GAYATRI

Date: October 16, 2018.

To, **The General Manager,** **The Department of Corporate Relations,** **The Bombay Stock Exchange Limited.,** **25th Floor, Phiroz Jeejeebhoy Towers,** **Dalal Street, Mumbai – 400 001**	**To,** **The Secretary,** **National Stock Exchange of India Ltd.** **5th Floor, Exchange Plaza** **Plot No.C/1, G Block** **Bandra Kurla Complex, Bandra (East)** **Mumbai -400 051.**

Sub: Submission of Annual Report under regulation 34 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Reg.,

Pursuant to regulation 34 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed 29th Annual Report of the Company for the Financial Year ended 31.03.2018 being approved and adopted in the 29th Annual General Meeting of the Company.

This is for your kind information and record please.

Yours truly,
For GAYATRI PROJECTS LIMITED

Gayatri Projects Ltd. Hyderabad

(CS I.V. LAKSHMI)
Company Secretary and Compliance Officer
Membership No.17607

Regd. & Corp. Office :
Gayatri Projects Limited, B1, 6-3-1090, TSR Towers
Raj Bhavan Road, Somajiguda, Hyderabad 500 082. T.S
CIN: L99999TG1989PLC057289

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www.gayatri.co.in

Gayatri Projects Limited

GAYATRI



Efficiency. Execution. Excellence.

ANNUAL REPORT
2017-18

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Corporate Information

Board of Directors

Smt. T. Indira Subbarami Reddy	Chairperson	(DIN: 00009906)
Sri. T.V. Sandeep Kumar Reddy	Managing Director	(DIN: 00005573)
Sri. J. Brij Mohan Reddy	Executive Vice Chairman	(DIN: 00012927)
Sri. G. Siva Kumar Reddy	Independent Director	(DIN: 00439812)
Sri. V. L. Moorthy	Independent Director	(DIN:00013083)
Sri. Ch. Hari Vittal Rao	Independent Director	(DIN: 00012970)
Sri. J. N. Karamchetti	Independent Director	(DIN: 00940963)
Sri. Birendra Kumar	Nominee Director	(DIN: 08071170)

Company Secretary & Compliance Officer

CS I.V. Lakshmi

Chief Financial Officer

CA P. Sreedhar Babu

Statutory Auditors

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

Bankers

Andhra Bank
Bank of Baroda
Bank of Maharashtra
Canara Bank
Corporation Bank
The Federal Bank Ltd.
IDBI Bank Ltd.
Indian Overseas Bank
Punjab National Bank
State Bank of India
Syndicate Bank
Union Bank of India
United Bank of India
Dena Bank

Registered & Corporate Office

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

Registrars & Transfer Agents

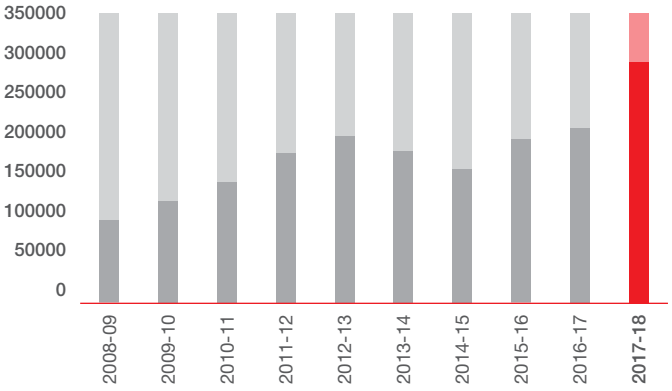
Karvy Computershare Private Limited
Karvy Selenium Tower No.B, Plot No.31-32
Gachibowli, Financial District,
Nanakramguda, Hyderabad – 500 032.
Tel: 040 – 67162222 Fax: 040 – 23420814
Email: einward.ris@karvy.com
Website: www.karvycomputershare.com

Financial Highlights

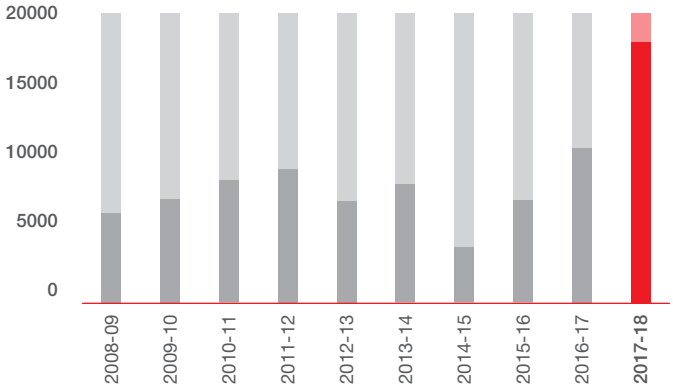
(₹ in Lakhs)

DESCRIPTION	2017-18	2016-17	2015-16	2014-15	2013-14	2012-13	2011-12	2010-11	2009-10	2008-09
Turnover	2,91,231	2,11,535	1,81,221	1,60,114	1,81,253	2,02,220	1,80,190	1,44,055	1,25,249	1,00,459
Profit Before Tax	18,255	10,946	6,969	3,509	8,248	10,201	6,984	9,176	8,100	6,344
Profit After Tax	18,809	7,043	5,801	2,205	4,761	6,309	4,597	5,000	5,335	4,162
EBITDA	46,767	30,503	25,946	20,757	26,969	26,605	19,994	17,063	14,219	11,358
Equity Capital	3,744	3,545	3,545	3,023	3,023	3,023	2,397	1,199	1,110	1,010
Reserves & Surplus	1,08,560	70,555	81,057	65,231	63,574	59,520	49,225	32,597	26,931	20,565
Net Worth	1,12,304	74,100	84,602	68,254	66,596	62,543	51,622	33,796	28,041	21,575
Gross Block	65,799	57,937	47,219	46,203	45,432	45,069	44,618	37,012	30,030	27,479
Net Block	33,497	30,925	22,686	20,812	22,936	24,738	27,394	21,929	16,615	16,067
Book Value (₹) Per Share of ₹ 2/- each	59.99	41.81	47.32	45.16	42.06	41.38	43.08	56.38	50.50	42.70
EPS (₹) Basic	10.58	3.97	3.46	1.46	3.15	24.53	37.83	43.10	46.02	40.89

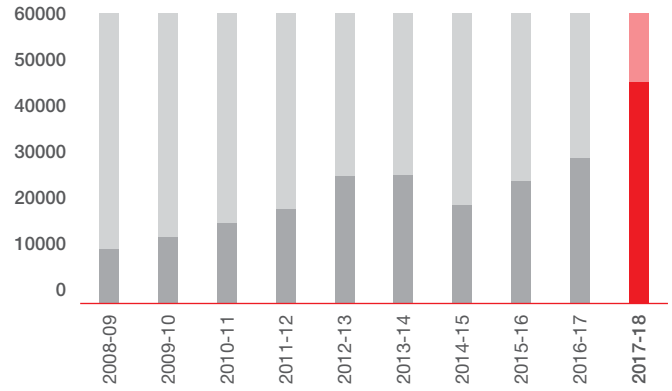
Turnover ₹ in Lakhs



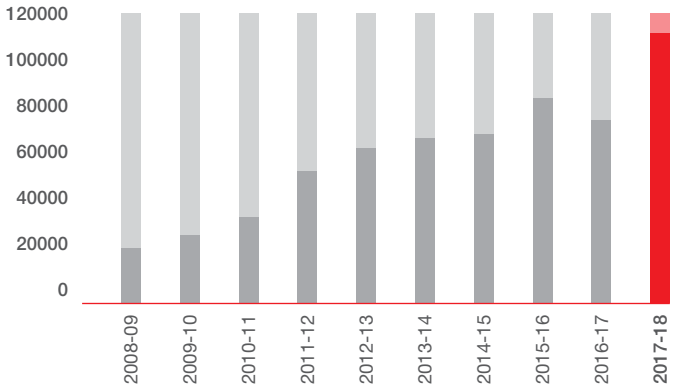
Profit Before Tax ₹ in Lakhs



EBITDA ₹ in Lakhs



Net Worth ₹ in Lakhs



Notice

NOTICE is hereby given that the **TWENTY NINTH ANNUAL GENERAL MEETING** of M/s. Gayatri Projects Limited will be held at KLN Prasad Auditorium, The Federation of Telangana and Andhra Pradesh Chambers of Commerce and Industry, Federation House, 11-6-841, Red Hills, P.B.14, Hyderabad – 500004, on Friday the 28th September, 2018 at 4:00 p.m to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2018 and the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.

2. To appoint a Director in place of Smt. T. Indira Subbarami Reddy, who retires by rotation, and being eligible, offers herself for re-appointment.

3. **To Appoint Auditors And Fix Their Remuneration**
To consider and if thought fit, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of sections 139 (2) and 142(1) of the Companies Act 2013 the retiring Auditors, M/s. M O S & ASSOCIATES LLP, Chartered Accountants, Hyderabad be and are hereby reappointed as Auditors of the Company to hold office from the conclusion of 29th Annual General meeting until the conclusion of the 34th Annual General Meeting (for a term of consecutive period of five years) at such remuneration as may be determined by the Board of Directors of the Company from time to time."

Special Business:

4. **Ordinary Resolution for ratification of remuneration payable to M/s. N.S.V. KRISHNA RAO & CO., appointed as Cost Auditors of the Company for the F.Y 2018-19.**
To consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION**:**

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Cost Record and Audit) Rules, 2014, **M/s. N.S.V. KRISHNA RAO & CO,** Cost Accountants appointed as Cost Auditors by the Board of Directors of the Company to audit the cost records of the Company for the financial year 2018-19 for a remuneration of ₹ 1,15,000 (Rupees One Lakh Fifteen Thousand) per annum plus applicable service tax and out of pocket expenses that may be incurred be and is here by ratified."

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

5. **Revision in remuneration of Sri T. V. Sandeep Kumar Reddy as Managing Director.**
To consider and if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT in supersession to earlier resolution passed by the shareholders in the Annual General Meeting held on 29.09.2014 and pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions, if any, of the Companies Act, 2013 & the Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013 and subject to other requisite approvals, if any, consent of the Members be and is hereby accorded to pay revised remuneration to Mr. T.V Sandeep Kumar Reddy, Managing Director of the Company (DIN: 00005573), on such terms and conditions for a period commencing from 1st October, 2018 to 30th September, 2019 as stated below:

The remuneration payable is as follows:

Name & Designation	Salary (₹ P. M.)	Commission
Sri T. V. Sandeep Kumar Reddy Managing Director	₹ 44,00,000	1% of net profits of the company computed in accordance with section 197 and 198 of the Companies Act, 2013

However the company's contribution to Provident fund, Superannuation or Annuity fund, to the extent these singly or together are not taxable under the Income Tax Act, 1961, and gratuity payable and encashment of leave at the end of the tenure, as per the rules of the Company, shall not be included in the computation of limits for the remuneration which includes salary.
The terms and conditions and payment of remuneration are within the limits specified herein may be altered and varied from time to time by the Nomination and Remuneration Committee and the Board of Directors of the company as it may, at its discretion deem fit. The Board is also entitled to revise the salary

payable to the said Managing Director, which shall not exceed the limits specified under **Section 197 read with Schedule V of the Companies Act, 2013** (including any statutory modifications or re-enactment thereof for the time being in force) or any amendment made thereto. The Managing Director will not be entitled for sitting fees.

Minimum Remuneration:

"RESOLVED FURTHER THAT in pursuance of the provisions of Section 197(3) and other applicable provisions, if any, of the Companies Act, 2013, and the Rules framed there under Sri. T.V. Sandeep Kumar Reddy, Managing Director, may be paid the above mentioned remuneration as minimum remuneration in the event of absence or inadequacy of profits in any financial year during his term of office as Managing Director, in accordance with the provisions of Schedule V to the Companies Act, 2013."

"RESOLVED FURTHER THAT any one of the Directors of the Company, be and are hereby severally authorized to sign and file such forms or documents as may be required to be filed with Ministry of Corporate Affairs or Registrar of Companies or such other authority as may be required, to settle any doubt or question arising with regards to the aforesaid appointment and to do all such acts, deeds, matters and things as may be necessary to give full effect to the foregoing resolution."

6. Re-appointment of Sri. J. Brij Mohan Reddy as Executive Vice Chairman.

To consider and if thought fit to pass with or without modifications the following resolutions as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to provisions of sections 196, 197, 203 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act), as amended or re-enacted from time to time, the Company hereby approves the re-appointment of Sri J. Brij Mohan Reddy as Executive Vice Chairman of the Company for a period of three years commencing from October 1, 2018 to September 30, 2021 with the following terms and conditions:

1) **Period:** For a period of 3 years commencing from 1st October 2018 to 30th September 2021.

2) **Nature of Duties:** Sri J. Brij Mohan Reddy shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and/or subsidiaries, including performing duties as assigned by the Board and/or subsidiaries or any other executive body or any committee of such a Company.

3) **Remuneration:** Salary of ₹ 11,00,000/- per month and other perquisites as applicable to the senior management of the Company. The remuneration may be reviewed by the Nomination and Remuneration Committee from time to time.

4) The terms and conditions of the appointment of the appointee may be altered and varied from time to time by the Board/Committee as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board/Committee and the appointee, subject to such approvals as may be required.

Minimum Remuneration:

"RESOLVED FURTHER THAT in pursuance of the provisions of Section 197(3) and other applicable provisions, if any, of the Companies Act, 2013, and the Rules framed there under Sri J. Brij Mohan Reddy as Executive Vice Chairman of the Company, may be paid the above mentioned remuneration as minimum remuneration in the event of absence or inadequacy of profits in any financial year during his term in accordance with the provisions of Schedule V to the Companies Act, 2013."

"RESOLVED FURTHER THAT any one of the Directors of the Company, be and are hereby severally authorized to sign and file such forms or documents as may be required to be filed with Ministry of Corporate Affairs or Registrar of Companies or such other authority as may be required, to settle any doubt or question arising with regards to the aforesaid appointment and to do all such acts, deeds, matters and things as may be necessary to give full effect to the foregoing resolution."

By order of the Board
For **Gayatri Projects Limited**

CS I. V. Lakshmi
Company Secretary & Compliance Officer

Place: Hyderabad
Date: 14th August, 2018

NOTES:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company. Proxies, in order to be effective must be received at the company's registered office not less than 48 hours before the meeting. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. Must be supported by appropriate resolution / authority as applicable, issued on behalf of the nominating organization.

2. The Register of Members and the Share Transfer Books of the Company will be closed from 22nd September, 2018 to 28th September, 2018 (both days inclusive).

3. Shareholders are requested to bring their copies of Annual Report to the Annual General Meeting.

4. A member desirous of seeking any information on the accounts or operations of the Company is requested to forward his / her query to the Company at least seven working days prior to the meeting, so that the required information can be made available at the meeting.

5. Members, holding shares in physical form are requested to notify immediately any changes in their address to the Registrar and Transfer Agents (RTA), M/s. Karvy Computershare Pvt. Ltd., Karvy Selenium Tower No.B, Plot No.31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad : 500 032. Phones: P: +91

040.671.61591 Fax: 23420814. Members, holding shares in electronic form, are requested to notify any such changes to the concerned Depository Participant.

6. Pursuant to Section 108 of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, the Company is pleased to provide member's the facility to vote at the 29th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Karvy Computershare Private Limited ("Karvy").

7. It may be noted that this e-voting facility is optional. The e-voting facility will be available at the link http://evoting.karvy.com during the e-voting period commences from 25th September, 2018 (9 a.m. IST) to 27th September, 2018 (5 p.m. IST).

8. Details regarding Appointment/ Re-appointment of Directors (in accordance with Regulation 36 of the Securities and Exchange Board of India [Listing Obligation and Disclosure Requirements] Regulations, 2015):

Name of the Director	T. Indira Subbarami Reddy	J. Brij Mohan Reddy
Director Identification No	00009906	00012927
Date of Birth	13.03.1951	22.08.1941
Date of appointment	08.03.1996	30.03.1994
Occupation	Industrialist	Industrialist
Relationship between directors inter-se	Mother of T. V. Sandeep Kumar Reddy	Father in law of T.V. Sandeep Kumar Reddy
Nature of expertise in specific functional area	30 years of experience in the construction industry	54 years of experience in the Heavy Engineering Construction and the harbour engineering industries.
Directorship in other Listed Entities	Gayatri Tissue and Papers Limited and Gayatri Sugars Limited	Nil
Membership of Committees of other Listed Companies (includes only Audit Committee and Stakeholders Relationship Committee)	1	Nil
Shareholding in the Company	5,71,29,500 Shares	2,250 Shares

9. The Company has appointed, Mr. Y. Koteswara Rao, Practicing Company Secretary, as a Scrutinizer(s) to scrutinize the e-voting and ballot process for Annual General Meeting in a fair and transparent manner.

Procedure and Instructions for e-Voting

I. Remote e-voting: In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Computershare Private Limited (Karvy) on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (Remote e-voting).

The Company has appointed Mr. Y. Koteswara Rao, Practicing Company Secretary as the Scrutinizer for conducting the e-voting and ballot process in a fair and transparent manner. E-voting is optional. The e-voting rights of the shareholders / beneficial owners shall be reckoned on the equity shares held by them as on 22nd September, 2018 being the Cut-off date for the purpose. The Shareholders of the Company holding shares either in dematerialized or in physical form, as on the Cut-off date, may cast their vote electronically. A person who is not a shareholder on the Cut-off date should treat this Notice for information purposes only.

(A) In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company/Depository Participants (s)]:

i. Launch internet browser by typing the URL: https://evoting.karvy.com.

ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.

iii. After entering these details appropriately, click on "LOGIN".

iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

v. You need to login again with the new credentials.

vi. On successful login, the system will prompt you to select the "EVENT" i.e., "Gayatri Projects Limited"

vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/

AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.

ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

x. You may then cast your vote by selecting an appropriate option and click on "Submit".

xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email scrutinizer@gayatri.co.in with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format

xiii. "Corporate Name Event No."

(B) In case of Members receiving physical copy of Notice [for Members whose email IDs are not registered with the Company/Depository Participant(s)]:

i. E-Voting Event Number – XXXX (EVEN), User ID and Password is provided in the Attendance Slip.

ii. Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.

II. Voting at AGM: the Members, who have not cast their vote through Remote e-voting, can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM Venue. Members who have already cast their votes by Remote e-voting are eligible to attend the Meeting; however those Members are not entitled to cast their vote again in the Meeting.

A Member can opt for only single mode of voting i.e. through Remote e-voting or voting at the AGM. If a Member casts votes by both modes then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

Other Instructions

a. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of https://evoting.karvy.com (Karvy Website) or contact K.S.Reddy, (Unit: M/s. Gayatri Projects Ltd) of Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at evoting@karvy.com or phone no. 040 – 6716 1500 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.

b. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

c. The remote e-voting period commences on 25th September, 2018 (9 a.m. IST) to 27th September, 2018 (5 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September, 2018 may cast their votes electronically. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

d. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e. 22nd September, 2018.

e. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting i.e., 22nd September, 2018 he/she may obtain the User ID and Password in the manner as mentioned below:

i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 921.299.3399

Example for NSDL:

MYEPWD <SPACE> IN123.456.12345678

Example for CDSL:

MYEPWD <SPACE> 140.234.5612345678

Example for Physical:

MYEPWD <SPACE> XXXX123.456.7890

ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of https://evoting.karvy.com, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

iii. Member may call Karvy's toll free number 1800-3454-001.

iv. Member may send an e-mail request to evoting@karvy.com. However, Karvy shall Endeavour to send User ID and Password

to those new Members whose mail ids are available.

f. Once you have cast your vote on a resolution you will not be allowed to modify it subsequently. Kindly note that once you have cast your vote you cannot modify or vote on poll at the Annual General Meeting. However, you can attend the meeting and participate in the discussions, if any.

g. The Portal will remain open for voting from: 25th September, 2018 (9 a.m. IST) and ends on 27th September, 2018 (5 p.m. IST) (both days inclusive). The e-voting portal shall be disabled by Karvy thereafter.

h. The Scrutinizer shall within a period not later than 3 (Three) days from the conclusion of the voting at the annual general meeting, first count the votes cast at the annual general meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least 2 (Two) witnesses not in the employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than 3 (Three) days after the conclusion of the annual general meeting to the Chairman of the Company. The Chairman, or any other person authorised by the Chairman, shall declare the result of the voting forthwith.

i. The resolutions will be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite number of votes in favour of the resolutions.

j. The results declared along with the Scrutinizer's Report(s) will be placed on the website of the Company www.gayatri.co.in and on Karvy's website (https://evoting.karvy.com) immediately after it is declared by the Chairman, or any other person authorised by the Chairman, and the same shall be communicated to National Stock Exchange of India Limited and BSE Limited.

Annexure
To Notice

Explanatory Statement
Pursuant to Section 102 of the Companies Act, 2013

Item No.5:
Mr. T. V. Sandeep Kumar Reddy, aged about 52 years is associated with the company since its incorporation in the year 1989. Mr. T.V. Sandeep Kumar Reddy has done Masters in Construction Engineering and Management from University of Michigan at Ann Arbor, USA and also holds a Bachelor Degree in Civil Engineering from Purdue University. He is looking after the day to day affairs of our company and is designated as Managing Director of our Company.

The remuneration committee and The Board of Directors at their meeting held on 14.08.2018, has approved revised remuneration payable to Mr. T. V. Sandeep Kumar Reddy as Managing Director of the Company for the period commencing from 1st October, 2018 to 30th September, 2019 subject to consent of the Members at the ensuing Annual General Meeting of the Members of the Company, on the terms and conditions and remuneration detailed in the resolution as proposed.

Except Mr. T. V. Sandeep Kumar Reddy, Mrs. T. Indira Subbarami Reddy and Mr. J. Brij Mohan Reddy (as relatives) none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution.

The Board recommends the above resolution for approval of the members by way of special resolution.

Item No.6:
Sri J. Brij Mohan Reddy, aged 77 years, is an Engineering Graduate from Berkley University in U.S.A. He has specialized in Harbour Engineering (i.e., construction of break waters, piers, wharf walls, jetties etc.), RCC structures, Steel structures and Highway projects. He joined as Director in the Board of GPL in the year 1994. He is responsible for construction of the entire fisheries harbour at Chennai and major portion of mechanized ORE-handling project for Chennai Port Trust. He is also Director in Board of Indore Dewas Tollways Limited., Gayatri Jhansi Roadways Ltd., Gayatri Lalitpur Roadways Ltd., Chamundeswari Builders Pvt. Ltd., Balaji Highway Holdings Pvt. Ltd., Considering his experience, the Board proposes to extend his appointment as Executive Vice- Chairman for further 3 years without any change in remuneration and present designation, i.e from 1st October 2018 to 30th September 2021 subject to the approval of the members in the ensuing Annual General Meeting.

Re-appointment and remuneration proposed to be paid to Sri J. Brij Mohan Reddy as Executive Vice- Chairman has also been recommended by the Nomination and Remuneration Committee. The remuneration will be within the limits permissible under Companies Act, 2013 read with Schedule V to the Act.

Except Mr. T. V. Sandeep Kumar Reddy, Mrs. T. Indira Subbarami Reddy and Mr. J. Brij Mohan Reddy (as relatives) none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution.

The Board recommends the above resolution for approval of the members by way of special resolution.

By order of the Board
For **Gayatri Projects Limited**

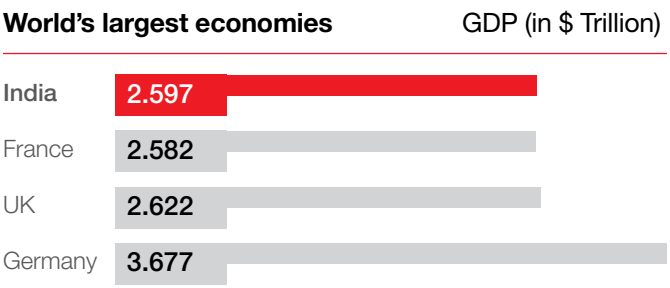
CS I. V. Lakshmi
Company Secretary & Compliance Officer

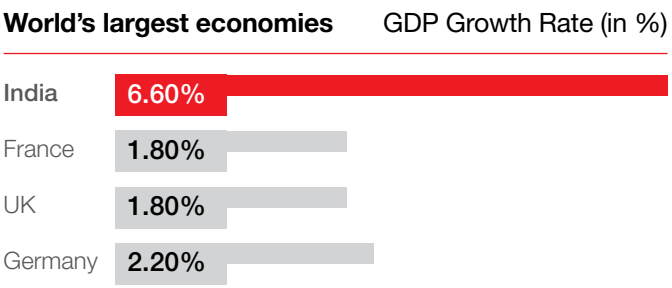
Place: Hyderabad
Date: 14th August, 2018

Management Discussion and Financial Analysis

Indian economic outlook

In the last few years, India's economic growth has accelerated, and during FY 2018, it overtook France as the world's sixth-largest economy, according to World Bank data. In the last decade itself, India has almost doubled the size of its economy as its GDP rose by an average of 8.3% from $1.201 Trillion in FY 2007 to $2.597 Trillion in FY 2017. As the country brushes off the lingering effects of demonetisation and the implementation of the Goods and Services Tax (GST), its consistent GDP growth will ensure it continues the trajectory to become an economic powerhouse.





Source: World Bank

Infrastructure sector in India

Infrastructure support for the economy is crucial at this juncture of India's economic progress. The Government of India (GoI) is focussed on developing world-class infrastructure to expedite the nation's development as is evidenced by the increasing allocation of budgetary resources towards the sector. In Union Budget 2018-19, the GoI allocated ₹ 5.97 Trillion towards the infrastructure industry. A major proportion of this allocation is set aside for the roads and highways sector as rural and border connectivity and urban expressway expansion are the key to India's transportation network. Apart from roads and highways, the infrastructure industry also encompasses irrigation, civil works for industrial projects, power, telecom and railways, among others. According to the GoI, India requires investments worth ₹ 50 Trillion in infrastructure by 2022 for the country's sustainable development.

Additionally, the GoI has also been streamlining the process for obtaining various clearances, driving faster execution for private players partnering India's infrastructure growth. The public-private partnership (PPP) mode of project allocations has been constantly evolving to ensure higher transparency, as well as improved stability for private players within the infrastructure sector.

One of the most effective methods of infrastructure project allocation is the engineering, procurement and construction (EPC) contract, which ensures a clean balance sheet for the private enterprise involved in the project. Other methods of project awards include Build, Operate and Transfer (BOT), Hybrid Annuity Model (HAM) and Toll, Operate and Transfer (TOT). While the HAM method is becoming popular, the EPC mode of project award continues to be the one with the highest guarantee for success.

Roads and highways

As part of its new integrated infrastructure-planning model, the GoI unveiled the largest-ever road budget of ₹ 1.21 Trillion in FY 2019. Almost 60% of all goods and over 80% of all passenger traffic are transported through India's road network and hence, improved connectivity within the remotest of locations in the country is of prime importance. Data from the Ministry of Road Transport and Highways suggests that in FY 2018, over 122,400 km of highways were constructed at an average pace of 28 km per day.

The GoI has approved the 'Bharatmala Pariyojana', which is a centrally sponsored and funded road and highways project. The total investment for this ambitious project is estimated at ₹ 5.35 Trillion, making it the single largest outlay for a government road construction scheme. The project will build highways from Gujarat and Rajasthan, move to Punjab and then cover the entire string of Himalayan states – Jammu and Kashmir, Himachal Pradesh and Uttarakhand. It will then traverse portions of borders of Uttar Pradesh and Bihar, alongside the Terai region, finally moving to West Bengal, Sikkim, Assam, Arunachal Pradesh, and stretch right up to the Indo-Myanmar border in Manipur and Mizoram. Special emphasis will be put on providing connectivity to far-flung border and rural areas including the tribal and backward regions.

The National Highways Authority of India (NHAI) plans to build 50,000 km of roads by 2022 as part of a long-term goal of doubling the length of the national highway network to 200,000 km. Accordingly, Union Minister for Road Transport & Highways, Shri. Nitin Gadkari, has set the national highway project award target at 20,000 km for the current financial year, which is 25% higher than the previous year. Highway construction target for

FY 2019 was fixed at 16,420 km with a per day construction rate of 45 km.

Irrigation

As stated by Federation of Indian Chambers of Commerce and Industry (FICCI), India accounts for ~17% of the world's total population but only 4% of the total global freshwater resources. The informal agriculture sector continues to be India's primary industry and source of huge employment, which has compelled the GoI to increase its focus on developing this space. Out of a total ₹ 140.13 Million ha of sown area, India's net irrigated area is ₹ 68.38 Million ha while ₹ 71.74 Million ha remains un-irrigated. The GoI launched the Pradhan Mantri Krishi Sinchayee Yojana (PMKSY) in FY 2016 to bridge this gap by combining ongoing schemes of micro irrigation.

In Union Budget 2018-19, GoI allocated ₹ 26 Billion to PMKSY — Har Khet Ko Pani Scheme for 96 irrigation-deprived districts. Micro- irrigation has been marked as one of the priority areas for development and an exclusive fund is being set up for it same at National Bank for Agriculture and Rural Development (NABARD). The FY 2018 target for coverage under micro-irrigation programmes stood at ₹ 1.2 Million ha. Thus, untapped potential in the micro-irrigation industry totalled at ₹ 70 Million ha.

Other infrastructure avenues

Apart from roads, highways and irrigation, the GoI has increased its focus on other infrastructure segments including power, mining, land development and railways, among others. For the last three-to-four years, private investment in industrial infrastructure has been sluggish, which was further hindered by economic disruptions due to demonetisation and GST transition. However, the GoI is initiating policies to revive the private capital expenditure (capex) cycle. Industry experts believe that the private investment cycle will energise after the 2019 general elections.

An overview of Gayatri Projects Limited

At Gayatri Projects Limited (Gayatri), we have evolved into one of India's leading construction and infrastructure companies with a dedicated focus on asset-light EPC operations. We have over five decades of experience in execution of major civil works. Our operations are spread across 19 states in the country. With a strong execution track record, robust order pipeline that provides high revenue visibility and an 'asset-light' business model, we are on the road to sustainable growth.

Business capabilities

Founded in 1963, Gayatri evolved into a pure-play EPC company with a robust market share in diverse infrastructure segments. It has over five decades of experience, during which it has witnessed several business cycles. Today, it has emerged as a strong and efficient organisation that solely focusses on asset-light EPC work.

The Company has an excellent execution track record driven by its asset-light strategy, a robust execution team and experienced management. Over the last 25 years, Gayatri has built over 6,850 lane km of roads. And in the last 5 years, it has completed over 40 projects aggregating to ₹ 90 Billion. The Company has already incurred a large part of its capex for the next two years and now owns an extensive fleet of 2,300 pieces of construction equipment. Gayatri is concentrating on building a technology-driven execution process using IoT and cloud-computing to increase efficiency in project completion and optimum asset utilisation. It is also introducing Unmanned Aerial Vehicles (UAVs) to improve overall performance.

The Company enjoys a high medium-term revenue growth visibility driven by its large order wins. Its order book stood at ₹ 131 Billion as on 31st March, 2018, and it has already bagged fresh orders worth almost ₹ 50 Billion in the first quarter of FY 2019. The large order inflow ascribes to a book-to-bill ratio of 4.5x, which offers the Company a revenue visibility for at least the next three years.

Gayatri has always believed in diversification to avoid over-dependence on any one sector or geography. Thus, in terms of business segments, roads and highways contribute the major portion of the order book (~60%), followed by irrigation at 25%. Other avenues like mining, power, land development and railways form the rest of the order book. With respect to geographical diversification, our Company has operations in almost 19 states in India. Uttar Pradesh (17%) and Odisha (21%) are the two largest contributors to the order book followed by Telangana (10%), Maharashtra (6%), Jammu & Kashmir (10%) and Andhra Pradesh (11%).

Order book share of the various business segments (%)

Roads and highways	60%
Irrigation	25%
Others (mining, power, land development and railways)	15%



The Company has undertaken deleveraging initiatives by focussing its attention on creating an asset-light model by reducing or monetising its exposure to asset development business. During the reporting period, Gayatri demerged its BOT road portfolio into a new entity, Gayatri Highways, which is now separately listed on India's stock exchanges. The new enterprise contains the Company's four annuity and three toll highway BOT projects. Similarly, the Company is also looking to monetise a 6% investment in Sembcorp, which is developing a 2,640 MW power complex; and has already filed the Draft Red Herring Prospectus (DRHP) with Securities and Exchange Board of India (SEBI) for an initial public offering (IPO).

Digital revolution

Gayatri aims to be a pioneer in digitisation of India's construction industry. Its objective is to optimise the utilisation of machinery and equipment using enhanced software and processes. It is, therefore, using technologies like Internet of Things (IoT), cloud computing and others to technologically upgrade its systems. The implementation of these technologies will allow the Company to track all projects in real-time and accordingly, assist the project costs reconciliation.

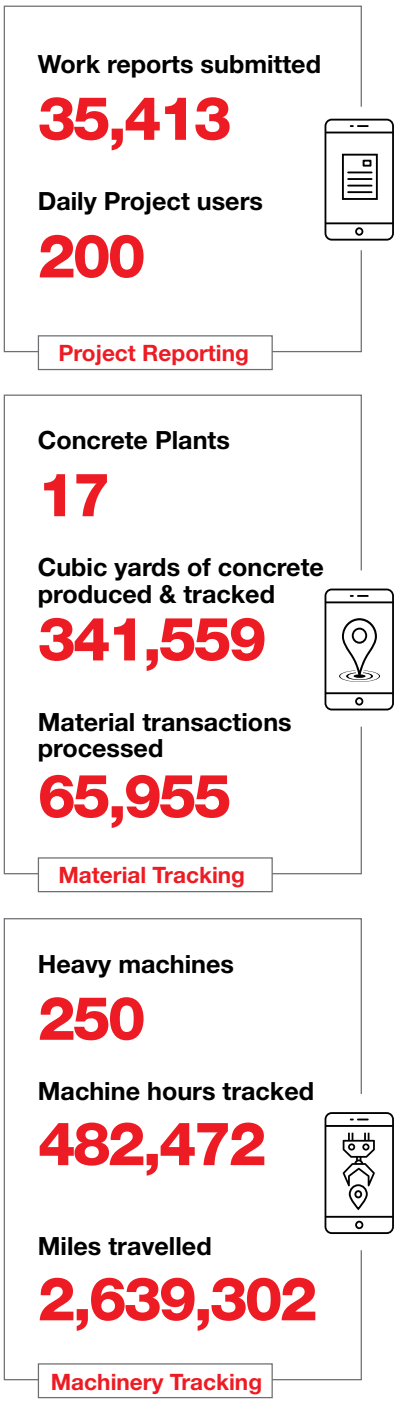
The Company is adopting a Digital Project Management System (DPMS), which will use web or mobile applications for live project reporting and an IoT plant unit to track all materials being used in particular projects. Additionally, the DPMS will include an IoT vehicle unit for tracking dump trucks and heavy

machinery and ensure their most efficient and cost effective use. The application of the new technology architecture will assist in projects costs reconciliation, at any given point, making processes and teams more productive and efficient.

Pilot project for digitisation

Gayatri's pilot project for digitisation currently includes three national highway projects worth approximately ₹ 32,500 Million covering over 300 km of roads.

Scale of pilot project



The pilot project with DPMS has been successful as the Company observed improved coordination of resources, optimal utilisation of time, assets and funds, as well as more efficacy in operations.

The Company now aims to roll out DPMS to all its heavy civil construction projects in the next 18 months. Along with roads and highways, the digitisation drive will be extended other sectors as well, including irrigation, railway and land development projects. At the end of the 18-month period, the Company expects to operate at least 90% of its order book within the DPMS framework.

The Company executed Package 6 of the Eastern Peripheral Expressway smoothly with the help of DPMS. Eastern Peripheral Expressway is a marquee six-lane highway project of the Government of India, which runs through Haryana and Uttar Pradesh. It was a high-priority project for NHAI as it was designed to decongest traffic in the National Capital Region (NCR) region and reduce pollution. Gayatri bagged a part of the project (Package 6) and demonstrated superior execution prowess with the help of DPMS to complete it ahead of schedule. The project was successfully completed within 708 days, when the allotted construction period was of 910 days. The Company received an appreciation letter from the NHAI acknowledging the same.

FY 2018 performance

Gayatri closed FY 2018 with revenues of ₹ 29,123 Million, a growth of more than 37% over the last year. This led to an EBITDA of ₹ 4,677 Million, up 45% on a year-on-year basis. FY 2018 EBITDA margins crossed 16% compared to 14% in the previous year. Due to reduced interest costs on the back of balance sheet deleveraging, Profits After Tax (PAT) grew more than 150% to ₹ 1,881 Million as against ₹ 704 Million in FY 2017.

FY 2018 proved to be a transformational year for the Company. It delivered on all its promises and forged ahead with key deliverables that demonstrated its superior growth and balance sheet.

Improved debt-to-equity ratio

By deleveraging its balance sheet, monetising and demerging its non-core assets and shifting focus to an asset-light strategy, Gayatri managed to bring down its debt-to-equity ratio from 2.5x in FY 2017 to 1.5x in FY 2018.

Enhanced return ratios

With conscious effort towards strengthening its balance sheet, the Company delivered higher return ratios to improve shareholder value. Return on Equity (RoE) exceeded the 20% mark for the first time in 10 years in FY 2018, which stood at 20.2%. The Company now has some of the highest return ratios in India's construction industry with Return on Capital Employed (RoCE) at 15.2% vis-à-vis 10.8% the previous financial year.

Industry-leading EBITDA margins

The Company has the highest market share of NHAI's EPC project awards and maintains its industry-leading EBITDA margins of over 16% by capitalising on its improved balance sheet, strong past track record and robust execution team.

High bank guarantees

The deleveraging of the balance sheet has not only improved its return ratios but also the Company's bank guarantee limits. Gayatri has existing bank guarantees of ₹ 37 Billion that can potentially allow it to maintain an order book of over ₹ 200 Billion.

Reduced working capital cycle

Over the years, the Company has improved its working capital cycle by improving its execution capabilities and forging strong enduring relationships with its customers and suppliers. It has successfully decreased its 127-days working capital cycle in FY 2013 to a 78-days cycle in FY 2018. This transformation was supported by a sharp decline in the inventory days as the Company continued to move towards an asset-light business model supported by the DPMS.

Looking ahead

Going forward, the Company expects to continue its superior growth trajectory supported by operational efficiencies and technological interventions. It will pursue further deleveraging of the balance sheet and maximise free cash flows to improve shareholder returns. The Company is on track to achieve RoE and RoCE growth rates in the range of mid-twenties, as well as debt-to-equity ratios below 0.5x over the next two to three years.

The Company will also continue to focus on further strengthening its balance sheet and order inflows. While the Company has guided for an annual new order intake of more than ₹ 60 Billion in FY 2019, we have already bagged new orders worth ₹ 50 Billion in Q1 FY 2019 and expect the order inflows to exceed the stated guidance in FY 2019. It is confident that any shortfalls in FY 2020 due to the general elections can be fulfilled during the current financial year itself. Ultimately, the Company expects to maintain a book-to-bill ratio in excess of 3x.

Gayatri expects revenue growth of 25-30%, increase in PAT growth 35-40%, and EBITDA margins above 16% over FY 2019 and FY 2021 period. Additionally, the Company is confident of its abilities to create sustainable value for its stakeholders in the coming years.

Risks and concerns

Competition risk: The Company operates in the GoI's key focus sectors and hence, faces competition from various other players wanting to partner India's growth story. This can create potential price wars, which will eat into the Company's financials. Gayatri, however, bids for only EPC contracts from both the central and state governments rather than concentrating on the HAM model. This pure-play EPC model is not followed by many other well-established construction companies, and hence, the Company continues to grow its market share and maintain and improve its margins.

Capital risk: Due to the capital-intensive nature of the infrastructure industry, access to capital for project completion is the key to success. Non-availability of capital can be detrimental to a project's continuity. Gayatri has, over the past four years, made conscious efforts towards balance sheet deleveraging, resulting in reduction of the debt-to-equity ratio. This improved ratio coupled with the Company's robust track record has instilled confidence in the bankers, ensuring bank guarantees.

Raw material risk: The availability of key raw materials on time is crucial for successful execution of projects. Volatility in the prices or supply of raw materials can impact project financing and cash flows. To mitigate this risk, the Company has maintained long-standing relationships with its suppliers and vendors.

Labour Risk: Workers are very important for each project and form the most valuable asset for any construction company. Extraordinary attritions can lead to severe problems in operations. Thus, the Company has adopted several employee engagement initiatives that include a wholesome training and motivation programme for all employees. At the same time, the Company ensures a healthy, safe and secure environment for all its workers and employees.

Human resources

Gayatri is committed to maintaining an environment that encourages its people to perform to their full potential and allows them to grow professionally, as well as personally. The Company offers processes and systems that are designed to empower its people and enable innovation within the workplace. It offers 'no subcontracting' projects, and hence, every employee is a partner in the Company's growth story. Gayatri continuously invests in the development of its human resources through measures aimed at talent acquisition, development, motivation and retention. The Company further offers personal accident insurance for all its employees. Gayatri had 2,653 employees as on 31st March, 2018.

Internal control and risk management systems

The Company has a well-defined and elaborate Risk Management procedure, which is based on three pillars: Business Risk Assessment, Operational Controls Assessment and Policy Compliance processes. The Risk Management Committee monitors the key risks in the various business segments and evaluates strategies to mitigate them. It also reviews each tender carefully for any potential risks before the bidding process begins. The Company's internal control systems are commensurate with the nature of its business. They are tested periodically and certified by Statutory as well as Internal Auditors. The Audit Committee reviews the adequacy and effectiveness of the internal control environment and monitors the implementation of audit recommendations. The Company has a qualified and independent audit committee, which comprises all the Independent Directors of the Company.

Board's Report

To the Members,

The Directors have pleasure in presenting before you the Board's Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2018.

Financial Results (Standalone)

₹ in Lakhs

Particulars	2017-18	2016-17
Revenue from Operations	2,91,231.24	2,11,535.05
Other Income	892.40	3,058.34
Total Income	**2,92,123.64**	**2,14,593.39**
Profit Before Interest, Depreciation, Exceptional Items and Taxes	47,658.91	35,400.05
Less: Financial Cost	23,937.09	20,138.18
Profit before Depreciation, Exceptional Items and Taxes	**23,721.82**	**15,261.87**
Less: Depreciation and Amortisation Expenses	5,467.06	4,315.54
Profit before Exceptional Items and Taxes	18,254.76	10,946.33
Less: Exceptional Items (Net)	-	(1,538.65)
Profit Before Tax	**18,254.76**	**9,407.68**
Provision for Tax	(554.59)	2,365.16
Profit After Tax	**18,809.35**	**7,042.52**
Other Comprehensive income/ (losses) for the Year	325.81	17.11
Total comprehensive income for the year	**19,135.16**	**7,059.63**
Paid up Capital	3,743.97	3,545.04

Review of Operations

The Operational Revenue during the year under review has increased to ₹ 291231.24 Lakhs as against from ₹ 211535.05 Lakhs in the previous year registering year on year growth of 37.67%.The growth in revenue is driven by the strong order book of the company.

The Company EBITDA margins during the year have increased to 16% as compared to 14% in the previous year mainly on account of better monitoring and systems introduced by the company. The Company's PBT margins improved to 6.27% in FY 2018 from 3% in previous year due to cost control measures introduced by the company. The PAT margins improved to 6.46% in FY 2018 from 3.33% in the previous year on account of the reversal of excess income tax provision made in the previous year.

The company's order book continues to grow at healthy rate and stood at 13,250 crores as on 31st March 2018. The composition of works in order book are Roads: 60.02%, Irrigation:26.48%, Industrial: 11.77% and Others 1.73%.

There are no material changes and commitments affecting the financial position of your Company which have occurred between the end of the financial year 2018 and the date of this report.

Future Outlook

The Indian economy has recovered following the aftermath of demonetization with global rating agencies upgrading their ratings for the country. During the year, the Goods and Services Tax (GST) was rolled out to replace different rates of taxes across the country. GST subsumed several different taxes and unified the Indian market. In spite of the initial hiccups, the system is now much more stable. The Indian economy is showing signs of revival and International Monetary Fund (IMF) reaffirmed that India will be the fastest growing major economy in 2018, with a growth rate of 7.4 per cent that rises to 7.8 per cent in 2019 with medium-term prospects remaining positive.

The Government of India taking every possible initiative to boost the infrastructure sector, mainly highways, renewable energy and urban transport. In the Union Budget 2018 Government has given massive push to the infrastructure sector by allocating ₹ 5.97 lakh crores for this sector.

Yours Company as a leading construction company with experienced staff and machinery is in advantageous position to benefit from the Government investment in infra sector. Your Company is committed to continue to work towards improving the order book and profits. Your Company is also exploring to venture into new areas within the infrastructure sector for better margins and less competition.

The present order book of the company is at ₹ 13,250.10 crores as at 31st March 2018 and the company is planning to improve the same to higher level during the year.

Dividend

As per the conditions stipulated by the lenders in the Master Restructuring Agreement, which is in force, approval of the lender is required for declaration of dividend to the shareholders. The lenders of the Company have not accorded their approval for dividend for the financial year ended March 31, 2018.

Share Capital

During the period under review the Company has issued and allotted 99,46,785 equity shares at a price of ₹ 201.07 (including a premium of ₹ 199.07) by way of Qualified Institutional Placement (QIP) in accordance with the SEBI (ICDR)

Regulations, 2009 as amended from time to time. Pursuant to the aforesaid QIP, the paid-up share capital of the company has increased from ₹ 35,45,03,800 divided in to 17,72,51,900 Equity shares of ₹ 2/- each to ₹ 37,43,97,370 divided in to 18,71,98,685 Equity shares of ₹ 2/- each.

Material Changes and Commitments affecting the Financial Position of the Company

There are no material changes and commitments affecting Financial position of the company between the end of the financial year to which these statements relate and the date of this Board's Report. There is no change in the nature of business of the Company during the year under review.

Board Meetings

The Board of Directors met 6 times in the Financial Year 2017–18 on 18th April 2017, 29th May 2017, 14th August 2017, 17th November 2017, 06th December 2017 and 07th February 2018.

Directors and Key Managerial Personnel

During the year under review, Shri. Birendra Kumar, General Manager & Zonal Head, Bengaluru Zone, Bank of Baroda was appointed as Nominee Director replacing Shri. Venkateswarlu Kakkera, in accordance with Master Restructuring Agreement entered with the Joint Lenders Forum (JLF)

The Company has received necessary declaration from each Independent Director of the Company under Section 149(7) of the Companies Act, 2013 that the Independent Directors of the Company meet with the criteria of their Independence laid down in Section 149(6).

Composition of Audit Committee

The Audit Committee of the Board of Directors is as follows:

Mr. Ch. Hari Vittal Rao	–	Chairman
Dr. V. L. Moorthy	–	Member
Mr. G. Siva Kumar Reddy	–	Member
Mr. J.N. Karamchetti	–	Member

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

The Remuneration policy of the Company is performance driven and is structured to motivate Employees. Recognize their merits and achievements and promote excellence in their performance. The Nomination Remuneration and Evaluation Policy of the company is enclosed at **Annexure-I** of this report.

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

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

(a) Nomination & Remuneration Committee: Pursuant to the provisions of the Companies Act 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Nomination and Remuneration Committee has formulated the criteria for evaluation of directors and evaluated every director. A structured questionnaire was prepared after taking into consideration various parameters such as attendance and participation in meetings, monitoring corporate governance practices, independence of judgment, safeguarding the interests of the company etc., and accordingly the evaluation was made. The Members of the Committee evaluated the individual directors at its meeting held on 07.02.2018.

The Nomination and Remuneration Committee decided that since the performance of the directors has been excellent, it is decided to continue with the term of the directors, the Managing Director and the Executive Director.

(b) Separate Meeting of Independent Directors: The Independent directors of the Company at its meeting held on 07.02.2018 (a) reviewed the performance of the non-independent directors and Board, (b) reviewed the performance of the Chairperson of the Company and (c) assessed the quality, quantity and timeliness of flow of information between the company management and the Board. All the Independent Directors attended the meeting.

A structured questionnaire was prepared after taking into consideration various parameters such as attendance and participation in meetings, monitoring corporate governance practices, independence of judgment, safeguarding the interests of the company etc., and accordingly, the evaluation was made. The independent directors evaluated the non-Independent directors.

The Independent Directors decided that since the performance of the Non-Independent Directors (including Managing Director and Whole time Director) is excellent, the term of their appointment be continued.

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

(c) Evaluation by Board: The Board has carried out the annual performance evaluation of its own performance, the Directors individually (excluding the director being evaluated) as well as the evaluation of the working of its Committees. A structured questionnaire was prepared after taking into consideration various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, effectiveness in developing Corporate governance structure to fulfil its responsibilities, execution and performance of specific duties etc. The Board decided that the performance of individual directors, its own performance and working of the committees is excellent.

Director's Responsibility Statement

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

(a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

(c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(d) the directors had prepared the annual accounts on a going concern basis; and

(e) the directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

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

Subsidiaries Companies, Associates and Joint Ventures:

The Company has two subsidiary companies (including step down subsidiaries) as on 31st March, 2018 as per the Companies Act, 2013.

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

The Company will make available the Annual Accounts of the subsidiary companies and the related information to any member of the Company who may be interested in obtaining the same. The annual accounts of the subsidiary companies will also be kept open for inspection by any member at the Registered Office of the Company and that of the respective subsidiary companies.

The company has adopted the policy for determining 'material' subsidiaries and the same has been placed on the website of the company at http://www.gayatri.co.in/Investors/Corporate Governance/Policies.

Extract of Annual Return

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in **MGT 9** as a part of this Annual Report is Annexed as **Annexure-III**.

Consolidated Financial Statements

In compliance with Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in compliance with the provisions of Section 129(3) and other applicable provisions of the Companies Act, 2013 and Ind AS-110 and other applicable Accounting Standards, your Directors have pleasure in attaching the consolidated financial statements for the financial year ended March 31, 2018, which forms part of the Annual Report.

Statutory Auditors and Their Report

The Auditors, M/s. M O S & Associates LLP, Chartered Accountants, Hyderabad retire at the ensuing Annual General Meeting and, being eligible; offer themselves for reappointment for a period of five years from the conclusion of this 29th Annual General Meeting [AGM] till the conclusion of 34th AGM. Your Board of Directors have recommended their reappointment based on the recommendation of the Audit Committee to the members for their approval at the forthcoming Annual general meeting for a term of five years till the conclusion of the 34th AGM.

The Auditor's Report to the members of the Company for the Financial Year ended March 31, 2018 does not contain any qualification(s) or adverse observations.

Secretarial Audit

As per the provisions of the Section 204(1) of the Companies Act, 2013, the Company has appointed Mr. Y. Koteswara Rao, Practising Company Secretary to conduct Secretarial Audit of the records and documents of the Company. The Secretarial Audit Report for the Financial Year ended 31st March, 2018 in Form No MR-3 is annexed to the Directors Report as **Annexure - IV** and forms part of this Report. The Secretarial Auditors' Report to the Members of the Company for the Financial Year ended March 31, 2018 does not contain any qualification(s) or adverse observations

Disclosures:

a) Deposits

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

b) Conservation of energy

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

(i) Use of alternate sources of energy is not applicable to the Company.

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

c) R & D Technology absorption

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

d) Foreign Exchange Earnings - NIL

e) Foreign Exchange Outgo

Sr No	Nature of Payment	Amount in ₹ Lakhs
1	Foreign Travel	9.91
2	Repayment of ECB Loan	3,162.40
3	Repayment of ECB Interest	700.96
4	Consultancy & Technical Fees	1,863.26
5	Purchase of Plant & Machinery	2,189.87
6	Purchase of Spares & Materials	772.32

Details of Adequacy of Internal Financial Controls

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

Particulars of Loans, Guarantees or Investments

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

Management Discussion & Analysis

Management Discussion and Analysis Report which forms part of this annual report has been provided separately.

Risk Management Policy
The Company has been addressing various risks impacting the Company and developed risk policy and procedures to inform Board members about the risk assessment and minimization procedures.

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

Disclosure as per Section 22 of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
Pursuant to the requirements of Section 22 of Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 read with Rules thereunder, the Company has not received any complaint of sexual harassment during the year under review.

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

Significant & Material Orders Passed by the Regulators
There are no significant and material orders passed against the Company by the regulators impacting the Company's operation in the future.

Contracts or Arrangements with Related Parties
All related party transactions that were entered during the financial year were in the ordinary course of the business of the Company and were on arm's length basis. There were no materially significant related party transactions entered by the Company during the year with Promoters, Directors, Key Managerial Personnel or other persons which may have a potential conflict with the interest of the Company. Further the Company has entered materially significant related party transactions with related parties which were on arms length basis as disclosed in AOC-2 annexed as **Annexure -VI**

The policy on dealing with Related Party Transactions is disseminated on the website of the company at http://www.gayatri.co.in/Investors/ Corporate Governance/Policies.

Fixed Deposit
Your Company has not accepted or renewed any deposit from public during the year under review.

Cost Audit
M/s. N.S.V. KRISHNA RAO & Co. Cost Auditors were appointed as cost auditor to audit the cost records of the Company for the F.Y 2017-18 and re-appointed for the F.Y. 2018-19.

Particulars of Employees
Details in respect of remuneration paid to employees as required under Section 197 (12) of the Companies Act, 2013, read with Rule 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended forms part of this report. In terms of Section 136 of the Companies Act, 2013 the same is open for inspection at the Registered Office of the Company. Copies of this statement may be obtained by the members by writing to the Company Secretary at the Registered Office of the Company.

The ratio of the remuneration of each Director to the median employee's remuneration and other details in terms of Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are enclosed in **Annexure – VII** and forms part of this Report.

Listing with Stock Exchanges
The Company confirms that it has paid the Annual Listing Fees for the year 2018-2019 to NSE and BSE where the Company's Shares are listed.

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

Business Responsibility Report
As per Regulation 34(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Business Responsibility Report covering the principle wise performance of the Company on the nine principles as per National Voluntary Guidelines (NVGs) forms a part of the Annual report of the Company.

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

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

For and on Behalf of the Board

T. Indira Subbarami Reddy
Chairperson
DIN:00009906

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

P. Sreedhar Babu
Chief Financial Officer

CS I. V. Lakshmi
Company Secretary & Compliance Officer

Place: Hyderabad.
Date: 14th August, 2018

Annexure - I

Nomination, Remuneration and Evaluation Policy

I. Preamble

Pursuant to Section 178 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of every listed Company shall constitute the Nomination and Remuneration Committee. The Company already constituted Remuneration Committee comprising of three non-executive Directors as required under Listing Agreement. In order to align with the provisions of the Companies Act, 2013 and the amended Listing Agreement from time to time, the Board on 29 May 2014 changed the nomenclature of the "Remuneration Committee" as "Nomination and Remuneration Committee" and reconstituted the Committee.

This Committee and the Policy is formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

II. Objective

The Key Objectives of the Committee would be:

a) To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.

b) To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation.

c) To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.

III. Definitions

- "Board" means Board of Directors of the Company.
- "Company" means "Gayatri Projects Limited."
- "Employees' Stock Option" means the option given to the directors, officers or employees of a company or of its holding company or subsidiary company or companies, if any, which gives such directors, officers or employees, the benefit or right to purchase, or to subscribe for, the shares of the company at a future date at a pre-determined price.
- "Independent Director" means a director referred to in Section 149 (6) of the Companies Act, 2013.
- "Key Managerial Personnel" (KMP) means

(i) Chief Executive Officer or the Managing Director or the Manager,

(ii) Company Secretary,

(iii) Whole-time Director,

(iv) Chief Financial Officer and

(v) Such other officer as may be prescribed.

- "Nomination and Remuneration Committee" shall mean a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and the Listing Agreement.
- "Policy or This Policy" means, "Nomination, Remuneration and Evaluation Policy."
- "Remuneration" means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961.
- "Senior Management" means personnel of the Company who are members of its core management team excluding Board of Directors. This would include all members of management one level below the executive directors, including all the functional heads.

IV. Interpretation

Terms that have not been defined in this Policy shall have the same meaning assigned to them in the Companies Act, 2013, Listing Agreement and/or any other SEBI Regulation(s) as amended from time to time.

V. Guiding Principles

The Policy ensures that

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

VI. Role of the Committee

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

- To formulate a criteria for determining qualifications, positive attributes and independence of a Director.
- Formulate criteria for evaluation of Independent Directors and the Board.

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

VII. Membership

- The Committee shall comprise at least three (3) Directors, all of whom shall be non-executive Directors and at least half shall be Independent.
- The Board shall reconstitute the Committee as and when required to comply with the provisions of the Companies Act, 2013 and applicable statutory requirement.
- Minimum two (2) members shall constitute a quorum for the Committee meeting.
- Membership of the Committee shall be disclosed in the Annual Report.
- Term of the Committee shall be continued unless terminated by the Board of Directors.

VIII. Chairman

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

IX. Frequency of Meetings

The meeting of the Committee shall be held at such regular intervals as may be required.

X. Committee Members' Interests

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

XI. Voting

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

XII. Appointment and Removal of Director, KMP and Senior Management

- **Appointment criteria and qualifications:**
  1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
  2. A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.
  3. The Company shall not appoint or continue the employment of any person as Managing Director/Whole-time Director/Manager who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.
- **Term / Tenure:**
  1. Managing Director/Whole-time Director/Manager (Managerial Person):
     The Company shall appoint or re-appoint any person as its Managerial Person for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.
  2. Independent Director:
     - An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible

for reappointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. However, if a person who has already served as an Independent Director for 5 years or more in the Company as on 1st October, 2014 or such other date as may be determined by the Committee as per regulatory requirement, he / she shall be eligible for appointment for one more term of 5 years only.

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

- **Evaluation**
  The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management at regular interval (yearly).

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

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

XIII. Provisions Relating to Remuneration of Managerial Person, KMP and Senior Management

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

- **Remuneration to Managerial Person, KMP and Senior Management:**
  1. Fixed pay:
     Managerial Person, KMP and Senior Management shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.
     The break-up of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.
  2. Minimum Remuneration:
     If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managerial Person in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the prior approval of the Central Government.
  3. Provisions for excess remuneration:
     If any Managerial Person draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

- **Remuneration to Non-Executive / Independent Director:**
  1. Remuneration / Commission:
     The remuneration / commission shall be in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.

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

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

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

  4. Stock Options:
     An Independent Director shall not be entitled to any stock option of the Company.

XIV. Criteria Formulated by the Committee for Determining Qualifications, Positive Attributes, Independence of a Director:

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

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

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

XV. Minutes of Committee Meeting

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

XVI. Deviations from this Policy

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

Annexure - II

Form AOC-1

(Pursuant to first proviso to sub section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries/ associate companies/ joint ventures

Part A: Subsidiaries

₹ in Lakhs

Sr. No.	Name of the Subsidiary	Date of the Subsidiary acquired	Reporting period of the Subsidiary	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Investment (Other than Subsidiary)	Turnover (including other income)	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	% of Shareholding
1.	Gayatri Energy Ventures Pvt Ltd	10.02.2009	31.03.2018	652.40	59991.67	107198.83	46554.75	89134.76	13.83	(16224.95)	-	(16224.95)	-	100%
2.	Bhandara Thermal Power Corporation Limited	25.03.2011	31.03.2018	498.33	(77.05)	9150.39	8729.11	-	-	(19.96)	-	(19.96)	-	100%

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

₹ in Lakhs

Sr. No.	Name of the Associate/ Joint Venture	Date of which Associate or Joint Venture Acquired.	Latest Audited Balance Sheet date	Shares of the Associates / Joint Ventures held by the company on the year end (in Lakhs)			Description of how there is significant influence	Reason why the Associate / Joint Venture is not consolidated	Net worth attributable to Shareholding as per latest audited Balance Sheet	Profit/ Loss for the year	
				No.	Amount of Investment in Associate/ Joint Venture	Extend of Holding %				Considered in Consolidation	Not Considered in Consolidation
A	**Associate Companies**										
1	Gayatri Highways Limited (Formerly Known as Gayatri Domicile Private Limited)	31.03.2017	31.03.18	624.00	1248.00	26	Associate Company	Considered for consolidation	1559.39	-	-
B	**Joint Ventures**										
1.	Gayatri- RNS Joint Venture	07.04.2007	31.03.18	-	-	60	Joint Venture	Considered for consolidation	0.00	-	-
2.	IJM Gayatri Joint Venture	21.12.1998	31.03.18	-	-	40	Joint Venture	Considered for consolidation	41.96	-	-
3.	Gayatri-GDC Joint Venture	17.09.2004	31.03.18	-	-	70	Joint Venture	Considered for consolidation	-	-	-
4.	Gayatri-BCBPPL Joint Venture	19.01.2008	31.03.18	-	-	60	Joint Venture	Considered for consolidation	5.93	-	-
5.	Jaiprakash Gayatri Joint Venture	19.10.2004	31.03.18	-	-	49	Joint Venture	Considered for consolidation	5.54	-	-
6.	Gayatri ECI Joint Venture	18.08.2005	31.03.18	-	-	50	Joint Venture	Considered for consolidation	370.64	75.82	-
7.	Maytas-Gayatri Joint Venture	17.06.2010	31.03.18	-	-	37	Joint Venture	Considered for consolidation	-	-	-
8.	Gayatri – Ratna Joint Venture	28.08.2008	31.03.18	-	-	80	Joint Venture	Considered for consolidation	5.48	-	-
9.	Meil- Gayatri –ZVS-ITT Consortium	28.01.2009	31.03.18	-	-	48.44	Joint Venture	Considered for consolidation	-	-	-
10.	Gayatri- JMC Joint venture	08.12.2008	31.03.18	-	-	75	Joint Venture	Considered for consolidation	-	-	-

₹ in Lakhs

Sr. No.	Name of the Associate/ Joint Venture	Date of which Associate or Joint Venture Acquired.	Latest Audited Balance Sheet date	Shares of the Associates / Joint Ventures held by the company on the year end (in Lakhs)			Description of how there is significant influence	Reason why the Associate / Joint Venture is not consolidated	Net worth attributable to Shareholding as per latest audited Balance Sheet	Profit/ Loss for the year	
				No.	Amount of Investment in Associate/ Joint Venture	Extend of Holding %				Considered in Consolidation	Not Considered in Consolidation
11.	Viswanath-Gayatri Joint Venture	29.09.2010	31.03.18	-	-	50	Joint Venture	Considered for consolidation	-	-	-
12.	GPL-RKTCPL Joint Venture	27.06.2013	31.03.18	-	-	51	Joint Venture	Considered for consolidation	0.16	-	-
13.	Gayatri-SPL Joint Venture	10.04.2013	31.03.18	-	-	51	Joint Venture	Considered for consolidation	-	-	-
14.	Vishwa – Gayatri Joint Venture	29.07.2015	31.03.18	-	-	49	Joint Venture	Considered for consolidation	-	-	-
15.	Gayatri-RNS-SIPL Joint Venture	29.11.2016	31.03.18	-	-	70	Joint Venture	Considered for consolidation	-	-	-
16.	SOJITZ-LNT-GAYATRI Joint Venture	21.08.2015	31.03.18	-	-	8.97	Joint Venture	Considered for consolidation	-	-	-
17.	Gayatri PTPS Joint Venture	17.05.2016	31.03.18	-	-	70	Joint Venture	Considered for consolidation	-	-	-
18.	Gayatri KMB Joint Venture	21.08.2017	31.03.18	-	-	70	Joint Venture	Considered for consolidation	-	-	-

For and on Behalf of the Board

T. Indira Subbarami Reddy
Chairperson
DIN: 00009906

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

P. Sreedhar Babu
Chief Financial Officer

CS I. V. Lakshmi
Company Secretary & Compliance Officer

Place: Hyderabad.
Date:14th August, 2018

Annexure - III

Extract of Annual Return-MGT-9

As on the financial year ended on 31/03/2018
[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

(i)	CIN	L99999TG1989PLC057289
(ii)	Registration Date	15.09.1989
(iii)	Name of the Company	GAYATRI PROJECTS LIMITED
(iv)	Category / Sub-Category of the Company	Company Limited by Shares/Indian Non Government Company
(v)	Address of the Registered office and contact details	B1, 1st Floor, 6-3-1090, TSR Towers, Rajbhavan Road, Somajiguda, Hyderabad, Telangana-500082
(vi)	Whether listed company	Yes
(vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Karvy Computershare Private Limited. Karvy Selenium Tower No. B, Plot No.31-32,Gachibowli, Financial District, Nanakramguda, Hyderabad: 500 032 P: 040 67161591

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:-

S. No	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Roads Projects	45203	71.95%

III. Particulars of Holding, Subsidiary and Associate Companies

S. No.	Name and address of the company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
SUBSIDIARY COMPANIES					
1	Gayatri Energy Ventures Private Limited	U40108TG2008PTC057788	Subsidiary	100	2(87)
2	Bhandara Thermal Power Corporation Limited	U40102TG2008PLC057008	Subsidiary	100	2(87)
ASSOCIATE COMPANIES					
3	Gayatri Highways Limited (Formerly Known as Gayatri Domicile Private Limited)	U45100TG2006PLC052146	Associate	26	2(6)

IV. Share Holding 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 (01.04.2017)				No. of Shares held at the end of the year (31.03.2018)				% of Change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A) Promoters									
(1) Indian									
(a) Individual/HUF	84154710	0	84154710	47.48	84154710	0	84154710	44.95	-2.52
(b) Central Govt	0	0	0		0	0	0		0
(c) State Govt (s)	0	0	0						0
(d) Bodies Corp.	0	0	0						0
(e) Banks / FI	0	0	0						0
(f) Any Other....	0	0	0						0
Sub-Total (A) (1)	**84154710**	**0**	**84154710**	**47.48**	84154710	0	84154710	44.95	**-2.52**
(2) Foreign									
(a) NRIs - Individuals	0	0	0	0	0	0	0	0	0
(b) Other - Individuals	0	0	0	0	0	0	0	0	0
(c) Bodies Corp.	0	0	0	0	0	0	0	0	0
(d) Banks / FI	0	0	0	0	0	0	0	0	0
(e) Any Other....	0	0	0	0	0	0	0	0	0
Sub-Total (A) (2)	**0**	**0**	**0**	**0**	0	0	0	0	**0**
Total Shareholding of Promoter (A) = (A) (1) + (A) (2)	**84154710**	**0**	**84154710**	**47.48**	84154710	0	84154710	44.95	**-2.52**

Category of Shareholders	No. of Shares held at the beginning of the year (01.04.2017)				No. of Shares held at the end of the year (31.03.2018)				% of Change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(B) Public Shareholding									
(1) Institutions									
(a) Mutual Funds	0	0	0	0.00	2542282	0	2542282	1.36	1.36
(b) Banks/FI	20830	0	20830	0.01	824616	0	824616	0.44	0.43
(c) Central Govt	0	0	0	0	0	0	0	0	0
(d) State Govt (s)	0	0	0	0	0	0	0	0	0
(e) Venture Capital funds	0	0	0	0	0	0	0	0	0
(f) Insurance Companies	5420649	0	5420649	3.06	4880318	0	4880318	2.61	-0.45
(g) FIIs	61471520	0	61471520	34.68	72930854	0	72930854	38.96	4.28
(h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0.00
(i) Others (Specify)	0	0	0	0	0	0	0	0	0.00
Sub-Total (B) (1)	**66912999**	**0**	**66912999**	**37.75**	**81178070**	**0**	**81178070**	**43.36**	5.61
(2) Non- Institutions									
(a) Bodies Corp									
i. Indian	9974270	0	9974270	5.63	6194108	0	6194108	3.31	-2.32
ii. Overseas	0	0	0	0	0	0	0	0	0
(b) individuals									
i. Individual shareholders holding nominal share capital up to ₹ 1 lakh	4916630	320	4916950	2.77	5155949	250	5156199	2.75	-0.02
ii. Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	4439407	0	4439407	2.50	1419393	0	1419393	0.76	-1.75
(c) Others (Specify)									
Non Resident Indians	6275854	0	6275854	3.54	5920760	0	5920760	3.16	-0.38
NRI Non-Repatriation	401915	0	401915	0.23	120405	0	120405	0.06	-0.16
Clearing Member	101205	0	101205	0.06	107847	0	107847	0.06	0
Trust	2500	0	2500	0.00	0	0	0	0.00	0
Directors and their Relatives	1175	0	1175	0.00	1175	0	1175	0	0
IEPF	0	0	0	0.00	1560	0	1560	0	0
Venture Capital	0	0	0	0.00	2816434	0	2816434	1.50	1.50
NBFC	70915	0	70915	0.04	128024	0	128024	0.07	0.03
(d) Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
Sub-Total (B)(2)	**26183871**	**320**	**26184191**	**14.77**	**21865655**	**250**	**21865905**	**11.68**	**-3.09**
Total Shareholding of Public = (B) (1) + (B) (2)	**93096870**	**320**	**93097190**	**52.52**	**103043725**	**250**	**103043975**	**55.05**	**2.52**
(C) Shares held by custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	**177251580**	**320**	**177251900**	**100.00**	**187198435**	**250**	**187198685**	**100.00**	

(ii) Shareholding of Promoters:

Sr. No.	Shareholders' Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% of Change 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	Indira Subbarami Reddy Tikkavarapu	57129500	32.23	91.96	57129500	30.52	93.64	-1.71
2	Sandeep Kumar Reddy Tikkavarapu	27019810	15.24	100	27019810	14.43	100	-0.81
3	Sulochanamma Gunupati	2350	0	0	2350	0	0	0
4	Jenna Reddy Brij Mohan Reddy	2250	0	0	2250	0	0	0
5	Tikkavarapu Sarita Reddy	800	0	0	800	0	0	0
	Total	**84154710**	**47.48**	**94.53**	**84154710**	**44.95**	**93.64**	**-2.52**

(iii) Change in Promoters' Shareholding: No Change

Sr. No.	Particulars	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	84154710	47.48	84154710	47.48
	At the End of the year	84154710	44.95	84154710	44.95

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	For Each of the Top 10 Shareholders		Shareholding at the beginning of the year		Cumulative Shareholding during the year (at the end of the year)	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	**GMO Emerging Markets Fund, A Series of GMO Trust**					
	At the beginning of the year		16900000	9.53	16900000	9.53
	Date wise Increase / Decrease in top 10 Share holders during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):					
	Date	**Increase/ Decrease**	**Reasons (sales/purchase/ Sub-division)**			
	14/07/2017	(127148)	Sale		16772852	9.46
	At the End of the year (or on the date of separation, if separated during the Year		16772852	8.96	16772852	8.96
2.	**Afrin Dia**					
	At the beginning of the year		13488500	7.61	13488500	7.61
	Date wise increase / Decrease in Share holding during the Year, specifying the reason:					
	Date	**Increase/ Decrease**	**Reasons (sales/purchase/ Sub-division)**			
	05/01/2018	(3488500)	Sale		10000000	5.64
	19/01/2018	(7000000)	Sale		3000000	1.69
	At the End of the year (or on the date of separation, if separated during the Year		3000000	1.60	3000000	1.60
3.	**India Max Investment Fund Limited**					
	At the beginning of the year		6785000	3.83	6785000	3.83
	Date wise increase / Decrease in Share holding during the Year, specifying the reason:					
	Date	**Increase/ Decrease**	**Reasons (sales/purchase/ Sub-division)**			
	07/07/2017	(6785000)	Sale		6785000	0.00
	At the End of the year (or on the date of separation, if separated during the Year		0	0.00	0	0.00
4.	**GMO Emerging Domestic Opportunities Fund, A Series of GMO Trust**					
	At the beginning of the year		10683040	6.03	10683040	6.03
	Date wise increase / Decrease in Share holding during the Year, specifying the reason:					
	Date	**Increase/ Decrease**	**Reasons (sales/purchase/ Sub-division)**			
	09/03/2018	1125055	Purchase		11808095	6.66
	At the End of the year (or on the date of separation, if separated during the Year		11808095	6.31	11808095	6.31
5.	**Bajaj Allianz Life Insurance Company Ltd**					
	At the beginning of the year		5420649	3.06	5420649	3.06
	Date wise increase / Decrease in Share holding during the Year, specifying the reason:					
	Date	**Increase/ Decrease**	**Reasons (sales/purchase/ Sub-division)**			
	07/04/2017	3000	Purchase		5423649	3.06
	28/04/2017	(21000)	Sale		5402649	3.05
	05/05/2017	(21000)	Sale		5381649	3.04
	07/07/2017	(500000)	Sale		4881649	2.75
	22/12/2017	(250000)	Sale		4631649	2.61
	23/03/2018	248669	Purchase		4880318	2.61
	At the End of the year (or on the date of separation, if separated during the Year		4880318	2.61	4880318	2.61
6.	**Mentor Capital Limited**					
	At the beginning of the year		5498308	3.10	5498308	3.10
	Date wise increase / Decrease in Share holding during the Year, specifying the reason:					
	Date	**Increase/ Decrease**	**Reasons (sales/purchase/ Sub-division)**			
	07/04/2017	44651	Purchase		5542959	3.13
	14/04/2017	1049006	Purchase		6591965	3.72
	21/04/2017	2144	Purchase		6594109	3.72
	28/04/2017	771973	Purchase		7366082	4.16
	05/05/2017	(14081)	Sale		7352001	4.15
	12/05/2017	124000	Purchase		7476001	4.22
	19/05/2017	468574	Purchase		7944575	4.48
	26/05/2017	76610	Purchase		8021185	4.53

Sr. No.	For Each of the Top 10 Shareholders		Shareholding at the beginning of the year		Cumulative Shareholding during the year (at the end of the year)	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	02/06/2017	29983	Purchase		8051168	4.54
	09/06/2017	11500	Purchase		8062668	4.55
	16/06/2017	2055	Purchase		8064723	4.55
	23/06/2017	133706	Purchase		8198429	4.63
	30/06/2017	53163	Purchase		8251592	4.66
	07/07/2017	(2870712)	Sale		5380880	3.04
	14/07/2017	768010	Purchase		6148890	3.47
	21/07/2017	183038	Purchase		6331928	3.57
	28/07/2017	95477	Purchase		6427405	3.63
	04/08/2017	46136	Purchase		6473541	3.65
	11/08/2017	49725	Purchase		6523266	3.68
	18/08/2017	17305	Purchase		6540571	3.69
	25/08/2017	67592	Purchase		6608163	3.73
	01/09/2017	308791	Purchase		6916954	3.90
	08/09/2017	95836	Purchase		7012790	3.96
	15/09/2017	(125329)	Sale		6887461	3.89
	22/09/2017	(981497)	Sale		5905964	3.33
	29/09/2017	(288012)	Sale		5617952	3.17
	06/10/2017	13313	Purchase		5631265	3.18
	13/10/2017	93364	Purchase		5724629	3.23
	20/10/2017	23220	Purchase		5747849	3.24
	27/10/2017	(272019)	Sale		5475830	3.09
	31/10/2017	(1714154)	Sale		3761676	2.12
	03/11/2017	16669	Purchase		3778345	2.13
	10/11/2017	127863	Purchase		3906208	2.20
	17/11/2017	808762	Purchase		4714970	2.66
	24/11/2017	(13925)	Sale		4701045	2.65
	01/12/2017	155654	Purchase		4856699	2.74
	08/12/2017	(118313)	Sale		4738386	2.67
	15/12/2017	135094	Purchase		4873480	2.75
	22/12/2017	41645	Purchase		4915125	2.77
	29/12/2017	(51523)	Sale		4863602	2.74
	05/01/2018	(409678)	Sale		4453924	2.51
	12/01/2018	(242995)	Sale		4210929	2.38
	19/01/2018	1218159	Purchase		5429088	3.06
	25/01/2018	213615	Purchase		5642703	3.18
	02/02/2018	407327	Purchase		6050030	3.41
	09/02/2018	56848	Purchase		6106878	3.45
	16/02/2018	581291	Purchase		6688169	3.77
	23/02/2018	171047	Purchase		6859216	3.87
	02/03/2018	167941	Purchase		7027157	3.96
	09/03/2018	(4718237)	Sale		2308920	1.30
	16/03/2018	333569	Purchase		2642489	1.49
	23/03/2018	16594	Purchase		2659083	1.42
	30/03/2018	28735	Purchase		2687818	1.44
	31/03/2018	730314	Purchase		3418132	1.83
	At the End of the year (or on the date of separation, if separated during the Year		3418132	1.83	3418132	1.83
7.	**Satpal Khattar**					
	At the beginning of the year		5179335	2.92	5179335	2.92
	Date wise increase / Decrease in Share holding during the Year, specifying the reason:					
	Date	**Increase/ Decrease**	**Reasons (sales/purchase/ Sub-division)**			
	NIL	NIL	NIL		NIL	NIL
	At the End of the year (or on the date of separation, if separated during the Year		5179335	2.77	5179335	2.77
8.	**Sparrow Asia Diversified Opportunities Fund**					
	At the beginning of the year		2605980	1.47	2605980	1.47
	Date wise increase / Decrease in Share holding during the Year, specifying the reason:					
	Date	**Increase/ Decrease**	**Reasons (sales/purchase/ Sub-division)**			
	NIL	NIL	NIL		NIL	NIL
	At the End of the year (or on the date of separation, if separated during the Year		2605980	1.39	2605980	1.39

Sr. No.	For Each of the Top 10 Shareholders		Shareholding at the beginning of the year		Cumulative Shareholding during the year (at the end of the year)	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
9.	**Leman Diversified Fund**					
	At the beginning of the year		2040105	1.15	2040105	1.15
	Date wise increase / Decrease in Share holding during the Year, specifying the reason:					
	Date	**Increase/ Decrease**	**Reasons (sales/purchase/ Sub-division)**			
	NIL	NIL	NIL		NIL	NIL
	At the End of the year (or on the date of separation, if separated during the Year		2040105	1.09	2040105	1.09
10.	**Alpana S Dangi**					
	At the beginning of the year		1786665	1.01	1786665	1.01
	Date wise increase / Decrease in Share holding during the Year, specifying the reason:					
	Date	**Increase/ Decrease**	**Reasons (sales/purchase/ Sub-division)**			
	14/04/2017	(1000000)	Sale		786665	0.44
	21/04/2017	(460490)	Sale		326175	0.18
	12/05/2017	(326175)	Sale		0	0.00
	09/06/2017	3257	Purchase		3257	0.00
	16/06/2017	(3257)	Sale		0	0.00
	14/07/2017	7274	Purchase		7274	0.00
	21/07/2017	272	Purchase		7546	0.00
	28/07/2017	(7546)	Sale		0	0.00
	19/01/2018	374443	Purchase		374443	0.21
	02/02/2018	(71195)	Sale		303248	0.17
	09/02/2018	(229288)	Sale		73960	0.04
	16/02/2018	(73960)	Sale		0	0.00
	02/03/2018	415	Purchase		415	0.00
	09/03/2018	47966	Purchase		48381	0.03
	23/03/2018	50560	Purchase		98941	0.05
	30/03/2018	(98941)	Sale		0	0.00
	At the End of the year (or on the date of separation, if separated during the Year		0	0.00	0	0.00
11	**Government of Singapore**					
	At the beginning of the year		0	0.00	0	0.00
	Date wise increase / Decrease in Share holding during the Year, specifying the reason:					
	Date	**Increase/ Decrease**	**Reasons (sales/purchase/ Sub-division)**			
	14/07/2017	8131218	Purchase		8131218	4.59
	19/01/2018	681015	Purchase		8812233	4.97
	23/03/2018	1760031	Purchase		10572264	5.65
	At the End of the year (or on the date of separation, if separated during the Year		10572264	5.65	10572264	5.65
12.	**Stichting Depositary APG Emerging Markets Equity Pool**					
	At the beginning of the year		0	0.00	0	0.00
	Date wise increase / Decrease in Share holding during the Year, specifying the reason:					
	Date	**Increase/ Decrease**	**Reasons (sales/purchase/ Sub-division)**			
	19/01/2018	5265666	Purchase		5265666	2.97
	09/03/2018	1343103	Purchase		6608769	3.73
	At the End of the year (or on the date of separation, if separated during the Year		6608769	3.53	6608769	3.53
13.	**Monetary Authority of Singapore**					
	At the beginning of the year		0	0.00	0	0.00
	Date wise increase / Decrease in Share holding during the Year, specifying the reason:					
	Date	**Increase/ Decrease**	**Reasons (sales/purchase/ Sub-division)**			
	14/07/2017	2868782	Purchase		2868782	1.62
	08/12/2017	(8443)	Sale		2860339	1.61
	23/03/2018	501563	Purchase		3361902	1.80
	At the End of the year (or on the date of separation, if separated during the Year		3361902	1.80	3361902	1.80

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year (at the end of the year)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
14.	**Next Orbit Ventures Fund**				
	At the beginning of the year	0	0.00	0	0.00
	Date wise increase / Decrease in Share holding during the Year, specifying the reason:				
	Date **Increase/ Decrease**	**Reasons (sales/purchase/ Sub-division)**			
	23/03/2018 2816434	Purchase		2816434	1.50
	At the End of the year (or on the date of separation, if separated during the Year	2816434	1.50	2816434	1.50

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	For Each of the Directors and KMP	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
1.	**Mrs. Indira Subbarami Reddy Tikkavarapu (Non- Executive Director)**				
	At the beginning of the year	57129500	32.23	57129500	32.23
	No Increase / Decrease in Share holding during the year				
	At the End of the year	57129500	30.52	57129500	30.52
2.	**Mr. Sandeep Kumar Reddy Tikkavarapu (Managing Director)**				
	At the beginning of the year	27019810	15.24	27019810	15.24
	No Increase / Decrease in Share holding during the year				
	At the End of the year	27019810	14.43	27019810	14.43
3.	**Mr. Jenna Reddy Brij Mohan Reddy (Executive Vice Chairman)**				
	At the beginning of the year	2250	0	2250	0
	No Increase / Decrease in Share holding during the year				
	At the End of the year	2250	0	2250	0
4.	**Mr. Sivakumar Reddy Gunupati (Independent Director)**				
	At the beginning of the year	1125	0	1125	0
	No Increase / Decrease in Share holding during the year				
	At the End of the year	1125	0	1125	0
5.	**Mr. Harivithalrao Venkateshwarrao Chintalapati (Independent Director)**				
	At the beginning of the year	50	0	50	0
	No Increase / Decrease in Share holding during the year				
	At the End of the year	50	0	50	0
6.	**Mr. Linga Moorthy Vajjhala (Independent Director)**				
	At the beginning of the year	0	0	0	0
	No Increase / Decrease in Share holding during the year				
	At the End of the year	0	0	0	0
7.	**Mr. Jawaharlal Nehru Karamchetti (Independent Director)**				
	At the beginning of the year	0	0	0	0
	No Increase / Decrease in Share holding during the year				
	At the End of the year	0	0	0	0
8.	**Mr. Birendra Kumar (Nominee Director)**				
	At the beginning of the year	0	0	0	0
	No Increase / Decrease in Share holding during the year				
	At the End of the year	0	0	0	0
9.	**Ms. Indani Venkata Lakshmi (Company Secretary & Compliance Officer)**				
	At the beginning of the year	75	0	75	0
	NO Increase / Decrease in Share holding during the year				
	At the End of the year	75	0	75	0
10.	**Mr. Sreedhar Babu Ponnuru (Chief Financial Officer)**				
	At the beginning of the year	25	0	25	0
	No Increase / Decrease in Share holding during the year				
	At the End of the year	25	0	25	0

V. Indebtedness

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	2,05,332.91	488.70	--	2,05,821.61
ii) Interest due but not paid	1,541.67	--	--	1,541.67
iii) Interest accrued but not due				
Total (i+ii+iii)	**2,06,874.58**	**488.70**	**--**	**2,07,363.28**
Change in Indebtedness during the financial year				
Addition	-	-	-	-
Reduction	11,777.35	-		11,777.35
Net Change	(11,777.35)	-		(11,777.35)
Indebtedness at the end of the financial year				
i) Principal Amount	1,93,938.19	488.70	--	1,94,426.89
ii) Interest due but not paid	1,924.30	--	--	1,924.30
iii) Interest accrued but not due				
Total (i+ii+iii)	**1,95,862.49**	**488.70**	**--**	**1,96,351.19**

VI. Remuneration of Directors and Key Managerial Personnel:

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

₹ Lakhs

S. No.	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount
		T.V.Sandeep Kumar Reddy (MD)	J. Brij Mohan Reddy (WTD)	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	408.00	132.00	540.00
	(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 (A)		**408.00**	**132.00**	**540.00**
Ceiling as per the Act		1133.72	1133.72	2267.44

B. Remuneration to other Directors:

₹ Lakhs

S. No.	Particulars of Remuneration	Name of Directors				Total Amount
		V. L. Moorthy	G. Siva Kumar Reddy	CH. Hari Vittal Rao	J. N. Karamchetti	
	Independent Directors					
	• Fee for attending board / committee meetings					
	• Commission					
	• Others, please specify	0.40	2.25	2.25	2.25	7.90
	Total (1)	**0.40**	**2.25**	**2.25**	**2.25**	**7.90**
		T. Indira Subbarami Reddy	**Birendra Kumar**	**K. Venkateswarulu**		
	Other Non-Executive Directors					
	• Fee for attending board / committee meetings					
	• Commission					
	• Others, please specify	1.50	0.00	0.00		1.50
	Total (2)	**1.50**	**0.00**	**0.00**		
	Total (B) = (1)+(2)					**9.40**
	Total Managerial Remuneration					**9.40**
	Overall Ceiling as per the Act	NA	NA	NA		NA

C. Remuneration to other Directors key managerial personnel other than MD/MANAGER/WTD:

₹ Lakhs

S. No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		CEO	CS	CFO	
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	--	28.44	48.73	77.17
(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 (A)		**--**	**28.44**	**48.73**	**77.17**

VII. Penalties / Punishment/ Compounding of Offences: Nil.

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)
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. Other Officers In Default	-	-	-	-	-
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

For and on Behalf of the Board

T. Indira Subbarami Reddy
Chairperson
DIN:00009906

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

P. Sreedhar Babu
Chief Financial Officer

CS I. V. Lakshmi
Company Secretary & Compliance Officer

Place: Hyderabad.
Date: 14th August, 2018

Annexure – IV

Form No - MR-3
Secretarial Audit Report

For the Financial Year Ended 31st March, 2018
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

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

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. GAYATRI PROJECTS LIMITED (CIN: L99999TG1989PLC057289)** (hereinafter called the **"Company"**). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period ended on **31st March, 2018** ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/s. GAYATRI PROJECTS LIMITED** for the period ended on **31st March, 2018** according to the provisions of:

i. The Companies Act, 2013 (the Act) and the Rules made there under;

ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;

iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company:-

   a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

   b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015 (Applicable w.e.f 15th May, 2015);

   c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

   d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28th October, 2014 (Not Applicable during the audit period);

   e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not Applicable during the audit period) ;

   f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with Client;

   g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations 2009 (Not Applicable during the audit period) and;

   h. The Securities and Exchange Board of India (Buyback of Securities) Regulations 1998 (Not Applicable during the audit period);

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

i) Secretarial Standards issued by The Institute of Company Secretaries of India as notified from time to time.

ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. 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 was given to all Directors at least seven days in

advance to schedule the Board Meetings. Agenda and detailed notes on agenda was sent in advance except when board meetings were called by giving less than seven days notice in accordance with the provisions of section 173 of the act and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out and are recorded in the minutes of the meeting of the Board of Directors or Committee of the Board as the case may be and majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

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

I further report that During the period under review :

1) The Company has issued and allotted 99,46,785 equity shares at a price of ₹ 201.07 (including a premium of ₹ 199.07) aggregating to ₹ 200.00 Crores to Qualified Institutional Buyers by way of Qualified Institutional Placement (QIP) in accordance with the SEBI (ICDR) Regulations, 2009 as amended from time to time.

2) With regard to Composite Scheme of Arrangement between M/s. Gayatri Projects Limited, M/s. Gayatri Infra Ventures Limited, M/s. Gayatri Highways Limited (Formerly Known as Gayatri Domicile Pirvate Limited) and their respective Shareholders and Creditors, the Company has obtained approval of the Shareholders on 23rd January, 2017 and The National Company Law Tribunal (NCLT), Hyderabad Bench vide its order dated 3rd November, 2017, has sanctioned the aforesaid Composite Scheme of Arrangement. As per the Composite Scheme of Arrangement , M/s. Gayatri Highways Limited (Resulting company demerged as separate entity) got listed its equity shares on the BSE and NSE as per SEBI (LODR) Regulations, 2015.

Y. Koteswara Rao
ACS No. 3785
C.P. No.: 7427

Place: Hyderabad.
Date: 14th August, 2018

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

'Annexure A'

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

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

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.

2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices that, I have followed has provided a reasonable basis for my opinion.

3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.

4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.

6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Y. Koteswara Rao
ACS No. 3785
C.P. No.: 7427

Place: Hyderabad.
Date: 14th August, 2018

Annexure - V

Report on Corporate Social Responsibility (CSR) Policy and Activities as per Rule 8 of Companies (Corporate Social Responsibility Policy) Rules, 2014

1. A brief outline of the Company's CSR Policy, including overview of projects or programmes undertaken / proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programmes.
   - Eradicating extreme hunger, poverty;
   - Promotion of education including special education;
   - Promoting gender equality and empowering women;
   - Ensuring environmental sustainability and ecological balance;
   - Rural Development Projects;
   - Social business projects;
   - Disaster Relief;

   The CSR Policy of the company has been placed on the website of the company at http://www.gayatri.co.in/Investors/Corporate Governance/Policies.

2. Composition of CSR Committee:

Sl.	Name	Designation
1	Mrs. T. Indira Subbarami Reddy	Chairperson
2	Mr. T. V. Sandeep Kumar Reddy	Member
3	Mr. CH. Hari Vittal Rao	Member

3. Average Net profit for the preceding three Financial Years for the purpose of computation of CSR : ₹ 5,016.43 Lakhs

4. Prescribed CSR expenditure (2% of Average Net Profit): ₹ 100.33 Lakhs

5. Details of CSR spend for the financial year
   a) Total amount spent during the financial year 2017-18 : ₹ 101.19 Lakhs
   b) Amount unspent, if any : Nil

c) Manner in which the amount spent by during the financial year is detailed below:

Sr. No.	CSR Project or activity identified	Sector in which the project is covered	Projects of Programmes (1) Local area or other (2) Specify the state and district where projects or programme was undertaken	Amount in Lakhs outlay (budget) project or programs wise	Amount in Lakhs spent on the projects or programs sub-heads: (1) Direct expenditure on projects or programs (2) Overheads:	Cumulative expenditure upto the reporting period	Amount Spent: Direct or through implementing agency
1	Health care and Sanitation for the poor people	Promoting Health care inclusing preventive health care	Visakhapatnam, Andhra Pradesh	40.00	39.19	39.19	Agency : Balaji Charitable Trust
2	Donations to poor students for education and studies	Promotion of education, including special education	Visakhapatnam, Andhra Pradesh	15.00	12.00	12.00	Agency : TSR Foundation
3	Donations to poor students for education and studies	Providing shelter, clothing and education for poor girls	Through Maharashtra State	20.00	20.00	20.00	Agency : Utkarsh Star Mitra Mandal (NGO)
4	Donations to poor students for education and studies	Providing shelter, clothing and education for poor girls	Through Maharashtra State	30.00	30.00	30.00	Agency : HMP Gramya Vikas and Kalyan Foundation
	TOTAL			**105.00**	**101.19**	**101.19**	

T. Indira Subbarami Reddy
Chairperson CSR Committee
DIN:00009906

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

Place: Hyderabad.
Date: 14th August, 2018

Annexure - VI

Related Party Disclosures– Chapter IX

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: -NIL-

(c) Duration of the contracts / arrangements/transactions: -NIL-

(d) Salient terms of the contracts or arrangements or transactions including the value, if any: -NIL-

(e) Justification for entering into such contracts or arrangements or transactions: -NIL-

(f) Date(s) of approval by the Board: -NIL-

(g) Amount paid as advances, if any: -NIL-

(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188: -NIL-

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

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any:	Date(s) of approval by the Board, if any:	Amount paid as advances, if any:
Mr.T.Rajiv Reddy and Mr.T.V. Sandeep Kumar Reddy Nature of Relationship: Mr.T.Rajiv Reddy is son Mr. T.V. Sandeep Kumar Reddy	Revision in Remuneration of Mr.T. Rajiv Reddy, Vice-President, Operations of the Company	Not Applicable	Revision in remuneration from ₹ 2.50 Lakhs p.m to ₹ 8.00 Lakhs p.m	14.08.2017	-
Mr.J. Brij Mohan Reddy	Availing expert consultancy services from Shri. J. Brij Mohan Reddy	For a period of 3 years w.e.f 01.10.2017	Availing of expert consultancy services with a consultancy fee of ₹ 3.00 Crores p.a w.e.f 01.10.2017	14.08.2017	₹ 1.00 Crore

For and on Behalf of the Board

T. Indira Subbarami Reddy
Chairperson
DIN:00009906

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

P. Sreedhar Babu
Chief Financial Officer

CS I. V. Lakshmi
Company Secretary & Compliance Officer

Place: Hyderabad.
Date: 14th August, 2018

Annexure - VII

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

a) Managerial Remuneration:

(i) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;

Sl.	Name of the Director	Ratio of the remuneration to the median remuneration of the employees
1.	Mr.T.V.Sandeep Kumar Reddy	120: 1
2.	Mr. J. Brij Mohan Reddy	38 : 1

(ii) The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;

Sl.	Name of the KMP	Percentage increase in remuneration
1.	Mr.P.Sreedhar Babu, CFO	13.19%
2.	Mrs.I.V.Lakshmi, CS	15.66%

(iii) The percentage increase in the median remuneration of employees in the financial year: 16.26%

(iv) The number of permanent employees on the rolls of company: 2653 Employees

(v) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;

Average percentile increase in the salaries of the employees other than the managerial personnel in the last financial year is 9.00% and there has been no increase in the managerial remuneration during the last financial year.

(vi) Affirmation that the remuneration is as per the remuneration policy of the company.- Yes

b) There are no Employees drawing remuneration not less than ₹ 1.02 Crores per annum if employed throughout the financial year and ₹ 8.5 Lakhs per month, if employed for the part of the financial year during the year.

Corporate Governance Report

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

A. Mandatory Requirements

I. Company's Philosophy On Corporate Governance

Company's philosophy on corporate governance encompasses not only regulatory and legal requirements, such as the terms of listing agreements with stock exchanges, but also several voluntary practices aimed at a high level of business ethics, effective supervision and enhancement of value for all stakeholders. Gayatri Projects Limited is committed to doing business in an efficient, responsible, honest and ethical manner. Corporate governance practice goes beyond compliance and involves a company-wide commitment. This perspective has to become an integral part of business to ensure fairness, transparency and integrity of the management. Good corporate governance provides an appropriate framework for the Board, its committees and the executive management to carry out the purposes that are in the interest of the Company and the Stakeholders.

The company's core philosophy on the code of corporate governance is to ensure:

- Fair and transparent business practices.
- Accountability for performance.
- Compliance of applicable statute
- Transparent and timely disclosure of financial and management information.
- Effective management control and monitoring of executive performance by the Board.
- Adequate representation of professionally qualified non executive and independent Directors on Board.

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

II. Board of Directors

The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and the number of Directorships and Committee Memberships held by them in other companies is given below. Other Directorships do not include alternate Directorships and of Companies incorporated outside India. Chairmanship/Membership of Board Committees includes Membership of Audit and Stake Holders Relationship Committee.

Composition

The Board represents an optimum mix of professionalism, knowledge and experience. As on 31st March, 2018, we had a total strength 8 Directors in the Board, comprising of: 2 Executive Directors and 6 Non-executive Directors (4 of them are Independent Directors and 1 is Nominee Director). The Company immensely benefits from the professional expertise of the independent Directors. The Board has an adequate combination of Executive, Non-Executive and Independent Directors.

Table : 1 Key information pertaining to Directors as on 31st March, 2018

Category	Mrs. T. Indira Subbarami Reddy	Mr. T. V. Sandeep Kumar Reddy	Mr. J. Brij Mohan Reddy	Mr. G. Siva Kumar Reddy	Dr. V. L. Moorthy	Mr. CH. Hari Vittal Rao	Mr. J. N. Karamchetti	Mr. Birendra Kumar
	Chairperson Promoter Director	Managing Director	Executive Director	Independent Non-Executive Director	Independent Non-Executive Director	Independent Non-Executive Director	Independent Non-Executive Director	Non-Executive Director (Nominee Director)
Date of appointment	08.03.1996	15.09.1989	30.03.1994	30.03.1994	04.11.2005	04.11.2005	14.11.2015	07.02.2018
No of Other Directorships	18	16	5	3	0	8	4	0
Chairmanship in Committees of Board of other Companies*	-	1	-	-	-	3	3	-
Membership in Committees of Board of other Companies*	1	4	1	-	0	6	5	-
No. of Board Meetings held / attended	6/6	6/6	6/3	6/6	6/1	6/6	6/6	1/0
Attendance at the last AGM held on December 30, 2017	No	Yes	No	Yes	Yes	Yes	No	No
No. of Shares Held as on 31/03/2018	57129500	27019810	2250	1125	-	50	-	-
Inter-se relationship	Mother of T. V. Sandeep Kumar Reddy	Son of T. Indira Subbarami Reddy	Father in law of T. V. Sandeep Kumar Reddy	-	-	-	-	-

* includes only membership and chairmanship in Audit and Stakeholder Relationship Committee
Note: Mr. Birendra Kumar has been appointed as director on 07.02.2018 as a Nominee of Bank of Baroda in place of Mr. K. Venkateswarlu as per the Master Restructuring Agreement entered with Joint Lenders Forum (JLF).

Details of the familiarization programmes imparted to Independent Directors are disclosed in the company's website: http://www.gayatri.co.in/pdf/Familirisation Programmes.pdf

Board Meetings

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

Our Board met 6 times in the Financial Year 2017–18 on 18th April 2017, 29th May 2017, 14th August 2017, 14th November 2017, 06th December 2017 and 07th February 2018.

Details of the Directors seeking re-appointment

Table : 2 Details in pursuance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Name of the Director	T. Indira Subbarami Reddy	J. Brij Mohan Reddy
Director Identification No	00009906	00012927
Date of Birth	13.03.1951	22.08.1941
Date of appointment	08.03.1996	30.03.1994
Occupation	Industrialist	Industrialist
Relationship between directors inter-se	Mother of T. V. Sandeep Kumar Reddy	Father in law of T.V. Sandeep Kumar Reddy
Nature of expertise in specific functional area	30 years of experience in the construction industry	54 years of experience in the Heavy Engineering Construction and the harbour engineering industries.
Directorship in Listed Entities	Gayatri Tissue and Papers Limited and Gayatri Sugars Limited	Nil
Membership of Committees of other Listed Companies (includes only Audit Committee and Stakeholders Relationship Committee)	1	Nil
Shareholding in the Company	5,71,29,500 Shares	2,250 Shares

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

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

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

III. Audit Committee

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

Powers of Audit Committee:
The Audit Committee shall have powers, which should include the following:

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

Role of Audit Committee:
The role of the Audit Committee shall include the following:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
    a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013.
    b. Changes, if any, in accounting policies and practices and reasons for the same.
    c. Major accounting entries involving estimates based on the exercise of judgment by Management.
    d. Significant adjustments made in the financial statements arising out of audit findings.
    e. Compliance with listing and other legal requirements relating to financial statements.
    f. Disclosure of any related party transactions.
    g. Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process.
8. Approval or any subsequent modification of transactions of the company with related parties.
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Review of information by Audit Committee
The Audit Committee shall mandatorily review the following information:

1. Management discussion and analysis of financial condition and results of operations;

2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;

3. Management letters / letters of internal control weaknesses issued by the statutory auditors;

4. Internal audit reports relating to internal control weaknesses; and

5. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

The Composition of the Audit Committee:

Mr. Ch. Hari Vittal Rao	Chairman
Dr. V. L. Moorthy	Member
Mr. G. Siva Kumar Reddy	Member
Mr. J. N. Karamchetti	Member

a) **Meetings and Attendance:**
Five Audit Committee Meetings were held during the year. The dates on which the said meetings were held are as follows: 29th May, 2017, 14th August, 2017, 14th of November, 2017, 06th December, 2017 and 07th February, 2018. The maximum gap between any two meetings was not more than 120 days.

Table: 3

Name of the Director	No. of Audit Committee Meetings	
	Held	Attended
Mr. Ch. Hari Vittal Rao – Chairman	5	5
Dr. V. L. Moorthy – Member	5	1
Mr. G. Siva Kumar Reddy – Member	5	5
Mr. J. N. Karamchetti - Member	5	5

The necessary quorum was present at all the meetings.

IV. Nomination and Remuneration Committee

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

a) To ensure that the level and composition of remuneration is reasonably and sufficient, relationship of remuneration to performance is clear and meets performance benchmarks, and involves a balance between fixed and incentive pay.

b) The Nomination and Remuneration Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees

c) To identify persons who may be appointed in senior management in accordance with the criteria laid down.

d) To carry out evaluation of every director's performance and recommend to the board his/her appointment and removal based on the performance.

The details regarding Remuneration policy is disclosed in the board's report.
The composition of the Nomination and Remuneration Committee is given below:

1.	Mr. G. Siva Kumar Reddy	Chairman
2.	Mrs. T. Indira Subbarami Reddy	Member
3.	Dr. V. L. Moorthy	Member

Table: 4 Meetings and Attendance:

Name of the Director	Held	Attended
Mr. G. Siva Kumar Reddy - Chairman	4	4
Mrs. T. Indira Subbarami Reddy - Member	4	4
Dr. V. L. Moorthy - Member	4	1

* The Committee met on 31st July 2017, 14th August 2017, 07th September, 2017, and 07th February, 2018.

Table : 5 Remuneration and sitting fees paid to the Directors during 2017-2018

₹ in Lakhs

Category	Mrs. T. Indira Subbarami Reddy	Mr. T. V. Sandeep Kumar Reddy	Mr. J. Brij Mohan Reddy	Mr. G. Siva Kumar Reddy	Dr. V. L. Moorthy	Mr. CH. Hari Vittal Rao	Mr. J. N. Karamchetti	Mr. Birendra Kumar
	Chairperson Promoter Director	Managing Director	Executive Director	Independent Non-Executive Director	Independent Non-Executive Director	Independent Non-Executive Director	Independent Non-Executive Director	Non-Executive Director (Nominee Director)
Relationship with directors	Yes	Yes	Yes	None	None	None	None	None
Salary	-	408.00	132.00	-	-	-	-	-
Allowances	-	-	-	-	-	-	-	-
Commission/Incentives	-	-	-	-	-	-	-	-
Other Annual Compensation	-	-	-	-	-	-	-	-
Deferred Benefits	-	-	-	-	-	-	-	-
Sitting fees	1.50	-	-	2.25	0.40	2.25	2.25	0.00

Performance Evaluation Criteria for Independent Directors

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

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

V. Stakeholder's Relationship Committee

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

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

The Constitution of Stakeholders Relationship Committee is as follows:

Mr. Ch. Hari Vittal Rao	Chairman
Mr. J. Brij Mohan Reddy	Member
Mr. G. Siva Kumar Reddy	Member

Table: 6 Meetings and Attendance:

Name of the Director	Held	Attended
Mr. Ch. Hari Vittal Rao – Chairman	3	3
Mr. J. Brij Mohan Reddy – Member	3	--
Mr. G. Siva Kumar Reddy – Member	3	3

Stakeholders Relationship Committee met on 30th September, 2017, 28th November, 2017 and 30th March, 2018 during the financial year 2017-18.

b) Name and Address of Compliance Officer

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

c) Table: 7 Details of complaints/requests received and redressed :

Opening Balance	Received during the year	Resolved during the year	Closing Balance
NIL	03	03	NIL

VI. Meeting of Independent Directors:

The Independent Directors of the Company had met during the year on 07.02.2018 to review the performance of non-Independent Directors and the Board as a whole, review the performance of the Chairperson of the Company and had accessed the quality, quantity and timeliness of flow of information between the company management and the Board.

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

VII. General Body Meetings

a) Annual General Meeting

Table: 8 Location, date and time of last three Annual General Meetings (AGMs) and Special Resolutions passed there at:

Year	Location	Date and Time	Special Resolution passed
2014-15	KLN Prasad Auditorium, The Federation of Andhra Pradesh Chambers of Commerce and Industry, Federation House, 11-6-841, Red Hills, P.B.14, Hyderabad – 500 004	28/09/2015 11.30 AM	1. Re-appointment of Sri. J. Brij Mohan Reddy, Executive Vice Chairman. 2. Adoption of New Set of Articles of Association of Company inter-alia pursuant to the Companies Act, 2013. 3. Ratification of Master Restructuring Agreement (MRA) entered into by the Company for conversion of loan into equity
2015-16	KLN Prasad Auditorium, The Federation of Telangana and Andhra Pradesh Chambers of Commerce and Industry, Federation House, 11-6-841, Red Hills, P.B.14, Hyderabad – 500 004	28/09/2016 03.00 PM	1. Appointment of Mr. J.N. Karamchetti as Independent Director of the Company. 2. Authorisation to charge for delivery of documents through a particular mode, if any request received from the member.
2016-17	FTAPCCI Auditorium, The Federation of Telangana and Andhra Pradesh Chambers of Commerce and Industry, Federation House, 11-6-841, Red Hills, P.B.14, Hyderabad – 500004,	30/12/2017 11.30 A.M	1. Revision in remuneration of Mr. T. Rajiv Reddy, Vice-President, Operations of the company. 2. Ratification for change in terms and conditions of the Non-Convertible Cumulative Redeemable Preference Shares held by the company in M/s. Gayatri Hi-Tech Hotels Limited. 3. Raising of Funds through Issue of Securities

b) Extra-Ordinary General Meeting: : Nil

c) Postal Ballot: Nil

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

d) Disclosures

(i) Disclosure of material, financial and commercial transactions where management has personal interest that may have a potential conflict with the interest of the company at large.
During the year 2017-18, no transactions of material nature had been entered into by the Company with the Management or their relatives that may have a potential conflict with interest of the Company. None of the Non-Executive Directors have any pecuniary material relationship or material transactions with the Company for the year ended 31st March, 2018, and have given undertakings to that effect.

Details of transactions of a material nature with any of the related parties (including transactions where Directors may have a pecuniary interest) as specified in Accounting Standard 18 of the Companies (Accounting Standards) Rules, 2006, have been reported in the Notes to the Accounts and they are not in conflict with the interest of the Company at large.

Further the Company has revised the Remuneration of Mr. T. Rajiv Reddy (Vice-President, Operations of the Company), S/o Mr. T. V. Sandeep Kumar Reddy, Managing Director of the Company from ₹ 2.50 Lakhs p.m to ₹ 8.00 Lakhs p.m, being a related party company has obtained approval of the unrelated shareholders in accordance with the provisions of the Companies Act, 2013.

Further the Company has availed expert consultancy services from Mr. J. Brij Mohan Reddy (Executive Director of the Company) with a consultancy fee of ₹ 3.00 Crores p.a for a period of 3 years, being a related party company has obtained approval of the Board of Directors in accordance with the provisions of the Companies Act, 2013.

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

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

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

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

(iv) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements.
The Company has complied with all the mandatory requirements of corporate governance and are being reviewed from time to time and adoption of non mandatory items are separately disclosed in this report.

(v) Web link where policy for determining material subsidiaries and policy on dealing with related party transactions.
http://www.gayatri.co.in/corporate-governance.html

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

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

The company has constituted a Risk Management Committee with the following directors

1.	T.V. Sandeep Kumar Reddy, Managing Director	Chairman
2.	T. Indira Subbarami Reddy, Non Executive Director	Member
3.	Ch. Hari Vittal Rao, Independent Director	Member
4.	P. Sreedhar Babu, Chief Financial Officer	Member

Term of Reference:

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

e) Means of Communication

Quarterly Results, Press Releases, presentations and Publications:

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

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

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

f) General Shareholder Information

a) Annual General Meeting :

Financial Year	2017 – 2018
Date	28th September, 2018
Time	4.00 P.M
Venue	KLN Prasad Auditorium The Federation of Telangana and Andhra Pradesh Chambers of Commerce and Industry, Federation House, 11-6-841, Red Hills, P.B.14, Hyderabad – 500 004.

b) Financial Calendar (tentative): Financial Year 1st April, 2018 to 31st March, 2019

Table: 9 Calendar for Reporting

Quarter Ending	Release of Results
June 30, 2018	August 14, 2018
September 30, 2018	November 14, 2018
December 31, 2018	February 14, 2019
March 31, 2019	May 30, 2019*

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

c) Dates of Book Closure :

The Books shall be closed from 22nd September, 2018 to 28th September, 2018 (both days inclusive).

d) Listing on Stock Exchanges:

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

The Company confirms that it has paid annual listing fees to the stock exchanges for the financial year 2018-2019.

e) Stock Code:

(i) Trading Symbol

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

(ii) Depository for Equity Shares : NSDL and CDSL

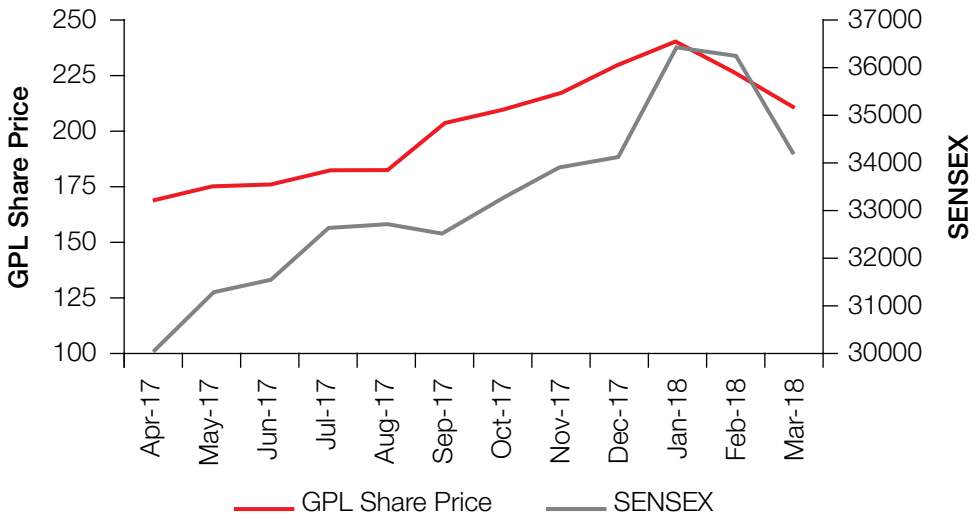
(iii) Demat ISIN Number : INE336H01023

f) **Table: 10 Stock Market Price Data:**

Month	BSE Share Price		BSE SENSEX	
	High Price	Low Price	High Price	Low Price
Apr-17	169.30	139.75	30184.22	29241.48
May-17	174.45	138.25	31255.28	29804.12
Jun-17	177.00	146.10	31522.87	30680.66
Jul-17	182.25	150.70	32672.66	31017.11
Aug-17	183.00	149.05	32686.48	31128.02
Sep-17	204.45	170.65	32524.11	31081.83
Oct-17	209.00	172.00	33340.17	31440.48
Nov-17	217.55	185.00	33865.95	32683.59
Dec-17	229.50	199.65	34137.97	32565.16
Jan-18	237.55	202.00	36443.98	33703.37
Feb-18	227.50	190.00	36256.83	33482.81
Mar-18	211.95	175.55	34278.63	32483.84

g) Stock Price Performance in comparison with BSE SENSEX

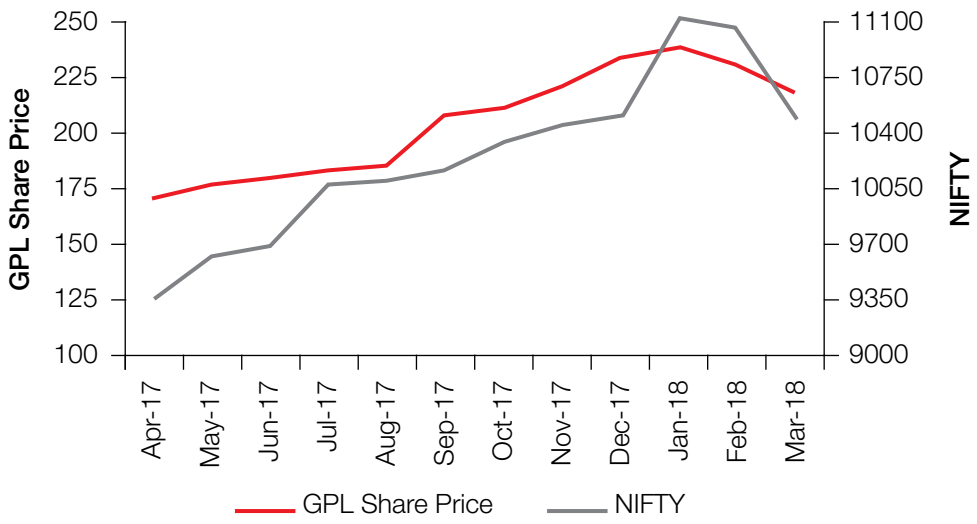
GPL Share Price performance against SENSEX



h) Stock Price Performance in comparison with NSE NIFTY

Month	NSE Share Price		NSE NIFTY	
	High Price	Low Price	High Price	Low Price
Apr-17	169.70	141.00	9367.15	9075.15
May-17	174.35	140.00	9649.60	9269.90
Jun-17	177.45	147.00	9709.30	9448.78
Jul-17	182.00	150.00	10114.85	9543.55
Aug-17	183.00	150.00	10137.85	9685.55
Sep-17	204.70	173.00	10178.95	9687.55
Oct-17	209.00	177.60	10384.50	9831.05
Nov-17	218.00	188.00	10490.45	10094.00
Dec-17	229.50	198.80	10552.40	10033.35
Jan-18	223.60	199.50	11171.55	10404.65
Feb-18	227.00	190.50	11117.35	10276.30
Mar-18	213.65	176.60	10525.50	9951.90

GPL Share Price performance against S&P CNX NIFTY



i) **Registrar and Transfer Agents : (RTA)**
Karvy Computershare Private Limited
Unit: Gayatri Projects Limited
Karvy Selenium Tower B, Plot 31-32,
Gachibowli, Financial District,
Nanakramguda, Hyderabad – 500 032.
Tel: 040-67162222, Fax: 040-23001153
Email: einward.ris@karvy.com
Website: www.karvycomputershare.com

j) **Share Transfer System :**
Transfers of shares held on dematerialized form are done through the depositories with no involvement of the Company. As regards transfer of shares held in physical form, the transfer documents can be lodged with the Registrars at the above mentioned addresses. Transfers of shares in physical form are normally processed within 15 days from the date of receipt, if the documents are complete in all respects. The Directors, the Chief Financial Officer and the Company Secretary are severally empowered to approve transfers.

a. (i) Table 11 : Distribution of shareholding as on 31st March, 2018:

Category (Amount)	No. of Cases	% of Cases	Total Shares	Amount	% of Amount
upto 1 - 5000	11,718	95.88	2672170	5,344,340.00	1.43
5001 - 10000	194	1.59	748095	1,496,190.00	0.40
10001 - 20000	97	0.79	729881	1,459,762.00	0.39
20001 - 30000	33	0.27	410860	821,720.00	0.22
30001 - 40000	20	0.16	355759	711,518.00	0.19
40001 - 50000	20	0.16	468133	936,266.00	0.25
50001 - 100000	47	0.38	1759600	3,519,200.00	0.94
100001 & ABOVE	88	0.76	180054187	360,108,374.00	96.18
	12,217	**100.00**	**187198685**	**374,397,370.00**	**100.00**

(ii) Table: 12 Categories of shareholders as on 31st March, 2018:

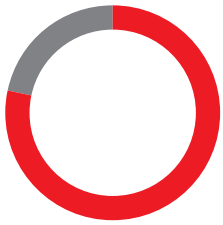
S. No	Category	No. of Cases	Total Shares	% To Equity
1	ALTERNATIVE INVESTMENT FUND	1	696,274	0.37
2	BANKS	2	824,616	0.44
3	BODIES CORPORATES	298	6,269,002	3.35
4	CLEARING MEMBERS	81	103,792	0.06
5	DIRECTORS AND THEIR RELATIVES	2	1,175	0.00
6	FOREIGN INSTITUTIONAL INVESTORS	1	16,772,852	8.96
7	FOREIGN PORTFOLIO INVESTORS	73	56,158,002	30.00
8	H U F	292	342,093	0.18
9	I E P F	1	1,560	0.00
10	INSURANCE COMPANIES	1	4,880,318	2.61
11	MUTUAL FUNDS	5	1,846,008	0.99
12	NBFC	4	128,024	0.07
13	NON RESIDENT INDIAN NON REPATRIABLE	57	120,405	0.06
14	NON RESIDENT INDIANS	173	5,920,782	3.16
15	PROMOTERS & DIRECTORS	05	84,154,710	44.95
16	RESIDENT INDIVIDUALS	11,220	6,162,638	3.29
17	VENTURE CAPITAL	1	2,816,434	1.50
	Total	**12,217**	**187,198,685**	**100.00**

k) **Dematerialization of Shares and Liquidity:**
As on 31st March, 2018, 100% of the paid up equity capital of the Company has been dematerialized and the trading of Equity shares in the Stock Exchanges is under compulsory dematerialization.

Table 13: As on 31st March, 2018 the Equity shares of the Company are dematerialized as follows:

Sl. No	Category	Total No. of Shares	% To Equity
1	Physical	250	0.00
2	Dematerialized	187,198,435	100.00
	Total	**187,198,685**	**100%**

NSDL	78.47%
CDSL	21.53%



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

l) **Commodity price risk or foreign exchange risk and hedging activities:**
The company business is limited to India and hence not exposed to fluctuations in foreign exchange rates. The ECB loan availed by the company is fully hedged to cover any foreign exchange fluctuations. The commodity price risks are, by and large, managed contractually through price variation clauses.

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

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

Shareholders of the Company who have either not received or have not encashed their dividend warrants, for the financial year 2010-11, 2011-12, 2012-13, 2013-14 , 2014-15 and 2015-16 are requested to claim the unpaid/ unclaimed dividend from the Company before transfer to the above mentioned fund.

Table: 14

Financial Year	Rate of Dividend	Date of Declaration	Unclaimed Amount (₹)	Due for transfer to IEPF on
2010-11	50%	September 30, 2011	96045.00	October 12, 2018
2011-12	30%	September 20, 2012	80352.00	October 02, 2019
2012-13	30%	September 27, 2013	64482.00	October 16, 2020
2013-14	20%	September 23, 2014	70940.00	October 16, 2021
2014-15	10%	September 22, 2015	6386.00	October 15, 2022
2015-16	20%	September 22, 2016	26550.00	October 15, 2023

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

After completion of seven years as per the above table, no claims shall lie against the said Fund or against the Company for the amounts of Dividend so transferred nor shall any payment be made in respect of such claims.

o) **Transfer of unpaid or unclaimed dividend/shares to Investor Education and Protection Fund (IEPF):**
Pursuant to the applicable provisions of the Companies Act, 2013, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('the Rules'), all unpaid or unclaimed dividends are required to be transferred by the Company to the IEPF established by the Government of India, after the completion of seven years. Further, according to the Rules, the shares on which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall also be transferred to the demat account of the IEPF Authority. Accordingly, the Company has transferred the unclaimed and unpaid dividends pertaining to 2009-10 (Final dividend) of ₹ 35,632. Further, 1560 corresponding shares were transferred on 04.12.2017 and 11.12.2017 as per the requirements of the IEPF rules.

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

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

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

As per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company reports the following details in respect of equity shares lying in the Unclaimed Shares Demat Suspense Account, which were issued pursuant to the Company's public issue:

Table: 15

Particulars	Number of Shareholders	Number of Equity Shares
Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Shares Demat Suspense Account, as on April 01, 2017.	1	125
Number of shareholders who approached the issuer for transfer of shares from the Unclaimed Shares Demat Suspense Account during the year	Nil	Nil
Numbers of shareholders to whom shares were transferred from the Unclaimed Shares Demat Suspense Account during the year.	Nil	Nil
Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Shares Demat Suspense Account, as on March 31, 2018	0*	0

*Note: As per the requirements of the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 these shares were transferred to IEPF account.

B. Compliance Report On Discretionary Requirements

1. The Board – Chairperson's Office

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

2. Shareholders rights

We display our quarterly and half yearly results on our web site, www.gayatri.co.in and also publish our results in widely circulated newspapers. We did not send half yearly results to each household of the shareholders in the financial year 2017-18.

3. Audit Qualifications

There are no audit qualifications by the statutory auditors in our company and its subsidiaries as at 31st March 2018.

4. Reporting of internal auditor:

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

5. Reconciliation of Share Capital Audit

As stipulated by SEBI, a Reconciliation of Share Capital Audit is carried out by an Independent Practicing Company Secretary on quarterly basis to confirm reconciliation of the issued and listed capital, shares held in dematerialized and physical mode and the status of the register of members.

Business Responsibility Report

Section A: General Information about the Company

1.	Corporate Identity Number (CIN) of the Company.	L99999TG1989PLC057289
2.	Name of the Company	Gayatri Projects Limited
3.	Registered address	TSR Towers, B-1 6-3-1090, Rajbhavan Road, Somajiguda Hyderabad 500082
4.	Website	www.gayatri.co.in
5.	E-mail id	cs@gayari.co.in
6.	Financial Year reported	2017-2018
7.	Sector(s) that the Company is engaged in (industrial activity code-wise)	Road Projects (42101) Industrial Projects (N.A) Power Projects (42201)
8.	List three key products/services that the Company manufactures / provides (as in balance sheet)	Road Projects Industrial Projects Power Projects
9.	Total number of locations where business activity is undertaken by the Company	46
	(a) Number of International Locations (Provide details of major 5)	Nil
	(b) Number of National Locations	46
10.	Markets served by the Company – Local /State/National/International	State / National

Section B: Financial Details of the Company

1.	Paid up Capital (INR)	₹ 37,43,97,370
2.	Total Turnover (INR)	₹ 2,91,231.24 Lakhs
3.	Total profit after taxes (INR)	₹ 18,809.35 Lakhs
4.	Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	₹ 101.19 Lakhs The Company has spent 2.02% of the average net profits of the last three financial years
5.	List of activities in which expenditure in 4 above has been incurred	Health care and Sanitation, Promoting Education, Promoting gender equality and empowering women and Providing shelter, clothing and education for poor girls

Section C: Other Details

1.	Does the Company have any Subsidiary Company/ Companies?	Yes, as on 31st March, 2018, the company has 2 subsidiaries.
2.	Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s).z	Yes, through their own Business Responsibility initiatives.
3.	Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/ entities? [Less than 30%, 30-60%, More than 60%].	No

Section D: BR Information

1. Details of Director/Directors responsible for BR.

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

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

   b) Details of the BR head

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

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

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

No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1.	Do you have a policy/ policies for....	Y	Y	Y	Y	Y	Y	Y	Y	Y
2.	Has the policy being formulated in consultation with the relevant stakeholders?	Policies formulated after internal consultation covering all functional areas								
3.	Does the policy conform to any national / international standards? If yes, specify? (50 words)	The Policies conform to statutory provisions								
4.	Has the policy being approved by the Board? Is yes, has it been signed by MD/ owner/ CEO/ appropriate Board Director?	Yes the policies were approved by the Board of Directors and the Managing Director and the Executive Director have been authorised to take necessary steps for complying with the BRR requirements								
5.	Does the company have a specified committee of the Board/ Director/ Official to oversee the implementation of the policy?	Yes. Managing Director								
6.	Indicate the link for the policy to be viewed online?	Policies hosted on the Company's website: http://www.gayatri.co.in/corporate-governance.html								
7.	Has the policy been formally communicated to all relevant internal and external stakeholders?	Yes. Communicated to all internal stakeholders								
8.	Does the company have in-house structure to implement the policy/ policies.	Yes.								
9.	Does the Company have a grievance redressal mechanism related to the policy/ policies to address stakeholders' grievances related to the policy/ policies?	Yes.								
10.	Has the company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	Yes. Internal evaluation								

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

3. Governance related to BR

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

Section E: Principle-Wise Performance

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

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

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

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

Principle 3: Businesses should promote the wellbeing of all employees

1.	Please indicate the Total number of employees.	2653
2.	Please indicate the Total number of employees hired on temporary/contractual/casual basis.	516
3.	Please indicate the Number of permanent women employees.	25
4.	Please indicate the Number of permanent employees with disabilities	2
5.	Do you have an employee association that is recognized by management.	No
6.	What percentage of your permanent employees is members of this recognized employee association?	Not Applicable
7.	Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.	Nil

No.	Category	No of complaints filed during the financial year	No of complaints pending as on end of the financial year	
1.	Child labour/forced labour/involuntary labour	Nil	Nil	Nil
2.	Sexual harassment	Nil	Nil	
3.	Discriminatory employment	Nil	Nil	

8.	What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?	Yes
(a)	Permanent Employees	
(b)	Permanent Women Employees	
(c)	Casual/Temporary/Contractual Employees	
(d)	Employees with Disabilities	

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

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

Principle 5: Businesses should respect and promote human rights

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

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

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

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

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

Principle 8: Businesses should support inclusive growth and equitable development

1.	Does the company carried on programmes / initiatives/projects in pursuit of support inclusive growth and equitable development?	Yes. The Company has adopted the CSR policy pursuant to Section 135/Schedule VII of the Companies Act, 2013. The details of the CSR projects under taken by the Company is provided in the annexure VI to the Directors' Report
2.	Are the programmes/projects undertaken through in-house team/ own foundation/external NGO/government structures/any other organization?	External agencies
3.	What is your company's direct contribution to community development projects?	₹ 101.19 Lakhs
4.	Have you taken steps to ensure that this community development initiative is successfully adopted by the community?	Yes

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

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

CEO & CFO Certification

To
The Board of Directors
GAYATRI PROJECTS LIMITED

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

a) We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:

   i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

   ii) these statements together present a true and fair view of the Company's affairs and are in compliance with the applicable accounting standards, applicable laws and regulations.

b) There are to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violation of the Company's Code of Conduct.

c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

d) We have indicated to the Auditors and the Audit Committee:

   i) significant changes in internal control over financial reporting during the year;

   ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

   iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

e) We hereby declare that all the members of the Board of Directors and Management Committee have confirmed compliance with the Code of Conduct as adopted by the Company.

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

P. Sreedhar Babu
Chief Financial Officer

Place: Hyderabad.
Date: 14th August, 2018

Declaration Regarding Compliance by Board Members and Senior Management Personnel with the Company's Code of Conduct

To
The Members of Gayatri Projects Limited

As required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby confirm that the Company has adopted a Code of Conduct for all Board Members and Senior Management and the same has been placed on the Company's website. All Board Members and Senior Management personnel have affirmed compliance with the Code of Conduct in respect of the financial year ended 31st March, 2018.

For Gayatri Projects Limited

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

Place: Hyderabad.
Date: 14th August, 2018

Certificate on Corporate Governance

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

I have examined the compliance of conditions of Corporate Governance by M/s. Gayatri Projects Limited (CIN: L99999TG1989PLC057289) ('the Company'), for the year ended 31st March 2018, as stipulated in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for the period April 1, 2017 to March 31, 2018.

The compliance of conditions of Corporate Governance is the responsibility of the management. My examinations has been limited to a review of the procedures and implementations thereof, adopted by the Company for ensuring the compliance with the conditions of the Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me and based on the representations made by the Directors and the Management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement / Listing Regulations, as applicable.

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

Y. Koteswara Rao
ACS No. 3785
C.P. No.: 7427

Place: Hyderabad.
Date: 14th August, 2018

Independent Auditor's Report

To the Members of Gayatri Projects Limited

Report on the Standalone Ind AS Financial Statements

We have audited the accompanying standalone Ind AS financial statements of **Gayatri Projects Limited** ("the Company"), which comprise the Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements to give a true and fair view of the financial position, financial performance (including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015,(as amended). This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these standalone Ind AS financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone Ind AS financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone Ind AS financial statements.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2018 and its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Emphasis of Matters

(Note Nos. referred hereunder are with reference to respective Notes forming part of the standalone Ind AS financial statements)

We draw member's attention to the following matters:

i) As stated in Note No. 31.16, Inter Corporate Deposits (ICD) grouped under "Non-Current Loans" and accumulated interest there on long pending for recovery.

ii) As stated in Note No.31.17, Considerable Work Advances in respect of certain Contract works given to sub-contracts grouped under "Other Current assets" which are long pending for recovery.

Our Opinion is not qualified in respect of the above matters.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act ("the Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and

according to the information and explanations given to us, we give in the **"Annexure A"** a statement on the matters specified in paragraphs 3 and 4 of the Order.

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 Cash Flows and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;

   (d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act and Companies (Indian Accounting Standards) Rules, 2015, as amended;

   (e) On the basis of the written representations received from the directors as on 31st March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act;

   (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **"Annexure B"**;

   (g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:

      i. As stated in Note No.31.2 of the Standalone Ind AS financial statements, the Company has disclosed the impact of pending litigations on its standalone Ind AS financial statements.

      ii. As per the information and explanations given by the Company, the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

      iii. As per the information and explanations given by the Company, there has been no delay in transferring the amounts which are required to be transferred to Investor Education & Protection Fund.

      iv. The disclosures regarding details of specified bank notes held and transacted during 8th November, 2016 to 30th December, 2016 has not been made since the requirement does not pertain to financial year ended 31st March, 2018.

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

S V C Reddy
Partner
Membership Number: 224028

Place: Hyderabad
Date: 30th May, 2018

Annexure A to the Auditor's Report

The Annexure referred to in the Independent Auditors' Report to the members of the Company on the standalone Ind AS financial statements for the year ended 31st March, 2018, we report that:

i. In respect of Fixed Assets:

   a. In our opinion and as per the information and explanations given to us, the Company has maintained proper records showing particulars, including quantitative details and situation of fixed assets;

   b. The management of the company has verified the fixed assets at reasonable intervals during the year. According to the information and explanations given to us, no material discrepancies were noticed on such physical verification.

   c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.

ii. According to the information and explanations given to us, the inventories have been physically verified during the year by the management. In our opinion, the frequency of such verification is reasonable. The discrepancies noticed on physical verification of inventories as compared to the book records, which in our opinion were not material, have been properly dealt with.

iii. According to information and explanations given to us, the Company has granted unsecured Loans of ₹ 29,385.00 Lakhs to parties covered in the Register maintained under section 189 of the Companies Act, 2013. In respect of such loans,

   a. In our opinion and according to information and explanations given to us, the terms and conditions of such loans given by the Company are not prima facie prejudicial to the interest of the company.

   b. The Schedule of repayment of the principal and interest has not been stipulated as the principal amount is repayable on demand.

   c. There is no repayment schedule and therefore there is no overdue amount.

iv. According to information and explanations given to us and in our opinion, the company has complied with the provisions of sections of 185 and 186 of the Act, to the extent applicable, in respect of grant of loans, making investments and providing guarantees and securities.

v. According to the information and explanations given to us, the Company has not accepted any deposits from public within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended) during the year. Accordingly the provisions of clause 3(v) of the Order are not applicable to the Company.

vi. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended and prescribed by the Central Government under section 148(1) of the Companies Act, 2013, and are of the opinion that, prima facie, the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

vii. In respect of statutory dues

   a. According to the information and explanations given to us, and based on our examination of records of the Company, amounts deducted/ accrued in the books of accounts in respect of statutory dues including provident fund, income tax, value added tax, goods and service tax, cess and other material statutory dues have been regularly deposited during the year by the Company with appropriate statutory authorities.

   b. According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, service tax, sales-tax, goods and service tax, duty of custom, duty of excise, value added tax, Cess and other material statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

   c. According to the information and explanation given to us, there are no dues of Sales tax, Income Tax, Wealth Tax, Service Tax, Customs Duty, Goods and Service Tax, and Cess which have not been deposited as on 31st March, 2018 on account of any dispute, except the following:

Sl. No.	Name of the Statute	Name of the Tax Due	Forum where Dispute is pending	Amount ₹ in Lakhs	Financial Years
1	Mines and Minerals (Development and Regulation) Act, 1957	Department of Mines and Geology	Supreme Court	1,043.51	1998-99
2	Central Sales Tax Act, 1956 and Sales Tax Acts of Various States	Sales Tax/Vat	Appeals pending before High Courts of respective states and Appellate Tribunals and other appropriate authorities.	3,436.55	2001-02 and 2004-05 to 2009-10
3	Central Excise Act, 1944	Service Tax	Appeals pending before various Authorities	1,770.10	2007-08 to 2011-12
4	Income Tax Act, 1961	Income Tax	Appeal pending before CIT(Appeals)	1,649.70	2013-14 and 2015-16

viii. Based on our audit procedures and according to the information and explanations given to us, we are of the opinion that the Company has not defaulted in repayment of loans or borrowings to any financial institution, bank or Government as on the Balance Sheet date.

ix. According to information and explanations given to us, the company has not raised moneys by way of public offer (including debt instruments). Based on our audit procedures and according to the information and explanations given to us, in our opinion, the Term loans availed by the Company were, prima facie, applied for the purpose for which they were obtained.

x. During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the company or on the company by its officers or employees, noticed or reported during the year, nor we have been informed of any such case by the management.

xi. In our opinion and according to the information and explanations given to us, the company has paid or provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

xii. As the Company is not a Nidhi Company, provisions of clause 3(xii) of the Order are not applicable to the Company.

xiii. According to the information and explanations given to us and based on examination of records of the Company, transactions with related parties are in compliance of Sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable Accounting Standards.

xiv. The Company has made private placement of equity shares during the year. According to the information and explanations given to us, the private placement of equity shares are in compliance with the provisions of section 42 of the Act and the amounts raised have been used for the purpose of which they were raised and unutilized balance amount of ₹ 360.44 Lakhs is available in the QIP Escrow Account.

xv. According to the information and explanations given to us and based on examination of records of the Company, the Company has not entered into any non-cash transaction with directors or persons connected with them. Hence, Clause 3(xv) of the Order is not applicable for the current year under report.

xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

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

S V C Reddy
Partner
Membership Number: 224028

Place: Hyderabad
Date: 30th May, 2018

Annexure B to the Auditor's Report

The Annexure referred to in the Independent Auditors' Report to the members of the Company on the standalone Ind AS financial statements for the year ended 31st March 2018:

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

We have audited the internal financial controls over financial reporting of **Gayatri Projects Limited** ("the Company") as of 31st March 2018 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, 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 31st March 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

S V C Reddy
Partner
Membership Number: 224028

Place: Hyderabad
Date: 30th May, 2018

Balance Sheet

as at 31st March, 2018

₹ in Lakhs

Particulars	Note No.	As at 31st March, 2018	As at 31st March, 2017
Assets			
Non-Current Assets			
(a) Property, Plant & Equipment	3a	33,496.51	30,925.49
(b) Capital Work in Progress	3b	-	2,409.70
(c) Financial Asset			
(i) Investments	4	1,01,689.06	1,05,612.14
(ii) Loans	5	35,633.11	51,023.52
Total Non-Current Assets		**1,70,818.68**	**1,89,970.85**
Current assets			
(a) Inventories	6	29,295.67	36,005.19
(b) Financial Asset			
(i) Trade receivables	7	1,13,371.47	75,464.88
(ii) Cash and cash equivalents and other bank balances	8	24,262.34	19,700.64
(iii) Loans	9	17,027.32	20,161.82
(c) Current Tax Assets (net)	10	13,850.03	4,074.55
(d) Other Current Assets	11	1,29,984.52	1,02,433.65
Total Current Assets		**3,27,791.35**	**2,57,840.73**
Total Assets		**4,98,610.03**	**4,47,811.58**
Equity and Liabilities			
Equity			
(a) Equity Share capital	12	3,743.97	3,545.04
(b) Other Equity	13	1,08,559.71	70,555.34
Total Equity		**1,12,303.68**	**74,100.38**
Liabilities			
Non-current liabilities			
(a) Financial Liabilities			
(i) Borrowings	14	80,321.46	96,777.30
(ii) Other Financial liabilities	15	1,03,324.97	92,391.80
(b) Provisions	16	520.21	978.31
(c) Deferred Tax Liabilities (Net)	17	713.78	2,320.22
Total Non-Current Liabilities		**1,84,880.42**	**1,92,467.63**
Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	18	95,908.60	95,960.82
(ii) Trade payables	19	80,427.24	66,079.21
(iii) Other Financial Liabilities	20	20,419.64	14,886.66
(b) Other Liabilities	21	4,457.81	4,307.25
(c) Provisions	22	212.64	9.63
Total Current Liabilities		**2,01,425.93**	**1,81,243.57**
Total Equity and Liabilities		**4,98,610.03**	**4,47,811.58**
Significant Accounting Policies	2		
Other Notes forming part of the Financial Statements	31		

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

S.V.C. Reddy
Partner

Place: Hyderabad
Date: 30th May, 2018

For and on behalf of the Board

T. Indira Subbarami Reddy
Chairperson
DIN : 00009906

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

P. Sreedhar Babu
Chief Financial Officer

CS I.V. Lakshmi
Company Secretary & Compliance Officer

Statement of Profit and Loss

for the year ended 31st March, 2018

₹ in Lakhs

Particulars	Note No.	For the year ended 31st March, 2018	For the year ended 31st March, 2017
(I) Revenue from operations	23	2,91,231.24	2,11,535.05
(II) Other Income	24	892.40	3,058.34
(III) Total Income (I+II)		**2,92,123.64**	**2,14,593.39**
(IV) Expenses			
(a) Cost of Materials Consumed and Cost of Purchases & Services	25	92,485.98	67,936.87
(b) Work Expenditure	26	1,31,560.58	1,06,573.75
(c) Changes in Work in Progress	27	3,342.49	(5,542.82)
(d) Employee benefits expenses	28	10,090.43	5,866.53
(e) Finance costs	29	23,937.09	20,138.18
(f) Depreciation and amortization expense	3	5,467.06	4,315.54
(g) Other Expenses	30	6,985.25	4,359.01
Total Expenses (IV)		**2,73,868.88**	**2,03,647.06**
V Profit before Exceptional items and Tax (III-IV)		18,254.76	10,946.33
VI Exceptional items (Net)		-	(1,538.65)
VII Profit/(Loss) before Tax		**18,254.76**	**9,407.68**
VIII Tax Expenses			
(a) Current Tax (MAT)		3,879.68	3,945.41
(b) Excess provision of Tax for earlier years		(2,655.41)	(1,647.61)
(c) Deferred Tax Liability / (Asset)		(1,778.86)	67.36
Total Tax Expenses (VIII)		**(554.59)**	**2,365.16**
IX Profit for the year (VII-VIII)		**18,809.35**	**7,042.52**
X Other Comprehensive Income (OCI)			
Items that will not be reclassified to profit or loss :			
i) Re-measurement gains/losses) on actuarial valuation of Post Employment defined benefits		498.23	26.17
ii) Income tax relating to Items that will not be reclassified to profit or loss		(172.42)	(9.06)
Items that will be reclassified to profit or loss:		-	-
Total Other Comprehensive Income (X)		**325.81**	**17.11**
XI Total Comprehensive Income for the Year (IX+X)		**19,135.16**	**7,059.63**
XII Earning per Share (of ₹ 2/- each)	31.7		
Basic and Diluted (₹)		10.58	3.97
Significant Accounting Policies	2		
Other Notes forming part of the Financial Statements	31		

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

S.V.C. Reddy
Partner

Place: Hyderabad
Date: 30th May, 2018

For and on behalf of the Board

T. Indira Subbarami Reddy
Chairperson
DIN : 00009906

P. Sreedhar Babu
Chief Financial Officer

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

CS I.V. Lakshmi
Company Secretary & Compliance Officer

Statement of Changes in Equity

for the year ended 31st March, 2018

A. Equity Share Capital and Other Equity

₹ in Lakhs

Particulars	Equity Share Capital (Note No. 14)	Other Equity					
		Reserves & Surplus					Total Other Equity
		Capital Reserve	General Reserve	Securities Premium Account	Retained earnings	Other Comprehensive Income	
As at 31st March 2016	**3,545.04**	**143.40**	**12,300.00**	**35,522.06**	**33,150.79**	**(59.59)**	**81,056.66**
Changes in Equity Share Capital	-	-	-	-	-		-
Adjustment on account of Composite Scheme of Arrangement	-	-	-	(16,707.60)	-		(16,707.60)
Surplus / (Deficit) for the year	-	-	-		7,042.52		7,042.52
Other Comprehensive Income for the Year						17.11	17.11
Dividend and Dividend Tax	-	-	-	-	(853.35)		(853.35)
As at 31st March, 2017	**3,545.04**	**143.40**	**12,300.00**	**18,814.46**	**39,339.96**	**(42.48)**	**70,555.34**
Changes in Equity Share Capital	198.93	-	-	-	-		-
Premium received on Shares issued during the year	-	-	-	19,801.07	-		19,801.07
QIP Issue Expenses				(931.86)			(931.86)
Surplus / (Deficit) for the year	-	-	-		18,809.35		18,809.35
Other Comprehensive Income for the Year						325.81	325.81
Dividend and Dividend Tax	-	-	-	-	-		-
As at 31st March, 2018	**3,743.97**	**143.40**	**12,300.00**	**37,683.67**	**58,149.31**	**283.33**	**1,08,559.71**

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

S.V.C. Reddy
Partner

Place: Hyderabad
Date: 30th May, 2018

For and on behalf of the Board

T. Indira Subbarami Reddy
Chairperson
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P. Sreedhar Babu
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T.V. Sandeep Kumar Reddy
Managing Director
DIN : 00005573

CS I.V. Lakshmi
Company Secretary & Compliance Officer

Statement of Cash Flows

for the year ended 31st March, 2018

₹ in Lakhs

Particulars		For the year ended 31st March, 2018	For the year ended 31st March 2017
A	**Cash Flow from Operating Activities:**		
	Profit before Tax excluding extraordinary and exceptional items	18,254.76	10,946.33
	Adjustments for:		
	Depreciation and amortization	5,467.06	4,315.54
	Interest and other Income	(892.40)	(3,058.34)
	Loss / (Profit) on sale of Property, Plant and Equipment	(30.00)	(1.37)
	Finance Costs	23,937.09	20,136.98
	Foreign Currency Translation and Transactions – ECB	-	1.20
	Operating Profit before working Capital Changes	**46,736.51**	**32,340.34**
	Adjustments for:		
	(Increase) / Decrease in Trade Receivables	(37,906.59)	(13,065.54)
	(Increase) / Decrease in non-current financial asset	15,390.41	2.53
	(Increase) / Decrease in current financial asset	3,134.50	(5,090.66)
	(Increase) / Decrease in Other current assets	(34,670.94)	(19,035.28)
	(Increase) / Decrease in Inventory	6,709.52	(20,516.76)
	Increase / (Decrease) in current financial liabilities	187.57	1,046.25
	Increase / (Decrease) in non-current financial liabilities	11,176.31	29,790.25
	Increase / (Decrease) in Trade Payables	14,348.03	24,168.12
	Cash (used in) / generated from Operating activities	**25,105.32**	**29,639.25**
	Direct Taxes paid (Net)	(3,879.68)	(3,945.41)
	Net Cash (used in)/ generated from Operating Activities (A)	**21,225.64**	**25,693.84**
B	**Cash Flow from Investing Activities**		
	Purchase of Property, Plant and Equipment including capital work-in-progress (net of proceedings from sale of Plant and Equipment)	(5,628.38)	(19,542.57)
	(Purchase)/ Sale of Non-Current Investments	3,923.08	(4,098.88)
	Net proceeds from / (investments) in bank deposits (having original maturity of more than three months)	(2,644.82)	(3,369.12)
	Proceeds from sale of Property, Plant & Equipment	30.00	3,040.75
	Interest and other income received	892.40	3,058.34
	Net Cash (used in)/ generated from Investing Activities (B)	**(3,427.72)**	**(20,911.48)**
C	**Cash Flow from Financing Activities**		
	Proceeds from issue of Share Capital including share premium	20,000.00	-
	Net Proceeds from /(Repayment of) Long term borrowings	(11,342.50)	6,883.01
	Net Proceeds from / (Repayment of) Short term borrowings	(52.22)	6,939.44
	QIP Issue Expenses paid	(931.86)	-
	Finance Costs	(23,554.46)	(19,424.88)
	Dividend & Dividend Distribution Tax paid	-	(853.35)
	Net Cash (used in)/ generated from Financing Activities (C)	**(15,881.04)**	**(6,455.78)**
	Net Increase / (Decrease) in cash and cash equivalents (A+B+C)	1,916.88	(1,673.42)
	Cash and Cash Equivalents at the beginning of the year	3,775.01	5,448.43
	Cash and Cash Equivalents at the end of the year	**5,691.89**	**3,775.01**

Note:

a Figures in brackets represent cash outflows.

b The Accompanying Notes and other explanatory information form an integral part of the Financial Statements.

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

For and on behalf of the Board

S.V.C. Reddy
Partner

T. Indira Subbarami Reddy
Chairperson
DIN : 00009906

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

Place: Hyderabad
Date: 30th May, 2018

P. Sreedhar Babu
Chief Financial Officer

CS I.V. Lakshmi
Company Secretary & Compliance Officer

1. Corporate Information

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

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

2. Significant Accounting Policies

2.1 Compliance with Indian Accounting Standards (Ind AS)

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

2.2 Basis of Preparation and Presentation of Financial Statements

The Financial statements are prepared on accrual basis following the historical cost convention except in case of certain financial instruments which are measured at fair values. The Balance Sheet and the Statement of Profit and Loss are prepared and presented in the format prescribed under Schedule III to the Act. The Statement of Cash Flows has been prepared and presented as per the requirements of Indian Accounting Standard (Ind AS) - 7 on "Statement of Cash Flows". The disclosure requirements with respect to items in the Balance Sheet and Statement of Profit and Loss, as prescribed in the Schedule III to the Act, are presented by way of notes forming part of the financial statements along with other notes required to be disclosed under the notified Ind AS and the Listing Agreement. Further, the guidance notes/ announcements issued by the Institute of Chartered Accountants of India (ICAI) are also considered, wherever applicable except to the extent where compliance with other statutory promulgations viz. SEBI guidelines override the same requiring a different treatment. Accounting Policies have been consistently applied except where a newly issued Accounting Standard is initially adopted or a revision to an existing Accounting Standard requires a change in the accounting policy used previously.

Fair value for measurement adopted in these financial statements is determined on such a basis, except leasing transactions that are within the scope of Ind AS 17, Net Realizable value as per Ind AS 2 or value in use in Ind AS 36. Fair value measurements under Ind AS are categorized as below based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety:

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

2.3 Use of Estimates

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

2.4 Revenue Recognition

A. Revenue from Operations

a. Revenue from Construction activity:

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

using the percentage of completion method. Percentage of completion is the proportion of cost of work performed up to the date, to the total estimated contract costs

ii) The stage of completion of contracts is measured by reference to the proportion that contract costs incurred for work performed up to the reporting date bear to the estimated total contract costs for each contract

iii) Price escalation and other variations in the contract work are included in contract revenue only when:

a) Negotiations have reached at an advanced stage such that it is probable that customer will accept the claim and

b) The amount that is probable will be accepted by the customer and can be measured reliably.

iv) Incentive payments, as per customer-specified performance standards, are included in contract revenue only when:

a) The contract has sufficiently advanced such that it is probable that the specified performance standards will be met; and

b) The amount of the incentive payment can be measured reliably.

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

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

c. Revenue receipts from Joint Venture Contracts

i) In work sharing Joint Venture arrangements, revenues, expenses, assets and liabilities are accounted for in the Company's books to the extent work is executed by the Company.

ii) In Jointly Controlled Entities, the share of profits or losses is accounted as and when dividend/ share of profit or loss are declared by the entities.

d. Other Operational Revenue:

i) All other revenues are recognized only when collectability of the resulting receivable is reasonably assured.

ii) Revenue is reported net of discounts, if any.

B. Other Income

i) Interest income is accounted on accrual basis as per applicable interest rates and on time proportion basis taking into account the amount outstanding.

ii) Dividend income is accounted in the year in which the right to receive the same is established.

iii) Insurance claims are accounted for on cash basis.

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

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

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

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

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

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

2.7 Impairment of Non-Financial Assets

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

Recoverable amount is determined:

- In case of an individual asset, at the higher of the Assets' fair value less cost to sell and value in use; and

- In case of cash generating unit (a group of assets that generates identified, independent cash flows), at the higher of cash generating unit's fair value less cost to sell and value in use.

- In assessing Value in Use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specified with the asset. In determining fair value less cost to sell, recent market transactions are taken into account. If no such transaction can be identified, an appropriate valuation model is used.

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

2.8 Financial Instruments

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

2.9 Financial Assets

Financial Asset is any Asset that is -

(a) Cash

(b) Equity Instrument of another Entity,

(c) Contractual right to -

  i) receive Cash / another Financial Asset from another Entity, or

  ii) exchange Financial Assets or Financial Liabilities with another Entity under conditions that are potentially favourable to the Entity.

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

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

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

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

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

Impairment of Financial Assets

In accordance with Ind AS 109, the Company applies the expected credit loss ("ECL") model for measurement and recognition of impairment loss on financial assets and credit risk exposures. The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. Simplified approach does not require the Company to track changes in credit risk. Rather, it recognises

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

Financial Liabilities

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

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

De-recognition of Financial Instruments

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

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

The Company has entered into certain forward contracts in respect of foreign currency risks. The gain or loss relating to the ineffective portion of the hedge is recognized immediately in the Statement of Profit and Loss.

2.10 Inventories and Work in Progress

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

Work in Progress is valued at contracted rates less profit margin / estimates.

2.11 Cash & Cash Equivalents

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

2.12 Provisions, Contingent Liabilities and Contingent Assets

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

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

Contingent Assets are neither recognized nor disclosed in the financial statements except where it has become virtually certain that an inflow of economic benefit will arise, the asset and the related income are recognized in financial statements of the period in which the change occurs Provisions for Contingent Liabilities and Contingent Assets are reviewed at the end of Balance Sheet date.

2.13 Foreign Currency Transactions and Translation

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

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

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

2.14 Employee Benefits

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

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

i) Gratuity

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

ii) Provident Fund

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

iii) Compensated Absences

The employees are entitled to accumulate leave subject to certain limits, for future encashment and availment, as per the policy of the Company. The liability towards such unutilized leave as at the end of each balance sheet date is determined based on independent actuarial valuation and recognized in the Statement of Profit and Loss.

2.15 Deferred Revenue Expenditure

Projects and other related expenditure incurred up to 31st March, 2018, the benefit of which is spread over more than one year is accounted as Project Promotion Expenses grouped under Other Advances and is amortized over the period in which benefits would be derived.

2.16 Leases

a) Finance Leases

Assets taken on finance lease are capitalized at the inception of the lease at the lower of the fair value or the present value of minimum lease payments and a liability is created for an equivalent amount. Each lease rental paid is allocated between the liability and interest cost, so as to obtain a constant periodic rate of interest on outstanding liability for each period.

b) Operating Leases

Operating Leases range from 11 months to 36 months and are usually cancellable / renewable by mutual consent on agreed terms. Further Lease payments under an operating lease are recognized as an expense in the Statement of Profit and Loss.

2.17 Earnings per Share (EPS)

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

2.18 Taxation

i) Current Tax

Provision for Current tax is made based on the liability computed in accordance with the relevant tax rates and provisions of Income Tax Act, 1961 as at the balance sheet date and any adjustments to taxes in respect of the previous years, penalties if any related to income tax are included in the current tax expense.

ii) Deferred Taxes

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

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

2.19 Commitments

Commitments are future liabilities for contractual expenditure.

Commitments are classified and disclosed as follows:

a. Estimated amount of contracts remaining to be executed on capital account and not provided for;

b. Uncalled liability on shares and other investments partly paid;

c. Funding related commitment to subsidiary, associate and joint venture companies and

d. Other non-cancellable commitments, if any, to the extent they are considered material and relevant in the opinion of management.

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

2.20 Operating cycle for current and non-current classification

Operating cycle for the business activities of the Company covers the duration of the specific project/ contract including the defect liability period, wherever applicable and extends up to the realization of receivables (including retention monies) within the agreed credit period normally applicable to the respective lines of business.

2.21 Statement of Cash Flows

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

i. transactions of a non-cash nature;

ii. any deferrals or accruals of past or future operating cash receipts or payments;

iii. items of income or expense associated from investing or financing cash flows; and

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

2.22 Exceptional Items:

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

2.23 Borrowing Cost

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

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

2.24 Recent Indian Accounting Standards (Ind AS)

Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2018 has notified the following new and amendments to Ind ASs which the Company has not applied as they are effective for annual periods beginning on or after April 1, 2018:

a) Ind AS 115 – Revenue from Contracts with Customers:

As per the amended rules, Ind AS 115 "Revenue from contracts with customers" supersedes Ind AS 11, "Construction contracts" and Ind AS 18, "Revenue" and is applicable for all accounting periods commencing on or after 1 April 2018.

Ind AS 115 introduces a new framework of five step model for the analysis of revenue transactions.

Step 1: Identify the contract(s) with a customer

Step 2: Identify the performance obligation in contract

Step 3: Determine the transaction price

Step 4: Allocate the transaction price to the performance obligations in the contract

Step 5: Recognize revenue when (or as) the entity satisfies a performance obligation

The model specifies that revenue should be recognised when (or as) an entity transfer control of goods or services to a customer at the amount to which the entity expects to be entitled. Further the new standard requires enhanced disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts with customers. The new revenue standard is applicable to the Company from 1 April 2018.

The standard permits two possible methods of transition:

i. Retrospective approach - Under this approach the standard will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors

ii. Retrospectively with cumulative effect of initially applying the standard recognized at the date of initial application (cumulative catch - up approach)

The Company is evaluating the requirement of the amendment and the impact on the financial statements. The effect on adoption of Ind AS 115 is expected to be insignificant.

b) Ind AS 21 – The Effect of Changes in Foreign Exchange Rates

Appendix B to Ind AS 21, Foreign currency transactions and advance consideration: On 28 March 2018, Ministry of Corporate Affairs ("MCA") has notified the Companies(Indian Accounting Standards) Amendment Rules, 2018 containing Appendix B to Ind AS 21, Foreign currency transactions and advance consideration which clarifies the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income, when an entity has received or paid advance consideration in a foreign currency.

The amendment will come into force from 1 April 2018. The Company is evaluating the requirement of the amendment and the impact on the financial statements. The effect on adoption of Ind AS 21 is expected to be insignificant.

3 a. Property, Plant & Equipment

₹ in Lakhs

Particulars	Gross Carrying amount as at April 1, 2017	Additions/ Adjustment during the year	Deletions / Retirement during the year*	Gross Carrying amount as at March 31, 2018	Accumulated Depreciation as at April 1, 2017	Depreciation for the Year	Deductions/ Adjustment during the year	Accumulated Depreciation as at March 31, 2018	Net Carrying amount as at March 31, 2018	Net Carrying amount as at March 31, 2017
Land	25.37			25.37	-			-	25.37	25.37
Plant and Equipment	53,788.55	8,942.30	1,479.50	61,251.35	24,717.74	5,011.71		29,729.45	31,521.90	29,070.81
Furniture and Fixtures	433.14	212.81		645.95	239.67	46.62		286.29	359.66	193.47
Vehicles	3,690.21	363.01	176.75	3,876.47	2,054.37	408.73	176.21	2,286.89	1,589.58	1,635.84
Total	**57,937.27**	**9,518.12**	**1,656.25**	**65,799.14**	**27,011.78**	**5,467.06**	**176.21**	**32,302.63**	**33,496.51**	**30,925.49**

*Excise duty incurred / paid on purchase of Plant and Equipment from 01/07/2016 to 30/06/2017 has been considered as input (transitional) credit as per the provisions of GST.

3 b. Capital work in Progress

₹ in Lakhs

Particulars	As at 31st March, 2018	As at 31st March, 2017
Opening Balance	2,409.70	-
Additions during the year	-	2,409.70
Less : Capitalisation / Adjustments during the year	2,409.70	-
Capital work in Progress	**-**	**2,409.70**

4. Investments

₹ in Lakhs

Particulars	As at 31st March, 2018	As at 31st March, 2017
Non-Trade investments		
Unquoted		
A. Investment in Subsidiary Companies		
(ii) 65,24,030 (As at 31st March 2017 : 65,24,030)Equity Shares of ₹ 10/- each, fully paid in Gayatri Energy Ventures Pvt. Ltd., (Refer note 4.1)	63,983.28	63,983.28
(ii) 25,500 (As at 31st March 2017 : 25,500) Equity Shares of ₹ 10/- each, fully paid in Bhandara Thermal Power Corporation Ltd. (Refer note 4.2)	2.55	2.55
B. Investment in Associate Companies		
6,24,00,000 (As at 31st March 2017 : 6,24,00,000) Equity Shares of ₹ 2/- each, fully paid in Gayatri Highways Ltd (formerly Gayatri Domicile Pvt.Ltd.)	1,248.00	1,248.00
C. Other Investments		
Un-quoted		
i) 7,82,87,796 (As at 31st March 2017 : 2,35,00,000 9% non- Convertible redeemable cumulative preferential Shares of ₹ 10/- each) 4% Compulsorily Convertible Cumulative Preferential Shares (CCCPS) of ₹ 10/- each, fully paid in Gayatri Hitech Hotels Ltd. (Refer Note No. 4.3 & Note No.4.4 below)	19,571.95	23,500.00
ii) 16,77,00,300 (As at 31st March 2017 : 16,77,00,300) 9% Non-Convertible Redeemable Preference Shares of ₹ 10/- each, fully paid in Gayatri Highways Ltd (formerly Gayatri Domicile Pvt. Ltd.)	16,770.03	16,770.03
Quoted		
(i) 11,63,607 (As at 31st March 2017 : 11,63,607) Equity Shares of ₹ 10/- each in Gayatri Sugars Ltd. (Refer Note No. 4.5 below)	293.10	293.10
(ii) 1,728 (As at 31st March 2017 :1,728Equity Shares of ₹ 10/- each in Syndicate Bank Ltd.,	0.86	0.86
Gain /(Loss) on Fair Valuation of Investments	(180.71)	(185.68)
Total	**1,01,689.06**	**1,05,612.14**

Details of Quoted and Unquoted Investments:

₹ in Lakhs

Particulars	As at 31st March, 2018	As at 31st March, 2017
Aggregate Amount of Quoted Investment	113.25	108.28
Aggregate Market value of Quoted Investment	113.25	108.28
Aggregate Amount of Unquoted Investment	1,01,575.81	1,05,503.86

4.1 Of these, 16,96,248 Equity shares of Gayatri Energy Ventures Pvt. Ltd. (GEVPL) have been pledged to Catalyst Trusteeship Limited for the loan availed by the GEVPL and 48,27,482 Equity shares have been pledged to IDBI Trusteeship Limited for the loan availed by the company.

4.2 25,500 Equity shares of Bhandara Thermal Power Corporation Limited have been pledged to IL & FS is yet to be released by the IL & FS as the loan is repaid by the step-down subsidiary company.

4.3 All the Preference Shares held by the Company in Gayatri Hitech Hotels Ltd have been pledged to the consortium of the lenders of the company.

4.4 9% Non-convertible redeemable preference shares of M/s. Gayatri Hitech Hotels Ltd (GHHL) has been converted into 4% Compulsory convertible Cumulative Preference Shares ("CCCPS"). Further 3 bonus shares for every one CCCPS have been issued by GHHL during the year and the Company has sold 1,57,12,204 no. of CCCPS for a consideration of ₹ 3,928.05 Lakhs

4.5 All the Equity Shares held by the company in Gayatri Sugars Limited have been pledged to the consortium of the lenders of the Company.

5. Loans

₹ in Lakhs

Particulars	As at 31st March, 2018	As at 31st March, 2017
Security Deposit with Govt. Depts and Others	45.37	45.37
Loans to Related Parties - Unsecured, Considered Good		
Loans to Subsidiaries of Associate Company (Refer Note No.31.18)	17,946.01	17,946.01
Less : Provision for Expected Credit Loss	(1,034.41)	-
To Others - Unsecured, Considered Good		
- Inter Corporate Loan (Refer Note No. 31.16)	18,676.14	33,032.14
Total	**35,633.11**	**51,023.52**

6. Inventories

₹ in Lakhs

Particulars	As at 31st March, 2018	As at 31st March, 2017
(a) Construction materials, Stores and Spares	18,531.63	21,898.66
(b) Work in Progress	10,764.04	14,106.53
Total	**29,295.67**	**36,005.19**

7. Trade Receivables

₹ in Lakhs

Particulars	As at 31st March, 2018	As at 31st March, 2017
(a) Secured, considered good		
(b) Unsecured, considered good		
- Related Parties:	656.88	900.96
- Others (Refer Note No.31.18)	1,12,714.59	74,563.92
Total	**1,13,371.47**	**75,464.88**

8. Cash and cash equivalents and other bank balances

₹ in Lakhs

Particulars	As at 31st March, 2018	As at 31st March, 2017
a) Cash and cash equivalents		
(i) Balances with banks		
In current accounts	3,860.74	1,623.45
In deposit accounts	1,796.55	2,116.80
(ii) Cash in hand	34.60	34.76
Total Cash and cash equivalents	**5,691.89**	**3,775.01**
b) Other Bank Balances (having maturity more than three months)		
Margin money for Bank Guarantees / LCs	18,570.45	15,925.63
Total Other Bank Balances	**18,570.45**	**15,925.63**
Total	**24,262.34**	**19,700.64**

9. Loans

₹ in Lakhs

Particulars	As at 31st March, 2018	As at 31st March, 2017
To Related Parties - Unsecured, Considered Good		
Loans to Subsidiaries	7,937.08	11,799.06
Loans to Associates	3,501.91	2,174.78
To Others - Unsecured, Considered Good		
Loans	6,407.66	6,187.98
Less : Provision for Expected Credit Loss	(819.33)	-
Total	**17,027.32**	**20,161.82**

10. Current Tax Assets (Net)

₹ in Lakhs

Particulars	As at 31st March, 2018	As at 31st March, 2017
Income Tax receivable	6,501.53	4,003.91
VAT refund Receivable	1,761.75	70.64
GST Input Credit	5,586.75	-
Total	**13,850.03**	**4,074.55**

11. Other current assets

₹ in Lakhs

Particulars	As at 31st March, 2018	As at 31st March, 2017
Deposits with Contractees	17,792.87	21,761.12
Deposits with Govt. Dept & Others	776.24	440.99
Other receivable (Refer Note No.31.15)	8,441.28	-
Claims receivable	20,596.92	7,004.06
Advances - Unsecured, considered Good		
- Advances to Suppliers	2,749.93	5,570.68
- Advances to Sub-Contractors (Refer Note No.31.17)	71,380.93	63,097.17
- Staff Advances	174.36	278.91
- Other Advances	6,389.31	3,531.12
Prepaid Expenses	1,682.68	749.60
Total	**1,29,984.52**	**1,02,433.65**

12. Equity Share Capital

Particulars	As at 31st March, 2018		As at 31st March, 2017	
	Number of shares	₹ in Lakhs	Number of shares	₹ in Lakhs
(i) Authorised Share Capital				
Equity shares of ₹ 2/- each (As at 31st March 2017 : ₹ 2/- each)	40,00,00,000	8,000.00	40,00,00,000	8,000.00
(ii) Issued Share Capital				
Equity shares of ₹ 2/- each (As at 31st March 2017 : ₹ 2/- each)	18,71,98,685	3,743.97	17,72,51,900	3,545.04
(iii) Subscribed and fully paid up Share Capital				
Equity shares of ₹ 2/- each (As at 31st March 2017 : ₹ 2/- each)	18,71,98,685	3,743.97	17,72,51,900	3,545.04
Total	**18,71,98,685**	**3,743.97**	**17,72,51,900**	**3,545.04**

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

The company has only one class of shares referred to as equity shares having a par value of ₹ 2/-. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

12 (b) The company has raised an amount of ₹ 200 crores by issuing 99,46,785 nos. Equity Shares of ₹ 2/- each at a premium of ₹ 199.07 through Qualified Institutional Placement.

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

Particulars	As at 31st March, 2018		As at 31st March, 2017	
	Number of shares	₹ in Lakhs	Number of shares	₹ in Lakhs
Equity shares of ₹ 2/- each with voting rights				
At the beginning of the period	17,72,51,900	3,545.04	3,54,50,380	3,545.04
Add: Shares issued during the year to QIP)	99,46,785	198.93		
Add: Shares issued during the year by spiltting one equity shares of ₹ 10/- each to 5 quity share of ₹ 2/- each			14,18,01,520	-
Outstanding at the end of the period	**18,71,98,685**	**3,743.97**	**17,72,51,900**	**3,545.04**

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

12 (e) Details of shares held by each shareholder holding more than 5% shares:

Particulars	As at 31st March, 2018		As at 31st March, 2017	
	Number of shares held	% holding	Number of shares held	% holding
Equity shares of ₹ 2/- each with voting rights:				
Indira Subbarami Reddy Tikkavarapu	5,71,29,500	30.52	5,71,29,500	32.23
Sandeep Kumar Reddy Tikkavarapu	2,70,19,810	14.43	2,70,19,810	15.24
GMO Emerging Markets Fund	1,67,72,852	8.96	1,69,00,000	9.53
Afrin Dia	30,00,000	1.60	1,34,88,500	7.61
GMO Emerging Domestic Opportunities Fund	1,18,08,095	6.31	1,06,83,040	6.03
Government of Singapore	**1,05,72,264**	**5.65**	**-**	**-**

13. Other Equity

₹ in Lakhs

Particulars	As at 31st March, 2018	As at 31st March, 2017
(a) Capital Reserve		
Opening balance	143.40	143.40
Add : Additions to Reserve during the year	-	-
Closing balance	**143.40**	**143.40**
(b) General Reserve		
Opening balance	12,300.00	12,300.00
Add: Amount transferred from Statement of Profit and Loss	-	-
Closing balance	**12,300.00**	**12,300.00**

₹ in Lakhs

Particulars	As at 31st March, 2018	As at 31st March, 2017
(c) Securities Premium Account		
Opening balance	18,814.46	35,522.06
Add: Premium received on Shares issued during the year	19,801.07	-
Less : QIP Issue Expenses	(931.86)	
Adjustment on account of Composite Scheme of Arrangement		(16,707.60)
Closing balance	**37,683.67**	**18,814.46**
(d) Retained earnings		
Opening balance	39,339.96	33,150.79
Add : Surplus / (Deficit) for the year	18,809.35	7,042.52
Dividend and Dividend Distribution Tax	-	(853.35)
Closing balance	**58,149.31**	**39,339.96**
(e) Other Comprehensive Income (OCI)		
Opening balance	(42.48)	(59.59)
Add: Movement in OCI (Net) during the year	325.81	17.11
Closing balance	**283.33**	**(42.48)**
Total (a+b+c+d+e)	**1,08,559.71**	**70,555.34**

14 Borrowings

₹ in Lakhs

Particulars	As at 31st March, 2018		As at 31st March, 2017	
	Non- Current	Current	Non-Current	Current
Secured				
i) Term Loans from Banks				
i. Equipment Loans (Refer note 14.1)	5,298.68	6,616.91	9,893.38	4,390.36
ii. Other Term Loans (Refer note 14.2)	60,011.12	8,465.34	71,177.47	7,661.29
iii. External Commercial Borrowings (Refer note 14.3)	7,527.49	1,112.00	10,689.88	620.63
ii) Term Loans from others				
i. Equipment Loans (Refer note 14.1)	6,187.22	1,454.73	4,165.67	287.73
ii. Vehicle Loans (Refer note 14.4)	808.25	547.85	362.20	123.48
Un-secured				
From Directors (Interest Free Loans)	488.70	-	488.70	-
Total	**80,321.46**	**18,196.83**	**96,777.30**	**13,083.49**

14.1 Equipment Loans

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

14.2 Term loans

The secured term loans are secured by hypothecation of construction equipments not specifically charged to other banks, immovable properties of group companies and personal guarantees of the promoter Directors. The rate of interest various between 11% to 13% with an average yield of 12.04% p.a.

14.3 External Commercial Borrowing:

Details of External Commercial Borrowings

The Company availed Foreign Currency Loan of USD $ 24.42 million from an Indian Scheduled Bank to meet a part of funds requirement towards redemption of outstanding FCCBs. The ECB loan is repayable in 24 quarterly installments commencing from October 2013 with rate of interest at 3 months USD LIBOR+500bps.

Nature of Security

(i) Equitable mortgage of immovable property of 600 acres in the name of step down subsidiary company.

(ii) Pledge of unencumbered equity shares of promoters in Gayatri Projects Ltd.

(iii) Personal guarantee of two promoter directors.

14.4 Vehicle Loans:

The Vehicle loans availed are secured by hypothecation of specific vehicles purchased out of the said loans. The vehicle loans carry interest rate between 11% to 15% p.a.

14.5 Maturity Profile of long term borrowings is set out below:

Particulars	2019-20	2020-21	2021-22	2022-23 onwards
Equipment loans from Banks	4,404.48	894.61	-	-
Term Loans from Banks	8,978.08	11,304.97	18,102.62	21,625.45
ECB Loan	1,112.00	1,668.00	752.93	3,994.56
Equipment loans from Others	2,092.52	1,994.84	2,175.26	732.86
Total	**16,587.08**	**15,862.42**	**21,030.81**	**26,352.87**

14.6 The unsecured loans from directors represents the dividend amount brought back by the promoter directors in compliance with the terms and conditions stipulated by the Lenders.

14.7 Current Maturities of long term borrowings have been disclosed under the head "Other Current Liabilities" (Refer Note - 20).

14.8 Interest amount of ₹ 1,045.58 Lakhs for the month of March, 2018 debited on 31.03.2018 is due as on Balance Sheet date.

15. Other Financial Liabilities

₹ in Lakhs

Particulars	As at 31st March, 2018	As at 31st March, 2017
Advances from Contractees	97,024.96	85,631.55
Margin Money Deposits received	6,300.01	6,760.25
Total	**1,03,324.97**	**92,391.80**

16. Provisions

₹ in Lakhs

Particulars	As at 31st March, 2018	As at 31st March, 2017
Employee Benefits (Refer Note No.31.5)	520.21	978.31
Total	**520.21**	**978.31**

17. Deferred Tax Liabilities (Net)

₹ in Lakhs

Particulars	As at 31st March, 2018	As at 31st March, 2017
(a) Deferred Tax (Asset) on timing differences:		
i) on account of Gratuity and Leave Encashment	(38.11)	(38.11)
ii) on account of IND AS Adjustments	(65.09)	(65.09)
(b) Deferred Tax Liability on timing differences:		
i) other Comprehensive Income	181.48	9.06
ii) Depreciation	635.50	2,414.36
Total	**713.78**	**2,320.22**

18. Borrowings

₹ in Lakhs

Particulars	As at 31st March, 2018	As at 31st March, 2017
Loans repayable on demand		
Secured Working Capital Facilities from Banks (Refer Note No.18.1)	94,979.49	95,960.82
Inter Corporate Deposit from Others	929.11	-
Total	**95,908.60**	**95,960.82**

Nature of Security and Terms of Repayment

18.1 Working Capital Facilities (Secured)

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

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

Period and amount of interest due as on balance sheet date:

- Interest amount of ₹ 878.72 Lakhs for the month of March, 2018 debited on 31.03.2018 is due as on Balance Sheet date.

19. Trade Payables:

₹ in Lakhs

Particulars	As at 31st March, 2018	As at 31st March, 2017
Micro, Small and Medium Enterprises (Refer Note No.31.8)	-	-
Others	80,427.24	66,079.21
Total	**80,427.24**	**66,079.21**

20. Other Financial liabilities

₹ in Lakhs

Particulars	As at 31st March, 2018	As at 31st March, 2017
Current maturities of Long Term Borrowings		
- Term Loans	18,196.83	13,083.49
Interest accrued and due on Borrowings	1,924.30	1,541.67
Amortization of Finance Cost	295.06	257.38
Unpaid Dividends	3.45	4.12
Total	**20,419.64**	**14,886.66**

21. Other Liabilities

₹ in Lakhs

Particulars	As at 31st March, 2018	As at 31st March, 2017
Provision / Payables for Expenses and Services	2,925.33	3,022.95
Statutory Payables	1,532.48	1,284.30
Total	**4,457.81**	**4,307.25**

22. Provisions

₹ in Lakhs

Particulars	As at 31st March, 2018	As at 31st March, 2017
Employee Benefits (Refer Note No.31.5)	212.64	9.63
Total	**212.64**	**9.63**

23. Revenue from Operations

₹ in Lakhs

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
(a) Construction / Contract Revenue	2,91,043.62	2,11,320.66
(d) Revenue from Electricity Generation	111.80	206.75
(e) Share of profit from Joint Ventures	75.82	7.64
Total	**2,91,231.24**	**2,11,535.05**

24. Other income

₹ in Lakhs

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
(a) Interest income from Deposits & Others	383.49	1,929.27
(b) Other Miscellaneous Income	508.91	1,129.07
Total	**892.40**	**3,058.34**

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

₹ in Lakhs

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
(a) Steel	23,277.58	9,061.95
(b) Cement	13,948.93	8,133.96
(c) Bitumen	5,264.18	12,399.55
(d) Metal	25,272.82	17,840.99
(e) Sand & Gravel	5,151.20	2,022.01
(f) Electrical Materials	3,370.93	3,065.01
(g) Coal Handling System Materials	557.95	1,089.28
(h) RCC & GI Pipes	521.06	577.41
(i) HSD Oils & Lubricants	12,715.48	11,290.62
(j) Other Materials	2,405.85	2,456.09
Total	**92,485.98**	**67,936.87**

26. Work Expenditure

₹ in Lakhs

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
(a) Departmental Recoveries	6,179.10	7,876.73
(b) Work executed by sub contractors	47,629.60	32,741.12
(c) Earth Work	21,566.45	25,365.46
(d) Concrete Work	10,971.48	5,814.97
(e) Transport Charges	11,424.52	2,249.96
(f) Hire Charges	2,978.32	3,344.34
(g) Road work	13,601.20	8,290.16
(h) Repairs and Maintenance	2,961.30	2,630.44
(i) Taxes and Duties	3,197.03	8,180.54
(j) Insurance	624.56	468.86
(k) Commission to Banks on BGs/LCs	2,088.63	2,188.81
(l) Other Work Expenditure	8,338.39	7,422.36
Total	**1,31,560.58**	**1,06,573.75**

27. Change in Inventories of Work-in-Progress

₹ in Lakhs

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Opening Work in Progress	14,106.53	8,563.71
Less : Closing Work in Progress	(10,764.04)	(14,106.53)
Changes in Inventory of Work in Progress	**3,342.49**	**(5,542.82)**

28. Employee benefits expense

₹ in Lakhs

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
(a) Salaries & Wages	8,383.39	4,540.85
(b) Director's Remuneration	540.00	540.00
(c) Staff Welfare Expenses	1,012.13	639.59
(d) Contribution to Statutory Funds	154.91	146.09
Total	**10,090.43**	**5,866.53**

29. Finance costs

₹ in Lakhs

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
(a) Interest on Term Loans	11,303.03	11,539.91
(b) Interest on Working Capital Facilities	11,255.30	9,819.18
(c) Interest on Equipment Loans & Others	2,622.84	1,501.33
(d) Interest on ECB Loan *	1,083.53	1,262.75
(e) Exchange loss on ECB Loan	-	1.20
(f) Effect of application of effective interest rate on borrowings	37.68	29.52
(g) Bank Guarantee & Other Financial Charges	1,307.48	1,093.58
	27,609.86	**25,247.47**
(h) Less : Interest on BG/LC Margin Money Deposits	(986.25)	(960.26)
Interest on Loans & Advances	(2,686.52)	(4,149.03)
Total	**23,937.09**	**20,138.18**

* includes premium paid on foreign currency forward contract.

30. Other expenses

₹ in Lakhs

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
(a) Advertisement expenses	100.68	63.62
(b) Audit fee (Refer Note No.30.1 below)	60.00	52.00
(c) Donations	342.66	225.44
(d) CSR Expenditure	101.19	86.21
(e) Insurance charges	72.39	52.56
(f) Consultancy, Legal & professional charges	1,565.11	1,082.21
(g) General Expenses	88.33	211.11
(h) Power & fuel	135.11	190.02
(i) Miscellaneous expenses	398.44	432.34
(j) Printing & stationery	150.77	115.86
(k) Rent	784.96	668.03
(l) Taxes & licenses	354.77	323.48
(m) Tender Expenses	105.60	122.94
(n) Telephone	113.03	105.38
(o) Traveling, Conveyance & Stay expenses	788.47	629.18
(p) Expected Credit Loss	1,853.74	-
(q) Loss /(Gain)on sale of assets / Impairment of assets	(30.00)	(1.37)
Total	**6,985.25**	**4,359.01**

30.1 Auditors Remuneration (excluding taxes and reimbursement of expenses):

₹ in Lakhs

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Statutory Audit	27.00	23.00
Limited Review	18.00	16.00
Tax Audit	7.50	6.50
Certification Fee	7.50	6.50
Total	**60.00**	**52.00**

31. Other Notes forming part of the Financial Statements

31.1 Leases

Disclosure under Indian Accounting Standard – 17 "Leases", issued by the Institute of Chartered Accountants of India.

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor, are recognized as operating leases. Lease rentals under operating leases are recognized in the statement of profit and loss on a straight-line basis. The Company has taken various godown/office premises (including Furniture and Fittings if any) under lease and license agreements for periods which generally range between 11 months to 3 years. These arrangements are renewable by mutual consent on mutually agreed terms. Under some of these arrangements the Company has given refundable security deposits. The lease payments are recognized in the Statement of Profit and Loss under Rent, Rates and Taxes.

Assets taken on lease by the Company in its capacity as lessee, where the Company has substantially all the risks and rewards of ownership are classified as finance lease. Such a lease is capitalized at the inception of the lease at lower of the fair value or the present value of the minimum lease payments and a liability is recognized for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost so as to obtain a constant periodic rate of interest on the outstanding liability for each year.

The Company has taken vehicles on financial lease from banks / Financial Institutions. The details of contractual payments under the agreement are as follows:

Lease Obligations Payable

₹ in Lakhs

Due	Minimum Lease Payments
Less than one year	211.33
Between one and five years	314.37
More than five years	**Nil**

Lease Obligations Recognized

₹ in Lakhs

Particulars	As at 31st March, 2018	As at 31st March, 2017
Lease Rentals recognized during the year	**56.48**	**Nil**

31.2 Contingent Liabilities and Commitments

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

a. Contingent Liabilities

₹ in Lakhs

Particulars		As at 31st March, 2018	As at 31st March, 2017
a)	Guarantees given by the Banks towards performance & Contractual Commitments	1,28,456.73	1,28,789.02
b)	Corporate Guarantees given to Banks and other financial institutions for loans availed by the :		
	- Subsidiary Companies	37,000.00	15,000.00
	- Associate Companies	26,000.00	26,000.00
	- Subsidiary to Associate Companies	2,51,548.00	2,51,548.00
	- Companies in which KMP or their relatives are interested & Others	27,360.00	18,000.00
c)	Disputed Liability of Income Tax, Sales Tax, Service Tax and Seigniorage charges	7,899.86	6,681.46

b. Commitments

₹ in Lakhs

Particulars	As at 31st March, 2018	As at 31st March, 2017
Commitments towards investments in Subsidiaries, Joint Ventures and Associates	Nil	Nil

31.3 Related Party Transactions pursuant to Indian Accounting Standard(Ind AS)-24

Details of related parties:

Subsidiary Companies	**Step-down Subsidiary Companies**
Gayatri Energy Ventures Pvt. Ltd	Bhandara Thermal Power Corporation Ltd
Associate Companies and companies in which the Company has substantial Interest.	**Key Management Personnel and their Relatives**
Gayatri Highways Limited (formerly Gayatri Domicile Private Limited) Gayatri Lalitpur Roadways Ltd * Gayatri-Jhansi Roadways Ltd * Sai Matarani Tollways Limited * Hyderabad Expressways Limited * HKR Roadways Limited * Balaji Highways Holding Limited * Indore Dewas Tollways Limited * * Subsidiary / Associate of Associate Company	Mr. T. V. Sandeep Kumar Reddy Mr. J. Brij Mohan Reddy Mrs. T. Indira Subbarami Reddy Mr. T. Rajiv Reddy Mr. T. Anirudh Reddy Mr. P. Sreedhar Babu (CFO) Mrs. I. V. Lakshmi (CS & CO)
Entities in which KMP or their relatives are interested	**Joint Ventures**
Deep Corporation Pvt. Ltd Indira Constructions Pvt. Ltd Gayatri Tissue & Papers Ltd Gayatri Sugars Ltd Gayatri Hi-Tech Hotels Ltd Gayatri Property Ventures Pvt. Ltd. Gayatri Hotels & Theaters Pvt. Ltd GSR Ventures Pvt. Ltd. T. V. Sandeep Kumar Reddy & Others Gayatri Bio-Organics Limited T. Subbarami Reddy Foundation Dr. T. Subbarami Reddy (HUF) Balaji Charitable Trust TSR LalitakalaParishad Invento Labs Private Limited	Gayatri- RNS Joint Venture IJM Gayatri Joint Venture Gayatri Ranjit Joint Venture Gayatri - GDC Joint Venture Gayatri – BCBPPL Joint Venture Jaiprakash Gayatri Joint Venture Gayatri ECI Joint Venture Maytas-Gayatri Joint Venture Gayatri – Ratna Joint Venture MEIL-GAYATRI-ZVS-ITT Consortium Gayatri-SPL Joint Venture Gayatri-JMC Joint Venture Viswanath - Gayatri Joint Venture GPL-RKTCPL Joint Venture Vishwa-Gayatri Joint Venture Gayatri-RNS-SIPL Joint Venture SOJITZ-LNT-GAYATRI Joint Venture Gayatri PTPS Joint Venture Gayatri KMB Joint Venture HES GAYATRI NCC Joint Venture

Transactions with the related parties:

₹ in Lakhs

Sl. No.	Description	Year	Subsidiary &Step-down Subsidiaries	Associate Companies	Entities in which KMP are interested	Joint ventures	KMP & their Relatives
1	Equity contribution	2017-18	-	-	-	-	-
		2016-17	-	4,443.88	-	-	-
2	Contract Receipts	2017-18	-	11,639.48	-	35,982.84	-
		2016-17	-	61,451.60	26.91	24,112.04	-
3	Contract payments	2017-18	-	-	476.93	-	150.00
		2016-17	-	-	586.83	-	-
4	Office Rent & Maintenance	2017-18	-	-	104.77	-	-
		2016-17	-	-	102.08	-	-
5	Other Payments	2017-18	-	-	-	-	157.16
		2016-17	-	-	-	-	97.75
6	Interest Received	2017-18	-	244.09	-	0.89	-
		2016-17	-	244.09	-	43.05	-
7	Donations	2017-18	-	-	147.34	-	-
		2016-17	-	-	169.45	-	-
8	Remuneration Paid	2017-18	-	-	-	-	540.00
		2016-17	-	-	-	-	540.00
9	Contract Advances/ Other Adv.	2017-18	1,327.14	26,376.84	-	-	-
		2016-17	5,865.07	5,279.43	215.00	-	-
10	Unsecured Loans received	2017-18	-	-	-	-	-
		2016-17	-	-	-	10,533.60	-
11	Corporate Guarantees	2017-18	22,000.00	-	8,000.00	-	-
		2016-17	-	-	-	-	-
12	Closing balances – Debit	2017-18	7,937.08	28,440.30	793.80	38,621.05	-
		2016-17	11,799.06	32,921.81	1,212.66	25,055.13	-
13	Closing balances – Credit	2017-18	-	618.64	715.23	46,194.41	43.41
		2016-17	-	2,147.05	613.58	21,876.56	6.22

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

₹ in Lakhs

Name of the Entity	Nature of Transaction	2017-18	2016-17
Sai Maatarani Tollways Ltd.	Contract Receipts	7,921.31	54,750.91
Indore Dewas Tollways Limited	Contract Receipts	1,160.78	1,653.68
Gayatri - ECI Joint Venture	Contract Receipts	4,335.26	5,038.71
Jaiprakash-Gayatri Joint Venture	Contract Receipts	3,059.19	10,151.31
MEIL-Gayatri-ZVS-LIT Consortium	Contract Receipts	864.34	2,903.39
Gayatri-RKTCPL Joint Venture	Contract Receipts	1,440.39	3,702.47
Gayatri-RNS-SIPL Joint Venture	Contract Receipts	13,554.10	-
Gayatri – PTPS Joint Venture	Contract Receipts	11,131.99	-
Gayatri Energy Venture Ltd	Financial Guarantee	22,000.00	-
Gayatri Hotels and Theatres Pvt. Ltd.	Financial Guarantee	8,000.00	-
Gayatri-RNS-SIPL Joint Venture	Contract Adv./ Other Adv.	8,279.00	5,000.00
SOJITZ-LNT-GAYATRI Joint Venture	Contract Adv./ Other Adv.	4,252.33	4,252.33
Gayatri – PTPS Joint Venture	Contract Adv./ Other Adv.	12,298.00	-
Gayatri-KMB Joint Venture	Contract Adv./ Other Adv.	5,561.00	-

31.4 Impairment of Non-Financial Assets

In the opinion of the management, there are no impaired assets requiring provision for impairment loss as per the Ind AS 36 on "Impairment of Non Financial Assets". The recoverable amount of building, plant and machinery and computers has been determined on the basis of 'Value in use' method.

31.5 Disclosure pursuant to Indian Accounting Standard (Ind AS) – 19 "Employee's Benefits":

i) The summarized position of Post-employment benefits and long term employee benefits recognized in the statement of Profit & Loss and Balance Sheet as required in accordance with Indian Accounting Standard – 19 issued by the Institute of Chartered Accountants of India are as under:-

ii) (a) Changes in the Benefit Obligations:

₹ in Lakhs

Particulars	Gratuity		Leave Encashment	
	2017-18	2016-17	2017-18	2016-17
Present Value of Obligation as at the beginning of the year	784.91	718.73	203.04	185.28
Interest Cost	62.79	57.50	16.24	14.82
Current Service Cost	128.91	42.35	58.63	5.29
Benefits Paid	(8.19)	(7.50)	(3.65)	(1.65)
Actuarial loss / (gain) on Obligations	(498.23)	(26.17)	(12.59)	(0.71)
Present Value of Obligation at year end	470.19	784.91	261.67	203.03

(b) Amount Recognized in Balance Sheet:

₹ in Lakhs

Particulars	Gratuity		Leave Encashment	
	2017-18	2016-17	2017-18	2016-17
Estimated Present Value of obligations as at the end of the year	470.19	784.91	261.67	203.03
Fair value of Plan Assets as at the end of the year				
Net Liability recognized in Balance Sheet	470.19	784.91	261.67	203.03

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

₹ in Lakhs

Particulars	Gratuity		Leave Encashment	
	2017-18	2016-17	2017-18	2016-17
Current Service Cost	128.91	42.35	58.63	5.29
Interest Cost	62.79	57.50	12.64	14.82
Net Actuarial (Gain)/Loss recognized in Statement of Profit & Loss.	-	-	(12.59)	(0.71)
Net Actuarial (Gain)/Loss recognized in Statement of Other Comprehensive Income.	(498.23)	(26.17)	-	-
Total expenses recognized in Statement of Profit & Loss	(306.53)	73.68	58.68	19.40

(d) Principal Actuarial Assumption:

Particulars	Gratuity		Leave Encashment	
	2017-18	2016-17	2017-18	2016-17
Discount Rate	4.00%	4.00%	4.00%	4.00%
Salary Escalation Rate	7.73%	8.00%	7.73%	8.00%
Retirement Age	60	60	60	60
Mortality	IALM 2006-08 Ultimate	IALM 2006-08 Ultimate	IALM 2006-08 Ultimate	IALM 2006-08 Ultimate
Attrition Rate	1%	1%	1%	1%

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

31.6 Segment Reporting

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

31.7 Earnings Per Share (EPS)

₹ in Lakhs

Particulars	2017-18	2016-17
Profit After Tax for calculation of Basic EPS (₹ in Lakhs)	18,809.35	7,042.52
Profit After Tax for calculation of Diluted EPS (₹ in Lakhs)	18,809.35	7,042.52
Weighted average No. of equity shares as denominator for calculating Basic EPS. (No. in Lakhs)	1,777.42	1,772.52
Weighted average No. of equity shares as denominator for calculating Diluted EPS. (No. in Lakhs)	1,777.42	1,772.52
Basic EPS (₹)	10.58	3.97
Diluted EPS (₹)	10.58	3.97

31.8 Dues to Micro and Small Enterprises:

On the basis of information available with the Company, there are no dues outstanding for more than 45 days to Small Scale Industrial Undertaking (SSI). The Company has not received any intimation from "suppliers" regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures, if any, relating to amounts unpaid as at the year-end together with interest paid/payable as required under the said Act have not been given.

31.9 There are no amounts due and outstanding to be credited to Investors Education & Protection Fund as on 31-03-2018 and amounts which are required to be transferred to such funds have been transferred.

31.10 Disclosure pursuant to Indian Accounting Standard – 11 "Construction Contracts"

₹ in Lakhs

Sl.	Particulars	2017-18	2016-17
1	Contract revenue recognized for the year ended	2,91,119.44	2,11,328.30
2	Contract cost incurred and recognized profits, less losses	2,59,625.62	1,92,982.17
3	Amount of advances received till date, net of recoveries	97,024.96	85,631.55
4	Gross amount due from customers for contract works	1,13,371.47	85,036.43

Income is recognized on fixed price construction contracts in accordance with the percentage completion basis, which necessarily involve technical estimates of the percentage of completion, and costs to completion, of each contract / activity, on the basis of which profits and losses are accounted. Such estimates, made by the Company and certified to the Auditors have been relied upon by them, as these are of technical nature.

31.11 Additional Information pursuant to Schedule III of the Companies Act, 2013.

i) CIF value of Imports

₹ in Lakhs

Sl.	Particulars	2017-18	2016-17
1	Purchase of Capital Goods	2,189.87	3,173.34
2	Materials & Spares	772.32	-

ii) Expenditure / (Income) in Foreign Currency

₹ in Lakhs

Sl.	Particulars	2017-18	2016-17
1	Travelling Expenses	9.91	12.70
2	Interest on ECB Loan	700.96	782.14
3	Consultancy & Technical Fees	1,863.26	1,584.34

iii) Details of major raw materials consumption

₹ in Lakhs

Particulars	2017-18		2016-17	
	Value	%	Value	%
Steel	23,277.58	25.99%	9,061.95	13.96%
Cement	13,948.93	15.58%	8,133.96	12.53%
Bitumen	5,264.18	5.88%	12,399.55	19.10%
Metal	25,272.82	28.22%	17,840.99	27.49%
Sand & Gravel	5,151.20	5.75%	2,022.01	3.12%
Electrical Materials	3,370.93	3.76%	3,065.01	4.72%
Coal Handling System Materials	557.95	0.62%	1,089.28	1.68%
HSD Oils & Lubricants	12,715.48	14.20%	11,290.62	17.40%
Total	**89,559.07**	**100.00%**	**64,903.37**	**100.00%**

31.12 Capital Management

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

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may return capital to

shareholders, issue new shares or adjust the dividend payment to shareholders (if permitted). Consistent with other entities in the industry, the Company monitors its capital using the gearing ratio which is net debt divided by total equity.

₹ in Lakhs

Particulars	2017-18	2016-17
Debt:		
i) Non-Current Borrowings	80,321.46	96,777.30
ii) Current Maturities of Non-Current Borrowings	18,196.83	13,083.49
iii) Current / Short term Borrowings	95,908.06	95,960.82
iv) Accrued Interest	1,924.30	1,541.67
v) Less : Cash and Cash Equivalents	(5,691.89)	(3,775.01)
Net Debt:	**1,90,658.76**	**2,03,588.27**
Equity:		
i) Equity Share capital	3,743.97	3,545.04
ii) Other Equity	1,08,559.71	70,555.34
Total Equity:	**1,12,303.68**	**74,100.38**
Total net debt to equity ratio (Gearing ratio)	**1.70**	**2.75**

31.13 Financial Instruments:

A. Some of the Company's financial assets and financial liabilities are measured at fair value at the end of the reporting period.

Financial Instruments by category.

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

Financial Assets:

₹ in Lakhs

Particulars	As at 31st March, 2018	As at 31st March, 2017
EQUITY INVESTMENTS:		
Measured at fair value through profit or loss (FVTPL):		
Equity Investments in Other Entities	113.25	108.28
Measured at Cost:		
Investments in Equity Instruments of Subsidiaries, Associates	82,003.86	82,003.86
INVESTMENTS IN PREFERENCE SHARES:		
Measured at Fair value through profit or loss (FVTPL):		
Compulsorily Convertible Cumulative Preferential Shares in Other Entity	19,571.95	-
Non- Convertible redeemable cumulative preferential Shares in Other Entity	-	23,500.00

Financial Liabilities:

₹ in Lakhs

Particulars	As at 31st March, 2018	As at 31st March, 2017
Measured at amortized cost:		
Financial Liabilities i.e Borrowings	1,85,787.40	1,94,511.10

B. Fair value hierarchy

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

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

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

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as of 31stMarch, 2018:

₹ in Lakhs

Particulars	As at 31st March, 2018	As at 31st March, 2017
Equity Investments (Quoted)	113.25 level -1)	108.28 level -1)
Non-Convertible Redeemable Cumulative Preference Shares	- (Level -2)	23,500.00 (Level -2)
Compulsorily Convertible Cumulative Preferential Shares	19,571.95 (Level -2)	-

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

₹ in Lakhs

Particulars	As at 31st March, 2018(Carrying Value & Fair Value)	As at 31st March, 2017(Carrying Value & Fair Value)
Fair Value Hierarchy	(Level - 2)	(Level - 2)
Financial Assets:		
Investments	82,003.86	82,003.86
Non- Current Loans	35633.11	51,023.52
Other Financial Assets	Nil	Nil
Current Investments	Nil	Nil
Trade Receivables	1,13,371.47	75,464.88
Deposits with Contractees	17,792.87	21,761.12
Cash & Cash Equivalents and Other Bank balances	24,262.34	19,700.64
Current Loans	17,027.32	20,161.82
Financial Liabilities:		
Borrowings	1,76,230.06	1,92,738.12
Trade Payables	80,427.24	66,079.21
Other Financial Liabilities	1,23,744.61	1,07,278.46

31.14 Financial risk management objectives and policies

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

(i) Market risk

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

a. Interest rate risk

Majority of the Non-current (Long Term) borrowings of the Company bear fixed interest rate, thus interest rate risk is limited for the Company.

b. Foreign Currency Risk:

The Company's foreign Currency exposure i.e External Commercial Borrowings in US$ is completely hedged and the details are as follows:

₹ in Lakhs

Particulars	Hedged/ Un-hedged	As At 31st March, 2018		As at 31st March, 2017	
		Foreign Currency USD	Rupee Equivalent	Foreign Currency USD	Rupee Equivalent
Amount payable in Foreign Currency:					
External Commercial Borrowings (ECB)	Un-hedged	Nil	Nil	Nil	Nil
	Hedged	127.58	7527.49	181.18	10,689.89
Foreign LC	Un-hedged	41.91	2,725.34	-	-

c. Equity Price Risks:

Majority of the Company's investments are made into non-listed equity securities. The Company's exposure into listed equity investments is very limited and the fair value of listed securities as at 31st March, 2018 was ₹ 113.25 Lakhs. Since the exposure into listed equity investments are very limited, the changes of equity securities price would not have a material effect on the profit or loss of the Company.

(ii) Credit risk management

Credit risk refers to the risk of default in its obligation by the counter party resulting in a financial loss. The maximum exposure of the financial assets is contributed by trade receivables, work-in-progress/ unbilled revenue, cash and cash equivalents and receivables from group companies.

Credit risk on trade receivables, work in progress/unbilled revenue is limited as the customers of the company mainly consist of the Government promoted entities, having strong credit worthiness. The company takes into account ageing of accounts receivables and the company's historical experience of the customers and financial conditions of the customers.

(iii) Liquidity Risk:

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

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

a) As at 31st March, 2018

₹ in Lakhs

Particulars	On Demand	Less than 1 year	2-5 Years	More than 5 Years	Total
Borrowings	95,908.60	18,196.83	73,068.32	7,281.14	1,94,426.90
Trade Payables	80,427.24	-	-	-	80,427.24
Interest Accrued	1,924.30	-	-	-	1,924.30
Other Financial Liabilities	8,379.66	12,409.33	44,894.70	37,641.28	1,03,324.97
Total	**1,86,639.80**	**30,606.16**	**1,17,963.02**	**44,894.43**	**3,80,103.41**

b) As at 31st March, 2017

₹ in Lakhs

Particulars	On Demand	Less than 1 year	1-5 Years	More than 5 Years	Total
Borrowings	95,960.82	13,083.49	89,315.95	6,972.63	2,05,332.89
Trade Payables	66,079.21	-	-	-	66,079.21
Interest Accrued	1,541.67	-	-	-	1,541.67
Other Financial Liabilities	6,929.69	11,087.51	41,578.16	32,800.56	92,395.92
Total	**1,70,511.39**	**24,171.00**	**1,30,894.11**	**39,773.19**	**3,65,349.69**

31.15 Pursuant to the introduction of the Goods and Service Tax (GST) w.e.f 1st July, 2017 all indirect taxes have got subsumed into GST. During the year, the company has executed various Construction Contracts/projects of NHAI /other state and central government Departments and in majority of the cases, the work orders for these contracts were issued under the erstwhile previous tax laws. The aforesaid government agencies/depts. are in the process of adopting a uniform billing system/policy for reimbursement of any additional burden on account of GST to the contractors. During the year, one of the government departments namely NHAI has issued a circular vide No NHAI/F&A/GST-2017-18/SM dated 04/10/2017, whereby it had agreed to reimburse the additional GST burden if any on the contracts, the company had filled the requisite documents before the NHAI for reimbursement of GST. The company has recognized impact of GST amount under other Current Assets as receivable.

31.16 The Company has earlier given interest bearing Inter-Corporate Deposits (ICDs) to non-related parties. Though the recovery of these ICDs is delayed during previous years, the company has recovered considerable amounts during the current year and the management is confident of recovering the balance amount in due course. In view of this, no provision for the same is required to be made during the year.

31.17 In the ordinary course of business, the Company has given advances to sub-contractors grouped under other current assets and the recovery of some of these advances got delayed due to reason that the corresponding contract works is yet to commence. In the opinion of the management, the said works for which advances are given have not commenced due

to certain extraneous factors and delay is not attributed to sub-contractor default/failure. In view of this, the management is confident to commence the works in near future and recover the advances from the sub-contractors. Therefore, the advances are considered as good and recoverable and hence no provision is made.

31.18 M/s. Sai Maatarani Tollways Limited (erstwhile 100% subsidiary company), is a special Purpose Vehicle (SPV) incorporated for the purpose of execution of the project "Four Laning of Panikoili-Rimuli section of NH-215. An amount of ₹ 224.94 crores as on 31.03.2018 is receivable from the said subsidiary company on account of additional cost incurred on the project in respect of EPC works executed by the company which is suitably considered by the said subsidiary company and requested the NHAI for additional financial support and as informed to the company, the proposal for additional financial support is reviewed and considered by the NHAI and hence, in the opinion of the management no provision is required to be provided in the books of accounts in respect of receivables amount and other amounts.

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

₹ in Lakhs

Name of the Company	Relationship	Balances as at		Maximum outstanding	
		31.03.2018	31.03.2017	2017-18	2016-17
Wetern UP Tollways Ltd	Associate	-	-	3,620.49	3,620.49
Sai Maatarini Tollways Ltd	Subsidiary to Associate	10,015.99	10,015.99	10,015.99	10,015.99
Indore Dewas Tollways Ltd	Subsidiary to Associate	3,395.00	3,395.00	3,395.00	3,395.00
HKR Roadways Ltd	Subsidiary to Associate	4,535.01	4,535.01	4,535.01	4,535.01
Gayatri Energy Ventures P. Ltd	Subsidiary	7,937.08	11,799.06	13,816.83	11,799.06
Gayatri Highways Ltd	Associate	3,490.41	2,174.77	3,508.99	3,516.67

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

31.21 All amounts are rounded off to nearest Lakhs.

For M O S & Associates LLP
Chartered Accountants

S.V.C. Reddy
Partner

For and on behalf of the Board

T. Indira Subbarami Reddy
Chairperson
DIN : 00009906

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

Place: Hyderabad
Date: 30th May, 2018

P. Sreedhar Babu
Chief Financial Officer

CS I.V. Lakshmi
Company Secretary & Compliance Officer

Independent Auditors' Report

To the Members of Gayatri Projects Limited

Report on the Consolidated Ind AS Financial Statements

We have audited the accompanying consolidated Ind AS financial statements of Gayatri Projects Limited ("the Holding Company") and its subsidiary (collectively referred to as "the Group"), its Associates and Joint Ventures , comprising of the Consolidated Balance Sheet as at 31st March 2018, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Statement of Cash Flows and the Consolidated Statement of changes in equity for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated Ind AS financial statements").

Management's Responsibility for the Consolidated Ind AS Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of the consolidated Ind AS financial statements in terms of the requirements of the Companies Act, 2013 ("the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group ,its associate and Joint Ventures in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Companies Act, 2013 (hereinafter referred to as "the Act") read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the group and of its associates, joint ventures are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and its associates, joint ventures and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

Auditors' Responsibility

Our responsibility is to express an opinion on the consolidated Ind AS financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated Ind AS financial statements.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us,the aforesaid consolidated Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS, of the consolidated financial position of the Group, its associates , joint ventures as at 31st March 2018 , and its consolidated loss including other comprehensive income, their consolidated cash flows and the consolidated changes in equity for the year ended on that date.

Emphasis of Matters

(Note Nos. referred hereunder are with reference to respective notes forming part of Consolidated Ind AS financial statements)

We draw members attention to the following matters:

i. As stated in Note No. 31.14 to the consolidated financial statements, the Inter Corporate Deposits (ICDs) grouped under 'Non-current Loans' and accumulated interest thereon long pending for recovery.

ii. As stated in Note No. 31.15 to the consolidated financial statements, considerable Work Advances in respect of certain contract works given to sub-contracts grouped under 'Other Current Assets' which are long pending for recovery.

iii. As stated in Note No. 31.20 to the consolidated financial statements with regard to recovery of contract advances, as reported in the auditors' report on consolidated financial statements of the subsidiary company under Emphasis of Matter paragraph, the advances which are long pending for recovery.

iv. As stated in Note No. 31.19 to the consolidated financial statements with regard to various investments made in power project companies, as reported in the auditors' report on consolidated financial statements of the subsidiary company under Emphasis of Matter paragraph, the amounts invested which are yet to be recovered.

Our opinion is not qualified in respect of the above matters.

Other Matters

We have relied on the unaudited (management certified) financial statements / financial information of one associate company and fifteen joint ventures in which the share of Group's loss of ₹ 1,248.00 Lakhs included in the consolidated financial statements . In respect of unaudited (management certified) financial statements, our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these associate company and joint ventures, is based solely on such unaudited financial statements/financial information.

Report on Other Legal and Regulatory Requirements

As required by sub-section 3 of Section 143 of the Act, we report, to the extent applicable, that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated Ind AS financial statements.

(b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors

(c) The consolidated balance sheet, the consolidated statement of profit and loss, and the consolidated statement of cash flows and consolidated statement of changes in equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements.

(d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

(e) On the basis of the written representations received from the directors of the Holding Company as on 31st March 2018 taken on record by the Board of Directors of the Holding Company and the report of the statutory auditors of its subsidiary company and associates incorporated in India, none of the Directors of the Group companies and its associate companies is disqualified as on 31st March 2018 from being appointed as a Director of that company in terms of sub-section 2 of Section 164 of the Act.

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and associate companies and the operating effectiveness of such controls, refer to our separate report in "Annexure A"; and

(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. As stated in Note 31.2 of the consolidated Ind AS financial statements, the Group has disclosed the impact of pending litigation on its Consolidated Ind AS financial statements.

ii. As per the information and explanations given by the Holding company, the Group, did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There are no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Group.

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

S V C Reddy
Partner
Membership Number: 224028

Hyderabad, May 30th , 2018

Annexure - A to the Auditors' Report

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

We have audited the internal financial controls over financial reporting of Gayatri Projects Limited ("the Holding Company") and its subsidiary (collectively referred to as "the Group"), its Associates and Joint ventures as of 31st March 2018 in conjunction with our audit of the consolidated Ind AS financial statements of the holding company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred in the other matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Holding Company its subsidiary company associates companies and joint venture companies , have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31stMarch 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

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

S V C Reddy
Partner
Membership Number: 224028

Hyderabad, May 30th , 2018

Consolidated Balance Sheet

as at 31st March, 2018

₹ in Lakhs

Particulars	Note No.	As at 31st March, 2018	As at 31st March, 2017
Assets			
Non-Current Assets			
(a) Property, Plant and Equipment	2a	39,717.66	37,146.64
(b) Intangible Assets	2b	2,220.15	2,220.15
(c) Capital Work in Progress	2c	645.28	3,047.02
(d) Financial Asset			
(i) Investments	3	1,19,751.05	97,794.49
(ii) Loans	4	36,374.45	51,023.52
(iii) Other Financial Assets	5	2,180.55	2,180.55
Total Non-Current Assets		**2,00,889.14**	**1,93,412.37**
Current Assets			
(a) Inventories	6	29,295.67	36,005.19
(b) Financial Asset			
(i) Trade receivables	7	1,13,371.47	75,464.88
(ii) Cash and cash equivalents and other bank balances	8	24,736.40	19,704.09
(iii) Loans	9	9,090.24	8,362.76
(c) Current Tax Assets (Net)	10	13,850.03	4,074.55
(d) Other Current Assets	11	1,34,844.03	1,07,283.82
Total Current Assets		**3,25,187.84**	**2,50,895.29**
Total Assets		**5,26,076.98**	**4,44,307.66**
Equity and Liabilities			
Equity			
(a) Equity Share capital	12	3,743.97	3,545.04
(b) Other Equity	13	97,275.69	47,600.10
Total Equity		**1,01,019.66**	**51,145.14**
Liabilities			
Non-current liabilities			
(a) Financial Liabilities			
(i) Borrowings	14	1,14,752.77	97,769.80
(ii) Other Financial liabilities	15	1,03,324.97	92,391.80
(b) Provisions	16	520.21	978.31
(c) Deferred Tax Liabilities (Net)	17	713.78	2,320.22
Total Non-Current Liabilities		**2,19,311.73**	**1,93,460.13**
Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	18	95,908.60	95,960.82
(ii) Trade payables	19	80,427.42	66,079.21
(iii) Other Financial Liabilities	20	24,435.62	33,216.40
(b) Other Liabilities	21	4,761.31	4,436.33
(c) Provisions	22	212.64	9.63
Total Current Liabilities		**2,05,745.59**	**1,99,702.39**
Total Equity and Liabilities		**5,26,076.98**	**4,44,307.66**
Significant Accounting Policies	1		
Other Notes forming part of the Financial Statements	31		

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

S.V.C. Reddy
Partner

Place: Hyderabad
Date: 30th May, 2018

For and on behalf of the Board

T. Indira Subbarami Reddy
Chairperson
DIN : 00009906

P. Sreedhar Babu
Chief Financial Officer

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

CS I.V. Lakshmi
Company Secretary & Compliance Officer

Consolidated Statement of Profit and Loss

for the year ended 31st March, 2018

₹ in Lakhs

Particulars		Note No.	For the year ended 31st March, 2018	For the year ended 31st March, 2017
I	**Revenue from operations**	23	2,91,231.24	2,11,535.05
II	Other Income	24	906.23	3,058.34
III	**Total Income (I+II)**		**2,92,137.47**	**2,14,593.39**
IV	**Expenses**			
	(a) Cost of Materials Consumed and Cost of Purchases & Services	25	92,485.98	67,936.87
	(b) Work Expenditure	26	1,31,560.58	1,06,573.75
	(c) Changes in Work in Progress	27	3,342.49	(5,542.82)
	(d) Employee benefits expenses	28	10,090.43	5,866.98
	(e) Finance costs	29	25,847.07	25,693.71
	(f) Depreciation and amortization expense	2	5,467.06	4,315.54
	(g) Other Expenses	30	21,334.01	4,398.56
	Total Expenses (IV)		**2,90,127.62**	**2,09,242.59**
V	**Profit / (Loss) before Exceptional items and Tax (III-IV)**		2,009.85	5,350.80
VI	a) Exceptional items (Net)		-	(1,538.65)
	b) Share of Profit /(Loss) of Joint Ventures & Associates		(4,515.28)	(1,476.96)
VII	**Profit / (Loss) Before Tax**		**(2,505.43)**	**2,335.19**
VIII	**Tax Expenses**			
	(a) Current Tax (MAT)		3,879.68	3,945.41
	(b) Excess provision of Tax for earlier years		(2,655.41)	(1,647.61)
	(c) Deferred Tax Liability / (Asset)		(1,778.86)	67.36
IX	**Profit / (Loss) for the year from continuing operations (VII-VIII)**		**(1,950.84)**	**(29.97)**
X	**Non-controling Interest**		-	-
XI	**Profit / (Loss) for the year (IX+X)**		**(1,950.84)**	**(29.97)**
XII	**Other Comprehensive Income (OCI)**			-
	Items that will not be reclassified to profit or loss :			
	i) Changes in fair value of equity investments	31.17	20,614.14	-
	ii) Re-measurement gains/losses) on actuarial valuation of Post Employment defined benefits		498.23	26.17
	iii) Income tax relating to Items that will not be reclassified to profit or loss		(172.42)	(9.06)
	Total Other Comprehensive Income (XII)		**20,939.95**	**17.11**
XIII	**Total Comprehensive Income for the Year (XI+XII)**		**18,989.11**	**(12.86)**
XIV	**Earning per Share (of ₹ 2/- each)**	31.7		
	Basic and Diluted (₹)		**(1.10)**	**(0.02)**
	Significant Accounting Policies	1		
	Other Notes forming part of the Financial Statements	31		

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

S.V.C. Reddy
Partner

Place: Hyderabad
Date: 30th May, 2018

For and on behalf of the Board

T. Indira Subbarami Reddy
Chairperson
DIN : 00009906

P. Sreedhar Babu
Chief Financial Officer

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

CS I.V. Lakshmi
Company Secretary & Compliance Officer

Consolidated Statement of Changes in Equity

for the year ended 31st March, 2018

A. Equity Share Capital & Other Equity

₹ in Lakhs

Particulars	Equity Share Capital (Note No.12)	Other Equity						Total Other Equity
		Reserves & Surplus						
		Capital Reserve	General Reserve	Securities Premium Account	Equity Component of Compound Financial Instruments	Retained earnings	Other Comprehensive Income	
As at 31st March 2016	**3,545.04**	**143.40**	**12,300.00**	**38,641.79**	**7,025.00**	**(6,606.21)**	**(59.59)**	**51,444.39**
Changes in Equity Share Capital	-	-	-	-	-	-	-	-
Less: On account of derecognition of Associates	-	-	-	(3,119.73)	(7,025.00)	-	-	(10,144.73)
Adjustment on account of Composite Scheme of Arrangement	-	-	-	(16,707.60)	-	23,874.24	-	7,166.64
Surplus / (Deficit) for the year	-	-	-		-	(29.96)		(29.96)
Other Comprehensive Income for the Year							17.11	17.11
Dividend and Dividend Tax	-	-	-	-	-	(853.35)		(853.35)
As at 31st March, 2017	**3,545.04**	**143.40**	**12,300.00**	**18,814.46**	**-**	**16,384.72**	**(42.48)**	**47,600.10**
Changes in Equity Share Capital	198.93	-	-	-	-	-	-	-
Equity Component on compounded financial instrument of subsidiary	-	-	-	-	9,123.06	-	-	9,123.06
Premium received on Shares issued during the year	-	-	-	19,801.07	-	-	-	19,801.07
QIP Issue Expenses	-	-	-	(931.86)	-	-	-	(931.86)
Effect of Coupon return on CCD'S provided in the previous years in subsidiary company						2,694.21	-	2,694.21
Other Comprehensive Income for the Year							20,939.95	20,939.95
Surplus / (Deficit) for the year	-	-	-		-	(1,950.84)		(1,950.84)
As at 31st March, 2018	**3,743.97**	**143.40**	**12,300.00**	**37,683.67**	**9,123.06**	**17,128.09**	**20,897.47**	**97,275.69**

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

S.V.C. Reddy
Partner

Place: Hyderabad
Date: 30th May, 2018

For and on behalf of the Board

T. Indira Subbarami Reddy
Chairperson
DIN : 00009906

P. Sreedhar Babu
Chief Financial Officer

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

CS I.V. Lakshmi
Company Secretary & Compliance Officer

Consolidated Statement of Cash Flows

for the year ended 31st March, 2018

₹ in Lakhs

Particulars		For the year ended 31st March 2018	For the year ended 31st March 2017
A	**Cash Flow from Operating Activities:**		
	Profit before Tax excluding extraordinary and exceptional items	2,009.85	5,350.81
	Adjustments for:		
	Share of Profit /(Loss) from Joint Ventures & Associates	(3,267.28)	(1,476.96)
	Depreciation and amortization	5,467.06	4,315.54
	Interest and other Income	(906.23)	(3,058.34)
	Loss / (Profit) on sale of Property, Plant and Equipment	(30.00)	(1.37)
	Finance Costs	25,847.07	27,010.59
	Loss on Sale on Investment	14,242.76	-
	Foreign Currency Translation and Transactions – ECB	-	1.20
	Operating Profit before working Capital Changes	**43,363.23**	**32,141.47**
	Adjustments for:		
	(Increase) / Decrease in Trade Receivables	(37,906.59)	(13,065.54)
	(Increase) / Decrease in non-current financial asset	15,391.61	(2,123.03)
	(Increase) / Decrease in current financial asset	3,143.75	(5,090.66)
	(Increase) / Decrease in Other current assets	(34,690.73)	(18,866.00)
	(Increase) / Decrease in Inventory	6,709.52	(20,516.76)
	Increase / (Decrease) in current financial liabilities	361.98	926.10
	Increase / (Decrease) in non-current financial liabilities	11,176.31	29,790.25
	Increase / (Decrease) in Trade Payables	14,348.21	24,164.67
	Cash (used in) / generated from Operating activities	21,897.29	27,360.50
	Direct Taxes paid (Net)	(3,879.68)	(3,945.41)
	Net Cash (used in) / generated from Operating Activities (A)	**18,017.61**	**23,415.09**
B	**Cash Flow from Investing Activities**		
	Purchage of Property, Plant and Equipment including capital work-in-progress	(5,636.34)	(19,543.04)
	Purchase / (sale) of Non-Current Investments	7,190.36	(2,621.93)
	Net proceeds from / (investments) in bank deposits (having original maturity of more than three months)	(3,110.97)	(3,369.12)
	Recovery / (Payment) of Advances	(741.34)	15,000.00
	Proceeds from sale of Property, Plant & Equipment	30.00	3,040.75
	Interest and other income received	906.23	4,056.96
	Net Cash (used in) / generated from Investing Activities (B)	**(1,362.06)**	**(3,436.38)**
C	**Cash Flow from Financing Activities**		
	Proceeds from issue of Share Capital including share premium	20,000.00	-
	Net Proceeds from /(Repayment of) Long term borrowings	(3,980.50)	(9,991.99)
	Net Proceeds from / (Repayment of) Short term borrowings	(3,914.20)	12,804.51
	QIP Issue Expenses paid	(931.86)	-
	Finance Costs	(25,907.65)	(23,621.40)
	Dividend & Dividend Distribution Tax paid	-	(853.35)
	Net Cash (used in)/ generated from Financing Activities (C)	**(14,734.21)**	**(21,662.23)**
	Net Increase / (Decrease) in cash and cash equivalents (A+B+C)	1,921.34	(1,683.52)
	Cash and Cash Equivalents at the beginning of the year	3,778.46	5,461.98
	Cash and Cash Equivalents at the end of the year	**5,699.80**	**3,778.46**
Note:			
a	Figures in brackets represent cash outflows.		
b	The Accompanying Notes and other explanatory information form an integral part of the Financial Statements.		

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

For and on behalf of the Board

S.V.C. Reddy
Partner

T. Indira Subbarami Reddy
Chairperson
DIN : 00009906

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

Place: Hyderabad
Date: 30th May, 2018

P. Sreedhar Babu
Chief Financial Officer

CS I.V. Lakshmi
Company Secretary & Compliance Officer

1. Significant Accounting Policies

1.1 (a) Compliance with Indian Accounting Standards (Ind AS)

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

1.2 a) Basis of Preparation and Presentation of Financial Statements

The Consolidated Financial Statements are prepared on accrual basis following the historical cost convention except in case of certain financial instruments which are measured at fair values. The Consolidated Balance Sheet and the Consolidated Statement of Profit and Loss are prepared and presented in the format prescribed under Schedule III to the Act. The Statement of Cash Flows has been prepared and presented as per the requirements of Indian Accounting Standard (Ind AS) - 7 on "Statement of Cash Flows". The disclosure requirements with respect to items in the Balance Sheet and Statement of Profit and Loss, as prescribed in the Schedule III to the Act, are presented by way of notes forming part of the financial statements along with other notes required to be disclosed under the notified Ind AS and the Listing Agreement. Further, the guidance notes/ announcements issued by the Institute of Chartered Accountants of India (ICAI) are also considered, wherever applicable except to the extent where compliance with other statutory promulgations viz. SEBI guidelines override the same requiring a different treatment. Accounting Policies have been consistently applied except where a newly issued Accounting Standard is initially adopted or a revision to an existing Accounting Standard requires a change in the accounting policy used previously.

Fair value for measurement adopted in these financial statements is determined on such a basis, except leasing transactions that are within the scope of Ind AS 17, Net Realizable value as per Ind AS 2 or value in use as per Ind AS 36.Fair value measurements under Ind AS are categorized as below based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety:

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

b) Principles of Consolidation

The consolidated financial statements have been prepared on the following basis:

i. Investments in Subsidiaries:
The Financial Statements of the Company and its subsidiary companies have been consolidated on a line by line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions resulting in unrealized profits or losses as per Indian Accounting Standard - 110 "Consolidated Financial Statements" issued by Institute of Chartered Accountants of India.

ii. Investments in Associates:
Investments in associate companies have been accounted for, by using equity method "Accounting for Investments in Associates in Consolidated Financial Statements, whereby investment is initially recorded at cost and the carrying amount is adjusted thereafter for post-acquisition change in the Company's share of net assets of the associate. The carrying amount of investment in associate companies is reduced to recognize any decline which is other than temporary in nature and such determination of decline in value, if any, is made for each investment individually. The unrealized profits/ losses on transactions with associate companies are eliminated by reducing the carrying amount of investment".

iii. Investments in Joint Ventures:
A Joint Venture is a joint arrangement whereby the parties that have joint control of the arrangement, have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

Investments in Joint Venture are accounted for using the equity method of accounting. The investment is initially recognized at cost, and the carrying amount is increased or decreased to recognize the investor's share of the profit or loss of the investee after the acquisition date. The Group's investment in joint ventures includes goodwill identified on acquisition.

iv. The financial statements are presented to the extent possible, in the same manner as the parent company's independent financial statements.

v. On acquisition of Investment in a joint venture or associate, any excess of cost over investment over the fair value of the assets & liabilities of the joint venture is recognized as goodwill and is included in the carrying value of the investment in the joint

venture and associate. The excess of fair value of assets and liabilities over the investment is recognized directly in equity as capital reserve.

Non-controlling interest represents that part of the total comprehensive income and net assets of subsidiaries attributable to interests which are not owned directly or indirectly by the parent company.

a) Non-controlling interest in the net assets of consolidated subsidiaries consists of:

i) The amount of equity not attributable to owners of parent company at the date on which investment in a subsidiary is made; and

ii) The Non-controlling share of changes in the equity since the date the parent subsidiary relationship came into existence.

b) Non-controlling interest in the net profit/(loss) for the year of consolidated subsidiaries is computed and adjusted against the net profit/(loss) after tax of the group.

Non-controlling interest in the net assets of the consolidated subsidiaries is identified and presented in the Consolidated Balance Sheet under the head Total Equity group.

1.3 Use of Estimates

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

1.4 Revenue Recognition

A. Revenue from Operations

a. Revenue from Construction Activity:

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

ii) The stage of completion of contracts is measured by reference to the proportion that contract costs incurred for work performed up to the reporting date bear to the estimated total contract costs for each contract

iii) Price escalation and other variations in the contract work are included in contract revenue only when:

a) Negotiations have reached at an advanced stage such that it is probable that customer will accept the claim and

b) The amount that is probable will be accepted by the customer and can be measured reliably.

iv) Incentive payments, as per customer-specified performance standards, are included in contract revenue only when:

a) The contract has sufficiently advanced such that it is probable that the specified performance standards will be met; and

b) The amount of the incentive payment can be measured reliably.

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

b. Contract Revenue from supply of materials:

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

c. Revenue receipts from Joint Venture Contracts

i) In work sharing Joint Venture arrangements, revenues, expenses, assets and liabilities are accounted for in the Company's books to the extent work is executed by the Company.

ii) In Jointly Controlled Entities, the share of profits or losses is accounted as and when dividend/ share of profit or loss are declared by the entities.

d. Other Operational Revenue:

i) All other revenues are recognized only when collectability of the resulting receivable is reasonably assured.

ii) Revenue is reported net of discounts, if any.

B. Other Income

i) Interest income is accounted on accrual basis as per applicable interest rates and on time proportion basis taking into account the amount outstanding.

ii) Dividend income is accounted in the year in which the right to receive the same is established.

iii) Insurance claims are accounted for on cash basis.

1.5 (a) Property, Plant and Equipment

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

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

(b) Capital Work in Progress

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

1.6 Depreciation and amortization

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

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

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

1.7 Impairment of Non-Financial Assets

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

Recoverable amount is determined:

- In case of an individual asset, at the higher of the Assets' fair value less cost to sell and value in use; and

- In case of cash generating unit (a group of assets that generates identified, independent cash flows),at the higher of cash generating unit's fair value less cost to sell and value in use.

- In assessing Value in Use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specified with the asset. In determining fair value less cost to sell, recent market transactions are taken into account. If no such transaction can be identified, an appropriate valuation model is used.

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

1.8 Financial Instruments

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

1.9 Financial Assets

Financial Asset is any Asset that is -

(a) Cash

(b) Equity Instrument of another entity,

(c) Contractual right to -

i) receive Cash / another Financial Asset from another entity, or

ii) exchange Financial Assets or Financial Liabilities with another Entity under conditions that are potentially favourable to the Entity.

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

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

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

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

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

Impairment of Financial Assets
In accordance with Ind AS 109, the Group applies the expected credit loss ("ECL") model for measurement and recognition of impairment loss on financial assets and credit risk exposures. The Group follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. Simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECL at each reporting date, right from its initial recognition. For recognition of impairment loss on other financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on 12-month ECL. ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date. ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the Statement of Profit and Loss.

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

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

De-recognition of Financial Instruments
A Financial Asset is derecognized when the right to receive cash flows from the asset have expired or the Group has transferred substantially all the risks and rewards or the right to receive the cash flows under a contractual arrangement or has transferred the asset.

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

The Group has entered into certain forward contracts in respect of foreign currency risks. The gain or loss relating to the ineffective portion of the hedge is recognized immediately in the Statement of Profit and Loss.

1.10 Inventories and Work in Progress
Raw Materials, Construction Materials and Stores &Spares are valued at lower of weighted average cost or net realizable value. Cost includes direct material, work expenditure, labour cost and appropriate overheads excluding refundable duties and taxes.

Work in Progress is valued at contracted rates less profit margin / estimates.

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

1.12 Provisions, Contingent Liabilities and Contingent Assets

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

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

Contingent Assets are neither recognized nor disclosed in the financial statements except where it has become virtually certain that an inflow of economic benefit will arise, the asset and the related income are recognized in financial statements of the period in which the change occurs Provisions for Contingent Liabilities and Contingent Assets are reviewed at the end of Balance Sheet date.

1.13 Foreign Currency Transactions and Translation

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

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

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

1.14 Employee Benefits

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

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

i) Gratuity

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

ii) Provident Fund

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

iii) Compensated Absences

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

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

1.15 Deferred Revenue Expenditure

Projects and other related expenditure incurred up to 31st March, 2018, the benefit of which is spread over more than one year is accounted as Project Promotion Expenses grouped under Other Advances and is amortized over the period in which benefits would be derived.

1.16 Leases

a) Finance Lease

Assets taken on finance lease are capitalized at the inception of the lease at the lower of the fair value or the present value of minimum lease payments and a liability is created for an equivalent amount. Each lease rental paid is allocated between the liability and interest cost, so as to obtain a constant periodic rate of interest on outstanding liability for each period.

b) Operating Leases

Operating Leases range from 11 months to 36 months and are usually cancellable / renewable by mutual consent on agreed terms. Further Lease payments under an operating lease are recognized as an expense in the Statement of Profit and Loss.

1.17 Earnings per Share (EPS)

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

determine the amount of the weighted average number of potential equity shares.

1.18 Taxation

i) Current Tax

Provision for Current tax is made based on the liability computed in accordance with the relevant tax rates and provisions of Income Tax Act, 1961 as at the balance sheet date and any adjustments to taxes in respect of the previous years, penalties if any related to income tax are included in the current tax expense.

ii) Deferred Taxes

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

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

1.19 Commitments

Commitments are future liabilities for contractual expenditure.

Commitments are classified and disclosed as follows:

a. Estimated amount of contracts remaining to be executed on capital account and not provided for;

b. Uncalled liability on shares and other investments partly paid;

c. Funding related commitment to subsidiary, associate and joint venture companies and

d. Other non-cancellable commitments, if any, to the extent they are considered material and relevant in the opinion of management.

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

1.20 Operating cycle for current and non-current classification

Operating cycle for the business activities of the Group covers the duration of the specific project/contract including the defect liability period, wherever applicable and extends up to the realization of receivables (including retention monies) within the agreed credit period normally applicable to the respective lines of business.

1.21 Statement of Cash Flows

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

i. transactions of a non-cash nature;

ii. any deferrals or accruals of past or future operating cash receipts or payments; and

iii. items of income or expense associated from investing or financing cash flows.

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

1.22 Exceptional Items:

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

1.23 Borrowing Cost

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

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

1.24 Recent Indian Accounting Standards (Ind AS)

Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2018 has notified the following new and amendments to Ind ASs which the Company has not applied as they are effective for annual periods beginning on or after April 1, 2018:

a) Ind AS 115 – Revenue from Contracts with Customers:

As per the amended rules, Ind AS 115 "Revenue from contracts with customers" supersedes Ind AS 11, "Construction contracts" and Ind AS 18, "Revenue" and is applicable for all accounting periods commencing on or after 1 April 2018.

Ind AS 115 introduces a new framework of five step model for the analysis of revenue transactions.

Step 1: Identify the contract(s) with a customer

Step 2: Identify the performance obligation in contract

Step 3: Determine the transaction price

Step 4: Allocate the transaction price to the performance obligations in the contract

Step 5: Recognize revenue when (or as) the entity satisfies a performance obligation

The model specifies that revenue should be recognised when (or as) an entity transfer control of goods or services to a customer at the amount to which the entity expects to be entitled. Further the new standard requires enhanced disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts with customers. The new revenue standard is applicable to the Company from 1 April 2018.

The standard permits two possible methods of transition:

i. Retrospective approach - Under this approach the standard will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors

ii. Retrospectively with cumulative effect of initially applying the standard recognized at the date of initial application (cumulative catch - up approach)

The Company is evaluating the requirement of the amendment and the impact on the financial statements. The effect on adoption of Ind AS 115 is expected to be insignificant.

b) Ind AS 21 – The Effect of Changes in Foreign Exchange Rates

Appendix B to Ind AS 21, Foreign currency transactions and advance consideration: On 28 March 2018, Ministry of Corporate Affairs ("MCA") has notified the Companies(Indian Accounting Standards) Amendment Rules, 2018 containing Appendix B to Ind AS 21, Foreign currency transactions and advance consideration which clarifies the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income, when an entity has received or paid advance consideration in a foreign currency.

The amendment will come into force from 1 April 2018. The Company is evaluating the requirement of the amendment and the impact on the financial statements. The effect on adoption of Ind AS 21 is expected to be insignificant.

2a. Property, Plant and Equipment

₹ in Lakhs

Particulars	Gross Carrying amount as at April 1, 2017	Additions/ Adjustment during the year	Deletions / Retirement during the year*	Gross Carrying amount as at March 31, 2018	Accumulated Depreciation as at April 1, 2017	Depreciation for the Year	Deductions/ Adjustment during the year	Accumulated Depreciation as at March 31, 2018	Net Carrying amount as at March 31, 2018	Net Carrying amount as at March 31, 2017
Land	6,246.52			6,246.52	-			-	6,246.52	6,246.52
Plant and Equipment	53,788.55	8,942.30	1,479.50	61,251.35	24,717.74	5,011.71		29,729.45	31,521.90	29,070.81
Furniture and Fixtures	433.14	212.81		645.95	239.67	46.62		286.29	359.66	193.47
Vehicles	3,690.21	363.01	176.75	3,876.47	2,054.37	408.73	176.21	2,286.89	1,589.58	1,635.84
Total	**64,158.42**	**9,518.12**	**1,656.25**	**72,020.29**	**27,011.78**	**5,467.06**	**176.21**	**32,302.63**	**39,717.66**	**37,146.64**

*Excise duty incurred / paid on purchase of Plant and Equipment from 01/07/2016 to 30/06/2017 has been considered as input (transitional) credit as per the provisions of GST.

2b. Intangible Asset

₹ in Lakhs

Particulars	As at 31st March, 2018	As at 31st March, 2017
Opening Goodwill on consolidation / Amalgamation	2,220.15	83,815.89
Less : Adjustment for change in status of erstwhile Subsidiary into Associate	-	(81,595.74)
Total	**2,220.15**	**2,220.15**

2c. Capital work in Progress

₹ in Lakhs

Particulars	As at 31st March, 2018	As at 31st March, 2017
Opening Balance	3,047.02	636.85
Additions during the year	7.96	2,410.17
Less : Capitalisation / Adjustments during the year	2,409.70	-
Closing Balance	**645.28**	**3,047.02**

3. Investments

₹ in Lakhs

Particulars	As at 31st March, 2018	As at 31st March, 2017
Non-Trade investments		
Unquoted		
A. Investment in Associate Companies		
i) 6,24,00,000 (as at 31st March, 2017 : 6,24,00,000) Equity Shares of ₹ 2/- each, fully paid in Gayatri Highways Ltd (formerly Gayatri Domicile Pvt.Ltd.)	-	1,248.00
ii) 16,77,00,300 (As at 31st March 2017 : 16,77,00,300) 9% Non-Convertible Redeemable Preference Shares of ₹ 10/- each, fully paid in Gayatri Highways Ltd (formerly Gayatri Domicile Pvt. Ltd.)	16,770.03	16,770.03
ii) 26,36,13,095 (as at 31st March, 2017 : 31,32,22,701) Equity share of ₹ 10/- each fully paid - NCC Infrastructure Holdings Ltd	20,131.54	29,004.44
iii) 30,000 (as at 31st March, 2017 : 30,000) equity share of ₹ 10/- each fully paid up - Sembcorp Gayatri O&M Co. Pvt Ltd	1.88	2.14
B. Other Investments		
Un-quoted		
i) 7,82,87,796 (As at 31st March 2017 : 2,35,00,000 9% non- Convertible redeemable cumulative preferential Shares of ₹ 10/- each) 4% Compulsorily Convertible Cumulative Preferential Shares (CCCPS) of ₹ 10/- each, fully paid in Gayatri Hitech Hotels Ltd. (Refer Note No. 3.1 & 3.2 below)	19,571.95	23,500.00
iii) 32,34,52,917 (As at March 2017 : 24,16,15,274) Shares of ₹ 10/- of Sembcorp Energy India Limited (Formerly Thermal Powertech Corporation India Limited) (Refer Note No.3.3 below)	60,162.40	24,161.60
iv) 24,79,338 (as at 31st March, 2017 :24,79,338) Equity shares of ₹ 10/- each fully paid up - Jinbhuish Power Generation Pvt Ltd (Refer Note No.3.4 below & Note No.31.19)	3,000.00	3,000.00
Quoted		
(i) 11,63,607 (As at 31st March 2017 : 11,63,607) Equity Shares of ₹ 10/- each in Gayatri Sugars Ltd. (Refer Note No. 3.5 below)	293.10	293.10
(ii) 1,728 (As at 31st March 2017 :1,728Equity Shares of ₹ 10/- each in Syndicate Bank Ltd.,	0.86	0.86
Gain /(Loss) on Fair Valuation of Investments	(180.71)	(185.68)
Total	**1,19,751.05**	**97,794.49**
Details of Quoted and Unquoted Investments:		

₹ in Lakhs

Particulars	As at 31st March, 2018	As at 31st March, 2017
Aggregate Amount of Quoted Investment	113.25	108.28
Aggregate Market value of Quoted Investment	113.25	108.28
Aggregate Amount of Unquoted Investment	1,01,575.81	1,05,503.86

3.1) All the Preference Shares held by the Company in Gayatri Hitech Hotels Ltd have been pledged to the consortium of the lenders of the company.

3.2) 9% Non-convertible redeemable preference shares of M/s. Gayatri Hitech Hotels Ltd (GHHL) has been converted into 4% Compulsory convertible Cumulative Preference Shares ("CCCPS"). Further 3 bonus shares for every one CCCPS have been issued by GHHL during the year and the Company has sold 1,57,12,204 no. of CCCPS for a consideration of ₹ 3,928.05 Lakhs

3.3) All the equity shares of Sembcorp Energy India Limited (Formerly Thermal Powertech Corporation India Limited) held by Gayatri Energy Ventures Pvt Ltd (a subsidiary company) were pledged in favour of Edelweiss Commodities Services Ltd. as a collateral security for NCD's issued by the Subsidiary Company.

3.4) 2,74,49,989 Equity Shares of Jinbhuvish Power Generation Private Limited held by the Gayatri Energy Ventures Pvt. Ltd are pledged in favour of JPPL with the Escrow agent.

3.5) All the Equity Shares held by the company in Gayatri Sugars Limited have been pledged to the consortium of the lenders.

4. Loans

₹ in Lakhs

Particulars	As at 31st March, 2018	As at 31st March, 2017
Security Deposit with Govt. Depts and Others	45.37	45.37
Loans to Related Parties - Unsecured, Considered Good		
Loan to Associates (Refer Note No.31.16)	18,687.35	17,946.01
Less : Provision for Expected Credit Loss	(1,034.41)	-
To Others - Unsecured, Considered Good		
Inter Corporate Loan (Refer Note No. 31.14)	18,676.14	33,032.14
Total	**36,374.45**	**51,023.52**

5. Other Financial Assets

₹ in Lakhs

Particulars	As at 31st March, 2018	As at 31st March, 2017
Unsecured, Considered Good		
- Call option fee paid (Refer Note No.31.20)	2,125.56	2,125.56
- Other Advances	54.99	54.99
Total	**2,180.55**	**2,180.55**

6. Inventories

₹ in Lakhs

Particulars	As at 31st March, 2018	As at 31st March, 2017
(a) Construction materials, Stores and Spares	18,531.63	21,898.66
(b) Work in Progress	10,764.04	14,106.53
Total	**29,295.67**	**36,005.19**

7. Trade Receivables

₹ in Lakhs

Particulars	As at 31st March, 2018	As at 31st March, 2017
Unsecured, considered good		
- Related Parties:	656.88	900.96
- Others (Refer Note No.31.16)	1,12,714.59	74,563.92
Total	**1,13,371.47**	**75,464.88**

8. Cash and cash equivalents and other bank balances

₹ in Lakhs

Particulars	As at 31st March, 2018	As at 31st March, 2017
a) Cash and Cash Equivalents		
(a) Balances with banks		
In current accounts	3,868.65	1,626.89
In deposit accounts	1,796.55	2,116.80
(b) Cash in hand	34.60	34.77
	5,699.80	**3,778.46**
b) Other Bank Balances (having maturity more than three months)		
i. Margin money for Bank Guarantees / LCs	19,036.60	15,925.63
	19,036.60	**15,925.63**
Total	**24,736.40**	**19,704.09**

9. Loans

₹ in Lakhs

Particulars	As at 31st March, 2018	As at 31st March, 2017
To Related Parties - Unsecured, Considered Good		
- Loans to Associates	3,501.91	2,174.78
To Others - Unsecured, Considered Good		
- Loans	6,407.66	6,187.98
Less : Provision for Expected Credit Loss	(819.33)	-
Total	**9,090.24**	**8,362.76**

10. Current Tax Assets (Net)

₹ in Lakhs

Particulars	As at 31st March, 2018	As at 31st March, 2017
Income Tax receivable	6,501.53	4,003.91
VAT refund Receivable	1,761.75	70.64
GST Input Credit	5,586.75	-
Total	**13,850.03**	**4,074.55**

11. Other Current Assets

₹ in Lakhs

Particulars	As at 31st March, 2018	As at 31st March, 2017
Deposits with Contractees	17,792.87	21,761.12
Deposits with Govt. Dept & Others	776.24	440.99
Other receivable (Refer Note No.31.13)	8,441.28	-
Claims receivable	20,596.92	7,004.06
Advances - Unsecured, considered Good		
- Advances to Suppliers	2,749.93	5,570.68
- Advances to Sub-Contractors (Refer Note No.31.15)	71,380.93	63,097.17
- Staff Advances	174.36	278.91
- Other Advances	6,389.31	3,540.12
- Prepaid Expenses	1,682.68	749.60
- Share Application Money Given Pending for Allotment (Refer Note No.31.19)	1,523.80	1,505.49
- Advance for Purchase of Equity Shares (Refer Note No.31.19)	1,000.00	1,000.00
- Advance to a Company where KMP having substantial interest (Refer Note No.31.21 & 31.22)	2,264.27	2,265.47
- Others	71.44	70.21
Total	**1,34,844.03**	**1,07,283.82**

12. Equity Share Capital

Particulars		As at 31st March, 2018		As at 31st March, 2017	
		Number of shares	₹ in Lakhs	Number of shares	₹ in Lakhs
(i)	Authorised Share Capital				
	Equity shares of ₹ 2/- each	40,00,00,000	8,000.00	40,00,00,000	8,000.00
(ii)	Issued Share Capital				
	Equity shares of ₹ 2/- each	18,71,98,685	3,743.97	17,72,51,900	3,545.04
(iii)	Subscribed and fully paid up Share Capital				
	Equity shares of ₹ 2/- each	18,71,98,685	3,743.97	17,72,51,900	3,545.04
Total		**18,71,98,685**	**3,743.97**	**17,72,51,900**	**3,545.04**

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

The company has only one class of shares referred to as equity shares having a par value of ₹ 2/-. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

12 (b) The company has raised an amount of ₹ 200 crores by issuing 99,46,785 nos. Equity Shares of ₹ 2/- each at a premium of ₹ 199.07 through Qualified Institutional Placement.

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

Particulars	Number of shares		Number of shares	
	Number of shares	₹ in Lakhs	Number of shares	₹ in Lakhs
Equity shares of ₹ 2/- each :				
At the beginning of the period	17,72,51,900	3,545.04	3,54,50,380	3,545.04
Add: Shares issued during the year to QIP)	99,46,785	198.93	-	-
Add: Shares issued during the year by spiltting one equity shares of ₹ 10/- each to 5 quity share of ₹ 2/- each	-	-	1,418,01,520	-
Outstanding at the end of the period	**18,71,98,685**	**3,743.97**	**17,72,51,900**	**3,545.04**

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

12 (e) Details of shares held by each shareholder holding more than 5% shares:

Particulars	Number of shares		Number of shares	
	Number of shares	₹ in Lakhs	Number of shares	₹ in Lakhs
Equity shares of ₹ 2/- each				
Indira Subbarami Reddy Tikkavarapu	5,71,29,500	30.52	5,71,29,500	32.23
Sandeep Kumar Reddy Tikkavarapu	2,70,19,810	14.43	2,70,19,810	15.24
GMO Emerging Markets Fund	1,67,72,852	8.96	1,69,00,000	9.53
Afrin Dia	-	-	1,34,88,500	7.61
GMO Emerging Domestic Opportunities Fund	1,18,08,095	6.31	1,06,83,040	6.03
Government of Singapore	**98,91,249**	**5.28**	**-**	**-**

13. Other Equity

₹ in Lakhs

Particulars	As at 31st March, 2018	As at 31st March, 2017
(a) Capital Reserve		
Opening balance	143.40	143.40
Add : Additions to Reserve during the year	-	-
Closing balance	**143.40**	**143.40**
(b) General Reserve		
Opening balance	12,300.00	12,300.00
Add: Amount transferred from Statement of Profit and Loss	-	-
Closing balance	**12,300.00**	**12,300.00**
(c) Securities Premium Account		
Opening balance	18,814.46	38,641.79
Less: On account of derecognition of Subsidiary / Associates		(3,119.73)
Adjustment on account of Composite Scheme of Arrangement	-	(16,707.60)
Add: Premium received on Shares issued during the year	19,801.07	-
Less : QIP Issue Expenses	(931.86)	
Closing balance	**37,683.67**	**18,814.46**
(d) Equity Component of Compound Financial Instruments		
Opening balance	-	7,025.00
Equity Component on compounded financial instrument of subsidiary company	9,123.06	
Less: On account of derecognition of Subsidiary / Associates		(7,025.00)
Closing balance	**9,123.06**	**-**

₹ in Lakhs

Particulars	As at 31st March, 2018	As at 31st March, 2017
(e) Retained earnings		
Opening balance	16,384.72	(6,606.21)
Less: On account of derecognition of Subsidiary / Associates	-	23,874.24
Add : Surplus / (Deficit) for the year	(1,950.84)	(29.96)
Dividend and Dividend Distribution Tax	-	(853.35)
Effect of Coupon return on CCD'S provided in the previous years in subsidiary company	2,694.21	-
Closing balance	**17,128.09**	**16,384.72**
(f) Other Comprehensive Income		
Opening balance	(42.48)	(59.59)
Add: Movement in OCI (Net) during the year	20,939.95	17.11
Closing balance	**20,897.47**	**(42.48)**
Total (a+b+c+d+e+f)	**97,275.69**	**47,600.10**

14 Borrowings

₹ in Lakhs

Particulars	As at 31st March, 2018		As at 31st March, 2017	
	Non- Current	Current	Non-Current	Current
Secured				
(i) Non-Convertible Debentures at amortised cost (Refer Note No.14.9)				
a. 15.6% Non Convertible Debentures (NCD) of Face Value ₹ 10,00,000/- each Series I	4,172.00	1,750.00	-	-
b. 15.6% Non Convertible Debentures (NCD) of Face Value ₹ 10,00,000/- each Series II	15,358.84	-	-	-
ii) Term Loans from Banks				
a. Equipment Loans (Refer Note No.14.1)	5,298.68	6,616.91	9,893.38	4,390.36
b. Other Term Loans (Refer Note No. 14.2)	60,011.12	8,465.34	71,177.47	7,661.29
c. External Commercial Borrowings (Refer Note No.14.3)	7,527.49	1,112.00	10,689.88	620.63
iii) Term Loans from others				
a. Equipment Loans (Refer Note No. 14.1)	6,187.22	1,454.73	4,165.67	287.73
b. From Financial Institutions	-	-	-	-
c. Vehicle Loans (Refer Note No. 14.4)	808.25	547.85	362.20	123.48
Un-secured				
a. From Directors (Interest Free Loans) (Refer Note No. 14.6)	488.70	-	488.70	-
b. 9% Optionally Fully Convertible Debentures of ₹ 10 each (Refer Note 14.10)	-	992.50	992.50	-
c. 0.01% Compulsorily Convertible Debentures (CCD'S) of Face Valueof ₹ 1483/- each (Unlisted) *Refer Note No.14.11)	14,900.47	-		
Total	**1,14,752.77**	**20,939.33**	**97,769.80**	**13,083.49**

14.1 Equipment Loans

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

14.2 Term loans

The secured term loans are secured by hypothecation of construction equipments not specifically charged to other banks, immovable properties of group companies and personal guarantees of the Promoter Directors. The rate of interest various between 11% to 13% with an average yield of 12.04% p.a.

14.3 External Commercial Borrowing:

Details of External Commercial Borrowings

The Company availed Foreign Currency Loan of USD $ 24.42 million from an Indian Scheduled Bank to meet a part of funds requirement towards redemption of outstanding FCCBs. The ECB loan is repayable in 24 quarterly installments commencing from October 2013 with rate of interest at 3 months USD LIBOR+500bps.

Nature of Security

(i) Equitable mortgage of immovable property of 600 acres in the name of step down subsidiary company.

(ii) Pledge of unencumbered equity shares of promoters in Gayatri Projects Ltd.

(iii) Personal guarantee of the two promoter directors.

14.4 Vehicle Loans:

The Vehicle loans availed are secured by hypothecation of specific vehicles purchased out of the said loans. The vehicle loans carry interest rate between 11% to 15% p.a.

14.5 Maturity Profile of long term borrowings is set out below:

Particulars	2019-20	2020-21	2021-22	2022-23 onwards
Equipment loans from Banks	4,404.48	894.61	-	-
Term Loans from Banks	8,978.08	11,304.97	18,102.62	21,625.45
ECB Loan	1,112.00	1,668.00	752.93	3,994.56
Equipment loans from Others	2,092.52	1,994.84	2,175.26	732.86
Total	**16,587.08**	**15,862.42**	**21,030.81**	**26,352.87**

14.6 The unsecured loans from directors represents the dividend amount brought back by the promoter directors in compliance with the terms and conditions stipulated by the Lenders.

14.7 Current Maturities of long term borrowings have been disclosed under the head "Other Financial Liabilities" (Refer Note 20).

14.8 Interest amount of ₹ 1,045.58 Lakhs for the month of March, 2018 debited on 31.03.2018 is due as on Balance Sheet date.

14.9 15.6% Non Convertible Debentures (NCD) of Face Value ₹ 10,00,000/- each Series I & Series II-Secured

Terms of repayment

(i) The tenure of series I debentures shall be 48 months from the date of allotment of debentures and shall be redeemed in 16 equal quarterly installments commencing from 31st December 2017.The debentures shall be redeemed on pari-passu basis

(ii) The tenure of series II debentures shall be 48 months from the date of allotment of debentures and shall be redeemed at the end of the 36th & 48th Months in two equal installments. The debentures shall be redeemed on pari-passu basis

(iii) The Series I & II debentures shall carry a running coupon rate of 12 % per annum compounded monthly payable quarterly on 30th September, 31st December, 31st March and 30th June each year.The First Coupoun payment shall be 31st December 2017 & 30th September 2018 respectively.

Nature of Security

(i) 32,34,52,917 shares of Sembcorp Energy India Limited (Formerly Thermal Powertech Corporation India Limited) held by Gayatri Energy Ventures Pvt Ltd where pledged in favour of Edelweiss Commodities Services Ltd. as a collateral security for NCD's issued by the Company.

(ii) Pledge of 26% of paid up equity Capital of GEVPL held by Gayatri Projects Limited

14.10 Terms of OFCD and repayment

The OFCD carry a Interest of 9% cumilative and will be mature in 36 Months from the date of Allotment. Any time before the Maturity of the OFCD the subscriber can convert the Debentures into Equity Shares of ₹ 760 each per share, with prior consent of the Board of Directors of the Company. Which are matured on June 2018.

14.11 Terms of Compulsorily Convertible Debentures (CCD's) and repayment

a) Purchaser shall pay interest on CCD'S at 0.01%.Such interest shall be acured and paid annually in arrears at purchasers discretion with previous communication to selling shareholder

b) CCD'S shall be compulsorily converted into shares at 16,19,928 within a period of 5 years from the date of their issuance (Conversion ration being 1:1)

15. Other Financial Liabilities

₹ in Lakhs

Particulars	As at 31st March, 2018	As at 31st March, 2017
Advances from Contractees	97,024.96	85,631.55
Margin Money Deposits received	6,300.01	6,760.25
Total	**1,03,324.97**	**92,391.80**

16. Provisions

₹ in Lakhs

Particulars	As at 31st March, 2018	As at 31st March, 2017
Employee Benefits	520.21	978.31
Total	**520.21**	**978.31**

17. Deferred Tax Liabilities (Net)

₹ in Lakhs

Particulars	As at 31st March, 2018	As at 31st March, 2017
(a) Deferred Tax (Asset) on timing Differences:		
i) on account of Gratuity and Leave Encashment	(38.11)	(38.11)
ii) on account of IND AS Adjustments	(65.09)	(65.09)
(b) Deferred Tax Liability on timing differences:		
i) Other Comprehensive Income	181.48	9.06
ii) Depreciation	635.50	2,414.36
Total	**713.78**	**2,320.22**

18. Borrowings

₹ in Lakhs

Particulars	As at 31st March, 2018	As at 31st March, 2017
Loans repayable on demand		
Secured Working Capital Facilities from Banks (Refer Note No.18.1)	94,979.49	95,960.82
Intercorporate Loans	929.11	
Total	**95,908.60**	**95,960.82**

Nature of Security and Terms of Repayment

18.1 Working Capital Facilities (Secured)

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

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

Period and amount of interest due as on balance sheet date:

- Interest amount of ₹ 878.72 Lakhs for the month of March, 2018 debited on 31.03.2018 is due as on Balance Sheet date.

19. Trade Payables:

₹ in Lakhs

Particulars	As at 31st March, 2018	As at 31st March, 2017
Micro, Small and Medium Enterprises (refer Note No.31.8)	-	-
Others	80,427.42	66,079.21
Total	**80,427.42**	**66,079.21**

20. Other Financial liabilities:

₹ in Lakhs

Particulars	As at 31st March, 2018	As at 31st March, 2017
Current maturities of Long Term Borrowings		
- Non Convertible Debentures	1,750.00	-
- Comp. Convertible Debentures	-	13,125.00
- Opt. Comp. Convertible Debentures	992.50	-
- Term Loans	18,196.83	13,083.49
Interest accrued but not due on Borrowings - NCD's	1,237.78	263.19
Interest accrued and due on Borrowings	1,924.30	6,447.52
Amortisation of Finance Cost	295.06	257.38
Unpaid Dividends	3.45	4.12
Unsecured loan	35.70	35.70
Total	**24,435.62**	**33,216.40**

21. Other Liabilities

₹ in Lakhs

Particulars	As at 31st March, 2018	As at 31st March, 2017
Provision / Payables for Expenses and Services	2,925.33	3,022.95
Statutory Payables	1,821.34	1,404.96
Other Payables	14.64	8.42
Total	**4,761.31**	**4,436.33**

22. Provisions

₹ in Lakhs

Particulars	As at 31st March, 2018	As at 31st March, 2017
Employee Benefits	212.64	9.63
Total	**212.64**	**9.63**

23. Revenue from Operations

₹ in Lakhs

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
(a) Construction / Contract Revenue	2,91,043.62	2,11,328.30
(b) Revenue from Electricity Generation	111.80	206.75
(c) Share of profit from Joint Ventures	75.82	-
Total	**2,91,231.24**	**2,11,535.05**

24. Other income

₹ in Lakhs

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
(a) Interest income	397.32	1,929.27
(b) Other Miscellaneous Income	508.91	1,129.07
Total	**906.23**	**3,058.34**

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

₹ in Lakhs

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
(a) Steel	23,277.58	9,061.95
(b) Cement	13,948.93	8,133.96
(c) Bitumen	5,264.18	12,399.55
(d) Metal	25,272.82	17,840.99
(e) Sand & Gravel	5,151.20	2,022.01
(f) Electrical Materials	3,370.93	3,065.01
(g) Railway Line Materials	-	453.61
(h) Coal Handling System Materials	557.95	1,089.28
(i) RCC & GI Pipes	521.06	577.41
(j) HSD Oils & Lubricants	12,715.48	11,290.62
(k) Other Materials	2,405.85	2,002.48
Total	**92,485.98**	**67,936.87**

26. Work Expenditure

₹ in Lakhs

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
(a) Departmental Recoveries	6,179.10	6,521.97
(b) Work executed by sub contractors	47,629.60	32,741.12
(c) Earth Work	21,566.45	25,365.46
(d) Concrete Work	10,971.48	5,814.97
(e) Transport Charges	11,424.52	2,249.96
(f) Hire Charges	2,978.32	3,344.34
(g) Road work	13,601.20	8,290.16
(h) Repairs and Maintenance	2,961.30	2,630.44
(i) Taxes and Duties	3,197.03	8,180.54
(j) Royalties, Seigniorage and Cess	-	1,354.76
(k) Insurance	624.56	468.86
(l) Commission to Banks on BG/LC	2,088.63	2,188.81
(m) Other Work Expenditure	8,338.39	7,422.36
Total	**1,31,560.58**	**1,06,573.75**

27. Change in Inventories of Work-in-Progress

₹ in Lakhs

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Opening Work in Progress	14,106.53	8,563.71
Less : Closing Work in Progress	(10,764.04)	(14,106.53)
Changes in Inventory	**3,342.49**	**(5,542.82)**

28. Employee benefits expense

₹ in Lakhs

Particulars		For the year ended 31st March, 2018	For the year ended 31st March, 2017
(a)	Salaries & Wages	8,383.39	4,541.30
(b)	Director's Remuneration	540.00	540.00
(c)	Staff Welfare Expenses	1,012.13	639.59
(d)	Contribution to Statutory Funds	154.91	146.09
Total		**10,090.43**	**5,866.98**

29. Finance costs

₹ in Lakhs

Particulars		For the year ended 31st March, 2018	For the year ended 31st March, 2017
(a)	Interest on Term Loans	11,303.03	11,539.91
(b)	Interest on Non Convertible Debentures	1,909.98	5,555.53
(c)	Interest on Working Capital Facilities	11,255.30	9,819.18
(d)	Interest on Equipment Loans	2,622.84	1,501.33
(e)	Interest on ECB Loan *	1,083.53	1,262.75
(f)	Exchange loss on ECB Loan	-	1.20
(g)	Effect of application of effective interest rate on borrowings	37.68	29.52
(h)	Bank Guarantee & Other Financial Charges	1,307.48	1,093.58
		29,519.84	30,803.00
(i)	Less : Interest on BG/LC Margin Money Deposits	(986.25)	(960.26)
	Interest on Loans & Advances	(2,686.52)	(4,149.03)
Total		**25,847.07**	**25,693.71**

* includes premium paid on foreign currency forward contract.

30. Other expenses

₹ in Lakhs

Particulars		For the year ended 31st March, 2018	For the year ended 31st March, 2017
(a)	Advertisement expenses	100.68	63.62
(b)	Audit fee	64.72	56.56
(c)	CSR Expenditure & Donations	443.85	311.65
(d)	Insurance charges	72.39	52.56
(e)	Consultancy, Legal & professional charges	1,631.37	1,084.89
(f)	General Expenses	88.33	211.11
(g)	Power & fuel	135.11	190.02
(h)	Miscellaneous expenses	433.46	460.11
(i)	Printing & stationery	150.77	115.90
(j)	Rent	784.96	668.03
(k)	Taxes & licenses	354.77	323.48
(l)	Tender Expenses	105.60	122.94
(m)	Telephone	113.03	105.52
(n)	Travelling, Conveyance & Stay expenses	788.47	633.54
(o)	Expected Credit Loss	1,853.74	-
(p)	Loss / (Gain) on sale of assets / Impairment of assets	(30.00)	(1.37)
(q)	Loss on sale of Investment (Refer Note No.31.17)	14,242.76	-
Total		**21,334.01**	**4,398.56**

31. Other Notes forming part of the financial statements

31.1 Leases

Disclosure under Indian Accounting Standard – 17 "Leases", issued by the Institute of Chartered Accountants of India.

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor, are recognized as operating leases. Lease rentals under operating leases are recognized in the statement of profit and loss on a straight-line basis. The Group has taken various godown/office premises (including Furniture and Fittings if any) under lease and license agreements for periods which generally range between 11 months to 3 years. These arrangements are renewable by mutual consent on mutually agreed terms. Under some of these arrangements the Group has given refundable security deposits. The lease payments are recognized in the Statement of Profit and Loss under Rent, Rates and Taxes.

Assets taken on lease by the Group in its capacity as lessee, where the Group has substantially all the risks and rewards of ownership are classified as finance lease. Such a lease is capitalized at the inception of the lease at lower of the fair value or the present value of the minimum lease payments and a liability is recognized for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost so as to obtain a constant periodic rate of interest on the outstanding liability for each year.

The Group has taken vehicles on financial lease from banks / Financial Institutions. The details of contractual payments under the agreement are as follows:

Lease Obligations Payable

₹ in Lakhs

Due	Minimum Lease Payments
Less than one year	211.33
Between one and five years	314.37
More than five years	**Nil**

Lease Obligations Recognized

₹ in Lakhs

Particulars	As at 31st March, 2018	As at 31st March, 2017
Lease Rentals recognized during the year	**56.48**	**Nil**

31.2 Contingent Liabilities and Commitments

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

a. Contingent Liabilities

₹ in Lakhs

Particulars		As at 31st March, 2018	As at 31st March, 2017
a)	Guarantees given by the Banks towards performance & Contractual Commitments	1,28,456.73	1,28,789.02
b)	Corporate Guarantees given to Banks and other financial institutions for loans availed by the :		
	- Subsidiary Companies	37,000.00	15,000.00
	- Associate Companies	26,000.00	26,000.00
	- Subsidiary to Associate Companies	2,51,548.00	2,51,548.00
	- Companies in which KMP or their relatives are interested & Others	27,360.00	18,000.00
c)	Disputed Liability of Income Tax, Sales Tax, Service Tax and Seigniorage charges	7,899.86	6,681.46

b. Commitments

₹ in Lakhs

Particulars	As at 31st March, 2018	As at 31st March, 2017
Commitments towards investment in subsidiaries, Joint Ventures and Associates	85,000.00	85,000.00

31.3 Disclosure of particulars regarding Subsidiaries, Joint ventures and Associates.

Subsidiaries, Joint Ventures and Associates considered for the Consolidated Financial statements are as follows:

S. No	Name of the Entity	Nature of the Entity	% of Holding	Country of Incorporation
1	Gayatri Energy Ventures Private Limited	Wholly own-ed Subsidiary	100	India
2	Gayatri Highways Limited (Formerly Gayatri Domicile Pvt.Ltd.	Associate Company	26	India
3	IJM Gayatri Joint Venture	Joint Venture	40	India
4	Jaiprakash Gayatri Joint Venture	Joint Venture	49	India
5	Gayatri ECI Joint Venture	Joint Venture	50	India
6	Gayatri Ratna Joint Venture	Joint Venture	80	India
7	Gayatri – Ranjit Joint Venture	Joint Venture	60	India
8	Gayatri – GDC Joint Venture	Joint Venture	70	India
9	Gayatri – BCBPPL Joint Venture	Joint Venture	60	India
10	Gayatri – RNS Joint Venture	Joint Venture	60	India
11	Gayatri - JMC Joint Venture	Joint Venture	75	India
12	MEIL-Gayatri-ZVS-ITT Consortium	Joint Venture	48.44	India
13	Viswanath-Gayatri Joint Venture	Joint Venture	50	India
14	Maytas-Gayatri Joint Venture	Joint Venture	37	India
15	GPL-RKTCPL Joint Venture	Joint Venture	51	India
16	GPL-SPL Joint Venture	Joint Venture	51	India
17	Vishwa-Gayatri Joint Venture	Joint Venture	49	India
18	Gayatri-RNS-SIPL Joint Venture	Joint Venture	70	India
19	SOJITZ-LNT-GAYATRI Joint Venture	Joint Venture	8.96	India
20	Gayatri PTPS Joint Venture	Joint Venture	70	India
21	Gayatri KMB Joint Venture	Joint Venture	70	India
22	HES GAYATRI NCC Joint Venture	Joint Venture	29	India

31.4 Related Party Transactions pursuant to Indian Accounting Standard (Ind AS)-24

Associate Companies and companies in which the Company has substantial Interest.	Key Management Personnel and their Relatives
Gayatri Highways Limited	Mr. T. V. Sandeep Kumar Reddy
(formerly Gayatri Domicile Private Limited)	Mr. J. Brij Mohan Reddy
Gayatri Lalitpur Roadways Ltd *	Mrs. T. Indira Subbarami Reddy
Gayatri-Jhansi Roadways Ltd *	Mr. T. Rajiv Reddy
Sai Matarani Tollways Limited *	Mr. T. Anirudh Reddy
Hyderabad Expressways Limited *	Mr. P. Sreedhar Babu (CFO)
HKR Roadways Limited *	Mrs. I. V. Lakshmi (CS & CO)
Balaji Highways Holding Limited *	
Indore Dewas Tollways Limited *	
* Subsidiary / Associate of Associate Company	

Entities in which KMP or their relatives are interested	
Deep Corporation Pvt. Ltd	Gayatri Bio-Organics Limited
Indira Constructions Pvt. Ltd	T. Subbarami Reddy Foundation
Gayatri Tissue & Papers Ltd	Dr. T. Subbarami Reddy (HUF)
Gayatri Sugars Ltd	Balaji Charitable Trust
Gayatri Hi-Tech Hotels Ltd	TSR LalitakalaParishad
Gayatri Property Ventures Pvt. Ltd.	Invento Labs Private Limited
Gayatri Hotels & Theaters Pvt. Ltd	Indira Energy Holdings Private Limited
GSR Ventures Pvt. Ltd.	Yamne Power Private Limited
T. V. Sandeep Kumar Reddy & Others	

Transactions with the related parties:

₹ in Lakhs

Sl. No.	Description	Year	Associate Companies	Entities in which KMP are interested	KMP & their Relatives
1	Equity contribution	2017-18	-	-	-
		2016-17	4,443.88	-	-
2	Contract Receipts	2017-18	11, 639.80	-	-
		2016-17	61,451.60	26.91	-
3	Contract payments	2017-18	-	476.93	-
		2016-17	-	586.83	-
4	Office Rent & Maintenance	2017-18	-	104.77	-
		2016-17	-	102.08	-
5	Other Payments	2017-18	-	-	157.16
		2016-17	-	-	97.75
6	Interest Received	2017-18	244.09	-	-
		2016-17	244.09	-	-
7	Donations	2017-18	-	147.34	-
		2016-17	-	169.45	-
8	Remuneration Paid	2017-18	-	-	540.00
		2016-17	-	-	540.00
9	Contract Advances/ Other Adv.	2017-18	26,376.84	-	-
		2016-17	5,279.43	215.00	-
10	Unsecured Loans received	2017-18	-	-	-
		2016-17	-	-	-
11	Corporate Guarantees	2017-18	-	8,000.00	-
		2016-17	-	-	-
12	Closing balances – Debit	2017-18	28,440.30	793.80	-
		2016-17	32,921.81	1,212.66	-
13	Closing balances – Credit	2017-18	618.64	715.23	43.41
		2016-17	2,147.05	613.58	6.22

31.5 Impairment of Non-Financial Assets

In the opinion of the management of the Group, there are no impaired assets requiring provision for impairment loss as per the Ind AS 36 on "Impairment of Non-Financial Assets". The recoverable amount of building, plant and machinery and computers has been determined on the basis of 'Value in use' method.

31.6 Segment Reporting

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

31.7 Earnings Per Share (EPS)

₹ in Lakhs

Particulars	2017-18	2016-17
Profit After Tax for calculation of Basic EPS (₹ in Lakhs)	(1,950.84)	(29.95)
Profit After Tax for calculation of Diluted EPS (₹ in Lakhs)	(1,950.84)	(29.95)
Weighted average No. of equity shares as denominator for calculating Basic EPS. (No. in Lakhs)	1,777.42	1,772.52
Weighted average No. of equity shares as denominator for calculating Diluted EPS. (No. in Lakhs)	1,777.42	1,772.52
Basic EPS (₹)	(1.10)	(0.02)
Diluted EPS (₹)	(1.10)	(0.02)

31.8 Dues to Micro and Small Enterprises:

On the basis of information available with the Group, there are no dues outstanding for more than 45 days to Small Scale Industrial Undertaking (SSI). The Company has not received any intimation from "suppliers" regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures, if any, relating to amounts unpaid as at the year-end together with interest paid/payable as required under the said Act have not been given.

31.9 Additional Information pursuant to Schedule III of the Companies Act, 2013.

i) CIF value of Imports

₹ in Lakhs

Sl. No.	Particulars	2017-18	2016-17
1	Purchase of Capital Goods	2,189.87	3,173.34
2	Purchase of Materials / Spares	772.32	-

ii) Expenditure / (Income) in Foreign Currency:

₹ in Lakhs

Sl. No.	Particulars	2017-18	2016-17
1	Travelling Expenses	9.91	12.70
2	Interest on ECB Loan	700.96	782.14
3	Consultancy & Technical Fees	1,863.26	1,584.34

31.10 Capital management

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

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

₹ in Lakhs

Particulars	As at 31st March, 2018	As at 31st March, 2017
Debt:		
i) Non-Current Borrowings	1,14,752.77	97,769.80
ii) Current Maturities of Non-Current Borrowings	20,939.33	26,208.49
iii) Current / Short term Borrowings	95,908.60	95,960.82
iv) Accrued Interest	3,162.08	6,710.71
v) Less : Cash and Cash Equivalents	5,699.80	(3,778.46)
Total Net Debt:	**2,29,062.98**	**2,22,871.36**
Equity:		
i) Equity Share capital	3,743.97	3,545.04
ii) Other Equity	97,275.69	47,600.10
Total Equity:	**1,01,019.66**	**51,145.14**
Total Net Debt to equity ratio (Gearing ratio)	**2.27**	**4.36**

31.11 Financial Instruments:

A. Some of the Group's financial assets and financial liabilities are measured at fair value at the end of the reporting period.
Financial Instruments by category.
The Financial Assets and Financial Liabilities are the categories of Financial Instruments.

Financial Assets:

₹ in Lakhs

Particulars	As at 31st March, 2018	As at 31st March, 2017
Equity Investments:		
Measured at fair value through profit or loss (FVTPL):		
Equity Investments in Other Entities	113.25	108.28
Measured at Cost:		
Investments in Equity Instruments of Subsidiaries, Associates	1,02,137.27	1,11,010.44
Measured at Fair value through Other Comprehensive Income (FVTOCI):		
Equity Investments in Other Entities	63,162.40	27,161.60
Investments in Preference Shares:		
Measured at Fair value through profit or loss (FVTPL):		
Compulsorily Convertible Cumulative Preferential Shares in Other Entity	19,571.95	-
Non- Convertible redeemable cumulative preferential Shares in Other Entity	-	23,500.00

Financial Liabilities:

₹ in Lakhs

Particulars	As at 31st March, 2018	As at 31st March, 2017
Measured at amortized cost:		
Financial Liabilities i.e Borrowings	2,20,218.71	2,08,628.60

B. **Fair value hierarchy**
Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date;

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

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

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as of 31st March, 2018:

₹ in Lakhs

Particulars	As at 31st March, 2018	As at 31st March, 2017
Equity Investments (Quoted)	113.25 level -1)	108.28 level -1)
Non-Convertible Redeemable Cumulative Preference Shares	- (Level -2)	23,500.00 (Level -2)
Compulsorily Convertible Cumulative Preferential Shares	19,571.95 (Level -2)	-

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

₹ in Lakhs

Particulars	As at 31st March, 2018(Carrying Value & Fair Value)	As at 31st March, 2017(Carrying Value & Fair Value)
Fair Value Hierarchy	(Level - 2)	(Level - 2)
Financial Assets:		
Investments	39,903.45	50,024.61
Non- Current Loans	36,374.45	51,023.52
Other Financial Assets	2,180.55	2,180.55
Current Investments	-	-
Trade Receivables	1,13,371.47	75,464.88
Deposits with Contractees	17,792.87	21,761.12
Cash & Cash Equivalents and Other Bank balances	24,736.39	19,704.09
Current Loans	9,090.24	8,362.76
Financial Liabilities:	-	-
Borrowings	2,10,661.37	1,93,730.62
Trade Payables	80,427.24	66,079.21
Other Financial Liabilities	24,435.62	33,216.40

31.12 Financial risk management objectives and policies

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

(i) Market risk

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

a. Interest rate risk

Majority of the Non-current (Long Term) borrowings of the Group bear fixed interest rate, thus interest rate risk is limited for the Group.

b. Foreign Currency Risk:

The Group's foreign Currency exposure i.e External Commercial Borrowings in US$ is completely hedged and the details are as follows:

₹ in Lakhs

Particulars	Hedged/ Un-hedged	As At 31st March, 2018		As at 31st March, 2017	
		Foreign Currency USD	Rupee Equivalent	Foreign Currency USD	Rupee Equivalent
Amount payable in Foreign Currency:					
External Commercial Borrowings (ECB)	Un-hedged	Nil	Nil	Nil	Nil
	Hedged	127.58	7527.49	181.18	10,689.89
Foreign LC	Un-hedged	41.91	2,725.34	-	-

c. Equity Price Risks:

Majority of the Group's investments are made into non-listed equity securities. The Group's exposure into listed equity investments is very limited and the fair value of listed securities as at 31st March, 2018 was ₹113.25 Lakhs. Since the exposure into listed equity investments are very limited, the changes of equity securities price would not have a material effect on the profit or loss of the Group.

(ii) Credit risk management

Credit risk refers to the risk of default in its obligation by the counterparty resulting in a financial loss. The maximum exposure of the financial assets is contributed by trade receivables, unbilled work-in-progress, cash and cash equivalents and receivables from group companies.

Credit risk on trade receivables, work in progress is limited as the customers of the Group mainly consist of the Government promoted entities, having strong credit worthiness. The company takes into account ageing of accounts receivables and the company's historical experience of the customers and financial conditions of the customers.

(iii) Liquidity Risk:

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

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

a) As at 31st March, 2018

₹ in Lakhs

Particulars	On Demand	Less than 1 year	1-5 Years	More than 5 Years	Total
Borrowings	1,03,881.38	20,939.33	1,16,466.85	7,253.15	2,48,540.71
Trade Payables	80,427.42	-	-	-	80,427.42
Interest Accrued	1,924.30	1,237.78	-	-	3,162.08
Other Financial Liabilities	8,379.66	12,409.33	44,894.70	37,641.28	1,03,324.97
Total	**1,94,612.76**	**34,586.44**	**1,61,361.55**	**44,894.43**	**4,35,455.18**

b) As at 31st March, 2017

₹ in Lakhs

Particulars	On Demand	Less than 1 year	1-5 Years	More than 5 Years	Total
Borrowings	95,960.82	26,208.49	90,308.45	6,972.63	2,19,450.39
Trade Payables	66,079.21	-	-	-	66,079.21
Interest Accrued	6,710.71	-	-	-	6,710.71
Other Financial Liabilities	6,929.69	11,087.51	41,578.16	32,800.56	92,395.92
Total	**1,75,680.43**	**37,296.00**	**1,31,886.61**	**39,773.19**	**3,84,636.23**

31.13 Pursuant to the introduction of the Goods and Service Tax (GST) w.e.f 1st July, 2017 all indirect taxes have got subsumed into GST. During the year, the company has executed various Construction Contracts/projects of NHAI /other state and central government Departments and in majority of the cases, the work orders for these contracts were issued under the erstwhile previous tax laws. The aforesaid government agencies/depts. are in the process of adopting a uniform billing system/policy for reimbursement of any additional burden on account of GST to the contractors. During the year, one of the government departments namely NHAI has issued a circular vide No NHAI/F&A/GST-2017-18/SM dated 04/10/2017, whereby it had agreed to reimburse the additional GST burden if any on the contracts, the company had filled the requisite documents before the NHAI for reimbursement of GST. The company has recognized impact of GST amount under other Current Assets as receivable.

31.14 The Company has earlier given interest bearing Inter-Corporate Deposits (ICDs) to non-related parties. Though the recovery of these ICDs is delayed during previous years, the company has recovered considerable amounts during the current year and the management is confident of recovering the balance amount in due course. In view of this, no provision for the same is required to be made during the year.

31.15 In the ordinary course of business, the Company has given advances to sub-contractors grouped under other current assets and the recovery of some of these advances got delayed due to reason that the corresponding contract works is yet to commence. In the opinion of the management, the said works for which advances are given have not commenced due to certain extraneous factors and delay is not attributed to sub-contractor default/failure. In view of this, the management is confident to commence the works in near future and recover the advances from the sub-contractors. Therefore, the advances are considered as good and recoverable and hence no provision is made.

31.16 M/s. Sai Maatarani Tollways Limited (erstwhile 100% subsidiary company), is a special Purpose Vehicle (SPV) incorporated for the purpose of execution of the project "Four Laning of Panikoili-Rimuli section of NH-215. An amount of ₹ 224.94 crores as on 31.03.2018 is receivable from the said subsidiary company on account of additional cost incurred on the project in respect of EPC works executed by the company which is suitably considered by the said subsidiary company and requested the NHAI for additional financial support and as informed to the company, the proposal for additional financial support is reviewed and considered by the NHAI and hence, in the opinion of the management no provision is required to be provided in the books of accounts in respect of receivables amount and other amounts.

31.17 During the current financial year, pursuant to various agreements between the subsidiary company, Sembcorp Gayatri Power Ltd (SGPL), Sembcorp Utilities Pte. Ltd (SUL), Sembcorp Energy India Ltd (SEIL) & NCC Infra Holding Ltd (NCCIHL) for the reorganization of SembCorp group's power portfolio in India and to consolidate its beneficial holdings in SGPL, the subsidiary company had undertaken the following transactions :

a) Purchase of 34,57,52,370 shares held by NCCIHL in Sembcorp Gayatri Power Limited (SGPL) @ ₹ 8.225 per share total amounting ₹ 28,543.97 Lakhs and discharge of the same by issuing 16,19,128 Number of 0.01% Compulsorily Convertible Debentures at face value 1483 per debenture amounting to ₹ 24,023.53 Lakhs and balance of ₹ 4,519.44 Lakhs to be paid by cash

b) Further by the way of a separate tripartite agreement the company had agreed to sell its stake in NCCIHL of ₹ 5,605.88 Lakhs to NCCL for ₹ 4,519.43 Lakhs so as to discharge the balance payable by the company to NCCIHL.

c) Subsequently the company vide a separate agreement sold its shares in SGPL of ₹ 28,542.97 Lakhs to SEIL for ₹ 15,386.66 Lakhs and the consideration for the same was discharged by SEIL by it allotting 8,18,37,799 shares @ ₹ 18.80 (Rounded off)

The above transactions along with the reorganization of Sembcorp group power portfolio has significantly increased the fair value of the investments of the company held in SEIL and the gain on account of such fair valuation was recorded by the company during the year.

31.18 The subsidiary company had entered into a onetime settlement with IFCI, pursuant to which gain on waiver of interest due and coupon return due were accounted.

31.19 During the previous financial years, the subsidiary company had made various investments in power project companies by way of investment in equity shares, share application money, advance for purchase of equity shares. Further, the subsidiary company had entered into an exit agreement dated 25th May 2013 with the said companies, which was duly amended by various letters/agreements from time to time and as per the latest letter/agreement dated 31st October 2016, the subsidiary company shall exit from these Companies by 31st October 2018. As the management is confident of recovery of the amounts invested in the said project companies, no provision/ impairment is made in the current year.

31.20 During the previous financial years the subsidiary company in pursuance of Master Shareholders agreement entered into by the subsidiary company, Sembcorp Utilities PTE Ltd, Thermal Power Corporation India Limited and Sembcorp Gayatri Private Limited, the subsidiary company has paid call option fee of ₹ 2,125.56 Lakhs to Sembcorp Utilities PTE Ltd.

31.21 Mobilization advance to sub-contractors represent work advance given to a subcontractor wherein the corresponding contract works are yet to commence. In the opinion of the management of the subsidiary company, the said contract works have not commenced due to certain extraneous factors beyond the control of such sub-contractors and without any default/ failure of performance from their end. The management is confident to commence the works in near future and recover the said advance.

31.22 During the preceding financial years, the stepdown-subsidiary company had given Contract Advance of ₹ 2,157.05 Lakhs, wherein the corresponding contract works are yet to commence. In the opinion of the management of the stepdown-subsidiary company, the said contract works are yet to commence due to extraneous factors beyond the control of such sub-contractor default/failure. However, the management of the stepdown-subsidiary company is confident that all issues concerning the project will be resolved at the earliest and accordingly the contract works would commence shortly resulting in recovery of the said advance.

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

31.24 All amounts are rounded off to nearest Lakhs.

For M O S & Associates LLP
Chartered Accountants

S.V.C. Reddy
Partner

Place: Hyderabad
Date: 30th May, 2018

For and on behalf of the Board

T. Indira Subbarami Reddy
Chairperson
DIN:00009906

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

P. Sreedhar Babu
Chief Financial Officer

CS I.V. Lakshmi
Company Secretary & Compliance Officer

GAYATRI PROJECTS LIMITED
CIN: L99999TG1989PLC057289
Regd. & Corp. Office: B-1, 1st Floor, T.S.R. Towers, 6-3-1090, Rajbhavan Road,
Somajiguda, Hyderabad – 500 082

Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L99999TG1989PLC057289

Name of the company: Gayatri Projects Limited

Registered office: B-1, 6-3-1090, TSR Towers, Rajbhavan Road, Somajiguda, Hyderabad – 500 082.

Name of the member (s):	Email Id:
Registered address:	Folio No./ Client Id No.:
	DP Id No.:

I/We, being the member(s) of_____ shares of the above named company, hereby appoint:

1. Name:	1. Name:	1. Name:
Address:	Address:	Address:
E-Mail Id:	E-Mail Id:	E-Mail Id:
Signature:	Signature:	Signature:
or failing him	or failing him	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29th Annual general meeting of the company, to be held on the 28th day of September, 2018 at 04.00 p.m. at KLN Prasad Auditorium, The Federation of Telangana and Andhra Pradesh Chambers of Commerce and Industry, Federation House, 11-6-841, Red Hills, P.B.14, Hyderabad – 500 004 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions		For	Against
1.	To receive, consider and adopt the Audited Balance Sheet as at March 31, 2018 and the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.		
2.	To appoint a Director in place of Smt. T. Indira Subbarami Reddy, who retires by rotation, and being eligible, offers herself for re-appointment.		
3.	To Appoint Auditors and fix their Remuneration.		
4.	Ordinary Resolution for ratification of remuneration payable to M/s. N.S.V. KRISHNA RAO & CO., appointed as Cost Auditors of the Company for the F.Y 2018-19.		
5.	Revision in remuneration of Sri T. V. Sandeep Kumar Reddy as Managing Director		
6.	Re-appointment of Sri. J. Brij Mohan Reddy as Executive Vice Chairman		

Signed this…… day of…… 20….

Affix ₹ 1/- revenue stamp

Signature of shareholder:

Signature of Proxy holder(s):

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

GAYATRI PROJECTS LIMITED
CIN: L99999TG1989PLC057289
Regd. & Corp. Office: B-1, 1st Floor, T.S.R. Towers, 6-3-1090, Rajbhavan Road,
Somajiguda, Hyderabad – 500 082

Attendance Slip

I hereby record my presence at the 29th ANNUAL GENERAL MEETING at KLN Prasad Auditorium, The Federation of Telangana and Andhra Pradesh Chambers of Commerce and Industry, Federation House, 11-6-841, Red Hills, P.B.14, Hyderabad - 500 004. On Friday the 28th day of September, 2018 at 04.00 p.m.

....
Full Name of the Shareholder (in block letters) Signature

Folio Number/DP ID No. :

Client ID:

No.of Shares Held:

....
Full Name of the Proxy (in block letters) Signature
(To be filled if the Proxy attends instead of member(s)

Note: Shareholders attending the meeting in person or by proxy are requested to complete the attendance slip and hand it over at the entrance of the Meeting Hall. Please carry a copy of the Annual Report.

ROUTE MAP TO THE AGM VENUE

TSR Towers to FTAPCCI, Hyderabad, Telangana Drive 3.1 km, 12 min



Gayatri Projects Limited
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Raj Bhavan Road, Somajiguda, Hyderabad 500 082
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