

GHL/SE/2026-27

03rd September, 2026

The General Manager Department of Corporate Services BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai-400 001	The Manager Listing Department The National Stock Exchange of India Limited Bandra Kurla Complex Bandra East, Mumbai-400 051
BSE Scrip Code of Company: 541546	NSE Scrip Symbol of Company: GAYAHWS

Dear Sir/Madam,

Sub: Submission of Notice of the 20th Annual General Meeting and Annual Report for the FY 2025-26 under Regulation 30 and 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is to inform that the 20th Annual General Meeting of the members of the Company will be held on Tuesday, 29th September, 2026 at 3:30 P.M through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") without the physical presence of the Members at a common venue in compliance with the provisions of the Companies Act, 2013 and rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (Listing Regulations), read with General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 2/2022, 10/2022, 09/2023, 09/2024 and 03/2025 dated 08th April, 2020, 13th April, 2020, 5th May, 2020, 13th January, 2021, 05th May, 2022, 28th December, 2022, 25th September, 2023, 19th September, 2024 and 22nd September, 2025 respectively, (collectively referred to as 'MCA Circulars') and Circulars dated 12th May, 2020, 15th January, 2021, 13th May, 2022, 5th January, 2023, 07th October, 2023 and 3rd October, 2024 (collectively referred to as 'SEBI Circulars'), to transact the businesses as set out in the Notice convening the 20th e-AGM.

Pursuant to Regulation 34(1) and Regulation 30(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Report of the Company for the Financial Year 2025-26 along with the Notice of 20th Annual General Meeting for the Financial Year 2025-26 (Please refer Page No. 4 to 23) which will be sent to the Members by e-mail. The Annual Report for the financial year 2025-26 is also available on the website of the Company i.e. <https://www.gayatrihighways.com/annual-report.html>.

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

This is for your information and record.

Thanking you,

Yours faithfully,

For Gayatri Highways Limited

RAJ KUMAR
KUMAR PRAGALLAPATI
PRAGALLAPATI
Digitally signed by RAJ KUMAR PRAGALLAPATI
Date: 2026.09.03 15:46:16
+05'30'



P. Raj Kumar

Company Secretary and Compliance Officer

GAYATRI HIGHWAYS LIMITED

Registered & Corporate Office :

5th Floor, A Block, TSR Towers, 6-3-1090, Raj Bhavan Road, Somajiguda,
Hyderabad 500 082. Telangana, India.

CIN : L45100TG2006PLC052146

T +91 40 40024262

E-mail : ghl@gayatrihighways.com
www.gayatrihighways.com



GAYATRI HIGHWAYS LIMITED

**20th
Annual Report
2025-26**



► Gayatri Lalitpur Roadways Limited



Gayatri Jhansi Roadways Limited ◀



► HKR Roadways Limited

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CORPORATE INFORMATION

BOARD OF DIRECTORS

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

KEY MANAGERIAL PERSONNEL

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

AUDIT COMMITTEE

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

NOMINATION AND REMUNERATION COMMITTEE

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

STAKEHOLDERS' RELATIONSHIP COMMITTEE

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

CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

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

REGISTERED & CORPORATE OFFICE

5th Floor, A Block, 6-3-1090, TSR Towers,
Rajbhavan Road, Somajiguda,
Hyderabad – 500 082, Telangana.
Email: cs@gayatrihighways.com
Website: www.gayatrihighways.com
CIN: L45100TG2006PLC052146
Phone : 040-40024262

STATUTORY AUDITORS

M/s PPKG & Co.,
Chartered Accountants
5-8-352, 701, 7th Floor
Raghav Ratna Towers
Chirag Ali Lane, Abids
Hyderabad – 500 001

INTERNAL AUDITORS

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

SECRETARIAL AUDITORS

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

REGISTRAR AND SHARE TRANSFER AGENT

KFin Technologies Limited,
(Formerly known as KFin Technologies Private Limited)
Selenium Building, Tower No. B,
Plot No.31&32, Financial District
Nanakramguda, Serilingampally
Hyderabad, Rangareddy
Telangana - 500 032 India
Toll Free / Tel: 1800 309 4001
WhatsApp Number : (+91) 9100094099
Email: einward.ris@kfintech.com; anandan.k@kfintech.com
KFINTech Corporate Website: www.kfintech.com
RTA Website: ris.kfintech.com
KPRISM (Mobile Application) : <http://kprism.kfintech.com/signup>



Key Financial Indicators

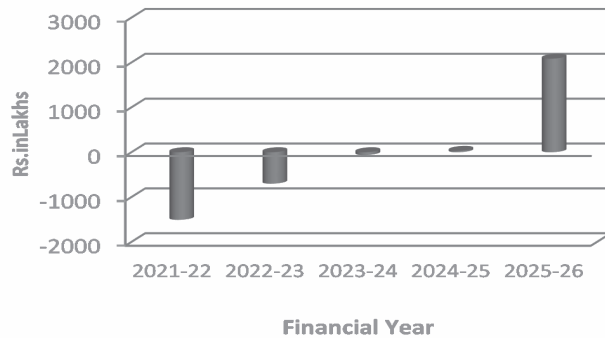
(Amount in ₹ lakhs)

DESCRIPTION	2025-26	2024-25	2023-24	2022-23	2021-22
Income	5205.83	2586.66	2,362.72	2,203.57	983.68
Profit/(Loss) Before Tax	2085.63	30.67	(61.94)	(700.90)	(1507.03)
Profit/(Loss) After Tax	2053.16	30.67	(67.25)	(700.90)	(1507.03)
EBIDA	3567.55	1546.66	1455.42	1385.91	630.77
Equity Capital	4793.04	4793.04	4793.04	4793.04	4793.04
Reserves & Surplus	(21965.02)	(24022.62)	(24040.38)	(23967.92)	(6169.72)
Net Worth	(17171.98)	(19229.58)	(19247.34)	(19174.88)	16510.83
Gross Block	28.52	28.10	28.10	48.29	32.07
Net Block	4.02	8.69	15.38	22.27	10.16
Book Value (₹) Per Share	(7.17)	(8.02)	(8.03)	(8.00)	6.89
EPS (₹) Basic	0.86	0.01	(0.03)	(7.46)	(0.63)
Face Value	₹ 2	₹ 2	₹ 2	₹ 2	₹ 2

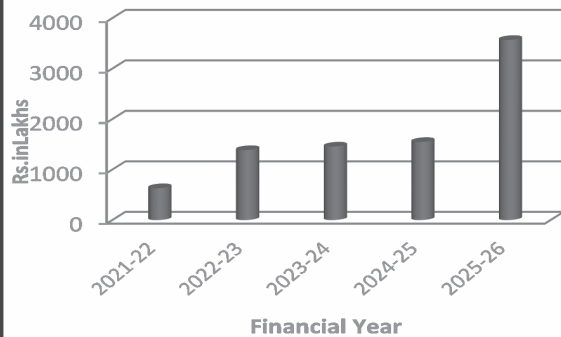
Income



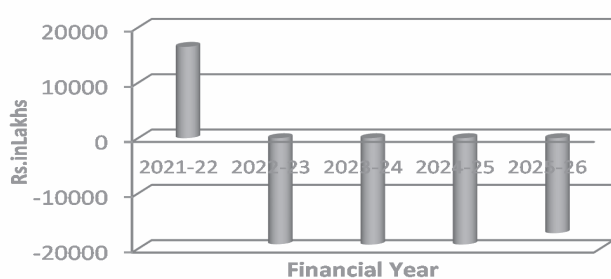
Profit Before Tax



EBIDA



Net Worth



NOTICE

Notice is hereby given that the 20th Annual General Meeting ('AGM') of the Members of Gayatri Highways Limited ('Company') will be held on Tuesday, the 29th day of September, 2026 at 3.30 P.M [IST] through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') without the physical presence of the Members at a common venue (deemed to be conducted at the Registered Office of the Company) to transact the businesses mentioned below:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements (including the Consolidated Financial Statements) of the Company for the Financial Year ended 31st March, 2026 together with the Board's Report and Auditor's Report thereon.

SPECIAL BUSINESS:

2. **To approve the appointment of M/s. PPKG & Co., Chartered Accountants (Firm Registration No. 009655S), as Statutory Auditors of the Company to fill casual vacancy caused by resignation of the existing Statutory Auditors.**

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

"RESOLVED THAT pursuant to the provisions of Sections 139(8), 141 and 142 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, and pursuant to the recommendation of the Audit Committee, and pursuant to the recommendation of the Board of Directors through resolution passed on 29th August, 2026, the approval of the members of the Company be and is hereby accorded for the appointment of M/s. PPKG & Co., Chartered Accountants (Firm Registration No. 009655S), as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. PRSV & Co. LLP, Chartered Accountants (Firm Registration No. S200016), the existing Statutory Auditors of the Company.

RESOLVED FURTHER THAT M/s. PPKG & Co., Chartered Accountants (Firm Registration No. 009655S), shall hold office till the conclusion of this 20th Annual General Meeting at such remuneration as may be fixed and reimbursement of out-of-pocket expenses as may be determined by the Board of Directors in consultation with the Statutory Auditors

RESOLVED FURTHER THAT any Director of the Company or Mr.K.G.Naidu, Chief Executive Officer of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution."

3. **To appoint M/s. PPKG & Co., Chartered Accountants (Firm Registration No. 009655S), as Statutory Auditors of the Company.**

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

"RESOLVED THAT pursuant to provisions of Section 139(1), 141, 142 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rule, 2014 and other applicable provisions, if any, including any statutory modification thereto or re-enactment thereof and the pursuant to the recommendation of the Audit Committee and pursuant to the resolution passed by the Board of Directors on 29th August, 2026, the consent of the members of the Company be and is hereby accorded, to appoint M/s. PPKG & Co., Chartered Accountants (Firm Registration No. 009655S), as Statutory Auditors of the Company, who shall hold office for a period of 5 (Five) consecutive years from the conclusion of this 20th Annual General Meeting till the conclusion of 25th Annual General Meeting on such remuneration as may be fixed and reimbursement of out-of-pocket expenses as may be determined by the Board of Directors in consultation with the Statutory Auditors.

RESOLVED FURTHER THAT any Director of the Company or Mr.K.G.Naidu, Chief Executive Officer of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be necessary or to give effect to this resolution."



4. **Approval for Material Related Party Transaction for entering loan transaction for up to an amount of Rs.150 Crores with Gayatri Projects Limited (GPL)**

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

"RESOLVED THAT pursuant to Regulation 23(4) and applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), applicable provisions of the Companies Act, 2013 ('Act') and the rules made thereunder, and based on the approval of the Audit Committee and approval of the Board of Directors of the Company ('Board'), the consent of the Members be and is hereby accorded to the Board for material related party transaction to lend by way of loan or inter-corporate deposit or any form of financial assistance to Gayatri Projects Limited ('GPL'), up to an amount of Rs.150,00,00,000/- (Rupees One hundred Fifty Crore only) from time to time, at the Board's discretion, on such terms and conditions (including interest rate, security, tenure, repayment schedule and covenants) as may be mutually agreed between the Company and GPL.

RESOLVED FURTHER THAT the Board, Mr. K.G.Naidu, Chief Executive Officer, Mr. P.K.Sahoo, Chief Financial Officer and Mr. P.Raj Kumar, Company Secretary of the Company be and are hereby severally authorized to negotiate, finalise and execute all necessary contracts, agreements, undertakings, deeds, documents, understandings, security documents (if any), writings and papers, and to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution, including delegation of any or all the powers to anyone, as may be necessary, including signing, filing, submitting, representing in respect thereof, and to take all such necessary steps as the Board may direct from time to time in its absolute discretion or desirable or expedient or deem necessary, and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to give effect to this resolution to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

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

P. Raj Kumar
Company Secretary
Membership No. A23289

Place: Hyderabad
Date: 29th August, 2026

Notes:

1. Pursuant to the Ministry of Corporate Affairs General (MCA) Circular No. 03/2025, dated September 22, 2025 and Securities and Exchange Board of India (SEBI) Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133, dated October 3, 2024, and any other applicable circular issued by MCA and SEBI issued in this regard, companies are allowed to hold AGM through VC / OAVM, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC / OAVM.
2. Pursuant to section 108 of the Companies Act, 2013 (Act) read with the rules made thereunder and regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR Regulations) and SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, the Company shall provide for voting through remote e-voting, for participation in the AGM through VC / OAVM facility and e-voting during the AGM through KFin Technologies Limited (Formerly known as Kfin Technologies Private Limited) (KFIN), the Company's Registrar and Transfer Agent (RTA). Members who have cast their votes on the resolution by remote e-voting prior to the AGM may participate in the AGM through login credentials provided to them but shall not be entitled to cast their votes again.
3. Member entitled to attend and vote at a meeting is entitled to appoint a proxy to attend and vote instead of himself / herself and the proxy need not be a Member of the Company. Since the AGM is being held through VC / OAVM, physical attendance of Members is dispensed with and SEBI vide its Notification No. SEBI/LAD-NRO/GN/ 2024/218, dated 12th December, 2024, amended LODR Regulations and the requirement to send proxy forms shall not be applicable to general meetings held only through electronic mode. Accordingly, the facility for appointment of Proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Pursuant to the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI) read with Clarification/Guidance on applicability of Secretarial Standards - 1 and 2, dated 15th April, 2020 issued by the ICSI and since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.
5. The attendance of shareholders through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. In case of Joint Holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
7. Corporate / Institutional Members are entitled to appoint authorised representatives to attend the AGM through VC/ OAVM on their behalf and cast their votes, and those intending to authorise their representatives are requested to email certified copy of the Board / Committee / Governing Body resolution / authorisation letter, etc., to the Scrutinizer at Email ID kranthisarkar369@gmail.com with copy marked to the evoting@kfintech.com and to the Company at cs@gayatrihighways.com and with the subject line: Gayatri Highways Limited - Corporate / Institutional Member - AGM 2026 pursuant to section 113 of the Act.
8. For ease of conduct of AGM, Members seeking any information / ask any questions / express their views on the items of business to be transacted at the AGM are requested to email to the Company at cs@gayatrihighways.com with the subject line: Gayatri Highways Limited - Accounts - AGM 2026 at least 7 [Seven] days before the AGM, mentioning their name, demat account number/folio number, registered email ID, mobile number, etc. so that the Management can keep the information ready at the AGM. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the AGM.
9. The Register of Members and Share Transfer Books of the Company will be closed from 23rd September, 2026 to 29th September, 2026 (both days inclusive).



10. The cut-off date for the purpose of ascertaining shareholders entitled for remote e-voting and voting at the AGM is 22nd September, 2026 (Cut-off Date). Members holding shares either in physical or dematerialized mode, as on cut-off date may cast their votes electronically. 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.
11. An Explanatory Statement pursuant to section 102 of the Act is annexed hereto. Further, additional information pursuant to regulation 36 of the LODR Regulations, forms part of this Notice.
12. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available for inspection by the Members through electronic mode during the AGM and the relevant documents referred to in the AGM Notice will also be available electronically for inspection by the Members, without payment of any fees, from the date of circulation of this Notice up to the date of AGM, i.e. 29th September, 2026. Members seeking inspection of the aforementioned documents can send an email to cs@gayatrihighways.com with the subject line: Gayatri Highways Limited - AGM 2026 - Inspection - AGM 2026.
13. The Scrutinizer will submit his report to the Chairman of the meeting or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting). The resolutions will be deemed to be passed on the date of the Meeting subject to receipt of the requisite number of votes in favour of the resolutions.
14. The results declared along with the Scrutinizer's Report will be forwarded to BSE Limited and National Stock Exchange of India Limited and will be placed on the Company's website at <https://www.gayatrihighways.com> and the Company's RTA's website at <https://evoting.kfintech.com>, and shall be displayed at the Registered Office of the Company.
15. For shares held in electronic form: Members holding shares in electronic form are requested to update their KYC / submit their PAN and other documents, and who have not registered their email addresses, are requested to register their email addresses with their respective Depository Participants (DPs). It may be noted that any service request or complaint can be processed only if it is KYC compliant.
16. For shares held in physical form: SEBI vide its Circular dated 3rd November, 2021 has mandated registration of PAN, KYC details and Nomination, by holders of physical securities and as per regulation 40 of the LODR Regulations, securities of listed companies can be transferred only in dematerialised form with effect from 1st April, 2019, except in case of transmission or transposition of securities. Further, SEBI vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/ 2024/37 dated 7th May, 2024, has mandated that securities shall be issued only in dematerialised mode while processing duplicate / unclaimed suspense / renewal / exchange / endorsement / sub-division / consolidation / transmission / transposition service requests received from physical securities holders.

In view of the above and to eliminate risk associated with physical shares and to avail various benefits of dematerialisation, Members are advised to dematerialise their shares held in physical form. Members are requested to update their email addresses with the Company and with RTA.
17. Members can avail nomination facility in respect of shares held by them in physical form pursuant to the provisions of section 72 of the Act. Members desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to RTA at Selenium Building, Tower-B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana – 500 032, India or by email to einward.ris@kfintech.com. Members holding shares in electronic form may contact their respective DPs for availing this facility.
18. Your Company will be providing the facility of live webcast of proceedings of AGM. Members who are entitled to participate in the AGM can view the proceedings of AGM by logging on the website of KFin at <http://emeetings.kfintech.com> using their secure login credentials. Members are encouraged to use this

facility of webcast. During the live webcast of AGM, Members may post their queries in the message box provided on the screen.

19. During the period when the facility for remote e-voting is provided, the members of the Company holding shares in physical form as on the cut-off date may opt for remote e-voting by following the procedure mentioned in the Notice.

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

20. In accordance with the provisions of the MCA and SEBI circulars, the AGM Notice along with the Annual Report are being sent through email only to Members whose email IDs are registered with KFin; National Securities Depository Limited ("NSDL") and / or Central Depository Services (India) Limited ("CDSL") (collectively referred to as Depositories or NSDL / CDSL).
21. The AGM Notice and the Annual Report are available on the Company's website <https://www.gayatrihighways.com/annual-report.html> the website of KFin <https://evoting.kfintech.com/> and also on those of the BSE Limited www.bseindia.com and the National Stock Exchange of India Limited www.nseindia.com.
22. 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.

CUT-OFF DATE

23. The cut-off date for the purpose of ascertaining shareholders entitled for remote e-voting and voting at the Meeting is 22nd September, 2026 (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.

PROCEDURE FOR REMOTE E-VOTING

24. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFinTech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
25. However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual



demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.

26. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
27. The remote e-Voting period commences on 25th September, 2026 (9:00 a.m. IST) and ends on 28th September, 2026 (5:00 p.m. IST). During this period, Members of the Company holding shares either in physical form or in demat form, as on the cut-off date i.e. Tuesday, 22nd September, 2026 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.
28. 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.
29. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he / she is already registered with KFinTech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
30. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."
31. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

Step 1 : Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access to KFinTech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Step 3 : Access to join virtual meetings (e-AGM) of the Company on KFin system to participate e-AGM and vote at the AGM.

DETAILS ON STEP 1 ARE MENTIONED BELOW:
I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with National Securities Depository Limited ("NSDL")	A. User already registered for IDeAS facility: 1. Visit URL: https://eservices.nsdl.com 2. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. 3. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" 4. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. B. User not registered for IDeAS e-Services: 1. To register click on link : https://eservices.nsdl.com 2. Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Proceed with completing the required fields. 4. Follow steps given in points 1 C. Alternatively by directly accessing the e-Voting website of NSDL 1. Open URL: https://www.evoting.nsdl.com/ 2. Click on the icon "Login" which is available under 'Shareholder/Member' section. 3. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. 4. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech. 5. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in Demat mode with Central Depository Services (India) Limited ("CDSL")	A. Existing user who have opted for Easi / Easiest 1. Visit URL: https://web.cdslindia.com/myeasitoken/home/login OR URL: www.cdslindia.com 2. Click on New System Myeasi 3. Login with your registered user id and password. 4. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. 5. Click on e-Voting service provider name to cast your vote. B. User not registered for Easi/Easiest 1. Option to register is available at https://web.cdslindia.com/myeasitoken/home/login OR URL: www.cdslindia.com 2. Proceed with completing the required fields. 3. Follow the steps given in point 1 C. Alternatively, by directly accessing the e-Voting website of CDSL 1. Visit URL: www.cdslindia.com 2. Provide your demat Account Number and PAN No. 3. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. 4. After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e- Voting is in progress.



Individual Shareholder login through their demat accounts / Website of Depository Participant	A. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. B. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. C. Click on options available against company name or e-Voting service provider – Kfintech and you will be redirected to e-Voting website of Kfintech for casting your vote during the remote e-Voting period without any further authentication.
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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.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Details on Step 2 are mentioned below:

II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- (A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from Kfintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
 - 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) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Kfintech for e-voting, you can use your existing User ID and password for casting the vote.
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.

- vi. On successful login, the system will prompt you to select the “EVEN” i.e., ‘GAYATRI HIGHWAYS LIMITED- AGM” and click on “Submit”
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the 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 accounts.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your 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 you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id kranthisarkar369@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format “Corporate Name_Even No.”
- (B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:

Procedure for Registration of email and Mobile: securities in physical mode

Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16th, 2023, All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

ISR 1 Form can be obtained by following the link: <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>

ISR Form(s) and the supporting documents can be provided by any one of the following modes.

- a) Through ‘In Person Verification’ (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy (ies) with IPV stamping with date and initials; or
- b) Through hard copies which are self-attested, which can be shared on the address below; or

Name	KFIN Technologies Limited
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India - 500 032.

- c) Through electronic mode with e-sign by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx#>

Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

- iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Details on Step 3 are mentioned below:

III) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.

- i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFinTech. 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/KFinTech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
- ii. Facility for joining AGM through VC/ OAVM shall open atleast 30 minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/ Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id. Questions /queries received by the Company from 24th September, 2026 (9:00 a.m. IST) up to 26th September, 2026 (5:00 p.m. IST). shall only be considered and responded during the AGM.
- vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- viii. Facility of joining the AGM through VC / OAVM shall be available for atleast 2000 members on first come first served basis.
- ix. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

OTHER INSTRUCTIONS

- I. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration' which will be opened from 24th September, 2026 (9:00 a.m. IST) up to 26th September, 2026 (5:00 p.m. IST). Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
- II. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option which will be opened from 24th September, 2026 (9:00 a.m. IST) up to 26th September, 2026 (5:00 p.m. IST).

- III. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or contact Mr. Anandan, at evoting@kfintech.com or call KFintech's toll free No. 1-800-309-4001 for any further clarifications.
- IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Tuesday, 22nd September, 2026, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- V. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
If e-mail address or mobile number 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.
- i. Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.
- VI. The results of the electronic voting shall be declared to the Stock Exchanges after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.

VII. Important Dates

The Shareholders are requested to take note of the below mentioned important dates with respect to 20th Annual General Meeting of the Company:

S. No	Particulars	Date and Time
1	Cut-off Date for Eligible Shareholders for e-Voting	Tuesday, 22nd September, 2026
2	Speaker Registration	
	Speaker Registration starts on	24th September, 2026 (9:00 a.m. IST)
	Speaker Registration ends on	26th September, 2026 (5:00 p.m. IST).
3	E-Voting	
	E-Voting starts on	25th September, 2026 (9:00 a.m. IST)
	E-Voting ends on	28th September, 2026 (5:00 p.m. IST).
4	Date of 20th Annual General Meeting	Tuesday, 29th September, 2026 at 3.30 P.M

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

P. Raj Kumar
Company Secretary
Membership No. A23289

Place: Hyderabad
Date: 29th August, 2026

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

In conformity with the provisions of Sections 102 of the Companies Act, 2013 ('the Act'), the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, the following Explanatory Statement setting out all material facts relating to the businesses mentioned at Item Nos. 2, 3 and 4 of the accompanying Notice dated **29th August, 2026** should be taken as forming part of this Notice.

Item No. 2: To approve the appointment of M/s. PPKG & Co., Chartered Accountants, as Statutory Auditors of the Company to fill casual vacancy caused by resignation of the existing Statutory Auditors.

M/s. PRSV & Co. LLP, Chartered Accountants (Firm Registration No. S200016), the existing Statutory Auditors of the Company have tendered their resignation with effect from 13th August, 2026 citing their reasons, and this has resulted into a casual vacancy in the office of Statutory Auditors of the Company as per Section 139(8) of the Act, and the rules made thereunder.

As per Section 139(8) of the Act, the casual vacancy caused due to resignation of auditor is required to be approved by the Shareholders in the General Meeting within three (3) months from the date of recommendation of the Board of Directors of the Company, who shall hold office till the conclusion of next Annual General Meeting.

The Board of Directors, on the recommendation of the Audit Committee, have at their meeting held on 29th August, 2026 recommended the appointment of M/s. PPKG & Co., Chartered Accountants (Firm Registration No. 009655S), as the Statutory Auditors of the Company to fill the casual vacancy.

M/s. PPKG & Co., Chartered Accountants, shall hold office till the conclusion of the this 20th Annual General Meeting of the Company at such remuneration as may be fixed and reimbursement of out-of-pocket expenses as may be determined by the Board of Directors in consultation with the Statutory Auditors.

Profile of M/s. PPKG & Co., Chartered Accountants, is as follows:

M/s. PPKG & Co. is a Chartered Accountancy firm established in 2002, having its registered office at Hyderabad and comprising five partners. The firm is engaged in providing professional services in the areas of Audit, Assurance, Taxation, Banking Audit, Internal Audit, Project Finance, Corporate Law, Regulatory Compliances and Consultancy. The firm has experience in serving public and private companies, Public Sector Undertakings, banks and entities across various sectors, with expertise in statutory, GST, internal, stock and system audits.

The Audit Committee and the Board of Directors considered their eligibility, capability to serve the given business of the Company, market standing of the firm etc., found M/s. PPKG & Co., Chartered Accountants best suited for the Company.

Accordingly, the approval of shareholders of the Company is being sought.

The Board of Directors of the Company recommends to the members for the passing of the resolution in Item No.2 of the notice as an Ordinary Resolution.

None of the Directors or Key Managerial Persons of the Company (including their relatives), are in way concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company.

Item No. 3: To appoint M/s. PPKG & Co., Chartered Accountants (Firm Registration No. 009655S), as Statutory Auditors of the Company

As per Section 139 of the Act, the Company has to appoint Statutory Auditors who shall hold office for 5 (Five) consecutive years.

M/s. PPKG & Co., Chartered Accountants (Firm Registration No. 009655S), who were appointed as the Statutory Auditors of the Company to fill the casual vacancy caused due to the resignation of the existing Statutory Auditors, shall hold office till the conclusion of the this 20th Annual General Meeting of the Company.

So, upon the recommendation of the Audit Committee, the Board of Directors of the Company recommends to the members for the passing of the resolution in Item No.3 of the notice as an Ordinary Resolution for the appointment of M/s. PPKG & Co., Chartered Accountants (Firm Registration No. 009655S), as the Statutory Auditors of the Company, and to hold office for a period of 5 (Five) consecutive years from the conclusion of this 20th Annual General Meeting till the conclusion of 25th Annual General Meeting on such remuneration as may be fixed and reimbursement of out-of-pocket expenses as may be determined by the Board of Directors in consultation with the Statutory Auditors.

Accordingly, the approval of shareholders of the Company is being sought.

None of the Directors or Key Managerial Persons of the Company (including their relatives), are in way concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company.

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

Proposed fees payable to the statutory auditor	Remuneration as fixed by the Board of Directors of the Company from time to time
Term of appointment	Five years
Material changes in the fee payable to new Statutory auditor Basis of recommendation for appointment including the details in relation to and credentials of the Statutory auditor proposed to be appointed	No material changes The recommendations made by the Audit Committee, and the Board of Directors of the Company, are in fulfilment of the eligible criteria as prescribed under the Companies Act, 2013 and the applicable rules made thereunder.
Brief Profile of Statutory Auditor	M/s. PPKG & Co., Chartered Accountants (Firm Registration No. 009655S) is Chartered Accountancy firm established in 2002, having its registered office at Hyderabad and comprising five partners. The firm is engaged in providing professional services in the areas of Audit, Assurance, Taxation, Banking Audit, Internal Audit, Project Finance, Corporate Law, Regulatory Compliances and Consultancy. The firm has experience in serving public and private companies, Public Sector Undertakings, banks and entities across various sectors, with expertise in statutory, GST, internal, stock and system audits. None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution as set out at No. 3 of the Notice. The Board recommends the Ordinary Resolution as set out at item No. 3 for the approval of the Members

Item No.4: Approval for Material Related Party Transaction for entering loan transaction for up to an amount of Rs.150 Crores with Gayatri Projects Limited.

In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended, any transactions with a related party shall be considered material, if the transaction(s) entered into/to be entered into individually or taken together with the previous transactions during a financial year exceeds 10% of annual consolidated turnover of the Company as per the last audited financial statements of the company, whichever is lower ('Criteria') , and shall require prior approval of shareholders by means of an Ordinary Resolution.

The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Further, Regulation 2(1)(zc) of the SEBI Listing Regulations defines a "Related Party Transaction" ('RPT') to include a transaction involving a transfer of resources, services or obligations between (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, as well as (ii) a listed entity or any of its subsidiaries on one hand and any other person or entity on the other hand, the purpose and effect of which is to benefit any related party of the listed entity or any of its subsidiaries, regardless of whether a price is charged or not.

Since GPL qualifies as a related party under the provisions of the Act and SEBI Listing Regulations, the proposed Loan Transaction constitutes as material related party transaction.

It is in the above context that, Item No. 4 is placed for the approval of the Members of Gayatri Highways Limited ('Company').

The Audit Committee of the Company has conducted its independent evaluation of the material terms of the proposed transaction with Gayatri Projects Limited ('GPL'). After a detailed review about the proposed RPTs



including rationale, material terms, justification as to why the proposed RPT(s) are in the interest of the Company, the Committee has confirmed that the transaction is being executed at arm's length basis and is in ordinary course of business, in complete compliance with applicable regulations and industry standards and comparable with transactions with unrelated parties.

The Audit Committee has also reviewed and taken note of the certificate placed before it, signed by the Chief Executive Officer and Chief Financial Officer of the Company, confirming that the terms of the proposed RPT(s) to be undertaken with GPL are in the interest of the Company.

The Board of Directors in their meeting held on 29th August, 2026, and based on the approval of the Audit Committee, approved the proposed Loan Transaction amounting up to Rs.150 Crores (Rupees One Hundred Fifty Crores only), subject to the approval of the Members.

Based on this assessment, the Audit Committee has approved the transaction with GPL for an aggregate value up to an amount of Rs.150 Crores.

Please further note that, for Item No. 4, for the purpose of calculating the total amount of proposed RPTs as a percentage of annual consolidated turnover of the Company as of the immediately preceding financial year, the Audit Committee have considered the Criteria of Numbers extracted from provisional financials for the FY 2025-26 as the 'Preceding Financial Year' and exceeding 10% of annual consolidated turnover of the Company for the transaction of Rs.150 Crores (Rupees One Hundred Fifty Crores only) with GPL.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve the resolutions under Item No. 4.

Except as mentioned above, none of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, financially or otherwise, in the resolutions mentioned at Item No. 4 of the Notice.

On the basis of the consideration and approval of the Audit Committee, the Board of Directors of the Company recommend to the Members to pass the Ordinary Resolution.

Details of the proposed transactions with GPL being a related party of the Company, including the information pursuant to Industry Standards on Related party Transactions read with applicable SEBI Circulars and applicable provisions of the Companies Act, 2013, if any, and as placed before the Audit Committee for consideration while seeking prior approval of the proposed RPT(s) and information to be placed before shareholders are provided below:

- (a) Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards for consideration while seeking prior approval of the proposed RPT(s), to the extent applicable and information to be placed before shareholders are provided below:

A(1) Basic details of the related party

S. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	Gayatri Projects Limited
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	
		The Company is in the business of infrastructure executing works in several high growth sectors within the infrastructure space such as Roads, Irrigation, Rail, Airport Runways, Canals, Ports/Harbors, Dams & Reserviors, Railways, Power, Mining and Industrial works.

A(2) Relationship and ownership of the related party

S. No.	Particulars of the Information	Information provided by the management
1	Relationship between the listed entity/ subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: - Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. - Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). - Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.	Gayatri Projects Limited and its Promoters hold a significant shareholding in Gayatri Highways Limited Not Applicable Not Applicable 61.15%

A(3) Details of previous transactions with the related party

S. No.	Particulars of the Information	Information provided by the management						
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. <table border="1"> <tr> <th>S. No.</th><th>Nature of Transactions</th><th>FY 2025-2026 (INR Lakhs)</th></tr> <tr> <td>1.</td><td>Received as repayment of loan</td><td>Rs. 2962.16 lakhs</td></tr> </table> Explanation: Details need to be disclosed separately for listed entity and its subsidiary.	S. No.	Nature of Transactions	FY 2025-2026 (INR Lakhs)	1.	Received as repayment of loan	Rs. 2962.16 lakhs	Rs. 2962.16 Lakhs Received as repayment of Loan
S. No.	Nature of Transactions	FY 2025-2026 (INR Lakhs)						
1.	Received as repayment of loan	Rs. 2962.16 lakhs						
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Rs. 2962.16 Lakhs Received as repayment of Loan						
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Nil						

A(4). Amount of the proposed transaction(s)

S. No.	Particulars of the Information	Information provided by the management	
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Aggregate value of the related party transactions up to an amount of Loan of Rs. 150 Crores	
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes	
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	384%	
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable	
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	23.61%	
6.	Financial performance of the related party for the immediately preceding financial year: Explanations : The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.	Particulars	FY 2025-2026 (INR LAKHS)
		Turnover	84,689.18
		Profit After Tax	2,04,695.16
		Net Worth	57,900.16

A(5).Basic details of the proposed transaction

S. No.	Particulars of the Information	Information provided by the management
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Giving Loan
2	Details of each type of the proposed transaction	Loan – Rs. 150 Crores
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	18 Months
4.	Whether omnibus approval is being sought?	No
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise	Aggregate value of the related party transactions up to an amount of Rs. 150 Crores
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The Company is expected to have surplus of funds available for deployment pending their utilisation for business purposes. The proposed transaction will facilitate efficient deployment of such surplus funds with group companies, including GPL, enabling the Company to earn a competitive rate of interest as compared to other available investment avenues.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control.	Details of the promoter(s): 1. Mr.T.V. Sandeep Kumar Reddy, (Holding 11.27%). 2. Ms.Indira Reddy , (Holding 23.84%). 3. Ms.Saritha Reddy (Holding 0.0003%) 4. Gayatri Projects Limited (Holding 26%) 5. Ms. J. Brij Mohan Reddy (Holding 0.0009%) 6. Ms. Sulochana Gunupati (Holding 0.0009%)
	a. Name of the director / KMP	Not Applicable
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Not Applicable
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision making.	Not Applicable

B(2). Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

S. No.	Particulars of the Information	Information provided by the management
1	Source of funds in connection with the proposed transaction. Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/housing finance companies.	Realization of funds on sale of any assets or any operational revenue
2	Where any financial indebtedness is incurred to give loan, inter- corporate deposit or advance, specify the following: Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.	Nil
	a. Nature of indebtedness	
	b. Total cost of borrowing	
	c. Tenure	
	d. Other details	
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders. Note: (1) This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies. (2) Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.	15%
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	9% p.a
5.	Maturity / due date	18 Months from the date of giving the Loan
6.	Repayment schedule & terms	Repaid within 18 Months from the date of giving the Loan
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio	Not Applicable
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	To meet Company's general corporate and business purposes, including meeting working-capital and other legitimate funding requirements.

C(1). Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary

S. No.	Particulars of the Information	Information provided by the management
1	Latest credit rating of the related party Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any	Not Applicable
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request. In addition, state the following: - Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; - Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting; - Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; - Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016. Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.	Related party was under CIRP from 15th November 2002 to 10th September 2025. The CIRP was withdrawn u/s 12A of IBC. Yes (The account of the Related Party has been classified as a Non-Performing Asset (NPA) by Punjab National Bank, and such NPA status continues to subsist as on date.) NO NO NO
	FY 2025-26	Nil
	FY 2024-25	Nil
	FY 2023-24	Nil



(b) Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT

The Company is expected to have surplus of funds available for deployment pending their utilisation for business purposes. The proposed transaction will facilitate efficient deployment of such surplus funds with group companies, including GPL, enabling the Company to earn a competitive rate of interest as compared to other available investment avenues. Accordingly, the proposed transaction is considered to be in the interest of the Company, the Audit Committee has confirmed that the transaction is being executed at arm's length basis and is in ordinary course of business, in complete compliance with applicable regulations and industry standards and comparable with transactions with unrelated parties.

Based on this assessment, the Audit Committee has approved the transaction with GPL for an aggregate value not exceeding Rs. 150 Crores.

(c) Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards

The Audit Committee has also reviewed and taken note of the certificate placed before it, signed by the Chief Executive Officer and Chief Financial Officer of the Company, confirming that the terms of the proposed RPT(s) to be undertaken with GPL are in the interest of the Company.

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

P. Raj Kumar
Company Secretary
Membership No. A23289

Place: Hyderabad
Date: 29th August, 2026

BOARD'S REPORT

To
The Members,

Your Board of Directors (the 'Board') has immense pleasure in presenting the 20th Annual Report of Gayatri Highways Limited (the "GHL" or "Company"). The Board's Report is prepared based on the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2026. The Audited Consolidated Financial Statements of the Company shall form part of this report.

1. FINANCIAL SUMMARY:

A) STANDALONE

Standalone Financial Results of your company for the year ended 31st March 2026 are as follows:

(Amount in ₹ Lakhs)

Sl. No.	Particulars	For the year ended 31.03.2026	For the year ended 31.03.2025
1)	INCOME		
	Revenue from operations	1455.15	569.02
	Other income	3750.68	2,017.64
	TOTAL	5205.83	2,586.66
2)	EXPENDITURE		
	Operations & Maintenance Expenses	1495.84	535.98
	Employee Benefits Expenses	10.93	11.33
	Finance Costs	1509.30	1,509.30
	Depreciation expenses	5.09	6.69
	Other Expenses	99.04	492.69
	TOTAL	3,120.20	2,555.99
3)	Profit /(Loss) before tax from continuing operations	2085.63	30.67
	- Income Tax	32.47	—
4)	Exceptional loss	—	—
5)	Profit/(Loss) for the year	2053.16	30.67
6)	Other Comprehensive Income	4.44	(12.91)
7)	Total Comprehensive Income	2057.60	17.76
	Earnings (Loss) per Share – Basic & Diluted	0.86	0.01



GAYATRI
B) CONSOLIDATED

25

The Consolidated Financial Results of your company for the year ended 31st March 2026 are as follows:

(Amount in ₹ Lakhs)

Sl. No.	Particulars	For the year ended 31.03.2026	For the year ended 31.03.2025
1)	INCOME		
	Revenue from operations	1,455.15	569.02
	Other income	3,750.68	2,017.64
	TOTAL	5,205.83	2,586.66
2)	EXPENDITURE		
	Operations & Maintenance Expenses	1,495.84	535.98
	Employee Benefits Expenses	10.93	11.33
	Finance Costs	1,509.30	1,509.30
	Depreciation expenses	5.09	6.69
	Other Expenses	100.13	493.83
	TOTAL	3,121.29	2,557.13
3)	Profit/(Loss) before tax from continuing operations	2,084.54	29.53
	- Income Tax	32.47	—
	Exceptional Income	—	—
	Profit/(Loss) for the year from continuing operations	2,052.07	29.53
	Loss before tax from discontinued operations	—	(21,251.36)
	- Gain on relinquishment of SMTL	—	1,33,793.63
	- Income Tax	—	—
	Profit/(Loss) for the year from discontinued operations	—	1,12,542.27
	Share of profits/ (losses) in the Jointly controlled entities	(2,174.53)	324.03
4)	Profit/(Loss) for the year	(122.46)	1,12,895.83
	Other comprehensive income- Re-measurement of the defined benefit plans	4.44	(12.91)
5)	Total comprehensive income/(loss) for the year	(118.02)	1,12,882.92
	Earnings (Loss) per Share – Basic & Diluted	(0.05)	47.10

STATE OF COMPANY'S AFFAIRS:

The Company remains public listed company and there is no change in the status of the Company. There was no deviation or change in the financial year.

During the year, the Company achieved revenue of ₹ 5,205.83 Lakhs and achieved net profit of ₹ 2057.60 Lakhs on a standalone basis and the consolidated revenue was ₹ 5,205.83 Lakhs for continuing operations and total loss after non-controlling interests was ₹ 118.02 Lakhs.

FUTURE OUTLOOK

In the Union Budget 2026–27, capital investment outlay for infrastructure has been increased to Rs. 12.22 lakh crores. India's infrastructure sector is attracting rising investments, with government capital expenditure increasing 4.2 times to Rs. 11.21 lakh crores in financial year 2026, strengthening roads, railways, ports and logistics growth nationwide. On February 14, 2026, The Government of India has strengthened India's infrastructure and

technology ecosystem through major initiatives, including a provision of Rs. 1,000 crores for expanding AI infrastructure, establishing data centres, and advanced computing systems, aimed at boosting digital infrastructure and innovation-led growth.

The Union Budget 2026–27 aims to strengthen India's long-term growth trajectory through higher public expenditure, infrastructure expansion, and private sector participation aligned with the vision of Viksit Bharat @2047.

The government has proposed the establishment of an Infrastructure Risk Guarantee Fund to strengthen private sector confidence in infrastructure development, along with a dedicated pipeline for PPP-led projects and investment. In order to anticipate private sector investment and to address employment and consumption in rural India, the budget places a strong emphasis on the development of roads, shipping, and railways.

The increasing adoption of technology-driven project management systems, digital monitoring mechanisms, sustainable construction practices, and enhanced safety standards is expected to improve project execution and operational efficiency across the sector. Furthermore, growing emphasis on green and resilient infrastructure is likely to create new opportunities for companies capable of delivering projects in accordance with evolving environmental, social and governance (ESG) expectations.

Your Company remains focused on identifying and pursuing viable business opportunities while strengthening its core competencies in project execution, operations, and maintenance.

With its experience, technical capabilities, and strategic focus, the Company is well-positioned to participate in India's infrastructure growth story and contribute meaningfully to the nation's development through the creation and maintenance of quality infrastructure assets.

CHANGE IN THE NATURE OF BUSINESS

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

ANNUAL RETURN

Annual Return in Form MGT-7 is available on the Company's website; the web link for the same is <https://www.gayatrihighways.com/ExtractOfAnnualReturn.html>

BOARD MEETINGS

During the year ended 31st March, 2026, 6 (Six) Board Meetings were convened and held. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The dates on which the Board Meetings were held are 27th May, 2025, 12th August, 2025, 18th October, 2025, 13th November, 2025, 11th December, 2025, and 12th February, 2026.

Attendance of Directors at the meetings:

The details of the attendance of the Directors at the Board meetings held during the year ended 31st March, 2026 is as follows:

Name of the Director	Number of Board Meetings		
	Held	Entitled to Attended	Attend
Mr. M.V. Narasimha Rao	6	6	6
Mr. G. Jagannadha Rao	6	6	6
Ms. P. Laxmi	6	6	6
Mr. Krishnamurthy Chaturvedi	6	6	6
Mr. Desina Balarama Krishna	6	6	6
Ms. V. Sindhuja Pothapragada	6	6	6

AUDIT COMMITTEE

The Audit Committee consists of the following Directors:

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

During the financial year ended 31st March, 2026, 6 (Six) meetings were held by the Audit Committee on 27th May, 2025, 12th August, 2025, 18th October, 2025, 13th November, 2025, 11th December, 2025, and 12th February, 2026.

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

POLICY FOR SELECTION AND APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION

The Company has a Nomination, Remuneration and Evaluation Policy in place and is made available on Company's website, and can be accessed at:

https://www.gayatrihighways.com/pdf/CorpGov/Nomination_Remuneration_and_Evaluation_Policy.pdf

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

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

During the financial year ended 31st March, 2026, 2 (Two) meetings were held by the Nomination and Remuneration Committee on 12th August, 2025 and 10th February, 2026.

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

LISTING FEES

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

DIRECTORS' RESPONSIBILITY STATEMENT

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

- that in the preparation of the annual accounts for the year ended 31st March, 2026, the applicable accounting standards have been followed along with proper explanation relating to material departures if any;
- that such accounting policies were selected and applied them consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company for the financial year ended 31st March, 2026 and of the profit and loss of the Company for the year ended on that date;
- that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- that the annual accounts have been prepared on a going concern basis;
- that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively; and

- f. that directors had devised proper systems to ensure compliance with the provisions of all applicable laws and such system were adequate and operating effectively.

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

Pursuant to the Regulation 34(2)(f) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company is not required to obtain a Business Responsibility and Sustainability Report.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

RETIREMENT OF DIRECTORS BY ROTATION

Directors are not required to retire by rotation.

DISQUALIFICATIONS OF DIRECTORS, IF ANY

None of the Directors on the Board of the Company are disqualified pursuant to the provisions of Section 164 of the Companies Act, 2013.

DECLARATION BY INDEPENDENT DIRECTORS

All the Independent Directors have submitted their declaration of independence as required under Section 149(7) of the Companies Act, 2013 and Regulation 25(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and have confirmed that they fulfill the independence criteria as specified under Section 149(6) of the Companies Act, 2013 and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

REGISTRATION OF INDEPENDENT DIRECTORS IN INDEPENDENT DIRECTORS DATABANK

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

ONLINE PROFICIENCY SELF-ASSESSMENT TEST

All Independent Directors of the Company have passed the Online Proficiency Self-Assessment Test conducted by Indian Institute of Corporate Affairs (IICA).

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

All the Independent Directors of the Company have given their respective declaration / disclosures under Section 149(7) of the Companies Act, 2013 and Regulation 25(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and have confirmed that they fulfill the independence criteria as specified under Section 149(6) of the Companies Act, 2013 and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and have also confirmed that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence. Further, the Board after taking these declarations

Disclosures on record and acknowledging the veracity of the same concluded that the Independent Directors are persons of integrity and possess the relevant expertise and experience to qualify as Independent Directors of the Company and are Independent of the Management.

AUDITOR'S REPORT

The Independent Auditor's Report issued by M/s. PRSV & Co. LLP, Chartered Accountants, the Statutory Auditors of the Company on the Standalone and Consolidated Financial Statements of the Company have qualifications.



EXPLANATIONS OR COMMENTS BY THE BOARD ON EVERY QUALIFICATION, RESERVATION OR ADVERSE REMARK OR DISCLAIMER MADE BY THE AUDITOR'S IN THEIR REPORT:

Auditors Qualification (Standalone)

1. The Company has written back Zero Interest Subordinate Loan (ZISL) payable to Gayatri Projects Limited (GPL) of Rs.17,887.51 Lakhs during the financial year 2022-23, out of which GPL has confirmed the write off of Rs.13,411.00 Lakhs and the balance of Rs.4,476.51 Lakhs is yet to be written off in GPL books. As a result, the other equity of the Company is overstated by Rs.4,476.51 Lakhs and the liabilities are understated by Rs.4,476.51 Lakhs.

Further, an amount of Rs. 4,556.60 Lakhs is due to GPL towards the non-interest-bearing loan as per the books of the Company. But as per the confirmation from GPL, the amount due to them is Rs. 4,896.21 Lakhs. As a result, the other equity of the Company is overstated by Rs.339.61 Lakhs and the liabilities of the Company are understated by Rs.339.61 Lakhs

Explanation:

The management is in disagreement with the quantified value as GPL is yet to pass necessary entries as per various agreements.

2. The Company has defaulted in repayment of outstanding term loan of Rs. 3,822.65 Lakhs and outstanding accumulated interest of Rs. 1,193.21 Lakhs (Interest was recognized in the financial statements till 31 March 2023) payable to IL&FS Financial Services Limited. The company has been calculating and recognizing interest only on the defaulted principle of Rs. 3,822.65 Lakhs as per the existing loan agreement since the Company has not received balance confirmation from the said lender. In the absence of balance confirmation, we are unable to comment on the carrying value of term loan principle and outstanding interest as at 31 March 2026 or any adjustment required to and the consequent impact if any on the financial statements had the confirmations been received from the lender.

Explanation:

The Company has requested for confirmation of balances and is yet to be received.

3. The Company did not provide interest on the outstanding term loan of Rs. 3,822. 65 Lakhs due to IL&FS Financial Services Limited for the period 01 April 2023 to 31 March 2026. The Company's records indicate that, had management provided interest for the period 01 April 2023 to 31 March 2026, the cumulative loss and the corresponding liability would have been increased by Rs. 1,720.20 Lakhs and total equity would have been reduced by Rs. 1,720.20 Lakhs calculated on interest of 15% p.a.

Explanation:

The management is in negotiations to settle the debt amicably, hence it cannot quantify the actual liability at this point of time and accordingly, the Company did not provide interest for the said period.

- 4(a) The Company has invested Rs.434.32 Lakhs as equity and 0.001% optionally convertible debentures of Rs.1,112.48 Lakhs as well as advanced loans including interest till 31 March 2026 of Rs.2,853.28 Lakhs. Further it has to receive an amount of Rs.83.52 Lakhs towards receivable for deputation. All these amounts aggregate to Rs.4,483.60 Lakhs in Cyberabad Expressways Limited (CEL), a jointly controlled entity.

As per the audited financial statements of the CEL as on 31 March 2026, the negative net worth stood at Rs.12,864.50 Lakhs. Consequent to the erosion in the net worth of CEL, the exposure of the Company to the extent of Rs. 4,483.60 Lakhs is required to be impaired fully. IndAS 36 requires the company to provide for impairment in the value of investments and other financial assets by providing for the amount of impairment in the Profit & Loss Account.

- 4 (b) The Company has invested Rs. 1,581.36 Lakhs as equity (50% share in equity) and Rs. 20.88 Lakhs towards receivable for deputation aggregating to Rs. 1,602.24 Lakhs in Hyderabad Expressways Limited (HEL), a jointly controlled entity.**

As per the audited financial statements of the HEL as on 31 March 2026, the positive net worth stood at Rs. 8,040.29 Lakhs including a loan of Rs. 5,761.46 Lakhs advanced to CEL. As per the above paragraph, CEL has a negative net-worth of Rs.12,864.50 Lakhs as on 31 March 2026. Continuing for the reasons stated in the above paragraph, the loan advanced by HEL is in our opinion, doubtful of recovery resulting in reduction of net-worth of HEL to Rs. 2,278.83 Lakhs. The Company owns 50% of the equity share capital of HEL and hence the Company share of net-worth in HEL works out to Rs. 1,139.42 Lakhs vis-à-vis the exposure of Rs. 1,602.24 Lakhs. This result in impairment to an extent of Rs.462.82 Lakhs from out of the investments made in HEL and Receivables due. Ind AS 36 requires the company to provide for this impairment in the value of investments and other financial assets by providing for the amount of impairment in the Profit & Loss Account.

Since the Company has not impaired the cost of investments, debentures, loans granted to jointly controlled entities and trade receivables to an extent of Rs. 4,483.60 Lakhs to CEL and Rs.462.82 Lakhs to HEL in its books, the Loss for the year and other Comprehensive Income are understated by the said amount. The other equity in the balance sheet is overstated by Rs. 4,946.42 Lakhs. Our conclusion on the statement is qualified in respect of the above matters.

Explanation:

There is an income receivable by Cyberabad Expressways Limited (CEL) due from the Government of Telangana/HGCL/HMDA. The company has won the case in Arbitration, Commercial court and two additional cases in the Hon'ble High Court of Telangana. Eventhough Section 37 petition is pending in Hon'ble High Court of Telangana, the company is insisting the payment of dues through an Executive Petition in Commercial Court which is pending. The Company further informed that it is confident of winning the case and receive the amount of more than Rs. 400 Crores (approx.) from the Government of Telangana/HGCL/HMDA.

But as there is still an opportunity to the government to further escalate the case in higher legal forums like High Court or Supreme Court, CEL, a Jointly controlled Entity, has not recognized the income as the receipt of funds is contingent in nature. Accordingly, the management has not impaired its cost of investments, loans and receivables from CEL and also from HEL.

Auditors Qualification (Consolidated)

- 1. The holding company has written back Zero Interest Sub-ordinate Loan (ZISL) payable to Gayatri Projects Limited (GPL) of Rs.17,887.51 Lakhs during the financial year 2022-23, out of which GPL has confirmed the waiver of Rs.13,411.00 Lakhs and the liability of ZISL Rs.4,476.51 Lakhs is yet to waived off. Henceforth the income (Write back of ZISL Liability) of the company is overstated by Rs.4,476.51 Lakhs and liabilities understated by Rs.4,476.51 Lakhs.**

Further, as per the confirmation provided by GPL, the non-interest-bearing loan amount due to them of Rs. 4,896.21 Lakhs, however in the books of the company, the liability is showing as Rs.4,556.60 Lakhs. Henceforth the liabilities of the company are understated by Rs.339.61 Lakhs.

Explanation:

The management is in disagreement with the quantified value as GPL is yet to pass necessary entries as per various agreements.

- 2. The holding company has defaulted in repayment of outstanding term loan of Rs. 3,822.65 Lakhs and outstanding accumulated interest of Rs. 1,193.21 Lakhs (Interest was recognized in the financial statements till 31 March 2023) payable to IL&FS Financial Services Limited. The company has been calculating and recognizing interest only on the defaulted principle of 3,822.65 Lakhs as per the existing loan agreement since the Company has not received balance**

confirmation from the said lender. In the absence of balance confirmation, we are unable to comment on the carrying value of term loan principle and outstanding interest as at 31 March 2026 or any adjustment required to and the consequent impact if any on the financial statements had the confirmations been received from the lender.

Explanation:

The Company has requested for confirmation of balances and is yet to be received.

3. **The holding company did not provide interest on the outstanding term loan of Rs. 3,822.65 Lakhs due to IL&FS Financial Services Limited for the period 01 April 2023 to 31 March 2026. The Company's records indicate that, had management provided interest for the period 01 April 2023 to 31 March 2026, the cumulative loss and the corresponding liability would have been increased by Rs. 1,720.20 Lakhs and total equity would have been reduced by Rs. 1,720.20 Lakhs calculated on interest of 15% p.a.**

Explanation:

The management is in negotiations to settle the debt amicably, hence it cannot quantify the actual liability at this point of time and accordingly, the Company did not provide interest for the said period.

- 4(a) **The holding Company has advanced loans including interest till 31 March 2026 of Rs. 2,853.28 lakhs. Further it has to receive an amount of Rs.83.52 lakhs towards receivable for deputation. All these amounts aggregate to Rs. 2,936.80 lakhs in Cyberabad Expressways Limited (CEL), a jointly controlled entity.**

As per the audited financial statements of the CEL as on 31 March 2026, the negative net worth stood at Rs. 12,864.50 lakhs. Consequent to the erosion in the net worth of CEL, the exposure of the Company to the extent of 2,936.80 lakhs is required to be impaired fully. IndAS 36 requires the company to provide for impairment in the value of investments and other financial assets by providing for the amount of impairment in the Profit & Loss Account.

- 4(b) **The holding Company has invested Rs. 2,576.88 lakhs (including accumulated share of profit as per equity method Rs. 995.52 lakhs) as equity (50% share in equity) and Rs. 20.88 lakhs towards receivable for deputation aggregating to Rs. 2,597.76 lakhs in Hyderabad Expressways Limited (HEL), a jointly controlled entity.**

As per the audited financial statements of the HEL as on 31 March 2026, the positive net worth stood at Rs. 8,040.29 lakhs including a loan of Rs. 5,761.46 lakhs advanced to CEL. As per the above paragraph, CEL has a negative net-worth of Rs. 12,864.50 lakhs as on 31 March 2026. Continuing for the reasons stated in the above paragraph, the loan advanced by HEL is in our opinion, doubtful of recovery resulting in reduction of net-worth of HEL to Rs. 2,278.83 lakhs. The Company owns 50% of the equity share capital of HEL and hence the Company share of net-worth in HEL works out to Rs. 1,139.42 lakhs vis-à-vis the exposure of Rs. 2,597.76 lakhs. This result in impairment to an extent of Rs. 1,458.34 lakhs from out of the investments made in HEL and Receivables due. Ind AS 36 requires the company to provide for this impairment in the value of investments and other financial assets by providing for the amount of impairment in the Profit & Loss Account.

Since the holding company has not impaired the cost of investments, debentures, loans granted to jointly controlled entities and trade receivables to an extent of Rs. 2,936.80 lakhs to CEL and Rs.1,458.34 lakhs to HEL in its books, the Loss for the year and other Comprehensive Income are understated by the said amount. The Other Equity in the balance sheet is overstated by Rs. 4,395.14 lakhs. Our conclusion on the statement is qualified in respect of the above matters.

Explanation:

There is an income receivable by Cyberabad Expressways Limited (CEL) due from the Government of Telangana/HGCL/HMDA. The company has won the case in Arbitration, Commercial court and two additional cases in Hon'ble High Court of Telangana. Eventhough Section 37 petition is pending in the Hon'ble High

Court of Telangana, the company is insisting the payment of dues through an Executive Petition in Commercial Court which is pending. The Company further informed that it is confident of winning the case and receive the amount of more than Rs. 400 Crores (approx.) from the Government of Telangana/HGCL/HMDA. But as there is still an opportunity to the government to further escalate the case in higher legal forums like High Court or Supreme Court, CEL, a Jointly controlled Entity, has not recognized the income as the receipt of funds is contingent in nature. Accordingly, the management has not impaired its cost of investments, loans and receivables from CEL and also from HEL.

5. **We were informed that the Holding Company did not receive the audited financial statements of Indore Dewas Tollways Limited (IDTL), which is a material subsidiary of the Holding Company for the quarter and year ended 31 March 2025 for the reasons stated there under. We were informed that the hon'ble NCLT bench at Hyderabad had admitted IDTL into Corporate Insolvency Resolution Process (CIRP) under Section 7 of the Insolvency and Bankruptcy Code (IBC), 2016 (as amended) and appointed Interim Resolution Professional (IRP). Further, a liquidator has been appointed for liquidation of IDTL. In this regard, we were informed that the Holding Company has compiled the financials results of IDTL for the year ended 31 March 2026 that were included in the statement by adopting the following procedure.**

For the period 01st April 2023 to 30th October 2023, based on books of accounts and for the period 31st October 2023 to 31st March 2026, as nil transactions.

In the absence of the consolidation of subsidiary for the full year, we are unable to determine the effects on the consolidated financial statements of the failure to consolidate the subsidiary for the full year.

Explanation:

The hon'ble NCLT bench at Hyderabad had admitted IDTL into Corporate Insolvency Resolution Process (CIRP) under Section 7 of the Insolvency and Bankruptcy Code (IBC), 2016 (as amended) and appointed Interim Resolution Professional (IRP) with effect from 31st October, 2023. We have pursued the IRP of IDTL to provide the annual accounts for the financial year 2023-24, but we have not received any information or response from him. Hence we have prepared the consolidated accounts based on the available information from 1st April 2023 to 30th October 2023. Further a liquidator has been appointed for liquidation of IDTL and no further information is provided to the company.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

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

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business and is annexed to this Board's Report in Form AOC-2 as **Annexure – II**.

There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

All the related party transactions are approved by the Audit Committee and Board of Directors in line with the Related Party Transactions Policy which includes material related party transactions for the purpose of identification and monitoring of such transactions and such Policy is placed on the website of the Company and the web link is https://www.gayatrihighways.com/pdf/CorpGov/Related_Party_Transaction_Policy_01-04-2022.pdf

FAMILIARISATION PROGRAMMES

Pursuant to Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company conducts familiarization programme for the Independent Directors to enable them to familiarize with the Company, its management and its operations so as to gain a clear understanding of their roles, rights and responsibilities for the purpose of contributing significantly towards the growth of the Company. They are given full opportunity to interact with senior management personnel and are



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

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

Pursuant to Regulation 46 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Familiarisation Programme for Independent Directors is uploaded on the website of your Company, and is accessible at <https://www.gayatrihighways.com/DirectorsFamiliarisationProgramme.html>

CODE OF CONDUCT

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

The Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct applicable to them, for the financial year ended 31st March, 2026. The said Code is available on the website of the your Company at: <https://www.gayatrihighways.com/pdf/CorpGov/GHL-Code%20of%20Conduct.pdf>

TRANSFER OF AMOUNT TO RESERVES

The Company does not propose to transfer any amount to reserves.

DIVIDEND

The Board of Directors does not recommend any dividend on the Equity Shares or Preference Shares for the financial year ended 31st March, 2026.

MATERIAL CHANGES AND COMMITMENTS

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

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

A. CONSERVATION OF ENERGY: Not Applicable

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

B. TECHNOLOGY ABSORPTION: Not Applicable

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

C. FOREIGN EXCHANGE EARNINGS AND OUTGO: Not Applicable

Total Foreign Exchange Earned: Nil

Total Foreign Exchange Outgo: Nil

STATEMENT INDICATING DEVELOPMENT AND IMPLEMENTATION OF A RISK MANAGEMENT POLICY

Regulation 21 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to constitution of Risk Management Committee are not applicable to the Company

The Company has a Risk Policy and Procedures which are implemented as a standard operating procedure for all accounting and financial matters to reduce accounting and financial risk to minimal levels and to ensure that the financial statements are free of material misstatements. The Company has comprehensive framework of risk management for assessment of risks and determine the responses to these risks so as to minimize their adverse impact on the organisation.

The Policy is available on the website of the Company at <https://www.gayatrihighways.com/pdf/CorpGov/Risk%20Policies%20and%20Procedures.pdf>

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

The Company has Corporate Social Responsibility Policy in place and is made available on Company's website, and can be accessed through the weblink:

<https://www.gayatrihighways.com/pdf/CorpGov/GHL%20-%20Corporate%20Social%20Responsibility%20Policy.pdf>

The Corporate Social Responsibility committee was constituted as follows:

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

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

Since there are no profits in the Company during the immediately preceding financial year exceeding the threshold, the company was not required to spend the amount towards Corporate Social Responsibility. The Corporate Social Responsibility Policy of the Company is annexed herewith as **Annexure-III**.

STATEMENT OF FORMAL ANNUAL EVALUATION OF THE PERFORMANCE OF THE BOARD, ITS COMMITTEES AND OF INDIVIDUAL DIRECTORS

Pursuant to the Section 134(3)(p) of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company states that it has carried out an annual performance evaluation of its Board of Directors, its Committees and individual directors. The manner in which the evaluation has been carried out has been explained in Corporate Governance Report.

CONSOLIDATED FINANCIAL STATEMENTS

In accordance with Indian Accounting Standards Ind AS – 110, Ind AS – 28 and Ind AS 31 issued by the Institute of Chartered Accountants of India and specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, your Board is attaching the Consolidated Financial Statements for the financial year ended 31st March 2026, which forms part of the Annual Report and accounts.

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

SUBSIDIARY COMPANIES, JOINTLY CONTROLLED ENTITIES AND ASSOCIATE COMPANIES

During the Financial Year ended 31st March 2026, your Company has 4 (Four) subsidiaries and 3 (Three) Jointly Controlled Entities and is as follows:

**Subsidiaries:**

Gayatri Jhansi Roadways Limited
 Gayatri Lalitpur Roadways Limited
 Indore Dewas Tollways Limited
 Balaji Highways Holding Private Limited

Jointly Controlled Entities:

Hyderabad Expressways Limited
 Cyberabad Expressways Limited
 HKR Roadways Limited

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

Indore Dewas Tollways Limited (IDTL)

The Hon'ble NCLT Bench at Hyderabad had admitted IDTL into CIRP vide its order dated 31.10.2023, in response to the application made by Union Bank of India, SAM Branch, Hyderabad under the provision of Section 7 of IBC, 2016 against the default of Rs.194,24,55,662.20/- outstanding loan to the bank and appointed Mr. Madhu Sudhanarao Mallipaddi an Insolvency Professional with IBBI Regn No. IBBI/IPA-001/IP-P-02633/2022-2023/14081 as Interim Resolution Professional (herein after called IRP).

The IRP has made public announcement in Form-A (Under Regulation 6 of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016) for the attention of the creditors of Indore Dewas Tollways Limited in Financial Express, English, Hyderabad Edition, Nava Telangana, Telugu, Hyderabad Edition, Times of India, English, Indore Edition and Swadesh, Hindi, Indore Edition on 04.11.2023 to submit their claims on or before 14.11.2023.

The IRP has received claims of Rs.648,15,30,921.43/- from Union Bank of India, State Bank of India, Punjab National Bank and India Infrastructure Finance Company Limited (IIFCL).

The IRP has constituted the COC with Union Bank of India, State Bank of India, Punjab National Bank and India Infrastructure Finance Company Limited (IIFCL) as its members and COC has appointed him as Resolution Professional with effect from 04.12.2023.

Pursuant to the vide NCLT order No. IA (IBC) (Liquidation)) No.21/2024 in CP (IB).398/7/HDB/2022 dated 25th February, 2025, it has directed for Liquidation of Indore Dewas Tollways Limited (Corporate Debtor) and it shall be conducted in the manner as laid down in Chapter III of Part II of the IBC, 2016.

Some important points of the NCLT order No. IA (IBC) (Liquidation)) No.21/2024 in CP (IB).398/7/HDB/2022 dated 25th February, 2025 as follows:

- Liquidator Appointed
- No suit or other legal proceedings shall be instituted by or against the Corporate Debtor
- Ceasing of Moratorium Declared
- Ceasing of all powers of the Board of Directors, Key Managerial Personnel and Partners of the Corporate Debtor and
- Discharge of the officers, employees and workmen except when the business of the Corporate Debtor is continued during the Liquidation process by the Liquidator.

Status of Financial Statements of IDTL and its consolidation:

With regard to the Status of financial Statements, IRP has represented that there is no business activity after his appointment i.e., 31.10.2023. Hence the consolidated financial statements were being prepared based on accounts updated upto 30.10.2023 and assumed no significant transactions during 31.10.2023 to 31.12.2023 as represented by IRP and also there is no information provided by IRP/ Liquidator for the period 01.01.2023 to 31.03.2026.

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

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

As per Rule 8 of Company's (Accounts) Rules, 2014 a Report on the financial performance of subsidiaries, associates and joint venture companies along with their contribution to the overall performance of the Company during the Financial Year ended 31st March, 2026 is enclosed as **Annexure-V**.

DEPOSITS

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

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

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

STATUTORY AUDITORS

M/s. PRSV & Co. LLP, Chartered Accountants, ICAI Firm Regn. No. S200016, the existing Statutory Auditors of the Company have tendered their resignation in writing as Statutory Auditors of the Company on 13th August, 2026.

The Company has received a written consent and certificate from M/s. PPKG & Co., Chartered Accountants (Firm Registration No. 009655S) to get appointed as Statutory Auditors of the Company.

The Board to fill the casual vacancy caused due to resignation of existing Statutory Auditors, have appointed M/s. PPKG & Co., Chartered Accountants (Firm Registration No. 009655S) in the Board Meeting held on 29th August, 2026 as Statutory Auditors of the Company, who shall hold office until the conclusion of the 20th Annual General Meeting of the Company.

Further, the Board recommends to the Members of the Company at the 20th Annual General Meeting to appoint M/s. PPKG & Co., Chartered Accountants (Firm Registration No. 009655S), as the Statutory Auditors of the Company for a term of 5 years consecutive years and to hold office from the conclusion of 20th Annual General Meeting till the conclusion of the 25th Annual General Meeting of the Company.

PARTICULARS OF EMPLOYEES

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

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

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

SHARE CAPITAL

The Paid-up Share Capital of the Company as on 31st March, 2026 is Rs. 2,156,306,800 divided into 239,651,900 Equity Shares of Rs.2/- each fully paid up and 167,700,300 9% Non-convertible Cumulative Redeemable Preference shares (NCRPS) of Rs. 10/- each.

The Company has not issued or allotted any further issue of equity share capital.

The Company has not issued any other class of shares, and has not issued any shares with differential voting rights.

The Company has not issued any sweat equity shares, bonus shares, employee stock options, and has not initiated any action of buy-back of securities.

**MANAGEMENT DISCUSSION AND ANALYSIS**

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

CEO AND CFO CERTIFICATION

Pursuant to Regulation 17(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 the annual compliance certificate given by the Chief Executive Officer and Chief Financial Officer of the Company is published in this Annual Report.

SECRETARIAL AUDITORS REPORT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors have appointed M/s V. Shankar & Co., Company Secretaries, Peer Reviewed as Secretarial Auditors to conduct Secretarial Audit of the Company for the Financial Year ended 31st March, 2026. The Secretarial Auditors Report issued in Form MR-3 is annexed to this Board's Report as **Annexure-VII**.

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

SECRETARIAL AUDIT OF MATERIAL UNLISTED INDIAN SUBSIDIARIES

The Secretarial Audit of Material Unlisted Subsidiaries of your Company i.e., Gayatri Jhansi Roadways Limited (GJRL) and Gayatri Lalitpur Roadways Limited (GLRL) for the Financial Year ended 31st March, 2026 was carried out pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Secretarial Audit Report of all the above mentioned Material Unlisted Indian Subsidiaries issued by Mr. C.N. Kranthi Kumar, Company Secretary in Practice, Peer Reviewed does not contain any qualifications, reservations or adverse remarks or disclaimers.

The Hon'ble NCLT Bench at Hyderabad had admitted one of the Material Unlisted Subsidiary of your Company i.e., Indore Dewas Tollways Limited (IDTL) into Corporate Insolvency Resolution Process vide its order dated 31.10.2023, in response to the application made by Union Bank of India, SAM Branch, Hyderabad under the provisions of Section 7 of the Insolvency and Bankruptcy Code, 2016, and had appointed an Interim Resolution Professional.

The Company has not received the Secretarial Audit Report for the financial year ended 31st March, 2026 with respect to IDTL from the IRP/ Liquidator accordingly above said Secretarial Audit Report is not attached to this Board Report.

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

ANNUAL SECRETARIAL COMPLIANCE REPORT

The Company has undertaken a check by the Practicing Company Secretary on annual basis on compliance of all applicable Securities and Exchange Board of India Regulations and circulars/ guidelines issued there under for the Financial Year ended 31st March, 2026 as per SEBI Circular No. CIR/CFD/CMD1/27/2019, Dated February 08, 2019 as amended from time to time. The Annual Secretarial Compliance Report issued by Mr. C.N. Kranthi Kumar, Company Secretary in Practice, Peer Reviewed has been submitted to the Stock Exchanges within 60 days of the end of the Financial Year 31st March, 2026 and same is annexed to this Board's Report as **Annexure-VIII (C)**.

EXPLANATIONS OR COMMENTS BY THE BOARD ON EVERY QUALIFICATION, RESERVATION OR ADVERSE REMARK OR DISCLAIMER MADE BY THE COMPANY SECRETARY IN PRACTICE IN THEIR SECRETARIAL AUDIT REPORT:

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

STATEMENT ON IMPACT OF AUDIT QUALIFICATIONS

The Statement on Impact of Audit Qualifications on the Standalone and Consolidated Financial Statements as stipulated in Regulation 33(3)(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Financial Year ended 31st March, 2026 is attached to the Financial Statements.

DETAILS OF FRAUDS

During the year, no frauds were noticed and the Statutory Auditors, Secretarial Auditors and Internal Auditors have not reported any instance of fraud under Section 143(12) of the Companies Act, 2013.

INTERNAL AUDITORS

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

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

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

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

During the year under review there were no applications made or there are no proceedings pending against the Company under the Insolvency and Bankruptcy Code, 2016.

THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF.

As the Company has not done any one time Settlement during the year under review, no disclosure is required.

CORPORATE GOVERNANCE REPORT

The Company at all times is upholding the true spirit of Corporate Governance and had implemented the best governance practices and is following the same continuously. A separate report on Corporate Governance pursuant to the provisions of Corporate Governance Code stipulated under the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 is enclosed as **Annexure-IX** as a part of the Annual Report along with the certificate from Mr. C.N.Kranthi Kumar, Company Secretary in Practice, Peer Reviewed regarding compliance of conditions of corporate governance by the Company.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has adopted a Whistle Blower Policy establishing a formal Vigil Mechanism for the Directors and Employees to report concerns about unethical behavior, actual or suspected fraud or violation of Code of Conduct and Ethics. It also provides for adequate safeguards against the victimization of employees who avail of the mechanism and provides direct access to the Chairperson of the Audit Committee in exceptional cases. It is affirmed that no personnel of the Company had been denied access to the Audit Committee. The policy is available on the Company's website <https://www.gayatrihighways.com/pdf/CorpGov/Whistle%20Blower%20Policy.pdf>

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

DETAILS OF SHAREHOLDERS' COMPLAINTS:

Shareholders / Investors Complaints	No. of Complaints
Complaints as on April 01, 2025	0
Complaints received during 2025-2026	0
Complaints not solved to the satisfaction of shareholders	NA
Complaints pending as on 31st March, 2026	0

During the year, there were no complaints were received from shareholders.

PREVENTION OF INSIDER TRADING

In compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ('the PIT Regulations') on prevention of insider trading, your Company has in place a Code of Conduct for regulating, monitoring and reporting of trading by Designated Persons. The said Code lays down guidelines, which advise Designated Persons on the procedures to be followed and disclosures to be made in dealing with the shares of the Company and cautions them on consequences of non-compliances. The code is available on the Company's website at <https://www.gayatrihighways.com/pdf/CorpGov/GHL%20-%20INSIDER%20TRADING.pdf>

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

MEETING OF INDEPENDENT DIRECTORS

In accordance with the provisions of Schedule IV (Code for Independent Directors) of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015, a meeting of the Independent Directors of the Company was held in the financial year on 10th February, 2026, without the attendance of members of the management.

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

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

STATEMENT OF COMPLIANCE WITH THE MATERNITY BENEFIT ACT, 1961

The Company is not required to comply with the relevant provisions of the Maternity Benefit Act, 1961 during the period.

Number of employees as on the closure of financial year (April 1, 2025 to March 31, 2026)

Gender	Number
Female	0
Male	3
Transgender	0
Total	3

ENVIRONMENT, HEALTH AND SAFETY

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

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

INDIAN ACCOUNTING STANDARDS (IND AS)

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

COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD AND GENERAL MEETINGS

The Company has complied with the applicable mandatory Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) for conducting the meetings of the Board and General Meetings and maintenance of records.

HUMAN RESOURCES AND INDUSTRIAL RELATIONS

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

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

CYBER SECURITY

The Company has established requisite technologies, processes and practices designed to protect networks, computers, programs and data from external attack, damage or unauthorized access. The Company is conducting training programs for its employees at regular intervals to educate the employees on safe usage of the Company's networks, digital devices and data to prevent any data breaches involving unauthorized access or damage to the Company's data. The Board of Directors are reviewing the cyber security risks and mitigation measures from time to time.

STEPS TAKEN BY THE COMPANY FOR PREVENTION OF INSIDER TRADING

- i) The Company has adopted the Policy on Code of Practices and Procedures for Fair Disclosures;
- ii) The Company has adopted Whistle Blower Policy;
- iii) The Company is closing the Trading Window during the period of declaration of Financial Results;
- iv) Identification of employees who have access to Unpublished Price Sensitive Information (UPSI) as designated persons; and
- v) Structured Digital Data Base software is maintained by the Company internally for recording the communication of the UPSI.

RECONCILIATION OF SHARE CAPITAL AUDIT

Pursuant to Regulation 76 of the Securities and Exchange Board of India (Depositories and Participants), 2018, quarterly reconciliation of share capital audit of the Company's is being carried out by an independent Practicing Company Secretary with a view to reconcile the total share capital admitted with NSDL and CDSL and held in physical form, with the issued and listed capital. The Audit Report issued by Mr. C.N.Kranthi Kumar, Company Secretary in Practice, Peer Reviewed is submitted to BSE Limited and the National Stock Exchange of India Limited and is also placed before the Board of Directors.

DESIGNATE PERSON FOR FURNISHING OR PROVIDING INFORMATION TO THE REGISTRAR OF COMPANIES WITH RESPECT TO BENEFICIAL INTEREST IN SHARES OF THE COMPANY.

Pursuant to Rule 9 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Companies Act, 2013, the Board of Directors of the Company designated Company Secretary of the Company for furnishing or providing information to the Registrar of Companies with respect to beneficial interest in shares of the company.

**ACKNOWLEDGEMENTS**

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

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

For and on behalf of the Board of Directors

Place: Hyderabad
Date: 29th August, 2026

M.V.NARASIMHA RAO
DIRECTOR
DIN: 06761474

G. JAGANNADHA RAO
DIRECTOR
DIN:01059819

NOMINATION, REMUNERATION & EVALUATION POLICY GAYATRI HIGHWAYS LIMITED

I. PREAMBLE

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

II. OBJECTIVE

The Key Objectives of the Committee would be:

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

III. DEFINITIONS

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



- “Remuneration” means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961.
- “Senior management” shall mean the officers and personnel of the listed entity who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the persons identified and designated as key managerial personnel, other than the board of directors, by the listed entity.

IV. INTERPRETATION

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

V. GUIDING PRINCIPLES

The Policy ensures that:

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

VI. ROLE OF THE COMMITTEE

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

- To formulate a criteria for determining qualifications, positive attributes and independence of a Director.
- Formulate criteria for evaluation of Independent Directors and the Board.
- Identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down in this policy.
- To carry out evaluation of every Director’s performance.
- To recommend to the Board the appointment and removal of Directors and Senior Management.
- To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- Ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- To devise a policy on Board diversity.
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

VII. MEMBERSHIP

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

VIII. CHAIRMAN

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

IX. FREQUENCY OF MEETINGS

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

X. COMMITTEE MEMBERS' INTERESTS

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

XI. VOTING

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

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

- **Appointment criteria and qualifications:**

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

- **Term / Tenure:**

1. Managing Director/Whole-time Director/Manager (Managerial Person):
Company shall appoint or re-appoint any person as its Managerial Person for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.
2. Independent Director:
 - An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for reappointment on passing of a special resolution by the Company and on the basis of the report of performance evaluation of independent directors and disclosure of such appointment in the Board's report.



- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

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

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

- **Evaluation:**

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

- **Removal:**

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

- **Retirement:**

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

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

General:

1. The remuneration / compensation / commission etc. to Managerial Person, will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the Company, wherever required.
2. The remuneration and commission to be paid to Managerial Person shall be as per the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.
3. Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Managerial Person. Increments will be effective from the date of reappointment in respect of Managerial Person and 1st April in respect of other employees of the Company.
4. Where any insurance is taken by the Company on behalf of its Managerial Person, KMP and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

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

1. Fixed pay:

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

2. Minimum Remuneration:

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

3. Provisions for excess remuneration:

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

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

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

1. Remuneration / Commission:

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

2. Sitting Fees:

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

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

3. Limit of Remuneration /Commission:

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

4. Stock Options:

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

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

(a) Qualifications of Non-Independent Director:

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

(b) Positive attributes of Non-Independent Directors:

A Non-Independent director shall be a person of integrity, who possesses relevant expertise and experience and who shall uphold ethical standards of integrity and probity; act objectively and constructively, exercise his responsibilities in a bonafide manner in the interest of the company, devote sufficient time and attention to his obligations as Director, for informed and balanced decision making and assist the company in implementing the best Corporate governance practices.

(c) Independence of Independent Directors:

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

XV. MINUTES OF COMMITTEE MEETING

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



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XVI. DEVIATIONS FROM THIS POLICY

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

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

Place: Hyderabad
Date: 29th August, 2026

G. JAGANNADHA RAO
Chairman
DIN: 01059819

M.V.NARASIMHA RAO
Member
DIN:06761474

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

Name of the Company – **Gayatri Highways Limited**

1. Details of material contracts or arrangement or transactions not at arm's length basis : **NIL**
2. Details of material contracts or arrangement or transactions at arm's length basis :
Number of material contracts or arrangements or transactions at arm's length basis – **2 [Two]**

1. Gayatri Jhansi Roadways Limited

Corporate identity number (CIN) or foreign company registration number (FCRN) or Limited Liability Partnership number (LLPIN) or Foreign Limited Liability Partnership number (FLLPIN) or Permanent Account Number (PAN)/Passport for individuals or any other registration number	CIN: U50403TG2006PLC050569
Name(s) of the related party	Gayatri Jhansi Roadways Limited
Nature of relationship	Subsidiary Company
Nature of contracts/arrangements/transactions	Major Maintenance Work Contract
Duration of the contracts/ arrangements/ transactions	January 2026 to October 2026
Salient terms of the contracts or arrangements or transactions including actual / expected contractual amount	Total Contract Value is Rs.37.16 Crore All transactions will be executed on arm's length basis and in the ordinary course of business;
Date of approval by the Board (DD/MM/YYYY)	18/01/2026 (Resolution passed by the members through postal ballot)
Amount paid as advances, if any	Rs. Nil

2. Gayatri Lalitpur Roadways Limited

Corporate identity number (CIN) or foreign company registration number (FCRN) or Limited Liability Partnership number (LLPIN) or Foreign Limited Liability Partnership number (FLLPIN) or Permanent Account Number (PAN)/Passport for individuals or any other registration number	CIN : U45203TG2006PLC050554
Name(s) of the related party	Gayatri Lalipur Roadways Limited
Nature of relationship	Subsidiary Company
Nature of contracts/arrangements/transactions	Major Maintenance Work Contract
Duration of the contracts/ arrangements/ transactions	January 2026 to October 2026
Salient terms of the contracts or arrangements or transactions including actual / expected contractual amount	Total Contract Value is Rs. Rs.37.78 Crore All transactions will be executed on arm's length basis and in the ordinary course of business;
Date of approval by the Board (DD/MM/YYYY)	18/01/2026 (Resolution passed by the members through postal ballot)
Amount paid as advances, if any	Rs.Nil

For and on behalf of the Board of Directors

Place: Hyderabad
Date: 29th August, 2026

M.V.NARASIMHA RAO
DIRECTOR
DIN: 06761474

G. JAGANNADHA RAO
DIRECTOR
DIN : 01559819

Report on Corporate Social Responsibility (CSR) Policy and Activities

as per Rule 8 of Companies (Corporate Social Responsibility Policy) Rules, 2014

1. Brief outline on CSR Policy of the Company:

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

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

2. Composition of CSR Committee:

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

3. Web-link of the website of the company where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed: <https://www.gayatrihighways.com/pdf/CorpGov/GHL%20-%20Corporate%20Social%20Responsibility%20Policy.pdf>
4. Details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, and (if applicable) the report shall be attached: NA
5. Details of the amount available and required for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014: NA

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

6. Average net profit of the company as per section 135(5): NIL
7. a. Two percent of average net profit of the company as per section 135(5): NIL



- b. Surplus arising out of the CSR projects or programme or activities of the previous financial years: NIL
 c. Amount required to be set off for the financial year(if any):NIL
 d. Total CSR obligation for the financial year: NIL

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

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

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

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)
S.No	Name of the Project	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/No)	Location of the Project		Project Duration	Amount allocated for the project (in Rs.)	Amount transferred to Unspent CSR Account for the project as per Section 135 (6) (in Rs.)	Mode of implement action Direct (Yes/No)	Mode of implementation Through Implementing Agency
				State	District					Name CSR registration Number
1.	-	-	-	-	-	-	-	-	-	-
2.	-	-	-	-	-	-	-	-	-	-
	Total									

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

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

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

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

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

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

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

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

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

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

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

For and on behalf of Corporate Social Responsibility Committee

Place: Hyderabad
Date: 29th August, 2026

M.V. Narasimha Rao
Chairman
DIN: 06761474

G. Jagannadha Rao
Member
DIN: 01059819

Form AOC-I

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

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

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

1. Number of Subsidiaries

Sl. No.		1	2	3	4
1.	CIN/ any other Registration number of subsidiary company	U45400TG2010PTC068181	U45200TG2010PLC068238	U50403TG2006PLC050569	U45203TG2006PLC050554
2.	Name of the Subsidiary	Balaji Highways Holding Limited	Indore Dewas Tollways Private Limited	Gayatri Jhansi Roadways Limited	Gayatri Lalitpur Roadways Limited
3.	The date since when subsidiary was acquired	01/03/2021	31/03/2017	31/03/2017	31/03/2017
4.	Provisions pursuant to which the company has become a subsidiary (Section 2(87)(i) / Section 2(87)(ii))	Section 2(87) (ii)	Section 2(87) (ii)	Section 2(87) (ii)	Section 2(87) (ii)
5.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	NA	NA	NA	NA
6.	Reporting Currency and Exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries	NA	NA	NA	NA
7.	Share capital	10.00	5.00	4,240.00	3,179.80
8.	Reserves & surplus	(26.30)	(51,716.01)	(980.21)	2,331.55
9.	Total assets	254.70	72,263.15	12,287.13	10,222.21
10.	Total Liabilities	271.00	1,18,949.16	9,027.34	9,373.95
11.	Investments	—	—	—	—
12.	Turnover	—	—	2,558.28	2,183.26
13.	Profit / (Loss) before taxation	(1.09)	—	(1,495.40)	(2,390.27)
14.	Provision for taxation	—	—	48.48	642.22
15.	Profit / (Loss) after taxation	(1.09)	—	(1,543.88)	(3,032.48)
16.	Proposed Dividend	—	—	—	—
17.	% of shareholding	99.99%	66.64%	51%	51%

2. Number of subsidiaries which are yet to commence operations.

Sl. No.	CIN/any other registration number	Names of subsidiaries which are yet to commence operations
		NIL

3. Number of subsidiaries which have been liquidated or sold during the year.

Sl. No.	CIN/any other registration number	Names of subsidiaries which are yet to commence operations
		NIL

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

4. Number of Associates / Joint Ventures

(Amount in ₹ Lakhs)

Name of Associates/Joint Ventures	Hyderabad Expressways Limited (Jointly Controlled -Entity)	Cyberabad Expressways Limited (Jointly Controlled -Entity)	HKR Roadways Limited (Jointly Controlled -Entity)
1. Latest audited Balance Sheet Date	31st March, 2026	31st March, 2026	31st March, 2026
2. Date on which the Associate or Joint Venture was associated or acquired	31st March, 2017	31st March, 2017	31st March, 2017
3. Shares of Associate/Joint Ventures held by the company on the year end			
A. Number	9,90,000	6,24,462	12,06,995
B. Amount of Investment in Associates/Joint Venture	99.00	62.45	1270.70
C. Extent of Holding %	50%	31.54%	26%
4. Description of how there is significant influence	Voting Power above 20%	Voting Power above 20%	Voting Power above 20%
5. Reason why the associate/venture is not consolidated	N.A.	N.A.	N.A.
6. Networth attributable to Shareholding as per latest audited Balance Sheet	4,020.15	(4,057.27)	(2,664.52)
7. Profit / (Loss) for the year			
i. Considered in Consolidation	147.37	-	-
ii. Not Considered in Consolidation	-	-	-

5. Number of associates or joint ventures which are yet to commence operations

Sl. No.	CIN/any other registration number	Names of associates or joint ventures which are yet to commence operations
		NIL

6. Number of associates or joint ventures which have been liquidated or sold during the year

Sl. No.	CIN/any other registration number	Names of associates or joint ventures which are yet to commence operations
		NIL

For and on behalf of the Board

M.V. NARASIMHA RAO
Director
DIN: 06761474

G. JAGANNADHA RAO
Director
DIN: 01059819

K.G. NAIDU
Chief Executive Officer

P.K. SAHOO
Chief Financial Officer

P. RAJ KUMAR
Company Secretary

Place : Hyderabad
Date: 29th August, 2026

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

Amount in ₹ Lakhs

PART - A Subsidiaries		Name of the Subsidiary			
Sl. No.		Balaji Highways Holding Private Limited	Indore Dewas Tollways Limited	Gayatri Jhansi Roadways Limited	Gayatri Lalitpur Roadways Limited
1.	The date since when subsidiary was acquired	01-03-2021	31-03-2017	31-03-2017	31-03-2017
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	NA	NA	NA	NA
3.	Reporting Currency and Exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries	—	—	—	—
4.	Share capital	10.00	5.00	4,240.00	3,179.80
5.	Reserves and Surplus	(26.30)	(51,716.01)	(980.21)	2,331.55
6.	Total Assets	254.70	74,263.15	12,287.13	10,222.21
7.	Total Liabilities	271.00	1,18,949.16	9,027.34	9,373.95
8.	Investments (Refer Note 4 below)	—	—	—	—
9.	Turnover	—	—	2,558.28	2,183.26
10.	Profit/ (Loss) before Taxation	(1.09)	—	(1,495.40)	(2,390.27)
11.	Tax Expense/ (Benefit)	—	—	48.48	642.22
12.	Profit/ (Loss) after Taxation	(1.09)	—	(1,543.88)	(3,032.48)
13.	Other Comprehensive Income	—	—	11.95	11.37
14.	Total Comprehensive Income	(1.09)	—	(1,531.93)	(3,021.11)
15.	Proposed Dividend	—	—	—	—
16.	% of shareholding	99.99%	66.64%	51%	51%

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

S.No.	Name of the Company	Address
NIL		

4. Number of Associate / Joint Venture
Part-B-Associate and Joint Ventures

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Amount in ₹ lakhs

S. No.	Name of Associates/ Joint Ventures	Latest audited Balance Sheet Date	Date on which the Associate or Joint Ventures was associated or acquired	Shares of Associate/Joint Ventures held by the company on the year end			Description of how there is significant influence	Reason why the associate/ joint venture is not consolidated	Networth attributable to Share holding as per latest audited Balance Sheet	Profit/Loss for the year	
				No.	Amount of Investment in Associate/ Joint Venture	Extend of Holding %				i. Considered in Consolidation	ii. Not Considered in Consolidation
1	Hyderabad Expressways Limited	31-03-2026	31-03-2017	9,90,000	99.00	50%	Voting power above 20%	N.A.	4,020.15	147.37	—
2	Cyberabad Expressways Limited	31-03-2026	31-03-2017	6,24,462	62.45	31.54%	Voting power above 20%	N.A.	(4,057.27)	—	—
3	HKR Roadways Limited	31-03-2026	31-03-2017	12,06,990	120.700	26%	Voting power above 20%	N.A.	(2,664.52)	—	—

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

S. No.	Name of the Company	Address
NIL		

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

S. No.	Name of the Company	Address
NIL		

For and on behalf of the Board of Directors

Place: Hyderabad
Date: 29th August, 2026

M.V. NARASIMHA RAO
DIRECTOR
DIN: 06761474

G. JAGANNADHA RAO
DIRECTOR
DIN:01059819

MANAGEMENT DISCUSSION AND ANALYSIS

COMPANY'S OVERVIEW

Gayatri Highways Limited - GHL ("the Company") was incorporated during the year 2006 in accordance with the provisions of Companies Act, 1956. The Company on its own and through its jointly controlled entities is in the business of construction, operations and maintenance of carriageways on toll and annuity basis pursuant to the development agreements with the Central and State Governments and makes investments in companies engaged in the construction, operations and maintenance of roads, highways, vehicle bridges and tunnels and toll roads. The registered office of the Company is located at 5th Floor, A-Block, 6-3-1090, TSR Towers, Rajbhavan Road, Somajiguda, Hyderabad - 500082, Telangana.

INDUSTRY ANALYSIS - GLOBAL ECONOMY

The global economy continued to experience a mixed growth environment during FY 2025-26 amidst persistent geopolitical tensions, evolving trade dynamics, inflationary pressures and fluctuations in commodity prices. Central banks across major economies adopted a cautious approach towards monetary policy, balancing inflation control with growth objectives. Supply chain realignments, technological advancements, particularly in artificial intelligence and digital infrastructure, and changing workforce dynamics continued to reshape the global business landscape. While inflationary pressures moderated in several economies, uncertainties arising from geopolitical developments and global trade conditions remained key challenges for businesses and policymakers.

INDUSTRY ANALYSIS – INDIAN ECONOMY

The Indian economy remained one of the fastest-growing major economies, supported by strong domestic demand, sustained public capital expenditure and continued policy reforms. The Government of India maintained its focus on infrastructure development as a key driver of economic growth through investments in roads, railways, logistics, urban infrastructure and renewable energy projects. Flagship programmes such as Bharatmala Pariyojana, PM Gati Shakti, the National Infrastructure Pipeline (NIP) and the National Monetisation Pipeline (NMP) continued to support the creation of world-class infrastructure and improve connectivity across the country.

The roads and highways sector continued to witness significant growth driven by increased investments in construction, expansion and modernization of the national highway network. The Government's continued emphasis on enhancing logistics efficiency, reducing transportation costs and improving connectivity is expected to generate substantial opportunities for infrastructure developers and contractors. Simultaneously, investments in railway infrastructure, including dedicated freight corridors, station redevelopment, network expansion, electrification and rolling stock modernization, are expected to contribute to long-term growth in the infrastructure sector.

OPPORTUNITIES AND THREATS

India is one of the most compelling long-term growth opportunities globally and locally. The Union Budget 2026–27 set the capital expenditure for infrastructure at Rs.12.2 lakh crores. Railways, highways, ports, and logistics upgrades create multiplier effects. This boosts real estate, logistics, supply chains, and manufacturing hubs.

If there's one best sector to invest in India where the budget has committed the most capital is, it's transportation. Roads and Highway allocations have increased nearly 500% over the last decade.

The expanding working-age population, rising urbanisation, increasing formalisation and rapid digital adoption are fundamentally reshaping consumption patterns.

With the Company's risk management approach and good corporate governance approach, it can anticipate, assess, manage and mitigate risks, and ensures business continuity, operational excellence and sustainable growth in the present evolving market.

SEGMENT WISE PERFORMANCE

The Company is operating in one segment of Build-Operate-Transfer (BOT).

The Company continues to focus on opportunities by partnering with BOT concessionaires for the EPC scope of the project.

BUSINESS OUTLOOK:

The Union Budget 2026–27 aims to strengthen India's long-term growth trajectory through higher public expenditure, infrastructure expansion, and private sector participation aligned with the vision of Viksit Bharat @2047.

The government has proposed the establishment of an Infrastructure Risk Guarantee Fund to strengthen private sector confidence in infrastructure development, along with a dedicated pipeline for PPP-led projects and investment. In order to anticipate private sector investment and to address employment and consumption in rural India, the budget places a strong emphasis on the development of roads, shipping, and railways.

The increasing adoption of technology-driven project management systems, digital monitoring mechanisms, sustainable construction practices, and enhanced safety standards is expected to improve project execution and operational efficiency across the sector. Furthermore, growing emphasis on green and resilient infrastructure is likely to create new opportunities for companies capable of delivering projects in accordance with evolving environmental, social and governance (ESG) expectations.

During the year, the Company achieved revenue of Rs. 5,205.83 Lakhs and achieved net profit of Rs.2057.60 Lakhs on a standalone basis when compared to last year revenue of Rs.2,586.66 Lakhs of revenue and Rs.17.76 Lakhs of net profit. The Company is trying to strengthen its present projects and maintain its momentum which is created during the year 2025-26.

RISKS AND CONCERNS

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

The Company's risk management approach is embedded within its core corporate governance approach, framework and proactive response to emerging challenges for assessment of business risks, operating controls and in compliance with Company's policies.

INTERNAL CONTROL SYSTEM AND ITS ADEQUACY

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

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

**FINANCIAL PERFORMANCE & OPERATIONAL PERFORMANCE:****A. FINANCIAL CONDITION:****Capital Structure:**

The Paid-up Share Capital of the Company as on 31st March, 2026 is ₹ 21,563.07 Lakhs divided into 239,651,900 Equity Shares of ₹ 2/- each fully paid up and 167,700,300 9% Non-convertible Cumulative Redeemable Preference shares (NCRPS) of ₹10/- each.

Other Equity:

The retained earnings in other equity of the company as on 31st March, 2026 stand at ₹ (26,703.37) Lakhs as compared to ₹ (28,760.97) Lakhs in the previous year.

There is no change in Capital reserve in other equity of the company as on 31st March, 2026 when compared to ₹ 4,738.35 Lakhs in the previous year.

Fixed Assets:

During the financial year 2025-26, a computer software with lifetime access acquired for ₹ 0.42 Lakhs, whereas during the previous year 2024-25, no fixed assets were acquired by the company.

Sundry Debtors:

Sundry debtors increased to ₹ 705.42 Lakhs as on 31st March, 2026 as against ₹ 220.40 Lakhs debtors in the previous year. These debtors are considered good and realizable.

Cash and Bank Balances:

Cash and Bank balances with Scheduled Banks stood to ₹ 72.57 Lakhs as against ₹ 266.25 Lakhs in the previous year, additionally the company has no fixed deposits with original maturity of 3 months or less as on 31.03.2026, whereas the company has fixed deposits with original maturity of 3 months or less of ₹ 15 Lakhs as on 31.03.2025. The company also has investments in liquid debt funds (Cash equivalent) worth of ₹ 84.84 Lakhs as on 31.03.2026 and ₹ 1,266.67 Lakhs as on 31.03.2025. In addition to the above, as on 31.03.2026, the Company has a bank balance of Rs.1,098.40 Lakhs in the Escrow A/c opened during FY 2025-26 with Kotak Mahindra Bank towards OTS Settlement of Term Loan from IFIN.

Loans and Advances:

Long Term Loans and Advances is ₹ Nil in the current year as well as in the previous year.

Short Term Loans and Advances is ₹ 2,853.28 Lakhs as against ₹ 2,642.17 Lakhs in the previous year.

Current Liabilities:

Current Liabilities as on 31st March, 2026 is ₹ 10,833.16 Lakhs as against ₹ 13,203.36 Lakhs in the previous Year.

B. OPERATIONAL RESULTS:
Turnover:

During the financial year 2025-26 the revenue from operations of the Company was ₹ 1,455.15 Lakhs and income from other sources as on 31st March, 2026 was ₹ 3,750.68 Lakhs, compared to the revenue from operations of the company was ₹ 569.02 Lakhs and income from other sources was ₹ 2,017.64 Lakhs, in the previous financial year.

Depreciation:

The Company has provided for depreciation of ₹ 5.09 Lakhs during the financial year 2025-26 whereas depreciation of ₹ 6.69 Lakhs provided in the previous financial year.

Provision for Tax:

The Company has provided for income tax of ₹ 32.47 Lakhs in the financial year 2025-26 and has provided for Nil in the previous financial year.

Net Profit:

The Net profit of the Company after tax is ₹ 2,057.60 Lakhs as against ₹ 17.76 Lakhs in the previous year.

Earnings per Share:

The Earnings per Share of the Company as on 31st March, 2026 is ₹ 0.86 per share for Face Value of ₹ 2/- as against ₹ 0.01 per share for Face Value of ₹ 2/- in the previous year.

HUMAN RESOURCE DEVELOPMENT AND INDUSTRIAL RELATIONS:

The Company believes that the Company's growth and future success depend largely on the skills of the Company's workforce, including executives and officers, as well as the designers and engineers and the attraction of critical skills. The loss of the services of one or more of these employees could impair the Company's ability to continue to implement its business strategy. The Company's success also depends, on its continued ability to attract and retain experienced and qualified employees. The Company is committed to building the competencies of its employees and improving their performance through training and development. The Company focus is on identifying gaps in its employees' competencies and preparing employees for changes in competitive environments, as well as to meet organizational challenges.

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

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

Ratio	FY 2025-26	FY 2024-25	Change	Note
Debtor Turnover (Days)	32.46	19.24	(68.67) %	A
Interest Coverage Ratio	2.38	1.02	(133.44) %	B
Current Ratio	0.53	0.34	(54.46) %	C
Debt Equity Ratio	(2.42)	(2.25)	(7.56) %	-
Operating profit margin %	69.06%	59.54%	(15.99) %	-
Net profit margin %	39.44%	1.19%	(3,226.28) %	D
Return on Net worth %	42.84%	0.64%	(6,594.36) %	E



- A. Debtors increased during the year end when compared to previous year end.
- B. Earnings have increased during the year when compared to previous year.
- C. Trade Receivables has increased during the year end when compared to previous year end.
- D. Net profit margin is improved as profits increased.
- E. Return on Net worth margin is improved as profits increased.
- F. The Company has no Inventory hence Inventory Turnover Ratio is not applicable.

DISCLOSURE OF ACCOUNTING TREATMENT

Where in the preparation of financial statements, a treatment different from that prescribed in an Accounting Standard has been followed, the fact shall be disclosed in the financial statements, together with the management's explanation as to why it believes such alternative treatment is more representative of the true and fair view of the underlying business transaction.

CAUTIONARY STATEMENT:

The statements in the "Management Discussion and Analysis Report" describing the Company's objective, projections, estimates, forecast or expectations may be "forward-looking statements" within the meaning of applicable laws and regulations. Actual results may differ materially or substantially from those expressed or implied therein due to the risks and uncertainties. Important factors that could make a difference to the Company's operations include, among others, economic conditions affecting demand / supply and price conditions in the domestic and overseas markets in which the Company operates, changes in the Government regulations, tax laws, economic, political developments within the country and other factors such as litigations and industrial relations.

Place: Hyderabad
Date: 29th August, 2026

M.V. NARASIMHA RAO
DIRECTOR
DIN: 06761474

G. JAGANNADHA RAO
DIRECTOR
DIN: 01059819

SECRETARIAL AUDIT REPORT

For the financial year ended March 31, 2026

FORM NO MR 3

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

To

The Members,

M/s. Gayatri Highways Limited

5th Floor, 'A' Block, TSR Towers, 6-3-1090,

Rajbhavan Road, Somajiguda, Hyderabad- 500082

CIN-L45100TG2006PLC052146

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

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period ended on March 31, 2026 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/s Gayatri Highways Limited ("Company")** for the financial year ended on March 31, 2026 according to the provisions of:

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

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

Secretarial Standards issued by The Institute of Company Secretaries of India

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

I further report that:

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

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

The Company has complied with the requirements of Regulation 3(5) and 3(6) of SEBI (PIT) Regulations, 2015. i.e., maintenance of Structured Digital Database (SDD) and submission of Compliance Certificate to the Stock Exchanges.

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

The financial creditor i.e., Union Bank of India, SAM Branch, Hyderabad, Telangana, had filed an application under section 7 of the Insolvency and Bankruptcy Code, 2016 read with the Insolvency and Bankruptcy (Application to Adjudicating Authority) Rules, 2016 on Indore Dewas Tollways Limited ("Material Subsidiary") before the Hon'ble National Company Law Tribunal, Hyderabad Bench, Hyderabad for the defaulting amount of Rs. 194,24,55,662/- and the application vide Company Petition IB/398/07/HDB/2022 has been admitted on 31/10/2023. NCLT vide its order IA (IBC)(Liq)No.21/2024 in CP (IB).398/7/HDB/2022 has directed for Liquidation and Indore Dewas Tollways Limited is still under liquidation.

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

Place:Hyderabad

Date: 17.07.2026

UDIN : F007638H000870390

For V.Shankar & Co.,
Company Secretaries

V.Shankar
CP No. 8446, FCS. 7638

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

Annexure A

To

The Members,

M/s. Gayatri Highways Limited,

5th Floor, A-Block, TSR Towers, 6-3-1090,

Rajbhavan Road, Somajiguda, Hyderabad- 500082

CIN-L45100TG2006PLC052146

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

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

Place:Hyderabad

Date: 17.07.2026

UDIN : F007638H000870390

For V.Shankar & Co.,
Company Secretaries

V.Shankar
CP No. 8446, FCS. 7638

Form No. MR - 3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026

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

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

Based on my verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31-03-2026, 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 Company for the financial year ended on 31-03-2026, 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 thereunder; **Not applicable during the financial year**
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; **To the extent applicable**
- (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 financial year**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (**‘SEBI Act’**):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **Not applicable during the financial year**
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; **To the extent applicable**
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not applicable during the financial year**
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity Shares) Regulations, 2021; **Not applicable during the financial year**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities Debt Securities) Regulations, 2021; **Not applicable during the financial year**

- (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; **Not applicable during the financial year**
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations 2021; **Not applicable during the financial year**
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not applicable during the financial year**
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; **To the extent applicable**
- (vi) (a) The Income Tax Act, 1961
- (b) The Goods and Services Tax, 2017
- (c) The Indian Contract Act, 1872
- (d) The Indian Stamp Act, 1899
- (e) The Registration Act, 1908
- (f) The Indian Stamp (Telangana Amendment) Act, 2022
- (g) The Shops and Establishment Act, 1988
- (h) The Competition Act, 2002 [To the extent applicable]

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 Listing Agreements entered into by the Company with Stock Exchange(s); **Not applicable to the Company**

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

I further report that:

The Board of Directors of the Company is duly constituted with Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

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

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

I further report that during the audit period, the Company has no such specific events / actions which may have a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc., referred to above.

**Reporting of Fraud as per Section 143(12) and (14) of the Act**

As an Auditor in the course of performance of my duties as Auditor, no offence of fraud involving the prescribed amounts is being or has been committed against the Company by its officers or employees of the Company for which the matter is to be reported to the Central Government or Audit Committee or Board of Directors of the Company.

Note: This report is to be read with my letter of even date which is annexed as Annexure – ‘A’ forming an integral part of this report.

Place: Hyderabad
Date: 05/05/2026

C.N. Kranthi Kumar
Company Secretary in Practice
M.No. F9255 CP. No. 13889
UC: I2014AP1227000
PR - 6218/2024
UDIN: F009255H000279943

Annexure A

To
The Members,
Gayatri Jhansi Roadways Limited

Based on audit, my responsibility is to express an opinion on the compliance with the applicable laws and maintenance of records by the Company. I have conducted the audit in accordance with the applicable auditing standards CSAS 1 to CSAS 4 ("CSAS") prescribed by the Institute of Company Secretaries of India ("ICSI"). These Standards require that the Auditor complies with statutory and regulatory requirements and plan and perform the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the CSAS.

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

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

Place: Hyderabad
Date: 05/05/2026

C.N. Kranthi Kumar
Company Secretary in Practice
M.No. F9255 CP. No. 13889
UC: I2014AP1227000
PR - 6218/2024
UDIN: F009255H000279943

Form No. MR - 3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026

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

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

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31-03-2026, 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 Company for the financial year ended on 31-03-2026, 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 thereunder; **Not applicable during the financial year**
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; **To the extent applicable**
- (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 financial year**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('**SEBI Act**'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **Not applicable during the financial year**
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; **To the extent applicable**
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not applicable during the financial year**
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity Shares) Regulations, 2021; **Not applicable during the financial year**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities Debt Securities) Regulations, 2021; **Not applicable during the financial year**

- (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; **Not applicable during the financial year**
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations 2021; **Not applicable during the financial year**
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not applicable during the financial year**
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; **To the extent applicable**
- (vi) (a) The Income Tax Act, 1961
- (b) The Goods and Services Tax, 2017
- (c) The Indian Contract Act, 1872
- (d) The Indian Stamp Act, 1899
- (e) The Registration Act, 1908
- (f) The Indian Stamp (Telangana Amendment) Act, 2022
- (g) The Shops and Establishment Act, 1988
- (h) The Competition Act, 2002 [To the extent applicable]

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 Listing Agreements entered into by the Company with Stock Exchange(s); **Not applicable to the Company**

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

I further report that:

The Board of Directors of the Company is duly constituted with Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

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

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

I further report that during the audit period, the Company has no such specific events / actions which may have a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc., referred to above.

**Reporting of Fraud as per Section 143(12) and (14) of the Act**

As an Auditor in the course of performance of my duties as Auditor, no offence of fraud involving the prescribed amounts is being or has been committed against the Company by its officers or employees of the Company for which the matter is to be reported to the Central Government or Audit Committee or Board of Directors of the Company.

Note: This report is to be read with my letter of even date which is annexed as Annexure – ‘A’ forming an integral part of this report.

Place: Hyderabad
Date: 05/05/2026

C.N. Kranthi Kumar
Company Secretary in Practice
M.No. F9255 CP. No. 13889
UC: I2014AP1227000
PR - 6218/2024
UDIN: F009255H000279382

Annexure A

To
The Members,
Gayatri Lalitpur Roadways Limited

Based on audit, my responsibility is to express an opinion on the compliance with the applicable laws and maintenance of records by the Company. I have conducted the audit in accordance with the applicable auditing standards CSAS 1 to CSAS 4 ("CSAS") prescribed by the Institute of Company Secretaries of India ("ICSI"). These Standards require that the Auditor complies with statutory and regulatory requirements and plan and perform the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the CSAS.

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

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

Place: Hyderabad
Date: 05/05/2026

C.N. Kranthi Kumar
Company Secretary in Practice
M.No. F9255 CP. No. 13889
UC: I2014AP1227000
PR - 6218/2024
UDIN: F009255H000279382

**SECRETARIAL COMPLIANCE REPORT
of Gayatri Highways Limited
for the year ended 31/03/2026**

I have examined:

- (a) all the documents and records made available to me and explanation provided by Gayatri Highways Limited ("the listed entity"),
- (b) the filings / submissions made by the listed entity to the Stock Exchanges,
- (c) website of the listed entity,
- (d) any other document / filing, as may be relevant, which has been relied upon to make this Report, for the year ended 31/03/2026 ("Review Period") in respect of compliance with the provisions of:
 - (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the regulations, circulars, guidelines issued thereunder; and
 - (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by SEBI;

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

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable as there were no reportable events during the review period)
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (Not applicable as there were no reportable events during the review period)
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable as there were no reportable events during the review period)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021; (Not applicable as there were no reportable events during the review period)
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2021; (Not applicable as there were no reportable events during the review period)
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; (To the extent applicable)

and circulars / guidelines issued thereunder;

and based on the above examination, I hereby report that, during the review period:

- I a) The listed entity has complied with the provisions of the above Regulations and circulars / guidelines issued thereunder, except in respect of matters specified below: -

Sr. No.	Compliance Requirement (Regulations / Circulars / Guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action
NIL					
Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks	
NIL					

- (b) The listed entity has taken the following actions to comply with the observations made in previous reports:-

Sr. No.	Compliance Requirement (Regulations / Circulars / Guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action
NIL					

Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
NIL				

II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS
A	Compliances with the following conditions while appointing / re-appointing an auditor i. If the auditor resigns within 45 days from the end of a quarter of a financial year, then the auditor shall, before such resignation, issue the limited review/audit report for such quarter; or ii. If the auditor resigns after 45 days from the end of a quarter of a financial year, then the auditor shall, before such resignation, issue the limited review/audit report for such quarter as well as the next quarter; or iii. Notwithstanding the above, if the auditor has signed the limited review/audit report for the first three quarters of a financial year, then the auditor before such resignation, issue the limited review/audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA NA NA	No such reportable event No such reportable event No such reportable event
B	Other conditions relating to resignation shall include		
	(i) Reporting of concerns with respect to the listed entity / its material subsidiary to the Audit Committee: a. In case of any concern with the management of the listed entity/material subsidiary such as nonavailability of information / non-cooperation by the management which may hamper the audit process, the auditor shall approach the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings. b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents shall be brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor shall inform the Audit Committee of the details of information/ explanation sought and not provided by the management, as applicable. c. On receipt of such information from the auditor relating to the proposal to resign as mentioned above the Audit Committee / board of directors, as the case may be, shall deliberate on the matter and communicate its views to the management and the auditor.	NA NA NA	No such reportable event No such reportable event No such reportable event

	(ii) Disclaimer in case of non-receipt of information: In case the listed entity/its material subsidiary does not provide information required by the auditor, to that extent, the auditor shall provide an appropriate disclaimer in the audit report, which may be in accordance with the Standards of Auditing as specified by ICAI / NFRA.	NA	No such reportable event
	C) The listed entity/its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure - A in SEBI Circular CIR/CFD/CMD1/ 114/2019 dated 18th October, 2019.	NA	No such reportable event

III. I hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS
1	Secretarial Standard The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	None
2	Adoption and timely updation of the Policies - All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. - All the policies are in conformity with SEBI Regulations and has been reviewed & updated on time as per the regulations / circulars / guidelines issued by SEBI.	Yes Yes	None None
3	Maintenance and disclosures on Website - The Listed entity is maintaining a functional website. - Timely dissemination of the documents/ information under a separate section on the website. - Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s) / section of the website.	Yes Yes Yes	None None None
4	Disqualification of Director(s) None of the director(s) of the listed entity is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity	Yes	None



5	Details related to subsidiaries of listed entities have been examined w.r.t: (a) Identification of material subsidiary companies. (b) Disclosure requirement of material as well as other subsidiaries.	Yes Yes	None None
6	Preservation of Documents The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	None
7	Performance Evaluation The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every Financial Year/during the Financial Year as prescribed in SEBI Regulations.	Yes	None
8	Related Party Transactions (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions. (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/rejected by the Audit committee.	Yes NA	None None
9	Disclosure of events or information The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	None
10	Prohibition of Insider Trading The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	None
11	Actions taken by SEBI or Stock Exchange(s), if any No Actions has been taken against the listed entity / its promoters / directors / subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars / guidelines issued thereunder. (or) The actions taken against the listed entity / its promoters / directors / subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	Yes N.A	None None

12	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	No such reportable event
13	Additional Non-compliances, if any No any additional non-compliance observed for any SEBI regulation/circular/guidance note etc. except as reported above.	Yes	None

Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. My responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Kurnool
Date: 30/04/2026

C.N. Kranthi Kumar
 Company Secretary in Practice
 M.No. F9255 CP. No. 13889
 UC : I2014AP1227000
 PR - 6218/2024
 UDIN: F009255H000238154

REPORT ON CORPORATE GOVERNANCE

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

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

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

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

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

2. BOARD OF DIRECTORS:

a) Composition and Category of Directors:

The Company endeavours to have an optimum combination of Executive and Non-Executive Directors to maintain the independence of the Board and separate the functions of Governance and Management through Board and Committees. As at 31st March, 2026, the Board of Directors ("Board") comprises of 6 (Six) Directors and all are Non-Executive and Independent Directors.. The composition and category of the Board of Directors is as follows:

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

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

The particulars of attendance of Board Meetings and Annual General Meeting by Directors for the financial year ended 31st March, 2026 has been set out here below:

Sl. No	Name of Director	No. of Board Meetings		Attendance at last AGM on 29.09.2025
		Held	Attended	
1.	Mr. M.V. Narasimha Rao	6	6	Present
2.	Mr. G. Jagannadha Rao	6	6	Present
3.	Ms. P. Laxmi	6	6	Present
4.	Mr. Krishnamurthy Chaturvedi	6	6	Present
5.	Mr. Desina Balarama Krishna	6	6	Present
6.	Ms. Venkata Sindhuja Pothapragada	6	6	Present

c) Number of other board of directors or committees in which a directors is a member or chairperson:

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

- The other directorship also includes the Partnership in Limited Liability Partnership (LLP).
- The Directors of Gayatri Highways Limited do not hold Directorships in any other listed entities.
- The Number of Directorships, Committee memberships and Chairmanships of all listed and unlisted companies are within the limits as per Regulation 26 of SEBI (LODR) Regulations, 2015.
- The number of total directorships is in accordance with Section 165 of the Companies Act, 2013.

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

In terms of compliance with the requirement of Regulation 17(2) of SEBI (LODR) Regulations, 2015, 6 (Six) Board Meetings were held during the financial year ended 31st March, 2026, as against the minimum requirement of four meetings.

The dates on which the Board meetings were held are 27th May, 2025, 12th August, 2025, 18th October, 2025, 13th November, 2025, 11th December, 2025, and 12th February, 2026.

e) Disclosure of relationship between directors inter-se

None of the Directors are related to any other Director.



f) Number of Shares and convertible instrument held by Non- Executive Directors;

The number of equity shares and convertible instruments of the Company held by the non-executive directors, as on 31st March, 2026 are as follows:

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

g) Web link where details of familiarization programmes imparted to independent directors:

Your Company follows a structured orientation and familiarisation programme through various reports/codes/internal policies for all the Directors with a view to update them on the Company's policies and procedures on a regular basis. Periodic presentations are made at the Board Meetings on business and performance, long term strategy, initiatives and risks involved.

The framework on familiarisation programme has been posted in the website of the Company. The details of familiarization programme is available on the website: <https://www.gayatrihighways.com/DirectorsFamiliarisationProgramme.html>

h) A chart or a matrix setting out the skills/expertise/competence of the Board of Directors

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

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

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

S.No.	Name of the Director	Category	Specialisation
1.	Mr. M.V. Narasimha Rao	Independent Director	Over 47 years of experience. He was Country Head for Sheladia Associate Inc and has also worked as Resident Engineer for Louis Berger Inc. Afghanistan, General Manager for National Highways Authority of India and Superintendent Engineer for Roads & Buildings Department, Andhra Pradesh. He is empanelled as an Arbitrator and also as a Disputes Resolution Expert by the Indian Council of Arbitrators.

2.	Mr. G. Jagannadha Rao	Independent Director	Over 48 years of Experience. He has worked as a Resident Engineer for ADB Project at Visakhapatnam Dy. General Manager for National Highways Authority of India and Executive Engineer, NH Division, Visakhapatnam, Superintending Engineer in R & B Department, and took charge as Engineer in Chief R & B Admin, SH and MD, APRDC in May 2017 and continued till retirement.
3.	Ms. P. Laxmi	Independent Director	Over 48 years of rich professional experience in the design, construction supervision and Contract Management of large number and various types of road and bridge projects.
4.	Mr. Krishnamurthy Chaturvedi	Independent Director	He has over 4 Decades of experience in State Bank Group in various Capacities as Asst. Manager, Deputy Manager, Manager and Branch head, dealing with accounting, operations, Agriculture credit, retail Credit, SME Credit, Corporate Credit, Marketing, customer relations and internal audit.
5.	Mr. Desina Balarama Krishna	Independent Director	He accomplished Company Secretary, holds the esteemed position of Fellow Member at the Institute of Company Secretaries of India, New Delhi. He has also served as an empanelled Peer Reviewer with ICSI. He leads the dynamic Balaramakrishna & Associates, a rapidly growing Company Secretary Firm based in Hyderabad. He is also the visionary Founder and Managing Partner of BK Corporate Consultants LLP, providing comprehensive consultancy to diverse Body Corporates. Armed with advanced degrees in Business Administration, Human Resource Management, and Law, He brings over Fifteen years of corporate expertise, specializing in Company Law, Secretarial & NBFC Compliances. He excels as a Secretarial Auditor for both listed and

			unlisted public Companies, showcasing his profound knowledge. Furthermore, he passionately imparts wisdom to professional students through teaching and seminar.
6.	Ms. Venkata Sindhuja Pothapragada	Independent Director	Has professional experience as a Company Secretary with core working knowledge and experience in Company Law, RBI, FEMA, IBC compliances

- i) The Board of Directors be and hereby confirm that in the opinion of the board, the independent directors fulfil the conditions specified in these regulations and are independent of the management.
- j) No Independent Director has resigned from the Directorship of the Company before the expiry of their term of appointment during the Financial Year ended 31st March, 2026.

3. AUDIT COMMITTEE:

(a) Brief description of terms of reference:

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

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

Further the Audit Committee also mandatorily reviews the following information:

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

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

**(b) Composition, Name of members and Chairman:**

As on 31st March, 2026, the Audit Committee of the Board comprises of Non - Executive Directors being Independent Directors. The Chairperson of the Audit Committee is an Independent Director. The composition of the Committee is in compliance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations:

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

(c) Meetings and attendance during the year:

During the Financial year 6 (Six) Audit Committee meetings were conducted on 27th May, 2025, 12th August, 2025, 18th October, 2025, 13th November, 2025, 11th December, 2025, and 12th February, 2026.

Attendance at the Audit Committee Meetings:

Sl. No	Name of Director	Designation	Number of Meetings	
			Held	Attended
1.	Mr. M.V. Narasimha Rao	Chairman	6	6
2.	Mr. G. Jagannadha Rao	Member	6	6
3.	Ms. P. Laxmi	Member	6	6

4. NOMINATION & REMUNERATION COMMITTEE:**a. Brief description of terms of reference**

- To formulate a criteria for determining qualifications, positive attributes and independence of a Director.
- Formulate criteria for evaluation of Independent Directors and the Board.
- Identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down in this policy.
- To carry out evaluation of every Director's performance.
- To recommend to the Board the appointment and removal of Directors and Senior Management.
- To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- Ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- To devise a policy on Board diversity.
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

Nomination and Remuneration Policy

- The Nomination and Remuneration Committee has adopted a Nomination and Remuneration Policy which, inter alia, deals with the manner of selection of Board of Directors, KMP & other senior management and their remuneration. Executive Directors and KMP are eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee.

The Executive Director and KMP remuneration is determined based on levels of responsibility and scales prevailing in the industry.

- The Non-executive directors are paid sitting fees for attending meetings of Board/ Committee.

b. Composition, Name of members and Chairman:

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

The following is the composition of the Board

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

c. Meeting & Attendance During the Year

During the Financial year 2 (Two) Nomination and Remuneration Committee meetings were held on 12th August, 2025 and 10th February, 2026.

Attendance at the Nomination and Remuneration Committee Meetings:

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

d. Performance evaluation criteria for independent directors:

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

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

In line with corporate governance guidelines, evaluation of all Board members is done on an annual basis. This evaluation is done by the entire Board led by the Chairman of the Board with specific focus on the performance and effective functioning of the Board, Committees of the Board and Individual Directors and reported to the Board. The evaluation process also considers the time spent by each of the Board Members, Core Competencies, Personal Characteristics, Accomplishment of Specific Responsibilities and Expertise.

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

Performance evaluation was done by the respective bodies on 10th February, 2026.

5. STAKEHOLDERS RELATIONSHIP COMMITTEE:

Brief description of terms of reference:

The Stakeholders Relationship Committee oversees and reviews all matters connected with the share transfers and also looks into redressing of shareholders' complaints like transfer of shares, non-receipt

of annual report/dividends etc. The committee oversees the performance of the Registrar of Transfer Agents and recommends measures for overall improvement in the quality of investor services. Email-id for Investor Grievances: cs@gayatrihighways.com

Composition:

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

(a) Name of the non-executive director heading the committee: Ms. P. Laxmi

(b) Name and Designation of Compliance Officer:

Mr. P. Raj Kumar, Company Secretary

(c) Number of Shareholders complaints received during the financial year:

During the financial year ended 31st March, 2026, the Company did not receive any complaints from the shareholders.

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

(e) Number of no pending complaints : There were no pending complaints as at the year end.

5(A).RISK MANAGEMENT COMMITTEE:

The Company was not required to constitute the Risk Management Committee under the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

5(B).SENIOR MANAGEMENT:

For the Financial Year 2025-26, there is no change in the Senior Management.

Additional Information

INDEPENDENT DIRECTORS' MEETING:

In accordance with the provisions of schedule IV (Code for Independent Directors) of the Companies Act, 2013 and SEBI Listing Regulations, 2015, 1 (One) meeting of the Independent Directors of the Company was held in the financial year on 10th February, 2026, without the attendance of Non-Independent Directors and members of the management.

6. Remuneration of Directors

(a) There were no pecuniary relationship or transactions with any non-executive directors of the Company.

(b) Non-Executive Directors are paid Sitting Fee for attending the Board and Committee Meetings and for their contributions, suggestions, assessments, inputs, monitoring, strategic directions for the running of the business, governance and boardroom practices.

(c) Disclosure with respect to Remuneration:

During the financial year under review the Company has paid sitting fees to the Non-Executive Directors/ Independent Directors who have attended the meetings of the Board and Committees.

S. No.	Name of Director	Sitting Fees paid (Rs.)
1.	Mr. M.V. Narasimha Rao	3,20,000
2.	Mr. G. Jagannadha Rao	3,20,000
3.	Ms. P. Laxmi	3,20,000
4.	Mr. Krishnamurthy Chaturvedi	1,40,000
5.	Mr. Desina Balarama Krishna	1,40,000
6.	Ms.V. Sindhuja Pothapragada	1,40,000

Apart from the sitting fee, there are no salaries, benefits, bonuses, stock options, pension, service contracts, severance fees and other incentives paid by the Company to the Non-Executive Directors.

7. GENERAL BODY MEETINGS:
i) Location and Time, where last three Annual General Meetings held:

Year	Locations	Date	Time
19 th AGM (2024-25)	Annual General Meeting through Video Conferencing / Other Audio Visual Means facility Deemed Venue for Meeting: Registered Office: 5th Floor, A Block, 6-3-1090, TSR Towers, Rajbhavan Road, Somajiguda, Hyderabad – 500 082, Telangana	29 th September, 2025	3:30 P.M.
18 th AGM (2023-24)	Annual General Meeting through Video Conferencing / Other Audio Visual Means facility Deemed Venue for Meeting: Registered Office: 5th Floor, A Block, 6-3-1090, TSR Towers, Rajbhavan Road, Somajiguda, Hyderabad – 500 082, Telangana	26 th September, 2024	3:30 P.M.
17 th AGM (2022-23)	Annual General Meeting through Video Conferencing / Other Audio Visual Means facility Deemed Venue for Meeting: Registered Office: 5th Floor, A Block, 6-3-1090, TSR Towers, Rajbhavan Road, Somajiguda, Hyderabad – 500 082, Telangana	29 th September, 2023	3:30 P.M.

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

2024-25: In the 19th AGM held on 29th September, 2025, the Company has passed the following Special Resolutions:

- Re-appointment of Mr. Desina Balarama Krishna (DIN: 08846055) as an Independent Director of the Company.
- Re-appointment of Ms. Venkata Sindhuja Pothapragada (DIN: 08852765) as an Independent Director of the Company.

2023-24: In the 18th AGM held on 26th September, 2024, the Company has passed the following Special Resolutions:

- Re-appointment of Mr. Krishnamurthy Chaturvedi (DIN:08661228) as an Independent Director of the Company.

- ii. Approval to continue the appointed tenure and directorship as Non-Executive (Independent Director) by Mr. Krishnamurthy Chaturvedi (DIN:08661228) as per Regulation 17(1A) of the SEBI (LODR) Regulations, 2015.

2022-23: The Company did not pass any special resolutions in the 17th AGM held on 29th September, 2023

(c) Whether any special resolution passed last year through postal ballot:

The Special Resolution and Ordinary Resolution passed last year i.e., Financial Year 2024-25 through postal ballot:

During the year, the Company has passed the following Resolutions through postal ballot on 5th January, 2025 through remote e-voting facility. The resolutions were passed with requisite majority on 5th January 2025 (i.e. the last date of remote e-voting). The voting results were declared on 6th January 2025 and along with the scrutinizer's report were disclosed to BSE and NSE.

Details of voting pattern:

Resolution	Category	Total No. of Shares held	No. of Votes Polled	Votes in Favour	% of Votes in Favour	Votes Against	% of Votes Against	Result
Ordinary Resolution: Approval of Material Related Party Transaction(s) between Gayatri Highways Limited and HKR Roadways Limited, an associate Company	Promoter and Promoter Group	146554710	76673500	76673500	100	0	0	Passed with requisite majority
	Public Institutions	9774236	0	0	0	0	0	
	Public Non-Institutions	83322954	274513	274128	99.86	385	0.1402	
	Total	239651900	76948013	76947628	99.86	385	0.0005	
Special Resolution: Approval for Relinquishment of Rights held by the Company in Sai Maatarini Tollways Limited (SMTL), a Material Subsidiary of the Company	Promoter and Promoter Group	146554710	76673500	76673500	100	0	0	Passed with requisite majority
	Public Institutions	9774236	0	0	0	0	0	
	Public Non-Institutions	83322954	274512	268012	97.63	6500	2.3678	
	Total	239651900	76948012	76941512	99.63	6500	0.0084	

(d) Person who conducted the Postal ballot exercise :

The Company has appointed M/s. V. Shankar & Co., Company Secretaries in Practice (FCS: 7638 CP: 8446) as Scrutinizer to conduct the Postal Ballot voting process in accordance with the law and in a fair and transparent manner on 30/11/2024.

(e) Whether any special resolution is proposed to be conducted through postal ballot:

As on the date of signing of this report, there is no proposal for passing special resolution through postal ballot.

(f) Procedure for Postal Ballot:

Pursuant to Section 108, Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, read with General Circular No.09/2024 dated September 19, 2024 issued by Ministry of Corporate Affairs ("MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2024/133, dated October 3, 2024 read with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) including any statutory modification or re-enactment thereof for the time being in force and pursuant to other applicable laws and regulations, the above Ordinary Resolution and Special Resolution were proposed to be passed by the Members of the Company through Postal Ballot by remote e-voting process and a Notice (dated 30/11/2024) along with the Explanatory Statement along with the instructions for remote e-voting was dispatched on 03/12/2024 through e-mail.

The remote voting commenced from 07/12/2024, 9:00 AM [IST] and ended on 05/01/2025, 5:00 PM [IST].

The Scrutinizer submitted the Report on the voting results of the Postal Ballot on 6th January 2025 after completion of scrutiny. The resolutions were passed with requisite majority on 5th January 2025 (i.e. the last date of remote e-voting). The results were declared on 6th January 2025. Voting results are available on the website of the Stock Exchanges and the Company.

8. MEANS OF COMMUNICATION:

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

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

(c) Any website, where displayed

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

(d) Whether it also displays official news releases : NA

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

(f) Website:

The website <https://www.gayatrihighways.com> contains a separate dedicated section "Investor" for the Company's investors where shareholders' information is available.

9. GENERAL SHAREHOLDER INFORMATION:

(a) Annual General Meeting	Date : 29th September, 2026 Time : 3.30 p.m. Venue : Annual General Meeting through Video Conferencing / Other Audio Visual Means facility Deemed Venue for Meeting : Registered Office, 5th Floor, A-Block, 6-3-1090, TSR Towers, Rajbhavan Road, Somajiguda, Hyderabad – 500 082, Telangana
(b) Financial Year	1st April, 2025 to 31st March, 2026
	Date of Book Closure 23rd September, 2026 to 29th September, 2026
(c) Dividend Payment Date	Not Applicable
(d) Name and address of the Stock Exchange at which the listed entity's securities are listed and a confirmation about payment of annual listing fee to each of such stock exchange(s) Exchange where the Company is listed	BSE Limited: Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai-400 001 National Stock Exchange of India Limited: 5th Floor, Exchange Plaza, Plot No.C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai-400 051 Date of Listing on Stock Exchanges BSE Limited & National Stock Exchange of India Limited : 28th June, 2018 ISIN Number for NSDL & CDSL: INE287Z01012 The Company confirms that the annual listing fee has been paid to BSE Limited (BSE) and National Stock Exchange of India Limited (NSE).

(h) During the Financial Year 2025-26 there was no suspension of trading in the Securities of the Company, and for a short period of time it was under GSM surveillance restriction imposed by SEBI due to sudden increase in the share price of the Company,

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

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

M/s. KFin Technologies Limited (previously known as KFin Technologies Private Limited)
Selenium Building, Tower No B, Plot No.31&32, Financial District, Nanakramguda, Serilingampally,
Hyderabad, Rangareddy, Telangana, India - 500 032
Toll Free / Phone Number: 1800 309 4001
Email ID: einward.ris@kfintech.com/prasad.sanapathi@kfintech.com

(j) Share Transfer System

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

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

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

(k) Distribution of shareholding

(i) Shareholding Pattern as on 31st March, 2026:

Sl. No	Description	Total Shares	% Equity
1.	Promoters & Directors	8,41,54,710	35.12
2.	Promoter Companies	6,24,00,000	26.04
3.	Foreign Portfolio - Corp	45,85,600	1.91
4.	Bodies Corporates	23,90,285	1.00
5.	Resident Individuals	7,81,07,801	32.59
6.	Non Resident Indians	57,82,624	2.74
7.	HUF	14,57,198	0.61
8.	Non Resident Indian Non Repatriable	7,72,122	0.32
9.	I E P F	1560	0.00
	Total	23,96,51,900	100.00

(ii) Distribution of shareholding as on 31st March, 2026:

Shares holding of nominal value of	No. of Shareholders	No. of Shares	% of total shares
1 - 5000	48,980	1,57,00,006	6.55
5001 - 10000	2,051	80,52,712	3.36
10001 - 20000	1,175	92,40,903	3.86
20001 - 30000	379	46,50,709	1.94
30001 - 40000	196	36,23,320	1.51
40001 - 50000	123	28,47,616	1.19
50001 - 100000	278	1,02,53,316	4.28
100001 & Above	227	18,52,83,318	77.31
Total	53,409	23,96,51,900	100.00

(l) Dematerialization of Shares & Liquidity

The Company's shares are available for dematerialization with both the Depositories, National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). 23,96,49,479 equity shares were dematerialized representing 99.99% of the total paid up equity share capital of the Company as on 31st March, 2026.

(m) Outstanding global depository receipts or american depository receipts or warrants or any convertible instruments, conversion date and likely impact on equity;

There are no outstanding Global Depository Receipts/American Depository Receipts or Warrants or any convertible instruments as on the date of 31st March, 2026.

(n) Commodity price risk or foreign exchange risk and hedging activities:

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



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

(o) Plant Locations – N.A.

(p) **Address for correspondence:**

Sl. No.	Shareholders Correspondence for	Address
1.	Transfer/Dematerialization/ Consolidation/Split of shares, Issue of Duplicate Share Certificates, Non-receipt of dividend/ Bonus shares, etc., change of address of Members and Beneficial Owners and any other query relating to the shares of the Company.	M/s. KFin Technologies Limited Selenium Building Tower No. B, Plot No 31&32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Ranga Reddy, Hyderabad – 500 032, T.S. Toll Free / Phone Number : 1800 309 4001 Email ID: einward.ris@kfintech.com / prasad.sanapathi@kfintech.com
2.	Investor Correspondence / Queries on Annual Report, Revalidation of Dividend Warrants, Sub-Division, etc.,	Company Secretary Gayatri Highways Limited 5th Floor, A-Block, 6-3-1090, TSR Towers, Rajbhavan Road, Somajiguda, Hyderabad-500082, Telangana. Tel: +91 40 40024262 Email: cs@gayatrihighways.com Website: www.gayatrihighways.com

- (q) List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad: Not Applicable

10. OTHER DISCLOSURES

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

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

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

There were no instances of non-compliance, penalty or 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.

No strictures/penalties were imposed on your Company by Stock Exchanges or by the Securities and Exchange Board of India or by any statutory authority on any matter related to the Securities markets during the Financial Year 2025-26.

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

Pursuant to Section 177(9) and (10) of the Companies Act, 2013 and Regulation 22 of the SEBI (LODR) Regulations, 2015, the Company has formulated Whistle Blower Policy for vigil mechanism for Directors and employees to report to the management about the unethical behaviour, fraud or violation of Company's code of conduct. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the Chairperson of the Audit Committee in exceptional cases. None of the personnel of the Company has been denied access to the Audit Committee. The policy is available on the Company website, <https://gayatrihighways.com/pdf/CorpGov/Whistle%20Blower%20Policy.pdf>

During the financial year under review, no Complaints were received.

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

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

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

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

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

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

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

(h) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A): Not Applicable

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

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

(j) The Company discloses that the Board has accepted all the recommendations of various Committees of the board which is mandatorily required, in the relevant financial year.

(k) Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part: Rs.3,00,000/-

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

a. number of complaints filed during the financial year -NA

b. number of complaints disposed of during the financial year -NA

c. number of complaints pending as on end of the financial year-NA

(m) Disclosure by listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount: NA

(n) Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries:



Sl. No.	Details	1	2	3
1.	Name of the Material Subsidiary	Gayatri Jhansi Roadways Limited	Gayatri Lalitpur Roadways Limited	Indore Dewas Tollways Limited
2.	Date of Incorporation	07/07/2016	07/07/2016	04/05/2010
3.	Place of Incorporation	Hyderabad	Hyderabad	Hyderabad
4.	Name of Statutory Auditor	M/s. Gianender & Associates	M/s. Gianender & Associates	M/s. MKPS & Associates*
5.	Date of Appointment of Statutory Auditor	30/09/2024	30/09/2024	25/09/2020*

* As per the available information

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

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

The Company has complied with all the mandatory requirements of Corporate Governance as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Adoption of non-mandatory requirements pursuant to SEBI (LODR), 2015 is being reviewed by the Board from time to time, and as when required the corporate governance report shall disclose the extent to which the discretionary requirements as specified in Part E of Schedule II have been adopted.

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

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

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

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

The Company has in place a comprehensive Code of Conduct applicable to all the employees and Non-executive Directors including Independent Directors. The Code is applicable to Non-executive Directors including Independent Directors to such extent as may be applicable to them depending on their roles and responsibilities. The Code gives guidance and support needed for ethical conduct of business and compliance of law. A copy of the Code has been posted on the Company's website. <https://www.gayatrihighways.com/pdf/CorpGov/GHL-Code%20of%20Conduct.pdf>

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

15. CEO and CFO Certification

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

16. Certificate of Non-Disqualification of Directors

Certificate from a Practising Company Secretary stating that none of the directors are debarred or disqualified forms a part of this Annual Report

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

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

18. Disclosure of certain types of agreements binding listed entities:

Information disclosed under clause 5A of paragraph A of Part A of Schedule III of these regulations:

There are no such agreements for the Financial Year 2025-26.

19. Unclaimed Dividend:

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

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

During the year ended 31st March, 2026, there were no proceeds from public issues, rights issues, preferential issues, etc.

21. The Company has adopted the policy on dissemination of information on the material events to stock exchanges in accordance with the Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The said policy is available on the website of the Company <https://www.gayatrihighways.com/pdf/CorpGov/Policy%20on%20criteria%20for%20determining%20materiality%20of%20events.pdf>

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

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

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



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

For and on behalf of the Board

Place: Hyderabad
Date: 29th August, 2026

M.V. NARASIMHA RAO
DIRECTOR
DIN:06761474

G. JAGANNADHA RAO
DIRECTOR
DIN:01059819

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

To

The Members of Gayatri Highways Limited

As required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby confirm that the Company has adopted a Code of Conduct for all Board Members and Senior Management and the same has been placed on the Company's website. All Board Members and Senior Management personnel have affirmed compliance with the Code of Conduct in respect of the financial year ended 31st March, 2026.

For Gayatri Highways Limited

Place: Hyderabad
Date: 29th August, 2026

K. G Naidu
Chief Executive Officer

CERTIFICATION OF NON-DISQUALIFICATION OF DIRECTORS
[Pursuant to Regulation 34(3) and Schedule V, Para C, Clause (10)(i) of the
SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To

The Members

Gayatri Highways Limited
5th Floor, A Block, TSR Towers,
Rajbhavan Road, Somajiguda,
Hyderabad - 500082, Telangana.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Gayatri Highways Limited having CIN: L45100TG2006PLC052146 and having registered office at 5th Floor, A Block, TSR Towers, 6-3-1090, Rajbhavan Road, Somajiguda, Hyderabad - 500082, Telangana (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V, Para C, Clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number [DIN] status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ending on 31-03-2026 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

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

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

Place: Hyderabad
Date: 02/06/2026

C.N.Kranthi Kumar
Company Secretary in Practice
M.No.F9255 CP No.13889
UC - I2014AP1227000
PR - 6218/2024
UDIN: F009255H000567551

PRACTICING COMPANY SECRETARY CERTIFICATE ON CORPORATE GOVERNANCE

[Pursuant to Schedule V of the Securities Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015]

To

The Members

Gayatri Highways Limited
5th Floor, A Block, TSR Towers,
Rajbhavan Road, Somajiguda,
Hyderabad - 500082, Telangana.

I have examined the compliances of the conditions of Corporate Governance by Gayatri Highways Limited [the "Company"] for the year ended on 31-03-2026, as stipulated under Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI LODR Regulations"), as amended from time to time, and to the extent applicable to the Company.

The compliance of the conditions of Corporate Governance is the responsibility of the management of the Company. My examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring compliance with the conditions of Corporate Governance. 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 the representations made by the Directors and the Management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated under the SEBI LODR Regulations for the year ended on 31-03-2026.

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

Place: Hyderabad
Date: 02/06/2026

C.N.Kranthi Kumar
Company Secretary in Practice
M.No.F9255 CP No.13889
UC - I2014AP1227000
PR - 6218/2024
UDIN: F009255H000567648

CEO AND CFO CERTIFICATE

To
The Board of Directors
Gayatri Highways Limited

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

- a) We have reviewed the Financial Statements and cash flow statement of Gayatri Highways Limited for the year ended 31st March, 2026 and to the best of our knowledge and belief:
 - i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii) these statements together present a true and fair view of the Company's affairs and are in compliance with the applicable accounting standards, applicable laws and regulations.
- b) There are to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violation of the Company's Code of Conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee:
 - i) significant changes in internal control over financial reporting during the year;
 - ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: Hyderabad
Date: 29th August, 2026

K.G. Naidu
Chief Executive Officer

P.K Sahoo
Chief Financial Officer

INDEPENDENT AUDITOR'S REPORT

To the Members of GAYATRI HIGHWAYS LIMITED

Report on the audit of the Standalone Financial Statements

Qualified Opinion

We have audited the accompanying standalone financial statements of Gayatri Highways Limited ("the Company"), which comprise the Balance Sheet as at 31 March 2026 and the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the Standalone financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified Opinion section of our report, the aforesaid standalone financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2026, and its profit, and its cash flows for the year ended on that date.

Basis for Qualified Opinion

1. The Company has written back Zero Interest Subordinate Loan (ZISL) payable to Gayatri Projects Limited (GPL) of Rs.17,887.51 Lakhs during the financial year 2022-23, out of which GPL has confirmed the write off of Rs.13,411.00 Lakhs and the balance of Rs.4,476.51 Lakhs is yet to be written off in GPL books. As a result, the other equity of the Company is overstated by Rs.4,476.51 Lakhs and the liabilities are understated by Rs.4,476.51 Lakhs.

Further, an amount of Rs. 4,556.60 Lakhs is due to GPL towards the non-interest-bearing loan as per the books of the Company. But as per the confirmation from GPL, the amount due to them is Rs. 4,896.21 Lakhs. As a result, the other equity of the Company is overstated by Rs.339.61 Lakhs and the liabilities of the Company are understated by Rs.339.61 Lakhs.

2. The Company has defaulted in repayment of outstanding term loan of Rs. 3,822.65 Lakhs and outstanding accumulated interest of Rs. 1,193.21 Lakhs (Interest was recognized in the financial statements till 31 March 2023) payable to IL&FS Financial Services Limited. The company has been calculating and recognizing interest only on the defaulted principle of Rs. 3,822.65 Lakhs as per the existing loan agreement since the Company has not received balance confirmation from the said lender. In the absence of balance confirmation, we are unable to comment on the carrying value of term loan principle and outstanding interest as at 31 March 2026 or any adjustment required to and the consequent impact if any on the financial statements had the confirmations been received from the lender.
3. The Company did not provide interest on the outstanding term loan of Rs. 3,822. 65 Lakhs due to IL&FS Financial Services Limited for the period 01 April 2023 to 31 March 2026. The Company's records indicate that, had management provided interest for the period 01 April 2023 to 31 March 2026, the cumulative loss and the corresponding liability would have been increased by Rs. 1,720.20 Lakhs and total equity would have been reduced by Rs. 1,720.20 Lakhs calculated on interest of 15% p.a.
4. a. The Company has invested Rs.434.32 Lakhs as equity and 0.001% optionally convertible debentures of Rs.1,112.48 Lakhs as well as advanced loans including interest till 31 March 2026 of Rs.2,853.28 Lakhs. Further it has to receive an amount of Rs.83.52 Lakhs towards receivable for deputation. All these amounts aggregate to Rs.4,483.60 Lakhs in Cyberabad Expressways Limited (CEL), a jointly controlled entity.

As per the audited financial statements of the CEL as on 31 March 2026, the negative net worth stood at Rs.12,864.50 Lakhs. Consequent to the erosion in the net worth of CEL, the exposure of the Company to the extent of Rs. 4,483.60 Lakhs is required to be impaired fully. IndAS 36 requires the company to provide for impairment in the value of investments and other financial assets by providing for the amount of impairment in the Profit & Loss Account.

- b. The Company has invested Rs. 1,581.36 Lakhs as equity (50% share in equity) and Rs. 20.88 Lakhs towards receivable for deputation aggregating to Rs. 1,602.24 Lakhs in Hyderabad Expressways Limited (HEL), a jointly controlled entity.

As per the audited financial statements of the HEL as on 31 March 2026, the positive net worth stood at Rs. 8,040.29 Lakhs including a loan of Rs. 5,761.46 Lakhs advanced to CEL. As per the above paragraph, CEL has a negative net-worth of Rs.12,864.50 Lakhs as on 31 March 2026. Continuing for the reasons stated in the above paragraph, the loan advanced by HEL is in our opinion, doubtful of recovery resulting in reduction of net-worth of HEL to Rs. 2,278.83 Lakhs. The Company owns 50% of the equity share capital of HEL and hence the Company share of net-worth in HEL works out to Rs. 1,139.42 Lakhs vis-à-vis the exposure of Rs. 1,602.24 Lakhs. This result in impairment to an extent of Rs.462.82 Lakhs from out of the investments made in HEL and Receivables due. Ind AS 36 requires the company to provide for this impairment in the value of investments and other financial assets by providing for the amount of impairment in the Profit & Loss Account.

Since the Company has not impaired the cost of investments, debentures, loans granted to jointly controlled entities and trade receivables to an extent of Rs. 4,483.60 Lakhs to CEL and Rs.462.82 Lakhs to HEL in its books, the Loss for the year and other Comprehensive Income are understated by the said amount. The other equity in the balance sheet is overstated by Rs. 4,946.42 Lakhs. Our conclusion on the statement is qualified in respect of the above matters.

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

Key Audit Matters

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

Key Audit Matters	Auditor's Response
1. As at 31 March 2026, the Company has total exposure of Rs. 12,077.61 Lakhs comprising of equity of Rs. 75.44 lakhs (for 26% stake), Non-Convertible Redeemable preference shares of Rs. 12,002.17 Lakhs (48.51%) which are classified as financial assets in the financial statements. Un audited financial statements of HKR Roadways Limited as on 31 March 2026 show a negative net worth of Rs. 10,248.17 lakhs (Previous year positive net worth of 3,163.81 lakhs). In the light of the above there is a requirement to ascertain whether the said exposure of the Company in the associate Company is impaired in terms of Ind AS 36 - 'Impairment of Assets'.	In respect of the impairment indicator assessment for the investments our audit procedures included and were not limited to the following: - Obtained and read the financial statements of the associate entity to identify if any disclosure is made for impairment of assets in its standalone financial statements. We have obtained the management's understanding and opinion in estimating the realizable value of the amount invested in the associate company with regard to impairment.

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

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

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

We understand that the Company is in the process of divesting its share along with the other partner and expects to realise a consideration in excess of the exposure by it. The Company has entered into a share purchase agreement dated 12 February 2026 to divest its share for a total adjusted consideration of Rs 15,500.37 Lakhs which is more than the Company's exposure of Rs.12,077.61 Lakhs in the HKR as on 31 March 2026.

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 Management report, Chairman's statement, Director's report, Business Responsibility and Sustainability Reporting etc. but does not include the standalone financial statements and our auditor's report thereon. The Management report, Chairman's statement, Director's report, Business Responsibility and Sustainability Reporting etc. is expected to be made available to us after the date of this auditor's report.

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 Ind AS financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

When we read the Management report, Chairman's statement, Director's report, Business Responsibility and Sustainability Reporting etc., if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance under SA 720 'The Auditor's responsibilities Relating to Other Information'.

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

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

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

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

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

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

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

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the 'Annexure A' a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss, the statement of changes in equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid standalone 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 31 March 2026 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2026 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position except those disclosed in financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv.
 - a) the management has represented that, to the best of their knowledge and belief, 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 or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - b) the management has represented that, to the best of their knowledge and belief, no funds have been received by the Company to or in any other person or entity, 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 person or entity identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - c) based on our audit procedures that were considered reasonable and appropriate in the circumstances, nothing has come to our notice that that has caused us to believe that the representations under above sub-clause (a) and (b) contain any material misstatement.
 - v. The Company has not declared or paid any dividend during the year.
 - vi. Based on our examination which included test checks the Company has used accounting software for maintaining its books of account, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective software, Further, for the periods where audit trail (edit log) facility was enabled and operated throughout the year for the respective accounting software, we did not come across any instance of the audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.
 - vii. The Company did not pay any remuneration to its directors during the current year except gratuity provision made in the books as per the actuarial valuation report.

For **PRSV & Co. LLP**
 Chartered Accountants
 Firm's Registration No.: S200016

Y. Venkateswarlu
 Partner
 Membership No: 222068
 Place : Hyderabad
 Date : 25 May 2026
 UDIN: 26222068LZFAQD2223

Annexure 'A' to the Independent Auditor's Report of GAYATRI HIGHWAYS LIMITED for the Year ended as on 31 March 2026

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

- (i) (a) A. The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
B. The Company does not hold any intangible assets during the year.
- b. According to the information and explanations given to us, the property, plant and equipment have been physically verified by the Management at regular intervals and no material discrepancies were noticed on such verification.
- c. The Company has no immovable property hence paragraph 3(i)(c) of the Order is not applicable to the company.
- d. The Company has not revalued its property, plant and equipment (including Right of use assets) during the year ended 31 March 2026.
- e. There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- ii. As the Company is engaged in the business of infrastructure development, operations and its maintenance, the Company business does not involve inventories. Accordingly, the requirements to report on clause 3(ii) of the Order is not applicable to the company.
- iii. During the year, the Company has not made any investments. During the year the Company has not provided any loans, advances in the nature of loans, stood guarantee or provided security to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the provisions of clause 3(iii) of the Order is not applicable to the company.
- iv. The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of Sections 73 to 76 of the Act and rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.
- v. The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of Sections 73 to 76 of the Act and rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.
- vi. The maintenance of cost records specified by the Central Government under sub-section 148(1) of the Companies Act, 2013 are not applicable to the Company. Accordingly, the requirement to report on clause 3(vi) of the order is not applicable to the Company.
- vii. a. According to the information and explanations given to us and on the basis of our examination of the books of accounts, the company is regular in depositing with the appropriate authorities undisputed statutory dues including provident fund, employee state insurance, income tax, duty of customs, goods and services tax and other statutory dues applicable to it except delays in a few cases. The provisions relating to sales tax, duty of excise, value added tax and cess are not applicable to the Company. According to the information and explanations given to us, no undisputed amounts payable in respect of 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 other statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
- b. According to the information and explanation given to us, there are no dues of income tax, goods and service tax, sales tax, provided fund, employee' state insurance, duty of customs, cess and other statutory dues which have not been deposited on account of dispute.

Nature of the Statute	Nature of the dues	Forum where Dispute is pending	Period to which the Amount Relates	Amount (Rs. in Lakhs)	Remarks
The Income Tax Act, 1961	Income Tax	Commissioner (Appeals)	Assessment Year 2018-19	40.40	Appeal & Rectification filed

viii. The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.

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

S.No.	Nature of the Borrowing	Name of the Lender	Amount not paid on due date (Rs. in lakhs)	Whether Principal or Interest	No. of days delay or unpaid	Remarks
1	Term Loan	IL&FS Financial Services Limited	6,736.06	Principal and Interest	61 months	

- b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- c) The Company has not availed any loans during the current year and the previous year, accordingly the requirement to report on clause 3(ix) (c) of the Order is not applicable to the Company
- d) The Company has not availed any loans during the current year and the previous year, accordingly the requirement to report on clause 3(ix) (d) of the Order is not applicable to the Company.
- e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate Companies. Hence, the requirement to report on clause (ix) (f) of the Order is not applicable to the Company.
- x. a) The Company has not raised any monies during the year by way of initial public offer in the nature of equity shares.
- b) The Company has not made any preferential allotment or private placement of shares /fully or partially or optionally convertible debentures during the year under audit. Accordingly, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.
- xi. a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
- b) During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by secretarial auditor or by us in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.

xii. The Company is not a Nidhi Company and hence clause 3 (xii) of the Companies (Auditor's Report) Order 2020 is not applicable.

- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, all transactions with the related parties are in compliance with sections 177 and 188 of the Companies Act, 2013 where applicable and the details of such transactions have been disclosed in the Standalone Ind AS financial statements as required by the applicable accounting standards.
- xiv. a) The Company has an internal audit system commensurate with the size and nature of its business.
b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the requirements to report on clause 3(xv) of the Order is not applicable.
- xvi. a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi)(a) of the Order is not applicable to the Company.
b) The Company has not conducted any Non-Banking Financial or Housing Finance activities during the year. Accordingly, the requirement to report on clause 3(xvi)(b) of the Order is not applicable to the Company.
c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi)(c) of the Order is not applicable to the Company.
d) There is no Core Investment Company as a part of the Group, hence, the requirement to report on clause 3(xvi)(d) of the Order is not applicable to the Company.
- xvii. The Company has not incurred cash losses during the current year and the previous year.
- xviii. There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.
- xix. On the basis of the financial ratios disclosed in note no. 32 to the financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. a) The provisions of section 135 of the Companies Act are not applicable to the Company. Accordingly, the requirement to report under clause 3(xx) of the order is not applicable to the Company.
- xxi. There are no qualifications by the respective auditors in the Companies (Auditors Report) Order (CARO) reports of the Companies whose audit reports have been received by us till the date of this Audit report and included in the consolidated financial statements

For **PRSV & Co. LLP**
Chartered Accountants
Firm's Registration No.: S200016

Y. Venkateswarlu
Partner
Membership No: 222068

Place : Hyderabad
Date : 25 May 2026
UDIN: 26222068LZFAQD2223

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

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

We have audited the internal financial controls over financial reporting of Gayatri Highways Limited ("the Company") as of 31st March 2026 in conjunction with our audit of the Standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2026, 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 **PRSV & Co. LLP**

Chartered Accountants

Firm's Registration No.: S200016

Y. Venkateswarlu

Partner

Membership No: 222068

Place : Hyderabad

Date : 25 May 2026

UDIN: 26222068LZFAQD2223

Standalone Balance Sheet as at 31st March 2026

(All amounts in ₹ lakhs unless otherwise stated)

Particulars	Notes	As at 31st March 2026	As at 31st March 2025
Assets			
Non-current assets			
Property, plant and equipment	3	4.02	8.69
Financial assets			
- Investments	4	7,806.56	7,806.56
		<u>7,810.58</u>	<u>7,815.25</u>
Current assets			
Financial assets			
- Trade receivables	5	705.42	220.40
- Cash and cash equivalents	6	1,255.90	1,548.62
- Loans	7	2,853.28	2,642.17
- Other financial assets	8	—	0.10
Current tax assets (net)	9	376.46	90.82
Other Current Assets	10	534.53	15.86
		<u>5,725.59</u>	<u>4,517.97</u>
Investments held for sale	4a	<u>12,077.61</u>	<u>12,077.61</u>
Total assets		<u>25,613.78</u>	<u>24,410.83</u>
Equity and liabilities			
Equity			
Equity share capital	11	4,793.04	4,793.04
Other equity	12	(21,965.02)	(24,022.62)
Total Equity		<u>(17,171.98)</u>	<u>(19,229.58)</u>
Non-current Liabilities			
Financial liabilities			
- Borrowings	13	31,863.06	30,353.75
Provisions	14	89.54	83.30
Current liabilities			
Financial liabilities			
- Trade Payables	15	—	—
- Dues to Micro Enterprises and Small Enterprises		—	—
- Dues to Creditors other than Micro Enterprises and Small Enterprises		591.33	274.61
- Borrowings	13	8,509.18	11,727.35
- Other financial liabilities	16	1,193.21	1,193.21
Other current liabilities	17	538.10	7.10
Provisions	18	1.34	1.09
Total liabilities		<u>42,785.76</u>	<u>43,640.41</u>
Total equity and liabilities		<u>25,613.78</u>	<u>24,410.83</u>

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

For **PRSV & Co. LLP**
Chartered Accountants
Firm Regn. No: S200016

Y.Venkateswarlu
Partner
M.No.:222068
Place : Hyderabad
Date : 25th May 2026

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

G. Jagannadha Rao
Director
DIN: 01059819
K.G.Naidu
Chief Executive Officer
Place : Hyderabad
Date : 25th May 2026

Ch. Krishnamurthy
Director
DIN: 08661228

P.K.Sahoo
Chief Financial Officer
P.Raj Kumar
Company Secretary

Standalone Statement of Profit and Loss for the year ended 31st March 2026

(All amounts in ₹ Lakhs unless otherwise stated)

Particulars	Notes	For the year ended	
		31st March 2026	31st March 2025
Revenue from Operations	19	1,455.15	569.02
Other income	20	3,750.68	2,017.64
Total income		5,205.83	2,586.66
Expenses			
Operating & Maintenance Expenses	21	1,495.84	535.98
Employee benefits expense	22	10.93	11.33
Finance costs	23	1,509.30	1,509.30
Depreciation expense	3	5.09	6.69
Other expenses	24	99.04	492.69
Total expenses		3,120.20	2,555.99
Profit /(Loss) before exceptional items and tax		2,085.63	30.67
Exceptional items		—	—
Profit/(Loss) before tax		2,085.63	30.67
Current tax		32.47	—
(Profit) Loss for the year		2,053.16	30.67
Other comprehensive income			
Re-measurement (loss)/gain on defined benefit plans	27	4.44	(12.91)
Total comprehensive income for the period		2,057.60	17.76
Earnings per equity share (EPES)	26		
Basic (in ₹)		0.86	0.01
Diluted (in ₹)		0.86	0.01

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

For **PRSV & Co. LLP**
Chartered Accountants
Firm Regn. No: S200016

Y.Venkateswarlu
Partner
M.No.:222068

Place : Hyderabad
Date : 25th May 2026

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

G. Jagannadha Rao
Director
DIN: 01059819

K.G.Naidu
Chief Executive Officer
Place : Hyderabad
Date : 25th May 2026

Ch. Krishnamurthy
Director
DIN: 08661228

P.K.Sahoo
Chief Financial Officer

P.Raj Kumar
Company Secretary

Standalone Statement of Cash Flows for the year ended 31st March 2026

(All amounts in ₹ Lakhs unless otherwise stated)

Particulars	For the year ended	
	31st March 2026	31st March 2025
Cash flows from operating activities		
Profit/(Loss) before tax	2,057.60	17.76
Adjustments for:		
Interest income and financial guarantee income	(211.11)	(211.11)
Exceptional items	—	—
Dividend Received	(3,459.50)	—
Depreciation expense	5.09	6.69
Finance cost on Preference Shares	1,509.30	1,509.30
Interest expense	—	—
Operating loss before working capital changes	(98.62)	1,322.64
Changes in working capital:		
(Decrease)/increase in other current liabilities	531.00	2.37
(Decrease)/increase in provisions	6.49	24.25
Decrease/(increase) in other current assets	(518.67)	19.00
Decrease/(increase) in other financial assets	0.10	(0.10)
Decrease/(increase) in trade receivables	(485.02)	(168.06)
(Decrease)/increase in trade payables	316.72	150.94
Decrease/(increase) in loans and advances	—	21.12
Cash generated from/(used in) operating activities	(248.00)	1,372.16
Less: Income taxes refund received /(paid)	(285.64)	(67.62)
Net cash generated from/(used in) operating activities A	(533.64)	1,304.54
Cash flows from investing activities		
Purchase of Fixed Assets	(0.42)	—
Purchase of Investments	—	—
Dividend Received	3,459.50	—
Net cash used in investing activities B	3,459.08	—
Cash flows from financing activities		
Interest paid	—	—
Proceeds from/(repayment of) short-term borrowings, net	(3,218.16)	—
Repayment of term loan	—	—
Net cash (used in)/generated from financing activities C	(3,218.16)	—
Net (decrease)/increase in cash and cash equivalents (A+B+C)	(292.72)	1,304.54
Cash and cash equivalents at the beginning of the year	1,548.62	244.08
Cash and cash equivalents at the end of the year	1,255.90	1,548.62
Cash and cash equivalents comprises of:		
Cash on hand	0.09	0.70
Balances with banks - in current accounts	72.57	266.25
- Fixed Deposit with original maturity of 3 months or less	—	15.00
Other Bank Balances - Escrow Account	1,098.40	—
Investments in Mutual Funds (Liquid Funds)	84.84	1,266.67
	1,255.90	1,548.62

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

For **PRSV & Co. LLP**
Chartered Accountants
Firm Regn. No: S200016

Y.Venkateswarlu
Partner
M.No.:222068
Place : Hyderabad
Date : 25th May 2026

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

G. Jagannadha Rao
Director
DIN: 01059819
K.G.Naidu
Chief Executive Officer
Place : Hyderabad
Date : 25th May 2026

Ch. Krishnamurthy
Director
DIN: 08661228
P.K.Sahoo
Chief Financial Officer
P.Raj Kumar
Company Secretary

Standalone Statement of Changes in Equity for the year ended 31st March 2026

(All amounts in ₹ Lakhs unless otherwise stated)

(a) Share Capital

Particulars	Number	Amount
(i) Equity Share Capital		
Equity shares of ₹ 2 each issued, subscribed and fully paid		
At 31 March 2025(₹ 2 each)	23,96,51,900	4,793.04
At 31 March 2026 (₹ 2 each)	23,96,51,900	4,793.04

(b) Other equity

Particulars	Capital Reserve	Retained earnings	Total equity
Balance as of 1st April 2024	4,738.35	(28,778.73)	(24,040.38)
Loss for the year	—	30.67	30.67
Other Comprehensive Income for the year, net of tax	—	(12.91)	(12.91)
-Re-measurement (loss)/gain on defined benefit plans	—	(12.91)	(12.91)
Balance as of 31st March 2025	4,738.35	(28,760.97)	(24,022.62)
Balance as of 1st April 2025	4,738.35	(28,760.97)	(24,022.62)
Profit for the year	—	2,053.16	2,053.16
Other Comprehensive Income for the year, net of tax	—	4.44	4.44
-Re-measurement (loss)/gain on defined benefit plans	—	4.44	4.44
Balance as of 31st March 2026	4,738.35	(26,703.37)	(21,965.02)

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

For **PRSV & Co. LLP**
Chartered Accountants
Firm Regn. No: S200016

Y.Venkateswarlu
Partner
M.No.:222068

Place : Hyderabad
Date : 25th May 2026

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

G. Jagannadha Rao
Director
DIN: 01059819

K.G.Naidu
Chief Executive Officer
Place : Hyderabad
Date : 25th May 2026

Ch. Krishnamurthy
Director
DIN: 08661228

P.K.Sahoo
Chief Financial Officer

P.Raj Kumar
Company Secretary

Notes to the Standalone Financial Statements

(All amounts in ₹ Lakhs unless otherwise stated)

1. Corporate Information

Gayatri Highways Limited - GHL (“the Company”) was incorporated during the year 2006 in accordance with the provisions of Companies Act, 1956. The Company on its own and through its jointly controlled entities is in the business of construction, operations and maintenance of carriageways on toll and annuity basis pursuant to the development agreements with the National and State Governments and makes investments in companies engaged in the construction, operations and maintenance of roads, highways, vehicle bridges and tunnels and toll roads. The registered office of the Company is located in 6-3-1090, 5th Floor, A-Block, TSR Towers, Rajbhavan Road, Somajiguda, Hyderabad-500082.

2. Summary of material accounting policies

a) Basis of preparation of standalone financial statements

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

b) Use of estimates

The preparation of the standalone financial statements in conformity with the recognition and measurement principles of Ind AS requires management to make estimates and judgements that affect the reported balances of assets and liabilities and disclosures relating to contingent liabilities as at the reporting date of the standalone financial statements and amounts of income and expenses. Examples of such estimates include the ECL provision of trade receivables, determination of recoverable amounts of plant, property and equipment, deferred tax assets, employee benefits and useful lives of plant, property and equipment.

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

c) Current versus non-current classification

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

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

All other assets are classified as non-current.

A liability is current when it is:

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

Notes to the Standalone Financial Statements

(All amounts in ₹ Lakhs unless otherwise stated)

All other liabilities are classified as non-current.

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

d) Fair value measurement

The Company measures financial instruments at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible to / by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting year. External valuers are involved for valuation of significant assets and significant liabilities. For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

e) Revenue recognition

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

Sale of Services: Revenue from services rendered which primarily relate to deputation and operation and maintenance income is recognised in the statement of profit and loss as and when the underlying services are performed.

Notes to the Standalone Financial Statements

(All amounts in ₹ Lakhs unless otherwise stated)

Revenue from fixed price contracts is recognised as per the percentage of completion method where the performance obligations are satisfied over time and when there is no uncertainty as to measurement or collectability of consideration.

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

Dividend: Dividend is recognised when the Company's right to receive the payment is established i.e. when it is probable that the economic benefits associated with the dividend will flow to the entity.

f) Earnings/(loss) per share

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

g) Provisions and contingent liabilities

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

h) Cash and cash equivalents

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

i) Taxes

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

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

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

Notes to the Standalone Financial Statements

(All amounts in ₹ Lakhs unless otherwise stated)

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

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

j) Financial instruments

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

A) Financial Asset

Initial recognition and measurement

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

Subsequent measurement

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

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

Debt instruments at amortised cost

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

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

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

Equity investments:

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

Notes to the Standalone Financial Statements

(All amounts in ₹ Lakhs unless otherwise stated)

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

Derecognition

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

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

Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on trade receivables and other financial assets.

B) Financial Liability

Initial recognition and measurement

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

Subsequent measurement

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

Financial liabilities at fair value through profit or loss

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

Loans and borrowings

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

Derecognition

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

Notes to the Standalone Financial Statements

(All amounts in ₹ Lakhs unless otherwise stated)

Reclassification of financial assets

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

k) Plant, Property and Equipments

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

l) Depreciation and amortization

Depreciation of Plant, Property and Equipments is provided on the basis of straight line method in accordance with Schedule II to the Companies Act, 2013.

m) Impairment of non-financial assets

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

n) Employee benefits

GRATUITY – The company operates a defined gratuity plan in India, which is non-funded based and governed by the Payment of Gratuity Act, 1972. Company's liability towards gratuity is determined by independent actuaries, using the projected unit credit method.

Past service costs are recognised immediately in the statement of profit and loss. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions for defined benefit obligation and plan assets are recognised in OCI in the period in which they arise. When the benefits under a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in the statement of profit and loss. The Company recognises gains or losses on the settlement of a defined benefit plan obligation when the settlement occurs.

Notes to the Standalone Financial Statements

(All amounts in ₹ Lakhs unless otherwise stated)

3. Property, Plant and equipment

Particulars	Office Equipment	Vehicle	Computer and related equipment	Total
Gross Carrying Value				
As at 1st April 2024	3.19	7.92	16.99	28.10
Additions during the year	—	—	—	—
As at 31st March 2025	3.19	7.92	16.99	28.10
Additions during the year	—	—	0.42	0.42
As at 31st March 2026	3.19	7.92	17.41	28.52
Accumulated depreciation				
As at 1st April 2024	0.34	4.47	7.91	12.72
Charge for the year	0.32	0.99	5.38	6.69
As at 31st March 2025	0.66	5.46	13.29	19.41
Charge for the year	0.32	0.99	3.78	5.09
As at 31st March 2026	0.98	6.45	17.07	24.50
Net carrying value				
As at 31st March 2026	2.21	1.47	0.34	4.02
As at 31st March 2025	2.53	2.46	3.70	8.69

Notes to the Standalone Financial Statements

(All amounts in ₹ Lakhs unless otherwise stated)

4. Investments

Particulars	As at 31st March 2026	As at 31st March 2025
Non-current investments		
Unquoted Investments carried at cost		
Investments in equity instruments of Subsidiaries		
1,00,00,593 (31st March 2025: 1,00,00,593) equity shares of ₹ 10 each fully paid-up in Sai Maatarini Tollways Limited	—	17,940.48
Less: Impairment loss recognised*	—	(17,940.48)
Add: Impairment loss reversed during the year	—	17,940.48
Less: Relinquishment of rights\$	—	(17,940.48)
Net value of Investment	—	—
33,320 (31st March 2025: 33,320) equity shares of ₹ 10 each fully paid-up in Indore Dewas Tollways Limited.	3.33	3.33
Less: Impairment loss recognised*	(3.33)	(3.33)
Net Value of Investment	—	—
99,995 (31st March 2025: 99,995) equity shares of ₹ 10 each fully paid-up in Balaji Highways Holding Private Limited.	10.00	10.00
Less: Impairment loss recognised*	(10.00)	(10.00)
Net value of Investment	—	—
Sub-Total (A)	—	—
Investments in equity instruments of jointly controlled entities		
990,000 (31st March 2025: 990,000) equity shares of ₹ 10 each fully paid-up in Hyderabad Expressways Limited.	1,581.36	1,581.36
624,462 (31st March 2025: 624,462) equity shares of ₹ 10 each fully paid-up in Cyberabad Expressways Limited.	434.32	434.32
21,619,994 (31st March 2025: 21,619,994) equity shares of ₹ 10 each fully paid-up in Gayatri Jhansi Roadways Limited.	2,668.94	2,668.94
16,218,000 (31st March 2025: 16,218,000) equity shares of ₹ 10 each fully paid-up in Gayatri Lalitpur Roadways Limited.	2,009.46	2,009.46
Sub-Total (B)	6,694.08	6,694.08
Investments in debentures of jointly controlled entities		
13,482,692 (31st March 2025: 13,482,692) 0.001% Optionally Convertible debentures of ₹ 10 each fully paid-up in Cyberabad Expressways Limited.	1,112.48	1,112.48
Sub-Total (C)	1,112.48	1,112.48
Total non-current investments (D=A+B+C)	7,806.56	7,806.56
Aggregate amount of unquoted investments	7,806.56	7,806.56

Notes to the Standalone Financial Statements

(All amounts in ₹ Lakhs unless otherwise stated)

4. Investments (continued)

\$Note on Relinquishment of rights:

Sai Maatarini Tollways Limited (SMTL)

Gayatri Highways Limited (GHL) has relinquished all its rights including but not limited to rights to receive dividend, right of voting, right to appoint directors, right to receive any money from SMTL with effect from 6th January, 2025 which was approved by the members through postal ballot and SMTL is ceased to be subsidiary in GHL.

Accordingly, GHL has derecognised the investment in SMTL along with goodwill.

The following are the Investments are derecognised w.r.t. SMTL:

Particulars	As at 31st March 2026	As at 31st March 2025
Equity Value of Investment in SMTL	—	17,940.48
Goodwill on acquisition of Shares in SMTL	—	75.55
Derecognition of Investment in SMTL	—	18,016.03

*Note on Impairment Loss recognised

i. Sai Maatarini Tollways Limited (SMTL)

During the previous financial year 2024-25, GHL has relinquished its rights in SMTL (refer above note) and derecognised the investment, accordingly impairment loss earlier recognised was also derecognised.

The following are the Investments impaired w.r.t. SMTL:

Particulars	As at 31st March 2026	As at 31st March 2025
Equity Value of Investment in SMTL	—	17,940.48
Goodwill on acquisition of Shares in SMTL	—	75.55
Impairment loss of Investment in SMTL	—	18,016.03
Impairment loss derecognised during the year	—	(18,016.03)
Net Impairment loss of Investment in SMTL	—	—

Notes to the Standalone Financial Statements

(All amounts in ₹ Lakhs unless otherwise stated)

4. Investments (continued)

ii. Indore Dewas Tollways Limited (IDTL)

Gayatri Highways Limited (GHL) has initially impaired its Investment in FY 2022-23 based on the clause 9 of Ind AS 36 - "Impairment of Assets", GHL has tested its investments in IDTL for impairment and estimated the recoverable amount of the investment as zero based on the following basis:

The IDTL's Project was terminated by NHAI and the toll collections are taken over by NHAI vide its letter dated 27.05.2022. Further, loan accounts of IDTL have become NPA and lenders have filed the cases before DRT and NCLT (under IBC) for recovery of loan.

The conciliation/settlement offer of the Company for Rs.270 Crores was not accepted by NHAI. Further, NHAI has informed that they will not pay anything to the company towards termination payment as the premium due to NHAI is more than the termination payment. In fact as per books of IDTL, the balance premium amount of Rs.566 Crores as on 31st March, 2023 is payable by IDTL to NHAI. The IDTL bank accounts are freezed and no operations are allowed except payment to IDTL lenders. The amount realizable from NHAI will not be sufficient to repay the senior lenders dues which are Rs.585.52 Crores as on 31st March, 2023.

Further, IDTL has been admitted into NCLT under IBC from 31st October, 2023 and later a liquidator has been appointed for liquidation of IDTL during February 2025.

As per the above, any amount realizable from NHAI the lenders will be adjusted to senior lenders dues and nothing will be available to Equity or Quasi-Equity.

Accordingly, GHL has impaired its Equity Investment and written off the instruments entirely equity in nature in IDTL.

The following are the Investments impaired w.r.t. IDTL :

Particulars	As at 31st March 2026	As at 31st March 2025
Equity Value of Investment in IDTL	3.33	3.33
Impairment loss of Investment in IDTL	3.33	3.33

iii. Balaji Highways Holding Private Limited (BHHPL)

Gayatri Highways Limited (GHL) has initially impaired its Investment in FY 2023-24 based on the clause 9 of Ind AS 36 - "Impairment of Assets", GHL has tested its investments in BHHPL for impairment and estimated the recoverable amount of the investment as zero based on following basis:

- 1) The net worth of the BHHPL as on 31st March 2024 is negative Rs.14.07 Lakhs.
- 2) There are no regular operations generating revenue.
- 3) Only investment of BHHPL is in IDTL which was already in losses and the value of investment is impaired.

Accordingly, GHL has impaired its Equity Investment in BHHPL. Further, the net worth of the BHHPL as on 31st March, 2026 is negative Rs.16.29 Lakhs. (31st March, 2025 is negative Rs. 15.21 Lakhs).

The following are the Investments impaired w.r.t. BHHPL:

Particulars	As at 31st March 2026	As at 31st March 2025
Equity Value of Investment in BHHPL	10.00	10.00
Impairment loss of Investment in BHHPL	10.00	10.00
Total value of Impairment loss during the year	—	—

4a. Investments held for sale

Particulars	As at 31st March 2026	As at 31st March 2025
1,206,990 equity shares of ₹10 each fully paid-up in HKR Roadways Limited.	75.44	75.44
1,200,217 0.01% Non-Convertible cumulative redeemable preference shares of ₹1000/- each fully paid-up in HKR Roadways Limited.	12,002.17	12,002.17
Total	12,077.61	12,077.61
Aggregate amount of Investments held for sale	12,077.61	12,077.61

Note on Investments held for sale

The Company has entered into Securities Purchase Agreement to sell its entire stake held in HKR Roadways Limited to Cube Highways and Infrastructure V Pte Limited ('CUBE') on 12th February, 2026 and upon consumation of sale the buyer(s) become the sponsors/ Promoter for HKR Roadways Limited. The Company/ HKR Roadways Limited/Seller(s)/ Buyer(s)/ have to comply certain Pre-disbursement Conditions as per the Securities Purchase and Subscription Agreement

Notes to the Standalone Financial Statements

(All amounts in ₹ Lakhs unless otherwise stated)

(amongst CUBE (as the Purchaser) and Kotak Special Situations Fund and the Company (as the Sellers) and HKR Roadways Limited.) The expected date of completion of sale is by 30th June, 2026, subject to completion of Pre-disbursement Conditions as per the Securities Purchase Agreement (SPA).

Accordingly, the investments held by the Company in HKR Roadways Limited is reclassified as Investments held for sale (under Current Assets) in accordance with Ind AS 105 Non-Current Assets held for sale and Discontinued operations.

5 Trade receivables

Particulars	As at 31st March 2026	As at 31st March 2025
(Unsecured, considered good)		
- Receivables from related parties	705.42	220.40
	<u>705.42</u>	<u>220.40</u>

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

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

Trade Receivables Ageing Schedule:

(i)Undisputed Trade receivables considered good and unsecured:

- Outstanding for following periods from due date of payment

Particulars	As at 31st March 2026	As at 31st March 2025
(a) Less than 6 months	601.02	157.76
(b) 6 months - 1 year	—	20.88
(c) 1 year - 2 years	62.64	41.76
(d) 2 years - 3 years	41.76	—
(e) More than 3 years	—	—
	<u>705.42</u>	<u>220.40</u>

6 Cash and cash equivalents

Particulars	As at 31st March 2026	As at 31st March 2025
Balances with banks		
- on current accounts	72.57	266.25
- Fixed Deposit with original maturity of 3 months or less	—	15.00
Cash on hand	0.09	0.70
Our bank balances		
- Escrow account (Refer Note No. 13)	1,098.40	—
Investments in Mutual Funds (Liquid Funds)	84.84	1,266.67
	<u>1,255.90</u>	<u>1,548.62</u>

7. Loans

Particulars	As at 31st March 2026	As at 31st March 2025
Current		
(Unsecured, considered good)		
Loans to related parties		
-Loans to jointly controlled entities*	2,853.28	2,642.17
	<u>2,853.28</u>	<u>2,642.17</u>
Aggregate of Loans and Advances	<u>2,853.28</u>	<u>2,642.17</u>
*Including the Interest accrued till the year end	1,533.87	1,322.76

Notes to the Standalone Financial Statements

(All amounts in ₹ Lakhs unless otherwise stated)

8 Other Financial Assets

Particulars	As at 31st March 2026	As at 31st March 2025
Accrued Interest on Fixed Deposit	—	0.10
	—	0.10

9 Current tax assets (net)

Particulars	As at 31st March 2026	As at 31st March 2025
TDS, IT Refund Receivables	408.93	90.82
Less: Provision for tax	(32.47)	—
	376.46	90.82

10 Other Current Assets

Particulars	As at 31st March 2026	As at 31st March 2025
Prepaid Expenses	10.60	8.15
Advance to Suppliers	500.00	—
Balance with government authorities (GST)	23.93	7.71
	534.53	15.86

11 Equity Share capital

Particulars	As at 31st March 2026		As at 31st March 2025	
	Number	Amount	Number	Amount
Authorized Equity Share Capital				
Equity shares of ₹ 2 each	25,00,00,000	5,000.00	25,00,00,000	5,000.00
	25,00,00,000	5,000.00	25,00,00,000	5,000.00
Issued, subscribed and fully paid-up Equity Share Capital				
Equity shares of ₹ 2 each	23,96,51,900	4,793.04	23,96,51,900	4,793.04
	23,96,51,900	4,793.04	23,96,51,900	4,793.04

Note: The Company also has Authorised Preference Share Capital of 18,00,00,000 shares of ₹ 10/- each, paidup preference share capital of 16,77,00,300 shares of ₹ 10/- each. The preference share capital is treated as long-term borrowings as per Indian Accounting Standards (refer note 13).

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

Particulars	As at 31st March 2026		As at 31st March 2025	
	Number	Amount	Number	Amount
At the beginning of the year	23,96,51,900	4,793.04	23,96,51,900	4,793.04
Issued during the year	—	—	—	—
Balance at the end of the year	23,96,51,900	4,793.04	23,96,51,900	4,793.04

(b) Terms/rights attached to equity shares

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

Notes to the Standalone Financial Statements

(All amounts in ₹ Lakhs unless otherwise stated)

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

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

Particulars	As at 31st March 2026		As at 31st March 2025	
	Number of shares	% of holding	Number of shares	% of holding
Equity shares of ₹ 2 each				
Gayatri Projects Limited	6,24,00,000	26.04%	6,24,00,000	26.04%
Smt T. Indira Subbarami Reddy	5,71,29,500	23.84%	5,71,29,500	23.84%
Sri T.V. Sandeep Kumar Reddy	2,70,19,810	11.27%	2,70,19,810	11.27%

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

(d) Details of shares held by promoters in the Company at the end of the year 31st March 2026

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

Details of shares held by promoters in the Company at the end of the year 31st March 2025

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

Notes to the Standalone Financial Statements

(All amounts in ₹ Lakhs unless otherwise stated)

12 Other equity

Particulars	As at 31st March 2026	As at 31st March 2025
Capital Reserve		
Capital Reserve generated on demerger of Infrastructure BOT assets from GPL to GHL (refer note 28)		
Opening Balance	4,738.35	4,738.35
Changes during the year	—	—
Closing Balance	4,738.35	4,738.35
Retained earnings		
Balance as per last audited financial statements	(28,760.97)	(28,778.73)
Add: Profit/(Loss) for the year	2,053.16	30.67
Other Comprehensive Income for the year, net of tax		
- Re-measurement (loss)/gain on defined benefit plans	4.44	(12.91)
Balance at the end of the year	(26,703.37)	(28,760.97)
Total other equity	(21,965.02)	(24,022.62)

13 Borrowings

Particulars	As at 31st March 2026	As at 31st March 2025
(a) Non-current borrowings		
Unsecured		
From related party -		
9% Non-convertible Cumulative Redeemable Preference shares of ₹ 10 each	16,770.03	16,770.03
Sub-Total (A)	16,770.03	16,770.03
Cumulative liability on Preferences Shares (B)	15,093.03	13,583.72
Total Non-Current borrowings (A+B)	31,863.06	30,353.75
(b) Short-term borrowings		
Loans repayable on demand		
Unsecured		
From related parties	4,686.53	7,904.70
From Others	3,822.65	3,822.65
	8,509.18	11,727.35

- i) Term loans from others aggregating to ₹ 3,822.65 Lakhs (31st March 2025: ₹ 3,822.65 Lakhs;) is secured by way of;
- (a) pledge of Equity shares held by the company, M/s Gayatri Projects Ltd and its promoters; (b) corporate guarantee of Gayatri Projects Limited; (c) personal guarantee of Mr. T V Sandeep Kumar Reddy; and (d) demand promissory note.

- ii) Terms of repayment

Particulars	As at 31st March 2026	As at 31st March 2025
Up to 1 year	3,822.65	3,822.65
2 to 5 years	—	—
Above 5 years	—	—
	3,822.65	3,822.65

- iii) The above facilities carry an annual interest rate of 15% (31st March 2025: 15%).

Notes to the Standalone Financial Statements

(All amounts in ₹ Lakhs unless otherwise stated)

- iv) **Settlement Agreement** - The company entered into a settlement agreement dated 14th September 2020 with Gayatri Projects Limited and IL&FS Financial Services Limited (IFIN). As per this, the existing principal outstanding ₹ 8,409.83 Lakhs will be repaid in 11 equal monthly instalments commencing from 15.09.2020 including interest accrued thereon.
- v) The company had defaulted in repayment of Term loan of ₹ 3,822.65 Lakhs and interest of ₹ 1,193.21 Lakhs there on and the same is outstanding to IFIN as on 31st March 2026. (refer note no.16)
- vi) Interest on above term loan was recognized only on principal amount, as the company has not received any Balance confirmation from IFIN. Further the interest is recognised only upto 31st March, 2023.
- vii) Short-term borrowings from related parties of ₹ 4,686.53 Lakhs represents interest free loans repayable on demand.

viii) OTS with IFIN :

Due to prolonged financial stress and operational challenges, Gayatri Highways Limited (GHL) initiated the negotiations with IFIN for a One-Time Settlement (OTS) of the loan liability. The Company has proposed to settle all outstanding dues to IFIN for an amount of Rs.25 Crores as full and final settlement. IFIN and GHL has executed a letter of intent along with draft settlement agreement vide dated 28th July, 2025, which is subject to an approval from NCLT or Hon'ble Justice D.K.Jain (Retd). Further, if any payment received by IFIN from Gayatri Projects Limited (GPL - Corporate Guarantor), such amount shall be returned to the company.

Accordingly, the Company has opened an Escrow A/c with Kotak Mahindra Bank and deposited the Rs.25 Crores into the Escrow A/c. However, IFIN has received a payment of Rs.14.02 Crores from GPL, hence the same has been returned to the company till 31st March 2026 and the balance of Rs.10.98 Crores is still maintained in the Escrow A/c.

However, the company has received a letter from IFIN requesting for upward revision of settlement amount on 8th May, 2026 and the company is in the process of negotiation to settle the matter amicably. The Company expects to receive the approval and the settlement process will be completed during the Financial Year 2026-27.

ix) Terms of Preference Shares

- a. The Company has only one class of 9% Non-convertible cumulative redeemable preference shares (NCRPS) having a par value of 10 per share. Each holder of preference shares is entitled to one vote per share in the matter of preference share holders. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors, if any, is subject to the approval of the shareholders in the ensuing annual general meeting.
- b. NCRPS shall be redeemed upon completion of a period of 10 years from the date on which they are issued. The tenure of the NCRPS may exceed 10 years from the date of issue, but shall in no circumstances exceed 20 years from the date of issue. However, any variation (extension or reduction) in the tenure of NCRPS will be subject to the mutual agreement of both parties.
- c. As per the Indian accounting standard 32, a preference share that provides for mandatory redemption by the issuer for a fixed or determinable amount at a fixed or determinable future date, or gives the holder the right to require the issuer to redeem the instrument at or after a particular date for a fixed or determinable amount, is a financial liability. Accordingly, 9% Non-convertible cumulative redeemable preference shares were treated as a financial liability and the finance cost (as interest) on such liability was also recognised.

14 Provision (Non-Current)

Particulars	As at 31st March 2026	As at 31st March 2025
Provision for employee benefits - Gratuity, non-funded	89.54	83.30
	<u>89.54</u>	<u>83.30</u>

15 Trade Payables

Particulars	As at 31st March 2026	As at 31st March 2025
Trade payables - Other than MSME	591.33	274.61
	<u>591.33</u>	<u>274.61</u>

Notes to the Standalone Financial Statements

(All amounts in ₹ Lakhs unless otherwise stated)

The identification of micro, small and medium enterprise suppliers as defined under the provisions of "Micro, Small and Medium Enterprises Act, 2006" is based on Management's knowledge of their status. There are no dues to micro, small and medium enterprises as on 31st March 2025 or 31st March 2024.

Trade Payables Ageing Schedule:

(i) Trade payables other than MSME:

- Outstanding for following periods from due date of payment

Particulars	As at 31st March 2026	As at 31st March 2025
(a) Less than 6 months	469.39	152.67
(b) 6 months - 1 year	—	—
(c) 1 year - 2 years	—	—
(d) 2 years - 3 years	—	1.64
(e) More than 3 years	121.94	120.30
	<u>591.33</u>	<u>274.61</u>

16 Other financial liabilities

Particulars	As at 31st March 2026	As at 31st March 2025
Interest accrued and due on borrowings (refer note no.13)	1,193.21	1,193.21
	<u>1,193.21</u>	<u>1,193.21</u>

17 Other Current liabilities

Particulars	As at 31st March 2026	As at 31st March 2025
Creditors for expenses	4.56	4.06
Advance from Customers	506.00	—
Statutory liabilities	27.54	3.04
	<u>538.10</u>	<u>7.10</u>

18 Provisions (Current)

Particulars	As at 31st March 2026	As at 31st March 2025
Provision for employee benefits - Gratuity, non-funded	1.34	1.09
	<u>1.34</u>	<u>1.09</u>

19 Revenue from Operations

Particulars	For the year ended 31st March 2026	For the year ended 31st March 2025
Operation & Maintenance Income	1,455.15	497.02
Deputation Income	—	72.00
	<u>1,455.15</u>	<u>569.02</u>

Notes to the Standalone Financial Statements

(All amounts in ₹ Lakhs unless otherwise stated)

20 Other income

Particulars	For the year ended 31st March 2026	For the year ended 31st March 2025
Interest on Advances	211.11	211.11
Interest on IT refund	3.69	1.10
Interest on Fixed Deposit	0.10	0.10
Income realised on Mutual Funds	71.98	31.68
Income accrued but not realised on Mutual Funds	4.30	43.48
Dividend Income	3,459.50	—
Amount received from WUPTL*	—	1,728.61
Other income	—	1.56
	3,750.68	2,017.64

* Note : Amount received from Western UP Tollways private limited (WUPTL) during the FY 2024-25 was towards share of GHL from the proceedings of NHAI Settlement Agreement as per the Share purchase agreement read with any amendments/letters

21 Operating & Maintenance Expenses

Particulars	For the year ended 31st March 2026	For the year ended 31st March 2025
Operating and Maintenance Expenses	161.68	535.98
Major Maintenance Expenses	1,334.16	—
	1,495.84	535.98

22 Employee benefits expense

Particulars	For the year ended 31st March 2026	For the year ended 31st March 2025
Gratuity expenses	10.93	11.33
	10.93	11.33

23 Finance costs

Particulars	For the year ended 31st March 2026	For the year ended 31st March 2025
Interest expense on borrowings	—	—
Finance cost on Preference Shares	1,509.30	1,509.30
	1,509.30	1,509.30

24 Other expenses

Particulars	For the year ended 31st March 2026	For the year ended 31st March 2025
Rates and taxes	3.03	80.35
Bank Charges	0.06	0.04
Auditor's remuneration (refer note below)	3.00	3.00
Advertisement Expenses	5.85	4.70
Printing and Stationery	1.27	0.96
Office Maintenance	12.71	12.51
Legal, Consultancy & Professional Expenses	45.39	65.56
Travelling and conveyance	3.67	9.20
Director's sitting fees	13.80	14.00
Advances written off	0.15	82.37
Other Expenses	—	215.00
Other Administrative Expenses	10.11	5.00
	99.04	492.69
Auditor's remuneration		
- as statutory auditor	3.00	3.00
	3.00	3.00

Notes to the Standalone Financial Statements

(All amounts in ₹ Lakhs unless otherwise stated)

25 Tax expense

Particulars	For the year ended 31st March 2026	For the year ended 31st March 2025
A. Tax expense comprises of:		
Current tax	32.47	—
Deferred tax*	—	—
Income tax expense reported in the statement of profit or loss	32.47	—
* Due to continuous losses in earlier years, the management has not recognised deferred tax assets		
B. Reconciliation of tax expense applicable to profit before tax at the latest statutory enacted tax rate in India to income tax expense reported is as follows:		
Profit before tax	2,085.63	30.67
Income tax using the Company's domestic tax rate *	25.17%	25.17%
Expected tax expense [A]	524.95	7.72
Tax effect of adjustment to reconcile expected income tax expense to reported income tax expense:		
Effect of income that is exempt from tax	—	—
Effect of expenses disallowed for tax purpose	—	—
Effect of tax on income at different rates	(0.80)	—
Others (Set-off of Carry forward losses)	(491.68)	(7.72)
Total adjustments [B]	(492.48)	(7.72)
Actual tax expense [C=A+B]	32.47	—

*Domestic tax rate applicable to the Company has been computed as follows

Base tax rate	22%	22%
Surcharge (% of tax)	10%	10%
Cess (% of tax)	4%	4%
Applicable rate of tax	25.17%	25.17%

26 Earnings/(loss) per share (EPS)

Particulars	For the year ended 31st March 2026	For the year ended 31st March 2025
Weighted average number of shares used to compute EPS	23,96,51,900	23,96,51,900
Add: Dilutive shares	—	—
Weighted average number of shares used to compute diluted EPS	23,96,51,900	23,96,51,900
Net loss after tax attributable to equity shareholders	2,053.16	30.67
Add: Savings of interest upon conversion of instruments	—	—
Net loss after tax attributable to equity shareholders for calculating diluted earning per share	2,053.16	30.67
Earnings per share		
Basic (₹)	0.86	0.01
Diluted (₹)	0.86	0.01
Nominal value - Rupees (₹) per equity share	2	2

Notes to the Standalone Financial Statements

(All amounts in ₹ Lakhs unless otherwise stated)

27 Employee Benefits

Gratuity

The Company has a defined benefit gratuity plan and governed by payment of Gratuity Act, 1972. The benefit vests upon completion of five years of continuous service and once vested it is payable to employees on retirement or on termination of employment.

Provision for Gratuity is made on actuarial basis as summarized below.

Profit and Loss account for current period

Particulars	For the year ended 31st March 2026	For the year ended 31st March 2025
Service Cost:		
Current Service Cost	5.31	5.02
Past service cost and loss/(gain) on curtailments and settlement	—	2.01
Net interest cost	5.62	4.30
Total included in 'Employee Benefit Expense'	10.93	11.33
Expenses deducted from the fund	—	—
Total Charge to P&L	10.93	11.33
Other Comprehensive Income for the current period		
Components of actuarial gain/losses on obligations:		
Due to change in financial assumptions	(3.86)	3.51
Due to change in demographic assumptions	—	—
Due to experience adjustments	(0.58)	9.40
Amount recognized in Other Comprehensive Income	(4.44)	12.91

Reconciliation of defined obligation

Particulars	For the year ended 31st March 2026	For the year ended 31st March 2025
Defined Benefit Obligation		
Opening defined benefit obligation	84.39	60.15
Service Cost	5.31	5.02
Net interest expense	5.62	4.30
Components of actuarial gain/losses on obligations		
Due to change in financial assumptions	(3.86)	3.51
Due to change in demographic assumptions	—	-
Due to experience adjustments	(0.58)	9.40
Past Service Cost	—	2.01
Benefits paid	—	-
Closing defined benefit obligation	90.88	84.39
Bifurcation of liability as per schedule III		
Current Liability	1.34	1.09
Non-current liability	89.54	83.30

Notes to the Standalone Financial Statements

(All amounts in Lakhs unless otherwise stated)

27 Employee Benefits Gratuity (continued...)

Principal Actuarial Assumptions

Particulars	For the year ended 31st March 2026	For the year ended 31st March 2025
Discounting Rate	7.25%	6.70%
Average Salary Growth Rate	7.30%	7.30%
Withdrawal Rate	0 % at all ages	0 % at all ages
Sensitivity to key assumptions		
<u>Discount Rate Sensitivity</u>		
Increase by 0.5%	87.62	89.33
(% change)	-3.58%	-2.95%
Decrease by 0.5%	94.37	89.37
(% change)	3.84%	5.91%
<u>Salary Growth Rate Sensitivity</u>		
Increase by 0.5%	94.35	89.33
(% change)	3.82%	5.85%
Decrease by 0.5%	87.61	81.91
(% change)	-3.60%	-2.94%
<u>Withdrawal Rate (W.R.) Sensitivity</u>		
W.R. X 110%	90.88	85.50
(% change)	0.00%	1.31%
W.R. X 90%	90.88	85.50
(% change)	0.00%	1.31%

28 Goodwill / Capital Reserve

Particulars	As at 31st March 2026	As at 31st March 2025
(i) Acquisition of Investments (from Demerge)		
Cost of Investment in SMTL		
(a) Equity Share Capital of GHL issued to GPL	3,545.04	3,545.04
Total (A)	3,545.04	3,545.04
Value of Assets received from GPL		
Investments in Infrastructure BOT Assets	10,590.14	10,590.14
Other Net Assets(BOTs) received from GPL	(2,306.75)	(2,306.75)
Total (B)	8,283.39	8,283.39
Capital Reserve on Acquisition of Investments (A-B) (II)	(4,738.35)	(4,738.35)

Notes to the Standalone Financial Statements

(All amounts in ₹ Lakhs unless otherwise stated)

29 Financial instruments

Financial instruments by category

The carrying value and fair value of financial instruments by categories as at 31st March 2026 were as follows :

Particulars	Note	FVTPL	At Cost	Amortized cost	Total carrying value	Total fair Value
Financial assets:						
Investments	4	—	7,806.56	—	7,806.56	7,806.56
Trade receivables	5	—	—	705.42	705.42	705.42
Cash and cash equivalents	6	84.84	—	1,171.06	1,255.90	1,255.90
Loans	7	—	—	2,853.28	2,853.28	2,853.28
Other financial assets	8	—	—	—	—	—
Total financial assets		84.84	7,806.56	4,729.76	12,621.16	12,621.16
Financial liabilities:						
Borrowings	13	—	—	40,372.24	40,372.24	40,372.24
Trade payables	15	—	—	591.33	591.33	591.33
Other financial liabilities	16	—	—	1,193.21	1,193.21	1,193.21
Total financial liabilities		—	—	42,156.78	42,156.78	42,156.78

The carrying value and fair value of financial instruments by categories as at 31st March 2025 were as follows :

Particulars	Note	FVTPL	At Cost	Amortized cost	Total carrying value	Total fair Value
Financial assets:						
Investments	4	—	7,806.56	—	7,806.56	7,806.56
Trade receivables	5	—	—	220.40	220.40	220.40
Cash and cash equivalents	6	1,266.67	—	281.95	1,548.62	1,548.62
Loans	7	—	—	2,642.17	2,642.17	2,642.17
Other financial assets	8	—	—	0.10	0.10	0.10
Total financial assets		1,266.67	7,806.56	3,144.62	12,217.85	12,217.85
Financial liabilities:						
Borrowings	13	—	—	42,081.10	42,081.10	42,081.10
Trade payables	15	—	—	274.61	274.61	274.61
Other financial liabilities	16	—	—	1,193.21	1,193.21	1,193.21
Total financial liabilities		—	—	43,548.92	43,548.92	43,548.92

Notes to financial instruments

i. The management assessed that the fair value of cash and cash equivalents, trade receivables, loans, trade payables and other financial liabilities approximate the carrying amount largely due to short-term maturity of these instruments. The management assessed that the fair value of borrowings approximate the carrying amount largely due to such borrowings carry interest rates or rates are negotiable.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

ii. Fair value hierarchy

Financial assets and financial liabilities measured at fair value in the statement of financial position are grouped into three Levels of a fair value hierarchy. The three Levels are defined based on the observability of significant inputs to the measurement, as follows:

Level 1: Quoted prices (unadjusted) in active markets for financial instruments.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximize the use of observable market data rely as little as possible on entity specific estimates.

Level 3: Inputs for the assets or liabilities that are not based on the observable marked data (unobservable inputs)

iii. Measurement of fair value of financial instruments

The Company's finance team performs valuations of financial items for financial reporting purposes, including Level 3 fair values, in consultation with third party valuation specialist for complex valuations, wherever necessary. Valuation techniques are selected based on the characteristics of each instrument, with the overall objective of maximizing the use of market-based information.

Notes to the Standalone Financial Statements

(All amounts in ₹ Lakhs unless otherwise stated)

30 Financial risk management

Financial risk factors

The Company's activities expose it to market risk, liquidity risk and credit risk. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.

Risk	Exposure arising from	Measurement
Credit risk	Cash and cash equivalent, trade receivables, financial assets measured at amortized cost	Ageing analysis
Liquidity risk	Borrowings and other financial liabilities	Rolling cash flow forecasts
Market risk – Interest rate	Long-term borrowings at variable rates	Sensitivity analysis

The Company's risk management is carried out by a central treasury department (of the group) under policies approved by the board of directors. The board of directors provides written principles for overall risk management, as well as policies covering specific areas, such interest rate risk, credit risk and investment of excess liquidity.

a. Credit risk

Credit risk arises from cash and cash equivalents, trade receivables, investments carried at amortized cost and deposits with banks and financial institutions.

Credit risk management

The finance function of the Company assesses and manages credit risk based on internal credit rating system. Internal credit rating is performed for each class of financial instruments with different characteristics.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an on-going basis throughout each reporting period. In general, it is presumed that credit risk has significantly increased since initial recognition if the payments are more than 30 days past due. A default on a financial asset is when the counterparty fails to make contractual payments when they fall due. This definition of default is determined by considering the business environment in which entity operates and other macro-economic factors.

Expected credit loss for trade receivables under simplified approach

The Company recognises significant income from toll road on the basis of actual collection and hence there are no significant outstanding. Hence, as the Company does not have significant credit risk, it does not present the information related to ageing pattern. The company has widespread customer base and no single customer accounted for 10% or more of revenue in any of the years indicated.

During the periods presented, the Company made no write-offs of trade receivables and it does not expect to receive future cash flows or recoveries from collection of cash flows previously written off.

b. Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. Due to the nature of the business, the Company maintains flexibility in funding by maintaining availability under committed facilities.

Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company takes into account the liquidity of the market in which the entity operates. In addition, the Company's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

Notes to the Standalone Financial Statements

(All amounts in ₹ Lakhs unless otherwise stated)

30 Financial risk management (Contd...)

Maturities of financial liabilities

The tables below analyze the Company's financial liabilities into relevant maturity groupings based on their contractual maturities for all financial liabilities. The amounts disclosed in the table are the contractual undiscounted cash flows.

As at 31st March 2026	Less than 1 year	1 year to 5 years	5 years and above	Total
Non-Current Borrowings	—	16,770.03	—	16,770.03
Current borrowings	8,509.18	—	—	8,509.18
Future interest payments	15,093.03	—	—	15,093.03
Trade payables	591.33	—	—	591.33
Other financial liabilities	1,193.21	—	—	1,193.21
Total	25,386.75	16,770.03	—	42,156.78

As at 31st March 2025	Less than 1 year	1 year to 5 years	5 years and above	Total
Non-Current Borrowings	—	16,770.03	—	16,770.03
Current borrowings	11,727.35	—	—	11,727.35
Future interest payments	12,074.42	—	—	12,074.42
Trade payables	123.67	—	—	123.67
Other financial liabilities	1,193.21	—	—	1,193.21
Total	25,118.65	16,770.03	—	41,888.68

c. Interest rate risk

The Company's fixed rate borrowings are carried at amortized cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, 'Financial Instruments - Disclosures', since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

The Company's variable rate borrowing is subject to interest rate. Below is the overall exposure of the borrowing:

Particulars	As at 31st March 2026	As at 31st March 2025
Fixed rate borrowing	20,592.68	20,592.68
Interest free borrowing	4,686.53	7,904.70
Total borrowings	25,279.21	28,497.38

Interest rate risk

Profit or loss is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rates.

Particulars	For the year ended 31st March 2026	For the year ended 31st March 2025
Interest rates – increase by 50 basis points (50 bps)	(102.96)	(102.96)
Interest rates – decrease by 50 basis points (50 bps)	102.96	102.96

Notes to the Standalone Financial Statements

(All amounts in ₹ Lakhs unless otherwise stated)

31 Capital Management

The Company's objectives when managing capital are to:

Safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Company monitors its capital using gearing ratio, which is net debt divided by total equity. Net debt includes long term borrowings, short term borrowings, current maturities of long term borrowings less cash and cash equivalents and other bank balances.

Particulars	As at 31st March 2026	As at 31st March 2025
Long term borrowings (including current maturities) and interest accrued	33,056.27	31,546.96
Short term borrowings	8,509.18	11,727.35
Less: Cash and cash equivalents	(1,255.90)	(1,548.62)
Net debt	40,309.55	41,725.69
Total equity	(17,171.98)	(19,229.58)
Gearing ratio	(2.35)	(2.17)

Notes to the Standalone Financial Statements

(All amounts in ₹ Lakhs unless otherwise stated)

32 Financial Ratios

S.No.	Ratio	Numerator	Denominator	31st March 2026	31st March 2025	% Change	Reason for Variance
1	Current ratio	Current Assets	Current Liabilities	0.53	0.34	-54%	Due to increase in the trade receivables in the month of March 2026
2	Debt-Equity ratio	Total Debt	Shareholder's Equity	-2.42	-2.25	-8%	
3	Debt service Coverage ratio	Earnings for debt service = Net profit after taxes + Depreciation and amortisation+ Interest	Debt service = Interest payments + Principal Repayments	NA	NA	NA	
4	Return on Equity ratio	Net profits after taxes - preference dividend	Average Shareholder's Equity	-0.11	0.00	—	
5	Inventory turnover ratio	Cost of goods sold	Average Inventory	NA	NA	NA	
6	Trade receivables turnover ratio	Net Credit Sales	Average Trade Receivable	3.14	4.17	25%	Due to increase in the trade receivables in the month of March 2026
7	Trade payables turnover ratio	Net Credit Purchases	Average Trade Payables	3.45	2.69	-28%	Due to increase in the trade payables in the month of March 2026
8	Net Capital turnover ratio	Net sales	Working capital = current assets - current liabilities	-0.28	-0.07	-335%	Due to repayment of short term borrowings
9	Net Profit ratio	Net Profit after tax	Net sales	1.41	0.03	-4430%	Due to dividend income received during the current financial year
10	Return on Capital employed	Earnings before interest and taxes Deferred Tax Liability	Capital Employed = Tangible Net Worth + Total Debt +	0.15	0.06	-130%	Due to dividend income received during the current financial year
11	Return on Investment	Interest (Finance Income)	Investment	0.06	0.06	0%	

Notes to the Standalone Financial Statements

(All amounts in ₹ Lakhs unless otherwise stated)

33 Contingent liabilities

Particulars	As at 31st March 2026	As at 31st March 2025
Pledge of equity shares held in subsidiaries and jointly controlled entities for loans taken by them		
Sai Maatarini Tollways Limited (GHL has relinquished its rights in equity shares of SMTL w.e.f. 6th January, 2025, the outstanding loan given is as on 31st December, 2024)	—	2,17,089.05
Indore Dewas Tollways Limited	62,085.31	62,085.31
HKR Roadways Limited	89,734.67	69,073.88

34 Related party disclosures

a) Name of related parties and nature of relationship

Name of the related party	Nature of relationship
Indore Dewas Tollways Limited*	Subsidiaries
Balaji Highways Holding Private Limited	
Gayatri Jhansi Roadways Limited	
Gayatri Lalitpur Roadways Limited	
Hyderabad Expressways Limited	
Cyberabad Expressways Limited	
HKR Roadways Limited	Jointly controlled entities
Gayatri Projects Limited	
T. Indira Subbarami Reddy	
T.V. Sandeep Kumar Reddy	
K.G. Naidu, Chief Executive Officer	Key Management Personnel ("KMP")
P.K. Sahoo, Chief Financial Officer	
P. Rajkumar, Company Secretary	
M.V. Narasimha Rao, Independent Director	
G. Jagannadha Rao, Independent Director	
Ch. Krishnamurthy, Independent Director	
P. Laxmi, Independent Director	
D. Balarama Krishna, Independent Director	
V. Sindhuja Pothapragada, Independent Director	Entity in which KMP have Significant Shareholding
Shrewd Constructions Private Limited	

* Note : Indore Dewas Tollways Limited has been admitted into NCLT under IBC from 31st October, 2023 and later a liquidator has been appointed for liquidation of IDTL during February, 2025.

Notes to the Standalone Financial Statements

(All amounts in ₹ Lakhs unless otherwise stated)

34 Related party disclosures (Continued..)

b) Transactions with related parties

Particulars	For the Year Ended 31st March 2026	For the Year Ended 31st March 2025
Gayatri Jhansi Roadways Limited		
Dividend income	1,837.70	—
MMR Income	1,455.15	—
MMR Advance received	253.00	—
Loan taken	250.00	—
Loan repaid	(250.00)	—
Gayatri Lalitpur Roadways Limited		
Dividend income	1,621.80	—
MMR Advance received	253.00	—
Intercompany Advance repaid	(251.01)	—
Loan taken	250.00	—
Loan repaid	(250.00)	—
Cyberabad Expressways Limited		
Interest income	211.11	211.11
Deputation Income	—	36.00
Hyderabad Expressways Limited		
Deputation Income	—	36.00
HKR Roadways Limited		
Operations & Maintenance Income	—	497.02
Gayatri Projects Limited		
Loans taken/(repaid) (net)	(2,967.16)	—
Finance cost on Preference Shares	1,509.31	1,509.30
Key Managerial Personnel		
Gratuity		
K.G.Naidu, Chief Executive Officer	5.12	18.13
P.K.Sahoo, Chief Financial Officer	0.54	2.34
P.Rajkumar, Company Secretary	0.83	3.78

c) Balances receivable/(payable)

Particulars	As at 31st March 2026	As at 31st March 2025
Gayatri Jhansi Roadways Limited - MMR Advance	(253.00)	—
Gayatri Jhansi Roadways Limited - MMR Receivable	601.02	—
Gayatri Lalitpur Roadways Limited - MMR Advance	(253.00)	—
Gayatri Lalitpur Roadways Limited - Loan payable	—	(251.01)
Hyderabad Expressways Limited - Deputation receivable	20.88	20.88
HKR Roadways Limited - O&M receivable	—	116.00
Cyberabad Expressways Limited - Loan receivable (Including Interest receivable)	2,853.28	2,642.17
Cyberabad Expressways Limited - Deputation receivable	83.52	83.52
Balaji Highways Holding Pvt. Ltd - Loan payable	(250.22)	(250.22)
Gayatri Projects Limited - CRPS payable (Including Finance cost)	(31,863.06)	(30,353.75)
Gayatri Projects Limited - Loan payable	(4,436.31)	(7,403.47)
Gayatri Projects Limited - O&M payable	(120.30)	(120.30)
Key Managerial Personnel - Gratuity payable -		
K.G.Naidu, Chief Executive Officer	(71.74)	(66.62)
P.K.Sahoo, Chief Financial Officer	(7.51)	(6.97)
P.Rajkumar, Company Secretary	(11.63)	(10.80)

d) Guarantees and pledges outstanding

Refer Note 33 for financial guarantees and pledges outstanding.

Notes to the Standalone Financial Statements

(All amounts in ₹ Lakhs unless otherwise stated)

35 The Company's principal objectives are to provide infrastructural facilities either on its own or through incorporating and investing in special purpose vehicles. Consequently, the Company has significant investments in its jointly controlled companies and other entities. On the basis of assessment of the nature of business of the Company, duly supported by an independent opinion from an expert, the management is of the view that the Company is not a Non banking financial institution under the provisions of Section 45-IA of the Reserve Bank of India Act, 1934.

36 Going Concern

The Company has been incurring operating losses during the past years and the current liabilities of the Company exceed its current assets. Notwithstanding the above, the accompanying financial statements have been prepared on going concern basis as the management believes that the subsidiaries, associates and jointly controlled entities will generate sufficient cash flows to support the Company in foreseeable future.

37 Segment reporting

The Company primarily engaged in the business of "construction, operations and maintenance of roads, highways, vehicle bridges and tunnels and toll roads", which is as per Indian Accounting Standard - 108 on "Operating Segment" is considered to be the only reportable business segment. The company is operating in India which is considered as a single geographical segment.

38 Labour Codes

On November 21, 2025, the Government of India notified provisions of the Code on Wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020 and the Occupational Safety, Health and Working Conditions Code, 2020, (Labour Codes) which consolidate twenty-nine existing labour laws into a unified framework governing employee benefits. The Ministry of Labour & Employment published draft Central Rules and FAQs to enable assessment of the financial impact due to changes in regulations.

The incremental Impact of these changes, assessed by the Company, on the basis of Information available, in line with the guidance provided by the Institute of Chartered Accountants of India, is not material and has been accounted for all employees in the financial statements for the year ended March 31, 2026. The Company will continue to monitor the development pertaining to the Labour Codes and will evaluate the Impact, if any, on the measurement of the employee benefits liability.

39 Other information forming part of the financial statements

a) Capital Work in Progress

No Capital Work in Progress exist in the books of accounts of the company as at the reporting date.

b) Intangible Assets under Development

No Intangible Assets under Development exist in the books of accounts of the company as at the reporting date.

c) Benami property

The company does not have any proceedings that have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

d) Borrowings from Banks or Financial Institutions on the Basis of Security of Current Assets

The company has not obtained any borrowings on the basis of security of Current Assets during the reporting period.

e) Title deeds of Immovable Property not held in name of the Company

No immovable property held in the name of the company, hence no such property exist in the company's books of accounts as at reporting date.

f) Wilful Defaulter

The company is not declared as wilful defaulter by any bank or financial Institution or other lender from whom the borrowings are obtained.

g) Charges or Satisfaction yet to be registered with Registrar of Companies beyond the statutory period

The company has no charges or satisfaction yet to registered with Registrar of companies as at the reporting date.

Notes to the Standalone Financial Statements

(All amounts in ₹ Lakhs unless otherwise stated)

39 Other information forming part of the financial statements (continued)

h) Relationship with Struck off Companies

The company has no Relationship with Struck off Companies as at the reporting date.

i) Layers of Companies

Name of the Company	Nature of relationship
Indore Dewas Tollways Limited	Subsidiaries
Balaji Highways Holding Private Limited	Jointly controlled entities
Gayatri Jhansi Roadways Limited	
Gayatri Lalitpur Roadways Limited	
Hyderabad Expressways Limited	
Cyberabad Expressways Limited	
HKR Roadways Limited	

j) Corporate Social Responsibility related Disclosures

CSR is not applicable to the company, as neither of company's turnover exceeded 1000 crores nor networth exceeded 500 crores nor net profit exceeded 5 Crores during the preceeding financial year.

k) Details of Crypto or Virtual Currency

The Company does not hold any investments in the form of Crypto or Virtual Currency.

l) Derivative Instruments and other Un-hedged foreign currency exposure

There are no derivative contracts outstanding at the close of the year.

40 Events after the reporting period

There were no events occurring after the balance sheet date affecting the aforesaid financial statement.

41 Previous year's figures have been regrouped / reclassified wherever necessary to conform to the current year's classification / disclosure.

42 Figures have been rounded off to the nearest rupees in Lakhs.

This is the Summary of Material Accounting Policies and Other Explanatory Information referred to in our report of even date

For **PRSV & Co. LLP**
Chartered Accountants
Firm Regn. No: S200016

Y.Venkateswarlu
Partner
M.No.:222068

Place : Hyderabad
Date : 25th May 2026

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

G. Jagannadha Rao
Director
DIN: 010599819

K.G.Naidu
Chief Executive Officer

Place : Hyderabad
Date : 25th May 2026

Ch. Krishnamurthy
Director
DIN: 08661228

P.K.Sahoo
Chief Financial Officer

P.Raj Kumar
Company Secretary

**Statement on Impact of Audit Qualifications (for audit report with modified opinion)
submitted along-with Annual Audited Financial Results - (Standalone)**

**Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2026
[See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016]**

Audit Qualification No. 1
(Rs. in Lakhs)
I

S. No	Particulars	Audited Figures in lakhs (as reported before adjusting for qualifications)	Adjusted Figures in lakhs (audited figures after adjusting for qualifications)
1.	Turnover / Total Income	5205.83	5205.83
2.	Total Expenditure	3120.20	3120.20
3.	Net Profit/(Loss)	2057.60	2057.60
4.	Earnings per share (in Rs.)	0.86	0.86
5.	Total Assets	25613.78	25613.78
6.	Total Liabilities	42785.76	47601.88
7.	Net Worth	(17171.98)	(21988.1)
8.	Any other financial item(s) (as appropriate by the management)	-	-

II. Audit Qualification:

S. No	Particulars	Remarks
1.	Details of Audit Qualification	The Company has written back Zero Interest Subordinate Loan (ZISL) payable to Gayatri Projects Limited (GPL) of Rs.17,887.51 Lakhs during the financial year 2022-23, out of which GPL has confirmed the write off of Rs.13,411.00 Lakhs and the balance of Rs.4,476.51 Lakhs is yet to be written off in GPL books. As a result, the other equity of the Company is overstated by Rs.4,476.51 Lakhs and the liabilities are understated by Rs.4,476.51 Lakhs. Further, an amount of Rs. 4,556.60 Lakhs is due to GPL towards the non-interest-bearing loan as per the books of the Company. But as per the confirmation from GPL, the amount due to them is Rs. 4,896.21 Lakhs. As a result, the other equity of the Company is overstated by Rs.339.61 Lakhs and the liabilities of the Company are understated by Rs.339.61 Lakhs.
2.	Type of Qualification	Qualified Opinion
3.	Frequency of Qualification	Repetitive
4.	For Audit Qualification(s) where impact is quantified by the Auditor, Management Views	The management is in disagreement with the quantified value as GPL is yet to pass necessary entries as per various agreements.
5.	For Audit Qualification(s) where impact is not qualified by the auditor :	
	i. Management's estimation on NA the impact of audit qualification :	Not Applicable
	ii. If management is unable to estimate the impact, reasons for the same received.	Not Applicable
	iii. Auditor's Comments on (i) or (ii) above :	No further comments

Audit Qualification No. 2

I

S. No	Particulars	Audited Figures in lakhs (as reported before adjusting for qualifications)	Adjusted Figures in lakhs (audited figures after adjusting for qualifications)
1.	Turnover / Total Income	5205.83	5205.83
2.	Total Expenditure	3120.20	3120.20
3.	Net Profit/(Loss)	2057.60	2057.60
4.	Earnings per share (in Rs.)	0.86	0.86
5.	Total Assets	25613.78	25613.78
6.	Total Liabilities	42785.76	42785.76
7.	Net Worth	(17171.98)	(17171.98)
8.	Any other financial item(s) (as appropriate by the management)	—	—

II. Audit Qualification

S. No	Particulars	Remarks
1.	Details of Audit Qualification	The Company has defaulted in repayment of outstanding term loan of Rs. 3,822.65 Lakhs and outstanding accumulated interest of Rs. 1,193.21 Lakhs (Interest was recognized in the financial statements till 31 March 2023) payable to IL&FS Financial Services Limited. The company has been calculating and recognizing interest only on the defaulted principle of Rs. 3,822.65 Lakhs as per the existing loan agreement since the Company has not received balance confirmation from the said lender. In the absence of balance confirmation, we are unable to comment on the carrying value of term loan principle and outstanding interest as at 31 March 2026 or any adjustment required to and the consequent impact if any on the financial statements had the confirmations been received from the lender.
2.	Type of Qualification	Qualified Opinion
3.	Frequency of Qualification	Repetitive
4.	For Audit Qualification(s) where impact is quantified by the Auditor, Management Views	Not Applicable
5.	For Audit Qualification(s) where the impact is not quantified by the auditor:	
	i. Management's estimation on the impact of audit qualification :	The Management is not in a position to quantify the impact of audit qualification at this point of time.
	ii. If management is unable to estimate the impact, reasons for the same	Management is unable to estimate the impact due to the Company has requested for confirmation of balances and is yet to be received.
	iii. Auditors Comments on (i) or (ii) above	No further comments

Audit Qualification No. 3

I

S. No	Particulars	Audited Figures in lakhs (as reported before adjusting for qualifications)	Adjusted Figures in lakhs (audited figures after adjusting for qualifications)
1.	Turnover / Total Income	5205.83	5205.83
2.	Total Expenditure	3120.20	3693.60
3.	Net Profit/(Loss)	2057.60	1484.20
4.	Earnings per share (in Rs.)	0.86	0.62
5.	Total Assets	25613.78	25613.78
6.	Total Liabilities	42785.76	44505.96
7.	Net Worth	(17171.98)	(18892.18)
8.	Any other financial item(s) (as appropriate by the management)	—	—

II. Audit Qualification

S. No	Particulars	Remarks
1.	Details of Audit Qualification	The Company did not provide interest on the outstanding term loan of Rs. 3,822. 65 Lakhs due to IL&FS Financial Services Limited for the period 01 April 2023 to 31 March 2026. The Company's records indicate that, had management provided interest for the period 01 April 2023 to 31 March 2026, the cumulative loss and the corresponding liability would have been increased by Rs. 1,720.20 Lakhs and total equity would have been reduced by Rs. 1,720.20 Lakhs calculated on interest of 15% p.a.
2.	Type of Qualification	Qualified Opinion
3.	Frequency of Qualification	Repetitive
4.	For Audit Qualification(s) where impact is quantified by the Auditor, Management Views	The management is in negotiations to settle the debt amicably, hence it cannot quantify the actual liability at this point of time.
5.	For Audit Qualification(s) where the impact is not quantified by the auditor:	
	i. Management's estimation on the impact of audit qualification.	Not Applicable
	ii. If management is unable to estimate the impact, reasons for the same.	Not Applicable
	iii. Auditor's Comments on (i) or (ii) above :	No further comments.

Audit Qualification No. 4

I

S. No	Particulars	Audited Figures in lakhs (as reported before adjusting for qualifications)	Adjusted Figures in lakhs (audited figures after adjusting for qualifications)
1.	Turnover / Total Income	5205.83	5205.83
2.	Total Expenditure	3120.20	3120.20
3.	Net Profit/(Loss)	2057.60	(2888.82)
4.	Earnings per share (in Rs.)	0.86	(1.21)
5.	Total Assets	25613.78	20667.36
6.	Total Liabilities	42785.76	42785.76
7.	Net Worth	(17171.98)	(22118.40)
8.	Any other financial item(s) (as appropriate by the management)	—	—

II. Audit Qualification

S. No	Particulars	Remarks
1.	Details of Audit Qualification	a. a. The Company has invested Rs.434.32 lakhs as equity and 0.001% optionally convertible debentures of Rs.1,112.48 lakhs as well as advanced loans including interest till 31 March 2026 of Rs.2,853.28 lakhs. Further it has to receive an amount of Rs.83.52 lakhs towards receivable for deputation. All these amounts aggregate to Rs.4,483.60 lakhs in Cyberabad Expressways Limited (CEL), a jointly controlled entity. As per the audited financial statements of the CEL as on 31 March 2026, the negative net worth stood at Rs.12,864.50 lakhs. Consequent to the erosion in the net worth of CEL, the exposure of the Company to the extent of Rs. 4,483.60 lakhs is required to be impaired fully. IndAS 36 requires the company to provide for impairment in the value of investments and other financial assets by providing for the amount of impairment in the Profit & Loss Account. b. The Company has invested Rs. 1,581.36 lakhs as equity (50% share in equity) and Rs. 20.88 lakhs towards receivable for deputation aggregating to Rs. 1,602.24 lakhs in Hyderabad Expressways Limited (HEL), a jointly controlled entity. As per the audited financial statements of the HEL as on 31 March 2026, the positive net worth stood at Rs. 8,040.29 lakhs including a loan of Rs. 5,761.46 lakhs advanced to CEL. As per the above paragraph, CEL has a negative net-worth of Rs.12,864.50 lakhs as on 31 March 2026. Continuing for the reasons stated in the above paragraph, the loan advanced by HEL is in our opinion, doubtful of recovery resulting in reduction of net-worth of HEL to Rs. 2,278.83 lakhs. The Company owns 50% of the equity share capital of HEL and hence the Company share of net-worth in HEL works out to Rs. 1,139.42 lakhs vis-à-vis the exposure of Rs. 1,602.24 lakhs. This result in impairment to an extent of Rs.462.82 Lakhs from out of the investments made in HEL and Receivables due. Ind AS 36 requires the company to provide for this impairment in the value of investments and other financial assets by providing for the amount of impairment in the Profit & Loss Account. Since the Company has not impaired the cost of investments, debentures, loans granted to jointly controlled entities and trade receivables to an extent of Rs. 4,483.60 lakhs to CEL and Rs.462.82 Lakhs to HEL in its books, the Loss for the year and other

		Comprehensive Income are understated by the said amount. The other equity in the balance sheet is overstated by Rs. 4,946.42 lakhs. Our conclusion on the statement is qualified in respect of the above matters.
2.	Type of Qualification	Qualified Opinion
3.	Frequency of Qualification	Repetitive
4.	For Audit Qualification(s) where impact is quantified by the Auditor, Management Views	There is an income receivable by Cyberabad Expressways Limited (CEL) due from the Government of Telangana/HGCL/HMDA. The company has won the case in Arbitration, Commercial court and two additional cases in the Hon'ble High Court of Telangana. Eventhough Section 37 petition is pending in Hon'ble High Court of Telangana, the company is insisting the payment of dues through an Executive Petition in Commercial Court which is pending. The Company further informed that it is confident of winning the case and receive the amount of more than Rs. 400 Crores (approx.) from the Government of Telangana/HGCL/HMDA. But as there is still an opportunity to the government to further escalate the case in higher legal forums like High Court or Supreme Court, CEL, a Jointly controlled Entity, has not recognized the income as the receipt of funds is contingent in nature. Accordingly, the management has not impaired its cost of investments, loans and receivables from CEL and also from HEL.
5.	For Audit Qualification(s) where the impact is not quantified by the auditor:	
	i. Management's estimation on the impact of audit qualification.	Not Applicable
	ii. If management is unable to estimate the impact, reasons for the same.	Not Applicable
	iii. Auditor's Comments on (i) or (ii) above :	No further comments.

III. Signatories

(K.G.Naidu)
Chief Executive Officer

(P.K.Sahoo)
Chief Financial Officer

(M.V.Narasimha Rao)
Audit Committee Chairman
DIN: 06761474

Y.Venkateswarlu
(PRSV & Co. LLP)
Statutory Auditor

Place: Hyderabad

Date: 25-05-2026

INDEPENDENT AUDITOR'S REPORT

To the Members of GAYATRI HIGHWAYS LIMITED

Report on the audit of the Consolidated Financial Statements

Qualified Opinion

We have audited the accompanying Consolidated financial statements of Gayatri Highways Limited ("the Holding Company") its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and jointly controlled entities which comprise the Consolidated Balance Sheet as at 31 March 2026 and the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended, and notes to the Consolidated financial statements, including a summary of significant accounting policies and other explanatory information for the year ended on that date.

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries and jointly controlled entities referred to in the Other Matters section below the aforesaid Consolidated financial statements to the extent made available to us, except for the effects of the matter described in the Basis for Qualified Opinion section of our report the aforesaid Consolidated financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 March 2026, their consolidated loss including other comprehensive income, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

Basis for Qualified Opinion

1. The holding company has written back Zero Interest Secured Loan (ZISL) payable to Gayatri Projects Limited (GPL) of Rs.17,887.51 Lakhs during the financial year 2022-23, out of which GPL has confirmed the waiver of Rs.13,411.00 Lakhs and the liability of ZISL Rs.4,476.51 Lakhs is yet to be written off in GPL books. As a result, the other equity of the Company is overstated by Rs.4,476.51 Lakhs and the liabilities are understated by Rs.4,476.51 Lakhs.

Further, an amount of Rs. 4,556.60 Lakhs is due to GPL towards the non-interest-bearing loan as per the books of the Company. But as per the confirmation from GPL, the amount due to them is Rs. 4,896.21 Lakhs. As a result, the other equity of the Company is overstated by Rs.339.61 Lakhs and the liabilities of the Company are understated by Rs.339.61 Lakhs.

2. The holding company has defaulted in repayment of outstanding term loan of Rs. 3,822.65 Lakhs and outstanding accumulated interest of Rs. 1,193.21 Lakhs (Interest was recognized in the financial statements till 31 March 2023) payable to IL&FS Financial Services Limited. The company has been calculating and recognizing interest only on the defaulted principle of 3,822.65 Lakhs as per the existing loan agreement since the Company has not received balance confirmation from the said lender. In the absence of balance confirmation, we are unable to comment on the carrying value of term loan principle and outstanding interest as at 31 March 2026 or any adjustment required to and the consequent impact if any on the financial statements had the confirmations been received from the lender.
3. The holding company did not provide interest on the outstanding term loan of Rs. 3,822.65 Lakhs due to IL&FS Financial Services Limited for the period 01 April 2023 to 31 March 2026. The Company's records indicate that, had management provided interest for the period 01 April 2023 to 31 March 2026, the cumulative loss and the corresponding liability would have been increased by Rs. 1,720.20 Lakhs and total equity would have been reduced by Rs. 1,720.20 Lakhs calculated on interest of 15% p.a.
4. a. The holding Company has advanced loans including interest till 31 March 2026 of Rs. 2,853.28 lakhs. Further it has to receive an amount of Rs.83.52 lakhs towards receivable for deputation. All these amounts aggregate to Rs. 2,936.80 lakhs in Cyberabad Expressways Limited (CEL), a jointly controlled entity.

As per the audited financial statements of the CEL as on 31 March 2026, the negative net worth stood at Rs. 12,864.50 lakhs. Consequent to the erosion in the net worth of CEL, the exposure of the Company to the extent of 2,936.80 lakhs is required to be impaired fully. IndAS 36 requires the company to provide

for impairment in the value of investments and other financial assets by providing for the amount of impairment in the Profit & Loss Account.

- b. The holding Company has invested Rs. 2,576.88 lakhs (including accumulated share of profit as per equity method Rs. 995.52 lakhs) as equity (50% share in equity) and Rs. 20.88 lakhs towards receivable for deputation aggregating to Rs. 2,597.76 lakhs in Hyderabad Expressways Limited (HEL), a jointly controlled entity.

As per the audited financial statements of the HEL as on 31 March 2026, the positive net worth stood at Rs. 8,040.29 lakhs including a loan of Rs. 5,761.46 lakhs advanced to CEL. As per the above paragraph, CEL has a negative net-worth of Rs. 12,864.50 lakhs as on 31 March 2026. Continuing for the reasons stated in the above paragraph, the loan advanced by HEL is in our opinion, doubtful of recovery resulting in reduction of net-worth of HEL to Rs. 2,278.83 lakhs. The Company owns 50% of the equity share capital of HEL and hence the Company share of net-worth in HEL works out to Rs. 1,139.42 lakhs vis-à-vis the exposure of Rs. 2,597.76 lakhs. This result in impairment to an extent of Rs. 1,458.34 lakhs from out of the investments made in HEL and Receivables due. Ind AS 36 requires the company to provide for this impairment in the value of investments and other financial assets by providing for the amount of impairment in the Profit & Loss Account.

Since the holding company has not impaired the cost of investments, debentures, loans granted to jointly controlled entities and trade receivables to an extent of Rs. 2,936.80 lakhs to CEL and Rs. 1,458.34 lakhs to HEL in its books, the Loss for the year and other Comprehensive Income are understated by the said amount. The Other Equity in the balance sheet is overstated by Rs. 4,395.14 lakhs. Our conclusion on the statement is qualified in respect of the above matters.

5. We were informed that the Holding Company did not receive the audited financial statements of Indore Dewas Tollways Limited (IDTL), which is a material subsidiary of the Holding Company for the year ended 31 March 2026 for the reasons stated there under. We were informed that the hon'ble NCLT bench at Hyderabad had admitted IDTL into Corporate Insolvency Resolution Process (CIRP) under Section 7 of the Insolvency and Bankruptcy Code (IBC), 2016 (as amended) and appointed Interim Resolution Professional (IRP). Further, a liquidator has been appointed for liquidation of IDTL. In this regard, we were informed that the Holding Company has compiled the financials information of IDTL for the year ended 31 March 2026 that were included in the consolidated financial statements by adopting the following procedure.

For the period 01st April 2023 to 30th October 2023, based on books of accounts and for the period 31st October 2023 to 31st March 2026, as nil transactions.

In the absence of the consolidation of subsidiary for the full year, we are unable to determine the effects on the consolidated financial statements of the failure to consolidate the subsidiary for the full year.

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

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

Key Audit Matters	Auditor's Response
As at 31 March 2026, the Company has total exposure of Rs. 12,077.61 Lakhs comprising of equity of Rs. 75.44 lakhs (for 26% stake), Non-Convertible Redeemable preference shares of Rs. 12,002.17 Lakhs (48.51%) which are classified as financial assets in the financial statements. Un audited financial statements of HKR Roadways Limited as on 31 March 2026 show a negative net worth of Rs. 10,248.17 lakhs (Previous year positive net worth of 3,163.81 lakhs). In the light of the above there is a requirement to ascertain whether the said exposure of the Company in the associate Company is impaired in terms of Ind AS 36 - 'Impairment of Assets'. As per Ind AS 36 - 'Impairment of Assets' the standard is applicable to financial assets classified as investments in subsidiaries, associates and joint ventures. Accordingly, in assessing whether there is any indication that an asset may be impaired, an entity shall consider as a minimum, the external and internal sources of information, any other indications or evidences from internal reporting that indicates that the assets may be impaired. This assessment involves significant judgment especially in relation to determination of expected future economic benefits. Accordingly, the evaluation of impairment of investments in subsidiaries/joint ventures was determined to be a key audit matter.	In respect of the impairment indicator assessment for the investments our audit procedures included and were not limited to the following: - Obtained and read the financial statements of the associate entity to identify if any disclosure is made for impairment of assets in its standalone financial statements. We have obtained the management's understanding and opinion in estimating the realizable value of the amount invested in the associate company with regard to impairment. We understand that the Company is in the process of divesting its share along with the other partner and expects to realise a consideration in excess of the exposure by it. The Company has entered into a share purchase agreement dated 12 February 2026 to divest its share for a total adjusted consideration of Rs 15,500.37 Lakhs which is more than the Company's exposure of Rs.12,077.61 Lakhs in the HKR as on 31 March 2026.

**Other Matter**

1. 1. We did not audit the financial statements of 1 Subsidiary included in the consolidated financial statements, whose financial statements reflects total assets of Rs. 4.48 Lakhs as at 31 March 2026, total revenue of Rs. Nil and net cash flows of Rs. (1.04) Lakhs for the year ended on that date, as considered in the Statements. The consolidated financial statement also includes the Group's share of total net profit/(loss) after tax of Rs. Rs. (2,186.42) Lakhs for the year ended 31 March 2026, as considered in the consolidated Financial Statements, in respect of 4 Jointly controlled entities, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports 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 these subsidiaries and jointly controlled entities, and our report in terms of subsection (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and jointly controlled entities are based solely on the reports of the other auditors.
2. The statement includes the unaudited Financial Statements of 1 subsidiary, whose Financial Statements reflects total assets of Rs.74,263.15 Lakhs as at 31 March 2026, total revenue of Rs. Nil and net cash flows of Rs. Nil Lakhs for the year ended on that date, as considered in the Statements. The financial statements also include the Group's share of total net profit/(loss) after tax of Rs. Nil for the year ended 31 March 2026 as considered in the consolidated Financial Statements, in respect of 1 Jointly controlled entity, whose financial statements have not been audited by us. These financial statements are unaudited and 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 subsidiary and the jointly controlled entity, is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the Management, these financial statements are not material to the Group.

Our opinion on the consolidated Financial Statements is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the Financial Statements/ financial information certified by the Board of Directors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements / financial information certified by the Management referred to in the Other Matters section below the aforesaid Consolidated financial statements to the extent made available to us

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, Board's 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. The Management report, Chairman's statement, Director's report, Business Responsibility and Sustainability Reporting etc. is expected to be made available to us after the date of this auditor's report.

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 identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the Management report, Chairman's statement, Director's report, Business Responsibility and Sustainability Reporting etc., if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance under SA 720 'The Auditor's responsibilities Relating to Other Information'.

Responsibility 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 changes in

equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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

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

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

- Identify and assess the risks of material misstatement of the 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 Group has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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

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

Report on Other Legal and Regulatory Requirements

1. As required by 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 auditor on separate financial statements we give in the "Annexure 1" 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 subsidiaries and joint ventures, 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 by the Group so far as it appears from our examination of those books.
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - (d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act, read with 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 31 March 2026 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its subsidiary companies and joint ventures incorporated in India referred to in the Other Matters section below the aforesaid Consolidated financial statements to the extent made available to us, none of the directors of the Group's companies and its joint venture, incorporated in India, is disqualified as on 31 March 2026 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" which is based on the auditor's reports of the Company and its subsidiary companies and joint ventures incorporated in India referred to in the Other Matters section below the aforesaid Consolidated financial statements to the extent made available to us. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial control over financial reporting of those companies, for reasons stated therein.
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The consolidated financial statements disclose impact of pending litigations on the consolidated financial position of the Group.
 - ii. Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company and its subsidiary companies incorporated in India.
- iv. a) The respective managements of the Holding Company and its subsidiaries and joint venture 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 subsidiaries and joint venture 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 joint venture 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 respective Holding Company or any of such subsidiaries and joint venture ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- b) b) The respective managements of the Holding Company and its subsidiaries and joint venture 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 subsidiaries and joint venture respectively that, to the best of its knowledge and belief, no funds have been received by the respective Holding Company or any of such subsidiaries and joint venture from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiaries and joint venture 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 have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiaries and joint venture 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 subclause (a) and (b) contain any material mis-statement.
- v. The Holding Company, its subsidiaries and joint venture companies incorporated in India have not declared or paid any dividend during the year.
- vi. Based on our examination which included test checks performed by us on the Holding Company, jointly controlled companies incorporated in India whose financial statements have been audited under the Act, the Holding Company, jointly controlled companies incorporated in India have used accounting software systems for maintaining their respective books of account for the financial year ended 31 March 2026 which have the feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software systems. Further, during the course of audit, we and respective other auditors, whose reports have been furnished to us by the Management of the Holding Company, have not come across any instance of the audit trail feature being tampered with. Additionally, the audit trail has been preserved by the Holding Company and above referred jointly controlled companies incorporated in India as per the statutory requirements for record retention.

The financial statements of 1 subsidiary and 1 jointly controlled entity have not been audited under the provisions of the Act as of the date of the report. Therefore, we are unable to comment on the reporting requirements under Rule 11(g) of the Companies (Audit and Auditors) Rule, 2014 in respect of the associate and joint venture.

For PRSV & Co. LLP

Chartered Accountants

Firm's Registration No.: S200016

Y. Venkateswarlu

Partner

Membership No: 222068

Place: Hyderabad

Date: 25 May 2026

UDIN: 26222068GPUYGM5971

**ANNEXURE '1' REFERRED TO IN PARAGRAPH UNDER THE HEADING "REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS" OF OUR REPORT OF EVEN DATE**

There are no qualifications by the respective auditors in the Companies (Auditors Report) Order (CARO) reports of the companies included in the consolidated financial statements.

Further, in respect of the following companies included in the Consolidated Financial Statements, whose audit under Section 143 of the Act has not yet been completed, the CARO report as applicable in respect of these companies are not available and consequently have not been provided to us as on the date of this audit report:

S. No.	Name of the Company	CIN	Nature of Relationship
1.	Indore Dewas Tollways Limited	U45200TG2010PLC068238	Subsidiary (In the process of liquidation)
2.	HKR Roadways Limited	U45203TG2010PLC069897	Jointly controlled entity

For PRSV & Co. LLP

Chartered Accountants

Firm's Registration No.: S200016

Y. Venkateswarlu

Partner

Membership No: 222068

Place: Hyderabad

Date: 25 May 2026

UDIN: 26222068GPUYGM5971

ANNEXURE - 2 TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1 (f) under the heading "Report on Other Legal and Regulatory Requirements" of our report on even date)

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

We have audited the internal financial controls over financial reporting of Gayatri Highways Limited ("the Company") as of 31 March 2026 in conjunction with our audit of the Consolidated Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the companies included in the Group and its joint venture, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding 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 the respective 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's internal financial controls with reference to consolidated financial statements 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, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both, issued by ICAI. 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 with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company and its subsidiary companies, which are companies incorporated in India.

Meaning of Internal Financial Controls over Financial Reporting

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



disposition of the Company's assets that could have a material effect on the Consolidated Ind AS financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls with reference to Consolidated Financial Statements, 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 and based on the consideration of the reports of the other auditors referred to in the Other Matters paragraph below, the Holding Company, its subsidiary company and its Jointly controlled companies which are companies incorporated in India, have, in all material respects, an adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at 31 March 2026 based on the criteria for internal financial control with reference to consolidated financial statements established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matters

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements of the Holding Company, in so far as it relates to the subsidiary companies and jointly controlled entities, which are companies incorporated in India, is based on the corresponding reports of the auditors of such subsidiaries and jointly controlled entities incorporated in India.

The Holding Company has consolidated financial information of one subsidiary and one jointly controlled entity incorporated in India on the basis of Unaudited financial statements prepared by the management.

Our opinion is not modified in respect of the above matters

For PRSV & Co. LLP

Chartered Accountants

Firm's Registration No.: S200016

Y. Venkateswarlu

Partner

Membership No: 222068

Place: Hyderabad

Date: 25 May 2026

UDIN: 26222068GPUYGM5971

Consolidated Balance Sheet as at 31st March 2026

(All amounts in ₹ Lakhs unless otherwise stated)

Particulars	Notes	As at 31st March 2026	As at 31st March 2025
Assets			
Non-current assets			
Property, plant and equipment	4	4.02	8.68
Investment Property	5	3.09	3.09
Financial assets			
- Investments	6	6,968.83	9,143.36
		6,975.94	9,155.13
Current assets			
Financial assets			
- Trade receivables	7	716.30	231.28
- Cash and cash equivalents	8	1,743.54	2,037.30
- Loans	9	2,853.28	2,642.17
- Other financial assets	10	73,580.28	73,580.38
Current tax assets (net)	11	394.35	108.71
Other Current Assets	12	702.38	183.71
		79,990.13	78,783.55
Investments held for sale	6a	12,077.61	12,077.61
Total assets		99,043.68	1,00,016.29
Equity and liabilities			
Equity			
Equity share capital	13	4,793.04	4,793.04
Other equity	14	(67,505.06)	(67,387.04)
Total Equity		(62,712.02)	(62,594.00)
Non-current Liabilities			
Financial Liabilities			
- Borrowings	15	31,863.06	30,353.75
Provisions	16	115.61	109.37
Other Non-Current Liabilities	17	56,607.52	56,607.52
Current liabilities			
Financial liabilities			
- Trade payables	18	644.62	327.90
- Borrowings	15	8,528.46	11,746.63
- Other financial liabilities	19	63,278.52	63,278.52
Other current liabilities	20	715.38	184.33
Provisions	21	2.53	2.28
Total liabilities		1,61,755.70	1,62,610.30
Total equity and liabilities		99,043.68	1,00,016.30

The accompanying notes form an integral part of the financial statements.

This is the Balance Sheet referred to in our report of even date.

For **PRSV & Co. LLP**

Chartered Accountants

Firm Regn. No: S200016

Y.Venkateswarlu

Partner

M.No.:222068

Place : Hyderabad

Date : 25th May 2026

For and on behalf of Board of directors of

Gayatri Highways Limited

G. Jagannadha Rao

Director

DIN: 01059819

K.G.Naidu

Chief Executive Officer

Place : Hyderabad

Date : 25th May 2026

Ch. Krishnamurthy

Director

DIN: 08661228

P.K.Sahoo

Chief Financial Officer

P.Raj Kumar

Company Secretary



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Consolidated Statement of Profit and Loss for the year ended 31st March 2026

(All amounts in ₹ Lakhs unless otherwise stated)

Particulars	Notes	For the year ended	
		31st March 2026	31st March 2025
Income			
Revenue from Operations	22	1,455.15	569.02
Other income	23	3,750.68	2,017.64
Total income		5,205.83	2,586.66
Expenses			
Operations & Maintenance Expenses	24	1,495.84	535.98
Employee benefits expense	25	10.93	11.33
Finance costs	26	1,509.30	1,509.30
Depreciation & Amortisation expenses	27	5.09	6.69
Other expenses	28	100.13	493.83
Total expense		3,121.29	2,557.13
Profit /(Loss) before exceptional items and tax		2,084.54	29.53
Exceptional items [Income/(Expense)]		—	—
Profit/(Loss) before tax from continuing operations		2,084.54	29.53
Current tax		32.47	—
Profit/(Loss) for the year from continuing operations (A)		2,052.07	29.53
Loss before tax from discontinued operations	29	—	(21,251.36)
Current tax		—	—
Gain on relinquishment of SMTL	29	—	1,33,793.63
Profit /(Loss) for the year from discontinued operations (B)		—	1,12,542.27
Add: Share of profits/ (losses) in the Jointly controlled entities (C)		(2,174.53)	324.03
Total Profit/(Loss) for the year (D=A+B+C)		(122.46)	1,12,895.83
Other comprehensive income from continuing operations			
Remeasurements of the defined benefit plans (E)		4.44	(12.91)
Total comprehensive income/(loss) from continuing operations (F=A+C+E)		(118.02)	340.65
Total comprehensive income/(loss) from discontinued operations (G=B)		—	1,12,542.27
Total comprehensive income for the period (H=F+G)		(118.02)	1,12,882.92
Earnings per equity share (EPES)	31		
EPES from Continuing operations			
Basic		(0.05)	0.14
Diluted		(0.05)	0.14
EPES from discontinued operations			
Basic		—	46.96
Diluted		—	46.96
EPES from Continuing and discontinued operations			
Basic		(0.05)	47.10
Diluted		(0.05)	47.10

The accompanying notes form an integral part of the financial statements.

This is the Statement of Profit and Loss referred to in our report of even date.

For **PRSV & Co. LLP**

Chartered Accountants

Firm Regn. No: S200016

Y.Venkateswarlu

Partner

M.No.:222068

Place : Hyderabad

Date : 25th May 2026

For and on behalf of Board of directors of

Gayatri Highways Limited**G. Jagannadha Rao**

Director

DIN: 01059819

K.G.Naidu

Chief Executive Officer

Place : Hyderabad

Date : 25th May 2026

Ch. Krishnamurthy

Director

DIN: 08661228

P.K.Sahoo

Chief Financial Officer

P.Raj Kumar

Company Secretary

Consolidated Statement of Cash Flows for the year ended 31st March 2026

(All amounts in ₹ Lakhs unless otherwise stated)

Particulars	For the year ended	
	31st March 2026	31st March 2025
Cash flows from operating activities		
Profit/(Loss) from continuing and discontinued operations	(118.02)	1,12,882.92
Adjustments for:		
Depreciation expense	5.09	6.69
Interest income and financial guarantee income	(211.11)	(211.11)
Increase in cumulative liability on preference shares	1,509.31	1,509.30
Profit/ (Loss) on Consolidation	(2,174.53)	324.03
Dividend Income	(3,459.50)	—
Interest expense	—	21,235.90
Share of (profits)/losses in the Jointly controlled entities	2,174.53	(324.03)
Operating Profit/(Loss) before working capital changes	(2,274.23)	1,35,423.70
Changes in working capital:		
Increase/(decrease) in trade payables	316.72	147.93
Increase/(decrease) in other non-current liabilities	—	—
Increase/(decrease) in provisions	6.49	24.25
Increase/(decrease) in other current liabilities	531.05	(2,17,086.62)
(Increase)/decrease in other non-current assets	—	—
(Increase)/decrease in other current assets	(518.57)	99,159.23
(Increase)/decrease in trade receivables	(485.02)	(168.06)
(Increase)/decrease in loans and advances	—	21.12
Cash generated in operating activities	(2,423.56)	17,521.55
Less: Income taxes refund received / (paid)	(285.64)	(23.93)
Net cash generated from operating activities	(2,709.20)	17,497.62
Cash flows from investing activities		
Purchase/ Development of Fixed Assets	(0.42)	—
Dividend Received	3,459.50	—
Change in Value of Investments	2,174.53	(324.03)
Net cash generated from investing activities	5,633.61	(324.03)
Cash flows from financing activities		
Interest paid	—	(16,143.02)
Proceeds from/(repayment of) from short-term borrowings, net	(3,218.17)	—
Repayment of term loan	—	—
Proceeds from/(repayment of) from long-term borrowings, net	—	—
Net cash used in financing activities	(3,218.17)	(16,143.02)
Net increase/(decrease) in cash and cash equivalents(A+B+C)	(293.76)	1,030.57
Cash and cash equivalents at the beginning of the year	2,037.30	1,006.73
Cash and cash equivalents at the end of the period	1,743.54	2,037.30
Cash and cash equivalents comprises of:		
Cash on hand	0.27	0.88
Balances with banks - in current accounts	560.03	754.75
- Fixed Deposit with original maturity of 3 months or less	—	—
Other Bank Balances - Escrow Account	1,098.40	—
Investments in Mutual Funds (Liquid Funds)	84.84	1,266.67
	1,743.54	2,037.30

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

For **PRSV & Co. LLP**

Chartered Accountants

Firm Regn. No: S200016

For and on behalf of Board of directors of

Gayatri Highways Limited

Y.Venkateswarlu

Partner

M.No.:222068

G. Jagannadha Rao

Director

DIN: 01059819

Ch. Krishnamurthy

Director

DIN: 08661228

Place : Hyderabad

Date : 25th May 2026

K.G.Naidu

Chief Executive Officer

Place : Hyderabad

Date : 25th May 2026

P.K.Sahoo

Chief Financial Officer

P.Raj Kumar

Company Secretary



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Consolidated Statement of Changes in Equity for the year ended 31st March 2026

(All amounts in ₹ Lakhs unless otherwise stated)

Particulars	Number	Amount	
(a) Share Capital			
(i) Equity Share Capital			
Equity shares of ₹ 2 each issued, subscribed and fully paid			
At 31 March 2025 (₹ 2 each)	23,96,51,900	4,793.04	
At 31 March 2026 (₹ 2 each)	23,96,51,900	4,793.04	
(b) Other equity			
Particulars	Capital Reserve	Retained earnings	Total other equity
Balance as of 1st April 2024	4,738.35	(1,85,008.31)	(1,80,269.96)
Loss for the year	—	1,12,895.83	1,12,895.83
Other Comprehensive Income for the year, net of tax			
-Re-measurement (loss)/gain on defined benefit plans	—	(12.91)	(12.91)
Balance as of 31st March 2025	4,738.35	(72,125.39)	(67,387.04)
Balance as of 1st April 2025	4,738.35	(72,125.39)	(67,387.04)
Profit for the year	—	(122.46)	(122.46)
Other Comprehensive Income for the year, net of tax			
-Re-measurement (loss)/gain on defined benefit plans	—	4.44	4.44
Balance as of 31st March 2026	4,738.35	(72,243.41)	(67,505.06)

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

For **PRSV & Co. LLP**
Chartered Accountants
Firm Regn. No: S200016

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

Y.Venkateswarlu
Partner
M.No.:222068

G. Jagannadha Rao
Director
DIN: 01059819

Ch. Krishnamurthy
Director
DIN: 08661228

Place : Hyderabad
Date : 25th May 2026

K.G.Naidu
Chief Executive Officer
Place : Hyderabad
Date : 25th May 2026

P.K.Sahoo
Chief Financial Officer

P.Raj Kumar
Company Secretary

Notes to the Consolidated Financial Statements

(All amounts in ₹ Lakhs unless otherwise stated)

1. Corporate information

Gayatri Highways Limited - GHL (“the Company”) was incorporated during the year 2006 in accordance with the provisions of Companies Act, 1956. The Company on its own and through its subsidiaries, associates and jointly controlled entities is in the business of construction, operations and maintenance of carriageways on toll and annuity basis pursuant to the development agreements with the National and State Governments and makes investments in companies engaged in the construction, operations and maintenance of roads, highways, vehicle bridges and tunnels and toll roads. The registered office of the Company is located in 6-3-1090, 5th Floor, A-Block, TSR Towers, Rajbhavan Road, Somajiguda, Hyderabad- 500082. The Consolidated Financial Statements comprise financial statements of Gayatri Highways Limited (The Company/ Holding Company) and its subsidiaries, jointly controlled entities (collectively, the group) for the year ended 31st March 2026.

2. List of Entities consolidated

The following entities, incorporated in India, have been considered for the purpose of preparation of consolidated financial statement:

Name of Subsidiaries	Interest in Subsidiary as on	
	31-Mar-2026	31-Mar-2025
Indore Dewas Tollways Limited*	100%	100%
Balaji Highways Holding Private Limited	100%	100%

Name of joint controlled entities	Interest in joint control as on	
	31-Mar-2026	31-Mar-2025
Gayatri Jhansi Roadways Limited	50.99%	50.99%
Gayatri Lalitpur Roadways Limited	51%	51%
Cyberabad Expressways Limited	31.54%	31.54%
Hyderabad Expressways Limited	50%	50%
HKR Roadways Limited	26%	50%

* Note : Indore Dewas Tollways Limited has been admitted into NCLT under IBC from 31st October, 2023 and later a liquidator has been appointed for liquidation of IDTL during February 2025.

3. Summary of material accounting policies

a) Basis of Consolidation -

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

i. Investment in Subsidiaries

The consolidated financial statements comprise the consolidated financial statements of the Parent company and its subsidiaries as at March 31, 2025. Subsidiaries are all entities that are controlled by the Company. Control exists when the Company (i) has power over the investee (i.e., existing rights that give it the current ability to direct the relevant activities of the investee), (ii) is exposed to, or has rights to variable returns from its involvement with the entity and (iii) has the ability to affect those returns

Notes to the Consolidated Financial Statements

(All amounts in ₹ Lakhs unless otherwise stated)

through power over the entity. The Company re-assesses whether or not it controls a subsidiary if facts and circumstances indicate that there are changes to one or more of the elements of control. The consolidated financial statements of subsidiaries are included in these consolidated financial statements from the date when the Company obtains control and continues until the date that control ceases.

ii. Investment in associate and Joint Ventures

Investments in its associate and joint venture are accounted for using the equity method. Under the equity method, the investment in an associate or a joint venture is initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in the share of net assets of the associate or joint venture since the acquisition date.

The statement of profit and loss reflects the share of the results of operations of the associate or joint venture. Any change in OCI of those investees is presented as part of the OCI. In addition, when there has been a change recognised directly in the equity of the associate or joint venture, the Company recognises its share of any changes, when applicable, in the statement of changes in equity. Unrealised gains and losses resulting from transactions between the Company and the associate or joint venture are eliminated to the extent of the interest in the associate or joint venture.

If an entity's share of losses of an associate or a joint venture equals or exceeds its interest in the associate or joint venture (which includes any long term interest that, in substance, form part of the Company's net investment in the associate or joint venture), the entity discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Company has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture. If the associate or joint venture subsequently reports profits, the entity resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised.

The financial statements of the associate or joint venture are prepared for the same reporting period as the Company. When necessary, adjustments are made to bring the accounting policies in line with those of the Company.

After application of the equity method, the Company determines whether it is necessary to recognise an impairment loss on its investment in its associate or joint venture. At each reporting date, the Company determines whether there is objective evidence that the investment in the associate or joint venture is impaired. If there is such evidence, the Company calculates the amount of impairment as the difference between the recoverable amount of the associate or joint venture and its carrying value, and then recognises the loss as 'Share of profit of an associate and a joint venture' in the statement of profit or loss.

Upon loss of significant influence over the associate or joint control over the joint venture, the Company measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate or joint venture upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

Consolidation procedure

Assets, liabilities, income and expenses of a subsidiary during the year are included in the consolidated financial statements. Profit or loss and each component of OCI are attributed to the equity holders of the parent of the Company. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Company are eliminated in full on consolidation.

For the purpose of preparing these consolidated financial statements, the accounting policies of subsidiaries, joint venture and associates have been changed where necessary to align them with the

Notes to the Consolidated Financial Statements

(All amounts in ₹ Lakhs unless otherwise stated)

policies adopted by the Company. Furthermore, the consolidated financial statements of subsidiaries, associates and jointly controlled entities are prepared for the same reporting period as of the Company

b) Use of estimates

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

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

c) Current versus non-current classification

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

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

All other assets are classified as non-current.

A liability is current when it is:

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

All other liabilities are classified as non-current.

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

d) Fair value measurement

The Group measures financial instruments at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.-

Notes to the Consolidated Financial Statements

(All amounts in ₹ Lakhs unless otherwise stated)

The principal or the most advantageous market must be accessible to / by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting year. External valuers are involved for valuation of significant assets and significant liabilities. For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

e) Revenue recognition

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

Sale of Services: Revenue from services rendered which primarily relate to deputation and operation and maintenance income is recognised in the statement of profit and loss as and when the underlying services are performed.

Revenue from fixed price contracts is recognised as per the percentage of completion method where the performance obligations are satisfied over time and when there is no uncertainty as to measurement or collectability of consideration.

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

Notes to the Consolidated Financial Statements

(All amounts in ₹ Lakhs unless otherwise stated)

f) Earnings/(loss) per share

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

g) Provisions and contingent liabilities

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

h) Cash and cash equivalents

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

i) Taxes

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

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

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

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

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

j) Financial instruments

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

Notes to the Consolidated Financial Statements

(All amounts in ₹ Lakhs unless otherwise stated)

A) Financial Asset

Initial recognition and measurement

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

Subsequent measurement

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

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

Debt instruments at amortised cost

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

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

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

Equity investments:

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

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

Derecognition

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

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

Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on trade receivables and other financial assets.

Notes to the Consolidated Financial Statements

(All amounts in ₹ Lakhs unless otherwise stated)

B) Financial Liability

Initial recognition and measurement

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

Subsequent measurement

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

Financial liabilities at fair value through profit or loss

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

Loans and borrowings

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

Derecognition

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

Reclassification of financial assets

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

k) Plant, Property and Equipments

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

Notes to the Consolidated Financial Statements

(All amounts in ₹ Lakhs unless otherwise stated)

l) Investment Property

Investment property, comprising land held for long-term capital appreciation or for current rental yields, or both, is measured initially at cost, including transaction costs. Subsequent to initial recognition, investment property is carried at cost less accumulated depreciation and any accumulated impairment losses, in accordance with the cost model under Ind AS 40, Investment Property. Land, being an asset with an infinite useful life, is not depreciated. However, it is subject to impairment testing whenever there is an indication that the carrying amount may not be recoverable. Transfers to or from investment property are made when, and only when, there is a change in use, evidenced by criteria such as commencement of owner-occupation, commencement of development with a view to sale, or ending of owner-occupation.

m) Depreciation and amortization

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

n) Impairment of non-financial assets

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

o) Employee benefits

GRATUITY – The group operates a defined gratuity plan in India, which is non-funded based and governed by the Payment of Gratuity Act, 1972. Company's liability towards gratuity is determined by independent actuaries, using the projected unit credit method.

Past service costs are recognised immediately in the statement of profit and loss. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions for defined benefit obligation and plan assets are recognised in OCI in the period in which they arise. When the benefits under a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in the statement of profit and loss. The Company recognises gains or losses on the settlement of a defined benefit plan obligation when the settlement occurs.

Notes to the Consolidated Financial Statements

(All amounts in ₹ Lakhs unless otherwise stated)

4. Property, plant and equipment

Particulars	Office equipment	Computer and related equipment	Vehicles	Furniture & Furniture	Amount
Tangible Assets					
Gross Carrying Value					
As at 1st April 2024	6.28	17.17	28.50	0.69	52.64
Additions during the year	—	—	—	—	—
Deletions during the year	—	—	—	—	—
As at 31st March 2025	6.28	17.17	28.50	0.69	52.64
Additions during the year	—	0.42	—	—	0.42
Deletions during the year	—	—	—	—	—
As at 31st March 2026	6.28	17.59	28.50	0.69	53.06
Accumulated depreciation					
As at 1st April 2024	3.43	8.09	25.06	0.68	37.26
Charge for the year	0.32	5.38	0.99	—	6.69
Deletions during the year	—	—	—	0.01	0.01
As at 31st March 2025	3.75	13.47	26.05	0.69	43.96
Charge for the year	0.32	3.78	0.99	—	5.09
Deletions during the year	—	—	—	—	—
As at 31st March 2026	4.07	17.25	27.04	0.69	49.05
Net carrying value					
As at 31st March 2026	2.21	0.34	1.46	—	4.01
As at 31st March 2025	2.53	3.70	2.45	—	8.68

**Notes to the Consolidated Financial Statements**

(All amounts in ₹ Lakhs unless otherwise stated)

5. Investment Property

Particulars	As at 31st March 2026	As at 31st March 2025
Land		
Opening Balance	3.09	3.09
Additions during the year	—	—
Closing Balance	3.09	3.09

Investment Property contains only Land which is carried at cost and no depreciation is provided there on, also no fair valuation is done during the current financial year.

6. Investments

Particulars	As at 31st March 2026	As at 31st March 2025
Non-current investments		
Unquoted Investments carried at cost		
Investments in equity instruments of jointly controlled entities		
990,000 (31st March 2025: 990,000) equity shares of ₹10 each fully paid-up in Hyderabad Expressways Limited.	1,581.36	1,581.36
Add: Accumulated Profits/(Losses)	995.52	848.15
a	2,576.88	2,429.51
624,462 (31st March 2025: 624,462) equity shares of ₹10 each fully paid-up in Cyberabad Expressways Limited.	434.32	434.32
Add: Accumulated Profits/(Losses)	(434.32)	(434.32)
b	—	—
21,619,994 (31st March 2025: 21,619,994) equity shares of ₹10 each fully paid-up in Gayatri Jhansi Roadways Limited.	2,668.94	2,668.94
Add: Accumulated Profits/(Losses)	89.35	870.48
c	2,758.29	3,539.42
16,218,000 (31st March 2025: 16,218,000) equity shares of ₹10 each fully paid-up in Gayatri Lalitpur Roadways Limited.	2,009.46	2,009.46
Add: Accumulated Profits/(Losses)	(375.80)	1,164.97
d	1,633.66	3,174.43
Investments in debentures of jointly controlled entities		
13,482,692 (31st March 2025: 13,482,692) 0.001% Optionally Convertible debentures of ₹10 each fully paid-up in Cyberabad Expressways Limited.	1,112.48	1,112.48
Add : Accumulated Profits /(Losses)	(1,112.48)	(1,112.48)
e	—	—
Total non-current investments (f=a+b+c+d+e)	6,968.83	9,143.36
Aggregate amount of unquoted investments	6,968.83	9,143.36

Note on Relinquishment of rights in Subsidiary:**Sai Maatarini Tollways Limited (SMTL):**

Gayatri Highways Limited (GHL) has relinquished all its rights including but not limited to rights to receive dividend, right of voting, right to appoint directors, right to receive any money from SMTL with effect from 6th January, 2025 which was approved by the members through postal ballot and SMTL is ceased to be subsidiary in GHL we.f. 6th January, 2025. Accordingly, GHL has derecognised the investment in SMTL along with goodwill and also de-consolidated for the year ended 31st March, 2025 we.f. 6th January, 2025.

Notes to the Consolidated Financial Statements

(All amounts in ₹ Lakhs unless otherwise stated)

6a. Investment held for sale

Particulars	As at 31st March 2026	As at 31st March 2025
1,206,990 (31st March 2025: 1,206,990) equity shares of ₹ 10 each fully paid-up in HKR Roadways Limited.	75.44	75.44
1,200,217 (31st March 2025: 1,200,217) 0.01% Non-Convertible cumulative redeemable preference shares of ₹ 1000/- each fully paid-up in HKR Roadways Limited.	12,002.17	12,002.17
Total	12,077.61	12,077.61
Aggregate amount of investments held for sale	12,077.61	12,077.61

Note on Investments held for sale:

The Company has entered into Securities Purchase Agreement to sell its entire stake held in HKR Roadways Limited to Cube Highways and Infrastructure V Pte Limited ('CUBE') on 12th February, 2026 and upon consumation of sale the buyer(s) become the sponsors/ Promoter for HKR Roadways Limited. The Company/ HKR Roadways Limited/Seller(s)/ Buyer(s)/ have to comply certain Pre-disbursement Conditions as per the Securities Purchase and Subscription Agreement (amongst CUBE (as the Purchaser) and Kotak Special Situations Fund and the Company (as the Sellers) and HKR Roadways Limited.) The expected date of completion of sale is by 30th June, 2026, subject to completion of Pre-disbursement Conditions as per the Securities Purchase Agreement (SPA).

Accordingly, the investments held by the Company in HKR Roadways Limited is reclassified as Investments held for sale (under Current Assets) in accordance with Ind AS 105 Non-Current Assets held for sale and Discontinued operations.

7 Trade Receivables

Particulars	As at 31st March 2026	As at 31st March 2025
(Unsecured, considered good)		
- related parties	705.42	220.40
- others	10.88	10.88
	716.30	231.28

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

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

Trade Receivables Ageing Schedule:

(i)Undisputed Trade receivables considered goods and unsecured:

- Outstanding for following periods from due date of payment

Particulars	As at 31st March 2026	As at 31st March 2025
(a) Less than 6 months	601.02	157.76
(b) 6 months - 1 year	—	20.88
(c) 1 year - 2 years	62.64	41.76
(d) 2 years - 3 years	41.76	—
(e) More than 3 years	10.88	10.88
Total	716.30	231.28



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Notes to the Consolidated Financial Statements

(All amounts in ₹ Lakhs unless otherwise stated)

8 Cash and cash equivalents

Particulars	As at 31st March 2026	As at 31st March 2025
Balances with banks		
- on current accounts	560.03	754.75
- Fixed Deposit with original maturity of 3 months or less	—	15.00
Cash on hand	0.27	0.88
Other bank balances		
- Escrow account (Refer note no. 15)	1.098.40	—
Investments in Mutual Funds (Liquid Funds)	84.84	1,266.67
	<u>1,743.54</u>	<u>2,037.30</u>

9 Loans

Particulars	As at 31st March 2026	As at 31st March 2025
Current		
(Unsecured, considered good)		
-Loans to jointly controlled entities	2,853.28	2,642.17
	<u>2,853.28</u>	<u>2,642.17</u>

10 Other Financial Assets

Particulars	As at 31st March 2026	As at 31st March 2025
Receivable from NHAI towards Termination of contract	73,580.28	73,580.28
Accrued Interest on Fixed Deposit	—	0.10
	<u>73,580.38</u>	<u>73,580.38</u>

11 Current tax Assets (net)

Particulars	As at 31st March 2026	As at 31st March 2025
TDS & IT Refund Receivables	426.82	108.71
Less: Provision for tax	(32.47)	—
	<u>394.35</u>	<u>108.71</u>

12 Other Current Assets

Particulars	As at 31st March 2026	As at 31st March 2025
Mobilization advance - COS & Utility shifting paid to GPL	9.94	9.94
Hybrid ETC - NHAI Receipts A/c	152.18	152.18
Advance to Suppliers	500.00	—
Prepaid expenses	10.60	8.15
Balances with government authorities (GST)	23.93	7.71
Other advances	5.73	5.73
	<u>702.38</u>	<u>183.71</u>

Notes to the Consolidated Financial Statements

(All amounts in ₹ Lakhs unless otherwise stated)

13 Share capital

Particulars	As at 31st March 2026		As at 31st March 2025	
	Number	Amount	Number	Amount
Authorized Equity Share Capital				
Equity shares of ₹ 2 each	25,00,00,000	5,000.00	25,00,00,000	5,000.00
	25,00,00,000	5,000.00	25,00,00,000	5,000.00
Issued, subscribed and fully paid-up Equity Share Capital				
Equity shares of ₹ 2 each	23,96,51,900	4,793.04	23,96,51,900	4,793.04
	23,96,51,900	4,793.04	23,96,51,900	4,793.04

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

Particulars	As at 31st March 2026		As at 31st March 2025	
	Number	Amount	Number	Amount
At the beginning of the year	23,96,51,900	4,793.04	23,96,51,900	4,793.04
Issued during the year	—	—	—	—
Balance at the end of the year	23,96,51,900	4,793.04	23,96,51,900	4,793.04

(b) Terms/rights attached to equity shares

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

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

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

Particulars	As at 31st March 2026		As at 31st March 2025	
	Number of shares	% of holding	Number of shares	% of holding
Equity shares of ₹ 2 each				
Gayatri Projects Limited	6,24,00,000	26.04%	6,24,00,000	26.04%
Sri T.V. Sandeep Kumar Reddy	2,70,19,810	11.27%	2,70,19,810	11.27%
Smt T. Indira Subbarami Reddy	5,71,29,500	23.84%	5,71,29,500	23.84%

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

(d) Details of shares held by promoters in the Company at the end of the year 31st March 2026

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



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Notes to the Consolidated Financial Statements

(All amounts in ₹ Lakhs unless otherwise stated)

Details of shares held by promoters in the Company at the end of the year 31st March 2025

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

14 Other equity

Particulars	As at 31st March 2026	As at 31st March 2025
Capital Reserve		
Capital Reserve generated on demerger of Infrastructure BOT assets from GPL to GHL (Note No.:33)		
Opening Balance	4,738.35	4,738.35
Changes during the year	—	—
Closing Balance	4,738.35	4,738.35
Retained earnings		
Balance as per last audited financial statements	(72,125.39)	(1,85,008.31)
Add: Profit/(Loss) for the year	(122.46)	1,12,895.83
Other Comprehensive Income for the year, net of tax		
-Re-measurement (loss)/gain on defined benefit plans	4.44	(12.91)
Balance at the end of the year	(72,243.41)	(72,125.39)
Total other equity	(67,505.06)	(67,387.04)

15 Borrowings

Particulars	As at 31st March 2026	As at 31st March 2025
(a) Non-current borrowings		
UnSecured		
From related party -		
9% Non-convertible Cumulative Redeemable Preference shares of ₹ 10 each	16,770.03	16,770.03
Cumulative liability on Preference Shares	15,093.03	13,583.72
Total	31,863.06	30,353.75
Current Borrowings		
Term Loans - Secured		
From Banks & Financial Institutions	53,520.00	53,520.00
(b) Short-term borrowings		
Loans repayable on demand		
Unsecured		
From related party	4,436.31	7,654.48
From Others	4,092.15	4,092.15
	8,528.46	11,746.63

Notes to the Consolidated Financial Statements

(All amounts in ₹ Lakhs unless otherwise stated)

15 Borrowings (Continued...)

Terms & Conditions for Loans in GHL:

- i) Term loans from others aggregating to ₹ 3,822.65 Lakhs (31st March 2025: ₹ 3,822.65 Lakhs;) is secured by way of;
 - (a) pledge of Equity shares held by the company, M/s Gayatri Projects Ltd and its promoters;
 - (b) corporate guarantee of Gayatri Projects Limited;
 - (c) personal guarantee of Mr. T V Sandeep Kumar Reddy; and
 - (d) demand promissory note.
- ii) Terms of repayment

Particulars	As at 31st March 2026	As at 31st March 2025
Up to 1 year	3,822.65	3,822.65
2 to 5 years	—	—
Above 5 years	—	—
	<u>3,822.65</u>	<u>3,822.65</u>

- iii) The above facilities carry an annual interest rate of 15% (31 March 2025: 15%).

iv) Settlement Agreement:

The company entered into a settlement agreement dated 14th September 2020 with Gayatri Projects Limited and IL&FS Financial Services Limited. As per this, the existing principal outstanding ₹ 8,409.83 Lakhs will be repaid in 11 equal monthly instalments commencing from 15.09.2020 including interest accrued thereon.

- v) The company had defaulted in repayment of Term loan of ₹ 3,822.65 Lakhs and interest of ₹ 1,193.21 Lakhs there on and the same is outstanding to IFIN as on 31st March 2026.
- vi) Interest on above term loan was recognized only on principal amount, as the company has not received any Balance confirmation from IFIN. Further the interest is recognised only upto 31st March, 2023.
- vii) Short-term borrowings from related parties of ₹ 4,436.31 Lakhs and from others included ₹ 269.50 Lakhs represents interest free loans repayable on demand.

viii) OTS with IFIN :

Due to prolonged financial stress and operational challenges, Gayatri Highways Limited (GHL) initiated the negotiations with IFIN for a One-Time Settlement (OTS) of the loan liability. The Company has proposed to settle all outstanding dues to IFIN for an amount of Rs.25 Crores as full and final settlement. IFIN and GHL has executed a letter of intent along with draft settlement agreement vide dated 28th July, 2025, which is subject to an approval from NCLT or Hon'ble Justice D.K.Jain (Retd). Further, if any payment received by IFIN from Gayatri Projects Limited (GPL - Corporate Guarantor), such amount shall be returned to the company.

Accordingly, the Company has opened an Escrow A/c with Kotak Mahindra Bank and deposited the Rs.25 Crores into the Escrow A/c. However, IFIN has received a payment of Rs.14.02 Crores from GPL, hence the same has been returned to the company till 31st March 2026 and the balance of Rs.10.98 Crores is still maintained in the Escrow A/c.

However, the company has received a letter from IFIN requesting for upward revision of settlement amount on 8th May, 2026 and the company is in the process of negotiation to settle the matter amicably. The Company expects to receive the approval and the settlement process will be completed during the Financial Year 2026-27.

viii) Terms of Preference Shares

a. The Company has only one class of 9% Non-convertible cumulative redeemable preference shares (NCRPS) having a par value of ₹ 10 per share. Each holder of preference shares is entitled to one vote per share in the matter of preference share holders. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors, if any, is subject to the approval of the shareholders in the ensuing annual general meeting.

b. NCRPS shall be redeemed upon completion of a period of 10 years from the date on which they are issued. The tenure of the NCRPS may exceed 10 years from the date of issue, but shall in no circumstances exceed 20 years from the date of issue. However, any variation (extension or reduction) in the tenure of NCRPS will be subject to the mutual agreement of both parties.

**Notes to the Consolidated Financial Statements**

(All amounts in ₹ Lakhs unless otherwise stated)

15 Borrowings (Continued...)

c. As per the Indian accounting standard 32, a preference share that provides for mandatory redemption by the issuer for a fixed or determinable amount at a fixed or determinable future date, or gives the holder the right to require the issuer to redeem the instrument at or after a particular date for a fixed or determinable amount, is a financial liability. Accordingly, 9% Non-convertible cumulative redeemable preference shares were treated as a financial liability and the finance cost (as interest) on such liability was also recognised.

Terms & Conditions for Loans in IDTL:**APPLICATION FILED BEFORE DEBT RECOVERY TRIBUNAL (DRT) AND NATIONAL COMPANY LAW TRIBUNAL (NCLT) BY**

- 1) An Application (OA No 370 of 2022) was filed by the State bank of India against the Company before the Debt Recovery Tribunal, Hyderabad. Hearing in this regard was posted on March 18, 2026. Further, the next date for the hearing was posted on June 25, 2026.
- 2) Further, an insolvency petition, C.P (IB) No. 398/7/HDB/2022 under section 7 of the I.B. Code R/W of the Insolvency and Bankruptcy (Application to Adjudicating Authority) Rules, 2016 was filed by Financial Creditor (Union Bank of India) before Hon'ble National Company Law Tribunal against the Company.
- 3) The Lead bank has also issued a Notice under Section 13(2) of the ACT 54 of 2002 for reinforcement of Security Interest vide its letter dated 10th January 2023.
- 4) With reference to the application filed by the Financial creditor i.e Union Bank of India, SAM Branch, Hyderabad, against M/s. Indore Dewas Tollways Limited (IDTL) before the Hon'ble National Company Law Tribunal, Hyderabad Bench under section 7 of The Insolvency and Bankruptcy Code, 2016, read with the Insolvency and Bankruptcy (Application to Adjudicating Authority) Rules, 2016, It is hereby informed that the said application, Company Petition IB/398/07/HDB/2022 has been admitted by the NCLT, Hyderabad Bench, pursuant to their order dated 31st October, 2023.

Further to the above, a liquidator has been appointed for liquidation of IDTL during February 2025.

16 Provisions (Non-Current)

Particulars	As at 31st March 2026	As at 31st March 2025
Provision for employee benefits -Gratuity, non-funded	115.61	109.37
	<u>115.61</u>	<u>109.37</u>

17 Other Non-current liabilities

Particulars	As at 31st March 2026	As at 31st March 2025
Additional Concession Fees Payable to NHAI	56,303.06	56,303.06
Interest on Additional Concession Fees	304.46	304.46
	<u>56,607.52</u>	<u>56,607.52</u>

Note: Additional Concession Fees Payable to NHAI & Premium Deferment

The total premium amount payable as per the Concession Agreement, has been capitalized as "Intangible Assets" and amortized over a period of the service concession Agreement as per the method prescribed in Part A to the Schedule II to the Companies Act, 2013 and corresponding Obligation for committed premium has been recognised as liabilities at discounted value. The Contractual Obligation to pay premium (Additional Concession Fees) to National Highways Authority of India over the Concession period has been recognized upfront on Discounted basis (fair value) as per the Concession Agreement and is a part of the "Intangible Asset" and corresponding Obligation for committed premium payable to NHAI is recognized as liabilities. The related finance costs arising on discounting has been taken to the Profit and loss account.

Notes to the Consolidated Financial Statements

(All amounts in ₹ Lakhs unless otherwise stated)

Due to the low toll collections and deficit in the cash flows, there has been a stress in the account. The National Highways Authority of India has approved the proposal for the deferment of premium payable to them vide their sanction letter dated 11th June, 2014. The premium deferment sanction was given for a specific period as per the NHAI letter. As per the sanction terms, NHAI reviews the Annual accounts of the company every year. NHAI has contended that there were surplus cash flows in the certain years and the same were to be remitted to NHAI, which the company has communicated that it is an erroneous contention. The same was not accepted by NHAI and the issue has gone into dispute. However during the current year, the NHAI has cancelled the sanction of the premium deferment vide its letter dated 6th August 2020 and has issued notice to the SPV for the payment of the entire premium due along with Interest from 2014 to the date of issuance of the letter. The SPV has protested for the above and has replied suitably vide its letter dated 14th August 2020. The same and the matter is under arbitration with NHAI. Now NHAI has constituted the (CCIE) Conciliation Committee for Independent Experts for the amicable settlement of all the Disputes between the SPV and NHAI. However as the Conciliation Meetings (CCIE) have failed as per the NHAI letter dated 25th April 2022, the Arbitration proceedings have been invoked and the matter is now under Arbitration.

Additional Concession fee has to be paid to National Highways Authority of India as per clause 26.2.1 of the Concession Agreement dated 17th May, 2010. National Highways Authority of India has granted deferment of Additional concession fees payable to them vide their sanction letter dated 11th June, 2014. Interest on the Additional Concession fees payable to National Highways Authority of India for the period 1st April 2015 to 31st December 2023 has not been provided in the books of accounts as the payment has been deferred by NHAI due to the deficit in the cash flows of the project and also the matter is under Arbitration proceedings now. NHAI has subsequently terminated the project effective December 2022, hence No provision is henceforth required to be made on account of Premium deferment.

18 Trade Payables

Particulars	As at 31st March 2026	As at 31st March 2025
Trade payables - Other than MSME	644.62	327.90
	<u>644.62</u>	<u>327.90</u>

- (a) Trade payables are non-interest bearing and are normally settled within 90 days
- (b) The identification of micro, small and medium enterprise suppliers as defined under the provisions of "Micro, small and medium enterprises Act, 2006" is based on Management's knowledge of their status. There are no dues to micro, small and medium enterprises as on 31st March 2026 or 31st March 2025.

Trade Payables Ageing Schedule:

(i) Trade payables other than MSME:

- Outstanding for following periods from due date of payment

Particulars	As at 31st March 2026	As at 31st March 2025
(a) Less than 6 months	469.39	152.67
(b) 6 months - 1 year	—	—
(c) 1 year - 2 years	—	—
(d) 2 years - 3 years	38.23	39.87
(e) More than 3 years	137.00	135.36
Total	<u>644.62</u>	<u>327.90</u>



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Notes to the Consolidated Financial Statements

(All amounts in ₹ Lakhs unless otherwise stated)

19 Other Financial Liabilities

Particulars	As at 31st March 2026	As at 31st March 2025
Current maturities of long-term borrowings (refer note 15)	53,520.00	53,520.00
Interest accrued and due on borrowings	9,758.52	9,758.52
	<u>63,278.52</u>	<u>63,278.52</u>

20 Other Current liabilities

Particulars	As at 31st March 2026	As at 31st March 2025
Statutory liabilities	27.63	3.13
Creditors for Expenses	159.44	158.89
Advance from customers	506.00	—
Retention Money Payable	12.37	12.37
Advance against Change of Scope works - NHAI	9.94	9.94
	<u>715.38</u>	<u>184.33</u>

21 Provision (Current)

Particulars	As at 31st March 2026	As at 31st March 2025
Provision for employee benefits - Gratuity, non-funded	2.53	2.28
	<u>2.53</u>	<u>2.28</u>

22 Revenue from operations

Particulars	For the year ended 31st March 2026	For the year ended 31st March 2025
Operations and Maintenance Income	1,455.15	497.02
Deputation Income	—	72.00
	<u>1,455.15</u>	<u>569.02</u>
Revenue from Discontinued operations	—	—
Revenue from Continuing operations	1,455.15	569.02

23 Other Income

Particulars	For the year ended 31st March 2026	For the year ended 31st March 2025
Interest on Advances	211.11	211.11
Interest on IT refund	3.69	1.10
Interest on Fixed Deposit	0.10	0.10
Income realised on Mutual Funds	71.98	31.68
Income accrued but not realised on Mutual Funds	4.30	43.48
Dividend Income	3,459.50	—
Liabilities not required written back	—	20.15
Amount received from WUPTL*	—	1,728.61
Other income	—	1.56
	<u>3,750.68</u>	<u>2,037.79</u>

*Note: Amount received from Western UP Tollways private limited (WUPTL) towards share of GHIL from the proceedings of NHAI Settlement Agreement as per the Share purchase agreement read with any amendments/letters.

Other Income from Discontinued operations	—	20.15
Other Income from Continuing operations	3,750.68	2,017.64

Notes to the Consolidated Financial Statements

(All amounts in ₹ Lakhs unless otherwise stated)

24 Operations & Maintenance Expenses

Particulars	For the year ended 31st March 2026	For the year ended 31st March 2025
Operating and Maintenance Expenses	161.68	535.98
Major Maintenance Expenses	1,334.16	—
	<u>1,495.84</u>	<u>535.98</u>
Operations & Maintenance Expenses		
- from Discontinued operations	—	—
- from Continuing operations	1,495.84	535.98

25 Employee benefits expense

Particulars	For the year ended 31st March 2026	For the year ended 31st March 2025
Salaries and wages	—	1.62
Gratuity expenses	10.93	11.33
	<u>10.93</u>	<u>12.95</u>
Employee benefits expense from Discontinued operations	—	1.62
Employee benefits expense from Continuing operations	10.93	11.33

26 Finance costs

Particulars	For the year ended 31st March 2026	For the year ended 31st March 2025
Interest expense on borrowings	—	21,235.90
Finance cost on Preference Shares	1,509.30	1,509.30
	<u>1,509.30</u>	<u>22,745.20</u>
Finance costs from Discontinued operations	—	21,235.90
Finance costs from Continuing operations	1,509.30	1,509.30

27 Depreciation and Amortisation expenses

Particulars	For the year ended 31st March 2026	For the year ended 31st March 2025
Depreciation Expenses	5.09	6.69
	<u>5.09</u>	<u>6.69</u>
Depreciation and Amortisation expenses		
- from Discontinued operations	—	—
- from Continuing operations	5.09	6.69

**Notes to the Consolidated Financial Statements**

(All amounts in ₹ Lakhs unless otherwise stated)

28 Other expenses

Particulars	For the year ended 31st March 2026	For the year ended 31st March 2025
Rates and taxes	3.03	80.43
Bank Charges	0.06	1.35
Auditor's remuneration (refer note below)	3.05	4.18
Advertisement expenses	5.85	4.70
Printing & Stationery	1.27	0.96
Office Maintenance	12.71	12.54
Legal, Consultancy & Professional Expenses	46.38	96.69
Travelling and conveyance	3.67	9.30
Director's sitting fees	13.80	15.18
Advances written off	0.15	82.37
Other Expenses	—	215.00
Other Administrative Expenses	10.16	5.12
	100.13	527.82
Other expenses from Discontinued operations	—	33.99
Other expenses from Continuing operations	100.13	493.83

Auditor's remuneration

Particulars	For the year ended 31st March 2026	For the year ended 31st March 2025
- Statutory Audit fee	3.05	4.18
	3.05	4.18

29 Discontinued Operations

As per Ind AS 105, Non-current Assets held for sale and Discontinued operations, entities shall disclose a single amount in the Statement of profit and loss comprising the total of (i) the post-tax profit or loss of discontinued operations and (ii) the post-tax gain or loss recognised on the measurement to fair value less costs to sell or on the disposal of the assets or disposal group(s) constituting the discontinued operation. An analysis of profit/(loss) from discontinued operations is also required by paragraph 33 of Ind AS 105.

Notes to the Consolidated Financial Statements

(All amounts in ₹ Lakhs unless otherwise stated)

Statement of Profit and Loss from discontinuing operations for the year ending 31st March 2026

Particulars	Note	For the year ended 31st March, 2026	For the year ended 31st March, 2025
Income			
Revenue from Operations	22	—	—
Other Income	23	—	20.15
Total income		—	20.15
Expenses			
Operations & Maintenance Expenses	24	—	—
Employee benefits expense	25	—	1.62
Finance costs	26	—	21,235.90
Depreciation & Amortisation expenses	27	—	—
Other expenses	28	—	33.99
Total expense		—	21,271.51
Loss before tax from Discontinuing operations		—	(21,251.36)
Current Tax		—	—
Loss after tax from Discontinuing operations		—	(21,251.36)

Statement of summary of Cash flows from discontinued operations for the year ended 31st March 2026

Particulars	For the year ended 31st March, 2026	For the year ended 31st March, 2025
(a) Cash flows from operating activities	—	(214.63)
(b) Cash flows from investing activities	—	—
(c) Cash flows from financing activities	—	—
Net cash flows from discontinued operations	—	(214.63)

Statement of Gain on Relinquishment of Subsidiary for the year ended 31st March 2026

Particulars	For the year ended 31st March, 2026	For the year ended 31st March, 2025
Fair Value of Consideration Received	—	—
Less: Carrying Amount of Net Assets/(Liabilities) De-recognised:		
Assets De-recognised	—	(83,296.62)
Liabilities De-recognised	—	2,17,090.25
Net Gain on relinquishment of subsidiary (SMTL)	—	1,33,793.63



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Notes to the Consolidated Financial Statements

(All amounts in ₹ Lakhs unless otherwise stated)

30 Tax expense

Particulars	For the year ended 31st March 2026	For the year ended 31st March 2025
A. Tax expense comprises of:		
Current tax	32.47	—
Deferred tax *	—	—
Income tax expense reported in the statement of profit or loss	32.47	—
* Due to continuous losses in earlier years, the management has not recognised deferred tax assets		
B. Reconciliation of tax expense applicable to profit before tax at the latest statutory enacted tax rate in India to income tax expense reported is as follows:		
Profit before tax	2,084.54	29.53
Income tax using the Company's domestic tax rate *	25.17%	25.17%
Expected tax expense [A]	524.68	7.43
Tax effect of adjustment to reconcile expected income tax		
Effect of income that is exempt from tax	—	—
Effect of expenses disallowed for tax purpose	—	—
Effect of tax on income at different rates	(0.80)	—
Others (Set-off of Carry forward losses)	(491.41)	(7.43)
Total adjustments [B]	(492.21)	(7.43)
Actual tax expense [C=A+B]	32.47	—
*Domestic tax rate applicable to the Company has been computed as follows		
Base tax rate	22%	22%
Surcharge (% of tax)	10%	10%
Cess (% of tax)	4%	4%
Applicable rate of tax	25.17%	25.17%

31 Earnings/(loss) per share (EPS)

Particulars	For the year ended 31st March 2026	For the year ended 31st March 2025
Weighted average number of shares used to compute EPS	23,96,51,900	23,96,51,900
Add: Dilutive shares	—	—
Weighted average number of shares used to compute diluted EPS	23,96,51,900	23,96,51,900
Nominal value - Rupees (₹) per equity share	2	2
Continuing Operations		
Net Loss after tax attributable to equity shareholders	(122.46)	353.56
Add: Savings of interest upon conversion of instruments	—	—
Net Loss after tax attributable to equity shareholders for calculating diluted earning per share	(122.46)	353.56
Earnings per share		
Basic (₹)	(0.05)	0.15
Diluted (₹)	(0.05)	0.15
Discontinued Operations		
Net Profit/(Loss) after tax attributable to equity shareholders	—	1,12,542.27
Add: Savings of interest upon conversion of instruments	—	—
Net Profit/(Loss) after tax attributable to equity shareholders for calculating diluted earning per share	—	1,12,542.27
Earnings per share		
Basic (₹)	—	46.96
Diluted (₹)	—	46.96
Continuing & Discontinued Operations		
Net Loss after tax attributable to equity shareholders	(122.46)	1,12,895.83
Add: Savings of interest upon conversion of instruments	—	—
Net Loss after tax attributable to equity shareholders for calculating diluted earning per share	(122.46)	1,12,895.83
Earnings per share		
Basic (₹)	(0.05)	47.11
Diluted (₹)	(0.05)	47.11

Notes to the Consolidated Financial Statements

(All amounts in ₹ Lakhs unless otherwise stated)

32 Employee Benefits

Gratuity

The Group operates a gratuity plan covering qualifying employees. The benefit payable is the greater of the amount calculated as per the Payment of Gratuity Act or the Company scheme applicable to the employee. The benefit vests upon completion of five years of continuous service and once vested it is payable to employees on retirement or on termination of employment.

Provision for Gratuity is made on actuarial basis as summarized below. The Company does not have any policy for Compensated Absences.

Profit and Loss account for current period

Particulars	For the year ended 31st March 2026	For the year ended 31st March 2025
Service Cost:		
Current Service Cost	5.31	5.02
Past service cost and loss/(gain) on curtailments and settlement	—	2.01
Net interest cost	5.62	4.30
Total included in 'Employee Benefit Expense'	10.93	11.33
Expenses deducted from the fund	—	—
Total Charge to P&L	10.93	11.33
Other Comprehensive Income for the current period		
Components of actuarial gain/losses on obligations:		
Due to change in financial assumptions	(3.86)	2.98
Due to change in demographic assumptions	—	—
Due to experience adjustments	(0.58)	9.93
Amount recognized in Other Comprehensive Income	(4.44)	12.91

Reconciliation of defined obligation

Particulars	For the year ended 31st March 2026	For the year ended 31st March 2025
Defined Benefit Obligation		
Opening defined benefit obligation	111.65	87.41
Service Cost	5.31	5.02
Net interest expense	5.62	4.30
Components of actuarial gain/losses on obligations		
Due to change in financial assumptions	(3.86)	2.98
Due to change in demographic assumptions	—	—
Due to experience adjustments	(0.58)	9.93
Past Service Cost	—	2.01
Benefits paid	—	—
Closing defined benefit obligation	118.14	111.65
Bifurcation of liability as per schedule III		
Current Liability	2.53	2.28
Non-current liability	115.61	109.37



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Notes to the Consolidated Financial Statements

(All amounts in ₹ Lakhs unless otherwise stated)

Principal Actuarial Assumptions

Particulars	For the year ended 31st March 2026	For the year ended 31st March 2025
Discounting Rate	7.33%	7.05%
Average Salary Growth Rate	5.65%	5.65%
Withdrawal Rate	0 % at all ages	0 % at all ages
Sensitivity to key assumptions		
Discount Rate Sensitivity		
Increase by 0.5%	57.09	57.94
(% change)	-3.11%	-2.80%
Decrease by 0.5%	61.21	58.71
(% change)	3.34%	4.38%
Salary Growth Rate Sensitivity		
Increase by 0.5%	61.21	58.70
(% change)	3.37%	4.39%
Decrease by 0.5%	57.07	54.22
(% change)	-3.17%	-2.84%
Withdrawal Rate (W.R.) Sensitivity		
W.R. X 110%	59.15	56.46
(% change)	0.27%	0.92%
W.R. X 90%	59.00	56.31
(% change)	-27.50%	-26.85%

33 Goodwill / Capital Reserve**A.CAPITAL RESERVE**

Particulars	As at 31st March 2026	As at 31st March 2025
(i) Acquisition of Investments (from Demerger)		
Cost of Investment of BOT Assets		
(a) Equity Share Capital of GHL issued to GPL	3,545.04	3,545.04
Total (A)	<u>3,545.04</u>	<u>3,545.04</u>
Value of Investment in GPL		
Investments Infrastructure BOT Assets	10,590.14	10,590.14
Other Net Assets(BOTs) received from GPL	(2,306.75)	(2,306.75)
Total (B)	<u>8,283.39</u>	<u>8,283.39</u>
Capital Reserve on Acquisition of Investments (A-B)	<u>(4,738.35)</u>	<u>(4,738.35)</u>

B. Goodwill on Consolidation of Subsidiaries

Particulars	As at 31st March 2026	As at 31st March 2025
(i) Consolidation of Subsidiaries		
A.IDTL		
Cost of Investment in IDTL		
(a) Equity Share Capital of GHL in IDTL	3.33	3.33
(b) Equity Share Capital of BHHPL in IDTL	1.67	1.67
Total (A)	<u>5.00</u>	<u>5.00</u>
Value of Investment in IDTL		
(a) Equity Share capital of IDTL	5.00	5.00
(b) Profit & Loss A/c	(11,438.80)	(11,438.80)
Total (B)	<u>(11,433.80)</u>	<u>(11,433.80)</u>
Capital Reserve on Acquisition of Investments (A-B) (II)	<u>11,438.80</u>	<u>11,438.80</u>

Notes to the Consolidated Financial Statements

(All amounts in ₹ Lakhs unless otherwise stated)

B. BHHPL

Cost of Investment in BHHPL

(a) Equity Share Capital of GHL in BHHPL

10.00

10.00

Total (A)

10.00

10.00

Value of Investment in BHHPL

(a) Equity Share capital of BHHPL

10.00

10.00

(b) Profit & Loss A/c

(15.44)

(15.44)

Total (B)

(5.44)

(5.44)

Goodwill on Consolidation of Subsidiaries - BHHPL (A-B) (IV)

15.44

15.44

Consolidated Goodwill/(Capital Reserve) (II+III+IV)

11,454.24

11,529.80

Less: Impairment of Goodwill on Consolidation

(11,454.24)

(11,529.80)

Net Consolidated Goodwill

—

—

Note: Since all investments in subsidiaries (IDTL & BHHPL) were impaired and the goodwill on consolidation has been tested for impairment and the same has been impaired fully based on the recoverability calculated as zero value.

Notes to the Consolidated Financial Statements

(All amounts in ₹ Lakhs unless otherwise stated)

34 Financial instruments

Financial instruments by category

The carrying value and fair value of financial instruments by categories as at 31st March 2026 were as follows :

Particulars	Note	FVTPL	At Cost	Amortized Cost	Total carrying value	Total fair Value
Financial assets:						
Investments	6		6,968.83	-	6,968.83	6,968.83
Trade receivables	7	-	-	716.30	716.30	716.30
Cash and cash equivalents	8	84.84	-	1,658.70	1,743.54	1,743.54
Loans	9	-	-	2,853.28	2,853.28	2,853.28
Other financial assets	10	-	-	73,580.28	73,580.28	73,580.28
Total financial assets		84.84	6,968.83	78,808.56	85,862.23	85,862.23
Financial liabilities:						
Borrowings	15	-	-	40,391.52	40,391.52	40,391.52
Trade payables	18	-	-	644.62	644.62	644.62
Other financial liabilities	19	-	-	63,278.52	63,278.52	63,278.52
Total financial liabilities		-	-	1,04,314.66	1,04,314.66	1,04,314.66

The carrying value and fair value of financial instruments by categories as at 31st March 2025 were as follows :

Particulars	Note	FVTPL	At Cost	Amortized cost	Total carrying value	Total fair Value
Financial assets						
Investments	6	-	9,143.36	-	9,143.36	9,143.36
Trade receivables	7	-	-	231.28	231.28	231.28
Cash and cash equivalents	8	1,266.67	-	770.63	2,037.30	2,037.30
Loans	9	-	-	2,642.17	2,642.17	2,642.17
Other financial assets	10	-	-	73,580.38	73,580.38	73,580.38
Total financial assets		1,266.67	9,143.36	77,224.46	87,634.49	87,634.49
Financial liabilities :						
Borrowings	15	-	-	42,100.38	42,100.38	42,100.38
Trade payables	18	-	-	327.90	327.90	327.90
Other financial liabilities	19	-	-	63,278.52	63,278.52	63,278.52
Total financial liabilities		-	-	1,05,706.80	1,05,706.80	1,05,706.80

Notes to financial instruments

i. The management assessed that the fair value of cash and cash equivalents, trade receivables, loans, trade payables and other financial liabilities approximate the carrying amount largely due to short-term maturity of these instruments. The management assessed that the fair value of borrowings approximate the carrying amount largely due to such borrowings carry interest rates or rates are negotiable.
The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

ii. Fair value hierarchy

Financial assets and financial liabilities measured at fair value in the statement of financial position are grouped into three Levels of a fair value hierarchy. The three Levels are defined based on the observability of significant inputs to the measurement, as follows:
Level 1: Quoted prices (unadjusted) in active markets for financial instruments.
Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximize the use of observable market data rely as little as possible on entity specific estimates.
Level 3: Inputs for the assets or liabilities that are not based on the observable marked data (unobservable inputs)

iii. Measurement of fair value of financial instruments

The Group's finance team performs valuations of financial items for financial reporting purposes, including Level 3 fair values, in consultation with third party valuation specialist for complex valuations, wherever necessary. Valuation techniques are selected based on the characteristics of each instrument, with the overall objective of maximizing the use of market-based information.

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(All amounts in ₹ Lakhs unless otherwise stated)

35 Financial risk management

Financial risk factors

The Group's activities expose it to market risk, liquidity risk and credit risk. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.

Risk	Exposure arising from	Measurement
Credit risk	Cash and cash equivalent, trade receivables, financial assets measured at amortized cost	Ageing analysis
Liquidity risk	Borrowings and other financial liabilities	Rolling cash flow forecasts
Market risk – Interest rate	Long-term borrowings at variable rates	Sensitivity analysis

The Group's risk management is carried out by a central treasury department (of the group) under policies approved by the board of directors. The board of directors provides written principles for overall risk management, as well as policies covering specific areas, such interest rate risk, credit risk and investment of excess liquidity.

a. Credit risk

Credit risk arises from cash and cash equivalents, trade receivables, investments carried at amortized cost and deposits with banks and financial institutions.

Credit risk management

The finance function of the Group assesses and manages credit risk based on internal credit rating system. Internal credit rating is performed for each class of financial instruments with different characteristics.

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an on-going basis throughout each reporting period. In general, it is presumed that credit risk has significantly increased since initial recognition if the payments are more than 30 days past due. A default on a financial asset is when the counterparty fails to make contractual payments when they fall due. This definition of default is determined by considering the business environment in which entity operates and other macro-economic factors.

Expected credit loss for trade receivables under simplified approach

The Group recognises significant income from toll road on the basis of actual collection and hence there are no significant outstanding. Hence, as the Group does not have significant credit risk, it does not present the information related to ageing pattern. The Group has widespread customer base and no single customer accounted for 10% or more of revenue in any of the years indicated.

During the periods presented, the Group made no write-offs of trade receivables and it does not expect to receive future cash flows or recoveries from collection of cash flows previously written off.

b. Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. Due to the nature of the business, the Group maintains flexibility in funding by maintaining availability under committed facilities.

Management monitors rolling forecasts of the Group's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Group takes into account the liquidity of the market in which the entity operates. In addition, the Group's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

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(All amounts in ₹ Lakhs unless otherwise stated)

35 Financial risk management (Contd...)**Maturities of financial liabilities**

The tables below analyze the Group's financial liabilities into relevant maturity groupings based on their contractual maturities for all financial liabilities. The amounts disclosed in the table are the contractual undiscounted cash flows.

As at 31st March 2026	Less than 1 year	1 year to 5 years	5 years and above	Total
Non-Current Borrowings	—	16,770.03	—	16,770.03
Current borrowings	62,798.68	—	—	62,798.68
Future interest payments	79,888.53	—	—	79,888.53
Trade payables	121.94	—	—	121.94
Other financial liabilities	1,193.21	—	—	1,193.21
Total	1,44,002.36	16,770.03	—	1,60,772.39

As at 31st March 2025	Less than 1 year	1 year to 5 years	5 years and above	Total
Non-Current Borrowings	—	16,770.03	—	16,770.03
Current borrowings	65,516.85	—	—	65,516.85
Future interest payments	78,756.55	—	—	78,756.55
Trade payables	274.61	—	—	274.61
Other financial liabilities	1,193.21	—	—	1,193.21
Total	1,45,741.22	16,770.03	—	1,62,511.25

c. Interest rate risk

The Group's fixed rate borrowings are carried at amortized cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, 'Financial Instruments - Disclosures', since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

The Company's variable rate borrowing is subject to interest rate. Below is the overall exposure of the borrowing:

Particulars	As at 31st March 2026	As at 31st March 2025
Fixed rate borrowing	74,112.68	74,112.68
Interest free borrowing	4,705.81	7,923.98
Total borrowings	78,818.49	82,036.66

Interest rate risk

Profit or loss is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rates.

Particulars	For the year ended 31st March 2026	For the year ended 31st March 2025
Interest rates – increase by 50 basis points (50 bps)	(370.56)	(370.56)
Interest rates – decrease by 50 basis points (50 bps)	370.56	370.56

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(All amounts in ₹ Lakhs unless otherwise stated)

36 Capital Management

The Group's objectives when managing capital are to:

Safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Group monitors its capital using gearing ratio, which is net debt divided by total equity. Net debt includes long term borrowings, short term borrowings, current maturities of long term borrowings less cash and cash equivalents and other bank balances.

Particulars	As at 31 March 2026	As at 31 March 2025
Long term borrowings (including current maturities)	95,141.58	93,632.27
Short term borrowings	8,528.46	11,746.63
Less: Cash and cash equivalents	(1,743.54)	(2,037.30)
Net debt	1,01,926.50	1,03,341.60
Total equity	(62,712.02)	(62,594.00)
Gearing ratio	(1.63)	(1.65)

37 Contingent liabilities

Particulars	As at 31 March 2026	As at 31 March 2025
Pledge of equity shares held in jointly controlled entities for loans taken by them		
Sai Maatarini Tollways Limited (GHL has relinquished its rights in equity shares of SMTL w.e.f. 6th January, 2025, the outstanding loan given is as on 31st December, 2024)	—	2,17,089.05
Indore Dewas Tollways Limited	62,085.31	62,085.31
HKR Roadways Limited	89,734.67	69,073.88
Demand payable to NHAI in IDTL	55,605.25	55,605.25

38 Related party disclosures

a) Name of related parties and nature of relationship

Name of the related party	Nature of relationship
Gayatri Jhansi Roadways Limited Gayatri Lalitpur Roadways Limited Hyderabad Expressways Limited Cyberabad Expressways Limited HKR Roadways Limited	Jointly controlled entities
Gayatri Projects Limited T. Indira Subbarami Reddy T.V. Sandeep Kumar Reddy	Promoters & Promoter Group
K.G.Naidu, Chief Executive Officer P.K.Sahoo, Chief Financial Officer P.Rajkumar, Company Secretary M.V. Narasimha Rao, Independent Director G. Jagannadha Rao, Independent Director Ch. Krishnamurthy, Independent Director P. Laxmi, Independent Director D. Balarama Krishna, Independent Director V. Sindhuja Pothapragada, Independent Director	Key Management Personnel ("KMP")
Shrewd Constructions Private Limited	Entity in which KMP have significant shareholding



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38 Related party disclosures (Continued..)**b) Transactions with related parties**

Particulars	For the Year Ended 31st March 2026	For the Year Ended 31st March 2025
Gayatri Jhansi Roadways Limited		
Dividend income	1,837.70	—
MMR Income	1,455.15	—
MMR Advance received	253.00	—
Loan taken	250.00	—
Loan repaid	(250.00)	—
Gayatri Lalitpur Roadways Limited		
Dividend income	1,621.80	—
MMR Advance received	253.00	—
Intercompany Advance repaid	(251.01)	—
Loan taken	250.00	—
Loan repaid	(250.00)	—
Cyberabad Expressways Limited		
Interest income	211.11	211.11
Deputation Income	—	36.00
Hyderabad Expressways Limited		
Deputation Income	—	36.00
HKR Roadways Limited		
Operations & Maintenance Income	—	497.02
Gayatri Projects Limited		
Loans taken/(repaid) (net)	(2,967.16)	—
Finance cost on Preference Shares	1,509.31	1,509.30
Key Managerial Personnel		
Gratuity -		
K.G.Naidu, Chief Executive Officer	5.12	18.13
P.K.Sahoo, Chief Financial Officer	0.54	2.34
P.Rajkumar, Company Secretary	0.83	3.78

c) Balances receivable/(payable)

Particulars	As at 31st March 2026	As at 31st March 2025
Gayatri Jhansi Roadways Limited - MMR Advance	(253.00)	—
Gayatri Jhansi Roadways Limited - MMR Receivable	601.02	—
Gayatri Lalitpur Roadways Limited - MMR Advance	(253.00)	—
Gayatri Lalitpur Roadways Limited - Loan payable	—	(251.01)
Hyderabad Expressways Limited - Deputation receivable	20.88	20.88
HKR Roadways Limited - O&M receivable	—	116.00
Cyberabad Expressways Limited - Loan receivable (Including Interest receivable)	2,853.28	2,642.17
Cyberabad Expressways Limited - Deputation receivable	83.52	83.52
Gayatri Projects Limited - CRPS payable (Including Finance cost)	(31,863.06)	(30,353.75)
Gayatri Projects Limited - Loan payable	(4,436.31)	(7,403.47)
Gayatri Projects Limited - O&M payable	(120.30)	(120.30)
Key Managerial Personnel - Gratuity payable -		
K.G.Naidu, Chief Executive Officer	(71.74)	(66.62)
P.K.Sahoo, Chief Financial Officer	(7.51)	(6.97)
P.Rajkumar, Company Secretary	(11.63)	(10.80)

d) Guarantees and pledges outstanding

Refer Note 37 for pledges outstanding.

Notes to the Consolidated Financial Statements

(All amounts in ₹ Lakhs unless otherwise stated)

39 Interest in Subsidiaries, Associates and Jointly controlled entities

Name of entity	Interest in Entities as on 31st March 2026	Interest in Entities as on 31st March 2025
Subsidiaries		
Sai Maatarini Tollways Limited (Refer note no.6)	0%	0%
Indore Dewas Tollways Limited	100%	100%
Balaji Highways Holding Private Limited	100%	100%
Jointly Controlled Entities		
Gayatri Jhansi Roadways Limited	51%	51%
Gayatri Lalitpur Roadways Limited	51%	51%
Cyberabad Expressways Limited	31.54%	31.54%
Hyderabad Expressways Limited	50%	50%
HKR Roadways Limited	26%	26%

The Company's interest in Gayatri Jhansi Roadways Limited, Gayatri Lalitpur Roadways Limited, Cyberabad Expressways Limited, Hyderabad Expressways Limited and HKR Roadways Limited is accounted for using the equity method in the consolidated financial statements. Summarised financial information of the jointly controlled entities based on its Ind AS financial statements is set out below:

The Company's interest in jointly controlled entities is as below:

A) Gayatri Jhansi Roadways Limited:

(i) Summarised balance sheet as at 31 March 2026:

Particulars	As at 31st March 2026	As at 31st March 2025
Current assets including trade receivables	10,182.33	10,018.00
Non-current assets	2,104.80	5,871.41
Current liabilities, including trade payables	(8,893.23)	(2,489.32)
Non-current liabilities including borrowings	(134.11)	(5,004.37)
Net assets	3,259.79	8,395.72



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(All amounts in ₹Lakhs unless otherwise stated)

39 Interest in Subsidiaries and Jointly controlled entities(Contd..)**(ii) Summarised statement of profit and loss:**

Particulars	For the year ended 31st March 2026	For the year ended 31st March 2025
Revenue	2,558.28	2,924.54
Operation & Maintenance Expenses	3,538.82	1,357.84
Employee benefit	389.91	381.38
Finance cost	0.19	43.40
Depreciation & amortization	1.92	0.74
Other expenses	122.84	1,669.42
Profit/(Loss) before tax	(1,495.40)	(528.24)
Income tax expense	(48.48)	(41.13)
Profit/ (Loss) for the year	(1,543.88)	(569.37)
Other Comprehensive Income (loss)	11.95	(27.10)
Total comprehensive income/(loss) for the year	(1,531.93)	(596.47)

The Company had no contingent liabilities or capital commitments relating to its interest in Gayatri Jhansi Roadways Limited as at 31st March 2026 and 31st March 2025, except as disclosed in Note 37. The jointly controlled entity had no other contingent liabilities or capital commitments as at 31st March 2026 and 31st March 2025.

B) Gayatri Lalitpur Roadways Limited**(i) Summarised balance sheet as at 31 March 2026:**

Particulars	As at 31st March 2026	As at 31st March 2025
Current assets including trade receivables	8,867.53	7,920.84
Non-current assets	1,354.68	5,391.92
Current liabilities, including trade payables	(9,240.32)	(1,503.41)
Non-current liabilities including borrowings	(133.64)	(4,760.18)
Net assets	848.25	7,049.17

(ii) Summarised statement of profit and loss:

Particulars	For the year ended 31st March 2026	For the year ended 31st March 2025
Revenue	2,183.26	2,437.24
Operation & Maintenance Expenses	4,091.80	1,167.03
Employee benefit	370.68	394.79
Finance cost	—	41.15
Depreciation & amortization	1.09	0.41
Other expense	109.96	1,025.14
Profit/ (loss) before tax	(2,390.27)	(191.28)
Income tax expense	(642.21)	(24.40)
Profit/(loss) for the year	(3,032.48)	(215.68)
Other Comprehensive Income (loss)	11.37	(22.31)
Total comprehensive income/(loss) for the year	(3,021.11)	(237.99)

The Company had no contingent liabilities or capital commitments relating to its interest in Gayatri Lalitpur Roadways Limited as at 31st March 2026 and 31st March 2025, except as disclosed in Note 37. The jointly controlled entity had no other contingent liabilities or capital commitments as at 31st March 2026 and 31st March 2025.

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(All amounts in ₹ Lakhs unless otherwise stated)

39 Interest in Subsidiaries and Jointly controlled entities(Contd..)

C) Cyberabad Expressways Limited

(i) Summarised balance sheet as at 31 March 2026:

Particulars	As at 31st March 2026	As at 31st March 2025
Current assets including trade receivables	12,510.59	12,515.61
Non-current assets	11.97	14.25
Current liabilities, including trade payables	(25,387.06)	(24,043.80)
Non-current liabilities including borrowings	—	—
Net assets	(12,864.50)	(11,513.94)

(ii) Summarised statement of profit and loss:

Particulars	For the year ended 31st March 2026	For the year ended 31st March 2025
Revenue	48.23	0.42
Employee benefit	6.12	51.16
Finance cost	1,235.59	1,198.74
Depreciation & amortization	2.28	3.05
Other expense	154.80	57.88
Profit/ (loss) before tax	(1,350.56)	(1,310.41)
Income Tax expenses	—	—
Profit/(loss) for the year	(1,350.56)	(1,310.41)
Total comprehensive loss for the year	(1,350.56)	(1,310.41)

The Company had no contingent liabilities or capital commitments relating to its interest in Cyberabad Expressways Limited as at 31st March 2026 and 31st March 2025, except as disclosed in Note 37. The jointly controlled entity had no other contingent liabilities or capital commitments as at 31st March 2026 and 31st March 2025.

D) Hyderabad Expressways Limited

Summarised balance sheet as at 31st March 2026:

Particulars	As at 31st March 2026	As at 31st March 2025
Current assets including trade receivables	13,962.44	13,640.07
Non-current assets	72.57	102.98
Current liabilities, including trade payables	(5,994.72)	(5,997.50)
Non-current liabilities including borrowings	—	—
Net assets	8,040.29	7,745.55

(ii) Summarised statement of profit and loss:

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Revenue	530.76	611.97
Employee benefit	6.00	46.98
Depreciation & amortization	0.11	0.24
Other expense	134.49	99.74
Profit/(loss) for the year	390.16	465.01
Income tax expense	(95.42)	(112.65)
Profit/(loss) for the year	294.74	352.36
Total comprehensive income/(loss) for the year	294.74	352.36

The Company had no contingent liabilities or capital commitments relating to its interest in Hyderabad Expressways Limited as at 31st March 2026 and 31st March 2025, except as disclosed in Note 37. The jointly controlled entity had no other contingent liabilities or capital commitments as at 31st March 2026 and 31st March 2025.

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(All amounts in ₹ Lakhs unless otherwise stated)

39 Interest in Subsidiaries and Jointly controlled entities(Contd..)**E) HKR Roadways Limited****(i) Summarised balance sheet as at 31 March 2026:**

Particulars	As at 31 March 2026	As at 31 March 2025
Current assets including trade receivables	7,673.14	18,756.19
Non-current assets	1,25,435.72	1,21,058.78
Current liabilities, including trade payables	(5,830.86)	(31,304.52)
Non-current liabilities including borrowings	(1,37,526.17)	(1,12,017.48)
Net assets	(10,248.17)	(3,507.03)

(ii) Summarised statement of profit and loss:

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Revenue	25,278.08	24,778.98
Operation & Maintenance Expenses	2,488.24	3,395.98
Major Maintenance Expenses	3,830.32	2,760.86
Construction Expenses	—	237.56
Depreciation & amortization	4,078.41	6,882.48
Employee benefit	368.09	314.57
Finance cost	20,679.11	21,257.68
Other expenses	898.14	803.18
Profit for the year	(7,064.23)	(10,873.33)
Other Comprehensive Income (loss)	(20.12)	(9.53)
Total comprehensive income for the year	(7,084.35)	(10,882.86)

The Company had no contingent liabilities or capital commitments relating to its interest in HKR Roadways Limited as at 31st March 2026 and 31st March 2025, except as disclosed in Note 37. The jointly controlled entity had no other contingent liabilities or capital commitments as at 31st March 2026 and 31st March 2025.

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(All amounts in ₹ Lakhs unless otherwise stated)

40. Statutory Group Information

Particulars		Net Assets, i.e., total assets minus total liabilities		Share in profit and (loss)	
Name of the entity in the group	As % of consolidated net assets	Amount	As % of consolidated profit and (loss)	Amount	
Parent					
Gayatri Highways Limited					
Balance as at 31st March 2026	40%	(24,978.54)	-1743%	2,057.60	
Balance as at 31st March 2025	43%	(27,036.14)	-25%	(28,014.28)	
Subsidiaries in India					
Sai Maatarini Tollways Limited					
Balance as at 31st March 2025	0%	-	125%	1,40,574.31	
Indore Dewas Tollways Limited.					
Balance as at 31st March 2026	71%	(44,686.01)	0%	-	
Balance as at 31st March 2025	71%	(44,686.01)	0%	-	
Balaji Highways Holding Private Limited.					
Balance as at 31st March 2026	0%	(16.30)	1%	(1.09)	
Balance as at 31st March 2025	0%	(15.21)	0%	(1.14)	
Jointly controlled entities in India (investment as per the equity method)					
Gayatri Jhansi Roadways Limited					
Balance as at 31st March 2026	-4%	2,758.29	662%	(781.13)	
Balance as at 31st March 2025	-6%	3,539.42	0%	(304.14)	
Gayatri Lalitpur Roadways Limited					
Balance as at 31st March 2026	-3%	1,633.66	1306%	(1,540.77)	
Balance as at 31st March 2025	-5%	3,174.43	0%	(121.37)	
Cyberabad Expressways Limited					
Balance as at 31st March 2026	0%	-	0%	-	
Balance as at 31st March 2025	0%	-	0%	(138.29)	
Hyderabad Expressways Limited					
Balance as at 31st March 2026	-4%	2,576.88	-125%	147.37	
Balance as at 31st March 2025	-4%	2,429.51	0%	176.18	
HKR Roadways Limited					
Balance as at 31st March 2026	0%	-	0%	-	
Balance as at 31st March 2025	0%	-	1%	711.65	

**Notes to the Consolidated Financial Statements**

(All amounts in ₹ Lakhs unless otherwise stated)

40 Statutory Group Information(Contd...)

Particulars	Share in other		Share in total	
	Comprehensive income		Comprehensive income	
Name of the entity in the group	As % of consolidated	Amount	As % of total comprehensive income	Amount
other comprehensive				
Parent				
Gayatri Highways Limited				
Balance as at 31st March 2026	100%	4.44	-1747%	2,062.04
Balance as at 31st March 2025	-	-	-25%	(28,014.28)
Subsidiaries in India				
Sai Maatarini Tollways Limited				
Balance as at 31st March 2025	-	-	125%	1,40,574.31
Indore Dewas Tollways Limited.				
Balance as at 31st March 2026	-	-	0%	-
Balance as at 31st March 2025	-	-	0%	-
Balaji Highways Holding Private Limited.				
Balance as at 31st March 2026	-	-	1%	(1.09)
Balance as at 31st March 2025	-	-	0%	(1.14)
Jointly controlled entities in India				
(Investment as per the equity method)				
Gayatri Jhansi Roadways Limited				
Balance as at 31st March 2026	-	-	662%	(781.13)
Balance as at 31st March 2025	-	-	0%	(304.14)
Gayatri Lalitpur Roadways Limited				
Balance as at 31st March 2026	-	-	1306%	(1,540.77)
Balance as at 31st March 2025	-	-	0%	(121.37)
Cyberabad Expressways Limited				
Balance as at 31st March 2026	-	-	0%	-
Balance as at 31st March 2025	-	-	0%	(138.29)
Hyderabad Expressways Limited				
Balance as at 31st March 2026	-	-	-125%	147.37
Balance as at 31st March 2025	-	-	0%	176.18
HKR Roadways Limited				
Balance as at 31st March 2026	-	-	0%	-
Balance as at 31st March 2025	-	-	1%	711.65

41 The Group's principal objectives are to provide infrastructural facilities either on its own or through incorporating and investing in special purpose vehicles. Consequently, the Holding Company has significant investments in its jointly controlled companies and other entities. On the basis of assessment of the nature of business of the Holding Company, duly supported by an independent opinion from an expert, the management is of the view that the Holding Company is not a Non banking financial institution under the provisions of Section 45-IA of the Reserve Bank of India Act, 1934.

42 Going Concern

The Group has been incurring operating losses during the past years and the current liabilities of the Group exceeds its current assets. Notwithstanding the above, the accompanying financial statements have been prepared on going concern basis as the management believes that the subsidiaries, associates and jointly controlled entities will generate sufficient cash flows to support the Group in foreseeable future.

Notes to the Consolidated Financial Statements

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43 Segment reporting

The Group primarily engaged in the business of "construction, operations and maintenance of roads, highways, vehicle bridges and tunnels and toll roads", which is as per Indian Accounting Standard - 108 on "Operating Segment" is considered to be the only reportable business segment. The Group is operating in India which is considered as a single geographical segment.

a. Segment wise revenue information:

Revenue from operations	For the year ended 31 March 2026	For the year ended 31 March 2025
Operations and Maintenance Income	1,455.15	497.02
Deputation Income	—	72.00
Total	1,455.15	569.02

b. Geographical Segment information:

The Company has whole revenues from customers domiciled in India.

Revenue from operations	For the year ended 31 March 2026	For the year ended 31 March 2025
Within India	1,455.15	569.02
Outside India	—	—
Total	1,455.15	569.02

c. Information about major customers (from external customers)

During the year the Group has derived revenue from 1 (one) customer (March 31, 2025: 3) totalling to Rs.1,455.15 Lakhs (March 31, 2025: Rs.569.02 Lakhs) which amounts to 10% or more of its total revenue.

44 Labour Codes

On November 21, 2025, the Government of India notified provisions of the Code on Wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020 and the Occupational Safety, Health and Working Conditions Code, 2020, (Labour Codes) which consolidate twenty-nine existing labour laws into a unified framework governing employee benefits. The Ministry of Labour & Employment published draft Central Rules and FAQs to enable assessment of the financial impact due to changes in regulations.

The incremental impact of these changes, assessed by the Group, on the basis of information available, in line with the guidance provided by the Institute of Chartered Accountants of India, is not material and has been accounted for all employees in the financial statements for the year ended March 31, 2026. The Group will continue to monitor the development pertaining to the Labour Codes and will evaluate the impact, if any, on the measurement of the employee benefits liability.

45 Other information forming part of the financial statements

a) Capital Work in Progress

No Capital Work in Progress exist in the books of accounts of the Group as at the reporting date.

b) Intangible Assets under Development

No Intangible Assets under Development exist in the books of accounts of the Group as at the reporting date.

c) Benami property

The Group does not have any proceedings that have been initiated or pending against the Group for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

d) Borrowings from Banks or Financial Institutions on the Basis of Security of Current Assets

The Group has not obtained any borrowings on the basis of security of Current Assets during the reporting period.

e) Title deeds of Immovable Property not held in name of the Group

No immovable property held in the name of the Holding Company/Group companies, hence no such property exist in the Group's books of accounts as at reporting date.

f) Wilful Defaulter

The Group is not declared as wilful defaulter by any bank or financial Institution or other lender from whom the borrowings are obtained.



Notes to the Consolidated Financial Statements

(All amounts in ₹ Lakhs unless otherwise stated)

g) Charges or Satisfaction yet to be registered with Registrar of Companies beyond the statutory period

The Group has no charges or satisfaction yet to be registered with Registrar of companies as at the reporting date.

h) Relationship with Struck off Companies

The Group has no Relationship with Struck off Companies as at the reporting date.

i) Layers of Companies

Name of the Company	Nature of relationship
Indore Dewas Tollways Limited Balaji Highways Holding Private Limited	Subsidiaries
Gayatri Jhansi Roadways Limited Gayatri Lalitpur Roadways Limited Hyderabad Expressways Limited Cyberabad Expressways Limited HKR Roadways Limited	Jointly controlled entities

j) Corporate Social Responsibility related Disclosures

CSR is not applicable to the Group, as neither of Group's turnover exceeded 1000 crores nor networth exceeded 500 crores nor net profit exceeded 5 Crores during the preceeding financial year.

k) Details of Crypto or Virtual Currency

The Group does not hold any investments in the form of Crypto or Virtual Currency.

l) Derivative Instruments and other Un-hedged foreign currency exposure

There are no derivative contracts outstanding at the close of the year.

46 Disclosure relating to Wholly owned subsidiary

Indore Dewas Tollways Limited (IDTL):

The Hon'ble NCLT Bench at Hyderabad had admitted IDTL into CIRP vide its order dated 31.10.2023, in response to the application made by Union Bank of India, SAM Branch, Hyderabad under the provision of Section 7 of IBC, 2016 against the default of Rs.194,24,55,662.20/- outstanding loan to the bank and appointed Mr. Madhu Sudhanarao Mallipaddi an Insolvency Professional with IBBI Regn No. IBBI/IPA-001/IP-P-02633/2022-2023/14081 as Interim Resolution Professional (herein after called IRP).

The IRP has made public announcement in Form-A (Under Regulation 6 of the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016) for the attention of the creditors of Indore Dewas Tollways Limited in Financial Express, English, Hyderabad Edition, Nava Telangana, Telugu, Hyderabad Edition, Times of India, English, Indore Edition and Swadesh, Hindi, Indore Edition on 04.11.2023 to submit their claims on or before 14.11.2023.

The IRP has received claims of Rs.648,15,30,921.43/- from Union Bank of India, State Bank of India, Punjab National Bank and India Infrastructure Finance Company Limited (IIFCL).

The IRP has constituted the COC with Union Bank of India, State Bank of India, Punjab National Bank and India Infrastructure Finance Company Limited (IIFCL) as its members and COC has appointed him as Resolution Professional with effect from 04.12.2023.

Status of Financial Statements and its consolidation:

With regard to the Status of financial Statements, IRP has represented that there is no business activity after his appointment i.e., 31.10.2023. Hence the consolidated financial statements were being prepared based on accounts updated upto 30.10.2023 and assumed no significant transactions during 31.10.2023 to 31.12.2023 as represented by IRP and also there is no information provided by IRP/Liquidator for the period 01.01.2024 to 31.03.2026. Further a liquidator has been appointed for liquidation of IDTL during February 2025.

47 Events after the reporting period

There were no events occurring after the balance sheet date affecting the aforesaid financial statement.

Notes to the Consolidated Financial Statements

(All amounts in ₹ Lakhs unless otherwise stated)

- 48 Previous year's figures have been regrouped / reclassified wherever necessary to conform to the current year(period)'s classification / disclosure.
- 49 Figures have been rounded off to the nearest rupees in Lakhs.

This is the Summary of Material
Accounting Policies and Other
Explanatory Information referred
to in our report of even date

For **PRSV & Co. LLP**
Chartered Accountants
Firm Regn. No: S200016

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

Y.Venkateswarlu
Partner
M.No.:222068
Place : Hyderabad
Date : 25th May 2026

G. Jagannadha Rao
Director
DIN: 01059819

Ch. Krishnamurthy
Director
DIN: 08661228

K.G.Naidu
Chief Executive Officer

P.K.Sahoo
Chief Financial Officer

P.Raj Kumar
Company Secretary

Place : Hyderabad
Date : 25th May 2026

**Statement on Impact of Audit Qualifications (for audit report with modified opinion)
submitted along-with Annual Audited Financial Results - (Consolidated)**

**Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2026
[See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016) (Rs. in Lakhs)**

Audit Qualification No. 1
I

S. No	Particulars	Audited Figures in lakhs (as reported before adjusting for qualifications)	Adjusted Figures in lakhs (audited figures after adjusting for qualifications)
1.	Turnover / Total Income	5205.83	5205.83
2.	Total Expenditure	3121.29	3121.29
3.	Net Profit/(Loss)	(118.02)	(118.02)
4.	Earnings per share (in Rs.)	(0.05)	(0.05)
5.	Total Assets	99043.68	99043.68
6.	Total Liabilities	161755.70	166571.82
7.	Net Worth	(62712.02)	(67528.14)
8.	Any other financial item(s) (as felt appropriate by the management)	-	-

II. Audit Qualification

S. No	Particulars	Remarks
1.	Details of Audit Qualification	The holding company has written back Zero Interest Subordinate Loan (ZISL) payable to Gayatri Projects Limited (GPL) of Rs.17,887.51 Lakhs during the financial year 2022-23, out of which GPL has confirmed the write off of Rs.13,411.00 Lakhs and the balance of Rs.4,476.51 Lakhs is yet to be written off in GPL books. As a result, the other equity of the Company is overstated by Rs.4,476.51 Lakhs and the liabilities are understated by Rs.4,476.51 Lakhs. Further, an amount of Rs. 4,556.60 Lakhs is due to GPL towards the non-interest-bearing loan as per the books of the Company. But as per the confirmation from GPL, the amount due to them is Rs. 4,896.21 Lakhs. As a result, the other equity of the Company is overstated by Rs.339.61 Lakhs and the liabilities of the Company are understated by Rs.339.61 Lakhs.
2.	Type of Qualification	Qualified Opinion
3.	Frequency of Qualification	Repetitive
4.	For Audit Qualification(s) where impact is quantified by the Auditor, Management Views	The management is in disagreement with the quantified value as GPL is yet to pass necessary entries as per various agreements.
5.	For Audit Qualification(s) where the impact is not quantified by the auditor:	
	i. Management's estimation on the impact of audit qualification.	Not Applicable
	ii. If management is unable to estimate the impact, reasons for the same.	Not Applicable
	iii. Auditor's Comments on (i) or (ii) above :	No further comments

No further comments.

Audit Qualification No. 2**I.****(Rs. in Lakhs)**

S. No	Particulars	Audited Figures in lakhs (as reported before adjusting for qualifications)	Adjusted Figures in lakhs (audited figures after adjusting for qualifications)
1.	Turnover / Total Income	5205.83	5205.83
2.	Total Expenditure	3121.29	3121.29
3.	Net Profit/(Loss)	(118.02)	(118.02)
4.	Earnings per share (in Rs.)	(0.05)	(0.05)
5.	Total Assets	99043.68	99043.68
6.	Total Liabilities	161755.70	161755.70
7.	Net Worth	(62712.02)	(62712.02)
8.	Any other financial item(s) (as felt appropriate by the management)	-	-

II. Audit Qualification

S. No	Particulars	Remarks
1.	Details of Audit Qualification	The holding company has defaulted in repayment of outstanding term loan of Rs. 3,822.65 Lakhs and outstanding accumulated interest of Rs. 1,193.21 Lakhs (Interest was recognized in the financial statements till 31 March 2023) payable to IL&FS Financial Services Limited. The company has been calculating and recognizing interest only on the defaulted principle of Rs. 3,822.65 Lakhs as per the existing loan agreement since the Company has not received balance confirmation from the said lender. In the absence of balance confirmation, we are unable to comment on the carrying value of term loan principle and outstanding interest as at 31 March 2026 or any adjustment required to and the consequent impact if any on the financial statements had the confirmations been received from the lender.
2.	Type of Qualification	Qualified Opinion
3.	Frequency of Qualification	Repetitive
4.	For Audit Qualification(s) where impact is quantified by the Auditor, Management Views	Not Applicable
5.	For Audit Qualification(s) where the impact is not quantified by the auditor:	
	i. Management's estimation on the impact of audit qualification.	The Management is not in a position to quantify the impact of audit qualification at this point of time.
	ii. If management is unable to estimate the impact, reasons for the same.	Management is unable to estimate the impact due to the Company has requested for confirmation of balances and is yet to be received.
	iii. Auditor's Comments on (i) or (ii) above :	No further comments.

Audit Qualification No. 3
I.
(Rs. in Lakhs)

S. No	Particulars	Audited Figures in lakhs (as reported before adjusting for qualifications)	Adjusted Figures in lakhs (audited figures after adjusting for qualifications)
1.	Turnover / Total Income	5205.83	5205.83
2.	Total Expenditure	3121.29	3121.29
3.	Net Profit/(Loss)	(118.02)	(691.42)
4.	Earnings per share (in Rs.)	(0.05)	(0.29)
5.	Total Assets	99043.68	99043.68
6.	Total Liabilities	161755.70	163475.90
7.	Net Worth	(62712.02)	(64432.22)
8.	Any other financial item(s) (as felt appropriate by the management)	-	-

II. Audit Qualification

S. No	Particulars	Remarks
1.	Details of Audit Qualification	The holding company did not provide interest on the outstanding term loan of Rs. 3,822. 65 Lakhs due to IL&FS Financial Services Limited for the period 01 April 2023 to 31 March 2026. The Company's records indicate that, had management provided interest for the period 01 April 2023 to 31 March 2026, the cumulative loss and the corresponding liability would have been increased by Rs. 1,720.20 Lakhs and total equity would have been reduced by Rs. 1,720.20 Lakhs calculated on interest of 15% p.a.
2.	Type of Qualification	Qualified Opinion
3.	Frequency of Qualification	Repetitive
4.	For Audit Qualification(s) where impact is quantified by the Auditor, Management Views	The management is in negotiations to settle the debt amicably, hence it cannot quantify the actual liability at this point of time.
5.	For Audit Qualification(s) where the impact is not quantified by the auditor:	
	i. Management's estimation on the impact of audit qualification.	Not Applicable
	ii. If management is unable to estimate the impact, reasons for the same.	Not Applicable
	iii. Auditor's Comments on (i) or (ii) above :	No further comments.

Audit Qualification No. 4**I.****(Rs. in Lakhs)**

S. No	Particulars	Audited Figures in lakhs (as reported before adjusting for qualifications)	Adjusted Figures in lakhs (audited figures after adjusting for qualifications)
1.	Turnover / Total Income	5205.83	5205.83
2.	Total Expenditure	3121.29	3121.29
3.	Net Profit/(Loss)	(118.02)	(4277.12)
4.	Earnings per share (in Rs.)	(0.05)	(1.78)
5.	Total Assets	99043.68	94648.54
6.	Total Liabilities	161755.70	161755.70
7.	Net Worth	(62712.02)	(67107.16)
8.	Any other financial item(s) (as felt appropriate by the management)	-	-

II. Audit Qualification

S. No	Particulars	Remarks
1.	Details of Audit Qualification	a. The holding Company has advanced loans including interest till 31 March 2026 of Rs. 2,853.28 Lakhs. Further it has to receive an amount of Rs.83.52 Lakhs towards receivable for deputation. All these amounts aggregate to Rs. 2,936.80 Lakhs in Cyberabad Expressways Limited (CEL), a jointly controlled entity. As per the audited financial statements of the CEL as on 31 March 2026, the negative net worth stood at Rs. 12,864.50 Lakhs. Consequent to the erosion in the net worth of CEL, the exposure of the Company to the extent of Rs. 2,936.80 Lakhs is required to be impaired fully. IndAS 36 requires the company to provide for impairment in the value of investments and other financial assets by providing for the amount of impairment in the Profit & Loss Account. b. The holding Company has invested Rs. 2,576.88 Lakhs (including accumulated share of profit as per equity method Rs. 995.52 Lakhs) as equity (50% share in equity) and Rs. 20.88 Lakhs towards receivable for deputation aggregating to Rs. 2,597.76 Lakhs in Hyderabad Expressways Limited (HEL), a jointly controlled entity. As per the audited financial statements of the HEL as on 31 March 2026, the positive net worth stood at Rs. 8,040.29 Lakhs including a loan of Rs. 5,761.46 Lakhs advanced to CEL. As per the above paragraph, CEL has a negative net-worth of Rs. 12,864.50 Lakhs as on 31 March 2026. Continuing for the reasons stated in the above paragraph, the loan advanced by HEL is in our opinion, doubtful of recovery resulting in reduction of net-worth of HEL to Rs. 2,278.83 Lakhs. The Company owns 50% of the equity share capital of HEL and hence the Company share of net-worth in HEL works out to Rs. 1,139.42 Lakhs vis-à-vis the exposure of Rs. 2,597.76 Lakhs. This result in impairment to an extent of Rs. 1,458.34 Lakhs from out of the investments made in HEL and Receivables due. Ind AS 36 requires the company to provide for this impairment in the value of investments and other financial assets by providing for the amount of impairment in the Profit & Loss Account.

		Since the holding company has not impaired the cost of investments, debentures, loans granted to jointly controlled entities and trade receivables to an extent of Rs. 2,936.80 Lakhs to CEL and Rs.1,458.34 Lakhs to HEL in its books, the Loss for the year and other Comprehensive Income are understated by the said amount. The Other Equity in the balance sheet is overstated by Rs. 4,395.14 Lakhs. Our conclusion on the statement is qualified in respect of the above matters.
2.	Type of Qualification	Qualified Opinion
3.	Frequency of Qualification	First Time
4.	For Audit Qualification(s) where impact is quantified by the Auditor, Management Views	There is an income receivable by Cyberabad Expressways Limited (CEL) due from the Government of Telangana/HGCL/HMDA. The company has won the case in Arbitration, Commercial court and two additional cases in Hon'ble High Court of Telangana. Eventhough Section 37 petition is pending in the Hon'ble High Court of Telangana, the company is insisting the payment of dues through an Executive Petition in Commercial Court which is pending. The Company further informed that it is confident of winning the case and receive the amount of more than Rs. 400 Crores (approx.) from the Government of Telangana/HGCL/HMDA. But as there is still an opportunity to the government to further escalate the case in higher legal forums like High Court or Supreme Court, CEL, a Jointly controlled Entity, has not recognized the income as the receipt of funds is contingent in nature. Accordingly, the management has not impaired its cost of investments, loans and receivables from CEL and also from HEL.
5.	For Audit Qualification(s) where the impact is not quantified by the auditor:	
	i. Management's estimation on the impact of audit qualification.	Not Applicable
	ii. If management is unable to estimate the impact, reasons for the same.	Not Applicable
	iii. Auditor's Comments on (i) or (ii) above :	No further comments.

Audit Qualification No. 5
I.
(Rs. in Lakhs)

S. No	Particulars	Audited Figures in lakhs (as reported before adjusting for qualifications)	Adjusted Figures in lakhs (audited figures after adjusting for qualifications)
1.	Turnover / Total Income	5205.83	5205.83
2.	Total Expenditure	3121.29	3121.29
3.	Net Profit/(Loss)	(118.02)	(118.02)
4.	Earnings per share (in Rs.)	(0.05)	(0.05)
5.	Total Assets	99043.68	99043.68
6.	Total Liabilities	161755.70	161755.70
7.	Net Worth	(62712.02)	(62712.02)
8.	Any other financial item(s) (as felt appropriate by the management)	-	-

II. Audit Qualification

S. No	Particulars	Remarks
1.	Details of Audit Qualification	We were informed that the Holding Company did not receive the audited financial statements of Indore Dewas Tollways Limited (IDTL), which is a material subsidiary of the Holding Company for the quarter and year ended 31 March 2026 for the reasons stated there under. We were informed that the hon'ble NCLT bench at Hyderabad had admitted IDTL into Corporate Insolvency Resolution Process (CIRP) under Section 7 of the Insolvency and Bankruptcy Code (IBC), 2016 (as amended) and appointed Interim Resolution Professional (IRP). Further, a liquidator has been appointed for liquidation of IDTL. In this regard, we were informed that the Holding Company has compiled the financials results of IDTL for the year ended 31 March 2026 that were included in the statement by adopting the following procedure. For the period 01st April 2023 to 30th October 2023, based on books of accounts and for the period 31st October 2023 to 31st March 2026, as nil transactions. In the absence of the consolidation of subsidiary for the full year, we are unable to determine the effects on the consolidated financial statements of the failure to consolidate the subsidiary for the full year.
2.	Type of Qualification	Qualified Opinion
3.	Frequency of Qualification	Repetitive
4.	For Audit Qualification(s) where impact is quantified by the Auditor, Management Views	Not Applicable
5.	For Audit Qualification(s) where the impact is not quantified by the auditor:	
	i. Management's estimation on the impact of audit qualification.	Not Applicable
	ii. If management is unable to estimate the impact, reasons for the same.	The hon'ble NCLT bench at Hyderabad had admitted IDTL into Corporate Insolvency Resolution Process (CIRP) under Section 7 of the Insolvency and Bankruptcy Code (IBC), 2016 (as amended) and appointed Interim Resolution Professional (IRP) with effect from 31st October, 2023. We have pursued the IRP of IDTL to provide the annual accounts for the financial year 2023-24, but we have not received any information or response from him. Hence we have prepared the consolidated accounts based on the available information from 1st April 2023 to 30th October 2023. Further a liquidator has been appointed for liquidation of IDTL and no further information is provided to the company.
	iii. Auditor's Comments on (i) or (ii) above :	No further comments.

III. Signatories :

(K.G.Naidu)
Chief Executive Officer

(P.K.Sahoo)
Chief Financial Officer

(M.V.Narasimha Rao)
Audit Committee Chairman
DIN: 06761474

Y.Venkateswarlu
(PRSV & Co. LLP)
Statutory Auditor

Place: Hyderabad
Date: 25-05-2026

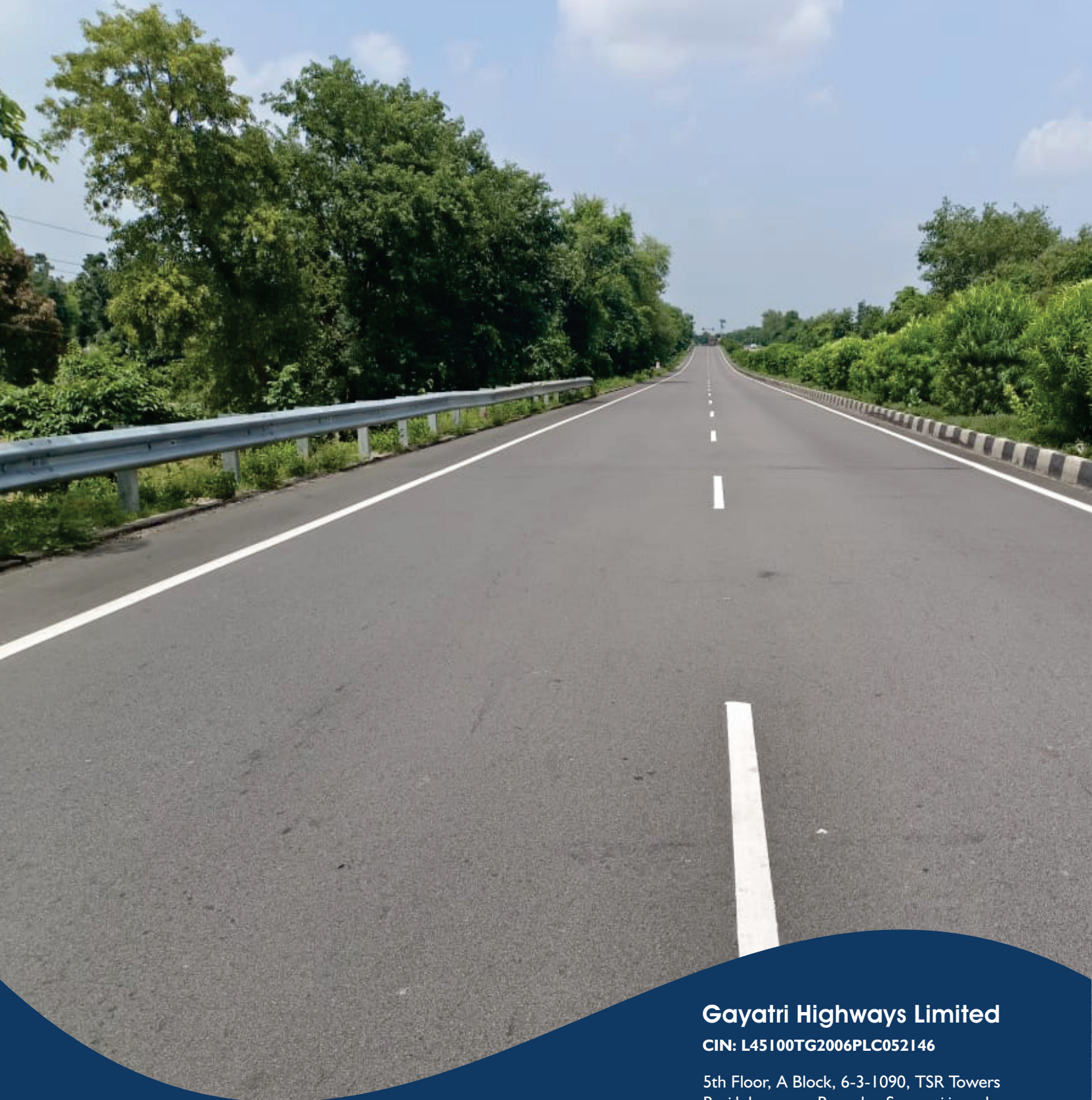
Gayatri Jhansi Roadways Limited ◀



▶ Gayatri Lalitpur Roadways Limited

HKR Roadways Limited ◀





Gayatri Highways Limited

CIN: L45100TG2006PLC052146

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