latha	Mr. Man Mohan Gupta
	Chairperson Promoter Director	Managing Director	Executive Director	Independent Non-Executive Director	Independent Non-Executive Director	Independent Non-Executive Director	Independent Non-Executive Director	Non-Executive Director (Nominee Director)
Date of appointment	08.03.1996	15.09.1989	30.03.1994	04.01.2020	14.02.2022	04.11.2005	15.03.2022	15.06.2021
Attendance at the last AGM held on September 24, 2021	No	Yes	No	Yes	NA	Yes	NA	No
No. of Shares Held as on 31/03/2022	50792213	25943494	2250	-	-	50	-	-
Inter-se relationship	Mother of Mr. T. V. Sandeep Kumar Reddy	Son of Mrs. T. Indira Reddy & Son in law of Mr. J Brij Mohan Reddy	Father in law of Mr. T. V. Sandeep Kumar Reddy	-	-	-	-	-

- **All new directors appointed on the Board are given a formal orientation about the management, operations and group structure. Formal familiarisation programmes are also conducted. Details of the familiarization programmes imparted to Independent Directors are disclosed in the company's website:** https://www.gayatri.co.in/pdf/Familirisation_Programmes_for_Independent_Directors.pdf
- **The Board has identified the following skills/expertise/ competencies fundamental for the effective functioning of the Company which are currently available with the Board:**

Table D: Director Skills, expertise, competencies and attributes desirable in Company's business and sector in which it functions

	Areas of Skills/Expertise/Competence							Government/Regulatory Affairs
	Leadership	Strategy	Operations	Technology	Finance	Governance		
Mrs. T. Indira Reddy	*	*	*	*	-	*	*	
Mr. T.V. Sandeep Kumar Reddy	*	*	*	*	*	*	*	
Mr. J. Brij Mohan Reddy	*	*	*	*	-	*	*	
Mr. G. Sree Ramakrishna	*	*	*	-	*	*	*	
Mr. Srihari Vennelaganti	*	*	*	*	*	*	*	
Mr. Harivithal Rao Chintalapati	*	*	-	-	*	*	*	
Mrs. Pamula Latha	*	-	-	*	-	*	*	
Mr. Man Mohan Gupta	*	*	-	*	*	*	*	

BOARD MEETINGS

Our Secretarial Department in consultation with the Key Managerial Personnels, Executive Directors and with Board of Directors decides the dates on Board Meetings, the schedule of Board Meeting and Board Committee Meetings are communicated in advance to all the Directors to enable them to schedule their meetings.

Nine Board Meetings were held during the year under review. The meetings were held on June 05, 2021, June 14, 2021, August 05, 2021, August 13, 2021, September 22, 2021, October 23, 2021, November 13, 2021, February 14, 2022 and March 15, 2022. The necessary quorum was present for all the meetings.

The Company Secretary prepares the Agenda and Explanatory notes, in consultation with the Chairman and Managing Director for each meeting and circulates the same in advance to the Directors. A tentative annual calendar for the meetings of the Board and Audit Committee to be held in each quarter has been circulated to facilitate and assist the Directors to plan their schedules for the meetings for meaningful, informed and focused decisions. Every Director is free to suggest the inclusion of items on the agenda. The Board meets at least once in every quarter to review the quarterly results and other items on the agenda. The Board is given presentation covering industry environment, project implementation, project financing and operations of the Company. Additional meetings are held, when necessary. The draft minutes of the proceedings of the Board of Directors are circulated in advance and the comments, if any, received from the Directors are incorporated in the minutes in consultation with the Chairman. Senior executives are invited to provide additional inputs at the Board Meeting for the items being discussed by the Board of Directors, as and when necessary.

The Company has an effective post meetings follow up, review and reporting process mechanism for the decisions taken by the Board/Committees. Action taken report on decisions of the previous meeting(s) is placed at the immediately succeeding meeting of the Board/Committee for noting by the members.

The Company Secretary while preparing the agenda notes, minutes etc., of the meeting is responsible for and is required to ensure adherence to all applicable laws, rules, regulations including the Companies Act, 2013 read with rules made there under.

Information of Directors to be appointed and the Directors seeking re-appointment at the forthcoming Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in accordance with provisions of Companies Act, 2013 and Secretarial Standards, as on the date of Notice

Name of the Director	Mr. J. Brij Mohan Reddy
Name of the Director	J Brij Mohan Reddy
Director Identification No	00012927
Date of Birth	20.08.1941
Qualifications	Engineering Graduate from Berkley University U.S.A.
Date of appointment	30.03.1994
Occupation	Industrialist
Relationship between directors inter-se	Father in law of Mr. T.V. Sandeep Kumar Reddy
Nature of expertise in specific functional area	59 years of experience in the Heavy engineering and Construction industry
Terms and Conditions of Re-appointment	In terms of Section 152(6) of the Companies Act, 2013, Mr. J Brij Mohan Reddy is liable to retire by rotation.
Number of meeting attended during the financial year 2021-22	4 out of 9 meetings
Last drawn remuneration	NIL. Mr. J Brij Mohan Reddy had decided not to draw any remuneration for the FY 2021-22 considering the financial position of the Company.

Name of the Director	Mr. J. Brij Mohan Reddy
Directorship in other Entities	Indore Dewas Tollways Limited Gayatri Lalitpur Roadways Limited Gayatri Jhansi Roadways Limited
Shareholding in the Company	2250 Equity Shares
Membership In Committees Of Other Entities	Member of the Audit Committee of Gayatri Lalitpur Roadways Limited, Gayatri Jhansi Roadways Limited and Indore Dewas Tollways Limited.
Chairmanship In Committees Of Other Entities	NIL

III. AUDIT COMMITTEE

The Audit Committee of the Company is constituted in line with the Regulations 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013.

Powers of Audit Committee:

The Audit Committee shall have powers, which includes the following:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

Role of Audit Committee:

The role of the Audit Committee includes the following:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:

- a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013.
 - b. Changes, if any, in accounting policies and practices and reasons for the same.
 - c. Major accounting entries involving estimates based on the exercise of judgment by Management.
 - d. Significant adjustments made in the financial statements arising out of audit findings.
 - e. Compliance with listing and other legal requirements relating to financial statements.
 - f. Disclosure of any related party transactions.
 - g. Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
 6. Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
 7. Review and monitor the auditor's independence and performance, and effectiveness of audit process.

8. Approval or any subsequent modification of transactions of the company with related parties.
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
 - a. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
15. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
16. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
17. To review the functioning of the Whistle Blower mechanism;
18. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;

19. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee. **Review of information by Audit Committee**

The Audit Committee shall mandatorily review the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the Audit Committee), 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; and
5. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

The Composition of the Audit Committee:

Name of the Member	Designation
Mr. Harivithal Rao Chintalpati	Chairman – Non Executive Independent Director
Mr.T. V. Sandeep Kumar Reddy	Member - Managing Director
Mr. G. Sreeramakrishna	Member - Non Executive Independent Director
Mrs. Nanduri Rama Devi	Member - Non Executive Independent Director (Ceased to be a member w.e.f close of working hours on October 04, 2021)

a) Meetings and Attendance:

Seven Audit Committee Meetings were held during the year. The dates on which the said meetings were held are as follows: June 05, 2021, June 14, 2021, August 05, 2021, August 13, 2021, September 22, 2021, November 13, 2021 and February 14, 2022.

Table: E The composition of the Committee and the attendance details of the Members for the year ended March 31, 2022 are given below:

Name of the Member	No. of Meetings held during tenure	No. of Meetings Attended
Mr. Harivithal Rao Chintalpat – Chairman	7	7
Mr. T. V. Sandeep Kumar Reddy - Member	7	7
Mr. G. Sreeramakrishna - Member	7	7
Mrs. N Ramadevi – Member*	5	0

* Ceased to be a member w.e.f close of working hours on October 04, 2021

The necessary quorum was present at all the meetings. All the decisions at the Audit Committee Meetings were taken unanimously. Mr. Harivithal Rao Chintalpati, Chairperson of the Audit Committee was present at the AGM of the Company held on Friday, September 24, 2021.

IV. NOMINATION AND REMUNERATION COMMITTEE

The broad terms of reference of the Nomination and Remuneration Committee are as under:

- a) To ensure that the level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets performance benchmarks, and involves a balance between fixed and incentive pay.
- b) The Nomination and Remuneration Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees
- c) To identify persons who may be appointed in senior management in accordance with the criteria laid down.
- d) To carry out evaluation of every director's performance and recommend to the board his/her appointment and removal based on the performance.

The Committee has formulated and revised the Remuneration Policy for Directors, KMPs and all other employees of the Company and the same is available on

Company's website https://www.gayatri.co.in/pdf/Remuneration_Policy_15-02-2022.pdf.

TABLE: F The composition of the Committee and the attendance details of the Members for the year ended March 31, 2022 are given below:

Name of the Members	No. of Meetings held during tenure	No. of Meetings Attended
Mr. G. Sreeramakrishna - Non Executive Independent Director (Chairperson)	4	4
Mr. Harivithal Rao Chintalpati - Non Executive Independent Director	4	4
Mrs. T. Indira Reddy - Non Executive Non Independent Director	4	1

The Committee met on 14th June, 2021, 13th August, 2021, 14th February, 2022 and 15th March, 2022. Mr. GSreeramakrishna Chairperson of the NRC was present at the AGM of the Company held on September 24, 2021.

V. Table : G Remuneration and sitting fees paid to the Directors during 2021-2022

(₹ in Lakhs)

Category	Mrs. T. Indira Reddy	Mr. T. V. Sandeep Kumar Reddy	Mr. J. Brij Mohan Reddy*	Mr.G. Sree Rama Krishna	Mr. Srihari Vennelaganti Appointed on 14.02.2022	Mr. Harivithal Rao Chintalpati	Mrs. Pamula Latha Appointed on 15.03.2022	Mr. Manmohan Gupta	Mr.K .V. Ramana Chary Resigned on 13.11.2021
	Chairperson Promoter and Non Executive and Non Independent Director	Managing Director	Executive Director	Independent Non-Executive Director	Independent Non-Executive Director	Independent Non-Executive Director	Independent Non-Executive Director	Nominee Director	Nominee Director
Relationship with directors	Yes	Yes	Yes	None	None	None	None	None	None
Salary	-	528.00	-	-	-	-	-	-	-
Allowances	-	-	-	-	-	-	-	-	-
Commission/									
Incentives	-	-	-	-	-	-	-	-	-
Other Annual Compensation	-	-	-	-	-	-	-	-	-
Deferred Benefits	-	-	-	-	-	-	-	-	-
Sitting fees	0.40	-	-	4.30	0.60	4.30	0.30	-	0.90

* Mr. J Brij Mohan Reddy, Whole time director did not draw any remuneration during the financial year 2021-22 considering the financial position of the Company.

No stock options have been granted to any directors during the year. There is no provisions for severance fees.

Performance Evaluation Criteria for Independent Directors

The Board has carried out the annual performance evaluation of Independent Directors individually.

A structured questionnaire was prepared after taking into consideration various aspects such as adequacy of the composition of the Independent Directors, effectiveness in developing corporate governance structure to fulfil its responsibilities, execution and performance of specific duties etc. The Board decided that the performance of independent directors is excellent.

VI. STAKEHOLDER'S RELATIONSHIP COMMITTEE

a) A Stakeholders Relationship Committee of Directors reviews the following:

- Transfer/transmission of shares / debentures
- Issue of duplicate share certificates
- Review of shares dematerialized and all other relevant matters
- Monitors expeditious redressal of investor's grievances
- Non receipt of Annual Reports and declared dividend
- All other matters related to shares/debentures

Table: H The composition of the Stakeholders Relationship Committee and the attendance details of the Members for the year ended March 31, 2022 are given below:

Name of the Members	No. of Meetings held during tenure	No. of Meetings Attended
Mr. Harivithal Rao Chintalpati – Chairperson - Non Executive Independent Director	1	1
Mr. J. Brij Mohan Reddy – Executive Director	1	0
Mrs. T. Indira Reddy - Non Executive Non Independent Director	1	1

Stakeholders Relationship Committee met on 14th February, 2022 during the financial year 2021-22. Mr. Harivithal Rao Chintalpati, Chairman of the Stakeholders Relationship Committee was present at the Annual General Meeting held on September 24, 2021.

b) Name and Address of Compliance Officer

CHETAN KUMAR SHARMA

Company Secretary & Compliance Officer
6-3-1090, TSR Towers, Rajbhavan Road,
Somajiguda, Hyderabad – 500 082
Tel: +91 40 2331 0330 Fax: +91 40 2339 8435
E Mail: cs@gayatri.co.in

c) Table: I Details of complaints/requests received and redressed :

Opening Balance	Received during the year	Resolved during the year	Closing Balance
NIL	2	2	NIL

VII. MEETING OF INDEPENDENT DIRECTORS:

Pursuant to Schedule IV of the Act, the Independent Directors met on February 14, 2022 without the presence of Non-Independent Directors and Members of the Management. The meeting of Independent Directors was chaired by Mr. G Sreeramakrishna, Independent Director and Chairperson of the Nomination and Remuneration Committee.

The Independent Directors, *inter alia*, evaluated the performance of the Non-Independent Directors and the Board of Directors as a whole, evaluated the performance of the Chairman of the Board after taking into account the views of Executive and Non-Executive Directors and discussed aspects relating to the quality, quantity and timeliness of the flow of information between the Company, the Management and the Board.

The Company had also further during the year, conducted Familiarization programmes for Independent Directors of the Company and the details of such familiarization programmes are disseminated on the website of the Company at http://www.gayatri.co.in/pdf/Familirisation_Programmes.pdf.

VIII. GENERAL BODY MEETINGS

a) Annual General Meeting

➤ **Table: J** Location, date and time of last three Annual General Meetings (AGMs) and Special Resolutions passed there at:

Year	Location	Date and Time	Special Resolution passed
2018-19	KLN Prasad Auditorium, The Federation of Telangana and Andhra Pradesh Chambers of Commerce and Industry, Federation House, 11-6-841, Red Hills, P.B.14, Hyderabad – 500 004	30/09/2019 03.00PM	<ol style="list-style-type: none"> 1. Re-appointment of Sri T. V. Sandeep Kumar Reddy as Managing Director of the company w.e.f. 1st October 2019 till 30th September, 2024. 2. Appointment of Ms. Gayathri Ramachandran as a Director and as an Independent Director. 3. Appointment of Sri K. Jairaj as a Director and as an Independent Director. 4. Re-appointment of Sri Harivithal Rao Chintalpati (holding DIN 00012970) as an Independent Director.
2019-20	Registered office through Video Conferencing (VC) / Other Audio Visual Means (OAVM)	29/09/2020 12.00PM	<ol style="list-style-type: none"> 1. Waiver of recovery of excess managerial remuneration paid to Shri. T. V. Sandeep Kumar Reddy, Managing Director for the financial year ended March 31, 2020 2. Payment of remuneration to Shri. T. V. Sandeep Kumar Reddy, Managing Director for the period April 01, 2020 to September 30, 2024 or for such shorter period as may be prescribed under applicable laws 3. Payment of remuneration to Shri. J. Brij Mohan Reddy, Executive Vice-Chairman for the period April 01, 2019 to September 30, 2021 or for such shorter period as may be prescribed under applicable laws 4. Appointment of Shri. G. Sreeramakrishna (DIN: 06921031) as an Independent Director of the Company 5. Appointment of Shri. K.V. Ramana Chary (DIN: 08658826) as an Independent Director of the Company 6. Appointment of Smt. N. Ramadevi (DIN: 08699570) as an Independent Director of the Company
2020-21	Registered office through Video Conferencing (VC) / Other Audio Visual Means (OAVM)	24/09/2021 03.30PM	<ol style="list-style-type: none"> 1. Re-appointment of Sri. J. Brij Mohan Reddy as Whole Time Director designated as Executive Vice Chairman

b) Extra-Ordinary General Meeting:

Year	Location	Date and Time	Special Resolution passed
2021-22	Registered office through Video Conferencing (VC) / Other Audio Visual Means (OAVM)	28/08/2021 03.38PM	Issuance Of Equity Shares Of The Company On Preferential Basis

c) Postal Ballot:

The Company sought the approval of the shareholders by way of postal ballot, through notice dated April 11, 2022, on the following Special Resolution(s):

Sl No.	Description
1	Appointment of Mr. Srihari Vennelaganti (DIN: 01829513) as an Independent Director of the Company
2	Appointment of Mrs. Pamula Latha (DIN: 08358726) as an Independent Director of the Company

The voting period for remote e-voting commenced on 9:00 a.m. (IST) on Tuesday, April 12, 2022 and ended on 5:00 p.m. (IST) on Wednesday, May 11, 2022. The consolidated report on the result of the postal ballot through remote e-voting for approving aforementioned resolutions was provided on Thursday, May 12, 2022 by the Scrutinizer Mr. Y Koteswara Rao, Practising Company Secretary (ACS 3785; C. P. No.: 7427), who was appointed by the Board to scrutinize the postal ballot process in a fair and transparent manner.

The details of e-voting on the aforementioned resolution(s) are provided hereunder:

Description of the Resolution	Votes in favour of the Resolution(s)			Votes against the Resolution(s)			Invalid Votes	
	Number of Members voted	Number of valid Votes cast (shares)	% of total number of valid votes cast	Number of Members voted	Number of valid Votes cast (shares)	% of total number of valid votes cast	Total number of members whose votes were declared invalid	Total number of invalid votes cast (shares)
Appointment of Mr. Srihari Vennelaganti (DIN: 01829513) as an Independent Director of the Company	191	9,93,78,811	99.9868	07	13,110	0.0132	NIL	NIL
Appointment of Mrs. Pamula Latha (DIN: 08358726) as an Independent Director of the Company	188	9,93,46,189	99.9867	09	13,225	0.0133	NIL	NIL

The Special Resolution(s) were passed with requisite majority.

Procedure for Postal Ballot:

The Postal Ballot was carried out as per the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Rules framed thereunder and General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and Circular No. 20/2021 dated December 8, 2021, issued by the Ministry of Corporate Affairs.

Details of special resolution proposed to be conducted through postal ballot: NIL

d) Subsidiary Companies

Company has one unlisted material subsidiary viz.. M/s. Gayatri Energy Ventures Private Limited and the company has appointed independent director on the Board of a unlisted material subsidiary company as per the SEBI (LODR) Regulations, 2015. The Audit Committee of the company regularly reviews the financial statements, and the investments made by the unlisted material subsidiary company. The minutes of the Board meetings and a statement of all significant transaction and arrangements entered into by the unlisted material subsidiary company are placed at the Board meeting of the company. M/s. Bhandara Thermal Power Corporation Limited is a Step down subsidiary of the company.

e) DISCLOSURES

- (i) Disclosure of material, financial and commercial transactions where management has personal interest that may have a potential conflict with the interest of the company at large.

During the year 2021-22, no transactions of material nature had been entered into by the Company with the Management or their relatives that may have a potential conflict with interest of the Company. None of the Non-Executive Directors have any pecuniary material relationship or material transactions with the Company for the year ended 31st March, 2022, and have given undertakings to that effect.

Registers under Section 188/189 of the Companies Act, 2013 are maintained and particulars of transactions are entered in the Register, wherever applicable.

Such transactions are provided to the Board and the interested Directors neither participate in the discussion, nor do they vote on such matters.

- (ii) Details of non-compliance by the company, penalties and strictures imposed on the company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.**

-NIL-

However, the exchanges have imposed fines for delayed appointment of Woman Independent Director as detailed in the Secretarial Audit report (Annexure – 4).

- (iii) Disclosure relating to Whistle Blower policy and affirmation that no personnel have been denied access to the audit committee.**

Company has established a Vigil Mechanism System/ Whistle blower policy for directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy. Further, as per the provisions of the Companies Act, 2013 the Audit Committee of the company shall oversee the Vigil Mechanism System/ Whistle blower policy in the company and no personnel has been denied access to the audit committee.

- (iv) 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 and are being reviewed from time to time and adoption of non-mandatory items are separately disclosed in this report.

- (v) Web link where policy for determining material subsidiaries and policy on dealing with related party transactions.

The Company has formulated a Policy for determining material Subsidiaries and the same is available on the Company's website

https://www.gayatri.co.in/pdf/Policy_For_Determining_Material_Subsidiaries.pdf. During the year, the Company has one Indian unlisted material subsidiary M/s. Gayatri Energy Ventures Private Limited. The Company is in compliance with the provisions governing material subsidiaries.

- (vi) Disclosure of commodity price risks and commodity hedging activities.**

Nil

- (vii) Risk Management:**

The Risk Management Committee has been formed to identify risks and then manage threats that could severely impact or bring down the organization and identifying potential threats to the organization and the likelihood of their occurrence, and then taking appropriate actions to address the most likely threats.

TABLE J: The composition and attendance at the Risk Management Committee is as follows:

Name of the Member	Designation	No. of Meetings held during tenure	No. of Meetings Attended
T.V. Sandeep Kumar Reddy – Managing Director	Chair-person	2	2
T. Indira Reddy - Non Executive Non-Independent Director	Member	2	2
Harivithal Rao Chintalpati - Non Executive Independent Director	Member	2	2
P. Sreedhar Babu – Chief Financial Officer	Member	2	2

During the year Risk Management Committee met on August 05, 2021 and January 31, 2022.

Term of Reference:

- To consider the Company's risk management strategies;
- To consider, review and approve risk management policies and guidelines;
- To decide on risk levels, risk appetite and related resource allocation;
- To approve major decisions affecting the Company's risk profile or exposure and give such directions as it considers appropriate.
- To approve major risk management activities such as hedging transactions.
- To review the Company's approach to risk management and approve changes or improvements to key elements of its processes and procedures;
- Provide any information/reports as and when required by the Board.
- To review cyber security risk
- And any other matters as per the risk policy of the Company.

(viii) As required under Regulation 34(3) and Schedule V, Part E of the SEBI Listing Regulations, the certificate given by Y. KOTESWARA RAO, Practising Company Secretary, regarding compliance of conditions of corporate governance, is annexed to this report.

A certificate has been received from Y. KOTESWARA RAO, Practising Company Secretary, that none of the Directors on the Board of the Company has 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 statutory authority.

(ix) CEO and CFO certification

As required by Regulation 17(8) read with Schedule II Part B of the SEBI Listing Regulations, Managing Director and Chief Financial Officer have given appropriate certifications to the Board of Directors.

(x) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:**TABLE: K**

A	number of complaints filed during the financial year	NIL
B	number of complaints disposed of during the financial year	NA
C	number of complaints pending as on end of the financial year	NIL

(x) 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 with the regulations of SEBI (LODR) 2015 as stated below:

TABLE: L

Regulation	Particulars of Regulation Compliance Status	(Yes/No)
17	Board of Directors	Yes
18	Audit Committee	Yes
19	Nomination and Remuneration Committee	Yes

Regulation	Particulars of Regulation Compliance Status	(Yes/No)
20	Stake Holders Relationship Committee	Yes
21	Risk Management Committee	Yes
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

(xi) 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.

f) MEANS OF COMMUNICATION

Quarterly Results, Press Releases, presentations and Publications:

Our quarterly results are generally published in widely circulated in national newspaper Business Standard/Financial Express and in one vernacular Language newspaper Andhra Prabha (Telugu Daily). Also the half yearly and Annual Audited Financial Results are published in the same manner.

The results, official news releases and presentation made to the analysts are also displayed on the Company's web site www.gayatri.co.in. Official news releases, presentations made to media are displayed are also displayed on the Company's website.

Management Discussion and Analysis a detailed report forms part of this Annual Report.

g) GENERAL SHAREHOLDER INFORMATION

a) Annual General Meeting :

Financial Year : 2021 – 2022

Date : 27.09.2022

Time : 03:30 pm

Venue: In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs has vide its various circulars permitted the holding of the Annual General Meeting ('AGM') through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, SEBI Listing Regulations, and MCA Circulars, the AGM of the Company is being held through VC/OAVM. The deemed venue of the AGM shall be B1, TSR Towers, 6-3-1090, Somajiguda, Raj Bhawan Road, Hyderabad - 520082

b) Financial Calendar (tentative): Financial Year 1st April, 2022 to 31st March, 2023

Table: M Calendar for Reporting

Quarter Ending	Release of Results
June 30, 2022	August 14, 2022
September 30, 2022	November 14, 2022
December 31, 2022	February 14, 2023
March 31, 2023	May 30, 2023*

*instead of publishing quarterly results, the Company has to publish Audited Annual Accounts within 60 days from the end of the financial year as per SEBI (LODR) Regulations 2015.

c) Cut off date :

The cut-off date for the purpose of ascertaining shareholders entitled for remote e voting and voting at the AGM is September 20, 2022.

d) Listing on Stock Exchanges:

The shares of the Company are listed on The BSE Limited and National Stock Exchange of India Ltd.

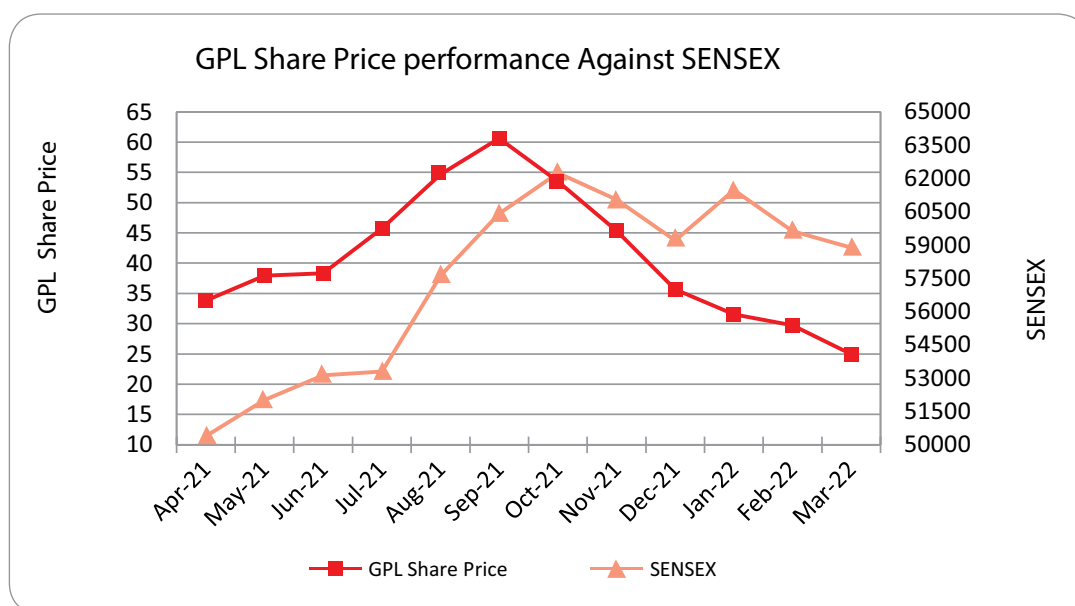
The Company confirms that it has paid annual listing fees to the stock exchanges for the financial year 2022-2023.

e) **Stock Code:**(i) **Trading Symbol**

Exchange	Scrip Code	Scrip ID
BSE Limited	532767	GAYAPROJ
National Stock Exchange of India Limited		GAYAPROJ

(ii) Depository for Equity Shares : **NSDL and CDSL**(iii) Demat ISIN Number : **INE336H01023**f) **Table: N Stock Market Price Data:**

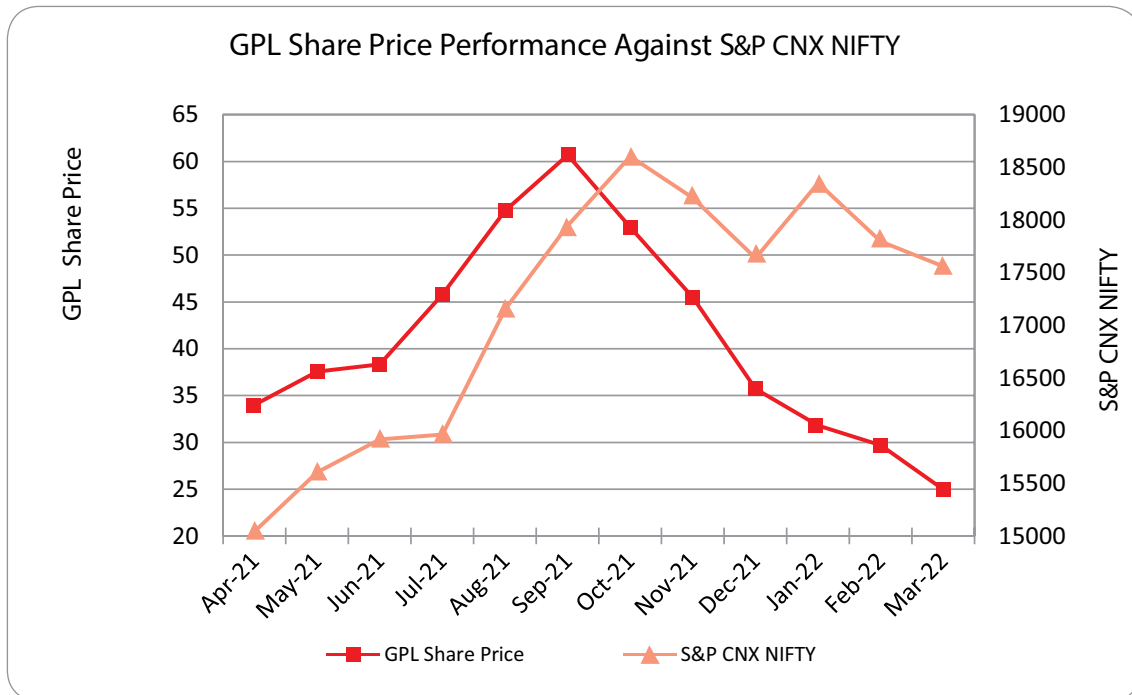
Month	BSE SHARE PRICE		BSE SENSEX	
	High Price	Low Price	High	Low
Apr-21	33.8	26.4	50375.77	47204.5
May-21	37.95	27.3	52013.22	48028.07
Jun-21	38.35	31	53126.73	51450.58
Jul-21	45.75	27.9	53290.81	51802.73
Aug-21	54.7	34.2	57625.26	52804.08
Sep-21	60.65	45.45	60412.32	57263.9
Oct-21	53.5	36.3	62245.43	58551.14
Nov-21	45.35	26.95	61036.56	56382.93
Dec-21	35.65	29.05	59203.37	55132.68
Jan-22	31.55	25.5	61475.15	56409.63
Feb-22	29.75	19.9	59618.51	54383.2
Mar-22	24.95	20.35	58890.92	52260.82

g) **Stock Price Performance in comparison with BSE SENSEX**

h) Stock Price Performance in comparison with NSE NIFTY

TABLE : O

NSE SHARE PRICE			NSE NIFTY	
Month	High Price	Low Price	High	Low
Apr-21	34.00	26.1	15044.35	14151.4
May-21	37.55	27.3	15606.35	14416.25
Jun-21	38.35	30.55	15915.65	15450.9
Jul-21	45.8	27.85	15962.25	15513.45
Aug-21	54.75	34.1	17153.5	15834.65
Sep-21	60.7	46.4	17947.65	17055.05
Oct-21	52.95	36.25	18604.45	17452.9
Nov-21	45.45	26.95	18210.15	16782.4
Dec-21	35.7	29.00	17639.5	16410.2
Jan-22	31.8	25.45	18350.95	16836.8
Feb-22	29.7	19.9	17794.6	16203.25
Mar-22	24.95	20.4	17559.8	15671.45



i) Registrar and Transfer Agents : (RTA)

KFin Technologies Limited.
 Unit : Gayatri Projects Limited
 Selenium Tower B, Plot 31 & 32,
 Financial District, Nanakramguda, Serilingampally Mandal,
 Hyderabad - 500 032, Telangana
 Toll free number - 1- 800-309-4001
 Email: einward.ris@kfintech.com
 Website: <https://www.kfintech.com>

j) Share Transfer System :

The SEBI and MCA have mandated the existing members of the Company who hold securities in physical form and intend to transfer their securities after April 1, 2019, can do so only in dematerialised form. Therefore, Members holding shares in physical form were requested to consider converting their shareholding to dematerialised form. Share transactions in electronic form can be effected in a much simpler and faster manner. After a confirmation of a sale/purchase transaction from the broker, shareholders should approach the Depository Participant ('DP') with a request to debit or credit the account for the transaction. The DP will immediately arrange to complete the transaction by updating the account. There is no need for a separate communication to the Company to register these share transfers. Shareholders should communicate with Kfin Technologies Limited, the Company's Registrars and Transfer Agent ('RTA') quoting their folio number or Depository Participant ID ('DP ID') and Client ID number, for any queries to their securities.

a. (i) Table P : Distribution of shareholding as on 31st March, 2022:

Category (Amount)	No. of Cases	% of Cases	Total Shares	Amount	% of Amount
From 1 - 5000	52210	93.2088	18961631	37923262	10.1291
5001 - 10000	2043	3.6473	7686589	15373178	4.1061
10001 - 20000	931	1.6621	6972784	13945568	3.7248
20001 - 30000	266	0.4749	3349434	6698868	1.7892
30001 - 40000	153	0.2731	2777316	5554632	1.4836
40001 - 50000	75	0.1339	1742139	3484278	0.9306
50001 - 100000	156	0.2785	5740771	11481542	3.0667
100001 & ABOVE	180	0.3213	139968021	279936042	74.7698
TOTAL	56014	100.00	187198685	374397370	100.00

(ii) Table: Q Categories of shareholders as on 31st March, 2022:

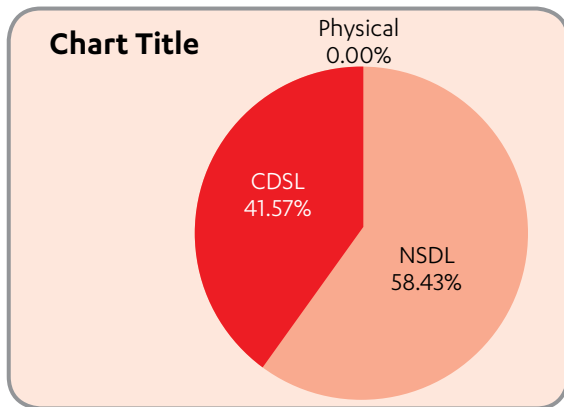
S.No	Category	No. of Cases	Total Shares	% To Equity
1	FOREIGN PORTFOLIO - CORP	26	15047664	8.04
2	FOREIGN INSTITUTIONAL INVESTORS	1	11567064	6.18
3	TRUSTS	1	250	0.00
4	PROMOTERS & DIRECTORS	6	77260607	41.27
5	RESIDENT INDIVIDUALS	53067	59857281	31.98
6	NON RESIDENT INDIANS	303	8310633	4.44
7	CLEARING MEMBERS	91	2140308	1.14
8	FOREIGN PORTFOLIO INVESTORS	1	5000	0.00
9	DIRECTORS	1	50	0.00
10	NON RESIDENT INDIAN NON REPATRIABLE	126	2241692	1.20
11	BODIES CORPORATES	244	7845855	4.19
12	I E P F	1	12459	0.01
13	H U F	725	2909822	1.55
	Total:	54593	187198685	100.00

k) Dematerialization of Shares and Liquidity:

As on 31st March, 2022, 100% of the paid up equity capital of the Company has been dematerialized and the trading of Equity shares in the Stock Exchanges is under compulsory dematerialization.

Table: R As on 31st March, 2022 the Equity shares of the Company are dematerialized as follows:

Sl. No	Category	Total No. of Shares	% To Equity
1	Physical	155	0.00
2	Dematerialized	187198530	100.00
Total		187,198,685	100%



l) Commodity price risk or foreign exchange risk and hedging activities:

The company business is limited to India and hence

Table: S

Financial Year	Rate of Dividend	Date of Declaration	Unclaimed Amount (Rs.)	Due for transfer to IEPF on
2014-15	10%	September 22, 2015	10,612.00	November 01, 2022
2015-16	20%	September 22, 2016	48,740.00	November 04, 2023

Separate letters have been sent to the Shareholders who are yet to encash the Dividend indicating that Dividend yet to be encashed by the concerned shareholders and that the amount remaining unpaid will be transferred as per the above dates. Members are requested to utilize this opportunity and get in touch with Company's Registrar and Share Transfer Agent, M/s. **Kfin Technologies Limited** Hyderabad for encashing the unclaimed Dividend standing to the credit of their account.

After completion of seven years as per the above table, no claims shall lie against the said Fund or

not exposed to fluctuations in foreign exchange rates. The ECB loan availed by the company was closed in the FY 2019-20. The commodity price risks are, by and large, managed contractually through price variation clauses.

m) Address for Correspondence:

CHETAN KUMAR SHARMA

Company Secretary & Compliance Officer
6-3-1090, T.S.R. Towers
Raj Bhavan Road, Somajiguda,
Hyderabad – 500 082
Tel: +91 40 2331 0330 Fax: +91 40 2339 8435
Email: cs@gayatri.co.in;

n) Unpaid / Unclaimed dividend

Pursuant to the provisions of Section 124 (5) of the Companies Act, 2013, dividend which remains unpaid or unclaimed for a period of seven years from the date of its transfer to unpaid dividend account, is required to be transferred by Company to the Investor Education and Protection Fund, established by the Central Government under the provisions of Section 125 of the Companies Act, 2013.

Shareholders of the Company who have either not received or have not encashed their dividend warrants, for the financial year 2014-15 and 2015-16 are requested to claim the unpaid/unclaimed dividend from the Company before transfer to the above mentioned fund.

against the Company for the amounts of Dividend so transferred nor shall any payment be made in respect of such claims.

o) Transfer of unpaid or unclaimed dividend/ shares to Investor Education and Protection Fund (IEPF):

Pursuant to the applicable provisions of the Companies Act, 2013, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('the Rules'), all unpaid or unclaimed dividends are required to be transferred by the Company to the IEPF established by the Government of India, after the completion of seven years. Further,

according to the Rules, the shares on which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall also be transferred to the demat account of the IEPF Authority. Accordingly, the Company has transferred the unclaimed and unpaid dividends pertaining to 2013-14 of ₹ 79,292 on 27.11.2021 and further, 4615 corresponding shares were transferred 30.11.2021 as per the requirements of IEPF rules.

p) Dividend Distribution policy

Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, requires that the top 1000 listed companies based on the market capitalisation to formulate Dividend Distribution Policy. In compliance of the said requirement, the company has formulated its Dividend Distribution Policy is **annexed as Annexure 1** and is also available on the Company's website at: https://www.gayatri.co.in/pdf/GPL_Dividend_Distribution_Policy.pdf

q) Code of Conduct :

The company has laid down a code of conduct for all Board members and senior management personnel. The Code of Conduct is available on the website of the company www.gayatri.co.in.

r) SEBI Complaints Redress System (SCORES):

The investor complaints are processed in a centralised web based complaints redressal system. The salient features of this system are centralized database of all complaints, online upload of Action Taken Reports (ATRs) by the concerned companies and online viewing by investors of actions taken on the complaint and its current status.

Your Company has been registered on SCORES and makes every effort to resolve all investor complaints received through SCORES or otherwise within the statutory time limit from the receipt of the complaint.

s) Credit Ratings

The Company has not issued any debt instruments. Neither the Company has any fixed deposit programme nor any scheme or proposal of the listed entity involving mobilization of funds, whether in India nor abroad.

t) Plant Locations

The Company is an Infrastructure Company with its registered and Corporate Office at B1, 6-3-1090, TSR Towers, Somajiguda, Hyderabad – 500082. The Company, thus have no plants.

u) Outstanding GDRs/ ADRs/ Warrants or any Convertible instruments, conversion date and likely impact on equity.

Company has no outstanding GDRs/ ADRs/ Warrants or any other Convertible instruments and as such there is no impact on the equity share capital of the company.

v) Consolidated Fees paid to Statutory Auditors

During the Financial Year 2021-22, the total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to MOS & Associates, Statutory Auditors of the Company is as under:

Consolidated fees paid to statutory auditors and all entities in the network firm/network entity of which the statutory auditor is a part:

Particulars	Amount (Rs.)
Services as Statutory Auditors for the Company and its subsidiaries	56,25,000
For taxation matters	-
Other services	7,80,000
Out of pocket expenses	-
Total	64,05,000

w) Reconciliation of Share Capital Audit

The Company Secretary in Practice carried out a Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') (collectively 'Depositories') and the total issued and listed capital. The Audit confirms that the total paid-up capital is in agreement with the aggregate of the total number of shares in physical form and in dematerialised form (held with Depositories). The Audit Report is disseminated to the Stock Exchanges on quarterly basis.

B. COMPLIANCE REPORT ON DISCRETIONARY REQUIREMENTS

1. The Board – Chairperson’s Office

The Chairperson of the Company is a Non-Executive Promoter Director and is not maintaining any office and has not incurred any expenses during the year.

2. Shareholders rights

We display our quarterly and half yearly results on our web site, www.gayatri.co.in and also publish our results in widely circulated newspapers. We did not send half yearly results to each household of the shareholders in the financial year 2021-22.

3. Audit Qualifications

There are no audit qualifications by the statutory auditors in our company and its subsidiaries as at 31st March 2022.

4. Reporting of internal auditor:

The Internal Auditor of the company directly reports to the Audit Committee.

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

To
The Members of Gayatri Projects 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 Projects Limited

T.V. Sandeep Kumar Reddy
Managing Director
DIN: 00005573

Place: Hyderabad
Date: 30th May, 2022

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(As per clause C of Schedule V of the **Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015** read with regulation 34(3) of the said Listing Regulations).

To,

The Members

M/s. GAYATRI PROJECTS LIMITED

Hyderabad, Telangana State.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Gayatri Projects Limited having CIN L99999TG1989PLC057289 and having registered office at TSR Towers, B-1 6-3-1090, Rajbhavan Road, Somajiguda Hyderabad -500082 (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 Para-C 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 / us by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 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.

S.No.	Name	DIN	Date of Appointment
1.	T. INDIRA REDDY	00009906	08/03/1996
2.	T.V. SANDEEP KUMAR REDDY	00005573	15/09/1989
3.	J. BRIJ MOHAN REDDY	00012927	30/03/1994
4.	Ch. HARI VITHAL RAO	00012970	04/11/2005
5.	G. SREERAMAKRISHNA	06921031	04/01/2020
6.	SRIHARI VENNELAGANTI	01829513	14/02/2022
7.	PAMULA LATHA	08358726	15/03/2022
8.	MAN MOHAN GUPTA	09181309	15/06/2021

Ensuring the eligibility of the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. 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.

Y. KOTESWARA RAO

Practicing Company Secretary

ACS No. 3785

C.P. No.: 7427

UDIN: A003785D000432631

Place : Hyderabad

Date : 30th May, 2022

CERTIFICATE ON CORPORATE GOVERNANCE

To, The Members
M/s. GAYATRI PROJECTS LIMITED
Hyderabad, Telangana State.

I have examined the compliance of conditions of Corporate Governance by M/s. Gayatri Projects Limited (CIN: L99999TG1989PLC057289) ('the Company'), for the year ended 31st March 2022, as stipulated in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for the period April 1, 2021 to March 31, 2022.

The compliance of conditions of Corporate Governance is the responsibility of the management. My examinations has been limited to a review of the procedures and implementations thereof, adopted by the Company for ensuring the compliance with the conditions of the Corporate Governance as stipulated in the said clause. It 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 given to me and based on the representations made by the Directors and the Management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement / Listing Regulations, as applicable

I state that such compliance 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.

Y. KOTESWARA RAO

ACS No.: 3785 C.P. No.: 7427

UDIN: A003785D000432391

Place: Hyderabad
Date: 30th May, 2022

CEO & CFO CERTIFICATION

To
The Board of Directors

GAYATRI PROJECTS LIMITED

We, the undersigned, in our respective capacities as Managing Director and Chief Financial Officer of GAYATRI PROJECTS LIMITED (“the Company”), to the best of our knowledge and belief certify that:

- a) We have reviewed financial statements and the cash flow statement for the year and that 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) There were no 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) There were no 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.

T.V. SANDEEP KUMAR REDDY

Managing Director
DIN: 00005573

P. SREEDHAR BABU

Chief Financial Officer

Place: Hyderabad
Date: 30th May, 2022

ANNEXURE – 8

BUSINESS RESPONSIBILITY REPORT

SECTION A: GENERAL INFORMATION ABOUT THE COMPANY:

1.	Corporate Identity Number (CIN) of the Company.	L99999TG1989PLC057289
2.	Name of the Company	Gayatri Projects Limited
3.	Registered address	TSR Towers, B-16-3-1090, Rajbhavan Road, Somajiguda Hyderabad 500082
4.	Website	www.gayatri.co.in
5.	E-mail id	cs@gayari.co.in
6.	Financial Year reported	2021-22
7.	Sector(s) that the Company is engaged in (industrial activity code-wise)	Road Projects (42101) Industrial Projects (N.A) Power Projects (42201)
8.	List three key products/services that the Company manufactures /provides (as in balance sheet)	Road Projects Industrial Projects Power Projects
9.	Total number of locations where business activity is undertaken by the Company	The projects are located across the country.
	(a) Number of International Locations (Provide details of major 5)	Nil
	(b) Number of National Locations	The projects are located across the country.
10.	Markets served by the Company – Local /State/ National/International	State / National

SECTION B: FINANCIAL DETAILS OF THE COMPANY:

1.	Paid up Capital (INR)	₹ 37,43,97,370
2.	Total Turnover (INR)	₹ 310,233.68 Lakhs
3.	Total profit after taxes (INR)	₹ (92,629.16) Lakhs
4.	Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%).	NIL
5.	List of activities in which expenditure in 4 above has been incurred:-	Due to lack of average net profits in the three immediately preceding financial years, Company has not made any CSR expenditure during the FY 2021-22.

SECTION C: OTHER DETAILS

1.	Does the Company have any Subsidiary Company/ Companies?	Yes, as on 31st March, 2022, the company has 2 subsidiaries.
2.	Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s).z	Yes, through their own Business Responsibility initiatives.
3.	Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%].	No

SECTION D: BR INFORMATION

1. Details of Director/Directors responsible for BR.

a) Details of the Director/Directors responsible for implementation of the BR policy/policies.

No.	Particulars	Details
1.	DIN Number	00005573
2.	Name	T.V. Sandeep Kumar Reddy
3.	Designation	Managing Director

b) Details of the BR head

No.	Particulars	Details
1.	DIN Number (if applicable)	00005573
2.	Name	T.V. Sandeep Kumar Reddy
3.	Designation	Managing Director
4.	Telephone number	040-23310330/123
5.	e-mail id	sandeepreddy@gayatri.co.in

2. Principle-wise (as per NVGs) BR Policy/policies

a) Details of compliance (Reply in Y/N)

No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1.	Do you have a policy/ policies for P1 to P9	Y	Y	Y	Y	Y	Y	Y	Y	Y
2.	Has the policy being formulated in consultation with the relevant stakeholders?	Policies formulated after internal consultation covering all functional areas								
3.	Does the policy conform to any national / international standards? If yes, specify? (50 words)	The Policies conform to statutory provisions								
4.	Has the policy being approved by the Board? Is yes, has it been signed by MD/ owner/ CEO/ appropriate Board Director?	Yes the policies were approved by the Board of Directors and the Managing Director and the Managing Director have been authorised to take necessary steps for complying with the BRR requirements								

5.	Does the company have a specified committee of the Board/ Director/ Official to oversee the implementation of the policy?	Yes. Managing Director
6.	Indicate the link for the policy to be viewed online?	Policies hosted on the Company's website: http://www.gayatri.co.in/corporate-governance.html
7.	Has the policy been formally communicated to all relevant internal and external stakeholders?	Yes. Communicated to all internal stakeholders
8.	Does the company have in-house structure to implement the policy/ policies.	Yes.
9.	Does the Company have a grievance redressal mechanism related to the policy/ policies to address stakeholders' grievances related to the policy/ policies?	Yes.
10.	Has the company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	Yes. Internal evaluation

b) If answer to the question at serial number 1 against any principle, is 'No', please explain why: **Not Applicable**

3. Governance related to BR

a.	Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year	Annually
b.	Does the Company publish a BR or a Sustainability Report?	Yes
c.	What is the hyperlink for viewing this report?	http://www.gayatri.co.in/corporate-governance.html
d.	How frequently it is published?	Annually

SECTION E: PRINCIPLE-WISE PERFORMANCE

Principle 1: Businesses should conduct and govern themselves with Ethics, Transparency and Accountability

1	Coverage of policy relating to ethics, bribery and corruption cover only the company? Does it extend to the Group/Joint Ventures/ Suppliers/ Contractors/NGOs /Others?	The policy is basically applicable to the Company. The group Companies have adopted similar policies.
2	How many stakeholder complaints have been received in the past financial year?	NIL

Principle 2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle

1.	List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.	Road Projects Industrial Projects Power Projects
2.	For each such product, provide the following details in respect of resource use (energy, water, raw material etc.)	The Company is not engaged in the business of manufacturing goods and consumer products. The company however takes necessary steps to ensure efficient use of the raw materials and goods required for execution of the projects including in relation to energy, water, raw material etc.
3.	Does the company have procedures in place for sustainable sourcing?	Yes
4.	Has the company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work?	Yes. During the execution of the projects awarded to the Company, the Company to the extent possible / permitted under the contracts awarded procures raw materials including bricks, aggregates, sand etc from local & small producers / suppliers. The company also utilizes the services of locals to the extent possible / permitted under the contracts awarded to it.
5.	Does the company have a mechanism to recycle products and waste?	Recycling of the products is not applicable as the company is not engaged in manufacturing activities. Hazardous wastes are disposed off as per the statutory provisions.

Principle 3: Businesses should promote the wellbeing of all employees

1.	Please indicate the Total number of employees.	2390		
2.	Please indicate the Total number of employees hired on temporary/contractual/casual basis.	605		
3.	Please indicate the Number of permanent women employees.	17		
4.	Please indicate the Number of permanent employees with disabilities	2		
5.	Do you have an employee association that is recognized by management.	No		
6.	What percentage of your permanent employees is members of this recognized employee association?	Not Applicable		
7.	Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.	NIL		
	No.	Category	No of complaints filed during the financial year	No of complaints pending as on end of the financial year
	1.	Child labour/forced labour/involuntary labour	Nil	Nil
	2.	Sexual harassment	Nil	Nil
	3.	Discriminatory employment	Nil	Nil
8.	What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?	Employees have been given training for safety, Covid 19 appropriate behaviour depending upon the need of the Project.		
	(a) Permanent Employees			
	(b) Permanent Women Employees			
	(c) Casual/Temporary/Contractual Employees			
	(d) Employees with Disabilities			

Principle 4: Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.

1.	Has the company mapped its internal and external stakeholders? Yes/No	Yes
2.	Out of the above, has the company identified the disadvantaged, vulnerable & marginalized stakeholders ?	Yes
3.	Are there any special initiatives taken by the company to engage with the disadvantaged, vulnerable and marginalized stakeholders.	Yes

Principle 5: Businesses should respect and promote human rights

1.	Does the policy of the company on human rights cover only the company or extend to the Group / Joint / Ventures / Suppliers / Contractors/NGOs/Others?	The policy is basically applicable to the Company. Same is extended to the group Companies
2.	How many stakeholder complaints have been received in the past financial year?	NIL
3.	What percent was satisfactorily resolved by the management?	Not Applicable as the company has not received any complaints

Principle 6: Business should respect, protect, and make efforts to restore the environment

1.	Does the policy related to Principle 6 cover only the company or extends to the Group/Joint Ventures/Suppliers/ Contractors/NGOs/others.	The policy is basically applicable to the company. The group Companies have adopted similar policies
2.	Does the company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc? Y/N. If yes, please give hyperlink for webpage etc.	Yes. The company addresses issues such as climate change, Global warming through conservation of natural resources. To protect the environment hazardous wastes are disposed off as per the statutory provisions
3.	Does the company identify and assess potential environmental risks? Y/N	The company addresses the issues through the Environment, Health and Safety (EHS) Policy and also holds the ISO certification in respect of Environment, Health and Management System
4.	Does the company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?	Wherever the projects awarded to the Company permit adoption of Clean Development Mechanism, the Company strictly adheres to the same.
5.	Has the company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc.	Not Applicable
6.	Are the Emissions/Waste generated by the company within the permissible limits given by CPCB/SPCB for the financial year being reported?	Yes. Complied to the extent applicable
7.	Number of show cause/ legal notices received from CPCB/ SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.	Nil

Principle 7: Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner

1.	Is your company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with:	1.Construction Federation of India 2.Builders Association of India 3.Confederation of Indian Industry 4.National Highway Builders Federation
2.	Have you advocated/lobbied through above associations for the advancement or improvement of public good? if yes specify the broad areas	Whenever Policy guidelines are issued, the company has been providing its suggestions to the Government and above Trade / Chamber Associations. Company officials have also attended Seminars / workshops organized by the apex organizations for facilitating views on the policies.

Principle 8: Businesses should support inclusive growth and equitable development

1.	Does the company carried on programmes / initiatives/projects in pursuit of support inclusive growth and equitable development?	Yes. The Company has adopted the CSR policy pursuant to Section 135/Schedule VII of the Companies Act, 2013. Company undertakes CSR Projects. However, during the FY 2021-22, Company has not made any CSR Expenditure due to lack of profits as per section 135 of the Companies Act, 2013.
2.	Are the programmes/projects undertaken through in-house team/own foundation/ external NGO/government structures/any other organization?	External agencies / in-house / charitable organization
3.	What is your company's direct contribution to community development projects?	No formal assessment done
4.	Have you done any impact assessment of your Initiatives?	No impact assessment done
5.	Have you taken steps to ensure that this community development initiative is successfully adopted by the Community?	Yes

Principle 9: Businesses should engage with and provide value to their customers and consumers in a responsible manner

1.	What percentage of customer complaints/consumer cases are pending as on the end of financial year.	Nil
2.	Does the company display product information on the product label, over and above what is mandated as per local laws?	Not Applicable
3.	Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year.	No
4.	Did your company carry out any consumer survey/ consumer satisfaction trends?	Not Applicable

INDEPENDENT AUDITORS' REPORT

To the Members of **Gayatri Projects Limited**

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the Standalone Financial Statements of Gayatri Projects Limited (“the Company”), which comprise the Balance Sheet as at 31st March, 2022, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the Standalone Financial Statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as “the Standalone Financial Statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, (“Ind AS”) and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2022, and the Loss and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the Standalone Financial Statements in accordance with the Standards on Auditing (SAs), as 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 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 financial statements under the provisions of the Companies Act, 2013 and the Rules made 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 audit opinion on the standalone financial statements.

Material Uncertainty Related to Going Concern

We draw attention to Note No. 35.27 of the Standalone Financial Statements which states that during the year the company has incurred a loss of ₹ 92,629.16 Lakhs and substantial erosion in the net worth of the company as at 31st March 2022 and note 35.26 regarding the company defaulted in repayment of loans and other financial and other credit facilities extended to the company by lenders, issue of various legal and other notices by lenders for recovery of their dues etc., which indicate the existence of uncertainty that may cast doubt about the company’s ability to continue as a going concern. However, the Standalone Financial Statements for the financial year have been prepared on a going concern basis for the detailed reasons given in the said Note No. 35.27.

Our Opinion is not modified in respect of the above matter.

Emphasis of Matters

(Note No’s. referred hereunder are with reference to respective Notes forming part of the Standalone Financial Statements)

We draw attention to the following matters:

- i) As stated in Note No.35.17, the Investee Company in which the Company has invested by way of Compulsorily Convertible Cumulative Preference Shares (“CCCPS”), has incurred considerable losses, there has been significant erosion of Networth and further, business operations of the investee company are severely impacted due to COVID – 19 Pandemic. No provision for diminution / impairment for carrying value of the investment is provided for the year ended 31st March, 2022 and the financial statements of the said investee company have been prepared on going concern basis for the detailed reasons stated in the said note.

- ii) As stated in Note No.35.18, regarding the status and recoverability of the investments / unsecured loan/subordinate debt infused by the company in an associate company which has been incurring operating losses during the past few years, the financial statements of the said associate company have been prepared on a going concern basis for the detailed reasons stated in the said note.
- iii) As stated in Note No.35.19, the Inter Corporate Loan grouped under 'Non-current Loans' and accumulated interest thereon is long pending for recovery.
- iv) As stated in Note No. 35.20, the recovery of trade receivables is delayed for the detailed reasons stated in the said note, the road project was terminated by the NHAI and toll rights were handed over to the NHAI. As per the information and explanations given to us, the termination payment calculated by the NHAI is very low as compared to the expected termination payment. Further, as stated in the same note, the company has given an irrevocable and unconditional corporate guarantee to a subsidiary of the associate company, which has defaulted in repayment of dues to the lenders.
- v) As stated in Note No. 35.21, the amount receivable from the erstwhile associate company is long pending for recovery as the same is based on the receipt of claims by the said erstwhile associate company.
- vi) As stated in Note No.35.22, the work advances in respect of certain contract works given to a sub-contractor grouped under 'Other Current Assets' which are long pending for recovery.
- vii) As stated in the Note No.35.23, as per the agreement dated 14th September, 2020, the Company and Gayatri Highways Limited ("GHL") – an Associate Company jointly and severally agreed to repay the loan availed by GHL from IL&FS Financial Services Limited (IL&FS) and repaid an amount of ₹ 4,590.00 lakhs since September, 2020. The repayment of remaining loan installments is pending since March, 2021 installment. As the company / GHL failed to repay the debt due to the IL&FS, the said IL&FS has filed application under section 7 of the Insolvency & Bankruptcy Code, 2016 before the Hon'ble National Company Law Tribunal, Hyderabad Bench which is not admitted till the date of approving the standalone financial statements.
- viii) As stated in the Note No.35.24, the recovery of work & other advances and receivables got delayed from one sub-contractor for the reasons stated in the said note.
- ix) As stated in the Note No.35.25, wherein it is explained the COVID – 19 Pandemic effects and impact on the business operations and cash flows of the company. As stated in the said note, the actual effect of Covid-19 pandemic will be known based on the future developments.
- x) As stated in the Note No.35.26, the Company has defaulted in repayment of dues to the lenders for the reasons stated in the note and the lenders have recalled the financial facilities extended to the company. The loans and other facilities sanctioned to the company have been classified as Non-Performing Assets by the lenders and also issued various notices for recovery of their dues and lenders have filed petitions before Debt Recovery Tribunal (DRT)/other forums for recovery of the dues as stated in the said note. Further, two lenders, one operational creditor and IL&FS have filed applications under section 6 and 7 of the Insolvency & Bankruptcy Code, 2016 before the Hon'ble National Company Law Tribunal, Hyderabad Bench which are not admitted till the date of approving the Standalone Financial Statements.
- xi) As stated in the Note No.35.29, the bank guarantee given by the company in favour of Western Coalfields Limited ("WCL") on behalf of Jinbhuvish Power Generation Private Limited ("JPGPL") has been encashed and the same shall be recognized in the subsequent financial year for the reasons stated in the said note.

Our opinion is not modified in respect of these matters.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements for the year ended 31st March, 2022. These matters were addressed in the context of our audit of the Standalone 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 key audit matters to be communicated in our report.

S.no.	Key Audit Matter	Audit Process
1	<p>Revenue recognition and measurement of contract assets in respect of unbilled amounts</p> <p>The management of the company has applied significant judgement in determining the revenue to be recognised in case of performance obligation satisfied over a period of time; revenue recognition is done by measuring the progress towards complete satisfaction of performance obligation.</p> <p>Revenue is recognized on fixed price construction contracts in accordance with the percentage of completion basis, which necessarily involve technical estimates of the percentage of completion, and costs to completion, of each contract / activity, on the basis of which profits and losses are accounted.</p> <p>When the outcome of the contract is ascertained reliably, contract revenue is recognized at cost of work performed on the contract plus proportionate margin, using the percentage of completion method. Percentage of completion is the proportion of cost of work performed up to the date, to the total estimated contract costs.</p> <p>The stage of completion of contracts is measured by reference to the proportion that contract costs incurred for work performed up to the reporting date bear to the estimated total contract costs for each contract. Further at the reporting date, revenue is accrued for costs incurred against work performed and which are not billed and further measurement of work completed/cost incurred during the period for recognition of unbilled revenue.</p>	<p>We have obtained the procedure and process involved in estimating the percentage of completion of the projects.</p> <p>We have also obtained and verified the costs incurred on the project/works up to the reporting date for the revenues accounted in respect of works on sampling basis.</p> <p>We have also obtained the certified copies (i.e. percentage of completed work approved by the relevant authorities) of works executed till the reporting date in respect of revenues accounted on sampling basis.</p> <p>We have also performed analytical procedures for reasonableness of revenues recognised.</p> <p>We have also verified the reasonableness of the estimation of remaining costs to be incurred to complete the project / work and profit / loss estimated in the project / work.</p> <p>Reviewed the delivery and collection history of customers against whose contracts unbilled revenue is recognised</p> <p>Tested relevant contracts for measurement of work completed during the period for unbilled revenue.</p>

Information Other than the Standalone 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, Boards Report including annexures to Board’s Report, Business Responsibility Report, Corporate Governance and Shareholder’s Information, but does not include the Standalone Financial Statements and our auditor’s report thereon.

Our opinion on the Standalone 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 Standalone Financial Statements, our responsibility is to read the other information and, in doing so, consider whether

the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained in the 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.

Responsibilities of Management and those Charged with Governance for the Standalone 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 Financial Statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes

in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. 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 Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone 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 the Board of Directors 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 Financial Statements

Our objectives are to obtain reasonable assurance about whether the Standalone 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 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 Standalone 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 Standalone 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 Standalone 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 Standalone Financial Statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic

decisions of a reasonably knowledgeable user of the standalone 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 standalone 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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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 including other Comprehensive Income, the Statement of Changes in Equity and the statement of Cash Flows dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
- 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 Auditors 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 company has paid or provided for managerial remuneration for the year ended 31st March 2022 in accordance with the requisite approvals mandated by the provisions of section 197 of the Act read with schedule V to 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, in our opinion and to the best of our information and according to the explanations given to us:
 - i. As stated in Note no. 35.1(a), of the Standalone Financial Statements, the Company has disclosed the impact of pending litigations on its financial

position in its Standalone Financial Statements.

- ii. As per the information and explanations given by the Company, the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. As per the information and explanations given by the Company, there has been no delay in transferring the amounts which are required to be transferred to Investor Education & Protection Fund.
- iv.(a). The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) 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 its knowledge

and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any 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 audit procedures which we considered reasonable and appropriate in the circumstances, nothing has come to the notice that has caused us to believe that the representations under sub-clause (i) and (ii) contain any material misstatement.
- v. The company has not declared or paid any dividend during the year in contravention of the provisions of section 123 of the Companies Act, 2013.

for **M O S & Associates LLP**

Chartered Accountants

Firm Registration No.: 001975S/S200020

Oommen Mani

Partner

Place: Hyderabad

Membership Number: 234119

Date: 30th May, 2022

UDIN: 22234119AJWOIV2141

ANNEXURE A TO THE AUDITORS' REPORT

The Annexure referred to in the Independent Auditors' Report to the members of the Company on the Standalone Financial Statements for the year ended 31st March, 2022, we report that:

- (i) In respect of Property, Plant & Equipment and Intangible Assets:
- a.(A) In our opinion and as per the information and explanations given to us, the Company has maintained proper records showing particulars, including quantitative details and the situation of the Property, Plant, and Equipment;
- (B) In our opinion and as per the information and explanations given to us, the Company does not have any intangible assets and hence, paragraph 3(i)(a)(B) of the Order is not applicable for the current year under report.
- b. The management of the company has verified the Property, Plant and Equipment at reasonable intervals during the year. According to the information and explanations given to us, no material discrepancies were noticed in such physical verification.
- c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties disclosed in the financial statements are held in the name of the Company.
- d. According to the information and explanations given to us and on the basis of our examination of the records, the Company has not revalued its Property, Plant, and Equipment or intangible assets or both during the year;
- e. In our opinion and as per the information and explanations given to us, no proceedings have been initiated or are pending against the company for holding any Benami property under the "Benami Transactions (Prohibition) Act, 1988 and Rules made thereunder;
- (ii) In respect of inventories
- a. According to the information and explanations given to us, the inventories have been physically verified during the year by the management. In our opinion, the coverage and procedure of such verification by the management is appropriate. The discrepancies noticed on the physical verification of inventories as compared to the book records, which in our opinion were not material, have been properly dealt with.
- b. According to the information and explanations given to us and as disclosed in note 21.12 of Standalone Financial Statements, the Company has been sanctioned working capital limits in excess of ₹ 5 Crores from the banks on the basis of security of current assets; the quarterly returns or statements filed by the Company with such banks are in agreement with the books of accounts other than those as set out below:

(₹ in Lakhs)

Name of the Banks	Quarter Ended	Amount disclosed as per quarterly return/ statement (a)	Amount as per books of account (b)	Amount of Difference (a-b)	Reason for Discrepancies
Consortium Banks	30 th June 2021	1,98,444.00	1,65,584.75	32,859.25	Refer below note
Consortium Banks	30 th September 2021	2,06,195.00	1,68,534.29	37,660.71	Refer below note
Consortium Banks	31 st December 2021	1,73,099.00	1,58,195.25	14,903.75	Refer below note
Consortium Banks	31 st March 2021	1,40,025.00	1,36,535.96	3,489.04	Refer below note

Note: As per the information and explanations given to us and stated in the note no. 21.12, the company has submitted quarterly returns based on the provisional & estimated figures of work in progress & inventory obtained from project site offices.

- (iii) a. According to the information and explanations given to us, the Company has granted loans, advances in the nature of loans, provided Security and stood guarantee to other entities during the year, the details of which are as follows:

(₹ in Lakhs)

Particulars	Loans
Aggregate amount granted/ provided during the year	
- Subsidiaries	657.58
- Associates	2,894.00
Balance outstanding at the balance sheet date in respect of above cases	
- Subsidiaries	1,249.57
- Associates	25,825.38

- b. In our opinion and according to information and explanations given to us, the terms and conditions of such loans given by the Company during the year, are not prima facie prejudicial to the interest of the company.
- c. As there is no schedule of repayment of principal and further, interest is not charged in respect of loans granted by the Company during the year, we are unable to comment on the regularity of repayment of the same for the following loans:

Name of Entity	₹ in Lakhs
Gayatri Energy Ventures Private Limited	657.58
Gayatri Highways Limited	2,894.00

- d. As there is no schedule of repayment of principal and payment of Interest in respect of the loans granted by the company during the year, reporting under clause 3(iii)(d) of the Order is not applicable to the Company.
- e. As per the information and explanations given to us, the company has not granted/renewed loans to any party/ parties to settle the overdues of existing loans given to the same party / parties.
- f. As per the information and explanations given to us, the company has granted certain loans without specifying any terms or period of repayment and the details of such loans are as follows:

Aggregate amount of loans/ advances in nature of loans	All Parties	Promoters	Related Parties
Agreement does not specify any terms or period of repayment	3,551.58	-	3,551.58
Percentage of loans to the total loans	-	-	100%

- (iv) According to the information and explanations given to us and in our opinion, the company has complied with the provisions of sections of 185 and 186 of the Act, to the extent applicable, in respect of grant of loans, making investments and providing guarantees and securities.
- (v) According to the information and explanations given to us, the Company has not accepted any deposits from public within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended) during the year. Accordingly, the provisions of clause 3(v) of the Order are not applicable to the Company.
- (vi) We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended and prescribed by the Central Government under section 148(1) of the Companies Act, 2013, and are of the opinion that, prima facie, the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (vii) In respect of statutory dues
- a. According to the information and explanations given to us, and based on our examination of records of the Company, the company has not been regular in depositing with the appropriate authorities the amounts

deducted/ accrued in the books of accounts in respect of statutory dues including Goods and Services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, cess and there have been serious delays in a large number of cases and no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, service tax, sales-tax, goods and service tax, duty of custom, duty of excise, value added tax, Cess and other material statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable, except as given below;

Name of the statute	Nature of Dues	Financial Year to which the amount relates	Amount involved (₹ in Lakhs)
Income Tax Act, 1961	TDS	2021-22	2,031.41
Income Tax Act, 1961	TDS	2020-21	155.83
Goods and Service Tax Act, 2017	GST	2021-22	2,182.87
Provident Fund	PF dues	2021-22	207.48
Professional Tax	PT dues	2021-22	0.31

- b. According to the information and explanation given to us, there are no dues of Sales tax, Income Tax, Wealth Tax, Service Tax, Customs Duty, Goods and Service Tax, and Cess which have not been deposited as on 31st March, 2022 on account of any dispute, except the following:

S. No.	Name of the Statute	Name of the Tax Due	Forum where Dispute is pending	Amount ₹ in Lakhs	Financial Years
1	Central Sales Tax Act, 1956 and Sales Tax Acts of Various States	Sales Tax/ Vat	Appeals pending before High Courts of respective states and Appellate Tribunals and other appropriate authorities.	1,403.60	2001-02, 2004-05 to 2009-10, 2011-12 and 2016-17
2	Central Excise Act, 1944	Service Tax	Appeals pending before various Authorities	1,760.09	2007-08 to 2011-12
3	Goods and Service Tax Act, 2017	GST Dues	Appeal filed before the Commissioner (Appeal), Guwahati and Jahnsi	769.47	2017-18 2018-19 2019-20
4	Income Tax Act, 1961	Income Tax	Appeal Filed before Commissioner of Income Tax Appeals (CIT(Appeals))	3,985.62	2017-18

- (viii) Based on our audit procedures and according to the information and explanations given to us, 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) Based on our audit procedures and according to the information and explanations given to us, we are of the opinion that the Company has defaulted in repayment of loans or borrowings to Banks Financial Institutions / Non-Banking Financial Corporation's (NBFC's) during the year and as on the Balance Sheet date. In the absence of loan statements / information from the lenders, we are unable to comment on the date of default of various loans / financial facilities as there was adjustment of margin money deposits, repayments from TRA account against outstanding dues. Accordingly, the date of declaring the account as NPA / recalling of the loans is considered as default date for the purpose of reporting in this clause.

The details of the defaults / over dues which were not paid as at the balance sheet date are as follows:

₹ in Lakhs

Name of the Lender	NPA / Recall Date	Principal amount default	Interest amount default	Defaulted Days	Remarks, if any
i) Bank Dues for the Equipment Loans, Funded Interest Term Loans, Term Loans and Vehicle Loans:					
Union Bank of India	30-06-2021	1,764.53	158.21	275	
Bank of Baroda	02-09-2021	9,557.94	904.40	211	
Bank of Maharashtra	30-06-2021	500.00	65.38	275	
IDBI Bank Ltd	29-09-2021	4,936.10	395.64	184	
Indian Overseas Bank	29-08-2021	7,227.71	807.79	215	
Punjab National Bank	30-06-2021	8,239.15	1,370.89	275	
ii) Bank Dues for Working Capital Loans and Short-Term Loans (COVID FITL):					
Union Bank of India	30-06-2021	14,793.60	1,287.67	275	
Bank of Baroda	02-09-2021	37,475.31	3,703.83	211	
Bank of Maharashtra	30-06-2021	5,049.40	576.09	275	
Canara Bank	30-06-2021	30,527.87	5,937.63	275	
IDBI Bank Ltd	29-09-2021	22000.00	1,065.44	184	
Indian Overseas Bank	29-08-2021	7,500.00	182.08	215	
Punjab National Bank	30-06-2021	9,350.00	1,552.00	275	
Federal Bank	30-06-2021	1,499.03	218.96	275	

ii) Working Capital facilities (On account of devolvement of BGs and LCs)

Bank Name	BG/LC devolved amount	Period of default #
Union Bank of India	9,207.65	42 to 328 days
Bank of Baroda	13,636.84	2 to 301 days
Canara Bank	34,310.99	4 to 358 days
IDBI Bank Ltd	6,015.10	3 to 269 days
Indian Overseas Bank	3,483.03	84 to 309 days
Punjab National Bank	13,160.91	1 to 270 days

iii) Financial Institutions/ NBFCs

Name of Lender	NPA Date (Considered as Default Date)	Principal amount default	Interest amount default	Defaulted Days	Remarks, if any
SREI Equipment Finance Ltd.	27-11-2021	6,563.65	727.47	125	
Sundaram Finance Ltd.	09-08-2021	822.90	54.15	235	
Tata Motors Finance Limited	23-08-2021	350.38	14.52	221	

iv) Financial Institutions and NBFCs	Period of Default			
	NBFC/Financial Institution	0-90 days	91 - 180 days	181 - 270 days
Shriram Transport Finance - Principal	65.02	52.65	11.86	-
Hinduja Leyland Finance Limited - Principal	51.44	43.53	13.74	-
Shriram Transport Finance - Interest	3.36	4.70	1.68	-
Hinduja Leyland Finance Limited - Interest	1.49	2.93	3.19	-

v) Inter Corporate Loans	0-90 days	91 - 180 days	181 - 270 days	271 – 365 days
Kakinada Seaports Limited - Interest	39.45	36.30	36.30	8.68

- b. According to the information and explanations given to us, we report that the Company has not been declared as a Wilful Defaulter by any bank or financial institution or government or any government authority.
- c. According to the information and explanations given to us, the company has not obtained any term loans during the year under audit, accordingly, the provisions of Clause (ix)(c) of the Order are not applicable to the Company for the year under audit.
- d. According to the information and explanations given to us, the procedures performed by us, and on an overall examination of the financial statements of the company, we report that no funds raised on a short-term basis have been used for long-term purposes by the company.
- e. In our opinion and according to the information and explanations given to us and the procedures performed by us, we report that the Company has not taken any funds from any entity or person during the year on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- f. According to the information and explanations given to us, we report that the company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- (x)a. According to the information and explanations given to us, The Company has not raised any money by way of an initial public offer or further public offer (including debt instruments) during the year. Accordingly, the reporting under clause 3(x)(a) of the Order is not applicable to the Company.
- b. During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially, or optionally convertible) during the year and hence reporting under clause (x)(b) of Order is not applicable.
- (xi)a. During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the company or on the company by its officers or employees, noticed or reported during the year, nor we have been informed of any such case by the management.
- b. During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, a report under Section 143(12) of the Act in Form ADT-4, as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly, the reporting under clause 3(xi)(b) of the Order is not applicable to the Company.
- c. During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, there are no whistle-blower complaints received by the company during the year, accordingly, the reporting under clause 3(xi)(c) of the Order is not applicable to the Company.

- (xii) As the Company is not a Nidhi Company, provisions of clause 3(xii) of the Order are not applicable to the Company.
- (xiii) According to the information and explanations given to us and based on examination of records of the Company, transactions with related parties are in compliance of Sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the Standalone Financial Statements as required by the applicable Accounting Standards.
- (xiv) In respect of internal audit:
- a. In our opinion and according to the information and explanation given to us, the company has an internal audit system commensurate with the size and nature of its business.
 - b. We have considered the internal audit reports of the company for the year under audit to the extent required for statutory audit, in determining the nature, timing, and extent of our audit procedures.
- (xv) According to the information and explanations given to us and based on examination of records of the Company, the Company has not entered into any non-cash transaction with directors or persons connected with them. Hence, Clause 3(xv) of the Order is not applicable for the current year under report.
- (xvi)
- a. In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of Clause 3(xvi)(a) of the Order are not applicable to the Company.
 - b. The Company has not conducted non-banking financial / housing finance activities during the year. Accordingly, the reporting under Clause 3(xvi)(b) of the Order is not applicable to the Company.
 - c. In our opinion, the Company is not a Core Investment Company (CIC) as defined under the Regulations by the Reserve Bank of India, and accordingly reporting under clause 3(xvi)(c) of the Order is not applicable.
 - d. Based on the information and explanations provided by the management of the Company,
- the group doesn't have any Core Investment Company (CIC), and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- (xvii) The Company has incurred cash losses of ₹ 85,260.81 Lakhs during the current Financial Year and has not incurred cash loss in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year and accordingly the reporting under Clause(xviii) of the Order is not applicable to the Company.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios (also refer Note: 35.33 to the standalone financial statements), ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, as stated in para "Material Uncertainty Related to Going Concern" and "Note No. 35.26 of the standalone financial statements" we state that material uncertainty exists as on the date of the audit report indicating that the Company is not capable of meeting its liabilities existing at the date of the balance sheet as and when they fall due within a period of one year from the balance sheet date.
- (xx) According to the information and explanations given to us, 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. This matter has been disclosed in note 35.30 to the financial statements.

for **M O S & Associates LLP**
Chartered Accountants
Firm Registration No.: 001975S/S200020

Oommen Mani
Partner

Place: Hyderabad Membership Number: 234119
Date: 30th May, 2022 UDIN: 22234119AJWOIV2141

ANNEXURE - B TO THE AUDITORS' REPORT

(Referred to in paragraph 2(f) under "Report on Other Legal and Regulatory Requirements" section of our main audit report)

Report on the Internal Financial Controls Over Financial Reporting 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 Projects Limited** ("the Company") as of 31st March, 2022 in conjunction with our audit of the Standalone 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 ('ICAI'). 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 on Audit of Internal Financial Controls Over Financial Reporting (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 judgment, 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 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 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 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 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, to the best of our information and according to the explanations given to us read together with our observations under paragraph Emphasis of Matter of our main report, the Company has, in all material respects, an adequate internal financial

controls system over financial reporting with reference to these Standalone Financial Statements 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 **M O S & Associates LLP**

Chartered Accountants

Firm Registration No.: 001975S/S200020

Oommen Mani

Partner

Place: Hyderabad

Date: 30th May, 2022

Membership Number: 234119

UDIN: 22234119AJWOIV2141

STANDALONE BALANCE SHEET

AS AT 31st MARCH, 2022

₹ in Lakhs

Particulars	Note No.	As at 31 st March, 2022	As at 31 st March, 2021
ASSETS			
(1) Non-Current Assets			
(a) Property, Plant and Equipment	3a	28,596.18	33,008.31
(b) Capital Work in Progress	3b	272.99	2,260.53
(c) Financial Assets			
(i) Investments	4	56,493.64	56,209.10
(ii) Trade Receivables	5	19,781.19	21,602.89
(iii) Loans	6	33,978.90	33,978.90
(iv) Other Financial Assets	7	22,035.46	20,296.72
(d) Deferred Tax Asset (Net)	8	1,113.29	954.04
Total Non-Current Assets		162,271.65	168,310.49
(2) Current assets			
(a) Inventories	9	63,367.00	81,468.57
(b) Financial Asset			
(i) Trade receivables	10	116,756.52	151,837.20
(ii) Cash and cash equivalents	11a	2,527.55	8,368.79
(iii) Other bank balances	11b	787.99	20,563.43
(iv) Loans	12	12,902.71	11,775.80
(c) Current Tax Assets (net)	13	27,278.23	20,272.50
(d) Other Current Assets	14	103,031.41	103,171.78
Total Current Assets		326,651.41	397,458.07
TOTAL ASSETS		488,923.06	565,768.56
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share capital	15	3,743.97	3,743.97
(b) Other Equity	16	3,857.28	96,301.45
Total Equity		7,601.25	100,045.42
(1) Liabilities			
Non-current liabilities			
(a) Financial Liabilities			
(i) Borrowings	17	-	26,787.71
(ii) Lease Liabilities	18	270.84	1,012.30
(iii) Other Financial liabilities	19	67,649.14	91,930.75
(b) Provisions	20	747.53	790.26
Total Non-Current Liabilities		68,667.51	120,521.02
(2) Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	21	258,917.83	167,698.66
(ii) Lease Liabilities	22	741.46	1,296.54
(iii) Trade payables	23		
(A) Micro, Small and Medium Enterprises		874.33	-
(B) Others		97,625.46	143,640.13
(iv) Other Financial Liabilities	24	40,743.06	21,571.78
(b) Other Current Liabilities	25	13,660.89	10,899.90
(c) Provisions	26	91.27	95.11
Total Current Liabilities		412,654.30	345,202.12
TOTAL EQUITY AND LIABILITIES		488,923.06	565,768.56
Significant Accounting Policies	2		
Other Notes forming part of the Financial Statements	35		

As per our Report attached
For M O S & Associates LLP
Chartered Accountants

For and on behalf of the Board

Oommen Mani
Partner

T. Indira Reddy
Chair person
DIN : 00009906

T.V. Sandeep Kumar Reddy
Managing Director
DIN : 00005573

Place: Hyderabad
Date: 30th May, 2022

P. Sreedhar Babu
Chief Financial Officer

Chetan Kumar Sharma
Company Secretary
& Compliance Officer

STANDALONE STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED 31ST MARCH, 2022

₹ in Lakhs

Particulars	Note No.	For the Year ended 31 st March, 2022	For the Year ended 31 st March, 2021
(I) Revenue from operations	27	310,233.68	390,051.89
(II) Other Income	28	338.52	736.60
(III) Total Income (I+II)		310,572.20	390,788.49
(IV) Expenses			
(a) Cost of Materials Consumed and Cost of Purchases & Services	29	133,799.14	152,474.39
(b) Work Expenditure	30	190,621.17	180,740.41
(c) Changes in Work in Progress	31	613.82	(13,057.02)
(d) Employee benefits expenses	32	13,565.05	15,050.51
(e) Finance costs	33	33,767.44	32,072.18
(f) Depreciation and amortization expense	3	7,626.91	8,450.16
(g) Other Expenses	34	9,415.34	9,936.28
Total Expenses (IV)		389,408.87	385,666.91
V Profit / (Loss) before Exceptional items and Tax (III-IV) (Refer Note No.35.35)		(78,836.67)	5,121.58
VI Exceptional items (Refer Note No.35.28)		(14,051.05)	-
VII Profit/(Loss) before Tax		(92,887.72)	5,121.58
VIII Tax Expenses		(258.56)	(536.26)
IX Profit / (Loss) for the year (VII-VIII)		(92,629.16)	5,657.84
X Other Comprehensive Income (OCI)			
Items that will not be reclassified to profit or loss :			
i) Changes in fair value of equity investment		274.56	255.84
ii) Re-measurement gains/(losses) on actuarial valuation of Post Employment defined benefits		9.74	(17.50)
iii) Income tax relating to Items that will not be reclassified to profit or loss		(99.31)	(83.29)
Total Other Comprehensive Income / (Loss) (X)		184.99	155.05
XI Total Comprehensive Income / (Loss) for the Year (IX+X)		(92,444.17)	5,812.89
XII Earning per Share (of ₹ 2/- each)			
Basic and Diluted (₹)		(49.48)	3.02
Significant Accounting Policies	2		
Other Notes forming part of the Financial Statements	35		

As per our Report attached
For M O S & Associates LLP
 Chartered Accountants

For and on behalf of the Board

Oommen Mani
 Partner

T. Indira Reddy
 Chair person
 DIN : 00009906

T.V. Sandeep Kumar Reddy
 Managing Director
 DIN : 00005573

Place: Hyderabad
 Date: 30th May, 2022

P. Sreedhar Babu
 Chief Financial Officer

Chetan Kumar Sharma
 Company Secretary
 & Compliance Officer

STANDALONE STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31ST MARCH, 2022

₹ in Lakhs

Particulars	For the Year ended 31 st March, 2022	For the Year ended 31 st March, 2021
A Cash Flow from Operating Activities:		
Profit/(Loss) before Tax excluding extraordinary and exceptional items	(78,836.67)	5,121.58
Adjustments for:		
Depreciation and amortization	7,626.91	8,450.16
Interest and other Income	(2,676.68)	(3,195.45)
Expected credit loss	3,904.59	4,496.53
Exceptional items	(14,051.05)	-
(Profit)/Loss on sale of Property, Plant and Equipment	94.16	(458.74)
Finance Costs	36,441.84	35,143.03
Changes in Fair Value of Equity Investment	(9.98)	(15.98)
Operating Profit before working Capital Changes	(47,506.88)	49,541.13
Adjustments for:		
(Increase) / Decrease in Trade Receivables	35,074.14	(23,960.37)
(Increase) / Decrease in non-current financial asset	(982.36)	(1,006.20)
(Increase) / Decrease in current financial asset	(1,126.91)	(4,055.04)
(Increase) / Decrease in Other current assets	(9,698.10)	27,932.86
(Increase) / Decrease in Inventory & Work in Progress	18,101.57	(19,090.59)
Increase / (Decrease) in current financial liabilities	6,074.26	895.41
Increase / (Decrease) in non-current financial liabilities	(24,318.44)	(42,093.20)
Increase / (Decrease) in Trade Payables	(45,140.35)	34,699.50
Cash (used in) / generated from Operating Activities	(69,523.07)	22,863.50
Direct Taxes paid (Net)	-	-
Net Cash (used in)/ generated from Operating Activities (A)	(69,523.07)	22,863.50
B Cash Flow from Investing Activities		
Purchase of Property, Plant and Equipment including capital work-in-progress	(1,694.50)	(2,746.77)
Net proceeds from margin money deposits of BGs/LCs	19,775.44	529.64
Proceeds from sale of Property, Plant & Equipment	373.10	
Interest and other income received	2,676.68	3,195.45
Net Cash (used in)/ generated from Investing Activities (B)	21,130.72	978.32
C Cash Flow from Financing Activities		
Net Proceeds from / (Repayment of) Long term borrowings *	(53,221.84)	(18,101.39)
Net Proceeds from / (Repayment of) Short term borrowings *	116,356.76	26,370.17
Net Proceeds from / (Repayment of) Inter Corporate Loans	-	(10.26)
Finance Costs	(20,583.81)	(35,559.81)
Net Cash (used in)/ generated from Financing Activities (C)	42,551.11	(27,301.29)
Net Increase / (Decrease) in cash and cash equivalents (A+B+C)	(5,841.24)	(3,459.47)
Cash and Cash Equivalents at the beginning of the year	8,368.79	11,828.26
Cash and Cash Equivalents at the end of the Year	2,527.55	8,368.79

* Includes devolvement of BGs & LCs and reclassification of Non-current borrowings as current borrowings for the FY 2021-22

As per our Report attached
For M O S & Associates LLP
 Chartered Accountants

For and on behalf of the Board

Oommen Mani
 Partner

T. Indira Reddy
 Chair person
 DIN : 00009906

T.V. Sandeep Kumar Reddy
 Managing Director
 DIN : 00005573

Place: Hyderabad
 Date: 30th May, 2022

P. Sreedhar Babu
 Chief Financial Officer

Chetan Kumar Sharma
 Company Secretary
 & Compliance Officer

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31ST MARCH, 2022

A. Equity Share Capital and Other Equity

₹ in Lakhs

Particulars	Equity Share Capital (Note No. 15)	Other Equity					Total Other Equity
		Reserves & Surplus					
		Capital Reserve	General Reserve	Securities Premium Account	Retained earnings	Other Comprehensive Income	
As at 1st April, 2020	3,743.97	143.40	12,300.00	37,683.67	40,768.97	(407.48)	90,488.56
Surplus / (Deficit) for the year	-	-	-	-	5,657.84	-	5,657.84
Other Comprehensive Income for the Year	-	-	-	-	-	155.05	155.05
As at 1st April, 2021	3,743.97	143.40	12,300.00	37,683.67	46,426.81	(252.43)	96,301.45
Surplus / (Deficit) for the year	-	-	-	-	(92,629.16)	-	(92,629.16)
Other Comprehensive Income for the Year	-	-	-	-	-	184.99	184.99
As at 31st March, 2022	3,743.97	143.40	12,300.00	37,683.67	(46,202.35)	(67.44)	3,857.28

As per our Report attached
For M O S & Associates LLP
 Chartered Accountants

For and on behalf of the Board

Oommen Mani
 Partner

T. Indira Reddy
 Chair person
 DIN : 00009906

T.V. Sandeep Kumar Reddy
 Managing Director
 DIN : 00005573

Place: Hyderabad
 Date: 30th May, 2022

P. Sreedhar Babu
 Chief Financial Officer

Chetan Kumar Sharma
 Company Secretary
 & Compliance Officer

1. CORPORATE INFORMATION

Gayatri Projects Limited (“GPL”, “the Company”) is one of the largest infrastructure company executing works in several high growth sectors within the infrastructure space such as Roads, Irrigation, Rail, Airports Development, Power, Mining and Industrial works.

The Company is a public limited Company, which is listed in two recognized stock exchanges in India. The registered office of the Company is located at B1, 6-3-1090, TSR Towers, Rajbhawan Road, Somajiguda, Hyderabad 500 082.

2. SIGNIFICANT ACCOUNTING POLICIES

2.1 Compliance with Indian Accounting Standards (Ind AS)

The Company’s Financial statements have been prepared to comply with generally accepted accounting principles in accordance with the Indian Accounting Standards (herein after referred to as “Ind AS”) as notified by the Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act 2013 (“the Act”) read with Rule 3 of the Companies (Indian Accounting Standards) Rules 2015 and Companies (Indian Accounting Standards) Amendments Rules 2016.

2.2 Basis of Preparation and Presentation of Financial Statements

The Financial statements are prepared on accrual basis following the historical cost convention except in case of certain financial instruments which are measured at fair values. The Balance Sheet and the Statement of Profit and Loss are prepared and presented in the format prescribed under Schedule III to the Act. The Statement of Cash Flows has been prepared and presented as per the requirements of Indian Accounting Standard (Ind AS) - 7 on “Statement of Cash Flows”. The disclosure requirements with respect to items in the Balance Sheet and Statement of Profit and Loss, as prescribed in the Schedule III to the Act, are presented by way of notes forming part of the financial statements along with other notes required to be disclosed under the notified Ind AS and the Listing Agreement. Further, the guidance notes/announcements issued by the Institute of Chartered Accountants of India (ICAI) are also considered, wherever applicable except to the extent where compliance with other statutory

promulgations viz. SEBI guidelines override the same requiring a different treatment. Accounting Policies have been consistently applied except where a newly issued Accounting Standard is initially adopted or a revision to an existing Accounting Standard requires a change in the accounting policy used previously.

Fair value for measurement adopted in these financial statements is determined on such a basis, except leasing transactions that are within the scope of Ind AS 116, Net Realizable value as per Ind AS 2 or value in use in Ind AS 36. Fair value measurements under Ind AS are categorized as below based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are other than quoted prices included with in Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the Asset or Liability.

2.3 Use of Estimates

The preparation of the financial statements in conformity with Ind AS requires the management of the Company to make estimates and assumptions that affect the reported amounts of income and expenses of the period, the reported balances of assets and liabilities and the disclosures relating to contingent liabilities as on the date of the financial statements. Actual results may differ from these estimates. The Company evaluates these estimations and assumptions on a continuous basis based on the historical experience and other factors including expectation of future events believed to be reasonable. Examples of such estimates include the useful lives of tangible and intangible fixed assets, allowance for doubtful debts/advances, future obligations in respect of retirement benefit plans, estimation of costs as a proportion to the total costs, etc.,. Appropriate changes in estimates are made as the management becomes

aware of changes in circumstances. Difference, if any, between the actual results and estimates is recognized in the period in which the results are known/ materialized. Changes in estimates are reflected in the financial statements in the period in which changes are made and if material, are disclosed in the Notes to Account.

2.4 Revenue Recognition

The Company recognises revenue from contracts with customers when it satisfies a performance obligation by transferring promised good or service to a customer. The revenue is recognised to the extent of transaction price allocated to the performance obligation satisfied. Performance obligation is satisfied over time when the transfer of control of asset (good or service) to a customer is done over time and in other cases, performance obligation is satisfied at a point in time. For performance obligation satisfied over time, the revenue recognition is done by measuring the progress towards complete satisfaction of performance obligation. The progress is measured in terms of a proportion of actual cost incurred to-date, to the total estimated cost attributable to the performance obligation.

Revenue is measured at the amount of consideration which the company expects to be entitled to in exchange for transferring distinct goods or services to a customer as specified in the contract, excluding amounts collected on behalf of third parties (for example taxes and duties collected on behalf of the government). Consideration is generally due upon satisfaction of performance obligations and a receivable is recognised when the it becomes unconditional.

The management of the company has applied significant judgement in determining the revenue to be recognised in case of performance obligation satisfied over a period of time; revenue recognition is done by measuring the progress towards complete satisfaction of performance obligation. The progress is measured in terms of a proportion of actual cost incurred to-date, to the total estimated cost attributable to the performance obligation and determining the expected losses, which are recognised in the period in which such losses become probable based on the expected total contract cost as at the reporting date.

The specific revenue recognition policy adopted is as follows:

A. Revenue from Operations

a. Revenue from Construction activity:

- i) Income is recognized on fixed price construction contracts in accordance with the percentage of completion basis, which necessarily involve technical estimates of the percentage of completion, and costs to completion, of each contract / activity, on the basis of which profits and losses are accounted. When the outcome of the contract is ascertained reliably, contract revenue is recognized at cost of work performed on the contract plus proportionate margin, using the percentage of completion method. Percentage of completion is the proportion of cost of work performed up to the date, to the total estimated contract costs.
- ii) The stage of completion of contracts is measured by reference to the proportion that contract costs incurred for work performed up to the reporting date bear to the estimated total contract costs for each contract.
- iii) Price escalation and other variations in the contract work are included in contract revenue only when:
 - a) Negotiations have reached at an advanced stage such that it is probable that customer will accept the claim and
 - b) The amount that is probable will be accepted by the customer and can be measured reliably.
- iv) Incentive payments, as per customer-specified performance standards, are included in contract revenue only when:
 - a) The contract has sufficiently advanced such that it is probable that the specified performance standards will be met; and

- b) The amount of the incentive payment can be measured reliably.
- v) Contract Claims raised by the company which can be reliably measured and have reached an advanced stage of arbitration and claims pending in High Courts have been recognized as income including eligible interest thereon.

b. Contract Revenue from supply of materials:

Revenue from supply of materials is recognized when substantial risk and rewards of ownership are transferred to the buyer and invoice for the same is raised.

c. Revenue receipts from Joint Venture Contracts

- i) In work sharing Joint Venture arrangements, revenues, expenses, assets and liabilities are accounted for in the Company's books to the extent work is executed by the Company.
- ii) In Jointly Controlled Entities, the share of profits or losses is accounted as and when dividend/ share of profit or loss are declared by the entities.

d. Other Operational Revenue:

- i) All other revenues are recognized only when collectability of the resulting receivable is reasonably assured and related goods / services are transferred to the customer.
- ii) Revenue is reported net of discounts, if any.

B. Other Income

- i) Interest income is accounted on accrual basis as per applicable interest rates and on time proportion basis taking into account the amount outstanding.
- ii) Dividend income is accounted in the year in which the right to receive the same is established.
- iii) Insurance claims are accounted for on cash basis.

2.5(a) Property, Plant and Equipment

Property, Plant and Equipment are stated at cost of acquisition, less accumulated depreciation thereon. Expenditure which are capital in nature are capitalized at cost, which comprise of purchase price (net of rebates and discounts), import duties, levies, financing costs and all other expenditure directly attributable to bringing the asset to its working condition for its intended use.

Any gain/loss on the disposal of the Property, Plant and Equipment is recognized in the Statement of Profit & Loss account and is determined as the difference between the sales proceeds and the carrying amount of the asset.

(b) Capital work in progress

Property, Plant and Equipment which are purchased but not yet installed and not ready for their intended use on the date of balance sheet are disclosed as "Capital Work-in-Progress". Cost of materials used in the process of erection/ installation of an asset but not yet completed as on the reporting date is also disclosed as "Capital Work-in-Progress".

2.6 Depreciation and amortization

In respect of Property, Plant & Equipment (other than Land and Capital Work in Progress) depreciation / amortization is charged on a straight-line basis over the useful lives as specified in Schedule II to the Companies Act, 2013.

Assets individually costing ₹ 20,000/- or less and temporary structures are fully depreciated in the year of acquisition.

The residual values and useful lives are reviewed at the end of the reporting period.

2.7 Impairment of Non-Financial Assets

As at each Balance Sheet date, the Company assesses whether there is an indication that a non-financial asset may be impaired and also whether there is an indication of reversal of impairment loss recognized in the previous periods. If any indication exists, or when annual impairment testing for an asset is required, the Company determines the recoverable amount and impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount.

Recoverable amount is determined:

- In case of an individual asset, at the higher of the Assets' fair value less cost to sell and value in use; and
- In case of cash generating unit (a group of assets that generates identified, independent cash flows), at the higher of cash generating unit's fair value less cost to sell and value in use.
- In assessing Value in Use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specified with the asset. In determining fair value less cost to sell, recent market transactions are taken into account. If no such transaction can be identified, an appropriate valuation model is used.

Impairment losses of continuing operations, including impairment on inventories, are recognised in the Statement of Profit and Loss, except for properties previously revalued with the revaluation taken to Other Comprehensive Income (OCI). For such properties, the impairment is recognised in OCI up to the amount of any previous revaluation. When the Company considers that there are no realistic prospects of recovery of the asset, the relevant amounts are written off. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, then the previously recognized impairment loss is reversed through the Statement of Profit and Loss.

2.8 Financial Instruments

Financial Assets and Financial Liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial Assets and Financial Liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of Financial Assets and Financial Liabilities (other than Financial Assets and Financial Liabilities at fair value through profit or loss) are added to or deducted from the fair value of the Financial Assets or Financial Liabilities, as appropriate, on initial recognition.

2.9 Financial Assets

Financial Asset is any Asset that is -

- (a) Cash
- (b) Equity Instrument of another Entity,
- (c) Contractual right to -
 - i. receive Cash / another Financial Asset from another Entity, or
 - ii. exchange Financial Assets or Financial Liabilities with another Entity under conditions that are potentially favourable to the Entity.

Investment in Equity Shares issued by Subsidiary, Associate and Joint Ventures are carried at cost less impairment.

Investment in preference shares are classified as debt instruments and carried at Amortized cost if they are not convertible into equity instruments and are not held to collect contractual cash flows. Other Investment in preference shares which are classified as Debt instruments are mandatorily carried at Fair value through Profit & loss Account (FVTPL).

All investments in equity instruments other than as classified above under Financial Assets are initially carried at fair value. The Company has adopted to measure the fair value of equity instruments through FVTPL Fair value changes on an equity instrument are recognized in the Statement of Profit & Loss.

Investments in equity instruments are classified as at FVTPL, unless the related instruments are not held for trading and the company irrevocably elects on initial recognition to present subsequent changes in fair value in Other Comprehensive Income.

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

Impairment of Financial Assets

In accordance with Ind AS 109, the Company applies the expected credit loss ("ECL") model for measurement and recognition of impairment loss on financial assets and credit risk exposures. The Company follows 'simplified approach' for recognition of impairment loss allowance on trade

receivables. Simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECL at each reporting date, right from its initial recognition. For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on 12-month ECL. ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date. ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the Statement of Profit and Loss.

Financial Liabilities

Financial liabilities are recognized at fair value net of transaction costs and are subsequently held at amortized cost using the effective interest rate method. Financial liabilities carried at fair value through profit and loss are measured at fair value with changes in fair value recognized in the profit and loss account. Interest bearing bank loans are initially measured at fair value and subsequently measured at amortized cost using the effective interest rate method.

For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate the fair value due to the short maturity of these instruments.

De-recognition of Financial Instruments

A Financial Asset is derecognized when the right

to receive cash flows from the asset have expired or the company has transferred substantially all the risks and rewards or the right to receive the cash flows under a contractual arrangement or has transferred the asset.

A Financial Liability is derecognized when the obligation under the liability is discharged or cancelled or expires. In the case where the existing liability is replaced by another liability either from the same lender or otherwise such an exchange is treated as de-recognition of the original liability and recognition of a new liability. Any change in the carrying amount of a liability is recognized in the Statement of Profit and Loss.

2.10 Inventories and Work in Progress

Raw Materials, Construction Materials and Stores & Spares are valued at lower of weighted average cost or net realizable value. Cost includes Direct Material, Work Expenditure, Labour Cost and appropriate overheads excluding refundable duties and taxes.

Cost of materials utilised in the contract work, which is not reached certain level, not quantified, and qualified for billing is considered as work in progress at the end of the reporting period.

2.11 Cash & Cash Equivalents

Cash and Cash Equivalents are short term highly liquid investments that are readily convertible into cash and which are subject to an insignificant risk of change in value and have maturities of three months or less.

2.12 Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources to settle the obligation in respect of which reliable estimate can be made as on the balance sheet date.

Contingent Liabilities are present obligations arising from a past event, when it is not probable / probability is remote that an outflow of resources will be required to settle the obligation and they are not recognized but are disclosed in the notes.

Contingent Assets are neither recognized nor disclosed in the financial statements except

where it has become virtually certain that an inflow of economic benefit will arise, the asset and the related income are recognized in financial statements of the period in which the change occurs. Provisions for Contingent Liabilities and Contingent Assets are reviewed at the end of Balance Sheet date.

2.13 Foreign Currency Transactions and Translation

The reporting currency of the company is Indian Rupee. Foreign Currency Transactions are translated at the functional currency spot rates prevailing on the date of transactions.

Monetary assets and current liabilities related to foreign currency transactions remaining unsettled are translated at the functional currency spot rates prevailing on the balance sheet date. The difference in translation of monetary assets and liabilities and realized gains and losses on foreign exchange transactions are recognized in the Statement of Profit and Loss.

Non-monetary foreign currency items are carried at historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

2.14 Employee Benefits

Payments to Defined Contribution schemes are charged as an expense as they fall due. Company's contribution to provident fund in respect of certain employees is made to a government administered fund and charged as an expense to the Statement of Profit and Loss.

Liability for employee benefits, both short and long term, for present and past service which are due as per the terms of employment are recorded in accordance with Indian Accounting Standard 19 "Employee Benefits" issued by the Companies (Accounting Standard) Rules, 2015. Re-measurement gains /losses on post-employment defined benefits comprising gains/ losses is reflected immediately in the balance sheet with a charge or credit to other comprehensive income in the period in which it arises.

i) Gratuity

In accordance with the Payment of Gratuity Act, 1972 the Company provides for Gratuity covering eligible employees. The liability on account of Gratuity is provided on the basis

of valuation of the liability by an independent actuary as at the year end.

ii) Provident Fund

In accordance with applicable local laws, eligible employees of the Company are entitled to receive benefits under the provident fund, a defined contribution plan to which both the employee and employer contributes monthly at a determined rate (currently up to 12% of an employee's salary). These contributions are either made to the respective Regional Provident Fund Commissioner, or the Central Provident Fund under the State Pension Scheme, and are recognized as expenses incurred.

iii) Compensated Absences

The employees are entitled to accumulate leave subject to certain limits, for future encashment and availment, as per the policy of the Company.

The liability towards such unutilized leave as at the end of each balance sheet date is determined based on independent actuarial valuation and recognized in the Statement of Profit and Loss.

2.15 Deferred Revenue Expenditure

Projects and other related expenditure incurred up to 31st March, 2022, the benefit of which is spread over more than one year is accounted as Project Promotion Expenses grouped under Other Advances and is amortized over the period in which benefits would be derived.

2.16 Leases

Assets taken on lease are accounted as right-of-use assets and the corresponding lease liability is accounted at the lease commencement date. Initially the right-of-use asset is measured at cost which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The lease liability is initially measured at the present value of the lease payments, discounted using the Company's incremental borrowing

rate. It is remeasured when there is a change in future lease payments arising from a change in an index or a rate, or a change in the estimate of the guaranteed residual value, or a change in the assessment of purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in the Statement of Profit and Loss if the carrying amount of the right-of-use asset has been reduced to zero.

The right-of-use asset is measured by applying cost model i.e., right-of-use asset at cost less accumulated depreciation and cumulative impairment, if any. The right-of-use asset is depreciated using the straight-line method from the commencement date to the end of the lease term or useful life of the underlying asset whichever is earlier. Carrying amount of lease liability is increased by interest on lease liability and reduced by lease payments made.

Lease payments associated with following leases are recognised as expense on straight-line basis:

- (i) Low value leases; and
- (ii) Leases which are short-term.

2.17 Earnings per Share (EPS)

In arriving at the EPS, the Company's Net Profit After Tax, is divided by the weighted average number of equity shares outstanding. The EPS thus arrived at is known as 'Basic EPS'. To arrive at the diluted EPS, the net profit after tax, referred above, is divided by the weighted average number of equity shares, as computed above and the weighted average number of equity share that could have been issued on conversion of shares having potential dilutive effect subject to the terms of issue of those potential shares. The date(s) of issue of such potential shares determine the amount of the weighted average number of potential equity shares.

2.18 Taxation

i) Current Tax

Provision for Current tax is made based on the liability computed in accordance with the relevant tax rates and provisions of Income Tax Act, 1961 as at the balance sheet date and any adjustments to taxes in respect

of the previous years, penalties if any related to income tax are included in the current tax expense.

ii) Deferred Taxes

Deferred Tax is the tax expected to be payable or recoverable on differences between the carrying amount of the assets and liabilities for financial reporting purpose and the corresponding tax bases used in computation of taxable profit. Deferred tax assets are recognized and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such Deferred Tax Assets can be realized.

Current and deferred tax is recognized in profit or loss, except to the extent that it related to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

2.19 Commitments

Commitments are future liabilities for contractual expenditure.

Commitments are classified and disclosed as follows:

- a. Estimated amount of contracts remaining to be executed on capital account and not provided for;
- b. Uncalled liability on shares and other investments partly paid;
- c. Funding related commitment to subsidiary, associate and joint venture companies and
- d. Other non-cancellable commitments, if any, to the extent they are considered material and relevant in the opinion of management.

Other commitments related to sales/ procurements made in the normal course of business are not disclosed to avoid excessive details.

2.20 Operating cycle for current and non-current classification

Operating cycle for the business activities of the Company covers the duration of the specific

project/contract including the defect liability period, wherever applicable and extends up to the realization of receivables (including retention monies) within the agreed credit period normally applicable to the respective lines of business.

2.21 Statement of Cash Flows

Statement of Cash Flows is prepared segregating the cash flows from operating, investing and financing activities. Cash flow from operating activities is reported using indirect method. Under the indirect method, the net profit is adjusted for the effects of:

- i. transactions of a non-cash nature;
- ii. any deferrals or accruals of past or future operating cash receipts or payments;
- iii. items of income or expense associated from investing or financing cash flows; and

Cash and cash equivalents (including bank balances) are reflected as such in the Statement of Cash Flows.

2.22 Exceptional Items:

Items of income and expenditure within profit and loss from ordinary activities are of such size, nature or incidence that their disclosure is relevant to explain the performance of the enterprise for the period, the nature and amount of such items are disclosed separately as Exceptional Items.

2.23 Borrowing Cost

Borrowing costs net of any investment income from the temporary investment of related borrowings, that are attributable to the acquisition or construction of a qualifying asset are capitalized as part of cost of such asset till such time the asset is ready for its intended use or sale. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale. All other borrowing costs are charged to the Statement of Profit and Loss in the period in which they are incurred.

Borrowing costs include interest expense calculated using the effective interest method, finance charges in respect of assets acquired on finance lease and exchange differences arising on foreign currency borrowings to the extent they are regarded as an adjustment to interest costs.

₹ in Lakhs

3. Property, Plant & Equipment and Capital Work-in-Progress

Particulars	3a. Property, Plant & Equipment							Total	3b. Capital Work-in-Progress
	Land	Land for Borrow Area (Project Work)	Plant and Equipment	Right of Use of Assets (Plant)	Furniture and Fixtures	Vehicles	Right of Use of Assets (Vehicles)		
As at 31st March, 2022									
Cost as at 1st April 2021	25.37	192.88	78,519.35	4,213.68	685.05	4,300.71	603.32	88,540.36	2,260.53
Additions	1,385.94	-	2,356.74	-	0.93	3715	-	3,780.76	272.99
Deletions/Capitalised	-	(192.88)	(694.54)	-	-	-	-	(887.42)	(2,260.53)
Cost as at 31st March 2022	1,411.31	-	80,181.55	4,213.68	685.98	4,337.86	603.32	91,433.70	272.99
Accumulated depreciation as at 1st April 2021	-	-	49,141.38	2,424.04	444.68	3,191.95	330.00	55,532.05	-
Depreciation expense	-	-	6,061.70	1,097.71	41.58	271.37	154.55	7,626.91	-
Eliminated/Adjustments	-	-	(321.44)	-	-	-	-	(321.44)	-
Accumulated depreciation as at 31st March 2022	-	-	54,881.64	3,521.75	486.26	3,463.32	484.55	62,837.52	-
Net carrying Value as at 31st March 2022	1,411.31	-	25,299.91	691.93	199.72	874.54	118.77	28,596.18	272.99
As at 31st March, 2021									
Cost as at 1st April 2020	25.37	827.32	77,028.46	4,213.68	682.18	4,226.46	321.29	87,324.76	1,093.35
Additions	-	558.62	2,414.88	-	2.87	74.25	282.03	3,332.65	2,260.53
Deletions/Capitalised	-	(1,193.06)	(923.99)	-	-	-	-	(2,117.05)	(1,093.35)
Cost as at 31st March 2021	25.37	192.88	78,519.35	4,213.68	685.05	4,300.71	603.32	88,540.36	2,260.53
Accumulated depreciation as at 1st April 2020	-	43,277.16	1,175.89	396.56	2,917.64	137.37	47,904.62	-	-
Eliminated on disposals	-	6,686.95	1,248.15	48.12	274.31	192.63	8,450.16	-	-
Depreciation expense	-	822.73	-	-	-	-	822.73	-	-
Accumulated depreciation as at 31st March 2021	-	49,141.38	2,424.04	444.68	3,191.95	330.00	55,532.05	-	-
Net carrying Value as at 31st March 2021	25.37	192.88	29,377.97	1,789.64	240.37	1,108.76	273.32	33,008.31	2,260.53

3c. Ageing of capital work-in-progress is as below:

₹ in Lakhs

Particulars	Amount in Capital work in progress for period of		
	Less than 1 Year	1-2 years	More Than 2 Years
As at 31st March 2022			
Work in Progress	272.99	-	-
Total	272.99	-	272.99
As at 31st March 2021			
Work in Progress	2,260.53	-	-
Total	2,260.53	-	2,260.53

3d. The Company has not revalued its property, plant, and equipment during the current or previous year.

3e. The Company does not have any Immovable Properties where title deeds are not held in the name of the Company.

3f. No proceedings have been initiated or are pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

4. Non-Current Investments

₹ in Lakhs

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
(i) Investments carried at fair value through other comprehensive income:		
Investment in Equity Shares		
Quoted		
a. Investment in Associate Companies		
i) 6,24,00,000 (As at 31 st March 2021 : 6,24,00,000) Equity Shares of ₹ 2/- each, fully paid in Gayatri Highways Ltd (formerly Gayatri Domicile Pvt.Ltd) (Refer Note No. 4.1 & 35.18)	1,248.00	1,248.00
Changes in Fair Valuation of Investments	(580.32)	(854.88)
b. Investment in Other Companies		
(i) 11,63,607 (As at 31 st March 2021 : 11,63,607) Equity Shares of ₹ 10/- each in Gayatri Sugars Ltd. (Refer Note No. 4.2)	293.10	293.10
(ii) 273 (As at 31 st March 2021: 273 Equity Shares of ₹ 10/- each in Canara Bank	0.86	0.86
Changes in Fair Valuation of Investments	(261.93)	(271.91)
(ii) Non-Trade investments - Carried at cost		
Investment in Equity Shares		
Unquoted		
a. Investment in Subsidiary Companies		
(i) 65,24,030 (As at 31 st March 2021 : 65,24,030) Equity Shares of ₹ 10/- each, fully paid in Gayatri Energy Ventures Pvt. Ltd., (Net of Impairment of ₹ 44,533.89 Lakhs) (Refer Note No. 4.3)	19,449.40	19,449.40
(ii) 25,500 (As at 31 st March 2021 : 25,500) Equity Shares of ₹ 10/- each, fully paid in Bhandara Thermal Power Corporation Ltd. - Step down Subsidiary (Refer Note No. 4.4)	2.55	2.55
Investment in Preference Shares		
Unquoted		
a. Investment in Associate Companies		
i) 16,77,00,300 (As at 31 st March 2021 : 16,77,00,300) 9% Non-Convertible Cumulative Redeemable Preference Shares of ₹ 10/- each, fully paid in Gayatri Highways Ltd (Refer Note No. 4.5 & 35.18)	16,770.03	16,770.03
b. Investment in Other Companies		
i) 7,82,87,796 (As at 31 st March 2021 : 7,82,87,796) 4% Compulsorily Convertible Cumulative Preferential Shares (CCCPS) of ₹ 10/- each, fully paid in Gayatri Hitech Hotels Ltd. (Refer Note No. 4.6 & 35.17)	19,571.95	19,571.95
Total	56,493.64	56,209.10

Details of Quoted and Unquoted Investments:

₹ in Lakhs

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
Aggregate Amount of Quoted Investment	1,541.96	1,541.96
Aggregate Market value of Quoted Investment	699.71	415.17
Aggregate Amount of Unquoted Investment	55,793.93	55,793.93
4.1) 6,23,00,000 Equity shares of Gayatri Highways limited (GHL) (formerly Gayatri Domicile Pvt.Ltd) have been pledged to IL&FS Securities Services Limited (Security Trustee) for the credit facilities availed by GHL from IL&FS Financial Services Limited.		
4.2) 11,63,607 Equity Shares held by the company in Gayatri Sugars Limited have been pledged to IDBI Trusteeship Services Limited for the credit facilities availed by the company from consortium lenders.		
4.3) 48,27,482 Equity shares Gayatri Energy Ventures Private Limited have been pledged to IDBI Trusteeship Services Limited for the credit facilities availed by the company from consortium lenders.		
4.4) 25,500 Equity shares of Bhandara Thermal Power Corporation Limited have been pledged to IL & FS is yet to be released by the IL & FS as the loan is repaid by the step-down subsidiary company.		
4.5) 16,77,00,300 9% Non Convertible Cumulative Redeemable Preference Shares held by the Company in M/s. Gayatri Highways Limited (formerly Gayatri Domicile Pvt.Ltd) have been pledged to IDBI Trusteeship Services Limited for the credit facilities availed by the company from consortium lenders.		
4.6) 7,82,87,796 4% Compulsorily Convertible Cumulative Preferential Shares held by the Company in Gayatri Hi-Tech Hotels Ltd have been pledged to IDBI Trusteeship Services Limited for the credit facilities availed by the company from consortium lenders.		

5. Trade Receivables (Non-current)

₹ in Lakhs

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
Unsecured, Considered Good		
From Related Parties		
- Receivables from Subsidiary of Associate Company (Refer Note No.35.20)	23,715.65	24,472.03
Less : Provision for Bad Debts/Expected Credit Loss	(4,743.13)	(3,677.81)
- Receivables from Joint Ventures	808.67	808.67
Total	19,781.19	21,602.89

Ageing of Non-current Trade receivables	As at 31 st March, 2022	As at 31 st March, 2021
Outstanding from the due date of payment	Unsecured - Undisputed - Considered Good	
Not due	-	-
Less than 6 Months	-	-
6 Months to 1 Year	-	-
1-2 Years	-	-
2-3 Years	-	-
More than 3 Years	24,524.32	25,280.70
Total	24,524.32	25,280.70
Less: Provision for Bad debts/Expected Credit Loss	(4,743.13)	(3,677.81)
Total	19,781.19	21,602.89

6. Loans (Non-current)

₹ in Lakhs

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
Unsecured, Considered Good		
To Related Parties		
Loans to Associate Company (Refer Note No.35.18)	17,967.01	17,967.01
Less : Provision for Expected Credit Loss	(2,695.05)	(2,695.05)
To Others		
- Inter Corporate Loan (Refer Note No.35.19)	18,676.14	18,676.14
- Other Body Corporates	30.80	30.80
Total	33,978.90	33,978.90

7. Other Financial Assets (Non-current)

₹ in Lakhs

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
Unsecured, Considered Good		
Interest Accrued on Loans (Refer Note No. 35.19)	22,035.46	20,296.72
Total	22,035.46	20,296.72

8. Deferred Tax Asset (Net)

₹ in Lakhs

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
(a) Deferred Tax (Asset) on timing differences:		
i) on account of Gratuity and Leave Encashment	87.51	87.51
ii) on account of IND AS Adjustments	65.09	65.09
(b) Deferred Tax Liability on timing differences:		
i) Other Comprehensive Income	6.99	106.30
ii) Depreciation	953.70	695.14
Total	1,113.29	954.04

9. Inventories

₹ in Lakhs

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
(a) Construction materials, Stores and Spares	14,940.20	32,427.95
(b) Work in Progress	48,426.80	49,040.62
Total	63,367.00	81,468.57

10. Trade Receivables (Current)

₹ in Lakhs

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
(a) Unsecured, considered good		
- Related Parties: Companies in which KMP's are interested	1,584.19	1,179.43
- Related Parties: Joint Ventures	51,134.70	48,448.54
- Others	32,474.36	50,192.11
- Un-billed receivables	13,313.66	33,314.36
- Retention Money Receivable from Contractees	18,257.79	18,704.40
	116,764.70	151,838.84
Less : Provision for Expected Credit Loss	(8.18)	(1.64)
Total	116,756.52	151,837.20

Ageing of Current Trade receivables	As at 31 st March, 2022	As at 31 st March, 2021
Outstanding from the due date of payment	Unsecured - Undisputed - Considered Good	
Not due	-	-
Less than 6 Months	89,574.54	134,143.36
6 Months to 1 Year	12,482.43	4,582.61
1-2 Years	2,095.10	2,510.36
2-3 Years	2,102.10	5,129.05
More than 3 Years	10,510.53	5,473.46
Total	116,764.70	151,838.84
Less: Provision for Expected Credit Loss	(8.18)	(1.64)
Total	116,756.52	151,837.20

11a) Cash and cash equivalents

₹ in Lakhs

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
(i) Balances with banks		
In current accounts	2,495.01	6,006.16
In deposit accounts (Refer Note No. 35.34)	-	2,337.17
(ii) Cash in hand	32.54	25.46
Total	2,527.55	8,368.79

11b) Other Bank Balances (having maturity more than three months)

₹ in Lakhs

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
Margin money for Bank Guarantees / LCs (Refer Note No. 35.34)	787.99	20,563.43
Total	787.99	20,563.43

12. Loans (Current)

₹ in Lakhs

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
To Related Parties - Unsecured, Considered Good		
Loans to Subsidiaries	1,249.57	591.99
Loans to Associates (Refer Note No. 35.18)	7,858.37	6,811.48
To Others - Unsecured, Considered Good		
Loan (including accumulated interest) (Refer Note No.35.21)	5,882.62	6,460.18
Less : Provision for Expected Credit Loss	(2,087.85)	(2,087.85)
Total	12,902.71	11,775.80

Note : Loans to Subsidiaries and associates are interest free, unsecured and have no fixed repayment schedule.

13. Current Tax Assets (Net)

₹ in Lakhs

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
Income Tax Refund receivable	11,285.30	4,022.83
MAT Credit Entitlement	4,934.88	4,934.88
VAT refund Receivable	885.03	927.23
GST Input Credit	10,173.02	10,387.56
Total	27,278.23	20,272.50

14. Other current assets

₹ in Lakhs

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
Advances - Unsecured, considered Good		
- Advances to Suppliers	2,651.09	3,441.22
- Advances to Sub-Contractors (Refer Note No. 35.22 and 35.24)	56,263.42	59,103.10
Less : Provision for Expected Credit Loss	(7,707.77)	(4,875.03)
- Advance to staff	16.94	94.08
Deposits with Govt. Dept & Others	2,252.24	2,442.33
Other receivable (Refer Note No.35.16)	814.17	865.45
Claims receivable (Refer Note No.2.4.A(a)(v) & 35.31)	40,478.31	35,966.01
Project mobilisation Expenditure (Deferred)	5,599.62	3,299.46
Prepaid Expenses	2,663.39	2,835.16
Total	103,031.41	103,171.78

15. Equity Share Capital

Particulars	As at 31 st March, 2022		As at 31 st March, 2021	
	Number of shares	₹ in Lakhs	Number of shares	₹ in Lakhs
(i) Authorised Share Capital				
Equity shares of ₹ 2/- each (As at 31 st March 2021 : ₹ 2/- each)	400,000,000	8,000.00	400,000,000	8,000.00
(ii) Issued Share Capital				
Equity shares of ₹ 2/- each (As at 31 st March 2021 : ₹ 2/- each)	187,198,685	3,743.97	187,198,685	3,743.97
(iii) Subscribed and fully paid up Share Capital				
Equity shares of ₹ 2/- each (As at 31 st March 2021 : ₹ 2/- each)	187,198,685	3,743.97	187,198,685	3,743.97
Total	187,198,685	3,743.97	187,198,685	3,743.97

15(a) Terms / Rights, Preferences and restrictions attached to Equity Shares:

The company has only one class of shares referred to as equity shares having a par value of ₹ 2/-. Each holder of equity shares is entitled to one vote per share. 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.

15(b) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	As at 31 st March, 2022		As at 31 st March, 2021	
	Number of shares	₹ in Lakhs	Number of shares	₹ in Lakhs
Equity shares of ₹ 2/- each with voting rights				
At the beginning of the year	187,198,685	3,743.97	187,198,685	3,743.97
Add: Shares issued during the year	-	-	-	-
Outstanding at the end of the year	187,198,685	3,743.97	187,198,685	3,743.97

15(c) Details of shares held by the holding company, the ultimate holding company, their subsidiaries and associates: Nil

15(d) Details of shares held by each shareholder holding more than 5% shares:

Particulars	As at 31 st March, 2022		As at 31 st March, 2021	
	Number of shares	% holding	Number of shares	% holding
Equity shares of ₹ 2/- each with voting rights:				
Indira Reddy Tikkavarapu	50,792,213	27.13	56,350,213	30.10
Sandeep Kumar Reddy Tikkavarapu	25,943,494	13.86	26,993,494	14.42
GMO Emerging Markets Fund	11,567,064	6.18	11,567,064	6.18

15 (e) Details of shares held by Promoters and Promoter Groups:

Particulars	As at 31st March, 2022		% Change during the year as compared to 31st March, 2021	As at 31st March, 2021		% Change during the year as compared to 31st March, 2020
	Number of shares held	% holding		Number of shares held	% holding	
Equity shares of ₹ 2/- each with voting rights:						
Indira Reddy Tikkavarapu	50,792,213	27.13	-10%	56,350,213	30.10	-1%
Sandeep Kumar Reddy Tikkavarapu	25,943,494	13.86	-4%	26,993,494	14.42	0%
Rajiv Reddy Tikkavarapu	519,500	0.28	0%	519,500	0.28	0%
Sulochana Gunupati	2,350	0.00	0%	2,350	0.00	0%
Jenna Reddy Brij/Mohan Reddy	2,250	0.00	0%	2,250	0.00	0%
Tikkavarapu Sarita Reddy	800	0.00	0%	800	0.00	0%

Note : Figures in negative represents reduction in percentage change as compared to previous period

15(f) The Company has not raised any funds through the Issue of Securities during the current or previous year.**16. Other Equity**

₹ in Lakhs

Particulars	As at 31st March, 2022	As at 31st March, 2021
(a) Capital Reserve		
Opening balance	143.40	143.40
Add : Additions to Reserve during the year	-	-
Closing balance	143.40	143.40
(b) General Reserve		
Opening balance	12,300.00	12,300.00
Less: Utilised during the year	-	-
Closing balance	12,300.00	12,300.00
(c) Securities Premium Account		
Opening balance	37,683.67	37,683.67
Add: Premium received on Shares issued during the year	-	-
Closing balance	37,683.67	37,683.67
(d) Retained earnings		
Opening balance	46,426.81	40,768.97
Add : Surplus / (Deficit) for the year	(92,629.16)	5,657.84
Closing balance	(46,202.35)	46,426.81
(e) Other Comprehensive Income (OCI)		
Opening balance	(252.43)	(407.48)
Add: Movement in OCI (Net) during the year	184.99	155.05
Closing balance	(67.44)	(252.43)
Total (a+b+c+d+e)	3,857.28	96,301.45

Capital Reserve: It was created during the financial year 2010-11 on account of forfeiture of share warrents.

General reserve: The Company created a General Reserve in earlier years pursuant to the provisions of the Companies Act, 1956 where in certain percentage of profits were required to be transferred to General Reserve before declaring dividends. As per Companies Act 2013, the requirements to transfer profits to General Reserve is not mandatory. General Reserve is a free reserve available to the Company.

17 Borrowings

₹ in Lakhs

Particulars	As at 31st March, 2022		As at 31st March, 2021	
	Non- Current	Current	Non- Current	Current
Secured				
i) Term Loans from Banks				
i. Equipment Loans	-	-	2,496.17	3,105.60
ii. Term Loans	-	-	20,290.03	16,789.81
iii. Vehicle Loans	-	-	11.86	4.29
ii) Term Loans from others				
i. Equipment Loans	-	-	3,977.25	5,189.45
ii. Vehicle Loans	-	-	12.40	48.44
Total	-	-	26,787.71	25,137.59

Note: Since the loans/credit facilities have been recalled by the lenders, the outstanding balances are classified under current borrowings.

18. Lease Liabilities

₹ in Lakhs

Particulars	As at 31st March, 2022	As at 31st March, 2021
Lease Liability (Refer Note No.35.6)	270.84	1,012.30
Total	270.84	1,012.30

19. Other Financial Liabilities

₹ in Lakhs

Particulars	As at 31st March, 2022	As at 31st March, 2021
Advances from Contractees	66,940.52	89,079.87
Margin Money Deposits received	708.62	2,850.88
Total	67,649.14	91,930.75

20. Provisions

₹ in Lakhs

Particulars	As at 31st March, 2022	As at 31st March, 2021
Employee Benefits	747.53	790.26
Total	747.53	790.26

In accordance with the Payment of Gratuity Act, 1972 the company provides for gratuity covering eligible employees. The liability is provided on the basis of valuation of the liability by an independent actuary as at the year end.

The Liability for Cost of Compensated absences is has been actuarially determined and provided for in the books.

21. Borrowings

₹ in Lakhs

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
Reclassification of Non-Current Borrowings as current		
I) Term Loans from Banks		
i. Equipment Loans (Refer Note No.21.1)	4,550.35	-
ii. Term Loans (Refer Note No.21.2)	27,660.69	-
iii. Vehicle Loans (Refer Note No.21.3)	14.40	-
II) Term Loans from others		
i. Equipment Loans (Refer Note No.21.1)	8,095.71	-
ii. Vehicle Loans (Refer Note No.21.3)	12.88	-
III) Loans repayable on demand		
Secured Working Capital Facilities from Banks (Refer Note.21.4)	212,900.37	136,712.77
IV) Short Term Loan		
COVID FITL (Refer Note No.21.5)	43.00	4,680.80
V) Inter Corporate Loan		
i. Secured from Others (Refer Note No.21.6)	1,000.00	1,000.00
ii. Un-secured from Others (Refer Note No.21.7)	500.00	167.50
VI) Un-secured interest free loans from Related parties		
i. From Directors	1,909.38	-
ii. From Step-down Subsidiary	2,231.05	-
VII) Current maturities of Long Term Borrowings		
- Term, Equipment, Vehicle Loans and ECB Loans	-	19,720.02
- Principal Default on Term, Equipment and Vehicle Loans	-	5,417.57
Total	258,917.83	167,698.66

Nature of Security and Terms of Repayment**21.1 Equipment Loans from Banks and Others**

The Equipment loans are secured by hypothecation of specific equipments acquired out of the said loans and all these loans are guaranteed by the promoter directors. The rate of interest on these loans varies between 11% to 15%.

21.2 Term loans

The secured term loans are secured by hypothecation of construction equipments not specifically charged to other banks, equitable mortgage of immovable properties of group companies, pledge of unencumbered equity shares of promoters in Gayatri Projects Ltd and personal guarantees of the promoter Directors. The rate of interest varies between 11% to 13% with an average yield of 12.04% p.a.

21.3 Vehicle Loans:

The Vehicle loans availed are secured by hypothecation

of specific vehicles purchased out of the said loans. The vehicle loans carry interest rate between 11% to 15% p.a.

21.4 Working Capital Facilities (Secured)

The working capital facilities from the consortium of Banks are secured by:

- Hypothecation against first charge on stocks, book debts and other current assets of the Company both present and future ranking paripassu with consortium banks.
- Hypothecation against first charge on all unencumbered fixed assets of the Company both present and future ranking paripassu with consortium banks.
- Equitable mortgage of properties belonging to promoters, directors, group companies.
- Personal guarantee of promoter directors and relatives. Corporate guarantees of entities in which KMPs are interested.

21.5 Short Term Loan (COVID FITL)

- Hypothecation against first charge on stocks, book debts and other current assets of the Company both present and future ranking paripassu with consortium banks.
- Hypothecation against first charge on all unencumbered fixed assets of the Company both present and future ranking paripassu with consortium banks.
- Equitable mortgage of properties belonging to promoters, directors, group companies.
- Personal guarantee of promoter directors and relatives. Corporate guarantees of entities in which KMPs are interested.

21.6 Secured Inter Corporate Loan from Others

The secured Intercompany loans are secured by equitable mortgage of Land of Group Company and personal guarantees of the Managing Director. The rate of interest is 16.00% p.a.

21.7 Un-secured Inter Corporate Loan from Others

The unsecured Intercompany loans rate of interest is 18.00% p.a.

21.8 Period and amounts default as on the Balance Sheet date in repayment of borrowings and interest thereon:

The company has defaulted in repayment of the dues to the lenders and the accounts have been declared as NPA, In the absence of loan statements / information from the lenders, the actual date of default of various loans / financial facilities was not available with the company as there was adjustment of margin money deposits, repayments from TRA account against outstanding dues on different dates and Accordingly, the date of declaring the account as NPA / recalling of the loans is considered as default date for the purpose of reporting in this clause.

₹ in Lakhs

Name of the Bank	NPA/Recall Date	Principal amount default	Interest amount default	Defaulted Days
a) Bank Dues for the Equipment Loans, Funded Interest Term Loans, Term Loans, COVID FITL and Vehicle Loans				
Union Bank of India	30/06/2021	1,764.53	158.21	275
Bank of Baroda	02/09/2021	9,557.94	904.40	211
Bank of Maharashtra	30/06/2021	500.00	65.38	275
IDBI Bank Ltd	29/09/2021	4,936.10	395.64	184
Indian Overseas Bank	29/08/2021	7,227.71	807.79	215
Punjab National Bank	30/06/2021	8,239.15	1,370.89	275
		32,225.43	3,702.31	
b) Bank Dues for the Working Capital Loans and Short Term Loans				
Union Bank of India	30/06/2021	14,793.60	1,287.67	275
Bank of Baroda	02/09/2021	37,475.31	3,703.83	211
Bank of Maharashtra	30/06/2021	5,049.40	576.09	275
Canara Bank	30/06/2021	30,527.87	5,937.63	275
IDBI Bank Ltd	29/09/2021	22,000.00	1,065.44	184
Indian Overseas Bank	29/08/2021	7,500.00	182.08	215
Punjab National Bank	30/06/2021	9,350.00	1,552.00	275
Federal Bank	30/06/2021	1,499.03	218.96	275
		128,195.21	14,523.70	

Name of the Bank	Principal amount default	Interest amount default
c) Working Capital Facilities (on account of BG and LC devolvement's)	Devolvement amount	Period
Union Bank of India	9,207.65	42 to 328 days
Bank of Baroda	13,636.84	2 to 301 days
Canara Bank	34,310.99	4 to 358 days
IDBI Bank Ltd	6,015.10	3 to 269 days
Indian Overseas Bank	3,483.03	84 to 309 days
Punjab National Bank	13,160.91	1 to 270 days
Total	79,814.52	

d) (i) NBFCs/Financial Institutions dues with regard Equipment Loans and Vehicle Loans

Name of the lender	NPA/Recall Date	Principal amount default	Interest amount default	Defaulted Days
SREI Equipment Finance Ltd.	27/11/2021	6,563.65	727.47	125
Sundaram Finance Ltd.	09/08/2021	822.90	54.15	235
Tata Motors Finance Limited	23/08/2021	350.38	14.52	221
		7,736.93	796.14	

d) (ii) NBFCs/Financial Institutions dues with regard Equipment Loans and Vehicle Loans

Name of the lender	Period Default			
	0-90 days	91 - 180 days	181 - 270 days	271 - 365 days
Shriram Transport Finance - Principal	65.02	52.65	11.86	-
Hinduja Leyland Finance Limited - Principal	51.44	43.53	13.74	-
Shriram Transport Finance - Interest	3.36	4.70	1.68	-
Hinduja Leyland Finance Limited - Interest	1.49	2.93	3.19	-

d) (iii) Inter Corporate Loans

Name of the lender	0-90 days	91 - 180 days	181 - 270 days	271 - 365 days
Kakinada Seaports Limited - Interest	39.45	36.30	36.30	8.68

21.9 The Company has not been declared as Wilful Defaulter by any Bank, Financial Institution or other lenders.

21.10 (A) To the best of the knowledge and belief of the management, the company, has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall

- Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by on or behalf of the company (Ultimate Beneficiaries) or
- Provide any guarantee, security, or the like to or on behalf of the ultimate beneficiaries.

(B) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall

- a) 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
- b) Provide any guarantee, security, or the like to or on behalf of the ultimate beneficiaries

21.11 The Company used the borrowings from banks and financial institutions for the specific purpose for which it was taken.

21.12 The Company has filed quarterly returns or statements with the banks in lieu of the sanctioned working capital facilities, which are in agreement with the books of account other than those as set out below:

Name of the Banks	Quarter Ended	Amount disclosed as per quarterly return/ statement	Amount as per books of account**	Difference (Refer Below Note 21.12 (a))
Consortium Banks	Jun-21	198,444.00	165,584.75	32,859.25
Consortium Banks	Sep-21	206,195.00	168,534.29	37,660.71
Consortium Banks	Dec-21	173,099.00	158,195.25	14,903.75
Consortium Banks	Mar-22	140,025.00	136,535.96	3,489.04

Refer Note 21.4 for particulars of securities provided

21.12(a) The difference between the amount reported in the Quarterly returns and books of accounts is on account of submission of Quarterly Returns by the company based on the provisional and estimated figures/values of Work-in-progress and inventory obtained from project site offices.

21.13 Refer Note no. 35.26 regarding the default in repayment of dues to the lenders, significant development of non-fund based facilities and recalling of the financial facilitated extended to the Company and various actions initiated by the lenders for the recovery of there dues.

22. Lease Liabilities (Current)

₹ in Lakhs

Particulars	As at 31st March, 2022	As at 31st March, 2021
Lease Liability	741.46	1,296.54
	741.46	1,296.54

23. Trade Payables:

₹ in Lakhs

Particulars	As at 31st March, 2022	As at 31st March, 2021
Micro, Small and Medium Enterprises	874.33	-
Others	97,625.46	143,640.13
Total	98,499.79	143,640.13

23(a). Details of dues to micro and small enterprises as defined under the MSMED Act, 2006

Particulars	As at 31 st March	
	2022	2021
- Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	794.32	-
- Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	80.01	-
- Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
- Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
- Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
- Interest due and payable towards suppliers registered under MSMED Act, for payments already made	-	-
- Further interest remaining due and payable for earlier years	-	-
Total	874.33	-

23(b) Ageing schedule of trade payable is as below:	As at 31st March, 2022	As at 31st March, 2021
Outstanding from the due date of payment	Undisputed - MSME Dues	
Not due	-	-
Less than 1 Year	874.33	-
1-2 Years	-	-
2-3 Years	-	-
More than 3 Years	-	-
Total	874.33	-

Outstanding from the due date of payment	Undisputed - Others	
Not due	-	-
Less than 1 Year	85,081.69	131,504.58
1-2 Years	6,136.96	5,032.64
2-3 Years	2,390.58	3,991.68
More than 3 Years	4,016.23	3,111.23
Total	97,625.46	143,640.13

24. Other Financial liabilities

₹ in Lakhs

Particulars	As at 31st March, 2022	As at 31st March, 2021
Interest accrued and due on Borrowings from Banks & Financial Institutions (Refer Note no. 35.26)	19,160.22	3,302.21
Deposits from Sub-contractors (SD/Withhold)	21,582.51	18,218.59
Amortization of Finance Cost	-	49.95
Unpaid Dividends	0.33	1.03
Total	40,743.06	21,571.78

25. Other Current Liabilities

₹ in Lakhs

Particulars	As at 31st March, 2022	As at 31st March, 2021
Salaries Payable	2,671.81	2,444.51
Provision / Payables for Expenses and Services	1,317.71	1,355.85
Statutory Dues	9,671.37	7,099.54
Total	13,660.89	10,899.90

26. Provisions

₹ in Lakhs

Particulars	As at 31st March, 2022	As at 31st March, 2021
Employee Benefits	91.27	95.11
Total	91.27	95.11

27. Revenue from Operations

₹ in Lakhs

Particulars	For the Year ended 31st March, 2022	For the Year ended 31st March, 2021
Construction / Contract Revenue (Refer Note No. 35.35)	310,233.68	390,051.89
Total	310,233.68	390,051.89

28. Other income

₹ in Lakhs

Particulars	For the Year ended 31st March, 2022	For the Year ended 31st March, 2021
Interest income from Deposits & Others	2.28	124.60
Other Miscellaneous Income	336.24	612.00
Total	338.52	736.60

29. Cost of Materials Consumed and Cost of Purchases & Services

₹ in Lakhs

Particulars	For the Year ended 31st March, 2022	For the Year ended 31st March, 2021
Steel	18,311.66	28,986.01
Cement	15,144.35	23,086.12
Bitumen	12,516.13	9,336.39
Metal	50,465.30	50,982.48
Sand & Gravel	5,575.50	6,860.66
Electrical Materials	638.44	674.77
Consumable Stores	5,070.96	3,367.98
RCC & GI Pipes	4,559.83	3,032.68
HSD Oils & Lubricants	17,731.57	23,007.20
Mining work Materails	633.52	234.69
Admixer	1,598.54	2,343.57
Other Materials	1,553.34	561.84
Total	133,799.14	152,474.39

30. Work Expenditure

₹ in Lakhs

Particulars	For the Year ended 31st March, 2022	For the Year ended 31st March, 2021
Departmental Recoveries	10,595.50	14,380.29
Work executed by sub contractors	65,113.88	44,921.86
Earth Work	26,370.01	39,231.27
Concrete Work	28,780.94	32,596.74
Transport Charges	1,474.11	3,965.58
Hire Charges	9,592.95	7,930.12
Road work	30,046.18	16,456.57
Repairs and Maintenance	4,324.42	3,665.73
Mining work expenditure	2,948.61	4,497.33
Royalty and Seigniorage charges	1,488.63	2,145.15
Taxes and Duties	1,154.96	1,390.37
Insurance	986.77	1,275.19
Project Promotion Expenses writtenoff	1,073.45	1,892.81
Utility Shifting Work	1,877.89	3,125.44
Security Charges	1,318.03	1,350.78
Survey & Designs	1,774.13	315.92
Other Work Expenditure	1,700.71	1,599.26
Total	190,621.17	180,740.41

31. Change in Work-in-Progress

₹ in Lakhs

Particulars	For the Year ended 31st March, 2022	For the Year ended 31st March, 2021
Opening Work in Progress	49,040.62	35,983.60
Less : Closing Work in Progress	(48,426.80)	(49,040.62)
Changes in Work in Progress	613.82	(13,057.02)

32. Employee benefits expense

₹ in Lakhs

Particulars	For the Year ended 31st March, 2022	For the Year ended 31st March, 2021
Salaries & Wages	11,739.83	13,135.06
Director's Remuneration	528.00	660.00
Staff Welfare Expenses	964.01	933.09
Contribution to Statutory Funds	333.21	322.36
Total	13,565.05	15,050.51

33. Finance costs

₹ in Lakhs

Particulars	For the Year ended 31st March, 2022	For the Year ended 31st March, 2021
Interest on Term Loans	3,974.08	6,354.22
Interest on Working Capital Facilities	21,965.23	18,315.71
Interest on Equipment Loans & Others	3,566.60	2,581.16
Interest on Lease Finance	196.55	332.44
Interest on Other Credit Facilities	522.39	904.76
Effect of application of effective interest rate on borrowings	(49.95)	(49.00)
Bank Guarantee & Other Financial Charges	6,266.94	6,703.74
Sub-total	36,441.84	35,143.03
Less : Interest on BG/LC Margin Money Deposits	(656.08)	(1,052.56)
Interest on Loans & Advances	(2,018.32)	(2,018.29)
Total	33,767.44	32,072.18

34. Other expenses

₹ in Lakhs

Particulars	For the Year ended 31st March, 2022	For the Year ended 31st March, 2021
Advertisement expenses	5.79	32.39
Audit fee	70.00	70.00
Donations	35.50	36.50
CSR Expenditure	-	145.25
Insurance charges	34.20	25.99
Consultancy & professional charges	2,106.55	2,184.44
General Expenses	324.68	583.15
Power & fuel	447.93	324.80
Miscellaneous expenses	181.57	201.02
Printing & stationery	128.28	143.68
Rent	1,207.79	1,050.45
Taxes & licenses	319.07	401.00
Tender Expenses	7.19	163.79
Telephone	72.42	73.84
Traveling, Conveyance & Stay expenses	476.78	461.43
Forex Loss	8.82	16.74
Loss / (Gain) on Fair Market Value of Investment	(9.98)	(15.98)
Expected Credit Loss	3,904.59	4,496.53
Loss / (Gain) on sale of assets / Impairment of assets	94.16	(458.74)
Total	9,415.34	9,936.28

35. OTHER NOTES FORMING PART OF THE FINANCIAL STATEMENTS**35.1 Contingent Liabilities and Commitments**

The details of the Contingent Liabilities and Commitments to the extent not provided are as follows:

a. Contingent Liabilities

₹ in Lakhs

Particulars	As at 31st March, 2022	As at 31st March, 2021
a) Guarantees given by the Banks towards performance & Contractual Commitments	1,04,205.13	1,33,441.95
b) Corporate Guarantees given to Banks and other financial institutions for loans availed by the:		
• Associate Companies	12,500.00	12,500.00
• Subsidiary to Associate Companies	2,47,148.00	2,47,148.00
• Companies in which KMP or their relatives are interested	9,169.00	9,169.00
• Other Companies	1,360.00	1,360.00
c) Disputed Liability of Income Tax, Sales Tax, Service Tax and Seigniorage charges	7918.78	7,335.97

b. Commitments

₹ in Lakhs

Particulars	As at 31st March, 2022	As at 31st March, 2021
Commitments towards investments in Subsidiaries, Joint Ventures and Associates	Nil	Nil

35.2 Related Party Transactions pursuant to Indian Accounting Standard (Ind AS)-24**Details of related parties:**

Subsidiary Company	Step-down Subsidiary Company
Gayatri Energy Ventures Pvt. Ltd	Bhandara Thermal Power Corporation Ltd
Associate Company	
Gayatri Highways Limited (formerly Gayatri Domicile Private Limited)	
Companies in which the Company has substantial Interest.	Key Management Personnel and their Relatives
Gayatri Lalitpur Roadways Ltd *	Mr. T.V.Sandeep Kumar Reddy (MD)
Gayatri-Jhansi Roadways Ltd *	Mr. J. Brij Mohan Reddy (Vice Chairman)
Sai Matarani Tollways Limited *	Mrs. Indira T Subbarami Reddy (Chairperson)
Hyderabad Expressways Limited *	Mr. T. Rajiv Reddy (Vice President)*
HKR Roadways Limited *	Mr. T.Anirudh Reddy
Balaji Highways Holding Limited *	Mr. P. Sreedhar Babu (CFO)
Indore Dewas Tollways Limited *	Mr. Chetan Kumar Sharma (CS & CO)
*Subsidiary/Associate of Associate Company	
Entities in which KMP or their relatives are interested	Joint Ventures
Deep Corporation Pvt. Ltd	Gayatri- RNS Joint Venture
Indira Constructions Pvt. Ltd	IJM Gayatri Joint Venture

Gayatri Tissue & Papers Ltd	Gayatri Ranjit Joint Venture
Gayatri Sugars Ltd	Gayatri - GDC Joint Venture
Gayatri Hi-Tech Hotels Ltd	Gayatri – BCBPPL Joint Venture
Gayatri Property Ventures Pvt. Ltd.	Jaiprakash Gayatri Joint Venture
Gayatri Hotels & Theaters Pvt. Ltd	Gayatri ECI Joint Venture
GSR Ventures Pvt. Ltd.	Maytas-Gayatri Joint Venture
T.V.Sandeep Kumar Reddy & Others	Gayatri – Ratna Joint Venture
Gayatri Bio-Organics Limited	MEIL-GAYATRI-ZVS-ITT Consortium
T. Subbarami Reddy Foundation	Gayatri-SPL Joint Venture
Dr.T. Subbarami Reddy (HUF)	Gayatri-JMC Joint Venture
Balaji Charitable Trust	Viswanath - Gayatri Joint Venture
TSR Lalitakala Parishad	GPL-RKTCPL Joint Venture
Invento Labs Private Limited	Vishwa-Gayatri Joint Venture
Yamne Power Private Limited	Gayatri-RNS-SIPL Joint Venture
Gayatri Hotel Ventures Pvt. Ltd.	SOJITZ-LNT-GAYATRI Joint Venture
Flynt Mining LLP	Gayatri PTPS Joint Venture
Indira Energy Holdings Private Limited	Gayatri KMB Joint Venture
	HES GAYATRI NCC Joint Venture
	Gayatri - Ojsc Sibmost Joint Venture
	Gayatri Projects Limited-Crescent EPC Projects & Tech Services Limited (Jv), Gayatri – SPML JV GPL-Ramkey JV

* Resigned with effect from 01/12/2021

Transactions with the related parties:

₹ in Lakhs

Sl. No.	Description	Year	Subsidiary & Step-down Subsidiaries	Associate Companies	Entities in which KMP are interested	Joint ventures	KMP & their Relatives
1	Contract Receipts	2021-22	-	8,234.61	-	87,243.59	-
		2020-21	-	1,545.48	-	92,390.57	-
2	Contract payments	2021-22	-	-	79.40	-	-
		2020-21	-	-	539.41	-	-
3	Office Rent & Maintenance	2021-22	-	-	399.68	-	-
		2020-21	-	-	333.02	-	-
4	Remuneration to CFO, CS, and others	2021-22	-	-	-	-	144.22
		2020-21	-	-	-	-	166.92
5	Donations & CSR expenses	2021-22	-	-	34.50	-	-
		2020-21	-	-	78.75	-	-
6	Remuneration and Commission Paid	2021-22	-	-	-	-	528.00
		2020-21	-	-	-	-	660.00

Sl. No.	Description	Year	Subsidiary & Step-down Subsidiaries	Associate Companies	Entities in which KMP are interested	Joint ventures	KMP & their Relatives
7	Contract other Advances received/ (given)	2021-22	-	317.98	-	1550.00	-
		2020-21	-	-	(2,138.32)	7,414.50	-
8	Net unsecured loans given/ (Recovered/ Received)	2021-22	(1,573.48)	2,894.00	-	-	(1,909.38)
		2020-21	13.44	4,428.44	-	-	-
9	Closing balances – Debit	2021-22	1249.57	46001.85	2479.61	54343.80	-
		2020-21	591.99	46,838.74	2,737.45	57,059.81	10.39
10	Closing balances – Credit	2021-22	2231.05	92.06	132.05	34548.61	2190.87
		2020-21	-	1,776.92	105.36	37,727.82	95.93

Disclosure of transactions, which are more than 10% of the total transactions of the same type with related parties during the year.

₹ in Lakhs

Name of the Entity	Nature of Transaction	2021-22	2020-21
Gayatri - ECI Joint Venture	Contract Receipts	-	778.22
MEIL-Gayatri-ZVS-ITT Consortium	Contract Receipts	5281.27	2,683.68
Vishwa – Gayatri Joint Venture	Contract Receipts	2805.93	1,953.12
Gayatri-RNS-SIPL Joint Venture	Contract Receipts	-	14,156.74
Gayatri – PTPS Joint Venture	Contract Receipts	4140.02	24,480.36
Gayatri-KMB Joint Venture	Contract Receipts	22316.69	16,940.35
HES GAYATRI NCC JV	Contract Receipts	21769.85	18,777.24
GAYATRI-OJSC “SIBMOST” (JV)	Contract Receipts	3672.16	5,034.97
GAYATRI-CRESCENT EPC Pro-jects & Technical Services Ltd (JV)	Contract Receipts	9476.85	5,152.23
Gayatr-SPML Joint Venture	Contract Receipts	4941.74	-
Gayatri-Ramkey Joint Venture	Contract Receipts	12348.40	-

35.3 Impairment of Non-Financial Assets

In the opinion of the management, there are no impaired assets requiring provision for impairment loss as per the Ind AS 36 on “Impairment of Non-Financial Assets”. The recoverable amount of building, plant and machinery, furniture and fixtures and vehicles has been determined on the basis of ‘Value in use’ method.

35.4 Disclosure pursuant to Indian Accounting Standard (Ind AS) – 19 “Employee’s Benefits”:

The summarized position of post-employment benefits and long-term employee benefits recognized in the statement of Profit & Loss and Balance Sheet as required in accordance with Indian Accounting Standard – 19 are as under: -

- Employees of the Company receive benefits from a provident fund, which is a defined benefit plan. Both, the employees and the Company make monthly contributions to the provident fund plan equal to a specified percentage of the covered employee’s salary. The Company contributed ₹ 314.66 Lakhs and ₹ 301.83 Lakhs during the years ended 31st March 2022 and 31st March 2021 respectively and the same has been recognized in the Statement of Profit and Loss under the head employee benefit expenses.

ii)(a) Changes in the Benefit Obligations:

₹ in Lakhs

Particulars	Gratuity		Leave Encashment	
	2021-22	2020-21	2021-22	2020-21
Present Value of Obligation as at the beginning of the year	681.45	619.77	203.92	280.03
Interest Cost	45.22	42.14	13.06	18.29
Current Service Cost	99.61	91.62	7.63	(76.11)
Benefits Paid	(32.83)	(89.59)	(23.79)	(22.02)
Actuarial loss / (gain) on Obligations	(9.74)	17.50	(145.73)	3.73
Present Value of Obligation at year-end	783.71	681.45	55.09	203.92

(b) Amount Recognized in Balance Sheet:

₹ in Lakhs

Particulars	Gratuity		Leave Encashment	
	2021-22	2020-21	2021-22	2020-21
Estimated Present Value of obligations as at the end of the year	783.71	681.45	55.09	203.92
Fair value of Plan Assets as at the end of the year	-	-	-	-
Net Liability recognized in Balance Sheet	783.71	681.45	55.09	203.92

(c) Expenses recognized in Statement of Profit & Loss / Other Comprehensive Income (OCI):

₹ in Lakhs

Particulars	Gratuity		Leave Encashment	
	2021-22	2020-21	2021-22	2020-21
Current Service Cost	99.61	91.62	7.63	(76.11)
Interest Cost	45.22	42.14	13.06	18.29
Net Actuarial (Gain)/Loss recognized in Statement of Profit & Loss.	-	-	(145.73)	3.73
Net Actuarial (Gain)/Loss recognized in Statement of Other Comprehensive Income.	(9.74)	17.50	-	-
Total expenses recognized in Statement of Profit & Loss/OCI	135.09	151.26	(125.04)	(54.09)

(d) Principal Actuarial Assumption:

₹ in Lakhs

Particulars	Gratuity		Leave Encashment	
	2021-22	2020-21	2021-22	2020-21
Discount Rate	7.17%	6.80%	7.17%	6.80%
Salary Escalation Rate	4%	4%	4%	4%
Retirement Age	60	60	60	60
Mortality	IALM 2006-08 Ultimate	IALM 2006-08 Ultimate	IALM 2006-08 Ultimate	IALM 2006-08 Ultimate
Attrition Rate	1%	1%	1%	1%

(e) Sensitivity Analysis:

Particulars	Gratuity		Leave Encashment	
	2021-22	2020-21	2021-22	2020-21
Sensitivity analysis – DBO at the end of the year (₹ in Lakhs)	788.71	681.45	55.09	203.92
Discount rate + 100 basis points	9.93%	10.08%	(7.44)%	(9.68)%
Discount rate - 100 basis points	8.46%	8.58%	8.64%	11.64%
Salary increase rate +1%	(11.02)%	(10.74)%	11.30%	16.67%
Salary increase rate -1%	13.01%	12.69%	(9.62)%	(13.51)%
Attrition rate +1%	(9.38)%	(8.88%)	6.69%	11.34%
Attrition rate -1%	8.55%	7.91%	(7.26)%	(12.89)%

(f) The entire present value of funded obligation at the year-end is unfunded and hence, fair value of assets is not furnished.

35.5 Segment Reporting

The Company's operations predominantly consist of construction/project activities. Hence there are no reportable segments under Ind AS – 108. During the year under report, the Company's business has been carried out only in India. The conditions prevailing in India are uniform, no separate geographical disclosures are considered necessary.

35.6 Leases

The Company has taken on lease various assets such as, plant & equipment, and vehicles.

Details in respect of right of use of assets:

₹ in Lakhs

Class of asset	Depreciation		Adjustments/Additions		Carrying amount	
	2021-22	2020-21	2021-22	2020-21	2021-22	2020-21
Plant & Machinery	1097.71	1,245.12	-	(3.01)	691.93	1,789.64
Vehicles	154.55	195.64	-	285.05	118.77	273.30
Total	1252.26	1,440.76	-	282.04	810.70	2,062.96

- i. Interest expenses on lease liabilities amounts to ₹ 196.55 Lakhs (Previous year: ₹ 332.44 Lakhs).
- ii. The Amounts not included in the measurement of the lease liability and recognised as an expense in the Statement of Profit and Loss during the year are as follows:
 - a. Low value leases: ₹ Nil (Previous year: ₹ Nil)
 - b. Short-term Leases: ₹ Nil (Previous year: ₹ Nil Lakhs)
- iii. Total cash outflow for leases amounts to ₹ 1,493.09 Lakhs (Previous year: ₹ 1,705.39 Lakhs) including cash outflow of short-term and low value leases.

35.7 Earnings Per Share (EPS)

₹ in Lakhs

Particulars	2021-22	2020-21
Profit After Tax for calculation of Basic EPS (₹ in Lakhs)	(92,629.16)	5,657.84
Profit After Tax for calculation of Diluted EPS (₹ in Lakhs)	(92,629.16)	5,657.84
Weighted average No. of equity shares as the denominator for calculating Basic EPS. (No. in Lakhs)	1,871.99	1,871.99
Weighted average No. of equity shares as the denominator for calculating Diluted EPS. (No. in Lakhs)	1,871.99	1,871.99
Basic EPS (₹)	(49.48)	3.02
Diluted EPS (₹)	(49.48)	3.02

35.8 Tax Expenses:

₹ in Lakhs

Particulars	2021-22	2020-21
Current Tax	Nil	894.85
MAT Credit Entitlement	Nil	(894.85)
Deferred Tax Liability / (Asset)	(258.56)	(536.26)
Total Tax Expenses	(258.56)	(536.26)

35.9 The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period when the Code becomes effective.

35.10 There are no amounts due and outstanding to be credited to the Investors Education & Protection Fund as on 31-03-2022 and amounts which are required to be transferred to such funds have been transferred.

35.11 Disclosure pursuant to Indian Accounting Standard – 115 "Revenue from Contracts with Customers"

₹ in Lakhs

S.no.	Particulars	2021-22	2020-21
1	Contract revenue recognized for the year ended	3,10,233.68	3,90,051.89
2	Contract cost incurred and recognized profits, less losses	3,51,483.43	3,63,747.80
3	Amount of advances received till date, net of recoveries	66,940.52	89,079.87
4	Gross amount due from customers for contract works	1,16,764.70	1,51,838.84

Income is recognized on fixed price construction contracts in accordance with the percentage of completion basis, which necessarily involve technical estimates of the percentage of completion, and costs to completion, of each contract / activity, on the basis of which profits and losses are accounted. When the outcome of the contract is ascertained reliably, contract revenue is recognized at cost of work performed on the contract plus proportionate margin, using the percentage of completion method. Percentage of completion is the proportion of cost of work performed up to the date, to the total estimated contract costs.

35.12 Additional Information pursuant to Schedule III of the Companies Act, 2013.
i) CIF value of Imports

₹ in Lakhs

Sl. No.	Particulars	2021-22	2020-21
1	Purchase of Capital Goods	-	280.62
2	Materials & Spares	1,496.92	1,759.73

ii) Expenditure / (Income) in Foreign Currency:

₹ in Lakhs

Sl. No.	Particulars	2021-22	2020-21
1	Travelling Expenses	-	-
2	Interest on ECB Loan	-	-
3	Consultancy & Technical Fees	887.29	1,772.61

iii) Details of major raw materials consumption

₹ in Lakhs

Particulars	2021-22		2020-21	
	Value	%	Value	%
Metal	18,311.66	13.69%	50,982.48	33.44%
Steel	15,144.35	11.32%	28,986.01	19.01%
Cement	12,516.13	9.35%	23,086.12	15.14%
HSD Oils & Lubricants	50,465.30	37.72%	23,007.20	15.09%
Bitumen	5,575.50	4.17%	9,336.39	6.12%
Sand & Gravel	638.44	0.48%	6,860.66	4.50%
Consumable Stores	5,070.96	3.79%	3,367.98	2.21%
RCC & GI Pipes	4,559.83	3.41%	3,032.68	1.99%
Admixer	17,731.57	13.25%	2,343.57	1.54%
Electrical Materials	633.52	0.47%	674.77	0.44%
Other Materials	1,598.54	1.19%	561.84	0.37%
Mining work Materails	1,553.34	1.16%	234.69	0.15%
Total:	1,33,799.14		1,52,474.39	

35.13 Capital Management

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the Company. The Company strives to safeguard its ability to continue as a going concern so that they can maximize returns for the shareholders and benefits for other stake holders. The aim is to maintain an optimal capital structure and minimize the cost of capital.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may return capital to shareholders, issue new shares or adjust the dividend payment to shareholders (if permitted). Consistent with other entities in the industry, the Company monitors its capital using the gearing ratio which is net debt divided by total equity.

₹ in Lakhs

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
Debt:		
i) Non-Current Borrowings	-	26,787.71
ii) Non-Current Borrowings (Lease)	270.84	1,012.30
iii) Current Maturities of Non-Current Borrowings (Lease)	741.46	1,296.54
iv) Current / Short term Borrowings	2,58,917.83	1,67,698.56
v) Accrued Interest	19,160.22	3,302.21
vi) Less: Cash and Cash Equivalentents	(2,527.55)	(8,368.79)
Net Debt:	2,76,562.80	1,91,728.63
Equity:		
i) Equity Share capital	3,743.97	3,743.97
ii) Other Equity	3,857.28	96,301.45
Total Equity:	7,601.25	1,00,045.42
Total net debt to equity ratio (Gearing ratio)	36.38	1.92

35.14 Financial Instruments:

A. Financial Instruments by category.

Financial Assets and Financial Liabilities are the categories of Financial Instruments.

B. Fair value hierarchy

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.

Level 2 inputs are other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly: and

Level 3 inputs are unobservable inputs for the asset or Liability.

C. Financial Assets:

₹ in Lakhs

Particulars	Fair Value Hierarchy	As at 31 st March, 2022	As at 31 st March, 2021
EQUITY INVESTMENTS:			
Measured at fair value through profit or loss (FVTPL):			
Equity Investments in Associates	Level-1	667.68	393.12
Equity Investments in Other Entities	Level-1	32.03	22.05
Measured at Cost:			
Investments in Equity Instruments of Subsidiaries	Level-2	19,451.94	19,451.94
INVESTMENTS IN PREFERENCE SHARES:			
Measured at Fair value through profit or loss (FVTPL):			
Compulsorily Convertible Cumulative Preferential Shares in Other Entity	Level-2	19,571.95	19,571.95
Measured at Cost:			
Non- Convertible redeemable cumulative preferential Shares in Associates	Level-2	16,770.03	16,770.03

Financial Liabilities:

₹ in Lakhs

Particulars	As at 31 st March, 2022	As at 31 st March, 2021
Measured at amortized cost:		
Financial Liabilities i.e., Borrowings	2,74,574.54	2,00,097.42

Certain Financial Assets and Financial Liabilities that are not measured at Fair Value but Fair value disclosures are required:

₹ in Lakhs

Particulars	As at 31 st March, 2022 (Carrying Value & Fair Value)	As at 31 st March, 2021 (Carrying Value & Fair Value)
Fair Value Hierarchy		(Level - 2)
Financial Assets:		
Non- Current Loans	33,978.90	33,978.90
Non-Current Receivables	19,781.19	21,602.89
Other Financial Assets	Nil	Nil
Current Investments	Nil	Nil

Particulars	As at 31 st March, 2022 (Carrying Value & Fair Value)	As at 31 st March, 2021 (Carrying Value & Fair Value)
Trade Receivables	98,498.73	1,33,132.80
Deposits with Contractees	18,257.79	18,704.40
Other Bank Balances	787.99	20,563.43
Current Loans	12,902.71	11,775.80
Financial Liabilities:		
Borrowings	2,59,930.13	1,96,795.21
Trade Payables	98,499.79	1,43,640.13
Other Financial Liabilities	1,03,876.39	1,13,502.53

35.15 Financial risk management objectives and policies

The Company's activities expose to a variety of financial risks like market risk, credit risk and liquidity risks. The Company's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance.

(i) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk. Major financial instruments affected by market risk, includes loans and borrowings.

a. Interest rate risk

As the company had defaulted in repayment of loans/financial facilities, the interest rate risk is very limited to the Company at present.

b. Foreign Currency Risk:

- The Company's foreign Currency exposure details are as follows:

Particulars	Hedged/ Un-hedged	As at 31 st March, 2022		As at 31 st March, 2021	
		Foreign Currency USD in Millions	₹ Equivalent in Lakhs	Foreign Currency USD in Millions	₹ Equivalent in Lakhs
Amount payable in Foreign Currency:					
Recognised foreign currency liabilities	Un-hedged	1.21	918.95	1.58	1162.67
Foreign LC	Un-hedged	-	-	0.37	273.28

The Company undertakes transactions foreign currencies; consequently, exposures to exchange rate fluctuations arise. Transactions in foreign currency are recorded at the exchange rates prevailing on the date of transaction. Foreign currency monetary items outstanding at the balance sheet date are restated at the prevailing year-end rates. The resultant gain/loss upon such restatement along with gain / loss on account of foreign currency transactions are accounted in the Statement of Profit and Loss.

• **Foreign Currency sensitivity analysis**

The above exposures when subjected to a sensitivity of 5% have the following impact: ₹ in Lakhs

Particulars	Impact on Profit/(Loss) after tax with increase in rate by 5%		Impact on Profit/(Loss) after tax with decrease in rate by 5%	
	As at 31 st March, 2022	As at 31 st March, 2021	As at 31 st March, 2022	As at 31 st March, 2021
Currency US Dollar (\$) impact	45.95	71.80	(45.95)	(71.80)

(ii) Credit risk management

Credit risk is the risk that a customer or a counterparty to a financial instrument fails to perform or pay amounts causing financial loss to the company. The maximum exposure of the financial assets is contributed by trade receivables, work-in-progress/ unbilled revenue, cash and cash equivalents and receivables/loans from group and other companies, sub-contractor advances.

Credit risk on trade receivables, work in progress/unbilled revenue is limited as the customers of the company mainly consist of the Government promoted entities, having strong credit worthiness. The company takes into account ageing of accounts receivables and the company's historical experience of the customers and financial conditions of the customers. During the current year the company had identified credit risk on certain financial instruments as below and has made the necessary provision for the same:

₹ in Lakhs

Sl. No	Particulars	Balance As at 31 st March 2022	Accumulated Expected credit loss Amount
1	Trade receivables	24,042.34	4,751.30
2	Loans /advances	84,361.62	12,385.25

(iii) Liquidity Risk:

Liquidity Risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at a reasonable price. The Company's management and finance department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by the senior management.

The following are the details regarding contractual maturities of Significant Financial Liabilities:

a) As at 31st March, 2022

₹ in Lakhs

Particulars	On Demand	Less than 1 year	1-5 Years	More than 5 Years	Total
Borrowings	2,58,917.83	-	-	-	2,58,917.83
Trade Payables	98,499.79	-	-	-	98,499.79
Interest Accrued	19,160.22	-	-	-	19,160.22
Other Financial Liabilities	-	30,442.11	37,207.03	-	67,649.14
Lease Liability	-	741.46	270.84	-	1,012.30
Total	3,76,577.84	31,183.57	37,477.87	-	4,45,239.28

b) As at 31st March, 2021

₹ in Lakhs

Particulars	On Demand	Less than 1 year	1-5 Years	More than 5 Years	Total
Borrowings	1,42,561.07	25,137.59	26,787.71	-	1,94,486.37
Trade Payables	1,43,640.13	-	-	-	1,43,640.13
Interest Accrued	3,302.21	-	-	-	3,302.21
Other Financial Liabilities	-	51,145.04	39,342.34	1,443.37	91,930.75
Lease Liability	-	1,296.54	1,012.30	-	2,308.84
Total	2,89,503.41	77,579.17	67,142.35	1,443.37	4,35,668.30

35.16 Pursuant to the introduction of the Goods and Service Tax (GST) applicable indirect taxes have got subsumed into GST. The company has executed various Construction Contracts/projects of NHAI /other state and central government Departments and in majority of the cases, the work orders for these contracts were issued under the erstwhile previous tax laws and the additional impact on account of GST was recognized in the previous years as other receivables under "Other Current Assets" note. During the previous years the company has recovered substantial amount of GST dues and the balance amount will also be recovered in the due course.

35.17 The Company has an investment in Gayatri Hi-tech Hotels Limited ("Investee Company") in the form of 4% Compulsorily Convertible Cumulative Preferential Shares ("CCCPS") amounting to ₹ 19,571.95 lakhs as of 31st March 2022. The financial statements of Investee Company are prepared on a going concern basis though, it has incurred considerable losses and there has been significant erosion in the Net worth of the investee company as per the latest available financial statements of the investee company. The ongoing COVID – 19 pandemic and implementation of lockdown in the country has significantly affected the operations of the investee company and the extent to which the COVID – 19 pandemic shall effect the operations of the investee company is dependent on future developments which are uncertain. However, as per the latest available valuation reports of the investee company made by two independent registered valuers, the value of the investee company is much higher than the value at which the company had made its investment and further, the management of the company is very confident that the business operations of the investee company will get normalized at the

earliest and generate sufficient cash flows. The CCCPS will be converted into equity shares of the investee company during the financial year 2027-28 which is very long period for realization of the investment or to analyze the actual investment value. Hence, based on the latest valuation reports and considering the tenure and nature of the investment, the management of the company is of the view that no provision for diminution/impairment for carrying value of the investments is required to be made in the standalone audited financial statements for the year ended 31st March 2022.

35.18 Gayatri Highways Limited, an associate company in which the company has an investment of ₹ 16,770.03 Lakhs in the form of Non-Convertible Preference Shares ('NCPS'), Equity Share Capital investment of ₹ 1,248.00 Lakhs, and also funded an amount of ₹ 25,825.38 Lakhs of unsecured loan / subordinate debt as at 31st March 2022. Further, as stated in the audited financial statements of the Associate Company, it has been incurring operating losses during the past few years. However, the financial statements of the said associate company have been prepared on a going concern basis as the promoters of the associate company have guaranteed support to the company and its management believes that its investments in road projects will generate sufficient cash flows to support the company in foreseeable future. As of 31st March 2022, the said associate company is holding portfolio in several road projects. The management of the company is of the opinion that considering the future cash flows of the company from the said road projects on account of various claims filed, annuities, Toll collections receivable, and arbitration awards awarded will be sufficient to recover the amounts invested/advanced to the associate company

and hence, in the opinion of the management no provision is required to be made for the NCPS investments made by the company and unsecured loan/subordinate debt receivable by the company from the said associate for the year ended 31st March 2022.

35.19 In the ordinary course of business, the Company had given Contract Advances to a sub-contractor which on mutual consent have been converted into an interest-bearing inter-corporate loan. The said inter-corporate loan of ₹ 18,676.14 Lakhs and interest thereon of ₹ 22,035.46 Lakhs is pending for recovery as at 31st March 2022. The recovery of this loan along with interest thereon is delayed due to extraneous reasons like changes in government policies, delays in execution of projects, etc. However, the company has recovered considerable amounts during the previous financial years and the management is confident of recovering the balance amount in due course. Further, as per the information available with the company, the said sub-contractor is going to recover the money from the sale of immovable properties assigned to it and also assured the company that the sale proceeds will be utilised for repayment of dues to the company. In view of the above, the management of the company is of the view that no provision for the same is required to be made in the standalone audited financial statements for the year ended 31st March 2022.

35.20 One of the subsidiary of the associate company (hereinafter called as “concessionaire company” or Sai Matarani Tollways Limited “SMTL”), which has been awarded a Build-Operate-Transfer (BOT) work for the construction of Four Laning of Panikoili-Rimuli section of NH-215 Road. The Company has to receive an amount of ₹ 23,715.65 Lakhs towards EPC cost from the said concessionaire company as at 31st March 2022. Further, the company has given an irrevocable and unconditional Corporate Guarantee of ₹ 139,735 Lakhs to the lenders of the concessionaire company. The Concessionaire Company has given termination notice to the National Highways Authority of India (NHAI) due to irreparable loss of toll revenue from the road project and requested for termination payment of ₹ 229,667 Lakhs. Apart from the above-said termination payment, the Concessionaire Company had filed claims with the NHAI under Concessionaire’s right to recover

losses/ damages from the Authority on account of material default of the Authority. SMTL Road Project was terminated by the NHAI on 28th January 2020, and toll collection rights were handed over to the NHAI from 30th January 2020. The Concessionaire Company has requested the NHAI for referring the disputes such as Termination Payment and Claims to the Conciliation Committee of Independent Experts (“CCIE”) as per NHAI policy. The Concessionaire Company has utterly disagreed with the termination payment calculated by the NHAI unilaterally and disputed the termination payment and the matters are pending before CCIE. The CCIE has suggested that there should be a give and take policy for both parties SMTL and its sponsors have insisted and impressed on the NHAI to improve the termination payment by more than ₹ 30,000 Lakhs. Accordingly, the termination payment was revised from ₹ 48,666 Lakhs to ₹ 79,650 Lakhs by NHAI in March 2022. SMTL has requested its lenders to accept the above-said payment of ₹ 79,650 Lakhs towards full and final settlement of all existing past and future dues etc. Upon acceptance of the above stated proposal, the said lenders shall waive all future claims against SMTL and its guarantors and drop legal proceedings. The lenders are in the process of getting approvals from competent authorities. As per the available information and based on the discussions held with the lenders, the management is of the view that the possibility of invocation of Corporate Guarantee is remote. In view of this, the management is of the opinion that no provision is required to be made in respect of receivables and Corporate Guarantee in the audited financial statements for the year ended 31st March, 2022.

35.21 An amount of ₹ 3,620.49 Lakhs as on 31st March, 2022 is receivable from M/s Western UP Tollways Limited (‘Erstwhile Associate Company or WUTPL’) operating Meerut and Muzaffarnagar Section of NH-58 Road on BOT basis against the EPC works executed by the company during the previous years and the amounts shall be recovered out of claims amounts received by the erstwhile associate company from NHAI. The Arbitration Tribunal has pronounced arbitration award of ₹ 12,443.03 Lakhs which includes interest thereon of ₹ 6405 Lakhs and extension of concession period by 348 days. At the request of the M/s Western

UP Tollways Limited, the above claims and the termination payment have been referred to the Conciliation Committee of Independent Experts ("CCIE") as per NHA policy. The Management of WUTPL is very confident of getting the claim amounts from NHA and assured the company by way of agreement, to pay the company its share upon receipt of claims, and accordingly, in the opinion of the management of the company, no provision is required to be made in respect of amounts receivable from the said erstwhile associate company in the standalone audited financial statements for the year ended 31st March, 2022.

35.22 The Advances to Suppliers, Sub-contractors and others as at 31st March 2022, includes an amount of ₹ 15,222.65 Lakhs given to one sub-contractor in the normal course of business. The recovery of this advance is delayed due to certain extraneous factors not attributable to the subcontractor. During the previous financial years, the company has recovered substantial amount of more than ₹ 18000.00 Lakhs from the said sub-contractor. In view of this, the management is confident to recover the entire advances from the sub-contractor in due course and hence, no provision is required to be made in the standalone audited financial statements for the year ended 31st March, 2022.

35.23 As per the Settlement and Supplementary Agreement dated 14th September 2020 made between Gayatri Projects Limited ("the Company/GPL"), Gayatri Highways Limited ("GHL") – an Associate Company, and IL&FS Financial Services Limited (IL&FS); the Company and GHL jointly and severally agreed to repay the balance principal loan amount of ₹ 8409.10 Lakhs and an additional interest of ₹ 865.00 Lakhs towards the loan availed by GHL along with interest in eleven monthly installments commencing from 15th September, 2020 and the entire amount to be paid on or before 15th July, 2021. The Company and GHL have jointly paid the principal amount of ₹ 4590.00 Lakhs due till February 2021. The balance principal amount payable to IL&FS is ₹ 3823.00 Lakhs and interest due and payable is ₹ 677.00 Lakhs. Due to non-payment of remaining installments/dues, the IL&FS has filed an application under section 7 of the Insolvency and Bankruptcy Code, 2016 before the Hon'ble National Company Law Tribunal,

Hyderabad on 18th January, 2022. The application filed by the IL&FS is not admitted till the date of approving of the financial statements and the next hearing is posted on 8th June, 2022.

35.24 The recovery of work and other advances and receivables got delayed from one sub-contractor amounting to ₹ 9,935.85 Lakhs as at 31st March, 2022 which is on account of a mis-match in the cash flows of the sub-contractor and non-extending of financial facilities. As per the information and explanations given by the said sub-contractor to the Company, the dues to the company will be paid in due course without any fail, and hence, in the opinion of the management provision is not required to be made in the standalone audited financial statements for the year ended 31st March, 2022.

35.25 The company is mainly engaged in the execution of road works allotted by the National Highways Authority of India and Irrigation related works given by various state governments. Due to various Covid-19 related lockdown restrictions imposed across the country during the year and preceding financial years, the work at major sites had got disrupted and delayed. The works have resumed post relaxation of lockdown restrictions. The recovery of trade receivables got delayed due to COVID –19 Pandemic impact on the economy of the country and various states which ultimately caused financial and operational stress on the company and the progress of the works executed by the company. However, the Company will closely monitor the future developments and economic conditions across the country and assess its impact on the business operations and going concern of the company.

35.26 Due to changes in business conditions on account of the Covid-19 pandemic, there has been delay in recovery of Trade Receivables as stated in the above note no. 35.25, increase in materials cost and increase in cost of services, non-availability of adequate working capital to execute the contract works on hand, non-awarding of fresh contract works due to lenders reluctant to provide bank guarantee or other facilities, etc., have severely affected the business operations and billing cycle (raising of RA bills on the contractors) of the company which have resulted that the Company defaulted in repayment of dues to its lenders and devolvement of significant Non-

Fund based facilities and most of the lenders have recalled their financial facilities extended to the company. The loans and other facilities sanctioned to the company have been classified by the lenders as Non-Performing Assets (NPA). In these circumstances, the lender have initiated for forensic audit on the accounts of the company and the forensic audit report is pending on the date of the balance sheet. The interest / finance cost on financial facilities has been recognized in the books of accounts / financial statements on the basis of the loans sanction letters and other loan documents available with the company as the lenders have not provided the loan balance confirmations, loan account statements, other interest and financial charges debit advices etc., and hence, the interest and financial charges accounted and recognized in the financial statements is subject to reconciliation and confirmation and differential interest and financial charges will be accounted upon restructuring or settlement of the dues or based on the availability of the loan account statements.

The company had proposed to raise funds through QIP to repay entire over-dues / defaulted dues to the lenders and made all regulatory compliances in this regard. However, the prospective investor has dis-honoured the commitment of investment which was beyond the control of the company and the management. However, promoters have guaranteed their continuous financial and other support to the company and are in the process of infusing the funds in to the company. Further, the company has a leading consultant as Corporate Debt Advisors for Debt Restructuring proposal / amicable debt settlement proposal in the best interest of the company and the lenders. In these circumstances, the lenders have sent various notices to the company and the personal guarantors for recovery of their dues. These Lenders have also filed petitions/legal suits/complaints before the Debt Recovery Tribunal (DRT)/other forums for recovery of the dues and issued notices under SARFAESI Act. Further, two lenders of the company, IL&FS (as stated in the above note no. 35.23) and one operational creditor have filed applications under section 6 and section 7 of the Insolvency and Bankruptcy Code, 2016 before the Hon'ble National Company Law Tribunal (NCLT), Hyderabad. The applications filed before the Hon'ble NCLT are not

admitted till the date of approving the financial statements. The company has proposed the Debt Restructuring Scheme with the lenders and the management is expecting a positive outcome in this regard. Besides this, the management of the company is in the process of appropriately dealing with the notices received from various lenders, petitions filed before the DRT and applications filed before the Hon'ble NCLT. The management is very confident to resolve all these issue at the earliest in the best interest of the company's affairs, business operations and lenders business interest.

35.27 During the current financial year 2021-22, the company has incurred loss of ₹ 92,629.16 Lakhs for the detailed reasons stated in the note no. 35.26 and there has been substantial erosion in the net-worth of the company on account of huge losses incurred during the current financial year. As at 31st March 2022, the company has defaulted in repayment of outstanding loans including recalled loans and other credit facilities, devolvement of non-fund-based facilities of ₹ 2,72,438 Lakhs. The lenders have classified all these loans and financial facilities including other credit facilities as NPA and have issued various notices for recovery of their dues. As at 31st March, 2022, the current liabilities exceed the current assets by ₹ 86,002.89 Lakhs, majorly due to re-classification of the non-current loans as current borrowings / loans. The financial statements have been prepared on a Going-Concern basis as the promoters have guaranteed their continuous financial and other support to the company and are in the process of infusing the funds in to the company. Further, the company has appointed a leading consultant as Corporate Debt Advisors for Debt Restructuring proposal/ amicable debt settlement proposal in the best interest of the company and the lenders. The management of the company is very confident of reviving the company from current financial crises and resolving the debt default issues at the earliest. Hence, the financial statements for the year ended 31st March, 2022 are prepared on a Going Concern basis.

35.28 During the current financial year, the National highways Authority of India (NHAI) has unilaterally and arbitrarily invoked the bank guarantees given in favour of it in respect of mobilization advances given by NHAI for the Varanasi Road

project. The bank guarantee is invoked on the ground that the said road project work is being executed on slow pace despite the fact that NHAI had failed to handover the land within time for execution of the road work. The NHAI has also charged huge interest on the mobilization advance which is contested by the company. In the similar manner, Ministry of Road Transport & Highways (MORTH) has charged interest on mobilization advance which was contested by the company. In order to follow prudence concept of accounting, the said interest amounts which were otherwise recoverable from the NHAI & MORTH has been charged to the profit & loss account as exceptional item in the current financial year. The management of the company, based on the opinion given by the legal department, is of the view that it has very strong claim in respect of the aforesaid amount, against the NHAI & MORTH as there was a considerable delay in handover of the land required for execution of the said road projects.

35.29 The Company has provided Bank Guarantee in favour of Western Coalfields Limited ("WCL") on behalf of Jinbhuvish Power Generation Private Limited ("JPGPL") in which the subsidiary company has made investments, towards coal

linkage / allotment to the proposed power plant. WCL has encashed the bank guarantee on 05.04.2022 for ₹ 2,421 Lakhs which in the opinion of the management of the subsidiary company is completely illegal and grossly incorrect. The company is in the process of taking proper legal recourse against the purported and unusual act of the said WCL. In the view of the management that the invocation of encashment of bank guarantee will get revoked / reimbursed and hence, no provision has been made in the financial statements for the year ended 31st March, 2022. However, the same shall be recognised in the subsequent financial year based on the result of the legal recourse / remedy proposed to be initiated against the said WCL.

35.30 Corporate Social Responsibility:

Amount required to be spent by the Company as per the provisions of section 135(5) of Companies Act, 2013 on Corporate Social Responsibility (CSR) related activities during the year is ₹ Nil (previous year: ₹ 18.69 Lakhs).

The amount recognised as expense in the Statement of Profit and Loss on CSR related activities is ₹ Nil (previous year: ₹ 145.25 Lakhs), which comprises: -

a. Amount required to be spent

₹ in Lakhs

S.No.	Particulars	2021-22	2020-21
1	Required to be spent	-	18.69
2	Amount short spent/Excess spent in Previous Years	-	126.34
	Spend Obligation	-	145.03
3	Actual amount spent during the year is:	-	145.25
4	Of which amount recognized in:		
	Balance Sheet - Construction/acquisition of any asset	-	-
	Statement of Profit and Loss - Shown under CSR Expenditure in Other Expenses (Note no. 34)	-	145.25
	Total Spent	-	145.25

b. Actual amount spent during the year is:

₹ in Lakhs

Particulars	Paid	Provided	Total
1. Construction/acquisition of any asset	-	-	-
	(-)	(-)	(-)
2. On Other Expenses			
• Shown under CSR Expenditure in Other Expenses (Note no. 32)	-	-	-
	(145.25)	(-)	(145.25)

(Amounts in bracket indicate previous year's numbers.)

c. Details of related party transactions:

₹ in Lakhs

Particulars	2021-22	2020-21
Contribution to a trust controlled by KMP or their relatives		
• Balaji Charitable Trust	-	2.99
• T. Subbarami Reddy Foundation	-	42.26
Total	-	45.25

35.31 The Cabinet Committee on Economic Affairs (CCEA) vide its “measure to revive construction sector – reg” had approved partial (75%) interim payment of challenged arbitral awards by the Government entities to contractors/concessionaires against a bank guarantee. Pursuant to such measures announced, the company had received a sum of ₹ 21,044.83 lakhs as partial (75%) interim payment towards an arbitration amount and the amount so received during the previous financial year has been reduced from the outstanding claims receivables disclosed in other current assets.

35.32 Disclosure pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of loans and advances in the nature of loans:

₹ in Lakhs

Name of the Company	Relationship	Balances as at		Maximum outstanding	
		31.03.2022	31.03.2021	2021-22	2020-21
Gayatri Energy Ventures Pvt. Ltd	Subsidiary	1,249.57	591.98	1,249.57	591.98
Gayatri Highways Ltd	Associate	25,825.38	24,778.49	25,825.38	24,778.49

35.33 Ratios:

S. No	Ratio	Numerator	Denominator	FY 2021- 22	FY 2020-21	% of Change	Reasons
i)	Current Ratio	Current Assets	Current Liabilities	0.79	1.15	-31.25%	Refer Note No. 35.26 & 35.27
ii)	Debt-Equity Ratio	Total Debt	Shareholder’s Equity	36.58	1.98	1750.45%	-do-
iii)	Debt Service Coverage Ratio	Net Profit + Depreciation + Interest expense	Debt Service	-0.19	0.23	-180.24%	-do-
iv)	Return on Equity Ratio	Net Profit	Average Shareholder’s Equity	-1218.60%	5.66%	-21648.11%	-do-
v)	Inventory turnover days	Revenue from Operations	Average Inventory	13.10	13.26	-1.23%	NA-
vi)	Trade Receivables turnover days	Revenue from Operations	Average Trade Receivables	2.31	2.79	-17.17%	NA
vii)	Trade payables turnover days	Expenses for Trade payables	Average Trade Payables	2.76	2.61	5.69%	NA
viii)	Net capital turnover days	Revenue from Operations	Working Capital	-3.61	7.46	-148.33%	Refer Note No. 35.26 & 35.27
ix)	Net profit ratio	Net Profit	Revenue from Operations	-29.86	1.45	-2158.40%	-do-

S. No	Ratio	Numerator	Denominator	FY 2021-22	FY 2020-21	% of Change	Reasons
x)	Return on Capital employed	PBT after Exceptional Items + Interest expense	Net Worth + Total Debt	-0.17	0.13	-233.91%	-do-
xi)	Return on Investment	Net Profit on Investment		0.00	0.00	NA	-do-

35.34 The Balances in Deposit accounts and margin money deposits held with the banks were adjusted by the bank/lender against outstanding dues to them pursuant the default in repayment of debt / payment of interest on borrowings.

35.35 During the year, the company has assigned some of its contract works on back-to-back basis to sub-contractors / other contractors as the company is unable to achieve the work progress targets due to working capital issue and non-availability of funds for the detailed reasons stated in note no. 35.26. The assignment of these contract works to sub-contractors / other contractors is done in the best interest of the company in order to avoid huge termination penalties and other hindered consequences. Due to assignment of contract works to sub-contractors / other contractors, the company could not raise bill for contract work executed till the date of assignment which has resulted in reduction of contract revenue and thereby caused huge losses for the year.

35.36 Previous year figures are regrouped/reclassified to match with the current year presentation.

35.37 Additional Regulatory Information as required by Schedule III of the Companies Act, 2013:

- No charges are pending for registration with Registrar of Companies (ROC) beyond the statutory period.
- No transactions made with the Struck off Companies in the current year and previous year.
- The Company has not traded or invested in Crypto Currency or Virtual Currency during the current or previous year.
- There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.
- The Company has not entered into any Scheme of Arrangement in terms of sections 230 to 237 of the Companies Act, 2013. Hence there will be no accounting impact on the current or previous financial year.
- The Company has complied with clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

35.38 All amounts are rounded off to the nearest Thousands.

For M O S & Associates LLP
Chartered Accountants

Oommen Mani
Partner

Place: Hyderabad
Date: 30th May, 2022

For and on behalf of the Board

T. Indira Reddy
Chair person
DIN : 00009906

P. Sreedhar Babu
Chief Financial Officer

T.V. Sandeep Kumar Reddy
Managing Director
DIN : 00005573

Chetan Kumar Sharma
Company Secretary
& Compliance Officer

INDEPENDENT AUDITORS' REPORT

To the Members of **Gayatri Projects Limited**

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the Consolidated Financial Statements of Gayatri Projects Limited (hereinafter referred to as the 'Holding Company') and its subsidiary (the Holding Company and its subsidiary together referred to as "the Group"), its associate and Joint Ventures 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 Financial Statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of the reports of other auditors on separate financial statements and the other financial information of subsidiary company, associate company and joint ventures, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group, its associate and Joint Ventures as at 31st March, 2022, and the Loss and other comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the Consolidated Financial Statements in accordance with the Standards on Auditing (SAs), as 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

Financial Statements section of our report.

We are independent of the Group, its associate and Joint Ventures 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 financial statements under the provisions of the Companies Act, 2013 and the Rules made 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 audit opinion on the Consolidated financial statements.

Material Uncertainty Related to Going Concern

We draw attention to Note No. 34.25 of the Consolidated Financial Statements which states that during the year the Group has incurred a loss of ₹ 95,821.47 Lakhs and complete erosion in the net worth of the Group as at 31st March 2022 and note no. 34.24 regarding the Holding Company defaulted in repayment of loans and other financial and other credit facilities extended to the Holding Company by lenders, issue of various legal and other notices by lenders for recovery of their dues etc., which indicate the existence of uncertainty that may cast doubt about the company's ability to continue as a going concern. However, the Consolidated Financial Statements for the financial year 2021-22 have been prepared on a going concern basis for the detailed reasons given in the said Note No. 34.25.

Our Opinion is not modified in respect of the above matter.

Emphasis of Matters

(Note No's. referred hereunder are with reference to respective Notes forming part of the Consolidated Financial Statements)

We draw attention to the following matters:

- i) As stated in Note No.34.15, the Investee Company in which the Company has invested by way of Compulsorily Convertible Cumulative Preference Shares ("CCCPS"), has incurred considerable losses, there has been significant erosion of Networth and further, business operations of the investee company are severely impacted due to

COVID – 19 Pandemic. No provision for diminution / impairment for carrying value of the investment is provided for the year ended 31st March, 2022 and the financial statements of the said investee company have been prepared on going concern basis for the detailed reasons stated in the said note.

- ii) As stated in Note No.34.16, regarding the status and recoverability of the investments / unsecured loan/subordinate debt infused by the company in an associate company which has been incurring operating losses during the past few years, the financial statements of the said associate company have been prepared on a going concern basis for the detailed reasons stated in the said note.
- iii) As stated in Note No.34.17, the Inter Corporate Loan grouped under 'Non-current Loans' and accumulated interest thereon is long pending for recovery.
- iv) As stated in Note No. 34.18, the recovery of trade receivables is delayed for the detailed reasons stated in the said note, the road project was terminated by the NHAI and toll rights were handed over to the NHAI. As per the information and explanations given to us, the termination payment calculated by the NHAI is very low as compared to the expected termination payment. Further, as stated in the same note, the company has given an irrevocable and unconditional corporate guarantee to a subsidiary of the associate company, which has defaulted in repayment of dues to the lenders.
- v) As stated in Note No. 34.19, the amount receivable from the erstwhile associate company is long pending for recovery as the same is based on the receipt of claims by the said erstwhile associate company.
- vi) As stated in Note No.34.20, the work advances in respect of certain contract works given to a sub-contractor grouped under 'Other Current Assets' which are long pending for recovery.
- vii) As stated in the Note No.34.21, as per the agreement dated 14th September, 2020, the Company and Gayatri Highways Limited ("GHL") – an Associate Company jointly and severally agreed to repay the loan availed by GHL from IL&FS Financial Services Limited (IL&FS) and repaid an amount of ₹ 4,590.00 lakhs since September, 2020. The repayment of remaining loan installments is pending since March, 2021 installment. As the company / GHL failed to repay the debt due to the IL&FS, the said IL&FS has filed application under section 7 of the Insolvency & Bankruptcy Code, 2016 before the Hon'ble National Company Law Tribunal, Hyderabad Bench which is not admitted till the date of approving the Consolidated financial statements.
- viii) As stated in the Note No.34.22, the recovery of work & other advances and receivables got delayed from one sub-contractor for the reasons stated in the said note.
- ix) As stated in the Note No.34.23, wherein it is explained the COVID – 19 Pandemic effects and impact on the business operations and cash flows of the company. As stated in the said note, the actual effect of Covid-19 pandemic will be known based on the future developments.
- x) As stated in the Note No.34.24, the Holding Company has defaulted in repayment of dues to the lenders for the reasons stated in the note and the lenders have recalled the financial facilities extended to the holding company. The loans and other facilities sanctioned to the holding company have been classified as Non-Performing Assets by the lenders and also issued various notices for recovery of their dues and lenders have filed petitions before Debt Recovery Tribunal (DRT)/other forums for recovery of the dues as stated in the said note. Further, two lenders, one operational creditor and IL&FS have filed applications under section 6 and 7 of the Insolvency & Bankruptcy Code, 2016 before the Hon'ble National Company Law Tribunal, Hyderabad Bench which are not admitted till the date of approving the Consolidated Financial Statements.
- xi) As stated in the Note No. 34.29, regarding exit agreement entered by the subsidiary company in respect of investments/ advances/ share application money made in certain power projects and long pending recovery of the same. Further, the bank guarantee given by the company in favour of Western Coalfields Limited ("WCL") on behalf of Jinbhuvish Power Generation Private Limited ("JPGPL") has been encashed and the same shall be recognized in the subsequent financial year for the reasons stated in the said note.

- xii) As stated in the Note No. 34.30, regarding contract advances given by the step-down subsidiary company which are long pending for recovery.

Our opinion is not modified in respect of these matters.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements for the year ended 31st March, 2022. These matters were addressed in the context of our audit of the Consolidated 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 key audit matters to be communicated in our report.

S.No.	Key Audit Matter	Audit Process
1	<p>Revenue recognition and measurement of contract assets in respect of unbilled amounts</p> <p>The management of the company has applied significant judgement in determining the revenue to be recognised in case of performance obligation satisfied over a period of time; revenue recognition is done by measuring the progress towards complete satisfaction of performance obligation.</p> <p>Revenue is recognized on fixed price construction contracts in accordance with the percentage of completion basis, which necessarily involve technical estimates of the percentage of completion, and costs to completion, of each contract / activity, on the basis of which profits and losses are accounted.</p> <p>When the outcome of the contract is ascertained reliably, contract revenue is recognized at cost of work performed on the contract plus proportionate margin, using the percentage of completion method. Percentage of completion is the proportion of cost of work performed up to the date, to the total estimated contract costs.</p> <p>The stage of completion of contracts is measured by reference to the proportion that contract costs incurred for work performed up to the reporting date bear to the estimated total contract costs for each contract. Further at the reporting date, revenue is accrued for costs incurred against work performed and which are not billed and further measurement of work completed/ cost incurred during the period for recognition of unbilled revenue.</p>	<p>We have obtained the procedure and process involved in estimating the percentage of completion of the projects.</p> <p>We have also obtained and verified the costs incurred on the project/works up to the reporting date for the revenues accounted in respect of works on sampling basis.</p> <p>We have also obtained the certified copies (i.e., percentage of completed work approved by the relevant authorities) of works executed till the reporting date in respect of revenues accounted on sampling basis.</p> <p>We have also performed analytical procedures for reasonableness of revenues recognised.</p> <p>We have also verified the reasonableness of the estimation of remaining costs to be incurred to complete the project / work and profit / loss estimated in the project / work.</p> <p>Reviewed the delivery and collection history of customers against whose contracts unbilled revenue is recognised</p> <p>Tested relevant contracts for measurement of work completed during the period for unbilled revenue.</p>

2	<p>Carrying Value of Investments in NCC Infrastructure Holdings Limited (NCCIHL) held by the subsidiary company.</p> <p>The management regularly reviews whether there are any indicators of impairment on unquoted investments made by the company.</p> <ul style="list-style-type: none"> Accordingly, the management had identified impairment indicators in NCCIHL, associate of the company with an equity investment of ₹ 28,969.35 Lakhs. (Refer Note 34.33 of the Consolidated Financial Statements). <p>As per Ind AS 36 - 'Impairment of Assets' the standard is applicable to financial assets classified as Associates.</p> <p>In case of NCCIHL, the existence of an impairment indicator is significantly influenced by whether there is an impairment to the underlying investment in infra project made by the said company. This assessment involves significant judgment especially in relation to determination of expected future economic benefits.</p> <p>Accordingly, the evaluation of impairment of investments in NCCIHL held by the subsidiary company was determined to be a key audit matter as reported in the Auditors' Report of the said Subsidiary Company.</p>	<ul style="list-style-type: none"> Obtained and read the financial statements of NCCIHL to identify if any disclosure is made for impairment of assets in its financial statements. Obtained the details of Risk assessment conducted by the management. <p>We have obtained the management's understanding with regard to impairment of the investments made in loss making associate company.</p>
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Information Other than the Consolidated 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, Boards Report including annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Consolidated Financial Statements and our auditor's report thereon.

Our opinion on the Consolidated 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 Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Financial Statements or our knowledge obtained in the 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.

Responsibilities of Management and those Charged with Governance for the Consolidated 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 financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated total comprehensive income, consolidated changes in equity and consolidated cash flows of the Group including its associate, Joint Ventures in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

The respective Board of Directors of the companies included in the Group and of its associates and joint ventures are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and its

associates and its joint ventures 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group, its associate and Joint Ventures 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 the respective Board of Directors either intends to liquidate their respective entities or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group, its associate and Joint Ventures are also responsible for overseeing the financial reporting process of the Group and of its associate and Joint Ventures.

Auditor's Responsibilities for the Audit of the Consolidated 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 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 consolidated 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 Holding 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 ability of the Group 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, its Associates and Joint Ventures 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.

Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group, its associate entities and Joint Ventures to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the consolidated financial statements of such entities included in the consolidated financial statements of which we are the independent auditors.

For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

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 consolidated 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 consolidated financial statements.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors 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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

We did not audit the financial statements of one associate in which the share of Group's loss of ₹ Nil included in consolidated financial statements. This financial statements/financial information have been audited by other auditor whose audit report have been

furnished to us by the management and our opinion on the consolidated financial statements in so far as it relates to the amounts and disclosures included in respect of the associate and our report in terms of subsection (3) and (11) of section 143 of the Act, in so far as it relates to the associate, is solely based on such reports of the other auditors.

We have relied on the unaudited (management certified) financial statements / financial information of eighteen joint ventures in which the share of loss of Group's ₹ 6,751/- included in the consolidated financial Statements. In respect of unaudited (management certified) financial statements, our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these joint ventures, is based solely on such unaudited financial statements/financial information.

The financial statements of four joint ventures are not available for consolidation and in the opinion of the management the share of Profit / Loss from these Joint Ventures is very negligible and will have no significant impact in the consolidated financial results.

Our Opinion on the consolidated financial statements, and our report on other legal and regulatory requirements below, is not qualified in respect of the above matters with respect to our reliance on the work done and the reports of other auditor and financial statements/ financial information certified by the Management.

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 Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of the subsidiary companies and associate companies, incorporated in India, as noted in the 'Other Matter' paragraph we give in the "Annexure A" a statement on the matters specified in paragraph 3(xxi) of the Order.
- 2) As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiary and associate, as noted in the 'other matter' paragraph we report, to the extent applicable, 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 and the reports of the other auditors.
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement 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 Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
- e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2022 taken on record by the Board of Directors of the Holding Company, and the reports of the statutory auditors of its subsidiary and associate company incorporated in India, none of the directors of the Group companies and its associate company 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 internal financial controls over financial reporting of the Group, its associate entities and Joint Ventures incorporated in India and the operating effectiveness of such controls, refer to our separate report in "Annexure B" which is based on the auditors' reports of the holding company, subsidiary company and associate company and joint ventures. 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 Auditors 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 company has paid or provided for managerial remuneration for the period ended 31st March 2022 in accordance with the requisite approvals mandated by the provisions of section 197 of the Act read with schedule V to 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. As stated in note no. 34.1 of the consolidated financial statements, the Group and its associate disclosed the impact of pending litigations on the consolidated financial position of the Group, its associate entities and joint ventures in its consolidated financial statements.
 - ii. As per the information and explanations given by the Company, the Group and its associate entities did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. As per the information and explanations given to us, there has been no delay in transferring the amounts which are required to be transferred to Investor Education & Protection Fund by the Group and its associate entities wherever applicable.
- iv.(a). The respective managements of the Holding Company, its subsidiaries and associates companies which are companies incorporated in India whose

financial statements have been audited under the Act have represented to us and the other auditors of such associates respectively that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiaries and associate companies to or in any other persons or entities, 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 respective Holding Company or any of such subsidiaries and associates companies (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- (b). The respective managements of the Holding Company and its subsidiaries and associates companies which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such associate respectively that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the respective Holding Company or any of such subsidiaries and associates companies from any persons or entities, including foreign

entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiaries and associates companies 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 the audit procedures that has been considered reasonable and appropriate in the circumstances performed by us and those performed by the auditors of the subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor’s notice that has caused us or the other auditors to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.
- v. The holding company has not declared or paid any dividend during the year in contravention of the provisions of section 123 of the Companies Act, 2013.

for **M O S & Associates LLP**

Chartered Accountants

Firm Registration No.: 001975S/S200020

Oommen Mani

Partner

Place: Hyderabad

Membership Number: 234119

Date: 30th May, 2022

UDIN: 22234119AJWPSL8573

ANNEXURE - A TO THE AUDITORS' REPORT

(Referred to in paragraph 1 under "Report on Other Legal and Regulatory Requirements" section of our main audit report)

As required by paragraph 3(xxi) of the CARO 2020, we report that the auditors of the following companies have given qualification or adverse remarks in their CARO report on the standalone/consolidated financial statements of the respective companies included in the Consolidated Financial Statements of the Holding Company:

S. No.	Name of the Company	CIN	Relationship with the holding company	Date of the respective auditor's report	Paragraph number in the respective CARO reports
1	Gayatri Projects Limited	L99999TG1989PLC057289	Holding Company	30 th May 2022	(ii)b, (iii)a, (iii)c, (iii)f, (vii)a, (vii)b, (ix)a, (xvii), (xix)
2	Gayatri Energy Ventures Private Limited	U40108TG2008PTC057788	Subsidiary Company	28 th May 2022	(iii)a, (iii)c, (iii)f, (vii)a
3	Gayatri Highways Limited	L45100TG2006PLC052146	Associate Company	24 th May 2022	(ix)a, (xvii), (xix)

for **M O S & Associates LLP**
Chartered Accountants
Firm Registration No.: 001975S/S200020

Oommen Mani
Partner

Membership Number: 234119
UDIN: 22234119AJWPSL8573

Place: Hyderabad
Date: 30th May, 2022

ANNEXURE - B TO THE AUDITORS' REPORT

(Referred to in paragraph 2(f) under "Report on Other Legal and Regulatory Requirements" section of our main audit report)

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 Projects Limited ("the Holding Company") and its subsidiary (collectively referred to as "the Group"), its Associate and Joint Ventures as of 31st March, 2022 in conjunction with our audit of the consolidated financial statements of the Holding company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Respective Board of Directors of the Holding Company, its subsidiary company, its associate company and Joint Ventures are 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 ("ICAI"). 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 Holding Company, its subsidiary company, its associate company and joint ventures' internal financial controls over financial reporting 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 ICAI 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 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 judgment, 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 and the audit evidence obtained by the other auditors in terms of their reports referred in the other matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Holding 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 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 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 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, to the best of our information and according to the explanations given to us, the Holding Company, its subsidiary company, its associate company and Joint Ventures have, 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 ICAI.

Other Matter

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements insofar as it relates to one associate companies, which is company incorporated in India, is based on the corresponding report of the auditor of that associate company. Our opinion is not modified in respect of this matter.

for **M O S & Associates LLP**

Chartered Accountants

Firm Registration No.: 001975S/S200020

Oommen Mani

Partner

Place: Hyderabad

Date: 30th May, 2022

Membership Number: 234119

UDIN: 22234119AJWPSL8573

CONSOLIDATED BALANCE SHEET

AS AT 31st MARCH, 2022

₹ in Lakhs

Particulars	Note No.	As at 31st March, 2022	As at 31st March, 2021
ASSETS			
Non-Current Assets			
(a) Property, Plant and Equipment	2a	34,817.33	39,229.46
(b) Capital Work in Progress	2b	919.59	2,907.13
(d) Financial Assets			
(i) Investments	3	54,649.03	56,517.45
(ii) Trade Receivables	4	19,781.19	21,602.90
(iii) Loans	5	33,978.90	33,978.90
(iv) Other Financial Assets	6	25,254.63	23,515.89
(e) Deferred Tax Asset (Net)	7	1,298.63	1,043.44
Total Non-Current Assets		1,70,699.30	1,78,795.17
Current Assets			
(a) Inventories	8	63,367.00	81,468.57
(b) Financial Asset			
(i) Trade receivables	9	1,16,771.46	1,51,852.14
(ii) Cash and cash equivalents	10a	2,535.24	8,374.76
(iii) Other bank balances	10b	787.99	20,563.43
(iv) Loans	11	11,653.14	11,183.81
(c) Current Tax Assets	12	27,279.02	20,273.28
(d) Other Current Assets	13	1,03,036.94	1,04,465.00
Total Current Assets		3,25,430.79	3,98,180.99
TOTAL ASSETS		4,96,130.09	5,76,976.16
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	14	3,743.97	3,743.97
(b) Other Equity	15	(4,231.64)	91,583.46
Total Equity		(487.67)	95,327.43
Liabilities			
Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	16	14,900.47	41,688.18
(ii) Lease Liabilities	17	270.84	1,012.30
(iii) Other Financial liabilities	18	67,649.14	91,930.75
(b) Provisions	19	747.53	790.26
Total Non-Current Liabilities		83,567.98	1,35,421.49
Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	20	2,58,925.28	1,67,698.66
(ii) Lease Liabilities	21	741.46	1,296.54
(iii) Trade payables	22		
(A) Micro, Small and Medium Enterprises		815.61	-
(B) Others		97,684.18	1,43,640.13
(iv) Other Financial Liabilities	23	41,126.31	22,586.27
(b) Other Current Liabilities	24	13,665.67	10,910.53
(c) Provisions	25	91.27	95.11
Total Current Liabilities		4,13,049.78	3,46,227.24
TOTAL EQUITY AND LIABILITIES		4,96,130.09	5,76,976.16
Significant Accounting Policies			
Other Notes forming part of the Financial Statements	34		

As per our Report attached
For M O S & Associates LLP
 Chartered Accountants

For and on behalf of the Board

Oommen Mani
 Partner

T. Indira Reddy
 Chair person
 DIN : 00009906

T.V. Sandeep Kumar Reddy
 Managing Director
 DIN : 00005573

Place: Hyderabad
 Date: 30th May, 2022

P. Sreedhar Babu
 Chief Financial Officer

Chetan Kumar Sharma
 Company Secretary
 & Compliance Officer

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDING 31st MARCH, 2022

₹ in Lakhs

Particulars	Note No.	For the year ended 31st March, 2022	For the year ended 31st March, 2021
I Revenue from Operations	26	3,10,233.68	3,90,051.89
II Other Income	27	340.13	736.83
III Total Income (I+II)		3,10,573.81	3,90,788.72
IV Expenses			
(a) Cost of Materials Consumed and Cost of Purchases & Services	28	1,33,799.14	1,52,474.39
(b) Work Expenditure	29	1,90,621.17	1,80,740.41
(c) Changes in Work in Progress	30	613.82	(13,057.02)
(d) Employee Benefits Expenses	31	13,565.05	15,050.51
(e) Finance Costs	32	33,807.72	32,074.58
(f) Depreciation and Amortization Expense	2	7,626.91	8,450.16
(g) Other Expenses	33	10,690.58	10,603.93
Total Expenses (IV)		3,90,724.39	3,86,336.96
V Profit / (Loss) before Exceptional items and Tax (III-IV) (Refer Note No.34.27)		(80,150.58)	4,451.76
VI a) Exceptional items (Refer Note No.34.26)		(14,051.05)	-
b) Share of Profit / (Loss) of Joint Ventures & Associates		(1,878.40)	(677.79)
VII Profit / (Loss) Before Tax		(96,080.03)	3,773.97
VIII Tax Expenses		(258.56)	(536.26)
Total Tax Expenses			
IX Profit / (Loss) for the year (VII-VIII)		(95,821.47)	4,310.23
X Non-controlling Interest		-	-
XI Profit / (Loss) for the year (IX+X)		(95,821.47)	4,310.23
XII Other Comprehensive Income (OCI)			
Items that will not be reclassified to profit or loss :			
i) Changes in fair value of equity investments		-	-
ii) Re-measurement gains/(losses) on actuarial valuation of Post Employment defined benefits		9.74	(17.50)
iii) Income tax relating to Items that will not be reclassified to profit or loss		(3.37)	6.11
Total Other Comprehensive Income/(Loss) (XII)		6.37	(11.39)
XIII Total Comprehensive Income / (Loss) for the Year (XI+XII)		(95,815.10)	4,298.84
XIV Earning per Share (of ₹ 2/- each)			
Basic and Diluted (₹)		(51.19)	2.30
Significant Accounting Policies	1		
Other Notes forming part of the Financial Statements	34		

As per our Report attached
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T. Indira Reddy
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 DIN : 00005573

Place: Hyderabad
 Date: 30th May, 2022

P. Sreedhar Babu
 Chief Financial Officer

Chetan Kumar Sharma
 Company Secretary
 & Compliance Officer

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31st MARCH, 2022

₹ in Lakhs

Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
A Cash Flow from Operating Activities:		
Profit/(Loss) before Tax excluding extraordinary and exceptional items	(80,150.58)	4,451.76
Adjustments for:		
Depreciation and amortization	7,626.91	8,450.16
Interest and other Income	(2,676.68)	(3,195.68)
Expected credit loss	5,171.76	5,154.59
Exceptional items	(14,051.05)	-
Loss / (Profit) on sale of Property, Plant and Equipment	94.16	(458.74)
Finance Costs	36,482.11	35,145.43
Changes in Fair Value of Equity Investment	(9.98)	(15.98)
Operating Profit before working Capital Changes	(47,513.35)	49,531.54
Adjustments for:		
(Increase) / Decrease in Trade Receivables	35,074.14	(23,960.37)
(Increase) / Decrease in non-current financial asset	(982.36)	(1,006.20)
(Increase) / Decrease in current financial asset	(1,126.91)	(4,055.04)
(Increase) / Decrease in Other current assets	(9,677.58)	27,925.47
(Increase) / Decrease in Inventory	18,101.57	(19,090.59)
Increase / (Decrease) in current financial liabilities	6,074.26	895.41
Increase / (Decrease) in non-current financial liabilities	(24,318.44)	(42,093.20)
Increase / (Decrease) in Trade Payables	(45,143.80)	34,701.41
Cash (used in) / generated from Operating activities	(69,512.47)	22,848.43
Direct Taxes paid (Net)	-	-
Net Cash (used in)/ generated from Operating Activities (A)	(69,512.47)	22,848.43
B Cash Flow from Investing Activities		
Purchase of Property, Plant and Equipment including capital work-in-progress	(1,694.50)	(2,746.77)
Net proceeds from margin money deposits of BGs/LCs	19,775.44	529.64
Proceeds from sale of Property, Plant & Equipment	373.10	-
Interest and other income received	2,676.68	3,195.68
Net Cash (used in)/ generated from Investing Activities (B)	21,130.72	978.55
C Cash Flow from Financing Activities		
Net Proceeds from /(Repayment of) Long term borrowings *	(8,747.38)	(18,101.39)
Net Proceeds from / (Repayment of) Short term borrowings *	71,913.69	26,383.61
Net Proceeds from / (Repayment of) Inter Corporate Loans	-	(10.26)
Finance Costs	(20,624.08)	(35,559.81)
Net Cash (used in)/ generated from Financing Activities (C)	42,542.23	(27,287.85)
Net Increase / (Decrease) in cash and cash equivalents (A+B+C)	(5,839.52)	(3,460.87)
Cash and Cash Equivalents at the beginning of the year 2021-22	8,374.76	11,835.63
Cash and Cash Equivalents at the end of the Year	2,535.24	8,374.76

* Includes devolvement of BGs & LCs and reclassification of Non-current borrowings as current borrowings for the FY 2021-22.

As per our Report attached
For M O S & Associates LLP
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Oommen Mani
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 Chief Financial Officer

Chetan Kumar Sharma
 Company Secretary
 & Compliance Officer

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the year ended 31st March, 2022

A. Equity Share Capital & Other Equity

₹ in Lakhs

Particulars	Equity Share Capital	Other Equity						Total Other Equity
		Reserves & Surplus						
		Capital Reserve	General Reserve	Securities Premium Account	Equity Component of Compound Financial Instruments	Retained earnings	Other Comprehensive Income	
As at 1st April, 2020	3,743.97	143.40	12,300.00	37,683.67	9,123.06	27,331.25	703.24	87,284.62
Adjustment on account of subsidiary/associate derecognition	-	-	-	-	-	-	-	-
Other Comprehensive Income	-	-	-	-	-	-	(11.39)	(11.39)
Surplus / (Deficit) for the year	-	-	-	-	-	4,310.23	-	4,310.23
As at 1st April, 2021	3,743.97	143.40	12,300.00	37,683.67	9,123.06	31,641.48	691.85	91,583.46
Adjustment on account of subsidiary/associate derecognition	-	-	-	-	-	-	-	-
Other Comprehensive Income/(Loss) for the year	-	-	-	-	-	-	6.37	6.37
Surplus / (Deficit) for the year	-	-	-	-	-	(95,821.47)	-	(95,821.47)
As at 31st March, 2022	3,743.97	143.40	12,300.00	37,683.67	9,123.06	(64,179.99)	698.22	(4,231.64)

As per our Report attached
For M O S & Associates LLP
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For and on behalf of the Board

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T. Indira Reddy
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 Managing Director
 DIN : 00005573

Place: Hyderabad
 Date: 30th May, 2022

P. Sreedhar Babu
 Chief Financial Officer

Chetan Kumar Sharma
 Company Secretary
 & Compliance Officer

1. SIGNIFICANT ACCOUNTING POLICIES

1.1 Compliance with Indian Accounting Standards (Ind AS)

The Group's Consolidated Financial statements have been prepared to comply with generally accepted accounting principles in accordance with the Indian Accounting Standards (herein after referred to as "Ind AS") as notified by the Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act 2013 ("the Act") read with Rule 3 of the Companies (Indian Accounting Standards) Rules 2015 and Companies (Indian Accounting Standards) Amendments Rules 2016.

1.2 a) Basis of Preparation and Presentation of Financial Statements

The Consolidated Financial Statements are prepared on accrual basis following the historical cost convention except in case of certain financial instruments which are measured at fair values. The Consolidated Balance Sheet and the Consolidated Statement of Profit and Loss are prepared and presented in the format prescribed under Schedule III to the Act. The Statement of Cash Flows has been prepared and presented as per the requirements of Indian Accounting Standard (Ind AS) - 7 on "Statement of Cash Flows". The disclosure requirements with respect to items in the Balance Sheet and Statement of Profit and Loss, as prescribed in the Schedule III to the Act, are presented by way of notes forming part of the financial statements along with other notes required to be disclosed under the notified Ind AS and the Listing Agreement. Further, the guidance notes/announcements issued by the Institute of Chartered Accountants of India (ICAI) are also considered, wherever applicable except to the extent where compliance with other statutory promulgations viz. SEBI guidelines override the same requiring a different treatment. Accounting Policies have been consistently applied except where a newly issued Accounting Standard is initially adopted or a revision to an existing Accounting Standard requires a change in the accounting policy used previously.

Fair value for measurement adopted in these financial statements is determined on such a basis, except leasing transactions that are within the scope of Ind AS 116, Net Realizable value as per Ind AS 2 or value in use as per Ind AS 36. Fair value measurements under Ind AS are categorized as below based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety:

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;

Level 2 inputs are other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

Level 3 inputs are unobservable inputs for the asset or liability.

b) Principles of Consolidation

The consolidated financial statements have been prepared on the following basis:

i. Investments in Subsidiaries:

The Financial Statements of the Company and its subsidiary companies have been consolidated on a line by line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions resulting in unrealized profits or losses as per Indian Accounting Standard - 110 "Consolidated Financial Statements" issued by Institute of Chartered Accountants of India.

ii. Investments in Associates:

Investments in associate companies have been accounted for, by using equity method "Accounting for Investments in Associates in Consolidated Financial Statements, whereby investment is initially recorded at cost and the carrying amount is adjusted thereafter for post-

acquisition change in the Company's share of net assets of the associate. The carrying amount of investment in associate companies is reduced to recognize any decline which is other than temporary in nature and such determination of decline in value, if any, is made for each investment individually. The unrealized profits/losses on transactions with associate companies are eliminated by reducing the carrying amount of investment".

iii. Investments in Joint Ventures:

A Joint Venture is a joint arrangement whereby the parties that have joint control of the arrangement, have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

Investments in Joint Venture are accounted for using the equity method of accounting. The investment is initially recognized at cost, and the carrying amount is increased or decreased to recognize the investor's share of the profit or loss of the investee after the acquisition date. The Group's investment in joint ventures includes goodwill identified on acquisition.

- iv. The financial statements are presented to the extent possible, in the same manner as the parent company's independent financial statements.
- v. On acquisition of Investment in a joint venture or associate, any excess of cost over investment over the fair value of the assets & liabilities of the joint venture is recognized as goodwill and is included in the carrying value of the investment in the joint venture and associate. The excess of fair value of assets and liabilities over the investment is recognized directly in equity as capital reserve.

Non-controlling interest represents that part of the total comprehensive income and net assets of subsidiaries attributable to interests which are not owned directly or indirectly by the parent company.

- a) Non-controlling interest in the net assets of consolidated subsidiaries consists of:
 - i) The amount of equity not attributable to owners of parent company at the date on which investment in a subsidiary is made; and
 - ii) The Non-controlling share of changes in the equity since the date the parent subsidiary relationship came into existence.
- b) Non-controlling interest in the net profit/(loss) for the year of consolidated subsidiaries is computed and adjusted against the net profit/(loss) after tax of the group.

Non-controlling interest in the net assets of the consolidated subsidiaries is identified and presented in the Consolidated Balance Sheet under the head Total Equity group.

1.3 Use of Estimates

The preparation of financial statements in conformity with Ind AS requires the management of the Group to make estimates and assumptions that affect the reported amounts of income and expenses of the period, the reported balances of assets and liabilities and the disclosures relating to contingent liabilities as on the date of the financial statements. Actual results may differ from these estimates. The Group evaluates these estimations and assumptions on a continuous basis based on the historical experience and other factors including expectation of future events believed to be reasonable. Examples of such estimates include the useful lives of tangible and intangible fixed assets, allowance for doubtful debts/advances, future obligations in respect of retirement benefit plans, estimation of costs as a proportion to the total costs, etc.,. Difference, if any, between the actual results and estimates is recognized in the period in which the results are known/ materialized. Changes in estimates are reflected in the financial statements in the period in which changes are made and if material, are disclosed in the Notes to Accounts.

1.4 Revenue Recognition

The Company recognises revenue from contracts with customers when it satisfies a performance obligation by transferring promised good or service to a customer. The revenue is recognised to the extent of transaction price allocated to the performance obligation satisfied. Performance obligation is satisfied over time when the transfer of control of asset (good or service) to a customer is done over time and in other cases, performance obligation is satisfied at a point in time. For performance obligation satisfied over time, the revenue recognition is done by measuring the progress towards complete satisfaction of performance obligation. The progress is measured in terms of a proportion of actual cost incurred to-date, to the total estimated cost attributable to the performance obligation.

Revenue is measured at the amount of consideration which the company expects to be entitled to in exchange for transferring distinct goods or services to a customer as specified in the contract, excluding amounts collected on behalf of third parties (for example taxes and duties collected on behalf of the government). Consideration is generally due upon satisfaction of performance obligations and a receivable is recognised when it becomes unconditional.

The management of the company has applied significant judgement in determining the revenue to be recognised in case of performance obligation satisfied over a period of time; revenue recognition is done by measuring the progress towards complete satisfaction of performance obligation. The progress is measured in terms of a proportion of actual cost incurred to-date, to the total estimated cost attributable to the performance obligation and determining the expected losses, which are recognised in the period in which such losses become probable based on the expected total contract cost as at the reporting date.

The specific revenue recognition policy adopted is as follows:

A. Revenue from Operations

a. Revenue from Construction activity:

- i) Income is recognized on fixed price construction contracts in accordance

with the percentage of completion basis, which necessarily involve technical estimates of the percentage of completion, and costs to completion, of each contract / activity, on the basis of which profits and losses are accounted. When the outcome of the contract is ascertained reliably, contract revenue is recognized at cost of work performed on the contract plus proportionate margin, using the percentage of completion method. Percentage of completion is the proportion of cost of work performed up to the date, to the total estimated contract costs.

- ii) The stage of completion of contracts is measured by reference to the proportion that contract costs incurred for work performed up to the reporting date bear to the estimated total contract costs for each contract.
- iii) Price escalation and other variations in the contract work are included in contract revenue only when:
 - a) Negotiations have reached at an advanced stage such that it is probable that customer will accept the claim and
 - b) The amount that is probable will be accepted by the customer and can be measured reliably.
- iv) Incentive payments, as per customer-specified performance standards, are included in contract revenue only when:
 - a) The contract has sufficiently advanced such that it is probable that the specified performance standards will be met; and
 - b) The amount of the incentive payment can be measured reliably.
- v) Contract Claims raised by the company which can be reliably measured and have reached an advanced stage of arbitration and claims pending in High courts have been recognized as income including eligible interest thereon.

b. Contract Revenue from supply of materials:

Revenue from supply of materials is recognized when substantial risk and rewards of ownership are transferred to the buyer and invoice for the same are raised.

c. Revenue receipts from Joint Venture Contracts

- i) In work sharing Joint Venture arrangements, revenues, expenses, assets and liabilities are accounted for in the Company's books to the extent work is executed by the Company.
- ii) In Jointly Controlled Entities, the share of profits or losses is accounted as and when dividend/ share of profit or loss are declared by the entities.

d. Other Operational Revenue:

- i) All other revenues are recognized only when collectability of the resulting receivable is reasonably assured and related goods / services are transferred to the customer.
- ii) Revenue is reported net of discounts, if any.

B. Other Income

- i) Interest income is accounted on accrual basis as per applicable interest rates and on time proportion basis taking into account the amount outstanding.
- ii) Dividend income is accounted in the year in which the right to receive the same is established.
- iii) Insurance claims are accounted for on cash basis.

1.5 (a) Property, Plant and Equipment

Property, Plant and Equipment are stated at cost of acquisition, less accumulated depreciation thereon. Expenditure which are capital in nature are capitalized at cost, which comprise of purchase price (net of rebates and discounts), import duties, levies, financing costs and all other expenditure directly attributable to bringing the asset to its working condition for its intended use.

Any gain/loss on the disposal of the Property, Plant and Equipment is recognized in the Statement of Profit & Loss account and is determined as the difference between the sales proceeds and the carrying amount of the asset.

(b) Capital Work in Progress

Property, Plant and Equipment which are purchased but not yet installed and not ready for their intended use on the date of balance sheet are disclosed as "Capital Work-in-Progress". Cost of materials used in the process of erection/installation of an asset but not yet completed as on the reporting date are also disclosed as "Capital Work-in-Progress".

1.6 Depreciation and amortization

In respect of Property, Plant & Equipment (other than Land and Capital Work in Progress) depreciation / amortization is charged on a straight line basis over the useful lives as specified in Schedule II to the Companies Act 2013.

Assets individually costing ₹ 20,000/- or less and temporary structures are fully depreciated in the year of acquisition.

The residual values and useful lives are reviewed at the end of the reporting period.

1.7 Impairment of Non-Financial Assets

As at each Balance Sheet date, the Group assesses whether there is an indication that a non-financial asset may be impaired and also whether there is an indication of reversal of impairment loss recognized in the previous periods. If any indication exists, or when annual impairment testing for an asset is required, the Group determines the recoverable amount and impairment loss is recognized when the carrying amount of an asset exceeds its recoverable amount.

Recoverable amount is determined:

- In case of an individual asset, at the higher of the Assets' fair value less cost to sell and value in use; and
- In case of cash generating unit (a group of assets that generates identified, independent cash flows), at the higher of cash generating unit's fair value less cost to sell and value in use.

- In assessing Value in Use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specified with the asset. In determining fair value less cost to sell, recent market transactions are taken into account. If no such transaction can be identified, an appropriate valuation model is used.

Impairment losses of continuing operations, including impairment on inventories, are recognized in the Statement of Profit and Loss, except for properties previously revalued with the revaluation taken to Other Comprehensive Income (OCI). For such properties, the impairment is recognized in OCI up to the amount of any previous revaluation. When the Group considers that there are no realistic prospects of recovery of the asset, the relevant amounts are written off. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, then the previously recognized impairment loss is reversed through the Statement of Profit and Loss.

1.8 Financial Instruments

Financial Assets and Financial Liabilities are recognized when the Group becomes a party to the contractual provisions of the instrument. Financial Assets and Financial Liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of Financial Assets and Financial Liabilities (other than Financial Assets and Financial Liabilities at fair value through profit or loss) are added to or deducted from the fair value of the Financial Assets or Financial Liabilities, as appropriate, on initial recognition.

1.9 Financial Assets

Financial Asset is any Asset that is -

- (a) Cash
- (b) Equity Instrument of another entity,
- (c) Contractual right to -
 - i) receive Cash / another Financial Asset from another entity, or
 - ii) exchange Financial Assets or Financial

Liabilities with another Entity under conditions that are potentially favorable to the Entity.

Investment in Equity Shares issued by Subsidiary, Associate and Joint Ventures are carried at cost less impairment.

Investment in preference shares are classified as debt instruments and carried at Amortized cost if they are not convertible into equity instruments and are not held to collect contractual cash flows. Other Investment in preference shares which are classified as Debt instruments are mandatorily carried at Fair value through Profit & loss Account (FVTPL).

All investments in equity instruments other than as classified above under Financial Assets are initially carried at fair value. The Group has adopted to measure the fair value of equity instruments through FVPTL Fair value changes on an equity instrument are recognized in the Statement of Profit & Loss.

Investments in equity instruments are classified as at FVTPL, unless the related instruments are not held for trading and the company irrevocably elects on initial recognition to present subsequent changes in fair value in Other Comprehensive Income.

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

Impairment of Financial Assets

In accordance with Ind AS 109, the Group applies the expected credit loss ("ECL") model for measurement and recognition of impairment loss on financial assets and credit risk exposures. The Group follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. Simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECL at each reporting date, right from its initial recognition. For recognition of impairment loss on other financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit

risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on 12-month ECL. ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date. ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the Statement of Profit and Loss.

Financial Liabilities

Financial liabilities are recognized at fair value net of transaction costs and are subsequently held at amortized cost using the effective interest rate method. Financial liabilities carried at fair value through profit and loss are measured at fair value with changes in fair value recognized in the profit and loss account. Interest bearing bank loans are initially measured at fair value and subsequently measured at amortized cost using the effective interest rate method.

For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate the fair value due to the short maturity of these instruments.

De-recognition of Financial Instruments

A Financial Asset is derecognized when the right to receive cash flows from the asset have expired or the Group has transferred substantially all the risks and rewards or the right to receive the cash flows under a contractual arrangement or has transferred the asset.

A Financial Liability is derecognized when the obligation under the liability is discharged or cancelled or expired. In the case where the existing liability is replaced by another liability either from the same lender or otherwise such an exchange is treated as de-recognition of the original liability

and recognition of a new liability. Any change in the carrying amount of a liability is recognized in the Statement of Profit and Loss.

1.10 Inventories and Work in Progress

Raw Materials, Construction Materials and Stores & Spares are valued at lower of weighted average cost or net realizable value. Cost includes Direct Material, work expenditure, labour cost and appropriate overheads excluding refundable duties and taxes.

Cost of materials utilised in the contract work, which is not reached certain level, not quantified, and qualified for billing is considered as work in progress at the end of the reporting period.

1.11 Cash & Cash Equivalents

Cash and Cash Equivalents are short term highly liquid investments that are readily convertible into cash and which are subject to an insignificant risk of change in value and have maturities of three months or less.

1.12 Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources to settle the obligation in respect of which reliable estimate can be made as on the balance sheet date.

Contingent Liabilities are present obligations arising from a past event, when it is not probable / probability is remote that an outflow of resources will be required to settle the obligation and they are not recognized but are disclosed in the notes.

Contingent Assets are neither recognized nor disclosed in the financial statements except where it has become virtually certain that an inflow of economic benefit will arise, the asset and the related income are recognized in financial statements of the period in which the change occurs Provisions for Contingent Liabilities and Contingent Assets are reviewed at the end of Balance Sheet date.

1.13 Foreign Currency Transactions and Translation

The reporting currency of the Group is Indian Rupee. Foreign Currency Transactions are

translated at the functional currency spot rates prevailing on the date of transactions.

Monetary assets and current liabilities related to foreign currency transactions remaining unsettled are translated at the functional currency spot rates prevailing on the balance sheet date. The difference in translation of monetary assets and liabilities and realized gains and losses on foreign exchange transactions are recognized in the Statement of Profit and Loss.

Non-monetary foreign currency items are carried at historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

1.14 Employee Benefits

Payments to Defined Contribution schemes are charged as an expense as they fall due. Company's provident fund in respect of certain employees is made to a government administered fund and charged as an expense to the Statement of Profit and Loss.

Liability for employee benefits, both short and long term, for present and past service which are due as per the terms of employment are recorded in accordance with Indian Accounting Standard 19 "Employee Benefits" issued by the Companies (Accounting Standard) Rules, 2015. Remeasurement gains /losses on post-employment defined benefits comprising gains/ losses is reflected immediately in the balance sheet with a charge or credit to other comprehensive income in the period in which it arises.

i) Gratuity

In accordance with the Payment of Gratuity Act, 1972 the Group provides for Gratuity covering eligible employees. The liability on account of Gratuity is provided on the basis of valuation of the liability by an independent actuary as at the year end.

ii) Provident Fund

In accordance with applicable local laws, eligible employees of the Group are entitled to receive benefits under the provident fund, a defined contribution plan to which both the employee and employer contributes monthly at a determined rate (currently up to 12% of an employee's

salary). These contributions are either made to the respective Regional Provident Fund Commissioner, or the Central Provident Fund under the State Pension Scheme, and are recognized as expenses incurred.

iii) Compensated Absences

The employees are entitled to accumulate leave subject to certain limits, for future encashment and availment, as per the policy of the Group.

The liability towards such unutilized leave as at the end of each balance sheet date is determined based on independent actuarial valuation and recognized in the Statement of Profit and Loss.

1.15 Deferred Revenue Expenditure

Projects and other related expenditure incurred up to 31st March, 2019, the benefit of which is spread over more than one year is accounted as Project Promotion Expenses grouped under Other Advances and is amortized over the period in which benefits would be derived.

1.16 Leases

Leases are accounted as per Ind AS 116 which has become mandatory from 1st April, 2019.

Assets taken on lease are accounted as right-of-use assets and the corresponding lease liability is accounted at the lease commencement date. Initially the right-of-use asset is measured at cost which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The lease liability is initially measured at the present value of the lease payments, discounted using the Company's incremental borrowing rate. It is remeasured when there is a change in future lease payments arising from a change in an index or a rate, or a change in the estimate of the guaranteed residual value, or a change in the assessment of purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right of-use asset, or

is recorded in the Statement of Profit and Loss if the carrying amount of the right-of-use asset has been reduced to zero.

The right-of-use asset is measured by applying cost model i.e. right-of-use asset at cost less accumulated depreciation and cumulative impairment, if any. The right-of-use asset is depreciated using the straight-line method from the commencement date to the end of the lease term or useful life of the underlying asset whichever is earlier. Carrying amount of lease liability is increased by interest on lease liability and reduced by lease payments made.

Lease payments associated with following leases are recognized as expense on straight-line basis:

- (i) Low value leases; and
- (ii) Leases which are short-term.

1.17 Earnings per Share (EPS)

In arriving at the EPS, the Group's Net Profit After Tax, is divided by the weighted average number of equity shares outstanding. The EPS thus arrived at is known as 'Basic EPS'. To arrive at the diluted EPS, the net profit after tax, referred above, is divided by the weighted average number of equity shares, as computed above and the weighted average number of equity share that could have been issued on conversion of shares having potential dilutive effect subject to the terms of issue of those potential shares. The date(s) of issue of such potential shares determine the amount of the weighted average number of potential equity shares.

1.18 Taxation

i) Current Tax

Provision for Current tax is made based on the liability computed in accordance with the relevant tax rates and provisions of Income Tax Act, 1961 as at the balance sheet date and any adjustments to taxes in respect of the previous years, penalties if any related to income tax are included in the current tax expense.

ii) Deferred Taxes

Deferred Tax is the tax expected to be payable or recoverable on differences between the carrying amount of the assets

and liabilities for financial reporting purpose and the corresponding tax bases used in computation of taxable profit. Deferred tax assets are recognized and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such Deferred Tax Assets can be realized.

Current and deferred tax is recognized in profit or loss, except to the extent that it related to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

1.19 Commitments

Commitments are future liabilities for contractual expenditure.

Commitments are classified and disclosed as follows:

- a. Estimated amount of contracts remaining to be executed on capital account and not provided for;
- b. Uncalled liability on shares and other investments partly paid;
- c. Funding related commitment to subsidiary, associate and joint venture companies and
- d. Other non-cancellable commitments, if any, to the extent they are considered material and relevant in the opinion of management.

Other commitments related to sales/ procurements made in the normal course of business are not disclosed to avoid excessive details.

1.20 Operating cycle for current and non-current classification

Operating cycle for the business activities of the Group covers the duration of the specific project/contract including the defect liability period, wherever applicable and extends up to the realization of receivables (including retention monies) within the agreed credit period normally applicable to the respective lines of business.

1.21 Statement of Cash Flows

Statement of Cash Flows is prepared segregating the cash flows from operating, investing and

financing activities. Cash flow from operating activities is reported using indirect method. Under the indirect method, the net profit is adjusted for the effects of:

- i. transactions of a non-cash nature;
- ii. any deferrals or accruals of past or future operating cash receipts or payments; and
- iii. items of income or expense associated from investing or financing cash flows.

Cash and cash equivalents (including bank balances) are reflected as such in the Statement of Cash Flows

1.22 Exceptional Items:

Items of income and expenditure within profit and loss from ordinary activities are of such size, nature or incidence that their disclosure is relevant to explain the performance of the Group for the period, the nature and amount of such items are disclosed separately as Exceptional Items.

1.23 Borrowing Cost

Borrowing costs net of any investment income from the temporary investment of related borrowings that are attributable to the acquisition or construction of a qualifying asset are capitalized as part of cost of such asset till such time the asset is ready for its intended use or sale. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale. All other borrowing costs are charged to the Statement of Profit and Loss in the period in which they are incurred.

Borrowing costs include interest expense calculated using the effective interest method, finance charges in respect of assets acquired on finance lease and exchange differences arising on foreign currency borrowings to the extent they are regarded as an adjustment to interest costs.

₹ in Lakhs

2. Property, Plant & Equipment and Capital Work-in-Progress

Particulars	2a. Property, Plant & Equipment					Vehicles	Right of Use of Assets (Vehicles)	Total	2b. Capital Work-in-Progress
	Land	Land for Borrow Area (Project Work)	Plant and Equipment	Right of Use of Assets (Plant)	Furniture and Fixtures				
As at 31st March, 2022									
Cost as at 1st April 2021	6,246.52	192.88	78,519.35	4,213.68	685.05	4,300.71	603.32	94,761.51	290713
Additions	1,385.94	-	2,356.74	-	0.93	37.15	-	3,780.76	272.99
Deletions/Capitalised	-	(192.88)	(694.54)	-	-	-	-	(887.42)	(2,260.53)
Cost as at 31st March 2022	7,632.46	-	80,181.55	4,213.68	685.98	4,337.86	603.32	97,654.85	919.59
Accumulated depreciation as at 1st April 2021	-	-	49,141.38	2,424.04	444.68	3,191.95	330.00	55,532.05	-
Depreciation expense	-	-	6,061.70	1,097.71	41.58	271.37	154.55	7,626.91	-
Eliminated/Adjustments	-	-	321.44	-	-	-	-	321.44	-
Accumulated depreciation as at 31st March 2022	-	-	54,881.64	3,521.75	486.26	3,463.32	484.55	62,837.52	-
Net carrying Value as at 31st March 2022	7,632.46	-	25,299.91	691.93	199.72	874.54	118.77	34,817.33	919.59
As at 31st March, 2021									
Cost as at 1st April 2020	6,246.52	827.32	77,028.46	4,213.68	682.18	4,226.46	321.29	93,545.91	1739.95
Additions	-	558.62	2,414.88	-	2.87	74.25	282.03	3,332.65	2,260.53
Deletions/Capitalised	-	(1,193.06)	(923.99)	-	-	-	-	(2,117.05)	(1,093.35)
Cost as at 31st March 2021	6,246.52	192.88	78,519.35	4,213.68	685.05	4,300.71	603.32	94,761.51	2,907.13
Accumulated depreciation as at 1st April 2020	-	-	43,277.16	1,175.89	396.56	2,917.64	137.37	47,904.62	-
Eliminated on disposals	-	-	6,686.95	1,248.15	48.12	274.31	192.63	8,450.16	-
Depreciation expense	-	-	(822.73)	-	-	-	-	(822.73)	-
Accumulated depreciation as at 31st March 2021	-	-	49,141.38	2,424.04	444.68	3,191.95	330.00	55,532.05	-
Net carrying Value as at 31st March 2021	6,246.52	192.88	29,377.97	1,789.64	240.37	1,108.76	273.32	39,229.46	2,907.13

2c. Ageing of capital work-in-progress is as below:

Particulars	Amount in Capital work in progress for period of		
	Less than 1 Year	1-2 years	More Than 2 Years
Work in Progress	272.99	-	646.60
Total	272.99	-	646.60
As at 31st March 2021			
Work in Progress	2,260.53	-	646.60
Total	2,260.53	-	646.60

2d. The Company has not revalued its property, plant, and equipment during the current or previous year.

2e. The Company does not have any Immovable Properties where title deeds are not held in the name of the Company.

2f. No proceedings have been initiated or are pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

3. Investments

₹ in Lakhs

Particulars	As at 31st March, 2022	As at 31st March, 2021
(i) Investments carried at fair value through other comprehensive income:		
Investment in Equity Shares		
Quoted		
i) 6,24,00,000 (as at 31st March, 2021 : 6,24,00,000) Equity Shares of ₹ 2/- each, fully paid in Gayatri Highways Ltd (Refer Note No. 3.1 & 34.16)*	1,248.00	1,248.00
Less : Share of loss from Associate Company	(1,248.00)	(1,248.00)
b) Investment in Other Companies		
i) 11,63,607 (As at 31st March 2021 : 11,63,607) Equity Shares of ₹ 10/- each in Gayatri Sugars Ltd. (Refer Note No. 3.2)	293.10	293.10
(ii) 273 (As at 31st March 2021 : 1,728 Equity Shares of ₹ 10/- each in Canara Bank	0.86	0.86
Changes in Fair Valuation of Investments	(261.93)	(271.91)
(ii) Non-Trade investments - Carried at cost		
Investment in Equity Shares		
Unquoted		
A. Investment in Associate Companies		
i) 26,36,13,095 (as at 31st March, 2021 : 26,36,13,095) Equity share of ₹ 10/- each fully paid - NCC Infrastructure Holdings Ltd.	15,275.02	17,153.42
Investment in Preference Shares		
Unquoted		
a) Investment in Associate Companies		
i) 16,77,00,300 (As at 31st March 2021 : 16,77,00,300) 9% Non-Convertible Cumulative Redeemable Preference Shares of ₹ 10/- each, fully paid in Gayatri Highways Ltd (formerly Gayatri Domicile Pvt. Ltd.) (Refer Note No. 3.3 & 34.16)	16,770.03	16,770.03
b) Investment in Other Companies		
i) 7,82,87,796 (As at 31st March 2021 : 7,82,87,796) - 4% Compulsorily Convertible Cumulative Preferential Shares (CCCPS) of ₹ 10/- each, fully paid in Gayatri Hitech Hotels Ltd. (Refer Note No. 3.4 & 34.15)	19,571.95	19,571.95
ii) 2,74,49,989 (as at 31st March, 2021 : 2,74,49,989) Equity shares of ₹ 10/- each fully paid up - Jinbhuvish Power Generation Pvt Ltd (Refer Note No. 3.5 & 34.29)	3,000.00	3,000.00
Total	54,649.03	56,517.45

Details of Quoted and Unquoted Investments:

₹ in Lakhs

Particulars	As at 31st March, 2022	As at 31st March, 2021
Aggregate Amount of Quoted Investment	1,541.96	1,541.96
Aggregate Market value of Quoted Investment*	32.03	22.05
Aggregate Amount of Unquoted Investment	54,617.00	56,495.40

*The carrying amount of the Investment in associate company has become Nil as per the principles of consolidation of Associate and hence, market value of the associate company is not considered.

- 3.1) 6,23,00,000 Equity shares of Gayatri Highways limited (GHL) (formerly Gayatri Domicile Pvt.Ltd) have been pledged to IL&FS Securities Services Limited (Security Trustee) for the credit facilities availed by GHL from IL&FS Financial Services Limited.
- 3.2) 11,63,607 Equity Shares held by the company in Gayatri Sugars Limited have been pledged to IDBI Trusteeship Services Limited for the credit facilities availed by the company from consortium lenders.
- 3.3) 16,77,00,300-9% Non Convertible Cumulative Redeemable Preference Shares held by the Company in M/s. Gayatri Highways Limited (formerly Gayatri Domicile Pvt.Ltd) have been pledged to IDBI Trusteeship Services Limited for the credit facilities availed by the company from consortium lenders.
- 3.4) 7,82,87,796-4% Compulsorily Convertible Cumulative Preferential Shares held by the Company in Gayatri Hi-Tech Hotels Ltd have been pledged to IDBI Trusteeship Services Limited for the credit facilities availed by the company from consortium lenders.
- 3.5) 2,74,49,989 Equity Shares of Jinbhuvish Power Generation Pvt Ltd (JPGPL) held by Gayatri Energy Ventures Pvt. Ltd are pledged with the Escrow agent (ICICI Bank) in favour of JPGPL in terms of exit agreement.

4. Trade Receivables - Non-Current

₹ in Lakhs

Particulars	As at 31st March, 2022	As at 31st March, 2021
Unsecured, Considered Good		
- Receivables from Subsidiary of Associate Company (Refer Note No.34.18)	23,715.65	24,472.04
Less : Provision for Expected Credit Loss	(4,743.13)	(3,677.81)
- Receivables from Joint Ventures	808.67	808.67
Total	19,781.19	21,602.90

Ageing of Non-current Trade receivables	As at 31st March, 2022	As at 31st March, 2021
Outstanding from the due date of payment	Unsecured - Undisputed - Considered Good	
Not due	-	-
Less than 6 Months	-	-
6 Months to 1 Year	-	-
1-2 Years	-	-
2-3 Years	-	-
More than 3 Years	24,524.32	25,280.70
Total	24,524.32	25,280.70
Less: Provision for Bad debts/Expected Credit Loss	(4,743.13)	(3,677.81)
Total	19,781.19	21,602.89

5. Loans

₹ in Lakhs

Particulars	As at 31st March, 2022	As at 31st March, 2021
Security Deposit with Govt. Depts and Others	30.80	30.80
Loans to Related Parties - Unsecured, Considered Good		
Loan to Associates (Refer Note No.34.16)	17,967.01	17,967.01
Less : Provision for Expected Credit Loss	(2,695.05)	(2,695.05)
To Others - Unsecured, Considered Good		
Inter Corporate Loan (Refer Note No. 34.17)	18,676.14	18,676.14
Total	33,978.90	33,978.90

6. Other Financial Assets

₹ in Lakhs

Particulars	As at 31st March, 2022	As at 31st March, 2021
Unsecured, Considered Good		
Call option fee paid (Refer Note No.34.31)	2,125.56	2,125.56
Accumulated Interest (Refer Note No.34.17)	22,035.46	20,296.72
Advance to a Company where KMP having substantial interest (Refer Note No.32.30)	2,194.11	2,194.11
Less : Provision for Expected Credit Loss	(1,100.50)	(1,100.50)
Total	25,254.63	23,515.89

7. Deferred Tax Asset (Net)

₹ in Lakhs

Particulars	As at 31st March, 2022	As at 31st March, 2021
(a) Deferred Tax (Asset) on timing Differences:		
i) on account of Gratuity and Leave Encashment	87.51	87.51
ii) on account of IND AS Adjustments	65.09	65.09
(b) Deferred Tax Liability on timing differences:		
i) Other Comprehensive Income	192.33	195.70
ii) Depreciation	953.70	695.14
Total	1,298.63	1,043.44

8. Inventories

₹ in Lakhs

Particulars	As at 31st March, 2022	As at 31st March, 2021
(a) Construction materials, Stores and Spares	14,940.20	32,427.95
(b) Work in Progress	48,426.80	49,040.62
Total	63,367.00	81,468.57

9. Trade Receivables

₹ in Lakhs

Particulars	As at 31st March, 2022	As at 31st March, 2021
Unsecured, considered good		
- Related Parties: Companies in which KMP are Interested	1,584.19	1,179.43
- Related Parties: Joint Ventures	51,134.70	48,448.54
- Others	32,489.30	50,207.05
- Un-billed receivables	13,313.66	33,314.36
- Retention Money Receivable from Contractees	18,257.79	18,704.40
	1,16,779.64	1,51,853.78
Less : Provision for Expected Credit Loss	(8.18)	(1.64)
Total	1,16,771.46	1,51,852.14

Ageing of Non-current Trade receivables	As at 31st March, 2022	As at 31st March, 2021
Outstanding from the due date of payment		Unsecured - Undisputed - Considered Good
Not due	-	-
Less than 6 Months	89,589.48	1,34,158.30
6 Months to 1 Year	12,482.43	4,582.61
1-2 Years	2,095.10	2,510.36
2-3 Years	2,102.10	5,129.05
More than 3 Years	10,510.53	5,473.46
Total	1,16,779.64	1,51,853.78
Less: Provision for Bad debts/Expected Credit Loss	(8.18)	(1.64)
Total	1,16,771.46	1,51,852.14

10a. Cash and cash equivalents

₹ in Lakhs

Particulars	As at 31st March, 2022	As at 31st March, 2021
(a) Balances with banks		
In current accounts	2,502.66	6,012.09
In deposit accounts (Refer Note No. 34.32)	-	2,337.17
(b) Cash in hand	32.58	25.50
Total	2,535.24	8,374.76

10b. Other Bank Balances (having maturity more than three months)

₹ in Lakhs

Particulars	As at 31st March, 2022	As at 31st March, 2021
Margin money for Bank Guarantees/LCs (Refer Note No. 34.32)	787.99	20,563.43
Total	787.99	20,563.43

11. Loans

₹ in Lakhs

Particulars	As at 31st March, 2022	As at 31st March, 2021
To Related Parties - Unsecured, Considered Good		
- Loans to Subsidiaries	-	-
- Loans to Associates (Refer Note No.34.16)	7,858.37	6,811.48
To Others - Unsecured, Considered Good		
- Loans (including accumulated interest) (Refer Note No.34.19)	5,882.62	6,460.18
Less : Provision for Expected Credit Loss	(2,087.85)	(2,087.85)
Total	11,653.14	11,183.81

Note: Loans to Associates and Others are Interest free unsecured and have no fixed repayment schedule.

12. Current Tax Assets (Net)

₹ in Lakhs

Particulars	As at 31st March, 2022	As at 31st March, 2021
Income Tax receivable	11,286.09	4,023.61
MAT Credit Entitlement	4,934.88	4,934.88
VAT refund Receivable	885.03	927.23
GST Input Credit	10,173.02	10,387.56
Total	27,279.02	20,273.28

13. Other Current Assets

₹ in Lakhs

Particulars	As at 31st March, 2022	As at 31st March, 2021
Deposits with Govt. Dept & Others	2,252.24	2,442.33
Other receivable (Refer Note No.34.14)	814.17	865.45
Claims receivable (Refer Note No.1.4.A(a)(v) and 34.28)	40,478.31	35,966.01
Project mobilisation Expenditure (Deferred)	5,599.62	3,299.46
Prepaid Expenses	2,663.39	2,835.16
Share Application Money Given Pending for Allotment (Refer Note No.34.29)	1,544.46	1,564.67
Less: Provision for credit loss	(1,544.46)	(777.28)
Advances - Unsecured, considered Good		
- Advances to Suppliers	2,651.09	3,441.22
- Advances to Sub-Contractors (Refer Note No.34.17)	56,263.42	59,103.10
Less : Provision for Expected Credit Loss	(7,707.77)	(4,875.03)
- Staff Advances	16.94	94.08
- Advance for Purchase of Equity Shares (Refer Note No.34.29)	1,000.00	1,000.00
Less: Provision for credit loss	(1,000.00)	(500.00)
- Others Receivables	5.53	5.83
Total	1,03,036.94	1,04,465.00

14. Equity Share capital

Particulars	As at 31st March, 2022		As at 31st March, 2021	
	Number of shares	₹ in Lakhs	Number of shares	₹ in Lakhs
(i) Authorised Share Capital				
Equity shares of ₹ 2/- each	40,00,00,000	8,000.00	40,00,00,000	8,000.00
(ii) Issued Share Capital				
Equity shares of ₹ 2/- each	18,71,98,685	3,743.97	18,71,98,685	3,545.04
(iii) Subscribed and fully paid up Share Capital				
Equity shares of ₹ 2/- each	18,71,98,685	3,743.97	18,71,98,685	3,743.97
Total	18,71,98,685	3,743.97	18,71,98,685	3,743.97

14(a) Terms / Rights, Preferences and restrictions attached to Equity Shares:

The company has only one class of shares referred to as equity shares having a par value of ₹ 2/-. Each holder of equity shares is entitled to one vote per share. 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.

14(b) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	As at 31st March, 2022		As at 31st March, 2021	
	Number of shares	₹ in Lakhs	Number of shares	₹ in Lakhs
Equity shares of ₹ 2/- each :				
At the beginning of the period	18,71,98,685	3,743.97	18,71,98,685	3,743.97
Add: Shares issued during the year	-	-	-	-
Outstanding at the end of the period	18,71,98,685	3,743.97	18,71,98,685	3,743.97

14(c) Details of shares held by the holding company, the ultimate holding company, their subsidiaries and associates:
Nil

14(d) Details of shares held by each shareholder holding more than 5% shares:

Particulars	As at 31st March, 2022		As at 31st March, 2021	
	Number of shares held	% holding	Number of shares held	% holding
Equity shares of ₹ 2/- each				
Indira Reddy Tikkavarapu	5,07,92,213	27.13	5,63,50,213	30.10
Sandeep Kumar Reddy Tikkavarapu	2,59,43,494	13.86	2,69,93,494	14.42
GMO Emerging Markets Fund	1,15,67,064	6.18	1,15,67,064	6.18

14(e) Details of shares held by Promoters and Promoter Groups:

Particulars	As at 31st March, 2022		% Change during the year as compared to 31st March, 2021	As at 31st March, 2021		% Change during the year as compared to 31st March, 2020
	Number of shares held	% holding		Number of shares held	% holding	
Equity shares of ₹ 2/- each with voting rights:						
Indira Reddy Tikkavarapu	5,07,92,213	27.13	-10%	5,63,50,213	30.10	-1%
Sandeep Kumar Reddy Tikkavarapu	2,59,43,494	13.86	-4%	2,69,93,494	14.42	0%
Rajiv Reddy Tikkavarapu	5,19,500	0.28	0%	5,19,500	0.28	0%
Sulochana Gunupati	2,350	0.00	0%	2,350	0.00	0%
Jenna Reddy Brij Mohan Reddy	2,250	0.00	0%	2,250	0.00	0%
Tikkavarapu Sarita Reddy	800	0.00	0%	800	0.00	0%

Note : Figures in negative represents reduction in percentage change as compared to previous period

14(f) The Company has not raised any funds through the Issue of Securities during the current or previous year.

15. Other Equity

₹ in Lakhs

Particulars	As at 31st March, 2022	As at 31st March, 2021
(a) Capital Reserve		
Opening balance	143.40	143.40
Add : Additions to Reserve during the year	-	-
Closing balance	143.40	143.40
(b) General Reserve		
Opening balance	12,300.00	12,300.00
Add: Amount transferred from Statement of Profit and Loss	-	-
Closing balance	12,300.00	12,300.00
(c) Securities Premium Account		
Opening balance	37,683.67	37,683.67
Add: Premium received on Shares issued during the year	-	-
Closing balance	37,683.67	37,683.67
(d) Equity Component of Compound Financial Instruments		
Opening balance	9,123.06	9,123.06
Add : Changes during the year	-	-
Closing balance	9,123.06	9,123.06
(e) Retained earnings		
Opening balance	31,641.48	27,331.25
Add : Surplus / (Deficit) for the year	(95,821.47)	4,310.23
Less : Adjustment on account of subsidiary/associate derecognition	-	-
Closing balance	(64,179.99)	31,641.48
(f) Other Comprehensive Income		
Opening balance	691.85	703.24
Add: Movement in OCI (Net) during the year	6.37	(11.39)
Closing balance	698.22	691.85
Total (a+b+c+d+e+f)	(4,231.64)	91,583.46

Capital Reserve: It was created during the financial year 2010-11 on account of forfeiture of share warrants.

General reserve: The Company created a General Reserve in earlier years pursuant to the provisions of the Companies Act, 1956 where in certain percentage of profits were required to be transferred to General Reserve before declaring dividends. As per Companies Act 2013, the requirements to transfer profits to General Reserve is not mandatory. General Reserve is a free reserve available to the Company.

16. Borrowings

₹ in Lakhs

Particulars	As at 31st March, 2022		As at 31st March, 2021	
	Non- Current	Current	Non-Current	Current
Secured				
(i) Non-Convertible Debentures at amortised cost				
ii) Term Loans from Banks				
a. Equipment Loans	-	-	2,496.17	3,105.60
b. Other Term Loans	-	-	20,290.03	16,789.81
c. Vehicle Loans	-	-	11.86	4.29
iii) Term Loans from others				
a. Equipment Loans	-	-	3,977.25	5,189.45
b. Vehicle Loans	-	-	12.40	48.44
Un-secured				
0.01% Compulsorily Convertible Debentures (CCD'S) of Face Value of ₹1,483/- each (Unlisted) (Refer Note 16.1)	14,900.47	-	14,900.47	-
Total	14,900.47	-	41,688.18	25,137.59

16.1 Terms of Compulsorily Convertible Debentures (CCD's) issued by the Subsidiary Company:

- 16,19,928 CCD's were issued by the subsidiary company during the previous years to NCC Infrastructure Holdings Ltd (NCCIHL) pursuant to purchase of Sembcorp Gayatri Power Limited (then) Shares from them.
- Issuer shall pay interest on CCD'S at 0.01%. Such interest shall accrue and be paid annually in arrears at purchasers discretion with previous communication to selling shareholder.
- CCD'S shall be compulsorily converted into 16,19,928 shares within a period of 5 years from the date of their issuance (Conversion ratio is 1:1).

Note: Since the loans/credit facilities have been recalled by the lenders, the outstanding balances are classified under current borrowings.

17. Lease Liabilities

₹ in Lakhs

Particulars	As at 31st March, 2022	As at 31st March, 2021
Lease Liability	270.84	1,012.30
Total	270.84	1,012.30

18. Other Financial Liabilities

₹ in Lakhs

Particulars	As at 31st March, 2022	As at 31st March, 2021
Advances from Contractees	66,940.52	89,079.87
Margin Money Deposits received	708.62	2,850.88
Total	67,649.14	91,930.75

19. Provisions

₹ in Lakhs

Particulars	As at 31st March, 2022	As at 31st March, 2021
Employee Benefits	747.53	790.26
Total	747.53	790.26

In accordance with the Payment of Gratuity Act, 1972 the company provides for gratuity covering eligible employees. The liability is provided on the basis of valuation of the liability by an independent actuary as at the year end.

The Liability for Cost of Compensated absences is has been actuarially determined and provided for in the books.

20. Borrowings

₹ in Lakhs

Particulars	As at 31st March, 2022	As at 31st March, 2021
Reclassification of Non-Current Borrowings as current		
Secured Loans repayable on demand		
I) Term Loans from Banks		
i. Equipment Loans (Refer Note No.20.1)	4,550.35	-
ii. Term Loans (Refer Note No.20.2)	27,660.69	-
iii. Vehicle Loans (Refer Note No.20.3)	14.40	-
II) Term Loans from others		
i. Equipment Loans (Refer Note No.20.1)	8,095.71	-
ii. Vehicle Loans (Refer Note No.20.3)	12.88	-
III) Loans repayable on demand		
Secured Working Capital Facilities from Banks (Refer Note No. 20.4)	2,12,900.37	1,36,712.77
IV) Short Term Loan		
Short Term Loans (COVID FITL)(Refer Note No. 20.5)	43.00	4,680.80
V) Inter Corporate Loan		
Secured Inter Corporate Loan from Others	1,000.00	1,000.00
Un-secured Inter Corporate Loan from Others	500.00	167.50
VI) Un-secured interest free loans from Related parties		
From Directors (Interest Free Loans)	4,147.88	-
Current maturities of Long Term Borrowings		
- Term, Equipment, Vehicle Loans and ECB Loans	-	19,720.02
- Principal Default on Term, Equipment and Vehicle Loans	-	5,417.57
Total	2,58,925.28	1,67,698.66

Nature of Security and Terms of Repayment**20.1 Equipment Loans from Banks and Others**

The Equipment loans are secured by hypothecation of specific equipments acquired out of the said loans and all these loans are guaranteed by the promoter directors. The rate of interest on these loans varies between 11% to 15%.

20.2 Term loans

The secured term loans are secured by hypothecation of construction equipments not specifically charged to other banks, equitable mortgage of immovable properties of group companies, pledge of unencumbered equity shares of promoters in Gayatri Projects Ltd and personal guarantees of the promoter Directors. The rate of interest varies between 11% to 13% with an average yield of 12.04% p.a.

20.3 Vehicle Loans:

The Vehicle loans availed are secured by hypothecation of specific vehicles purchased out of the said loans. The vehicle loans carry interest rate between 11% to 15% p.a.

20.4 Working Capital Facilities (Secured)

The working capital facilities from the consortium of Banks are secured by:

- Hypothecation against first charge on stocks, book debts and other current assets of the Company both present and future ranking paripassu with consortium banks.
- Hypothecation against first charge on all unencumbered fixed assets of the Company both present and future ranking paripassu with consortium banks.
- Equitable mortgage of properties belonging to promoters, directors, group companies.
- Personal guarantee of promoter directors and relatives. Corporate guarantees of entities in which KMPs are interested.

20.5 Short Term Loan (COVID FITL)

- Hypothecation against first charge on stocks, book debts and other current assets of the Company both present and future ranking paripassu with consortium banks.
- Hypothecation against first charge on all unencumbered fixed assets of the Company both present and future ranking paripassu with consortium banks.
- Equitable mortgage of properties belonging to promoters, directors, group companies.
- Personal guarantee of promoter directors and relatives. Corporate guarantees of entities in which KMPs are interested.

20.6 Secured Inter Corporate Loan from Others

The secured Intercompany loans are secured by equitable mortgage of Land of Group Company and personal guarantees of the Managing Director. The rate of interest is 16.00% p.a.

20.7 Un-secured Inter Corporate Loan from Others

The unsecured Intercompany loans rate of interest is 18.00% p.a.

20.8 Period and amounts default as on the Balance Sheet date in repayment of borrowings and interest thereon:

The company has defaulted in repayment of the dues to the lenders and the accounts have been declared as NPA. In the absence of loan statements / information from the lenders, the actual date of default of various loans / financial facilities was not available with the company as there was adjustment of margin money deposits, repayments from TRA account against outstanding dues on different dates and accordingly, the date of declaring the account as NPA / recalling of the loans is considered as default date for the purpose of reporting in this clause.

a) Bank Dues for the Equipment Loans, Funded Interest Term Loans, Term Loans and Vehicle Loans

Name of Lender	NPA / Recall Date	Principal amount default	Interest amount default	Defaulted Days
Union Bank of India	30-06-2021	1,764.53	158.21	275
Bank of Baroda	02-09-2021	9,557.94	904.40	211
Bank of Maharashtra	30-06-2021	500.00	65.38	275
IDBI Bank Ltd	29-09-2021	4,936.10	395.64	184
Indian Overseas Bank	29-08-2021	7,227.71	807.79	215
Punjab National Bank	30-06-2021	8,239.15	1,370.89	275
		32,225.43	3,702.31	

b) Bank Dues for the Working Capital Loans

Name of Lender	NPA / Recall Date	Principal amount default	Interest amount default	Defaulted Days
Union Bank of India	30-06-2021	14,793.60	1,287.67	275
Bank of Baroda	02-09-2021	37,475.31	3,703.83	211
Bank of Maharashtra	30-06-2021	5,049.40	576.09	275
Canara Bank	30-06-2021	30,527.87	5,937.63	275
IDBI Bank Ltd	29-09-2021	22,000.00	1,065.44	184
Indian Overseas Bank	29-08-2021	7,500.00	182.08	215
Punjab National Bank	30-06-2021	9,350.00	1,552.00	275
Federal Bank	30-06-2021	1,499.03	218.96	275
		1,28,195.21	14,523.70	

c) Working Capital facilities (On account of devolvement of BGs and LCs)

Name of Lender	BG/LC devolved amount	Period of default #
Union Bank of India	9,207.65	42 to 328 days
Bank of Baroda	13,636.84	2 to 301 days
Canara Bank	34,310.99	4 to 358 days
IDBI Bank Ltd	6,015.10	3 to 269 days
Indian Overseas Bank	3,483.03	84 to 309 days
Punjab National Bank	13,160.91	1 to 270 days
Total	79,814.52	

d)(i) NBFCs/Financial Institutions dues with regard Equipment Loans and Vehicle Loans

Name of the lender	NPA/ Recall Date	Principal amount default	Interest amount default	Defaulted Days
SREI Equipment Finance Ltd.	27-11-2021	6,563.65	727.47	125
Sundaram Finance Ltd.	09-08-2021	822.90	54.15	235
Tata Motors Finance Limited	23-08-2021	350.38	14.52	221
		7,736.93	796.14	

d)(ii) NBFCs/Financial Institutions

Name of the lender	Period Default			
	0-90 days	91 - 180 days	181 - 270 days	271 - 365 days
Shriram Transport Finance - Principal	65.02	52.65	11.86	-
Hinduja Leyland Finance Limited - Principal	51.44	43.53	13.74	-
Shriram Transport Finance - Interest	3.36	4.70	1.68	-
Hinduja Leyland Finance Limited - Interest	1.49	2.93	3.19	-

e) Inter Corporate Loans	0-90 days	91 - 180 days	181 - 270 days	271 - 365 days
Kakinada Seaports Limited - Interest	39.45	36.30	36.30	8.68

20.9 The Company is not been declared as Wilful Defaulter by any Bank, Financial Institution or other lenders.

20.10(A) To the best of the knowledge and belief of the management, the company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall.

- a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by on or behalf of the company (Ultimate Beneficiaries) or
- b) Provide any guarantee, security, or the like to or on behalf of the ultimate beneficiaries.

(B) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall.

- a) 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
- b) Provide any guarantee, security, or the like to or on behalf of the ultimate beneficiaries.

20.11 The Company used the borrowings from banks and financial institutions for the specific purpose for which it was taken.

20.12 The Company has filed quarterly returns or statements with the banks in lieu of the sanctioned working capital facilities, which are in agreement with the books of account other than those as set out below:

Name of the Banks	Quarter Ended	Amount disclosed as per quarterly return/ statement	Amount as per books of account*	Difference (Refer below note 20.12(a))
Consortium Banks	Jun-21	1,98,444.00	1,65,584.75	32,859.25
Consortium Banks	Sep-21	2,06,195.00	1,68,534.29	37,660.71
Consortium Banks	Dec-21	1,73,099.00	1,58,195.25	14,903.75
Consortium Banks	Mar-22	1,40,025.00	1,36,535.96	3,489.04

Refer Note 20.4 for particulars of securities provided

20.12(a) The difference between the amount reported in the Quarterly returns and books of accounts is on account of submission of Quarterly Returns by the company based on the provisional and estimated figures/values of Work-in-progress and inventory obtained from project site offices.

20.13 Refer Note no. 34.24 regarding the default in repayment of dues to the lenders, significant development of non-fund based facilities and recalling of the financial facilitated extended to the Company and various actions initiated by the lenders for the recovery of there dues.

21. Lease Liabilities (Current)

₹ in Lakhs

Particulars	As at 31st March, 2022	As at 31st March, 2021
Lease Liability	741.46	1,296.54
Total	741.46	1,296.54

22. Trade Payables

₹ in Lakhs

Particulars	As at 31st March, 2022	As at 31st March, 2021
Micro, Small and Medium Enterprises	815.61	-
Others	97,684.18	1,43,640.13
Total	98,499.79	1,43,640.13

Particulars	As at 31st March, 2022	As at 31st March, 2021
- Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	794.32	-
- Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	80.01	-
- Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
- Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
- Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
- Interest due and payable towards suppliers registered under MSMED Act, for payments already made	-	-
- Further interest remaining due and payable for earlier years	-	-
Total	874.33	-

Ageing schedule of trade payable is as below:	As at 31st March, 2022	As at 31st March, 2021
Outstanding from the due date of payment	Undisputed - MSME Dues	
Not due	-	-
Less than 1 Year	874.33	-
1-2 Years	-	-
2-3 Years	-	-
More than 3 Years	-	-
Total	874.33	-
Outstanding from the due date of payment	Undisputed - Others	
Not due	-	-
Less than 1 Year	85,081.69	1,31,504.58
1-2 Years	6,136.96	5,032.64
2-3 Years	2,390.58	3,991.68
More than 3 Years	4,016.23	3,111.23
Total	97,625.46	1,43,640.13

23. Other Financial liabilities

₹ in Lakhs

Particulars	As at 31st March, 2022	As at 31st March, 2021
9% Optionally Fully Convertible Debentures due for redemption	-	633.90
Interest accrued but not due on Borrowings from Banks & Financial Institutions *	9.61	7.21
Interest accrued and due on Borrowings from Banks & Financial Institutions (Refer Note No. 20.8)	19,160.22	3,302.21
Deposits from Sub-contractors (SD/Withhold)	21,582.51	18,218.59
Financial liability of compounded financial instrument	371.91	371.91
Amortisation of Finance Cost	-	49.95
Unpaid Dividends	0.33	1.03
Unsecured loan	1.73	1.47
Total	41,126.31	22,586.27

24. Other Liabilities

₹ in Lakhs

Particulars	As at 31st March, 2022	As at 31st March, 2021
Salaries Payable	2,671.81	2,444.51
Provision / Payables for Expenses and Services	1,317.71	1,355.85
Statutory Dues	9,671.78	7,101.56
Other Payables	4.37	8.61
	13,665.67	10,910.53

25. Provisions

₹ in Lakhs

Particulars	As at 31st March, 2022	As at 31st March, 2021
Employee Benefits	91.27	95.11
Total	91.27	95.11

26. Revenue from Operations

₹ in Lakhs

Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Construction / Contract Revenue (Refer note no. 34.27)	3,10,233.68	3,90,051.89
Total	3,10,233.68	3,90,051.89

27. Other income

₹ in Lakhs

Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Interest income from Deposits & Others	2.28	124.83
Other Miscellaneous Income	337.85	612.00
Total	340.13	736.83

28. Cost of Materials Consumed and Cost of Purchases & Services

₹ in Lakhs

Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Steel	18,311.66	28,986.01
Cement	15,144.35	23,086.12
Bitumen	12,516.13	9,336.39
Metal	50,465.30	50,982.48
Sand & Gravel	5,575.50	6,860.66
Electrical Materials	638.44	674.77
Consumable Stores	5,070.96	3,367.98
RCC & GI Pipes	4,559.83	3,032.68
HSD Oils & Lubricants	17,731.57	23,007.20
Mining work Materials	633.52	234.69
Admixer	1,598.54	2,343.57
Other Materials	1,553.34	561.84
Total	1,33,799.14	1,52,474.39

29. Work Expenditure

₹ in Lakhs

Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Departmental Recoveries	10,595.50	14,380.29
Work executed by sub contractors	65,113.88	44,921.86
Earth Work	26,370.01	39,231.27
Concrete Work	28,780.94	32,596.74
Transport Charges	1,474.11	3,965.58
Hire Charges	9,592.95	7,930.12
Road work	30,046.18	16,456.57
Repairs and Maintenance	4,324.42	3,665.73
Mining work expenditure	2,948.61	4,497.33
Royalty and Seigniorage charges	1,488.63	2,145.15
Taxes and Duties	1,154.96	1,390.37
Insurance	986.77	1,275.19
Project Promotion Expenses writtenoff	1,073.45	1,892.81
Utility Shifting Work	1,877.89	3,125.44
Security Charges	1,318.03	1,350.78
Survey & Designs	1,774.13	315.92
Other Work Expenditure	1,700.71	1,599.26
Total	1,90,621.17	1,80,740.41

30. Change in Work-in-Progress

₹ in Lakhs

Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Opening Work in Progress	49,040.62	35,983.60
Less : Closing Work in Progress	(48,426.80)	(49,040.62)
Changes in Work in Progress	613.82	(13,057.02)

31. Employee benefits expense

₹ in Lakhs

Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Salaries & Wages	11,739.83	13,135.06
Director's Remuneration	528.00	660.00
Staff Welfare Expenses	964.01	933.09
Contribution to Statutory Funds	333.21	322.36
Total	13,565.05	15,050.51

32. Finance costs

₹ in Lakhs

Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Interest on Term Loans	3,974.08	6,354.22
Interest on Non Convertible Debentures	2.40	2.40
Interest on Working Capital Facilities	21,965.23	18,315.71
Interest on Equipment Loans	3,566.60	2,581.16
Interest on Lease Finance	196.55	332.44
Interest on Other Credit Facilities	522.39	904.76
Effect of application of effective interest rate on borrowings	(49.95)	(49.00)
Bank Guarantee & Other Financial Charges	6,304.82	6,703.74
Sub-Total	36,482.12	35,145.43
Less : Interest on BG/LC Margin Money Deposits	(656.08)	(1,052.56)
Interest on Loans & Advances	(2,018.32)	(2,018.29)
Total	33,807.72	32,074.58

33. Other expenses

₹ in Lakhs

Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Advertisement expenses	5.79	32.39
Audit fee	74.42	74.42
Donations	35.50	36.50
CSR Expenditure	-	145.25
Insurance charges	34.20	25.99
Consultancy, Legal & professional charges	2,107.05	2,187.65
General Expenses	324.68	583.15
Power & fuel	447.93	324.80

Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
Miscellaneous expenses	184.72	202.21
Printing & stationery	128.28	143.68
Rent	1,207.79	1,050.45
Taxes & licenses	319.07	401.77
Tender Expenses	7.19	163.79
Telephone	72.42	73.84
Traveling, Conveyance & Stay expenses	476.78	461.43
Exchange loss on ECB Loan	8.82	16.74
Loss /(Gain) on Fair Market Value of Investment	(9.98)	(15.98)
Expected Credit Loss	5,171.76	5,154.59
Loss /(Gain) on sale of assets / Impairment of assets	94.16	(458.74)
Total	10,690.58	10,603.93

34. Other Notes forming part of the consolidated financial statements

34.1 Contingent Liabilities and Commitments

The details of the Contingent Liabilities and Commitments to the extent not provided are as follows:

a. Contingent Liabilities

₹ in Lakhs

Particulars	As at 31st March, 2022	As at 31st March, 2021
a) Guarantees given by the Banks towards performance & Contractual Commitments	1,04,205.13	1,33,441.95
b) Corporate Guarantees given to Banks and other financial institutions for loans availed by the:		
- Associate Companies	12,500.00	12,500.00
- Subsidiary to Associate Companies	2,47,148.00	2,47,148.00
- Companies in which KMP or their relatives are interested	9,169.00	9,169.00
- Corporate Guarantee given by the Subsidiary Company	Nil	Nil
- Other Companies	7,918.78	1,360.00
c) Disputed Liability of Income Tax, Sales Tax, Service Tax and Seigniorage charges	1,04,205.13	7,335.97

b. Commitments

₹ in Lakhs

Particulars	As at 31st March, 2022	As at 31st March, 2021
Commitments towards investment in subsidiaries, Joint Ventures and Associates	Nil	Nil

34.2 Disclosure of particulars regarding Subsidiaries, Joint ventures and Associates.

Subsidiaries, Joint Ventures and Associates considered for the Consolidated Financial statements are as follows:

S.No	Name of the Entity	Nature of the Entity	% of Holding	Country of Incorporation
1	Gayatri Energy Ventures Private Limited	Wholly own-ed Subsidiary	100	India
2	Gayatri Highways Limited (Formerly Gayatri Domicile Pvt. Ltd.)	Associate Company	26	India
3	IJM Gayatri Joint Venture	Joint Venture	40	India
4	Jaiprakash Gayatri Joint Venture	Joint Venture	49	India
5	Gayatri ECI Joint Venture	Joint Venture	50	India
6	Gayatri Ratna Joint Venture	Joint Venture	80	India
7	Gayatri – Ranjit Joint Venture	Joint Venture	60	India
8	Gayatri – GDC Joint Venture	Joint Venture	70	India
9	Gayatri – BCBPPL Joint Venture	Joint Venture	60	India
10	Gayatri – RNS Joint Venture	Joint Venture	60	India
11	Gayatri - JMC Joint Venture	Joint Venture	75	India
12	MEIL-Gayatri-ZVS-ITT Consortium	Joint Venture	48.44	India
13	Viswanath-Gayatri Joint Venture	Joint Venture	50	India
14	Maytas-Gayatri Joint Venture	Joint Venture	37	India
15	GPL-RKTCPL Joint Venture	Joint Venture	51	India
16	GPL-SPL Joint Venture	Joint Venture	51	India
17	Vishwa-Gayatri Joint Venture	Joint Venture	49	India
18	Gayatri-RNS-SIPL Joint Venture	Joint Venture	70	India
19	SOJITZ-L&T-GAYATRI Joint Venture	Joint Venture	8.96	India
20	Gayatri PTPS Joint Venture	Joint Venture	70	India
21	Gayatri KMB Joint Venture	Joint Venture	70	India
22	HES GAYATRI NCC Joint Venture	Joint Venture	29	India
23	Gayatri - Ojsc Sibmost Joint Venture	Joint Venture	74	India
24	GPL -SPML Joint Venture	Joint Venture	80	India
25	Gayatri-Ramkey Joint Venture	Joint Venture	80	India

34.3 Related Party Transactions pursuant to Indian Accounting Standard (Ind AS)-24

Associate Company	Key Management Personnel and their Relatives
Gayatri Highways Limited	Mr. T.V.Sandeep Kumar Reddy (MD)
(formerly Gayatri Domicile Private Limited)	Mr. J. Brij Mohan Reddy (Vice Chairman)
Companies in which the Company has Substantial Interest.	Mrs. Indira T Subbarami Reddy (Chair Person)
	Mr. T. Rajiv Reddy
Gayatri Lalitpur Roadways Ltd *	Mr. T.Anirudh Reddy
Gayatri-Jhansi Roadways Ltd *	Mr. P. Sreedhar Babu (CFO)
Sai Matarani Tollways Limited *	Mr. Chetan Kumar Sharma (CS & CO)
Hyderabad Expressways Limited *	
HKR Roadways Limited *	

Balaji Highways Holding Limited *

Indore Dewas Tollways Limited *

* Subsidiary/Associate of Associate Company

Entities in which KMP or their relatives are interested

Deep Corporation Pvt. Ltd	Gayatri Bio-Organics Limited
Indira Constructions Pvt. Ltd	T. Subbarami Reddy Foundation
Gayatri Tissue & Papers Ltd	Dr.T.Subbarami Reddy (HUF)
Gayatri Sugars Ltd	Balaji Charitable Trust
Gayatri Hi-Tech Hotels Ltd	TSR LalitakalaParishad
Gayatri Property Ventures Pvt. Ltd.	Invento Labs Private Limited
Gayatri Hotels & Theaters Pvt. Ltd	Indira Energy Holdings Private Limited
GSR Ventures Pvt. Ltd.	Yamne Power Private Limited
T.V.Sandeep Kumar Reddy & Others	Gayatri Hotel Ventures Pvt.Ltd.
Gayatri Fin Holdings Pvt.Ltd.	Flynt Mining LLP

Transactions with the related parties:

₹ in Lakhs

Sl. No.	Description	Year	Associate Companies	Entities in which KMP are interested	KMP & their Relatives
1	Contract Receipts	2021-22	8,234.61	-	-
		2020-21	1,545.48	-	-
2	Contract payments	2021-22	-	79.40	-
		2020-21	-	539.41	-
3	Office Rent & Maintenance	2021-22	-	399.68	-
		2020-21	-	333.02	-
4	Remuneration to CFO, CS, and others	2021-22	-	-	144.22
		2020-21	-	-	166.92
5	Interest Received	2021-22	-	-	-
		2020-21	-	-	-
6	Donations & CSR expenses	2021-22	-	34.50	-
		2020-21	-	78.75	-
7	Remuneration and Commission Paid	2021-22	-	-	528.00
		2020-21	-	-	660.00
8	Contract Advances received/(given)	2021-22	-	-	-
		2020-21	-	(2,138.32)	-
9	Receivable on sale of investment	2021-22	-	-	-
		2020-21	-	-	-
10	Net unsecured loans given/ (Recovered/Received)	2021-22	2,894.00	-	(1,909.38)
		2020-21	4,428.44	-	-
11	Closing balances – Debit	2021-22	46,001.85	2,479.61	-
		2020-21	46,838.74	2,737.45	10.39
12	Closing balances – Credit	2021-22	92.06	132.05	2,190.87
		2020-21	1,776.92	105.36	95.93

34.4 Impairment of Non-Financial Assets

In the opinion of the management of the Group, there are no impaired assets requiring provision for impairment loss as per the Ind AS 36 on "Impairment of Non-Financial Assets". The recoverable amount of building, plant and machinery and furniture and fixtures has been determined on the basis of 'Value in use' method.

34.5 Segment Reporting

The Company's operations predominantly consist of construction / project activities. Hence there are no reportable segments under Ind AS – 108. During the year under report, the Company's business has been carried out only in India. The conditions prevailing in India being uniform, no separate geographical disclosures are considered necessary.

34.6 Leases

The Company has taken on lease various assets such as, plant & equipment, and vehicles.

Details in respect of right of use of assets:

₹ in Lakhs

Class of asset	Depreciation for the year		Adjustments / Additions		Carrying amount	
	2021-22	2020-21	2021-22	2020-21	2021-22	2020-21
Plant & Machinery	1097.71	1,245.12	-	(3.01)	691.93	1,789.66
Vehicles	154.55	195.64	-	285.05	118.77	273.33
Total	1252.26	1,440.76	-	282.04	810.70	2,062.99

- i. Interest expenses on lease liabilities amounts to ₹ 196.55 Lakhs (Previous year: ₹ 332.44 Lakhs)
- ii. The Amounts not included in the measurement of the lease liability and recognised as expense in the Statement of Profit and Loss during the year are as follows:
 - a. Low value leases: ₹ Nil (Previous year: ₹ Nil)
 - b. Short-term Leases: ₹ Nil (Previous year: ₹ Nil Lakhs)
- iii. Total cash outflow for leases amounts to ₹ 1,493.09 Lakhs (Previous year: ₹ 1,705.39 Lakhs) including cash outflow of short term and low value leases.

34.7 Earnings Per Share (EPS)

₹ in Lakhs

Particulars	2021-22	2020-21
Profit / (Loss) After Tax for calculation of Basic EPS (₹ in Lakhs)	(95,821.47)	4,310.23
Profit / (Loss) After Tax for calculation of Diluted EPS (₹ in Lakhs)	(95,821.47)	4,310.23
Weighted average No. of equity shares as denominator for calculating Basic EPS. (No. in Lakhs)	1,871.99	1,871.99
Weighted average No. of equity shares as denominator for calculating Diluted EPS. (No. in Lakhs)	1,871.99	1,871.99
Basic EPS (₹)	(51.19)	2.30
Diluted EPS (₹)	(51.19)	2.30

34.8 Tax Expenses:

₹ in Lakhs

Particulars	2021-22	2020-21
Current Tax	-	894.85
MAT Credit Entitlement	-	(894.85)
Deferred Tax Liability / (Asset)	(258.56)	(536.26)
Total Tax Expenses	(258.56)	(536.26)

34.9 The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period when the Code becomes effective.

34.10 Additional Information pursuant to Schedule III of the Companies Act, 2013.

i) CIF value of Imports

₹ in Lakhs

Sl. No.	Particulars	2021-22	2020-21
1	Purchase of Capital Goods	-	280.62
2	Purchase of Materials / Spares	1496.92	1,759.73

ii) Expenditure / (Income) in Foreign Currency:

₹ in Lakhs

Sl. No.	Particulars	2021-22	2020-21
1	Travelling Expenses	-	-
2	Interest on ECB Loan	-	-
3	Consultancy & Technical Fees	887.29	1,772.61

34.11 Capital management

For the purpose of the Group's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the Group. The Group strives to safeguard its ability to continue as a going concern so that they can maximize returns for the shareholders and benefits for other stake holders. The aim is to maintain an optimal capital structure and minimize the cost of capital.

The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Group may return capital to shareholders, issue new shares or adjust the dividend payment to shareholders (if permitted). Consistent with other entities in the industry, the Group monitors its capital using the gearing ratio which is total net debt divided by total capital.

₹ in Lakhs

Particulars	As at 31st March, 2022	As at 31st March, 2021
Debt:		
i) Non-Current Borrowings	14,900.47	41,688.18
ii) Non-Current Borrowings (Lease)	270.84	1,012.30
iii) Current Maturities of Non-Current Borrowings (Lease)	741.46	1,296.54
iv) Current / Short term Borrowings	2,58,925.28	1,67,698.56
Accrued Interest	19,160.22	3,302.21
Less: Cash and Cash Equivalents	(2,535.24)	(8,368.79)
Net Debt:	2,91,463.03	2,06,629.00
Equity:		
i) Equity Share capital	3,743.97	3,743.97
ii) Other Equity	(4,929.86)	90,891.61
Total Equity:	(1,185.89)	94,635.58
Total net debt to equity ratio (Gearing ratio)	NA*	2.18

* Due to negative networth of the group, the same is not applicable.

34.12 Financial Instruments:

A. Financial Instruments by category.

Financial Assets and Financial Liabilities are the categories of Financial Instruments.

B. Fair value hierarchy

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.

Level 2 inputs are other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

Level 3 inputs are unobservable inputs for the asset or Liability.

Financial Assets:

₹ in Lakhs

Particulars	Fair Value Hierarchy	As at 31st March, 2022	As at 31st March, 2021
EQUITY INVESTMENTS:			
Measured at fair value through profit or loss (FVTPL):			
Equity Investments in Other Entities (Quoted)	Level-1	32.03	22.05
Equity Investments in Other Entities (Un-quoted)	Level-2	3,000.00	3,000.00
Measured at fair value through OCI (FVTOCI):			
Equity Investments in Other Entities (Un-Quoted)	Level-2	-	-
Measured at Cost:			
Investments in Equity Instruments of Subsidiaries, Associates	NA	17,153.42	17,153.42
INVESTMENTS IN PREFERENCE SHARES:			
Measured at Fair value through profit or loss (FVTPL):			
Compulsorily Convertible Cumulative Preferential Shares in Other Entity	Level-2	19,571.95	19,571.95
Measured at Cost:			
Non-Convertible redeemable cumulative preferential Shares in Associates	Level-2	16,770.03	16,770.03

Financial Liabilities:

₹ in Lakhs

Particulars	As at 31st March, 2022	As at 31st March, 2021
Measured at amortized cost:		
Financial Liabilities i.e Borrowings	2,94,007.88	2,15,640.47

A. Fair value hierarchy

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date;

Level 2 inputs are other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

Level 3 inputs are unobservable inputs for the asset or Liability.

Certain Financial Assets and Financial Liabilities that are not measured at Fair Value but Fair value disclosures are required:

₹ in Lakhs

Particulars	As at 31st March, 2022 (Carrying Value & Fair Value)	As at 31st March, 2021 (Carrying Value & Fair Value)
Fair Value Hierarchy	(Level - 2)	(Level - 2)
Financial Assets:		
Non- Current Loans	33,978.90	33,978.90
Non-Current Receivable	19,781.19	21,602.90
Other Financial Assets	Nil	Nil
Trade Receivables	98,513.67	1,33,147.74
Deposits with Contractees	18,257.79	18,704.40
Cash & Cash Equivalents and Other Bank balances	3,323.23	28,938.19
Current Loans	11,653.14	11,183.81
Financial Liabilities:		
Borrowings	2,74,838.05	2,11,695.68
Trade Payables	98,499.79	143,640.13
Other Financial Liabilities	41,126.31	22,586.27

34.13 Financial risk management objectives and policies

The Group's activities expose to a variety of financial risks like market risk, credit risk and liquidity risks. The Group's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance.

(i) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk. Major financial instruments which are affected by market risk include loans and borrowings.

a. Interest rate risk

As the Company had defaulted in repayments of loans/financial facilities, the interest rate risk is very limited to the company at present.

b. Foreign Currency Risk:

The Group's foreign Currency exposure details are as follows:

₹ in Lakhs

Particulars	Hedged/ Un-hedged	As at 31st March, 2022		As at 31st March, 2021	
		Foreign Currency USD in Millions	₹ Equivalent in Lakhs	Foreign Currency USD in Millions	₹ Equivalent in Lakhs
Amount payable in Foreign Currency:					
Recognised foreign currency liabilities	Un-hedged	1.21	918.95	1.58	1162.67
Foreign LC	Un-hedged	-	-	0.37	273.28

The Company undertakes transactions foreign currencies; consequently, exposures to exchange rate fluctuations arise. Transactions in foreign currency are recorded at the exchange rates prevailing on the date of transaction. Foreign currency monetary items outstanding at the balance sheet date are restated at the prevailing year-end rates. The resultant gain/loss upon such restatement along with gain / loss on account of foreign currency transactions are accounted in the Statement of Profit and Loss.

Foreign Currency sensitivity analysis

The above exposures when subjected to a sensitivity of 5% have the following impact:

₹ in Lakhs

Particulars	Impact on Profit after tax with increase in rate by 5%		Impact on Profit after tax with decrease in rate by 5%	
	As at 31st March, 2022	As at 31st March, 2021	As at 31st March, 2022	As at 31st March, 2021
US Dollar	45.95	71.80	(45.95)	(71.80)

(ii) Credit risk management

Credit risk is the risk that a customer or a counterparty to a financial instrument fails to perform or pay amounts causing financial loss to the company. The maximum exposure of the financial assets is contributed by trade receivables, work-in-progress/ unbilled revenue, cash and cash equivalents and receivables/loans from group companies.

Credit risk on trade receivables, work in progress/unbilled revenue is limited as the customers of the company mainly consist of the Government promoted entities, having strong credit worthiness. The company takes into account ageing of accounts receivables and the company's historical experience of the customers and financial conditions of the customers. During the current year the company had identified credit risk on certain financial instruments as below and has made the necessary provision for the same

₹ in Lakhs

Sl. No	Particulars	Balance As at 31st March, 2022	Accumulated Expected credit loss Amount
1	Trade receivables	24,042.34	4,751.30
2	Loans /advances	84,361.62	12,385.25

(iii) Liquidity Risk:

Liquidity Risk is defined as the risk that the Group will not be able to settle or meet its obligations on time or at a reasonable price. The Group's management and finance department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by the senior management.

The following are the details regarding contractual maturities of Significant Financial Liabilities:

a) As at 31st March, 2022

₹ in Lakhs

Particulars	On Demand	Less than 1 year	1-5 Years	More than 5 Years	Total
Borrowings	2,58,917.83	-	24,023.53	-	2,82,941.36
Trade Payables	98,499.79	-	-	-	98,499.79
Interest Accrued	19,169.83	-	-	-	19,169.83
Other Financial Liabilities	-	30,442.11	37,207.03	-	67,649.14
Lease Liability	-	741.46	270.84	-	1,012.30
Total	3,76,587.45	31,183.57	61,501.40	-	4,69,272.42

b) As at 31st March, 2021

₹ in Lakhs

Particulars	On Demand	Less than 1 year	1-5 Years	More than 5 Years	Total
Borrowings	1,42,955.05	25,137.59	50,811.24	-	2,18,903.88
Trade Payables	1,43,640.13	-	-	-	1,43,640.13
Interest Accrued	3,550.81	-	-	-	3,550.81
Other Financial Liabilities	-	51,145.04	39,342.34	1,443.37	91,930.75
Lease Liability	-	1,296.54	1,012.30	-	2,308.84
Total	2,90,145.99	77,579.17	91,165.88	1,443.37	4,60,334.41

34.14 Pursuant to the introduction of the Goods and Service Tax (GST) applicable indirect taxes have got subsumed into GST. The company has executed various Construction Contracts/projects of NHAI /other state and central government Departments and in majority of the cases, the work orders for these contracts were issued under the erstwhile previous tax laws and the additional impact on account of GST was recognized in the previous years as other receivables under "Other Current Assets" note. During the previous year the company has recovered substantial amount of GST dues and the balance amount will also be recovered in the due course.

34.15 The Company has an investment in Gayatri Hi-tech Hotels Limited ("Investee Company") in the form of 4% Compulsorily Convertible Cumulative Preferential Shares ("CCCPS") amounting to ₹19,571.95 lakhs as of 31st March 2022. The financial statements of Investee Company are prepared on a going concern basis though, it has incurred considerable losses and there has been significant erosion in the Net worth of the investee company as per the latest available financial statements of the investee company. The ongoing COVID – 19 pandemic and implementation of lockdown in the country has significantly affected the operations of the investee company and the extent to which the COVID – 19 pandemic shall effect the operations of the investee company is dependent on future developments which are uncertain. However, as per the latest available valuation reports of the investee company made by two independent registered valuers, the value of the investee company is much higher than the value at which the company had made its investment and further, the management of the company is very confident that the business operations of the investee company will get normalized at the

earliest and generate sufficient cash flows. The CCCPS will be converted into equity shares of the investee company during the financial year 2027-28 which is very long period for realization of the investment or to analyze the actual investment value. Hence, based on the latest valuation reports and considering the tenure and nature of the investment, the management of the company is of the view that no provision for diminution/impairment for carrying value of the investments is required to be made in the Consolidated audited financial statements for the year ended 31st March 2022.

34.16 Gayatri Highways Limited, an associate company in which the company has an investment of ₹ 16,770.03 Lakhs in the form of Non-Convertible Preference Shares ('NCPS'), Equity Share Capital investment of 1,248.00 Lakhs, and also funded an amount of 25,825.38 Lakhs of unsecured loan / subordinate debt as at 31st March 2022. Further, as stated in the audited financial statements of the Associate Company, it has been incurring operating losses during the past few years. However, the financial statements of the said associate company have been prepared on a going concern basis as the promoters of the associate company have guaranteed support to the company and its management believes that its investments in road projects will generate sufficient cash flows to support the company in foreseeable future. As of 31st March 2022, the said associate company is holding portfolio in several road projects. The management of the company is of the opinion that considering the future cash flows of the company from the said road projects on account of various claims filed, annuities, Toll collections receivable, and arbitration awards awarded will be sufficient to recover the amounts invested/advanced to the

associate company and hence, in the opinion of the management no provision is required to be made for the NCPS investments made by the company and unsecured loan/subordinate debt receivable by the company from the said associate for the year ended 31st March 2022.

34.17 In the ordinary course of business, the Company had given Contract Advances to a sub-contractor which on mutual consent have been converted into an interest-bearing inter-corporate loan. The said inter-corporate loan of ₹ 18,676.14 Lakhs and interest thereon of ₹ 22,035.46 Lakhs is pending for recovery as at 31st March 2022. The recovery of this loan along with interest thereon is delayed due to extraneous reasons like changes in government policies, delays in execution of projects, etc. However, the company has recovered considerable amounts during the previous financial years and the management is confident of recovering the balance amount in due course. Further, as per the information available with the company, the said sub-contractor is going to recover the money from the sale of immovable properties assigned to it and also assured the company that the sale proceeds will be utilised for repayment of dues to the company. In view of the above, the management of the company is of the view that no provision for the same is required to be made in the Consolidated audited financial statements for the year ended 31st March 2022.

34.18 One of the subsidiary of the associate company (hereinafter called as "concessionaire company" or Sai Matarani Tollways Limited "SMTL"), which has been awarded a Build-Operate-Transfer (BOT) work for the construction of Four Laning of Panikoili-Rimuli section of NH-215 Road. The Company has to receive an amount of ₹ 23,715.65 Lakhs towards EPC cost from the said concessionaire company as at 31st March 2022. Further, the company has given an irrevocable and unconditional Corporate Guarantee of ₹ 139,735 Lakhs to the lenders of the concessionaire company. The Concessionaire Company has given termination notice to the National Highways Authority of India (NHAI) due to irreparable loss of toll revenue from the road project and requested for termination payment of ₹ 229,667 Lakhs. Apart from the above-said termination payment, the Concessionaire Company had filed claims with the NHAI under Concessionaire's

right to recover losses/ damages from the Authority on account of material default of the Authority. SMTL Road Project was terminated by the NHAI on 28th January 2020, and toll collection rights were handed over to the NHAI from 30th January 2020. The Concessionaire Company has requested the NHAI for referring the disputes such as Termination Payment and Claims to the Conciliation Committee of Independent Experts ("CCIE") as per NHAI policy. The Concessionaire Company has utterly disagreed with the termination payment calculated by the NHAI unilaterally and disputed the termination payment and the matters are pending before CCIE. The CCIE has suggested that there should be a give and take policy for both parties SMTL and its sponsors have insisted and impressed on the NHAI to improve the termination payment by more than ₹ 30,000 Lakhs. Accordingly, the termination payment was revised from ₹ 48,666 Lakhs to ₹ 79,650 Lakhs by NHAI in March 2022. SMTL has requested its lenders to accept the above-said payment of ₹ 79,650 Lakhs towards full and final settlement of all existing past and future dues etc. Upon acceptance of the above stated proposal, the said lenders shall waive all future claims against SMTL and its guarantors and drop legal proceedings. The lenders are in the process of getting approvals from competent authorities. As per the available information and based on the discussions held with the lenders, the management is of the view that the possibility of invocation of Corporate Guarantee is remote. In view of this, the management is of the opinion that no provision is required to be made in respect of receivables and Corporate Guarantee in the audited financial statements for the year ended 31st March, 2022.

34.19 An amount of ₹ 3,620.49 Lakhs as on 31st March, 2022 is receivable from M/s Western UP Tollways Limited ('Erstwhile Associate Company or WUTPL') operating Meerut and Muzaffarnagar Section of NH-58 Road on BOT basis against the EPC works executed by the company during the previous years and the amounts shall be recovered out of claims amounts received by the erstwhile associate company from NHAI. The Arbitration Tribunal has pronounced arbitration award of ₹ 12,443.03 Lakhs which includes interest thereon of ₹ 6405 Lakhs and extension of concession period by 348 days.

At the request of the M/s Western UP Tollways Limited, the above claims and the termination payment have been referred to the Conciliation Committee of Independent Experts ("CCIE") as per NHAI policy. The Management of WUTPL is very confident of getting the claim amounts from NHAI and assured the company by way of agreement, to pay the company its share upon receipt of claims, and accordingly, in the opinion of the management of the company, no provision is required to be made in respect of amounts receivable from the said erstwhile associate company in the Consolidated audited financial statements for the year ended 31st March, 2022.

- 34.20 The Advances to Suppliers, Sub-contractors and others as at 31st March 2022, includes an amount of ₹ 15,222.65 Lakhs given to one sub-contractor in the normal course of business. The recovery of this advance is delayed due to certain extraneous factors not attributable to the subcontractor. During the previous financial years, the company has recovered substantial amount of more than ₹ 18000.00 Lakhs from the said sub-contractor. In view of this, the management is confident to recover the entire advances from the sub-contractor in due course and hence no provision is required to be made in the Consolidated audited financial statements for the year ended 31st March, 2022.
- 34.21 As per the Settlement and Supplementary Agreement dated 14th September 2020 made between Gayatri Projects Limited ("the Company/GPL"), Gayatri Highways Limited ("GHL") – an Associate Company, and IL&FS Financial Services Limited (IL&FS); the Company and GHL jointly and severally agreed to repay the balance principal loan amount of ₹ 8,409.10 Lakhs and an additional interest of ₹ 865.00 Lakhs towards the loan availed by GHL along with interest in eleven monthly installments commencing from 15th September, 2020 and the entire amount to be paid on or before 15th July, 2021. The Company and GHL have jointly paid the principal amount of ₹ 4,590.00 Lakhs due till February 2021. The balance principal amount payable to IL&FS is ₹ 3,823.00 Lakhs and interest due and payable is ₹ 677.00 Lakhs. Due to non-payment of remaining installments/dues, the IL&FS has filed an application under section 7 of the Insolvency and Bankruptcy Code, 2016 before the Hon'ble National Company Law Tribunal, Hyderabad on 18th January, 2022. The application filed by the IL&FS is not admitted till the date of approving of the financial statements and the next hearing is posted on 8th June, 2022.
- 34.22 The recovery of work and other advances and receivables got delayed from one sub-contractor amounting to ₹ 9,935.85 Lakhs as at 31st March, 2022 which is on account of a mis-match in the cash flows of the sub-contractor and non-extending of financial facilities. As per the information and explanations given by the said sub-contractor to the Company, the dues to the company will be paid in due course without any fail, and hence, in the opinion of the management provision is not required to be made in the Consolidated audited financial statements for the year ended 31st March, 2022.
- 34.23 The company is mainly engaged in the execution of road works allotted by the National Highways Authority of India and Irrigation related works given by various state governments. Due to various Covid-19 related lockdown restrictions imposed across the country during the year and preceding financial years, the work at major sites had got disrupted and delayed. The works have resumed post relaxation of lockdown restrictions. The recovery of trade receivables got delayed due to COVID –19 Pandemic impact on the economy of the country and various states which ultimately caused financial and operational stress on the company and the progress of the works executed by the company. However, the Company will closely monitor the future developments and economic conditions across the country and assess its impact on the business operations and going concern of the company.
- 34.24 Due to changes in business conditions on account of the Covid-19 pandemic, there has been delay in recovery of Trade Receivables as stated in the above note no. 34.23, increase in materials cost and increase in cost of services, non-availability of adequate working capital to execute the contract works on hand, non-awarding of fresh contract works due to lenders reluctant to provide bank guarantee or other facilities, etc., have severely affected the business operations and billing cycle (raising of RA bills on the contractors) of the company which have resulted that the Company defaulted in repayment of dues to its

lenders and devolvement of significant Non-Fund based facilities and most of the lenders have recalled their financial facilities extended to the company. The loans and other facilities sanctioned to the company have been classified by the lenders as Non-Performing Assets (NPA) In these circumstances, the lender have initiated for forensic audit on the accounts of the company and the forensic audit report is pending on the date of the balance sheet the interest / finance cost on financial facilities has been recognized in the books of accounts / financial statements on the basis of the loans sanction letters and other loan documents available with the company as the lenders have not provided the loan balance confirmations, loan account statements, other interest and financial charges debit advices etc., and hence, the interest and financial charges accounted and recognized in the financial statements is subject to reconciliation and confirmation and differential interest and financial charges will be accounted upon restructuring or settlement of the dues or based on the availability of the loan account statements.

The company had proposed to raise funds through QIP to repay entire over-dues / defaulted dues to the lenders and made all regulatory compliances in this regard. However, the prospective investor has dis-honoured the commitment of investment which was beyond the control of the company and the management. However, promoters have guaranteed their continuous financial and other support to the company and are in the process of infusing the funds in to the company. Further, the company has a leading consultant as Corporate Debt Advisors for Debt Restructuring proposal / amicable debt settlement proposal in the best interest of the company and the lenders. In these circumstances, the lenders have sent various notices to the company and the personal guarantors for recovery of their dues. These Lenders have also filed petitions/legal suits/complaints before the Debt Recovery Tribunal (DRT)/other forums for recovery of the dues and issued notices under SARFAESI Act. Further, two lenders of the company, IL&FS (as stated in the above note no. 34.21) and one operational creditor have filed applications under section 6 and section 7 of the Insolvency and Bankruptcy Code, 2016 before the Hon'ble National

Company Law Tribunal (NCLT), Hyderabad. The applications filed before the Hon'ble NCLT are not admitted till the date of approving the financial statements. The company has proposed the Debt Restructuring Scheme with the lenders and the management is expecting a positive outcome in this regard. Besides this, the management of the company is in the process of appropriately dealing with the notices received from various lenders, petitions filed before the DRT and applications filed before the Hon'ble NCLT. The management is very confident to resolve all these issue at the earliest in the best interest of the company's affairs, business operations and lenders business interest.

34.25 During the current financial year 2021-22, the group has incurred loss of ₹ 95,821.47 Lakhs for the detailed reasons stated in the note no. 34.24 and there has been substantial erosion in the net worth of the group on account of huge losses incurred during the current financial year. As at 31st March 2022, the company has defaulted in repayment of outstanding loans including recalled loans and other credit facilities, devolvement of non-fund-based facilities of ₹ 2,72,438 Lakhs. The lenders have classified all these loans and financial facilities including other credit facilities as NPA and have issued various notices for recovery of their dues. As at 31st March, 2022, the current liabilities exceed the current assets by ₹ 87,618.99 Lakhs, majorly due to re-classification of the non-current loans as current borrowings / loans. The financial statements have been prepared on a Going-Concern basis as the promoters of the holding company have guaranteed their continuous financial and other support to the company and are in the process of infusing the funds in to the company. Further, the company has appointed a leading consultant as Corporate Debt Advisors for Debt Restructuring proposal/ amicable debt settlement proposal in the best interest of the company and the lenders. The management of the company is very confident of reviving the company from current financial crises and resolving the debt default issues at the earliest. Hence, the financial statements for the year ended 31st March, 2022 are prepared on a Going Concern basis.

34.26 During the current financial year, the National highways Authority of India (NHAI) has unilaterally

and arbitrarily invoked the bank guarantees given in favour of it in respect of mobilization advances given by NHAI for the Varanasi Road project. The bank guarantee is invoked on the ground that the said road project work is being executed on slow pace despite the fact that NHAI had failed to handover the land within time for execution of the road work. The NHAI has also charged huge interest on the mobilization advance which is contested by the company. In the similar manner, Ministry of Road Transport & Highways (MORTH) has charged interest on mobilization advance which was contested by the company. In order to follow prudence concept of accounting, the said interest amounts were otherwise recoverable from the NHAI & MORTH has been charged to the profit & loss account as exceptional item in the current financial year. The management of the company, based on the opinion given by the legal department, is of the view that it has very strong claim in respect of the aforesaid amount against the NHAI & MORTH as there was a considerable delay in handover of the land required for execution of the said road projects.

34.27 During the year, the company has assigned some of its contract works on back-to-back basis to sub-contractors / other contractors as the company is unable to achieve the work progress targets due to working capital issue and non-availability of funds for the detailed reasons stated in note no. 35.26. The assignment of these contract works to sub-contractors / other contractors is done in the best interest of the company in order to avoid huge termination penalties and other hindered consequences. Due to assignment of contract works to sub-contractors / other contractors, the company could not raise bill for contract work executed till the date of assignment which has resulted in reduction of contract revenue and thereby caused huge losses for the year.

34.28 The Cabinet Committee on Economic Affairs (CCEA) vide its "measure to revive construction sector – reg" had approved partial (75%) interim payment of challenged arbitral awards by the Government entities to contractors/ concessionaires against a bank guarantee. Pursuant to such measures announced, the company had received a sum of ₹ 21,044.83 lakhs as partial (75%) interim payment towards an arbitration amount and the amount so received during the previous financial year has been

reduced from the outstanding claims receivables disclosed in other current assets.

34.29 During the preceding financial years, the Subsidiary Company had made an investment/ advance / share application money to Jinbhuvish Power Generation Private Limited ("JPGPL") which had planned to set up a coal-based power plant in Maharashtra and as at 31st March, 2022 the total amount infused in the form of investment/ advance/share application money is ₹ 5,544.455 Lakhs. The Subsidiary Company had decided to exit from the said power project and in this regard entered into an Exit Agreement on 25th May, 2013, which was subsequently amended by various letter agreements and as per the latest agreement the company shall exit from the said power project by 31st October, 2021. Though there has been a significant delay in exiting from the above company, the management is confident to recover the entire investment made by it including share application money and advances given to, as the said JPGPL is having significant land bank acquired for power plant and has coal linkage / allotment which will generate enough cash flows upon monetization and hence, no provision is required to be made in the carrying value of the investment. However, as a matter of prudence and in compliance with the Ind AS requirement, entire amount of Share Application Money given pending for allotment and advance for purchase of Equity Shares has been provided as provision for credit loss and provision for credit impaired advances in the financial statements. Further, the company has provided Bank Guarantee in favour of Western Coalfields Limited ("WCL") on behalf of JPGPL towards coal linkage / allotment to the proposed power plant. WCL has encashed the bank guarantee on 05.04.2022 for ₹ 2,421 Lakhs which in the opinion of the management of the Subsidiary company is completely illegal and grossly incorrect. The Subsidiary company is in the process of taking proper legal recourse against the purported and unusual act of the said WCL. In the view of the management that the invocation of encashment of bank guarantee will get revoked / reimbursed and hence, no provision has been made in the financial statements/results for the year ended 31st March, 2022. However, the same shall be recognised in the subsequent financial year based on the result of the legal recourse / remedy proposed to be initiated against the said WCL.

34.30 During the preceding financial years, the step down subsidiary company had given Contract Advance of ₹ 2155.05 Lakhs to Indira Energy Holdings Private Limited (the Contractor) towards execution of road and site development works at proposed Thermal Power Project site. As the step down subsidiary company had not handover the complete land as required for the development of the project due to various reasons, pending coal allotment and pending financial closure, etc., the contractor has not commenced the road and site development works at the instructions of the step down subsidiary company and the recovery of the advance given to the contractor is pending as at the balance sheet date. The management of the step down subsidiary company considering the nature of advances and the long pending recovery of the same, has provided an amount of Rs.1083.61 Lakhs as Expected Credit Loss (ECL) during the previous year and is in the process of estimating if any further ECL/provision is to be made regarding the said Contract Advance. However, the management is confident of recovering the entire advance given to the contractor based on value the monetary assets available with the contractor.

34.31 During the previous financial years, the subsidiary company (i.e., GEVPL) had entered into Master Shareholders agreement with Sembcorp Utilities PTE Ltd (SUPL), Sembcorp Energy India Limited (formerly Thermal Power Corporation India Limited) (SEIL) and Sembcorp Gayatri Power Limited (SGPL). Pursuant to this agreement, the subsidiary company has an option to exercise the call option of purchasing 5.88% of shareholding of SEIL i.e, 30,33,30,925 shares. Further during the previous years, pursuant to the Share Purchase Agreement entered by the Company with the Sembcorp Utilities Pte. Ltd., the subsidiary company had sold its entire investment in SEIL. However pursuant to the Share Purchase Agreement, the Company is entitled for earnout on the call option shares and the same shall be payable by the purchaser only upon the occurrence of a Liquidity Event which is no later

than 25th May, 2022.

34.32 The balances in deposit accounts and margin money deposits held with the banks were adjusted by the Banks/Lenders against outstanding due to them pursuant to default in repayment of debt/ payment of interest on borrowings.

34.33 During the previous years, pursuant to various agreements entered between the subsidiary company, Sembcorp Gayatri Power Ltd (SGPL), Sembcorp utilities Pte. Ltd (SUL), Sembcorp Energy India Ltd (SEIL) and NCC Infra Holding Ltd (NCCIHL) (associate company) for the reorganization of SembCorp group's power portfolio in India to consolidate its beneficial holdings in SGPL, the subsidiary company had sold its partial investment in NCCIHL to NCC Limited. Further, pursuant to the agreement, the subsidiary company had agreed to sell its remaining shares held in NCCIHL to NCC Limited on a mutually agreed price on receipt of "subsequent tranche letter" from NCC Limited. The subsidiary company is yet to receive the letter to sale the investment as at 31st March, 2022 and hence, the effect of transfer of shares will be recognized on transfer of shares. Further, the subsidiary company has invested in Equity Shares of ₹ 28,969.35 Lakhs in the associate company during the previous years and as per the audited financial statements of the associate company, it has been incurring losses during the past few years and accumulated losses have affected the net-worth of NCCIHL. The subsidiary company has conducted the Risk Assessment of its assets including its investment in NCCIHL. In accordance with the same, the management of the subsidiary company is of the opinion that no provision is required to be made for the diminution in the carrying value of the equity investments made by the subsidiary company for the year ended 31st March, 2022.

34.34 Previous year figures are regrouped / reclassified to match with the current year presentation.

34.35 All amounts are rounded off to the nearest Thousands.

As per our Report attached
For M O S & Associates LLP
 Chartered Accountants

Oommen Mani
 Partner

T. Indira Reddy
 Chair person
 DIN : 00009906

T.V. Sandeep Kumar Reddy
 Managing Director
 DIN : 00005573

Place: Hyderabad
 Date: 30th May, 2022

P. Sreedhar Babu
 Chief Financial Officer

Chetan Kumar Sharma
 Company Secretary
 & Compliance Officer

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GAYATRI

Gayatri Projects Limited
B-1, T.S.R. Towers, 6-3-1090
Raj Bhavan Road, Somajiguda
Hyderabad - 500 082. India
Phone: +91 40 23310330, 23314284
Fax: +91 40 23398435
Email: gplhyd@gayatri.co.in
www.gayatri.co.in



Y. KOTESWARA RAO

Practicing Company Secretary

H. No. 48-345, Ganesh Nagar Colony,
Chinthal, HMT Road, Hyderabad – 500 054
Phone: 040-40210182 (Office)

FORM NO- MR-3

Secretarial Audit Report

For The Financial Year Ended 31st March, 2022

[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 Member(s)

**M/s. GAYATRI ENERGY VENTURES PRIVATE LIMITED
HYDERABAD TELANGANA**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. GAYATRI ENERGY VENTURES PRIVATE LIMITED (CIN: U40108TG2008PTC057788)** (hereinafter 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 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 **31st March, 2022** ('Audit Period') 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 ENERGY VENTURES PRIVATE LIMITED** for the period ended on **31st March, 2022** according to the provisions of:

- i. The Companies Act, 2013 (**the Act**) and the Rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. 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 (**Not Applicable during the audit period**);
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company:-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (**Not Applicable during the audit period**);
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (Applicable w.e.f 15th May, 2015); (**Not Applicable during the audit period**)



Y. KOTESWARA RAO

Practicing Company Secretary

H. No. 48-345, Ganesh Nagar Colony,
Chinthal, HMT Road, Hyderabad – 500 054

Phone: 040-40210182 (Office)

- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not Applicable during the audit period) **(Not Applicable during the audit period);**
- d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28th October, 2014 **(Not Applicable during the audit period);**
- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not Applicable during the audit period);**
- f. 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;
- G. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations 2009 **(Not Applicable during the audit period)** and;
- H. The Securities and Exchange Board of India (Buyback of Securities) Regulations 1998 **(Not Applicable during the audit period).**

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

- i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii) The Listing Agreements entered by the Company with BSE Limited upto 30th November, 2015. **(Not Applicable during the audit period);**
- iii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with effect from 1st December, 2015. **(Not Applicable during the audit period).**

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

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There are no changes in the composition of Board of Directors during the year under review.

Adequate notice was given to all Directors at least seven days in advance to schedule the Board Meetings. Agenda and detailed notes on agenda was sent in advance except when board meetings were called by giving less than seven days' notice in accordance with the provisions of section 173 of the act 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.



Y. KOTESWARA RAO

Practicing Company Secretary

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All decisions at Board Meetings and Committee Meetings are carried out and are recorded in the minutes of the meeting of the Board of Directors or Committee of the Board as the case may be and majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

I further report that as far as possible, 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 : 10.08.2022

Y.KOTESWARA RAO

ACS No. 3785

C.P. No.: 7427

UDIN: A003785D000771354

Note: This report is to be read with my letter of even date which is annexed as **Annexure – A** and forms an integral part of this report.



Y. KOTESWARA RAO

Practicing Company Secretary

H. No. 48-345, Ganesh Nagar Colony,
Chinthal, HMT Road, Hyderabad – 500 054
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'ANNEXURE A'

To,

The Members

**M/s. GAYATRI ENERGY VENTURES PRIVATE LIMITED
HYDERABAD TELANGANA.**

My 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. 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 that, I have followed has provided 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 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. 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

Place : Hyderabad

Date : 10.08.2022

Y.KOTESWARA RAO

ACS No. 3785

C.P. No.: 7427

UDIN: A003785D000771354