GAYATRI
GHL

GHL/SE/2025-26 12th February, 2026

To,	To,
The General Manager	The Secretary,
Department of Corporate Services	National Stock Exchange of India Limited
BSE Limited	5th Floor, Exchange Plaza
Phiroze Jeejeebhoy Towers	Plot No.C/1, G Block
Dalal Street, Fort	Bandra Kurla Complex, Bandra (East)
Mumbai-400 001	Mumbai-400 051
Scrip Code: **541546**	Scrip Symbol: **GAYAHWS**

Dear Sir / Madam,

Sub: Disclosure pursuant to Regulation 30 of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 with respect to the acquisition of 23.00% of Equity Share Capital in HKR Roadways Limited from Kotak Special Situations Fund.

Ref: HO/49/14/14(7)2025-CFD-POD2/I/3762/2026, dated January 30, 2026

With reference to the above stated subject, it is hereby inform that Gayatri Highways Limited (the "**Company**") has proposed to acquire around 10,67,729 fully paid up equity shares of face value of INR 10 each representing 23.00% of Equity Share Capital in HKR Roadways Limited (the "**Target Company**") from the Kotak Special Situations Fund, the Existing Shareholder of the Target Company.

Kotak Special Situations Fund, the Existing Shareholder of HKR Roadways Limited has agreed for sale of their equity shareholding to Gayatri Highways Limited i.e., around 10,67,729 fully paid up equity shares of face value of INR 10 each and the Consideration of which will be decided at the time of consummation of proposed Securities Purchase Agreement.

The Target Company is engaged in the business regarding four laning road in the state of Telangana under Public Private Partnership (PPP) as Build, Operate and Transfer (BOT) basis and to collect toll, charges and fees from the users of the said project.

The Details required pursuant to the Schedule III of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and HO/49/14/14(7)2025-CFD-POD2/I/3762/2026, dated January 30, 2026 is given in **Annexure-1**.

This is for your information and record.

Thanking you,

Yours faithfully,
For Gayatri Highways Limited

RAJ KUMAR PRAGALLAPATI
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P. Raj Kumar
Company Secretary and Compliance Officer

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Annexure-1

Disclosure under sub-para (1) [i.e. Acquisition(s) (including agreement to acquire)] of Para A of Part A of Schedule III to the Regulation 30 of the SEBI Listing Regulations and HO/49/14/14(7)2025-CFD-POD2/I/3762/2026, dated January 30, 2026

S. No.	Particulars	
a.	Name of the target entity, details in brief such as size, turnover etc.	HKR Roadways Limited (the "Target Company") was incorporated with the business four laning of Hyderabad – Karimnagar – Ramagundam Road (SH-1) from Km 28.200 to Km 235.058 in the state of Andhra Pradesh under Public Private Partnership (PPP) as Build, Operate and Transfer (BOT) basis and to collect toll, charges and fees from the users of the said project in accordance with the terms of the concession agreement to be entered in to with the The Governor of Andhra Pradesh represented by Chief Engineer (R&B)-Core Road Network and Managing Director, A.P. Road Development Corporation. Total Revenue of HKR Roadways Limited is Rs. 26,402.61 Lakhs in FY 2024-25.
b.	whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length";	The acquisition does not fall within related party Transactions. The promoter/promoter group/ group companies have no interest in the Target Company.
c.	Industry to which the entity being acquired belongs	Infrastructure Industry
d.	objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	As Gayatri Highways Limited is engaged in infrastructure industry, the investment in Target Company would be very beneficial for the future growth prospects.
e.	brief details of any governmental or regulatory approvals required for the acquisition	The approval from the Roads & Buildings Department, Government of Telangana was obtained.
f.	Indicative time period for completion of the acquisition	The acquisition is expected to be completed by 30th June, 2026 from the date of acceptance of sale of Equity Shares by the Existing Shareholders of the Target Company.

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g.	consideration - whether cash consideration or share swap or any other form and details of the same	Cash Consideration
h.	cost of acquisition and/or the price at which the shares are acquired	The Consideration of which will be decided at the time of consummation of proposed Securities Purchase Agreement.
i.	Percentage of shareholding / control acquired and / or number of shares acquired;	23% / 10,67,729 fully paid up equity shares of face value of INR 10 each
j.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	HKR Roadways Limited was incorporated with the business four laning of Hyderabad – Karimnagar – Ramagundam Road (SH-1) from Km 28.200 to Km 235.058 in the state of Andhra Pradesh under Public Private Partnership (PPP) as Build, Operate and Transfer (BOT) basis and to collect toll, charges and fees from the users of the said project in accordance with the terms of the concession agreement to be entered in to with the The Governor of Andhra Pradesh represented by Chief Engineer (R&B)-Core Road Network and Managing Director, A.P. Road Development Corporation. Date of Incorporation: 09th August, 2010 History of last 3 years' Total Revenue FY 2024-25 – INR 26,402.61 Lakhs FY 2023-24 – INR 24,578.30 Lakhs FY 2022-23 - INR 22,539.75 Lakhs Country in which the acquired entity has presence: **India**

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