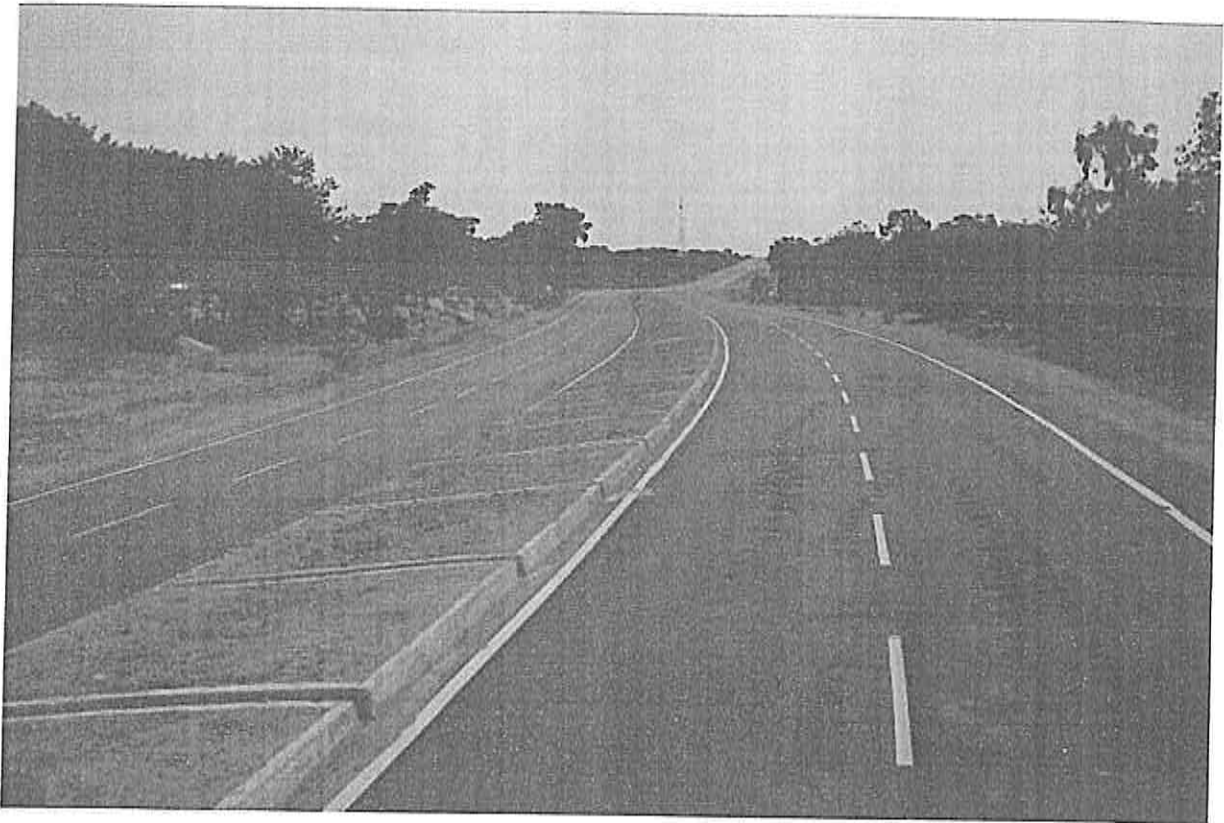




GAYATRI JHANSI ROADWAYS LIMITED



"Infrastructure is the life line of an economy and we add our bit to it"

15TH ANNUAL REPORT 2020-21

CORPORATE INFORMATION**BOARD OF DIRECTORS**

Mr. J. Brij Mohan Reddy	Director	DIN: 00012927
Mr. Narayanan Gopalakrishnan	Nominee Director	DIN: 05166322
Mr. Krishnamurthy Chaturvedi	Independent Director	DIN: 08661228
Mr. Bajrang Lal Gupta	Independent Director	DIN: 07175777

CHIEF EXECUTIVE OFFICER

Mr. Ramasankara Rao Raghumandala

COMPANY SECRETARY

Mr. P. Raj Kumar

CHIEF FINANCIAL OFFICER

Mr. K. Naga Raju

AUDITORS

N. C. Mittal & Co
Chartered Accountants,
Behl House, 13, Daryaganj,
New Delhi – 110 002.

AUDIT COMMITTEE

Mr. Krishnamurthy Chaturvedi	Chairman
Mr. Bajrang Lal Gupta	Member
Mr. J. Brij Mohan Reddy	Member

NOMINATION & REMUNERATION COMMITTEE

Mr. Krishnamurthy Chaturvedi	Chairman
Mr. Bajrang Lal Gupta	Member
Mr. J. Brij Mohan Reddy	Member

CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

Mr. J. Brij Mohan Reddy	- Chairman
Ms. Krishnamurthy Chaturvedi	- Member
Mr. Bajrang Lal Gupta	- Member

BANKERS & FINANCIAL INSTITUTIONS

IDFC First Bank Ltd. (IDFC)

Canara Bank

Punjab National Bank

Punjab National Bank (e-United Bank of India)

Canara Bank (e-Syndicate Bank)

India Infrastructure Finance Company Limited (IIFCL)

REGISTRARS & SHARE TRANSFER AGENTS

M/s. Bigshare Services Private Limited

306, Right Wing, Amrutha Ville,

Opp. Yashoda Hospital, Somajiguda,

Rajbhavan Road, Hyderabad – 500 082,

Telangana, India.

REGISTERED & CORPORATE OFFICE

6-3-1090, TSR Towers,

Raj Bhavan Road, Somajiguda,

Hyderabad – 500 082, Telangana.

Tel: +91-40-23310330, 23314284

Fax: +91-40-23398435

Email: ghl@gayatrihighways.com

CIN: U50403TG2006PLC050569

CONCESSIONING AUTHORITY

NATIONAL HIGHWAYS AUTHORITY OF INDIA

G – 5 & 6, Sector – 10,

Dwarka, New Delhi – 110 075.

BOARD'S REPORT

To
The Members

Your Board of Directors have immense pleasure in presenting the 15th Annual Report of your Company and is prepared based on the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2021.

1. STATE OF COMPANY AFFAIRS

(a) FINANCIAL SUMMARY:

The following table depicts the financial results of your Company for the year ending 31st March 2021:

S. No.	Particulars	For the year ended 31.03.2021 (in Rs.)	For the year ended 31.03.2020 (in Rs.)
1)	INCOME		
	Revenue from operations	11,86,48,000	10,96,96,100
	Other income	3,74,93,175	4,07,31,033
	Finance income	33,85,90,564	36,16,81,011
	TOTAL	49,47,31,739	51,21,08,144
2)	EXPENDITURE		
	Employee Benefits Expense	1,79,51,391	1,60,90,712
	Finance Costs	16,19,80,803	18,56,62,222
	Depreciation & Amortization expense	15,981	16,882
	Other Expenses	16,62,08,587	14,99,97,823
	TOTAL	34,61,56,762	35,17,67,639
3)	Profit/(Loss) before tax from continuing operations	14,85,74,977	16,03,40,505
	- Current Tax	2,32,95,115	2,44,80,716
	- MAT Credit Entitlement	(2,32,95,115)	(2,44,80,716)
			-
4)	Profit/(Loss) for the year	14,85,74,977	16,03,40,505
	Other comprehensive income	32,477	43,888
	Total comprehensive income for the year	14,86,07,454	16,02,96,617
	Earnings per Share – Basic & Diluted	3.50	3.78

(b) O&M WORKS AT THE PROJECT SITE:

Your Company is regularly doing the Operations & Maintenance of the Project Highway as per the stipulations under the Concession Agreement.

(c) 2nd MAJOR MAINTENANCE WORK:

The members are aware that the Company has executed supplementary O&M agreement on 23rd March 2021 with the Contractor M/s. Gayatri Projects Ltd to undertake the 2nd Major Maintenance works of the Project Highway. The cost of this work is estimated to be Rs. 39.58 Crore (including GST and Escalation Cost). As per the supplementary agreement dated 23.03.2021, the work will be completed by the contractor within 210 days from the date disbursement of Mobilisation Advance.

(d) ANNUITY RECEIPTS FROM NHAI:

During the Financial Year 2020-21, your Company has received 22nd Annuity and 23rd Annuity from NHAI as per the following table:

S. No.	Particulars of Annuity	22 nd Annuity Due on 27.09.2020	23 rd Annuity Due on 26.03.2021
1	Gross Annuity Amount	29,95,00,000	29,95,00,000
2	Less: TDS recovered	59,90,000	59,90,000
3	Net Annuity Receivable	29,35,10,000	29,35,10,000
4	Annuity Received on 27.09.2020	29,35,10,000	
5	Annuity Received on 26.03.2021	-	29,35,10,000

The Annuity amounts are being utilized to meet O&M Expenses, debt-servicing obligations, i.e. payment of Interest on Term Loans and repayment of Principal Installments, Major Maintenance Reserve, administrative expenses and other project related costs.

(e) TERM LOANS AND INTEREST THEREON:

During the financial year under review, your Company was regular in servicing interest on Term Loans, due to regular receipt of Annuity from NHAI.

The following table shows the Principal Term Loan outstanding, as on 31st March 2021:

S. No.	Name of the Lender	Sanctioned	Disbursed	Rs. in Crores	
				Repaid	Outstanding
1	IDFC-Senior Debt	61.00	59.30	30.01	29.29
2	IDFC –Sub Debt	25.00	24.46	10.51	13.95
3	Canara Bank	50.00	46.10	24.60	21.51
4	Punjab National Bank	50.00	47.14	24.60	22.54
5	Punjab National Bank (e-United Bank of India)	50.00	46.97	25.33	21.63
6	IIFCL	75.00	70.71	36.90	33.81
7	Canara Bank (e-Syndicate Bank)	30.00	28.28	14.76	13.52
	Total	341.00	322.96	166.71	156.25

(f) CREDIT RATING:

Your Company is presently rated CARE (A+) by Care Ratings and BWR (A+) by Brickwork Ratings. The Credit Rating of your Company has improved owing to timely debt-servicing to the lenders and completion of 1st Major Maintenance Work.

2. FUTURE OUTLOOK

➤ **Receipt of Annuity:**

In view of the Supplementary Concession Agreement and also in view of the receipt of Letter of Credit from NHAI, receipts of future Annuities are assured and thereby, your Company is confident of timely debt-servicing to the lenders.

➤ **Repayment of Principal Loan installments as per the schedule:**

As in the past, your Company will be remitting the principal installments of repayment of Term Loans in accordance with the terms and conditions of the reschedulement of Term Loans approved by the lenders.

➤ **Sale of Asset:**

The Sponsors of your Company are considering the sale of the project asset if they get expected consideration.

➤ **Escalation claims / Change of Scope claims/ Overlay Matter (Major Maintenance):**

i. Status of arbitration in respect of escalation/cost overrun claims:

Background of Dispute:

The Company (GJRL) had incurred additional costs on account prolongation of construction period and reasons for delay on part of NHAI. Hence, GJRL raised claims against NHAI. The NHAI has been denied claims on purported grounds. Therefore, disputes were arisen between parties. Consequently, the parties were referred disputes to the Arbitration. The Arbitration Tribunal ("AT") deliberated all the disputes and delivered Award on 29.03.2019.

Arbitration Tribunal Award:

The Company has received Arbitration Award dated 29.03.2019. Majority Award amount is Rs.28.05 Crores (Rs.24.56 Crores + Interest of Rs.3.49 Crores) and Minority Award amount is Rs.111.47 Crores (Rs.81.47 Crores + Interest of Rs.29.99 Crores)

GJRL challenged AT Award under Section-34 of Arbitration and Conciliation Act, 1996. It is pending before High Court of Delhi in OMP (Comm.) No. 387 of 2019. NHAI has filed a counter petition which is OMP (Comm). No. 446 of 2019.

Present Status:

The Company and the NHAI have opted for resolving the dispute through Conciliation mechanism constituted by NHAI. Both the parties have since referred the matter to Conciliation Committee of Independent Experts ('CCIE - 2'). As at the year end, the meetings of CCIE -2 are in progress. CCIE-2 meetings were held on 05.03.2021 and 04.05.2021 in which both the parties placed their arguments before CCIE. CCIE directed both the parties to resolve the dispute in amicable manner. The next meeting is yet to be decided.

ii. Status of Change of Scope Arbitration:**Background of Dispute:**

The NHAI issued an unwarranted letter dated 19.09.2018 to the Escrow Bank to release a sum of Rs. 23.82 Crores towards Negative Change of scope works. GJRL had protested the same and approached the High Court of Delhi under Section-9 of Arbitration Act to restrain NHAI from taking any coercive steps against the GJRL till adjudication of the instant disputes. Hon'ble High Court of Delhi granted stay on recovery and Arbitral Tribunal (AT) was constituted for this matter. The Hon'ble High Court transferred the matter to Arbitral Tribunal and granted stay till disposal of AT.

The Arbitral Tribunal was constituted with Dr. Jayant Dasgupta, IAS (Retd.), Maj Gen Joginder Singh, Presiding Arbitrator and Shri N.K.Bahri, Arbitrator.

As per AT directions, GJRL filed statement of Claim on 04.01.2019 and prayed to pass an award in favour of Claimant against the NHAI granting an amount of Rs 15.62 Crores towards cost of change of scope of items additionally executed by the GJRL in the project.

AT Award was published on 07.01.2020. AT declared that the Respondent's action to recover monies from the Escrow Account towards Negative Change of Scope was ultra vires the provisions of Agreement and also rejected Positive Change of Scope made by the Company.

Present Status:

The Company and the NHAI have opted for resolving the dispute through Conciliation mechanism constituted by NHAI. Both the parties have since referred the matter to Conciliation Committee of Independent Experts ('CCIE - 2'). As at the year end, the meetings of CCIE -2 are in progress. CCIE-2 meetings were held on 05.03.2021 and 04.05.2021 in which both the parties placed their arguments before CCIE. CCIE directed both the parties to resolve the dispute in amicable manner. The next meeting is yet to be decided

iii. Status of Overlay Matter (Major Maintenance):

NHAI had issued notice dated 29.11.2019 to the Company to recover an amount of Rs 9.80 Crores plus interest @ SBI PLR+2% from 05.05.2017 to the date of payment towards alleged recovery of damages on account of delay in completion of over lay (1st Major Maintenance Works). GJRL filed Section 9 petition [OMP (I) (COMM) 41/2020] before the Hon'ble High Court of Delhi. GJRL got stay order on this matter.

Present Status:

The Company and the NHAI have opted for resolving the dispute through Conciliation mechanism constituted by NHAI. Both the parties have since referred the matter to Conciliation Committee of Independent Experts ('CCIE - 2'). As at the year end, the meetings of CCIE -2 are in progress. CCIE-2 meetings were held on 05.03.2021 and 04.05.2021 in which both the parties placed their arguments before CCIE. CCIE directed both the parties to resolve the dispute in amicable manner. The next meeting is yet to be decided.

3. EXTRACT OF ANNUAL RETURN

The Extracts of Annual Return is prepared in Form No.MGT.9 as per the provisions of Section 92(3) of the Companies Act, 2013 ["Act"] read with Rule 12 of Companies (Management and Administration) Rules, 2014, and the same is annexed as **Annexure-1**.

4. BOARD MEETINGS

During the year ended 31st March, 2021, the minimum number of Four Board Meetings were convened and held. The intervening gap between the two consecutive Meetings was within the period prescribed under the Companies Act, 2013.

The dates on which the Board meetings were held are 18th June, 2020, 23rd July, 2020, 03rd November, 2020 and 29th January, 2021.

Attendance of Directors at the meetings:

The details of the attendance of the Directors at the Board meetings held during the ended 31st March, 2021.

Name of the Director	Number of Board Meetings	
	Held	Attended
J. Brij Mohan Reddy	4	3
Narayanan Gopalakrishnan	4	4
M.V. Narasimha Rao	4	4
Bajrang Lal Gupta	4	4
Krishnamurthy Chaturvedi	1	1

Audit Committee Meetings

During the ended 31st March, 2021, Four Audit Committee Meetings were convened and held. The date on which the Audit Committee meetings were held is 18th June, 2020, 23rd July, 2020, 03rd November 2020 and 29th January 2021.

Attendance of members at the meetings:

The details of the attendance of the Directors at the Audit Committee meetings held during the ended 31st March, 2021.

Name of the Members	Number of Audit Committee Meetings	
	Held	Attended
J Brij Mohan Reddy	4	3
M.V. Narasimha Rao	4	4
Bajrang Lal Gupta	4	4

Nomination and Remuneration Committee Meetings

The details of the attendance of the Directors at the Nomination and Remuneration Committee meetings held during the ended 31st March, 2021. The Nomination and Remuneration Committee meetings was held on 28th January, 2021

Name of the Members	Number of Audit Committee Meetings	
	Held	Attended
J Brij Mohan Reddy	1	1
M.V. Narasimha Rao	1	1
Bajrang Lal Gupta	1	1

Corporate Social Responsibility Committee Meetings

During the year ended 31st March, 2021, One Corporate Social Responsibility Committee Meetings were convened and held. The Corporate Social Responsibility Committee Meetings was held on 28th January, 2021.

Attendance of Directors at the meetings:

The details of the attendance of the Directors at the Corporate Social Responsibility Committee Meetings held during the year ended 31st March, 2021.

Name of the Members	Number of Nomination & Remuneration Committee Meetings	
	Held	Attended
J Brij Mohan Reddy	1	1
M.V. Narasimha Rao	1	1
Bajrang Lal Gupta	1	1

Separate meeting of Independent Directors

One separate meeting of independent directors was held during the year without the presence of non-independent directors and members of the management to assess the quality, quantity and timelines of Flow of information between the Company Management and the Board.

5. 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:

- a. that in the preparation of the annual accounts for the year ended 31st March, 2021, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b. that such accounting policies were selected and applied them consistently and judgments 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 as at 31st March, 2021 and of the profit of the Company for the year ended on that date;
- c. 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;
- d. that the annual accounts have been prepared on a going concern basis;
- e. that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
- 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.

6. DIRECTORS AND KEY MANAGERIAL PERSONNEL

The following are the changes in the Directors and Key Managerial Personnel during the period:

- a) Mr. Sachin Johri who was appointed as a Nominee Director on the Board on 01.09.2007 has resigned as Nominee Director from the Company with effect from 30.04.2020.
- b) Mr. Narayanan Gopalakrishnan was appointed as a Nominee Director with effect from 15.05.2020.
- c) Mr. Krishnamurthy Chaturvedi was appointed as an Additional Director under the category of Independent Director with effect from 29.01.2021.
- d) Completion of tenure of Directorship of M.V Narasimha Rao as an Independent Director with effect from 02nd March, 2021.
- e) Mr. Ramasankara Rao ceased as a Manager with effect from 06th March, 2021.
- f) Mr. B.L Gupta Re-appointment as an Independent Director with effect from 22nd March, 2021.

No changes in the Directors and Key Managerial Personnel after 31.03.2021.

7. STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS

All the Independent Directors have submitted their declaration of independence as required under section 149(7) of the Companies Act, 2013 stating that they meet the criteria of independence as provided in sub-section(6).

8. RE-APPOINTMENTS

Mr. J. Brij Mohan Reddy, Director of the Company is retiring by rotation and being eligible, offers himself for re-appointment.

9. POLICY FOR SELECTION AND APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION

The Nomination and Remuneration (N&R) Committee discusses and decides the appointment of the Board of Directors 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 headed by Mr. Krishnamurthy Chaturvedi as a Chairman and Mr. B.L. Gupta and Mr. J. Brij Mohan Reddy, members of the Committee.

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

10. AUDITORS REPORT

There are no qualifications in the Auditors Report. No fraud has been reported by the Auditors

11. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

12. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The particulars of contracts or arrangements with the related parties referred to in Section 188 of the Act are given in the Form **AOC – 2**, and is annexed as **Annexure-2**.

13. TRANSFER OF AMOUNT TO RESERVES

The Company does not propose to transfer any amount to any reserves for the financial year ended 31st March, 2021.

14. DIVIDEND

The Board of Directors does not recommend any dividend on the equity shares for the financial year ended 31st March, 2021.

15. MATERIAL CHANGES AND COMMITMENTS

There are 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.

There has been no change in the nature of business of the Company.

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

Information and details relating to conservation of energy and technology absorption do not apply to the Company and there are no foreign exchange earnings and outgo during the period.

17. STATEMENT INDICATING DEVELOPMENT AND IMPLEMENTATION OF A RISK MANAGEMENT POLICY

The source of income for your Company is Annuity from NHAI as per the Concession Agreement and income earned out of temporary deployment of funds. Annuity from NHAI accounts for almost 98% of the total income of your Company. Since the Annuities are payable by NHAI in accordance with the Concession Agreement, your Company does not foresee any significant risk in receipt of these Annuities, in view of the fact that a revolving Letter of Credit has been obtained from NHAI, securing all future annuities. Your Company is ensuring that the conditions of the Concession Agreement are complied with, to ensure timely receipt of Annuities.

Your Company has also ensured that proper systems are planned, implemented and effectively monitored to ensure that all accounting and financial transactions are properly authorized and recorded, so as to ensure that the financial statements are free from material misstatements.

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

The Company has constituted Corporate Social Responsibility Committee to comply the provisions of the Section 135 of the Companies Act, 2013.

The Corporate Social Responsibility committee was constituted as follows:

- | | |
|-----------------------------------|----------|
| i) Mr. J. Brij Mohan Reddy | Chairman |
| (ii) Mr. Krishnamurthy Chaturvedi | Member |
| (iii) Mr. Bajrang Lal Gupta | Member |

During the financial year ended 31st March, 2021, one meeting of the Corporate Social Responsibility Committee was held on 28th January, 2021.

The Corporate Social responsibility policy of the Company is annexed herewith as **Annexure-4**.

19. BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an annual performance evaluation of its own performance, the directors individually, independent directors by the entire Board of Directors and working of its Audit Committee and Nomination and Remuneration Committee.

20. COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD AND GENERAL MEETINGS

The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Board Meetings and General Meetings.

21. SUBSIDIARY COMPANIES, JOINTLY CONTROLLED ENTITIES AND ASSOCIATE COMPANIES

During the Financial Year ending on 31st March 2021, your Company had no subsidiaries and associate companies.

The names of companies which have become or ceased to be Company's Subsidiaries, joint ventures or associate companies during the year

During the Financial Year, no company is ceased as Company's Subsidiary, joint venture or associate company.

22. CONSOLIDATED FINANCIAL STATEMENTS

As the Company does not have any subsidiary or associate companies, the Consolidated Financial Statements are not applicable.

23. STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENT OF SUBSIDIARIES/ ASSOCIATE COMPANIES/ JOINT VENTURES

As the Company does not have any subsidiary or associate companies, so the statement containing salient features of the financial statement of subsidiaries / associate companies / joint ventures is not applicable.

24. DEPOSITS

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

25. 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 period.

26. STATUTORY AUDITORS

M/s. N. C. Mittal & Co, Chartered Accountants (Firm Registration No. 000237N), were appointed as statutory auditors of the Company to hold office from the conclusion of the 13th AGM until the conclusion of the 18th AGM to be held in the year 2024.

27. PARTICULARS OF EMPLOYEES

There are no employees who come under the purview of Section 197 of the Act read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

28. VIGIL MECHANISM

The Company has a vigil mechanism to deal with instance of fraud and mismanagement, if any. The details of the Vigil Mechanism Policy are available for inspection by the Members at the Registered Office of the Company during business hours on working days of the Company.

29. 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.

30. SECRETARIAL AUDITOR

As per Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI Regulations"] every listed entity and its material unlisted subsidiaries incorporated in India shall undertake secretarial audit and shall annex with its annual report, a secretarial audit report, given by a company secretary in practice, in Form No. MR - 3 as specified under Section 204 of the Act and the rules made thereunder with effect from the year ended 31st March, 2021.

Your Company being material unlisted subsidiary of the Listed Company i.e., Gayatri Highways Limited, has appointed Mr. C.N. Kranthi Kumar, Company Secretary in Practice, a Peer Reviewed Unit [No. 612 / 2019] as a Secretarial Auditor for the financial year 2021-22 to comply with the SEBI Regulations.

31. SECRETARIAL AUDIT REPORT

The Secretarial Audit Report issued by the Secretarial Auditor, does not have any observations / qualification / reservation / adverse remarks / matters of non-compliances. The report is annexed as **Annexure-3**.

report, given by a company secretary in practice, in Form No. MR - 3 as specified under Section 204 of the Act and the rules made thereunder with effect from the year ended 31st March, 2021.

Your Company being a material unlisted subsidiary of the listed Company i.e., Gayatri Highways Limited, hence the Company has appointed Mr. C.N. Kranthi Kumar, Practicing Company Secretary in Practice, a Peer Reviewed Unit [No. 612 / 2019], as a Secretarial Auditor for the Financial Year 2021-22 to comply with the SEBI Regulations, 2015.

31. SECRETARIAL AUDIT REPORT

The Secretarial Audit Report issued by the Secretarial Auditor, does not have any observations / qualification / reservation / adverse remarks / matters of non-compliances. The report is annexed as **Annexure-3**.

32. MAINTENANCE OF COST RECORDS

The Company is maintaining the Cost Records as specified by the Central Government under Section 148 of the Act,

33. 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.

34. INTERNAL COMPLAINTS COMMITTEE

The Company is not required to comply with the provisions of constitution of the Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.


35. ACKNOWLEDGEMENTS


Your Directors express their appreciation to the Company's Regulatory, Professional & Local Bodies, Bankers, Financial Institutions Auditors, Customers, Consultants, Service Providers for their continues co-operation and support, and the Members for their confidence in the management of the Company.

For and on behalf of the Board of Directors

Place: **Hyderabad**

Date: 20.09.2021


J. Brij Mohan Reddy
 Director
 DIN: 00012927


Krishnamurthy Chaturvedi
 Director
 DIN: 08661228

Annexure - 1

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended 31.03.2021
[Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the
Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:	
CIN	U50403TG2006PLC050569
Registration Date	07/07/2006
Name of the Company	GAYATRI JHANSI ROADWAYS LIMITED
Category / Sub-Category of the Company	Company Limited by Shares/ Indian Non Government Company
Address of the Registered Office and contact details	6-3-1090, TSR Towers, Rajbhavan Road, Somajiguda, Hyderabad - 500082, Telangana. E Mail: ghl@gayatrihighways.com , Tel: 040-23310330
Whether listed company	Unlisted
Name, address and contact details of Registrar and Transfer Agent, if any	BIGSHARE SERVICES PVT. LTD. Branch Office: 306, Right Wing, Amrutha Ville, Opp, Yasodha Hospital, Rajbhavan Road, Somajiguda, Hyderabad - 500082, Telangana. E Mail: bsshyd@bigshareonline.com , Tel: 040- 23374967

II. Principal Business Activities of the Company			
All the Business Activities contributing 10% or more of the total turnover of the Company shall be stated:			
Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Construction of Roads	42101	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -					
Sl. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Gayatri Highways Limited, 6-3-1090, TSR Towers, Rajbhavan Road, Somajiguda, Hyderabad- 500082, Telangana.	L45100TG2006PLC052146	Holding	50.99	2(46)

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**i) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of total Shares	Demat	Physical	Total	% of total Shares	
A. Promoters									
(1) Indian									
a) Individual / HUF	-	2	2	0.000002	-	2	2	0.000002	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	2,16,19,994	-	2,16,19,994	50.99	2,16,19,994	-	2,16,19,994	50.99	0
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other....	-	-	-	-	-	-	-	-	-
Sub-Total (A)(1):	2,16,19,994	2	2,16,19,996	50.990002	2,16,19,994	2	2,16,19,996	50.990002	0
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
Sub-Total (A)(2):	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoters (A) = (A)(1)+(A)(2)	2,16,19,994	2	2,16,19,996	50.990002	2,16,19,994	2	2,16,19,996	50.990002	0
B. Public Shareholding									
(1) Institutions									
-a) Mutual Funds / UTI	-	-	-	-	-	-	-	-	-
b) Banks / FI	2,07,80,000	-	2,07,80,000	49.00	2,07,80,000	-	2,07,80,000	49.00	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-Total (B)(1):	2,07,80,000	-	2,07,80,000	49.00	2,07,80,000	-	2,07,80,000	49.00	0
(2) Non-Institutions									
a) Bodies Corporate									
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	4	4	0.000004	-	4	4	0.000004	-
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	-	-	-	-	-	-	-	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-Total (B)(2):	-	4	4	0.000004	-	4	4	0.000004	0
Total Public Shareholding	2,07,80,000	4	2,07,80,004	49.000004	2,07,80,000	4	2,07,80,004	49.000004	0

(B)=(B)(1)+(B)(2)									
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	4,23,99,994	6	4,24,00,000	100	4,23,99,994	6	4,24,00,000	100	0

ii) Shareholding of Promoters

S.No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	Gayatri Projects Ltd (Nominee of GHL)	100	0.0002	0.0002	100	0.0002	0.0002	-
2	T V Sandeep Kumar Reddy	1	0.000002	-	1	0.000002	-	-
3	T Indira Reddy	1	0.000002	-	1	0.000002	-	-
5	Gayatri Highways Limited	2,16,19,894	50.9905	50.9905	2,16,19,894	50.9905	50.9905	-
Total		2,16,19,996	50.9905	50.9905	2,16,19,996	50.9905	50.9905	-

iii) Change in Promoters' Shareholding (Please specify, if there is no change)

S. No		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	2,16,19,996	50.9905	-	-
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	NIL	NIL	-	-
	At the end of the year	2,16,19,996	50.9905	-	-

iv) Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	2,07,80,004	49.00941	-	-
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	-	-	-	-
	At the End of the year (or on the date of separation, if separated during the year)	2,07,80,004	49.00941	-	-

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the End of the year	-	-	-	-

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Amount in Rs.			
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	1,80,52,96,926	7,84,89,998		1,88,37,86,924
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	42,29,028	-		42,29,028
Total (i+ii+iii)	1,80,95,25,954	7,84,89,998		1,88,80,15,952
Change in Indebtedness during the financial year				
Addition				
Reduction	24,28,67,844	-		24,28,67,844
Net Change	24,28,67,844	-		24,28,67,844
Indebtedness at the end of the financial year				
i) Principal Amount	1,56,22,90,926	7,84,89,998		1,64,07,80,924
ii) Interest due but not paid		-		-
iii) Interest accrued but not due	43,67,184	-		43,67,184
Total (i+ii+iii)	1,56,66,58,110	7,84,89,998		1,64,51,48,108

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

Sl. no.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
1.	Gross Salary		
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961		
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961		
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act,		

	1961			
2.	Stock Option			
3.	Sweat Equity			
4.	Commission			
	as % of profit			
	others, specify...			
5.	Others, please specify			
	Total (A)			
	Ceiling as per the Act			

B. Remuneration to other directors:**1. Independent Directors**

S. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Mr. M.V.N. Rao	Mr. B.L. Gupta	Mr. Krishnamurthy Chaturvedi	
	-Fee for attending Board/Committee Meetings	55,000	55,000	5,000	1,15,000
	-Commission				
	- Others, please specify				
	Total (B)(1)	55,000	55,000	5,000	1,15,000

2. Other Non-Executive Directors

S. No.	Particulars of Remuneration	Name of Directors		Total Amount
	-Fee for attending Board/Committee Meetings	-	-	-
	-Commission	-	-	-
	- Others, please specify	-	-	-
	Total (B)(2)	-	-	-
	Total (B) = (B)(1) + (B)(2)			1,15,000

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD (Rs)

S. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total (Rs)
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	6,60,000	6,60,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-

4.	Commission	-	-	-	-
	as % of profit	-	-	-	-
	others, specify...	-	-	-	-
5.	Others, please specify	-	-	-	-
	Total	-	-	6,60,000	6,60,000


VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: -

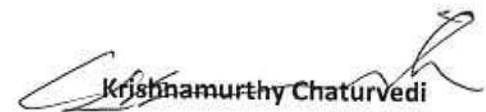
Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	187(C) of Companies Act, 1956 and Section 89 of Companies Act, 2013	Delay in reporting the declaration received from registered owner and the beneficial owner.	Rs. 50,000/-	Regional Director	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	187(C) of Companies Act, 1956 and Section 89 of Companies Act, 2013	Delay in reporting the declaration received from registered owner and the beneficial owner.	Rs. 2,00,000/-	Regional Director	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	187(C) of Companies Act, 1956 and Section 89 of Companies Act, 2013	Delay in reporting the declaration received from registered owner and the beneficial owner.	Rs. 3,00,000/-	Regional Director	-

For and on behalf of the Board

Place: Hyderabad

Date: 20.09.2021


 J. Brij Mohan Reddy
 Director
 DIN: 00012927


 Krishnamurthy Chaturvedi
 Director
 DIN: 08661228

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 arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis

(a) Name(s) of the related party and nature of relationship	Nil
(b) Nature of contracts/arrangements/transactions	
(c) Duration of the contracts / arrangements/transactions	
(d) Salient terms of the contracts or arrangements or transactions including the value, if any	
(e) Justification for entering into such contracts or arrangements or transactions	
(f) date(s) of approval by the Board	
(g) Amount paid as advances, if any:	
(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188	

2. Details of material contracts or arrangement or transactions at arm's length basis

(a) Name(s) of the related party and nature of relationship	During the year, no material contracts or arrangements have been entered into by the Company.
(b) Nature of contracts/arrangements/transactions	
(c) Duration of the contracts / arrangements/transactions	
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	
(e) Date(s) of approval by the Board, if any:	
(f) Amount paid as advances, if any:	

Form No. MR - 3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2021

To

The Members

Gayatri Jhansi Roadways Limited,
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 Jhansi Roadways Limited, CIN: U50403TG2006PLC050569 (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 Gayatri Jhansi Roadways Limited books, papers, minute books, forms and returns filed and other records maintained by the Company [as provided to me] 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 31-03-2021 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 Gayatri Jhansi Roadways Limited (the "Company") for the financial year ended on 31-03-2021, according to the provisions of:

- I. The Companies Act, 2013 (the 'Act') and the rules made there under;
- II. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under; and
- III. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 & Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') [to the extent applicable] to the Company.

Handwritten signature
C.N.



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

- a) Secretarial Standards issued by The Institute of Company Secretaries of India as notified from time to time;
- b) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- c) Other laws specifically applicable to the Company;

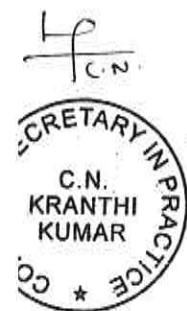
During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that the provisions of the following are not applicable to the Company:

- a) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- b) 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;
- c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- g) 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;
- h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations 2009; and
- i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Non-Executive Directors and Independent Directors. The Company was not required to



appoint Executive Directors on its Board. 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 there were no dissenting members' views, and the same are captured and recorded as part of the minutes.

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 the Company has the following specific event / action having a major bearing on the Company's affairs in pursuance of the above laws, rules, regulations, guidelines, standards, etc. referred to above:

- The Company has infringed the erstwhile section 187C of the Companies Act, 1956 by not filing the declarations (dated 17-11-2008 and 18-02-2009) submitted by the registered owner (Infrastructure Development Finance Company Limited) and the beneficial owner (India Infrastructure Fund) in the prescribed Form 22-B within 30 days from the date of receipt of declaration with the Registrar of Companies.
- The corresponding new section 89(7) of the Companies Act, 2013 was invoked but the Company has filed Form MGT-6 with the Registrar of Companies on 25-09-2020, and the Company "suo-moto" has filed compounding application before the Regional Director, South East Region, Ministry of Corporate Affairs, Hyderabad, Telangana in Form GNL-1 on 11-03-2020, so as to make good the default.
- The Company and every officer-in-default have paid the total compounding fees for the application, amounting to Rs.3,50,000/- on 12-01-2021.
- The Regional Director has passed the Order on 21-01-2021 under section 441 of the Companies Act, 2013 in violation of section 187C of the Companies Act, 1956 and section 89 of the Companies Act, 2013.
- The Company has filed Form INC-28 within 30 days from the date of passing of the order with the Registrar of Companies on 02-02-2021.

LC
C.N.



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.

Note:

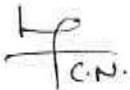
- a) This report is to be read with my letter of even date which is annexed as Annexure – 'A' and Notes forming an integral part of this report.
- b) Due to the disruptions & situations caused by the global pandemic of COVID-19, the compliance matters stated in this report are to read and construed based on various special measures, relaxations, clarifications, extensions, schemes, limits, waivers and fee payments given by the Ministry of Corporate Affairs (MCA), the Securities and Exchange Board of India (SEBI) and other statutory authorities for complying various provisions of the statutes applicable to the Company.



C.N.Kranthi Kumar
Company Secretary in Practice
FCS No.9255 CP No.13889
Unique Code No: I2014TL1227000
Peer Reviewed Unit
Certificate No.612/2019

UDIN: F009255C000409050

Date: 01-06-2021
Place: Hyderabad



ANNEXURE - 'A'

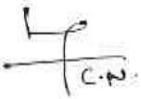
To

The Members

Gayatri Jhansi Roadways Limited

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 Gayatri Jhansi Roadways Limited (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 with best possible care, reasonable skill and due diligence.
3. The verification was done on sample / test / random basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices that I have followed [based on guiding principles] has provided a reasonable basis for my opinion.
4. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
5. Where ever required, I have obtained the management representation about the compliance of laws, rules, regulations, guidelines and happening of events, etc.
6. 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 sample / test / random basis.
7. 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.


C.N.



NOTES

To

The Members

Gayatri Jhansi Roadways Limited

My report of even date is to be read along with the following notes:

1) Format:

The report is presented and submitted pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in Form No. MR-3, the format prescribed under Section 204 of the Companies Act, 2013 and the rules made thereunder.

2) Requirement:

The Company being a material unlisted subsidiary [incorporated in India] of the listed entity - Gayatri Highways Limited, CIN: L45100TG2006PLC052146, the requirement to undertake secretarial audit and annex to its annual report a secretarial audit report is mandated as a matter of compliance.

3) Management responsibility:

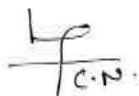
The management of the Company is responsible for compliances laws, bye-laws, rules, regulations, circulars, guidelines, notifications, orders and standards as applicable to the Company, and the provisions of the Memorandum and Articles of Association of the Company, and the Board operations, adequate systems, processes, structures and maintaining it.

4) Reporting responsibility:

The responsibility of the Company Secretary in Practice is restricted only for verification of procedures of the Company on sample / test / random basis to ensure that correct facts are reflected in records.

5) Interpretation:

The words or expressions stated in bold, if any, shall bear the same meaning and context at the relevant paragraphs above, unless otherwise stated.


C.N.



ANNEXURE-4

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:

Purpose

The objective of this Policy is to promote inclusive growth and equitable development of identified areas by contributing back to the society.

Functions

The main functions of the CSR Committee shall be as under:

- Identify the areas for carrying out the activities and formulate proposal / plan to undertake same
- To identify the projects, programs for specific area of activity, finalize the budget and earmark the expenditure for each activity and recommend the same to the Board every year
- To determine the location where the CSR activities shall be undertaken
- To monitor the progress of the projects / activities from time to time
- To nominate employees who will be responsible for implementation, execution and monitoring of the CSR activities
- To hire services of external service providers, Non-Governmental Organizations, volunteers, professionals, consultants, specialized agencies etc., if required, to undertake the said activities
- Such other functions as may be delegated by the Board.
-

Areas / 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 Company will select all or any of the following CSR activities for implementation in the area of its operations, namely:

- eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation and making available safe drinking water:

- promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects;
- promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centre's and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;
- ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agro forestry, conservation of natural resources and maintaining quality of soil, air and water;
- protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional arts and handicrafts;
- measures for the benefit of Central armed forces and Central Para military forces veterans, war widows and their dependents;
- training to promote rural sports, nationally recognized sports, Paralympics sports and Olympic sports;
- contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government for socio-economic development and relief and welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women;
- contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government;
- rural development projects;
- Slum area development.

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. J. Brij Mohan Reddy	Chairman	1	1
2.	Mr. Krishnamurthy Chaturvedi	Member	1	1
3.	Mr. B.L Gupta	Member	1	1

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: NA
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): Rs. (3,55,33,953)/-

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)		(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 Implementation - Direct (Yes/No).	Mode of Implementation - Through Implementing Agency	Name	CSR Registration number.
				State	District							
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)	
Sl.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.		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.

- h) 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						

- i) 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)**.

- j) Date of creation or acquisition of the capital asset(s):
 k) Amount of CSR spent for creation or acquisition of capital asset:
 l) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.:
 m) 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

J. Brij Mohan Reddy
Member
Chairman


Krishnamurthy Chaturvedi
Member

Place: **Hyderabad**

Date: 20.09.2021

N. C. Mittal & Co.

Chartered Accountants

UDIN Ref: 21503378AAAAA09594

INDEPENDENT AUDITOR'S REPORT

Re: The Members of Gayatri Jhansi Roadways Limited

Report on the audit of the Ind AS Financial Statements

Opinion

We have audited the accompanying Ind-AS financial statements of **Gayatri Jhansi Roadways Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2021, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows ended on that date, and notes to the Ind AS financial statements, including a summary of significant accounting policies and other explanatory information for the year ended on that date (hereinafter referred to as the "Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS 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 Indian Accounting Standards prescribed under section 133 of the act read with the companies (Indian Accounting Standards) Rules,2015, as amended, ("Ind-AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, the profit, and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

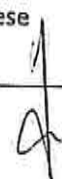
Basis for Opinion

We conducted our audit of Ind AS financial statements 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 Ind AS 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 ("ICAI") together with the ethical requirements that are relevant to our audit of Ind AS financial statements under the provisions of the Companies Act, 2013 and the Rules prescribed there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us, is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial Statements.

Key Audit Matter

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Ind AS financial statements of the current period. These

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Email: ncmittalanco@gmail.com, ncmittalanco73@gmail.com
Website: www.ncmittalco.in



matters were addressed in the context of our audit of Ind AS Financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We state that we have nothing to report in this context.

Emphasis of matter

We draw attention to note no. 38 of "Summary of Significant Accounting Policies and Other Explanatory Information" relating to "Impact of Covid-19 on Performance of the Company" wherein the company has stated that "Since the receipt of the annuity from NHAI is fixed and is not linked to the toll revenue on the project road, the risk of non payment of annuities for FY 2021-22 is very low. However there can be slight delays in payment of annuities from NHAI due to ongoing Covid 19 pandemic. The company is also entitled to claim interest on delayed payment of annuity as per clause no. 31.2 of concession agreement. The management of the company had also mentioned in note no. 38 to the Ind-as financial statements under audit that there had been savings generated on the travelling cost head on account of reduced travelling and meeting the purpose through online mode. Hence the company is confident that Covid 19 may not make any material negative impact on company revenue and operations". Our intention is just to bring this note to the attention of the users of Ind AS financial statements. Our opinion is not modified in respect of this matter.

Information Other than the Ind AS Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and analysis, Board's report including annexure to Board's report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Ind-AS financial statements and our auditor's report thereon.

Our opinion on the Ind AS 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 Ind AS 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.

If, based on the work, we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibilities for the 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 Ind-AS financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive information, changes in equity and cash flows of the Company in accordance with the Ind AS and Other accounting principles generally accepted in India. 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 Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind-AS 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.

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

Auditor's Responsibilities for the Audit of the Ind AS 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 Ind AS 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 Ind AS 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 financial 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 Ind AS 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 Ind AS financial statements, including the disclosures, and whether the Ind AS 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, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the 'Annexure A' a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss including other comprehensive income, the statement of changes in equity and the Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account.
 - d) In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act.
 - e) On the basis of the written representations received from the directors as on March 31, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 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". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- 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 Ind-AS 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.
3. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, pl. refer to our comments as per clause (xi) of Annexure-A referred to in para 1 hereinabove under this part which is entitled as "**Report on other Legal & Regulatory Requirements**"

Place: New Delhi
Date: 30.08.2021

For N. C. Mittal & Co.
Chartered Accountants
(Firm's Registration No. 000237N)



CA. Kapil Mittal
B.Com.(H), F.C.A, D.I.S.A.(ICAI), A.I.I.S.L.A
(Partner)
M. No. 503378

Annexure 'A' to the Independent Auditor's Report of

GAYATRI JHANSI ROADWAYS LIMITED for the Year ended as on 31st March 2021

(As referred to in paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" Section of our report on even date)

- i. a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- b. The Fixed Assets 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.
- ii. As the company is engaged in the business of infrastructure development, operations and its maintenance and there is no inventory in hand at any point of time, hence paragraph 3(ii) of the Order is not applicable to the company.
- iii. During the year, the Company has not granted any loans, secured or unsecured to companies, firms, limited liabilities partnership or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Hence, reporting under clause (a) to (c) of Para 3(iii) are not applicable.
- iv. During the year, the Company has not entered into any transaction in respect of loans, investments, guarantee and securities, which attracts compliance to the provisions of the sections 185 of the Companies Act, 2013. Provision of section 186 are not applicable in view of auditee company being engaged in providing infrastructural facility. Therefore, the paragraph 3(iv) of the Order is not applicable to the company.
- v. The Company has not accepted deposits during the year and does not have any unclaimed deposits as at 31st March 2021 therefore directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under are not applicable to the Company.
- vi. The Company is prima-facie maintaining the cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.
- 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 has been generally regular in depositing undisputed statutory dues including provident fund, employee state insurance, income tax, Goods & service tax, cess and other statutory dues during the year with the appropriate authorities. As on 31st March 2021, there are no

undisputed statutory dues payables for period exceeding for a period more than six month from the date they become payable .

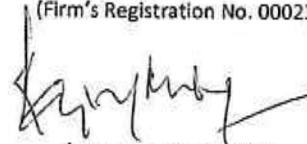
b. According to the information and explanation given to us, there are no dues of income tax, Goods & Service Tax, duty of customs, cess and any other statutory dues which have not been deposited on account of dispute.

- viii. The company has taken term loans from various banks and a financial institution. During the year, the company has not defaulted in repayment of loans or borrowing to a banks and financial institution.
- ix. Money raised by way of term loans were applied for the purpose for which it was raised. The Company has not raised money by way of initial public offer or further public offer.
- x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the company by its officers or employees has been noticed or reported during the year.
- xi. In respect of managerial remuneration, in our opinion and to the best of our information and according to the explanations given to us, the Company has not paid any remuneration (including sitting fee to directors) in excess of limits as specified u/s 197 read with schedule V to Companies Act, 2013.
- xii. The Company is not a Nidhi Company and hence clause 3 (xii) of the Companies (Auditor's Report) Order 2016 is not applicable.
- xiii. In our opinion and 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 Ind AS financial statements as required by the applicable accounting standards.
- xiv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- 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 and hence provisions of section 192 of the companies act, 2013 are not applicable to the company.

xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

Place: New Delhi
Date: 30.08.2021

For N. C. Mittal & Co.
Chartered Accountants
(Firm's Registration No. 000237N)



(CA. Kapil Mittal)
B.Com.(H), F.C.A, D.I.S.A.(ICAI), A.I.I.I.S.L.A
(Partner)
M. No. 503378

ANNEXURE - B TO THE INDEPENDENT AUDITORS' REPORT

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

(As referred to in Paragraph 2(f) under "Report on other legal and regulatory requirements" section of our Report to the members of Gayatri Jhansi Roadways Limited)

We have audited the internal financial controls over financial reporting of Gayatri Jhansi Roadways Limited ("the Company") as of March 31, 2021 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of directors of the company 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 "ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's respective 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 of the company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal financial controls over financial reporting (the "Guidance note") issued by the ICAI and the Standards on Auditing, issued by ICAI and prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness

of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the 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 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 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 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.

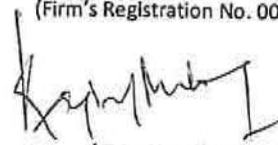
Opinion

In our opinion, to the best of our information and according to explanations given to us, 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 March 31, 2021, based on the internal financial controls over financial reporting criteria established by the Company considering the essential components of

internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

Place: New Delhi
Date: 30.08.2021

For N. C. Mittal & Co.
Chartered Accountants
(Firm's Registration No. 000237N)



(CA. Kapil Mittal)
B.Com.(H), F.C.A, D.I.S.A.(ICAI), A.I.I.S.L.A
(Partner)
M. No. 503378

Gayatri Jhansi Roadways Limited
Balance sheet as at 31 March 2021
(All amounts in ₹ unless otherwise stated)

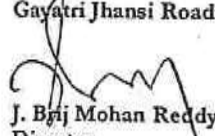
	Notes	As at	
		31 March 2021	31 March 2020
Assets			
Non-current assets			
Property, plant and equipment	3	44,120	60,101
Financial assets			
- Others	4	1,62,23,55,476	1,78,85,17,406
Deferred Tax Asset (Net)	5	4,77,75,831	2,44,80,716
Other Non-Current Assets	6	10,28,88,755	12,56,02,139
		<u>1,77,30,64,183</u>	<u>1,93,86,60,362</u>
Current assets			
Financial Assets			
- Trade receivables	7	1,49,62,739	1,49,62,739
- Cash and cash equivalents	8	30,35,46,021	34,23,56,507
- Other bank balances	9	55,06,37,645	40,34,21,284
- Others	10	18,38,30,157	15,81,92,514
Other Current Assets	11	17,26,667	2,89,165
		<u>1,05,47,03,229</u>	<u>91,92,22,209</u>
Total assets		<u>2,82,77,67,412</u>	<u>2,85,78,82,571</u>
Equity and liabilities			
Equity			
Equity share capital	12	42,40,00,000	42,40,00,000
Other equity	13	27,28,18,759	12,42,11,305
Total Equity		<u>69,68,18,759</u>	<u>54,82,11,305</u>
Non-current Liabilities			
Financial liabilities			
- Borrowings	14	1,29,79,10,926	1,56,22,90,926
Long-term provisions	15	12,04,81,813	39,48,77,190
		<u>1,41,83,92,739</u>	<u>1,95,71,68,116</u>
Current liabilities			
Financial liabilities			
- Borrowings	14	7,84,89,998	7,84,89,998
-Other Financial Liabilities			
-Current maturities of long-term borrowings	16	26,43,80,000	24,30,06,000
-Others	16	1,17,68,047	89,97,561
-Trade payables			
-Total outstanding dues of micro and small enterprises	17	-	-
-Total outstanding dues of creditors other than micro and small enterprises	17	26,05,440	2,07,62,830
Provisions	15	35,41,49,726	44,235
Other current liabilities	18	11,62,703	12,02,526
		<u>71,25,55,914</u>	<u>35,25,03,150</u>
Total equity and liabilities		<u>2,82,77,67,412</u>	<u>2,85,78,82,571</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.

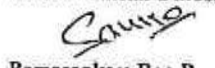
For N. C. Mittal & Co.
Chartered Accountants
Firm Registration Number: 000237N


Kapil Mittal
Partner
Membership No. 503378
Place: New Delhi
Date: 30.08.2021


For and on behalf of Board of directors of
Gayatri Jhansi Roadways Limited


J. Bij Mohan Reddy
Director
DIN:00012927


Kola Nagaraju
Chief Financial Officer


Ramasankara Rao Raghumandala
Chief Executive Officer
Place: Hyderabad


Krishnamurthy Chaturvedi
Director
DIN:08661228


P. Raj Kumar
Company Secretary

Date: 08.06.2021

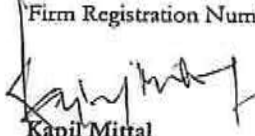


Gayatri Jhansi Roadways Limited
Statement of Profit and Loss for the year ended 31 March 2021
(All amounts in ₹ unless otherwise stated)


	Notes	For the year ended	
		31 March 2021	31 March 2020
Revenue from operations	19	11,86,48,000	10,96,96,100
Other income	20	3,74,93,175	4,07,31,033
Finance income	21	33,85,90,564	36,16,81,011
Total income		49,47,31,739	51,21,08,144
Expenses			
Employee benefits expense	22	1,79,51,391	1,60,90,712
Finance costs	23	16,19,80,803	18,56,62,222
Depreciation expense	3	15,981	16,882
Other expenses	24	16,62,08,587	14,99,97,823
Total expense		34,61,56,762	35,17,67,639
Profit/(Loss) before tax from continuing operations		14,85,74,977	16,03,40,505
(a) Current tax		2,32,95,115	2,44,80,716
(b) MAT Credit Entitlement		(2,32,95,115)	(2,44,80,716)
Income tax expense		-	-
Profit/(Loss) for the year		14,85,74,977	16,03,40,505
Other comprehensive income		-	-
Re-measurement (loss)/gain on defined benefit plans		32,477	(43,888)
Total comprehensive income for the year		14,86,07,454	16,02,96,617
Earnings per equity share (EPES)			
Basic		3.50	3.78
Diluted		3.50	3.78

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.

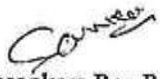
For N. C. Mittal & Co.
Chartered Accountants
Firm Registration Number: 000237N

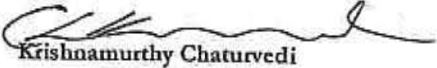

Kapil Mittal
Partner
Membership No. 503378
Place: New Delhi
Date: 30.08.2021

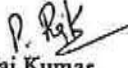
For and on behalf of Board of directors of
Gayatri Jhansi Roadways Limited


J. Brij Mohan Reddy
Director
DIN:00012927


Kola Nagaraju
Chief Financial Officer


Ramasankara Rao Raghumandala
Chief Executive Officer
Place: Hyderabad Date: 08.06.2021


Krishnamurthy Chaturvedi
Director
DIN:08661228


P. Raj Kumar
Company Secretary



Gayatri Jhansi Roadways Limited
Statement of Cash flows for the year ended 31 March 2021
(All amounts in ₹ unless otherwise stated)

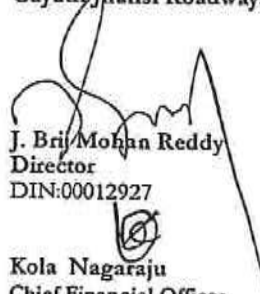
	31 March 2021	31 March 2020
Operating activities		
Net Profit / (Loss) before tax	14,86,07,454	16,02,96,617
Adjustments to reconcile Profit/(Loss) before tax to net cash flows:		
Depreciation of property, plant and equipment	15,981	16,882
Other income	(3,50,51,182)	(3,39,68,914)
Finance Cost	16,19,80,803	18,56,62,222
Change in operating assets and liabilities		
Increase / (Decrease) in provisions and gratuity	7,97,10,114	7,26,58,116
(Increase)/Decrease in trade receivables	-	-
(Increase)/Decrease in loans, other assets and prepayments	14,03,23,934	21,54,65,423
Increase / (Decrease) in trade payables	(1,81,57,390)	2,07,62,830
Increase / (Decrease) in other financial liabilities	26,32,330	18,21,722
Increase / (Decrease) in other liabilities	(39,824)	(4,48,550)
Income tax paid, net of refund	16,67,569	(10,28,04,718)
Net cash generated from operating activities (A)	48,16,89,789	51,94,61,630
Investing activities		
Purchase of property, plant and equipment	-	(62,000)
Investments in Fixed Deposits	(14,72,16,361)	(9,94,21,284)
Interest on Fixed Deposits	2,75,16,361	2,03,21,284
Other income (dividends received)	40,48,372	49,79,806
Net cash generated/(used) from investing activities (B)	(11,56,51,628)	(7,41,82,194)
Financing activities		
Repayment of long-term borrowings	(24,30,06,000)	(22,73,70,000)
Interest paid	(16,18,42,647)	(21,11,90,988)
Net cash used in financing activities (C)	(40,48,48,647)	(43,85,60,988)
Net (decrease)/increase in cash and cash equivalents (A+B+C)	(3,88,10,486)	67,18,448
Cash and cash equivalents at the beginning of the year	34,23,56,507	33,56,38,059
Cash and cash equivalents at the end of the year	30,35,46,021	34,23,56,507
Components of cash and cash equivalents		
Cash on hand	1,31,565	28,009
Balances with banks		
- in current accounts	30,34,14,456	34,23,28,498
Cash and cash equivalents at year end	30,35,46,021	34,23,56,507


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

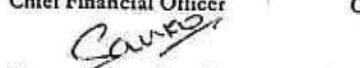
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Chartered Accountants
Firm Registration Number: 000237N



Kapil Mittal
Partner
Membership No. 503378
Place: New Delhi
Date: 30.08.2021

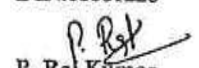
For and on behalf of Board of directors of
Gayatri Jhansi Roadways Limited


J. Brij Mohan Reddy
Director
DIN:00012927


Kola Nagaraju
Chief Financial Officer


Ramasankara Rao Raghumandala
Chief Executive Officer
Place: Hyderabad


Krishnamurthy Chaturvedi
Director
DIN:08661228


P. Raj Kumar
Company Secretary

Date: 08.06.2021



Gayatri Jhansi Roadways Limited
Statement of Changes in Equity for the year ended 31 March 2021
(All amounts in ₹ unless otherwise stated)

(a) Equity share capital

	Number	Amount
Equity shares of ₹10 each issued, subscribed and fully paid		
At 31 March 2020	4,24,00,000	
At 31 March 2021	4,24,00,000	42,40,00,000

(b) Other equity

For the year ended 31 March 2021:

	Equity Component in Financial Instrument	Retained earnings	Total equity
As at 1 April 2020	61,25,17,260	(48,83,05,955)	12,42,11,305
Total Comprehensive income for the year	-	14,86,07,454	14,86,07,454
At 31 March 2021	61,25,17,260	(33,96,98,501)	27,28,18,759

For the year ended 31 March 2019:

	Equity Component in Financial Instrument	Retained earnings	Total equity
As at 1 April 2019	61,25,17,260	(64,86,02,572)	(3,60,85,312)
Total Comprehensive income for the year	-	16,02,96,617	16,02,96,617
At 31 March 2020	61,25,17,260	(48,83,05,955)	12,42,11,305

The accompanying notes form an integral part of the financial statements.

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

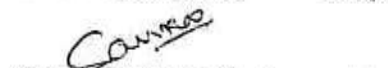
For N. C. Mittal & Co.
Chartered Accountants
Firm Registration Number: 000237N



Kapil Mittal
Partner
Membership No. 503378
Place: New Delhi
Date: 30.08.2021

For and on behalf of Board of directors of
Gayatri Jhansi Roadways Limited


J. Bri Mohan Reddy
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DIN:00012927


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Place: Hyderabad


Krishnamurthy Chaturvedi
Director
DIN:08661228


P. Raj Kumar
Company Secretary

Date: 08.06.2021



Gayatri Jhansi Roadways Limited
Notes to financial statements for the year ended March 2021
Summary of Significant Accounting Policies and Other Explanatory Information
(All amounts in ₹ unless otherwise stated)

1. Corporate information

M/s Gayatri Jhansi Roadways Limited ("the Company") is a public company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The Company is a Special Purpose Vehicle (SPV) incorporated on 7th July 2006 for execution of the project "Improvement, Operation and Maintenance, Rehabilitation and Strengthening of existing 2-lane Road and widening to 4-lane Divided Highway of NH-25/26 in the state of Uttar Pradesh on Build Operate Transfer (BOT)-Annuity Basis. The company has entered into a Concession Agreement with National Highways Authority of India, which specified a two and a half year of construction period and seventeen and a half years of Operation & Maintenance period. The project has achieved the Commercial Operations Date on 11th June 2010 for 35 Kms of the Project Highway, out of 49.70 Kms. The company has obtained Final Completion Certificate with effect from 11th November 2014.

2. Summary of significant accounting policies

a) Basis of preparation of 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 Group are consistent with those used in the previous year.

All assets and liabilities have been classified as current or non-current as per the group's normal operating cycle and other criteria set out in the Schedule III to the Act. Based on the nature of work and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the group has ascertained its operating cycle as up to twelve months for the purpose of current and non-current classification of assets and liabilities

b) Use of estimates

The preparation of the standalone financial statements are 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) 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 the Statement of Profit and 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, 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 Statement of Profit and Loss. The losses arising from impairment are recognised in the Statement of Profit and Loss. This category generally applies to trade and other receivables.

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.
- c) The income pertains to the construction period will be used to derecognise/adjust against Financial Asset.

b. Financial Liability

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through the Statement of Profit and Loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, 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, financial guarantee contracts and derivative financial instruments.



Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through the Statement of Profit and Loss

Financial liabilities at fair value through the Statement of Profit and Loss include financial liabilities designated upon initial recognition as at fair value through the Statement of Profit and Loss. Financial liabilities designated upon initial recognition at fair value through the Statement of Profit and Loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ loss are not subsequently transferred to P&L.

However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the Statement of Profit and Loss. The Company has not designated any financial liability as at fair value through the Statement of Profit and 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 the Statement of Profit and 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 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 the Statement of Profit and Loss.

d) Fixed assets

Tangible assets 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.

Intangible assets represent commercial rights to collect toll fee in relation to roads projects which has been accounted at the cost incurred on the project activity towards reconstruction, strengthening, widening, rehabilitation of the roads on build, operate and transfer basis. It includes all direct material, labour and subcontracting costs, inward freight, duties, taxes, obligation towards negative grant payable to concessionaires, if any, and any directly attributable expenditure on making the commercial right ready for its intended use.



e) Depreciation and amortization

Depreciation on assets has been provided on straight-line basis at the useful lives specified in Schedule II to the Companies Act, 2013. Depreciation on additions / deductions is calculated pro-rata from/to the month of additions / deductions.

f) Impairment

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.

g) Revenue

Revenue Recognition:

The Company has adopted Ind AS 115 "Revenue from Contracts with Customers" with the date of initial application being April 1, 2018. Ind AS 115, revenue from contracts with customers, mandatory for reporting period beginning on or after April 1, 2018 replaced existing revenue recognition requirements i.e. Ind AS 18 Revenue Recognition and Ind AS 11 Construction Contracts. There were no significant adjustments required to the retained earnings as on April 1, 2018.

Accordingly, the policy for Revenue is amended as under:

The Company derives revenue primarily from annuity and other miscellaneous construction contracts. To recognize revenue, the Company applies the following five step approach: (1) identify the contract with a customer, (2) identify the performance obligations in the contract, (3) determine the transaction price, (4) allocate the transaction price to the performance obligation in the contract, and (5) recognize revenue when a performance obligation is satisfied.

At contract inception, the Company assesses its promise to transfer services to a customer to identify separate performance obligations. The Company applies judgment to determine whether each service promised to a customer are capable of being distinct, and are distinct in the context of the contract, if not, the promised services are combined and accounted as a single performance obligation. For performance obligations where control is transferred over time, revenue are recognized by measuring progress towards completion of the performance obligation. The selection of the method to measure progress towards completion requires judgment and is based on the nature of the services to be provided. The method for recognizing revenues and cost depends on the nature of the services rendered.

Others

Insurance and other claims are recognized as revenue on virtual certainty of receipt basis.

Dividend income is recognized when the right to receive is established. Other items of income are accounted as and when the right to receive arises and recovery is certain.



h) Borrowings Costs

In Case of concession arrangement under financial asset model, borrowing Costs that are attributable to the acquisition and/or construction of the infrastructure are charged to The Statement of Profit and Loss in the period in which such costs are incurred.

In Case of concession arrangement under intangible asset model, borrowing cost of qualifying assets are capitalized as part of cost of such assets till such time the asset is ready for its intended use. A qualifying asset is one that requires substantial period of time to get ready for its intended use. Any income on the temporary investments of borrowings is deducted from the borrowing cost. All borrowing cost subsequent to the capitalization of the intangible assets are charged to the Statement of Profit and Loss in the period in which such costs are incurred.

i) Earnings/(loss) per share

Basic earnings per share are calculated by dividing the net the Statement of Profit and Loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net the Statement of Profit and Loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares, if any.

j) Employee Benefits

Provisions for/contributions to retirement benefit schemes are made as follow as per Indian Accounting Standard (Ind AS) – 19, “Employee Benefits:

- a) Provident fund on actual liability basis
- b) Gratuity based on actuarial valuation
- c) There is no policy for Leave encashment benefit.

k) Taxes on Income

Current Tax

Tax on income for the current year is determined on the basis of taxable income and tax credits computed in accordance with the provisions of the Income Tax Act, 1961.

Deferred Tax

Deferred Tax is recognized on timing differences between the accounting income and the taxable income for the year, and qualified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date.

At each reporting date, the entities in the group re-assess unrecognised deferred tax assets. It recognizes unrecognised deferred tax asset to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realised.

The carrying amount of deferred tax assets are reviewed at each reporting date. The entities in the group writes-down the carrying amount of deferred tax asset to the extent that it is no longer reasonably



Gayatri Jhansi Roadways Limited
Notes to financial statements for the year ended March 2021
Summary of Significant Accounting Policies and Other Explanatory Information
(All amounts in ₹ unless otherwise stated)

certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realised. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

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 tax assets and deferred taxes relate to the same taxable entity and the same taxation authority.

l) Cash and Cash Equivalents

Cash and cash equivalents in the cash flow statement comprise of cash at bank and on hand and include short term investments with an original maturity of three months or less.

m) Provisions and contingent liabilities

Provision is recognized when the Company has a present obligation as a result of a past event and when it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on management's best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current management estimates. A disclosure of a contingent liability is made when there is a possible or a present obligation that may, but probably will not, require an outflow of resources.

n) Claims

- a. Company's claims against the Concessioneing Authority for additional scope of work, utility shifting etc. are accounted for as and when received.
- b. Contractor's claims regarding additional scope of work, utility shifting etc. are accounted for when related claims of the Company are received from the Concessioneing Authority.
- c. Other claims against/by the company are accounted for as and when accepted.

o) Pre-operative Expenditure

Incidental expenditure incurred during construction period towards "Concessioneire Asset" is capitalised on completion of construction and obtaining related COD.

p) Foreign currency transactions and derivatives

- a. The reporting currency of the company is the Indian Rupee.
- b. Foreign currency transactions are recorded on initial recognition in the foreign currency, using the exchange rate on the date of the transaction.
- c. At each Balance Sheet date, foreign currency monetary items are reported using the closing rate. Exchange differences that arise on settlement of monetary items or on reporting at each balance sheet date of monetary items at the closing rate are adjusted in pre-operative expenses.







q) Leases:

The objective of the Ind AS 116 is to ensure that lessees and lessors provide relevant information in a manner that faithfully represents those transactions. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value.

Under Ind AS 116 lessees have to recognise a lease liability reflecting future lease payments and a 'right-of-use asset' for almost all lease contracts. Under Ind AS 116, a contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The company has not entered into any lease agreement for a period of more than 12 months and hence, Ind AS 116 is not applicable.

r) Investments in Associates and Joint Ventures

This Standard shall be applied in accounting for investments in associates and to set out the requirements for the application of the equity method when accounting for investments in associates and joint ventures. The Standard shall be applied by all entities that are investors with joint control of, or significant influence over, an investee. The Company has not made any investments in associates, hence, this Ind-AS 28 is not applicable.

s) Business Combinations

Ind AS 103 provides guidance on accounting for business combinations under the acquisition method. A business combination is a transaction or other event in which a reporting entity (the acquirer) obtains control of one or more businesses (the acquiree). The Company is not involved in any transaction of business combination under acquisition method and hence, Ind AS 103 is not applicable.

t) Joint Arrangements

The Standard shall be applied by all entities that are a party to a joint arrangement. A joint arrangement is an arrangement of which two or more parties have joint control. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control. The company is a special purpose vehicle (SPV) has not entered into any arrangement with any entity having joint control or joint venture. Hence, Ind AS 111 is not applicable.



Gayatri Jhansi Roadways Limited
 Summary of Significant Accounting Policies and Other Explanatory Information
 (All amounts in ₹ unless otherwise stated)

3 Property plant and equipment

	Computers	Plant and Machinery	Office Equipments	Furniture and fixtures	Vehicle	Total
Gross block ::						
As at 1 April 2020	3,03,895	2,97,800	2,17,667	1,22,894	11,56,583	20,98,839
Additions during the year	-	-	-	-	-	-
As at 31 March 2021	3,03,895	2,97,800	2,17,667	1,22,894	11,56,583	20,98,839
Accumulated depreciation ::						
Up to 1 April 2020	3,03,895	2,92,272	1,63,095	1,22,894	11,56,583	20,38,738
Charge for the year	-	2,366	13,615	-	-	15,981
Up to 31 March 2021	3,03,895	2,94,638	1,76,710	1,22,894	11,56,583	20,54,719
Net block ::						
As at 31 March 2021	-	3,162	40,957	-	-	44,120
As at 31 March 2020	-	5,528	54,572	-	-	60,101
Useful life of Asset	3 years	15 years	5 years	10 years	10 years	

Note:

1. A class of assets is a grouping of assets of similar nature and use in entity's operations.
2. None of the asset is held for disposal or retirement from active use as at end of the year as, the expected cash inflow/value to be realised from the usage for the remaining useful life of the asset.
3. Term loans from banks and others are secured by all the movables, including movable plant and machinery, machinery spares, tools and accessories, furniture, fixtures, vehicles and all other movable assets, present and future.

4 Other Financial Assets (Non-Current)

	As at	
	31 March 2021	31 March 2020
Financial Asset (Carriageway)		
Opening Balance	1,93,02,78,842	2,05,79,01,731
Add: Financial Income	33,85,90,564	36,16,81,011
Add: O & M Income	11,86,48,000	10,96,96,100
Less: Annuity Received	(59,90,00,000)	(59,90,00,000)
Closing Balance	1,78,85,17,406	1,93,02,78,842
Less: Transferred to Financial Asset (Current)	(16,61,61,930)	(14,17,61,436)
Closing Non-Current Financial Asset	1,62,23,55,476	1,78,85,17,406

5 Deferred Tax Asset (Net)

	As at	
	31 March 2021	31 March 2020
MAT Credit Entitlement		
	4,77,75,831	2,44,80,716
	4,77,75,831	2,44,80,716

Movement in Deferred Tax Asset

Opening balance	2,44,80,716	-
Addition during the year	2,32,95,115	2,44,80,716
Closing balance	4,77,75,831	2,44,80,716

Disclosure pursuant to Ind AS 12 - "Income taxes"

The company is required to pay MAT as current income tax in accordance with the Income Tax Act, 1961.

The company is eligible for deduction under section 80LA of Income Tax Act, 1961 and the company is starting to avail tax holiday period from FY 2019-20 for remaining 8 years (out of eligible 10 years) out of 20 years block commencing from the date of COD. Company has not created deferred tax assets (DTA) on brought forward losses and accumulated depreciation during the current year since all such DTA are getting reversed during such tax holiday period.

d





Gayatri Jhansi Roadways Limited
 Summary of Significant Accounting Policies and Other Explanatory Information
 (All amounts in ₹ unless otherwise stated)

6 Other Non-Current Assets

	As at	
	31 March 2021	31 March 2020
Security deposits	5,00,000	5,00,000
Work contract tax receivables	91,32,452	91,32,452
Advances for utility shifting and change of scope	8,79,11,742	8,78,41,742
(a)	<u>9,75,44,194</u>	<u>9,74,74,194</u>
Taxes Asset (Net)		
TDS and Advance Tax	2,86,39,676	5,26,08,661
Less: Provision for Tax	(2,32,95,115)	(2,44,80,716)
(b)	<u>53,44,561</u>	<u>2,81,27,945</u>
(a+b)	<u>10,28,88,755</u>	<u>12,56,02,139</u>

7 Trade receivables

	As at	
	31 March 2021	31 March 2020
(Unsecured, considered good)		
- Considered good		
- from others	1,49,62,739	1,49,62,739
	<u>1,49,62,739</u>	<u>1,49,62,739</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.

8 Cash and cash equivalents

	As at	
	31 March 2021	31 March 2020
Balances with banks		
- on current accounts	30,34,14,456	34,23,28,498
Cash on hand	1,31,565	28,009
	<u>30,35,46,021</u>	<u>34,23,56,507</u>

For the purpose of the statement of cash flows, cash and cash equivalents comprise the following:

	As at	
	31 March 2021	31 March 2020
Balances with banks		
- on current accounts	30,34,14,456	34,23,28,498
Cash on hand	1,31,565	28,009











Gayatri Jhansi Roadways Limited
 Summary of Significant Accounting Policies and Other Explanatory Information
 (All amounts in ₹ unless otherwise stated)

9 Other bank balances

	As at	
	31 March 2021	31 March 2020
Balances with banks		
Fixed deposits with original maturity more than 3 months (Lein marked to IDFC Bank)	55,06,37,645	40,34,21,284
	<u>55,06,37,645</u>	<u>40,34,21,284</u>

10 Other financial assets

	As at	
	31 March 2021	31 March 2020
Financial Asset - Carriageway	16,61,61,930	14,17,61,436
Interest accrued on Fixed Deposits	1,53,25,108	1,40,87,959
Retention money by NHAI - Utility bills	3,25,687	3,25,687
Withheld money by NHAI- Utility bills	20,17,432	20,17,432
	<u>18,38,30,157</u>	<u>15,81,92,514</u>

11 Other Current Assets

	As at	
	31 March 2021	31 March 2020
Prepaid Expenses	17,26,667	2,89,165
	<u>17,26,667</u>	<u>2,89,165</u>

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Gayatri Jhansi Roadways Limited

Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹ unless otherwise stated)

12 Share capital

	31 March 2021		31 March 2020	
	Number	Amount	Number	Amount
Authorized				
Equity shares of ₹10 each	4,50,00,000	45,00,00,000	4,50,00,000	45,00,00,000
	4,50,00,000	45,00,00,000	4,50,00,000	45,00,00,000
Issued, subscribed and fully paid-up				
Equity shares of ₹10 each	4,24,00,000	42,40,00,000	4,24,00,000	42,40,00,000
	4,24,00,000	42,40,00,000	4,24,00,000	42,40,00,000

(a) Reconciliation of equity shares outstanding at the beginning and end of the reporting period

	31 March 2021		31 March 2020	
	Number	Amount	Number	Amount
At the beginning of the year	4,24,00,000	42,40,00,000	4,24,00,000	42,40,00,000
Issued during the year	-	-	-	-
Balance at the end of the year	4,24,00,000	42,40,00,000	4,24,00,000	42,40,00,000

(b) Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share. The rights and preferences of each shareholder are in accordance with the Shareholder's Agreement dated 14th May 2007.

The Company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of shareholders in the ensuing annual general meeting. During the year, no dividend was declared by the Company (Previous Year: Nil).

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 in proportion to the number of equity shares held by the shareholders.

(c) Shares held by holding Company, ultimate holding Company, subsidiaries / associates of holding Company or ultimate holding Company

Out of the equity shares issued by the Company, shares held by its holding company, ultimate holding company and their subsidiaries/associates are as below:

	31 March 2021		31 March 2020	
	Number	Amount	Number	Amount
Gayatri Highways Limited and its nominees (Holding Company)	2,16,19,994	21,61,99,940	2,16,19,994	21,61,99,940

(d) Details of shareholders holding more than 5% shares in the Company

	31 March 2021		31 March 2020	
	Number of shares	% of holding	Number of shares	% of holding
Gayatri Highways Limited and its nominees (Holding Company)	2,16,19,994	50.99%	2,16,19,994	50.99%
IDFC Limited (Beneficiary of India Infrastructure Fund)	42,40,000	10.00%	42,40,000	10.00%
India Infrastructure Fund (Trustee: IDFC Trustee Co. Ltd.)	1,65,40,000	39.01%	1,65,40,000	39.01%

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Gayatri Jhansi Roadways Limited

Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹ unless otherwise stated)

13 Other equity

	As at	
	31 March 2021	31 March 2020
Equity Component in Financial Instrument		
Opening balance	61,25,17,260	61,25,17,260
Adjustment during the year	-	-
Closing balance	61,25,17,260	61,25,17,260
Retained earnings		
Balance as per last audited financial statements	(48,83,05,955)	(64,86,02,572)
Add: Total Comprehensive Income for the year	14,86,07,454	16,02,96,617
Balance at the end of the year	(33,96,98,501)	(48,83,05,955)
Total other equity	27,28,18,759	12,42,11,305

14 Borrowings

	As at	
	31 March 2021	31 March 2020
Non-current borrowings		
Term loans		
Secured		
From banks and financial institutions	1,56,22,90,926	1,80,52,96,926
Less: Current maturities of long-term borrowings	26,43,80,000	24,30,06,000
	1,29,79,10,926	1,56,22,90,926
Short-term borrowings		
Unsecured Loan from related party *	7,84,89,998	7,84,89,998
	7,84,89,998	7,84,89,998
* Payable on demand at zero percent rate of interest.		
Current maturities of long term loans		
Term loans		
Secured		
From banks and financial institutions	26,43,80,000	24,30,06,000
	26,43,80,000	24,30,06,000
Aggregate Secured Loans	1,56,22,90,926	1,80,52,96,926
Aggregate Unsecured loans	7,84,89,998	7,84,89,998

I. Nature of security for secured loans:

Term loans from banks and others are secured by:

- i) First mortgage and charge of all the borrower's immovable properties, present and future.
- ii) First charge by way of hypothecation of :
 - a) All the movables, including movable plant and machinery, machinery spares, tools and accessories, furniture, fixtures, vehicles and all other movable assets, present and future.
 - b) Operating cash flows, book debts and receivables and any other revenues of whatsoever nature and wherever arising, present and future.
 - c) All intangibles, including but not limited to goodwill, uncalled capital, present and future

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Gayatri Jhansi Roadways Limited

Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹ unless otherwise stated)

14 Borrowings (continued..)

- d) Assignment on creation of security interest in (i) all rights, title, interest, benefits, claims and demands whatsoever of the borrower in the project documents, duly acknowledged, and consented to by the relevant counter-parties to such project documents; (ii) all the rights, title, interest and benefits, claims and demands whatsoever of the borrower in the clearances; (iii) all the rights, title, interest, benefits, claims and demands whatsoever of the borrower in any letter of credit, guarantees, performance bond provided by any party to
- e) Escrow Account, Debt Service Reserve, other reserves and any other bank accounts of the borrower wherever maintained.
- f) Pledge of all the shares(equity and preference) held by the sponsors representing 51% of the paid up share capital

II. Maintenance of DSR and MMR

As per the Article 6 of the Common Loan Agreement, the borrower shall at all times during the term of the agreement maintain Debt Service Reserve (DSR) to meet the Debt Service Requirements for an amount equivalent to the ensuing six months principal and interest payment due to the Loan A Lenders.

The borrower shall also maintain a Major Maintenance Reserve (MMR) to the extent stipulated by the Loan A Lenders in Schedule 4 for undertaking major maintenance in terms of the Concession Agreement.

III. Term loans-subordinated debt from IDFC First Bank Ltd is secured by-

- i) Second mortgage and charge of all the borrower's immovable properties, present and future
- ii) Second charge by way of hypothecation of
 - a) All the movables, including movable plant and machinery, machinery spares, tools and accessories, furniture, fixtures, vehicles and all other movable assets, present and future.
 - b) Operating cash flows, book debts and receivables and any other revenues of whatsoever nature and wherever arising, present and future.
 - c) All intangibles, including but not limited to goodwill, uncalled capital, present and future
 - d) Assignment on creation of security interest in (i) all rights, title, interest, benefits, claims and demands whatsoever of the borrower in the project documents, duly acknowledged, and consented to by the relevant counter-parties to such project documents; (ii) all the rights, title, interest and benefits, claims and demands whatsoever of the borrower in the clearances; (iii) all the rights, title, interest, benefits, claims and demands whatsoever of the borrower in any letter of credit, guarantees, performance bond provided by any party to
 - e) Escrow Account, Debt Service Reserve, other reserves and any other bank accounts of the borrower wherever maintained.
 - f) Pledge of all the shares(equity and preference) held by the sponsors representing 51% of the paid up share capital

IV. Terms of repayment of secured loans

- a) The senior debt from banks and others, amounting to Rs. 3,160,000,000 is repayable in 29 unequal half yearly installments ranging from 1.60% to 6.88% commencing from 15th December 2011 to 15th December 2025.
- b) The Subordinate Debt availed from Infrastructure Development Finance Corporation Ltd (Now IDFC Bank Ltd) amounting to Rs. 250,000,000 is repayable in 30 unequal half yearly installments ranging from 1.40% to 6.88% commencing from 15th June 2012 till 15th December 2026.
- c) in case of surplus cash flows, the Company has to accelerate the repayments pro-rata amongst senior and sub-ordinate debt.
- d) Additional funds received, if any, from NHAI as damages towards cost escalation will be utilized towards acceleration of the loan repayment to the extent of escalation in interest on term loans.

V. Terms of repayment of unsecured loans

- a) The Company shall repay the principal amount of the Shareholder's loan in one lump sum installment after the expiry of the tenor of the loans.
- b) Subject to the Lender's approval, the Company has a right to advance the repayment of the Shareholder's loan in the event of the cash flows of the Company are adequately in surplus for such advancement as determined by the subscriber or on successful refinancing of the loans as determined by the subscriber.



Gayatri Jhansi Roadways Limited
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 (All amounts in ₹ unless otherwise stated)

15 Provisions

	As at	
	31 March 2021	31 March 2020
Non-current		
Provision for periodic maintenance	11,92,59,000	39,38,51,484
Provision for employee benefits -Gratuity, non-funded	12,22,813	10,25,706
	<u>12,04,81,813</u>	<u>39,48,77,190</u>
Current		
Provision for major maintenance	35,40,98,484	-
Provision for employee benefits -Gratuity, non-funded	51,242	44,235
	<u>35,41,49,726</u>	<u>44,235</u>

16 Other financial liabilities

	As at	
	31 March 2021	31 March 2020
Current maturities of long-term borrowings	26,43,80,000	24,30,06,000
Sub Total	<u>26,43,80,000</u>	<u>24,30,06,000</u>
Interest accrued	43,67,184	42,29,028
Creditors for expenses	68,66,363	25,79,133
Employee benefits payable	5,34,500	21,89,400
Sub Total	<u>1,17,68,047</u>	<u>89,97,561</u>
	<u>27,61,48,047</u>	<u>25,20,03,561</u>

17 Trade payables

	As at	
	31 March 2021	31 March 2020
Total outstanding dues of micro and small enterprises	-	-
Total outstanding dues of creditors other than micro and small enterprises		
- Trade payables to related party	26,05,440	2,07,62,830
	<u>26,05,440</u>	<u>2,07,62,830</u>

The identification of micro and small 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 31 March 2021 or 31 March 2020.

18 Other current liabilities

	As at	
	31 March 2021	31 March 2020
Statutory liabilities	11,62,703	12,02,526
	<u>11,62,703</u>	<u>12,02,526</u>

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Gayatri Jhansi Roadways Limited
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 (All amounts in ₹ unless otherwise stated)

19 Revenue from operations

	For the year ended	
	31 March 2021	31 March 2020
Operation & Maintenance Income	3,91,42,000	3,72,76,000
Major Maintenance Income	7,95,06,000	7,24,20,100
	<u>11,86,48,000</u>	<u>10,96,96,100</u>

20 Other income

	For the year ended	
	31 March 2021	31 March 2020
Interest on Fixed Deposits	3,10,02,810	2,89,89,108
Dividend from mutual funds	40,48,372	49,79,806
Interest on Annuity	-	67,36,729
Other Income	24,41,993	25,390
	<u>3,74,93,175</u>	<u>4,07,31,033</u>

21 Finance Income

	For the year ended	
	31 March 2021	31 March 2020
Interest on financial asset receivable	33,85,90,564	36,16,81,011
	<u>33,85,90,564</u>	<u>36,16,81,011</u>

22 Employee benefits expense

	For the year ended	
	31 March 2021	31 March 2020
Salaries and wages	1,77,14,800	1,58,96,584
Gratuity	2,36,591	1,94,128
	<u>1,79,51,391</u>	<u>1,60,90,712</u>

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

Service Cost:		
Current Service Cost	1,69,006	1,33,514
Past service cost and loss/(gain) on curtailments and settlement		-
Net interest cost	67,585	60,614
Total included in 'Employee Benefit Expense	<u>2,36,591</u>	<u>1,94,128</u>
Expenses deducted from the fund		
Total Charge to P&L	<u>2,36,591</u>	<u>1,94,128</u>

Other Comprehensive Income for the current period

Components of actuarial gain/losses on obligations:		
Due to change in financial assumptions	14,425	62,294
Due to change in demographic assumption	-	(529)
Due to experience adjustments	(46,902)	(17,877)
Amount recognized in Other Comprehensive Income	<u>(32,477)</u>	<u>43,888</u>



Gayatri Jhansi Roadways Limited
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 (All amounts in ₹ unless otherwise stated)

22 Employee benefits expense (continued...)
 Reconciliation of defined obligation

	For the year ended	
	31 March 2021	31 March 2020
Defined Benefit Obligation		
Opening defined benefit obligation	10,69,941	8,31,925
Service Cost	1,69,006	1,33,514
Net interest expense	67,585	60,614
Components of actuarial gain/losses on obligations		
Due to change in financial assumptions	14,425	62,294
Due to change in demographic assumptions	-	(529)
Due to experience adjustments	(46,902)	(17,877)
Benefits paid	-	-
Closing defined benefit obligation	12,74,055	10,69,941
Bifurcation of liability as per schedule III		
Current Liability	51,242	44,235
Non-current liability	12,22,813	10,25,706

Principal Actuarial Assumptions

	For the year ended	
	31 March 2021	31 March 2020
Discounting Rate	6.25%	6.45%
Average Salary Growth Rate	4.00%	4.00%
Withdrawal Rate	3 % at all ages	3 % at all ages
Rate of Return on Plan Assets	Not Applicable	Not Applicable

Sensitivity to key assumptions

Discount Rate Sensitivity

Increase by 0.5%	12,38,648	10,37,884
(% change)	-2.78%	-3.00%
Decrease by 0.5%	13,11,747	11,03,988
(% change)	2.96%	3.18%

Salary Growth Rate Sensitivity

Increase by 0.5%	13,12,399	11,04,643
(% change)	3.01%	3.24%
Decrease by 0.5%	12,37,738	10,36,998
(% change)	-2.85%	-3.08%

Withdrawal Rate (W.R.) Sensitivity

W.R. X 110%	12,78,602	10,74,249
(% change)	0.36%	0.40%
W.R. X 90%	12,69,366	10,65,491
(% change)	-37.00%	-0.42%

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Gayatri Jhansi Roadways Limited
Summary of Significant Accounting Policies and Other Explanatory Information
(All amounts in ₹ unless otherwise stated)

22 Employee benefits expense (continued..)

Major risk to the Post Employment Benefit plan

A. Actuarial Risk:

It is the risk that benefits will cost more than expected. This can arise due to one of the following reasons:

Adverse Salary Growth Experience: Salary hikes that are higher than the assumed salary escalation will result into an increase in Obligation at a rate that is higher than expected.

Variability in mortality rates: If actual mortality rates are higher than assumed mortality rate assumption than the Gratuity Benefits will be paid earlier than expected. Since there is no condition of vesting on the death benefit, the acceleration of cash flow will lead to an actuarial loss or gain depending on the relative values of the assumed salary growth and discount rate.

Variability in withdrawal rates: If actual withdrawal rates are higher than assumed withdrawal rate assumption than the Gratuity Benefits will be paid earlier than expected. The impact of this will depend on whether the benefits are vested as at the resignation date.

B. Investment Risk:

For funded plans that rely on insurers for managing the assets, the value of assets certified by the insurer may not be the fair value of instruments backing the liability. In such cases, the present value of the assets is independent of the future discount rate. This can result in wide fluctuations in the net liability or the funded status if there are significant changes in the discount rate during the inter-valuation period.

C. Liquidity Risk:

Employees with high salaries and long durations or those higher in hierarchy, accumulate significant level of benefits. If some of such employees resign/retire from the company there can be strain on the cashflows.

D. Market Risk:

Market risk is a collective term for risks that are related to the changes and fluctuations of the financial markets. One actuarial assumption that has a material effect is the discount rate. The discount rate reflects the time value of money. An increase in discount rate leads to decrease in Defined Benefit Obligation of the plan benefits & viceversa. This assumption depends on the yields on the corporate/government bonds and hence the valuation of liability is exposed to fluctuations in the yields as at the valuation date.

E. Legislative Risk:

Legislative risk is the risk of increase in the plan liabilities or reduction in the plan assets due to change in the legislation/regulation. The government may amend the Payment of Gratuity Act thus requiring the companies to pay higher benefits to the employees. This will directly affect the present value of the Defined Benefit Obligation and the same will have to be recognized immediately in the year when any such amendment is effective.



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 (All amounts in ₹ unless otherwise stated)

23 Finance costs

	For the year ended	
	31 March 2021	31 March 2020
Interest on borrowings	15,93,97,599	18,30,93,442
Other finance costs	25,83,204	25,68,780
	<u>16,19,80,803</u>	<u>18,56,62,222</u>

24 Other expenses

	For the year ended	
	31 March 2021	31 March 2020
Operations and maintenance expenses	6,34,99,878	5,45,94,834
Periodic maintenance expenses	7,95,06,000	7,24,20,100
NHAI IC expenses	34,53,510	30,37,641
Rent expenses	14,52,660	14,52,660
Insurance expenses	13,33,518	1,71,512
Travelling and conveyance expenses	10,902	9,67,575
Business Promotion expenses	25,400	-
Legal and professional charges (refer note below)	1,27,66,070	1,43,91,590
Project Site expenses	15,77,705	21,45,358
Miscellaneous expenses	25,82,944	8,16,553
	<u>16,62,08,587</u>	<u>14,99,97,823</u>

Legal & Professional charges includes Payment to auditors

	31 March 2021	31 March 2020
As auditor:		
Audit fee	3,54,000	3,54,000
In other capacity:		
For other services	-	24,780
	<u>3,54,000</u>	<u>3,78,780</u>

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Gayatri Jhansi Roadways Limited
 Summary of Significant Accounting Policies and Other Explanatory Information
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25 Earnings per share

Basic EPS amount are calculated by dividing the profit for the year attributable to equity holders of the Company by the weighted average number of equity shares outstanding during the year.

The following reflects the income and shares data used in the basic EPS computations:

	For the year ended	
	31 March 2021	31 March 2020
Profit/(Loss) attributable to equity holders of the Company	14,86,07,454	16,02,96,617
Weighted average number of equity shares in calculating basic EPES	4,24,00,000	4,24,00,000
Nominal value per equity share	10	10
Effect of dilution:		
Weighted average number of equity shares used in computation of diluted EPES	4,24,00,000	4,24,00,000
Basic and Diluted Earnings per share	3.50	3.78

26 Breakup of financial assets and financial liabilities carried at amortized cost

	As at	
	31 March 2021	31 March 2020
Financial assets		
Receivable under SCA	1,78,85,17,406	1,93,02,78,842
Trade receivables	1,49,62,739	1,49,62,739
Cash and cash equivalents	30,35,46,021	34,23,56,507
Other bank balances	55,06,37,645	40,34,21,284
Others	1,76,68,227	1,64,31,078
Total	2,67,53,32,038	2,70,74,50,450
Financial liabilities		
Long term Borrowings	1,56,22,90,926	1,80,52,96,926
Short term Borrowings	7,84,89,998	7,84,89,998
Other Financial Liabilities	1,17,68,047	89,97,561
Trade payables	26,05,440	2,07,62,830
Total	1,65,51,54,411	1,91,35,47,315

The carrying amount of current financial assets and current trade and other payables measured at amortised cost are considered to be the same as their fair values, due to their short term nature.

The carrying value of Rupee Term Loan and Loan from Related Party approximate fair value as the instruments are at prevailing market rate.

27 Significant accounting judgments, estimates and assumptions

The preparation of the Company's financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosures and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

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Gayatri Jhansi Roadways Limited
 Summary of Significant Accounting Policies and Other Explanatory Information
 (All amounts in ₹ unless otherwise stated)

28 Fair Values

The management assessed that cash and cash equivalents, trade receivables, current loans, trade payables and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments or as they carry market rate of interest.

29 Financial risk management objectives and policies

The company's activities expose it to variety of financial risks : market risk, credit risk and liquidity risk. The company's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board of Directors has established a risk management policy to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management systems are reviewed periodically to reflect changes in market conditions and the Company's activities. The Board of Directors oversee compliance with the Company's risk management policies and procedures, and reviews the risk management framework.

a) Market Risk

The market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk. The company is not exposed to foreign currency risk as it has no borrowing or no material payables in foreign currency. The Company's activities expose it primarily to the financial risks of changes in interest rates.

i) Interest rate risk

The company is exposed to interest rate risk because it borrows funds primarily at floating interest rates. However, the interest rates are dependant on base rates/prime lending rates of the lead bank which are not expected to change very frequently and the estimate of the management is that these will not have significant upward trend.

The company's exposure to interest rate risk due to variable interest rate borrowings is as follows:

Particulars	As at	
	31 March 2021	31 March 2020
Senior Debt from Banks - Variable rate borrowings	1,56,22,90,926	1,80,52,96,926

Sensitivity analysis based on average outstanding Senior Debt

Interest Rate Risk Analysis	Impact on profit/ loss after tax	
	31 March 2021	31 March 2020
Increase or decrease in interest rate by 25 basis points	42,09,485	55,15,103

Note: Profit will increase in case of decrease in interest rate and vice versa

ii) Price risk

Price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk).

The company is exposed to price risk due to investments in mutual funds and classified as fair value through profit and loss.

The company measures risk through sensitivity analysis.

The company's risk management policy is to mitigate the risk by investments in diversified mutual funds.

The company does not expose to price risks as on 31st March 2021.

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Gayatri Jhansi Roadways Limited

Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹ unless otherwise stated)

29 Financial risk management objectives and policies (continued..)

b) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the company. The Company has adopted a policy of only dealing creditworthy counterparties. The management believes that the credit risk is negligible since its main receivable is from the grantors of the concession which is Government Authority.

c) Liquidity Risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial assets.

The company is exposed to liquidity risk due to bank borrowings and trade and other payables.

The company measures risk by forecasting cash flows.

The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due without incurring unacceptable losses or risking damage to the Company's reputation. The Company ensures that it has sufficient fund to meet expected operational expenses, servicing of financial obligations.

The following tables detail the company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the company can be required to pay. The tables include both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curves at the end of the reporting period. The contractual maturity is based on the earliest date on which the company may be required to pay.

As at 31st March 2021	Carrying Amount	upto 1 year	1 - 2 years	2 - 5 years	> 5 years
Non Derivative Financial Liability					
Long term Borrowings	1,56,22,90,926	40,58,83,851	40,14,53,030	1,21,97,25,244	31,50,81,317
Short term Borrowings	7,84,89,998	7,84,89,998	-	-	-
Other Financial Liabilities	1,17,68,047	1,17,68,047	-	-	-
Trade payables	26,05,440	26,05,440	-	-	-

As at 31st March 2020	Carrying Amount	upto 1 year	1 - 2 years	2 - 5 years	> 5 years
Non Derivative Financial Liability					
Long term Borrowings	1,80,52,96,926	40,58,83,851	40,14,53,030	1,21,97,25,244	31,50,81,317
Short term Borrowings	7,84,89,998	7,84,89,998	-	-	-
Other Financial Liabilities	89,97,561	89,97,561	-	-	-
Trade payables	2,07,62,830	2,07,62,830	-	-	-

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Gayatri Jhansi Roadways Limited

Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹ unless otherwise stated)

29 Financial risk management objectives and policies (continued..)

The following table details the company's expected maturity for its non-derivative financial assets. The table has been drawn up based on the undiscounted contractual maturities of the financial assets including interest that will be earned on those assets. The inclusion of information on non-derivative financial assets is necessary in order to understand the company's liquidity risk management as the liquidity is managed on a net asset and liability basis.

As at 31st March 2021	Carrying Amount	upto 1 year	1 - 2 years	2 - 5 years	> 5 years
Receivable under SCA	1,78,85,17,406	48,03,52,000	47,83,96,000	1,46,21,85,000	1,09,55,78,000
Trade receivables	1,49,62,739	1,49,62,739	-	-	-
Cash and cash equivalents	30,35,46,021	30,35,46,021	-	-	-
Others	1,76,68,227	1,76,68,227	-	-	-

As at 31st March 2020	Carrying Amount	upto 1 year	1 - 2 years	2 - 5 years	> 5 years
Receivable under SCA	1,93,02,78,842	48,03,52,000	47,83,96,000	1,46,21,85,000	1,09,55,78,000
Trade receivables	1,49,62,739	1,49,62,739	-	-	-
Cash and cash equivalents	34,23,56,507	34,23,56,507	-	-	-
Others	1,64,31,078	1,64,31,078	-	-	-

d) Capital management

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders. The primary objective of the Company's capital management is to maximise the shareholder value. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital.

	As at	
	31 March 2021	31 March 2020
Debts	1,56,66,58,110	1,80,95,25,954
Less: Cash and Bank Balances	(85,41,83,666)	(74,57,77,791)
(A)	71,24,74,444	1,06,37,48,163
Equity & Other equity (B)	69,68,18,759	54,82,11,305
Net Debt / Total Capital (A/B)	1.02	1.94

Debts include Long term borrowing (including its current maturities) and interest accrued thereon.

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Gayatri Jhansi Roadways Limited
(All amounts in ₹ unless otherwise stated)

30 Disclosure pursuant to Ind AS 115 - " Service Concession Arrangements"

Description and classification of the arrangement

28.1. Gayatri Jhansi Roadways Limited ("the Company") is a public company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The Company is a Special Purpose Vehicle (SPV) incorporated on 7th July 2006 for execution of the project "Improvement, Operation and Maintenance, Rehabilitation and Strengthening of existing 2-lane Road and widening to 4-lane Divided Highway of NH-25/26 in the state of Uttar Pradesh on Build Operate Transfer (BOT)-Annuity Basis. The company has entered into a Concession Agreement with National Highways Authority of India, which specified a two and a half year of construction period and seventeen and a half years of Operation & Maintenance period. The project has achieved the Commercial Operations Date on 11th June 2010 for 35 Kms of the Project Highway, out of 49.70 Kms.

28.2. Significant Terms of the arrangements

Receipt of Annuity:

Annuities shall be received semi-annually subject to the provisions Article 6.1 of the Concession Agreement dated Sept 29, 2006.

Concession Fee and Other Fees:

As per Article 7.2 of the Concession Agreement, the company is liable to pay Concession Fee Re 1 every year during the Concession Agreement.

Obligation of the Company

The company is under obligation to undertake, comply with and perform as per the Chapter-III "Obligations and Undertakings" of the Concession Agreement.

Operation & Maintenance

The company is under obligation to carry out the routine and periodic maintenance of Project Highway as per Appendix-5 of the Concession Agreement.

Details of any assets to be given or taken at the end of concession period

At the end of the Concession period the company shall deliver the actual or constructive possession of the Project Highway, free and clear of all encumbrances.

Details of Termination

Concession Agreement can be terminated on account of default of the company or NHAI in the circumstances as specified under chapter-VII of the Concession Agreement.

31 Disclosure pursuant to Ind AS 23 "Borrowing Costs"

	As at	
	31 March 2021	31 March 2020
Finance Cost	16,19,80,803	18,56,62,222
Less : Capitalized during the year	-	-
Finance Cost charged to Statement of P/L	16,19,80,803	18,56,62,222



Gayatri Jhansi Roadways Limited

(All amounts in ₹ unless otherwise stated)

32 Disclosures as per Ind AS 37 - "Provisions, Contingent Liabilities and Contingent assets "

(a) Nature of provision:

The company is required to operate and maintain the project highway during the entire concession period and hand over the project back to the Authority (NHAI) as per the maintenance standards prescribed in Concession agreement.

For this purpose, a regular maintenance along with periodic maintenances is required to be performed. Normally periodic maintenance includes resurface of pavements, repairs of structures and other equipments and maintenance of service roads.

32 Disclosures as per Ind AS 37 - "Provisions, Contingent Liabilities and Contingent assets" cont....

As per industry practice, the periodic maintenance is expected to occur after 5-7 years. The maintenance cost / bituminous overlay may vary based on the actual usage during maintenance period. Accordingly on the grounds of matching cost concept and based on technical estimates, a provision for major maintenance expenses is reviewed and is provided for in the accounts annually.

(b) Movement in provisions:

	As at	
	31 March 2021	31 March 2020
Opening balance	32,14,31,384	25,59,89,844
Additional provision	7,95,06,000	6,54,41,540
Utilised	-	-
Unused amounts reversed	-	-
Unwinding of discount and changes in discount rate	-	-
Closing balance	40,09,37,384	32,14,31,384

(c) Contingent liabilities

	As at	
	31 March 2021	31 March 2020
Claims against the company not acknowledged as debt		
a) Claims made by NHAI towards non-maintenance of old existing highway "Jhansi-Babina" stretch	1,49,62,739	1,49,62,739

The Company has protested against this deduction and asked NHAI to refund the same. In case it is not recoverable from NHAI, the Company will recover the same from the O&M Contractor under the O&M Agreement.

b) Overlay Matter (Major Maintenance):

NHAI had issued notice dated 29.11.2019 to the Company to recover an amount of Rs 9.80 Crores plus interest towards alleged recovery of damages on account of delay in completion of over lay (1st Major Maintenance Works). GJRL filed Section 9 petition [OMP (I) (COMM) 41/2020] before the Hon'ble High Court of Delhi. and the Court had granted stay order on this matter.

The notice from NHAI for recovery of damages is illegal because of the fact that the Independent Engineer (IE) vide their letter dated 19.04.2018 informed to NHAI that even though the Provisional Certificate was issued in 2010, the entire stretch of the Project Highway was not complete by that time. Further, the incomplete stretches were in bits and pieces which would have made it impossible for any overlay works to be undertaken by the Company. Based on the recommendations of the Independent Engineer, Project Director, NHAI vide their letter dated 24.04.2018 issued a letter to Regional Officer and accepted the IE's view not to levy any penalty on the Company.

Present Status:

The Company and the NHAI have opted for resolving the dispute through Conciliation mechanism constituted by NHAI. Both the parties have since referred the matter to Conciliation Committee of Independent Experts ("CCIE - 2"). As at the year end, the meetings of CCIE -2 are in progress. CCIE-2 meetings were held on 05.03.2021 and 04.05.2021 in which both the parties placed their arguments before CCIE. CCIE directed both the parties to resolve the dispute in amicable manner. The next meeting is yet to be decided.

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Gayatri Jhansi Roadways Limited
(All amounts in ₹ unless otherwise stated)

32 Disclosures as per Ind AS 37 - "Provisions, Contingent Liabilities and Contingent assets" cont....
(d) Contingent Asset

Escalation/cost overrun claims:

The Company (GJRL) had incurred additional costs on account prolongation of construction period and reasons for delay on part of NHAI. Hence, GJRL raised claims against NHAI. The Arbitration Tribunal ("AT") delivered Award on 29.03.2019 on this matter.

The Company has received Arbitration Award dated 29.03.2019. Majority Award amount is Rs.28.05 Crores (Rs.24.56 Crores + Interest of Rs.3.49 Crores) and Minority Award amount is Rs.111.47 Crores (Rs.81.47 Crores + Interest of Rs.29.99 Crores)

GJRL challenged AT Award under Section-34 of Arbitration and Conciliation Act, 1996. It is pending before High Court of Delhi in OMP (Comm.) No. 387 of 2019. NHAI has filed a counter petition which is OMP (Comm.) No. 446 of 2019.

Present Status:

The Company and the NHAI have opted for resolving the dispute through Conciliation mechanism constituted by NHAI. Both the parties have since referred the matter to Conciliation Committee of Independent Experts ("CCIE - 2"). As at the year end, the meetings of CCIE -2 are in progress. CCIE-2 meetings were held on 05.03.2021 and 04.05.2021 in which both the parties placed their arguments before CCIE. CCIE directed both the parties to resolve the dispute in amicable manner. The next meeting is yet to be decided.

(e) Change of Scope Arbitration:

The NHAI issued an unwarranted letter dated 19.09.2018 to the Escrow Bank to release a sum of Rs. 23.82 Crores towards Negative Change of scope works. GJRL had protested the same and approached the High Court of Delhi under Section-9 of Arbitration Act to restrain NHAI from taking any coercive steps against the GJRL till adjudication of the instant disputes. Hon'ble High Court of Delhi granted stay on recovery and Arbitral Tribunal (AT) was constituted for this matter. The Hon'ble High Court transferred the matter to Arbitral Tribunal and granted stay till disposal of AT.

The Arbitral Tribunal was constituted with Dr. Jayant Dasgupta, IAS (Retd.), Maj Gen Joginder Singh, Presiding Arbitrator and Shri N.K.Bahri, Arbitrator.

As per AT directions, GJRL filed statement of Claim on 04.01.2019 and prayed to pass an award in favour of Claimant against the NHAI granting an amount of Rs 15.62 Crores towards cost of change of scope of items additionally executed by the GJRL in the project.

AT Award was published on 07.01.2020. AT declared that the Respondent's action to recover monies from the Escrow Account towards Negative Change of Scope was ultra vires the provisions of Agreement and also rejected Positive Change of Scope made by the Company.

Present status:

The Company and the NHAI have opted for resolving the dispute through Conciliation mechanism constituted by NHAI. Both the parties have since referred the matter to Conciliation Committee of Independent Experts ("CCIE - 2"). As at the year end, the meetings of CCIE -2 are in progress. CCIE-2 meetings were held on 05.03.2021 and 04.05.2021 in which both the parties placed their arguments before CCIE. CCIE directed both the parties to resolve the dispute in amicable manner. The next meeting is yet to be decided.

33 Commitments

	As at	
	31 March 2021	31 March 2020
a) Estimated amount of contracts remaining to be executed on Capital Account not provided for	-	-
b) Uncalled liability on shares and other investments partly paid	-	-
c) Other commitments	The Company has commitment of Operations & Maintenance (O&M) Service Fee and Periodic Maintenance Fee in terms of the O&M Agreement dated 14th May, 2007 entered into with Gayatri Project Limited.	

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Gayatri Jhansi Roadways Limited
(All amounts in ₹ unless otherwise stated)

34 Related party disclosures

a) Name of related parties and nature of relationship

Names of the related parties	Nature of relationship
Gayatri Highways Limited	Holding Company
Gayatri Projects Limited	Enterprises in which Key Management personnel and/or their relatives have significant influence
India Infrastructure Fund	Entity having significant influence (more than 20% interest in the voting power)
J. Brij Mohan Reddy	Director
Bajrang Lal Gupta	Director
M.V. Narasimha Rao (Tenure completed as independent director on 02.03.2021)	Director
Narayanan Gopalakrishnan	Director
Krishnamurthy Chaturvedi	Director
Kola Nagaraju, Chief Financial Officer	Key Managerial Personnel ("KMP")
P. Raj Kumar, Company Secretary	Key Managerial Personnel ("KMP")
Ramasankata Rao Raghumandala, Chief Executive Officer	Key Managerial Personnel ("KMP")

b) Transactions with related parties

	For the year ended	
	31 March 2021	31 March 2020
Gayatri Projects Ltd		
Operation & maintenance expenses	6,34,99,878	5,45,94,834
Other works	-	-
Remuneration to Chief Financial Officer	6,60,000	6,60,000
Remuneration to Company Secretary*	-	-
Sitting Fees paid to:		
M.V. Narasimha Rao	55,000	45,000
Bajrang Lal Gupta	55,000	45,000
Krishnamurthy Chaturvedi	5,000	-

*No remuneration paid to Company Secretary (KMP) in view of being the Company Secretary (KMP) of holding company Gayatri Highways Limited (GHL) in terms of section 203 of Company Act, 2013.

c) Balances receivable/(payable)

	As at	
	31 March 2021	31 March 2020
Gayatri Highways Limited		
Subscription of Equity	(21,61,99,940)	(21,61,99,940)
Gayatri Projects Ltd		
O & M Expenses	(26,05,440)	(2,07,62,830)
Utility Shifting and Change of Scope Advance	8,78,41,742	8,78,41,742
Payable for other works	(40,70,110)	(9,86,349)
India Infrastructure Fund		
Subscription of Equity	(16,54,00,000)	(16,54,00,000)
Gayatri Lalitpur Roadways Limited		
Short-term borrowings	(7,84,89,998)	(7,84,89,998)
Key Managerial Personnel ("KMP")		
Chief Financial Officer	(54,800)	(49,800)
Chief Executive Officer	-	-
Company Secretary	-	-

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Gayatri Jhansi Roadways Limited

Summary of Significant Accounting Policies and Other Explanatory Information

(All amounts in ₹ unless otherwise stated)

35 Segment reporting

Based on the Company's business model and considering the internal financial reporting to the management, the Company has identified only one reportable segment i.e. "construction, operations and maintenance of roads, highways and toll roads"

36 Comparatives

Previous year comparatives have been reclassified and regrouped wherever necessary, to confirm to current years' presentation.

37 Events after the reporting period

There are no significant events after the reporting period that substantially affect the financial position of the company.

38 Impact of Covid-19 on Performance of the Company

The entire world is collectively entangled in fighting the Coronavirus/ COVID-19 pandemic, businesses are facing several financial and physical hardships due to the mandatory government lockdowns. During the FY 2020-21, the lock down period was from 1st April 2020 to 30th May 2020 due to Govt. of India restrictions. The registered office and project office were closed during the period. However, the company has provided mandatory operation and maintenance services on the project road during the lockdown period.

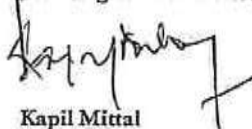
The Company is a Special Purpose Vehicle incorporated for execution of project "Improvement, Operation and Maintenance, Rehabilitation and Strengthening of existing 2-lane Road and widening to 4-lane Divided Highway of NH-25/26 in the state of Uttar Pradesh on Build Operate Transfer (BOT) on Annuity Basis". During the Financial Year 2020-21, the Company has received 2 annuities on due dates. There was no impact of COVID-19 on the performance of the Company during the year either on revenue to the company. The travelling cost was reduced significantly because the meetings with NHAI, lawyers, bankers were held through online mode. During mandatory lockdown and Govt. restrictions, the employees have worked from home intermittently. Hence, there was no impact on productivity of employees. We would like to highlight that the Company has received 22nd and 23rd Annuities on due dates during the year without any delay.

Since, the receipt of the Annuity from NHAI is fixed and is not linked to the Toll Revenue on the project road, the risk of non-payment of annuities for the financial year 2021-22 is very low. However, there may be slight delays in payment of annuities from NHAI due to the ongoing COVID-19 pandemic. The Company is also entitled to claim interest on delayed payment of Annuity as per the clause no. 31.2 of the Concession Agreement. Hence, the Company is confident that the Covid-19 may not make any material impact on the company's revenue and operations.

For N. C. Mittal & Co.

Chartered Accountants

Firm Registration Number: 000237N



Kapil Mittal
Partner

Membership No. 503378


Place: New Delhi

Date: 30.08.2021

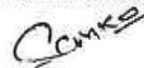
For and on behalf of Board of directors of
Gayatri Jhansi Roadways Limited



J. Brij Mohan Reddy
Director
DIN:00012927

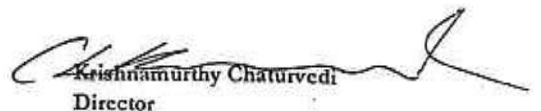


Kola Nagaraju
Chief Financial Officer

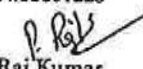


Ramasankara Rao Raghumandala
Chief Executive Officer
Place: Hyderabad

Date: 08.06.2021



Krishnamurthy Chaturvedi
Director
DIN:08661228



P. Raj Kumar
Company Secretary



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