

**February 14, 2020**

To The Secretary, Listing Department BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 Maharashtra, India <u>Scrip Code: 532767</u>	To The Manager, Listing Department National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051 Maharashtra, India <u>Scrip Code: GAYAPROJ</u>
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Dear Sir/Madam,

**Sub: Outcome of Board Meeting**

**Ref: Our Board Meeting Notice Dated February 05, 2020**

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In continuation of our letter dated February 05, 2020 we wish to inform you that the Board of Directors of the Company at their meeting held today, i.e. Friday, February 14, 2020, inter alia, transacted the following business:

1. Approved the Unaudited Standalone and Unaudited Consolidated Financial Results for the quarter and nine months ended December 31, 2019, duly reviewed and recommended by the Audit Committee, pursuant to Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

A copy of the said results together with Limited Review report issued by Statutory Auditors M/s. MOS & Associates LLP is enclosed herewith. These results are also made available on the website of the Company [www.gayatri.co.in](http://www.gayatri.co.in).

2. Appointed Smt. Rama Devi Nanduri as an Additional Director of the Company, designated as a Non-Executive Independent Woman Director. She is appointed for a period of five (5) years commencing from February 14, 2020, subject to the approval of the shareholders.

Smt. Rama Devi Nanduri meets the criteria of independence under Section 149 of the Companies Act, 2013 and Regulation 16 of the Listing Regulations. Further, in accordance with the circular dated June 20, 2018, issued by the Stock Exchanges, she is not been debarred from holding office of Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority. Further, there is no inter-se relationship between Smt. Rama Devi Nanduri and other members of the Board.

3. Mr. Chetan Kumar Sharma has been authorized by the Board of Directors for determining materiality of an event or information and for the purpose of making disclosure to stock exchange under Regulation 30 of SEBI (LODR) 2015 as amended read with Policy on Criteria for Determination of Materiality of Events w.e.f February 14, 2020 along with the existing KMP's Mr. T V Sandeep Kumar Reddy, Managing Director and Mr. P Sreedhar Babu, Chief Financial Officer.



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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Continuous Sheet

The Board Meeting Commenced at 11:30 A.M. and concluded at 01.30 P.M.

The details as required under SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015; including the brief profile of the above Director is given in Annexure A to this letter.

This is for your information and records.

Yours faithfully

**Gayatri Projects Limited**

*Chetan kr. Sharma*

**Chetan Kumar Sharma  
Company Secretary &  
Compliance Officer**



End: As Above

**Annexure A****Details of Smt. Rama Devi Nanduri (DIN: 08699570)**

<b>Sr. No</b>	<b>Details of Events that needs to be reported</b>	<b>Information of such events (s)</b>
a.	Reason for change viz. appointment, resignation, removal, death or otherwise;	Smt. Rama Devi Nanduri has been appointed as Additional Director designated as Non-Executive Independent Woman Director.
b.	date of appointment/cessation (as applicable) & term of appointment;	Appointed for a period of five (5) years commencing from February 14, 2020, subject to the approval of the shareholders.
c.	brief profile (in case of appointment);	Smt. Rama Devi Nanduri has more than 40 years of experience as banker, joined SBI in 1974 as a probation officer after majoring in physics from Osmania University. She has held several posts across several aspects of banking including retail and corporate credit, international business, inspection and audit, etc. Her 4 decade long career in the Bank culminated in a stint in The State Bank Staff College which is an apex training institution set up for imparting leadership and credit skills to mostly middle and senior level managers of the Bank and several other public and private sector banks as well as some international banks. She was also a member of committees involved in change management in the areas of corporate and agricultural credit.
d.	Disclosure of relationships between directors (in case of appointment of a director).	Smt. Rama Devi Nanduri is not related inter-se to any other Director of the Company.







# GAYATRI PROJECTS LIMITED

CIN : L99999TG1989PLC057289

Regd. Office: B1, TSR TOWERS, 6-3-1090, RAJ BHAVAN ROAD, SOMAJIGUDA, HYDERABAD-500082  
STATEMENT OF UNAUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND NINE-MONTHS ENDED 31st DECEMBER, 2019

Sl. No.	Particulars	Quarter Ended			Nine-months Ended		(₹ in Lakhs)
		31.12.2019	30.09.2019	31.12.2018	31.12.2019	31.12.2018	Year Ended
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
1	<b>Income</b>						
	Revenue from operations						
	Other Income						
	<b>Total Income</b>	<b>83,538.26</b>	<b>69,770.66</b>	<b>87,787.04</b>	<b>2,51,717.24</b>	<b>2,31,201.70</b>	<b>3,46,314.74</b>
		<b>27.12</b>	<b>160.62</b>	<b>477.46</b>	<b>350.59</b>	<b>626.41</b>	<b>791.39</b>
2	<b>Expenses</b>	<b>83,565.38</b>	<b>69,931.28</b>	<b>88,264.50</b>	<b>2,52,067.83</b>	<b>2,31,828.11</b>	<b>3,47,106.13</b>
	a. Cost of Materials Consumed & Work Expenditure						
	b. Changes in Inventories of Work in Progress						
	c. Employee Benefits Expense						
	d. Finance Costs						
	e. Depreciation and Amortization Expense						
	f. Other Expenses						
	<b>Total Expenses</b>	<b>56,211.40</b>	<b>71,329.75</b>	<b>71,943.46</b>	<b>2,01,638.01</b>	<b>1,89,999.02</b>	<b>2,77,483.04</b>
		<b>9,394.05</b>	<b>(18,624.88)</b>	<b>(2,690.37)</b>	<b>(5,723.52)</b>	<b>(10,106.27)</b>	<b>(6,286.06)</b>
		<b>3,716.61</b>	<b>3,716.91</b>	<b>3,118.52</b>	<b>11,007.63</b>	<b>9,026.85</b>	<b>12,770.64</b>
		<b>7,369.42</b>	<b>6,297.54</b>	<b>6,896.77</b>	<b>20,100.56</b>	<b>19,863.51</b>	<b>25,127.50</b>
		<b>1,989.92</b>	<b>1,948.42</b>	<b>1,664.73</b>	<b>5,861.07</b>	<b>4,912.04</b>	<b>6,590.61</b>
		<b>2,171.93</b>	<b>3,412.49</b>	<b>1,251.15</b>	<b>7,540.90</b>	<b>4,134.60</b>	<b>7,850.20</b>
3	<b>Profit before Exceptional Items and Tax (1-2)</b>	<b>80,853.33</b>	<b>68,080.23</b>	<b>82,184.26</b>	<b>2,40,424.65</b>	<b>2,17,829.75</b>	<b>3,23,535.93</b>
4	Exceptional Items (Refer Note No.4)						
		<b>2,712.05</b>	<b>1,851.05</b>	<b>6,080.24</b>	<b>11,643.18</b>	<b>13,998.36</b>	<b>23,570.20</b>
5	<b>Profit before Tax (3+4)</b>	<b>(44,533.89)</b>			<b>(44,533.89)</b>		
6	Tax Expense (Net)						
		<b>(41,821.84)</b>	<b>1,851.05</b>	<b>6,080.24</b>	<b>(32,890.71)</b>	<b>13,998.36</b>	<b>23,570.20</b>
7	<b>Net Profit after tax (5-6)</b>	<b>(2,650.86)</b>	<b>1,047.60</b>	<b>1,285.84</b>		<b>2,133.57</b>	<b>2,493.32</b>
8	Other Comprehensive Income (OCI)						
	<b>Items that will not be reclassified to profit or loss :</b>						
	i) Changes in fair value of equity investment						
	ii) Re-measurement gains/(losses) on actuarial valuation of Post Employment defined benefits	<b>56.17</b>	<b>(336.97)</b>		<b>(280.80)</b>		<b>(723.84)</b>
	iii) Income tax relating to Items that will not be reclassified to profit or loss	<b>(16.38)</b>	<b>38.36</b>	<b>14.32</b>	<b>62.36</b>	<b>44.31</b>	<b>82.05</b>
	<b>Total Other Comprehensive Income (8)</b>	<b>63.27</b>	<b>(13.40)</b>	<b>(4.79)</b>	<b>35.76</b>	<b>(14.81)</b>	<b>224.27</b>
9	<b>Total Comprehensive Income for the Year (7+8)</b>	<b>103.06</b>	<b>(312.01)</b>	<b>9.53</b>	<b>(182.68)</b>	<b>29.50</b>	<b>(417.52)</b>
10	Paid Up Equity Share Capital (Face Value ₹ 2/- per Share)	<b>(39,067.92)</b>	<b>491.44</b>	<b>4,803.93</b>	<b>(33,073.39)</b>	<b>11,894.29</b>	<b>20,659.36</b>
11	<b>Earnings Per Share (EPS) of ₹ 2/- each</b>	<b>3,743.97</b>	<b>3,743.97</b>	<b>3,743.97</b>	<b>3,743.97</b>	<b>3,743.97</b>	<b>3,743.97</b>
	- Basic & Diluted						
		<b>(20.92)</b>	<b>0.42</b>	<b>2.50</b>	<b>(17.57)</b>	<b>5.99</b>	<b>11.26</b>

## NOTES:

- The above published results have been prepared in accordance with the principles and procedures as set out in Ind AS on financial statements and such other applicable standards as notified under section 133 of the Companies Act, 2013 and Companies ( Indian Accounting Standard) Rules 2015 as amended.
- The above financial results for the quarter and nine months ended 31st December, 2019 have been reviewed by the Audit Committee and considered & approved by the Board of Directors of the Company at its meeting held on 14th February, 2020.
- The Company's Operations primarily consist of Construction activities and there are no other reportable segment under Ind AS 108 "Operating Segments".
- Gayatri Energy Ventures Private Limited (GEVPL), a wholly owned subsidiary company incorporated for the purpose of investment in power projects, in which the Company had invested Equity Share Capital of ₹ 639.83 crores and also funded as and when required in the form of unsecured loan amounting to ₹ 140.29 crores as at 30th September, 2019. During the current quarter, GEVPL had sold its entire investment in Sembcorp Energy India Limited (SEIL) for a consideration of ₹ 406.77 crores and the proceeds from the sale were utilised by GEVPL to repay dues towards Non-Convertible Debentures and repayment of significant loan to the Company. Subsequent to sale of investment in Sembcorp Energy India Limited and as per the unaudited financials of GEVPL for the quarter ended 31st December 2019, there has been significant erosion in the networth of GEVPL. In view of the above, the management of the company has decided to recognise the diminution in the value of investment by ₹ 445.34 crores on the basis of network of GEVPL. Considering the nature of the transaction, the same has been disclosed as an exceptional item in the financial results for the quarter and nine months ended 31st December, 2019. Further, pursuant to the share purchase agreement entered for the sale of the investment, GEVPL is entitled to earnouts on occurrence of liquidity event in SEIL which is no later than 31st December, 2024 and the earnouts amount will be recognised in the year of realisation.
- An amount of ₹ 36.20 crores as on 31st December, 2019 is receivable from the erstwhile associate company operating Meerut and Muzaffarnagar Section of NH-58 Road on BOT basis against the EPC works executed by the company during the previous years and the amounts shall be recovered out of the claims amounts received by the erstwhile associate company from NHAI. The erstwhile associate has so far raised a total claim for ₹ 469.56 crores on NHAI on different counts which are in the advanced stage of arbitration. The Management of the erstwhile associate company is confident of getting the claims amounts from NHAI and assured the company by way of agreement, to pay the dues to the company upon receipt of claims and hence, in the opinion of the management, no provision is required to be provided in respect of amounts receivable from the said erstwhile associate company for the quarter and nine months ended 31st December, 2019.
- One of the subsidiary of the associate company (herein after called as "concessionaire company" or "SMTL"), which has been awarded a Build-Operate-Transfer (BOT) work for construction of Four Lining of Panikoll-Rimul section of NH-215 Road has given termination notice to National Highways Authority of India (NHAI). The Company has to receive an amount of ₹ 248.44 crores towards EPC cost from the said concessionaire company as on 31st December, 2019. Further, the company has given an irrevocable and unconditional Corporate Guarantee of ₹ 1827.35 crores to the lenders of the concessionaire company, the said concessionaire company is facing difficulties in repaying its dues to the lenders on account of poor toll collections. In these circumstances, the concessionaire company has filed a claim of Rs.2,835.73 crores on NHAI as termination payment and the company has also filed a claim on the concessionaire company. However, NHAI has given notice dated 28.01.2019 to terminate the concession agreement with the concessionaire company by citing certain non-compliances and has directed the Concessionaire to handover toll plazas in the said project to NHAI. As per the said termination notice, the termination payment shall be intimated in due course. As per the information and explanations given by the subsidiary of the associate company and based on the legal opinion obtained by it, the subsidiary of the associate company will receive significant amount of compensation so as to settle dues to the lenders. In view of this, the management is of the opinion that no provision is required to be made in respect of Receivables and Corporate Guarantee given by the company to subsidiary of the associate company in the financial results for the quarter and nine months ended 31st December, 2019.
- Gayatri Highways Limited, an associate company in which the company has invested in Non-Convertible Preference Shares of ₹ 167.70 crores and also funded as a sponsor via unsecured loan / subordinate debt amount of ₹ 179.67 Crores as at 31st December, 2019. Further, as stated in the audited financial statements of the Associate Company, it has been incurring operating losses during the past few years and its current liabilities far exceed its current assets. However, the financial statements of said associate company have been prepared on going concern basis as the promoters of the associate company have guaranteed support to the company and its management believes its investments in road projects will generate sufficient cash flows to support the company in foreseeable future. Based on the above, the management of the company is of the opinion that no provision is required to be made for the diminution in the carrying value of the equity investments made by the company and unsecured loan/subordinate debt receivable from the associate company for the quarter and nine months ended 31st December, 2019.
- The company has investment in Gayatri Hitech Hotels Limited ("Investee Company") in the form of Compulsorily Convertible Cumulative Preferential Shares ("CCCPs") amounting to ₹ 195.72 crores as at 31st December, 2019. As per the available information and based on the financial statements of Investee Company, it has incurred considerable losses and there has been significant erosion of Net worth of the investee company. However, the financial statements of the Investee Company have been prepared on going concern basis, based on comfort letters provided by the promoters of Investee Company for continued support of the Investee Company to meet its financial obligations in order to enable to continue its operations in the foreseeable future as a going concern. The management of the company is of the view that, by considering the fact there is a significant rescheduling of debts in the investee company and improvement in certain financial parameters of the Investee Company, there is no need of provision to be made for carrying value of the investments made by the company for the quarter and nine months ended 31st December, 2019.
- In the ordinary course of business, the Company had given Contract Advances to a sub-contractor which on mutual consent have been converted into interest bearing inter corporate loan. The said inter corporate loan of ₹ 186.76 crores and interest thereon of ₹ 181.08 crores is pending for recovery as at 31st December, 2019. The recovery of this loan along with interest thereon is delayed due to extraneous reasons like change in government policies, delay in execution of projects etc. However, the company has recovered considerable amounts during the previous financial years and the management is confident of recovering the balance amount in due course. In view of this, no provision for the same is required to be made in the financial results of the company for the quarter and nine months ended 31st December, 2019.
- The Advances to Suppliers, Sub-contractors and others as at 31st December, 2019, includes an amount of ₹ 146.42 crores given to one sub-contractor in the normal course of business. The recovery of this advance and interest thereon is delayed due to certain extraneous factors not attributable to the subcontractor. During the current financial period from 1st April, 2019 to 31st December, 2019, the company has recovered an amount of ₹ 126.03 crores from the said sub-contractor. In view of this, the management is confident to recover the entire advances from the sub-contractor in due course and hence no provision is required to be made in the financial results of the company for the quarter and nine months ended 31st December, 2019.
- Previous period / year figures have been regrouped to facilitate comparison wherever necessary.

By Order of the Board  
For Gayatri Projects Limited

  
**T INDIRA REDDY**  
Chairperson  
DIN : 00009906

Place: Hyderabad.  
Date: 14th February, 2020





**Independent Auditor's Review Report on the Quarterly and Year to Date Unaudited Standalone Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended**

**Review Report to**  
**The Board of Directors**  
**Gayatri Projects Limited**

1. We have reviewed the accompanying statement of Unaudited Standalone Financial Results of **M/s. Gayatri Projects Limited ('the Company')** for the quarter ended 31<sup>st</sup> December, 2019 and year to date from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> December, 2019 ("the Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
2. The preparation of the statement in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 (Ind AS 34) – "Interim Financial Reporting" prescribed under section 133 of the Companies Act, 2013, read with relevant rules issued thereunder and other recognized accounting practices and policies generally accepted in India, is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the statement is free of material misstatements. A review of interim financial information consists of making inquiries, primarily of the Company's personnel responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under section 143(10) of the Companies Act, 2013 and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. Attention is invited to the following material matters:
  - i) As stated in Note No.4 to the unaudited standalone financial results, pursuant to significant erosion of Net worth of the wholly owned subsidiary company, the management of the company has decided to recognise the diminution in the value of investment held by the company in the wholly owned subsidiary company as an exceptional item in the financial results.
  - ii) As stated in Note No.5 to the unaudited standalone financial results, the amount receivable from the erstwhile associate company is long pending for recovery as the same is based on the receipt of claims by the said erstwhile associate company.
  - iii) As stated in Note No.6 to the unaudited standalone financial results, the recovery of trade receivables is delayed for the detailed reasons stated in the said note. Further, as stated in the same note, the company has given an irrevocable and unconditional





corporate guarantee to a subsidiary of the associate company which has defaulted in repayment of dues to the lenders.

- iv) As stated in Note No.7 to the unaudited standalone financial results, the associate company, in which the company has substantial amounts of investments and considerable amount to be receivable from said associate company, has been incurring operating losses during the past few years and its current liabilities far exceed its current assets, the financial statements of the said associate company have been prepared on going concern basis for the detailed reasons stated in the said note.
- v) As stated in Note No.8 to the unaudited standalone financial results, the Investee Company, in which the Company has invested by way of CCCPS, has incurred considerable losses and there has been significant erosion of Net worth, the financial statements of the said investee company have been prepared on going concern basis for the detailed reasons stated in the said note.
- vi) As stated in Note No.9 to the unaudited standalone financial results, the Inter Corporate Loan and accumulated interest thereon long pending for recovery.
- vii) As stated in Note No.10 to the unaudited standalone financial results, the work advances in respect of certain contract works given to sub-contractors which are long pending for recovery.

Our conclusion is not modified in respect of above matters.

5. Based on our review conducted as stated above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with recognition and measurement principles laid down in the applicable Indian Accounting Standards prescribed under section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other recognized accounting practices and policies generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

**For M O S & ASSOCIATES LLP**

Chartered Accountants

Firm's Registration No. 001975S/S200020

*S.V.C. Reddy*

**S V C Reddy**

Partner

Membership No. 224028

UDIN: 20224028AAAAAA2198



Place: Hyderabad

Date: 14<sup>th</sup> February, 2020





# GAYATRI PROJECTS LIMITED

CIN : L99999TG1989PLC057289

Regd. Office: B1, TSR TOWERS, 6-3-1090, RAJ BHAVAN ROAD, SOMAJIGUDA, HYDERABAD-500082  
STATEMENT OF UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED 31st DECEMBER, 2019

Sl. No.	Particulars	Quarter Ended			NINE-MONTHS ENDED		(₹ in Lakhs)
		31.12.2019	30.09.2019	31.12.2018	31.12.2019	31.12.2018	Year Ended
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
1	<b>Income</b>						
	Revenue from operations		69,770.66	87,787.04	2,52,846.18	2,31,201.70	3,46,314.74
	Other Income	84,667.20	161.84	477.46	375.80	626.41	901.11
	<b>Total Income</b>	<b>84,718.21</b>	<b>69,932.50</b>	<b>88,264.50</b>	<b>2,53,221.98</b>	<b>2,31,828.11</b>	<b>3,47,215.85</b>
2	<b>Expenses</b>						
	a. Cost of Materials Consumed & Work Expenditure	56,211.41	71,329.74	71,943.46	2,01,638.01	1,89,999.02	2,77,483.04
	b. Changes in Work in Progress	9,394.05	(18,624.88)	(2,690.37)	(5,723.52)	(10,106.27)	(6,286.06)
	c. Employee Benefits Expense	3,716.86	3,717.66	3,118.52	11,008.88	9,026.85	12,770.64
	d. Finance Costs	8,512.51	7,461.15	7,891.37	23,023.78	22,728.19	28,436.95
	e. Depreciation and Amortization Expense	1,989.92	1,948.42	1,664.73	5,861.07	4,912.04	6,590.61
	f. Other Expenses	7,899.22	4,113.91	1,254.29	13,971.88	4,143.11	7,960.08
	<b>Total Expenses</b>	<b>87,723.97</b>	<b>69,946.00</b>	<b>83,182.00</b>	<b>2,49,780.10</b>	<b>2,20,702.94</b>	<b>3,26,955.26</b>
3	<b>Profit / (Loss) before Exceptional items and Tax (1-2)</b>	<b>(3,005.76)</b>	<b>(13.50)</b>	<b>5,082.50</b>	<b>3,441.88</b>	<b>11,125.17</b>	<b>20,260.59</b>
4	a) Exceptional Items						
	b) Share of Profit/(Loss) of Joint Ventures & Associates	(13.59)	(1,091.18)	(9.52)	(1,154.22)	(1,380.65)	(1,756.65)
5	<b>Profit/(Loss) before Tax (3+4)</b>	<b>(3,019.35)</b>	<b>(1,104.68)</b>	<b>5,072.98</b>	<b>2,287.66</b>	<b>9,744.52</b>	<b>18,503.94</b>
6	Tax Expense (Includes earlier year taxation & Deferred Tax)	(2,650.86)	1,047.60	1,285.84	-	2,133.57	2,493.85
7	<b>Net Profit/(Loss) after tax (5-6)</b>	<b>(368.49)</b>	<b>(2,152.28)</b>	<b>3,787.14</b>	<b>2,287.66</b>	<b>7,610.95</b>	<b>16,010.09</b>
8	Non-controlling Interest						
9	<b>Profit / (Loss) after tax and Non-control of Interest (7+8)</b>	<b>(368.49)</b>	<b>(2,152.28)</b>	<b>3,787.14</b>	<b>2,287.66</b>	<b>7,610.95</b>	<b>16,010.09</b>
10	Other Comprehensive Income (OCI)						
	<b>Items that will not be reclassified to profit or loss :</b>						
	i) Changes in fair value of equity investments(Refer Note No.11)	(20,557.98)	-	-	(20,557.98)	-	(723.84)
	ii) Re-measurement gains/(losses) on actuarial valuation of Post Employment defined benefits	(16.38)	38.36	14.32	62.36	44.31	82.05
	iii) Income tax relating to Items that will not be re-classified to profit or loss	63.27	(13.40)	(4.79)	35.76	(14.81)	224.27
	<b>Total Other Comprehensive Income (10)</b>	<b>(20,511.09)</b>	<b>24.96</b>	<b>9.53</b>	<b>(20,459.86)</b>	<b>29.50</b>	<b>(417.52)</b>
11	<b>Total Comprehensive Income for the Period (9+10)</b>	<b>(20,879.58)</b>	<b>(2,127.32)</b>	<b>3,796.67</b>	<b>(18,172.20)</b>	<b>7,640.45</b>	<b>15,592.57</b>
12	Paid Up Equity Share Capital (Face Value ₹ 2/- per Share)	3,743.97	3,743.97	3,743.97	3,743.97	3,743.97	3,743.97
13	<b>Earnings Per Share of ₹ 2/- each</b>						
	- Basic & Diluted	(0.20)	(1.15)	2.03	1.22	4.07	8.55

## Notes :

- The above published results have been prepared in accordance with the principles and procedures as set out in Ind AS on financial statements and such other applicable standards as notified under section 133 of the Companies Act, 2013 and Companies ( Indian Accounting Standard) Rules 2015 as amended.
- The above consolidated unaudited financial results for the quarter ended and nine months ended 31st December, 2019 have been reviewed by the Audit Committee and considered & approved by the Board of Directors of the Company at its meeting held on 14th February, 2020.
- The Company's Operations primarily consist of Construction activities and there are no other reportable segment under Ind AS 108 "Operating Segments".
- Gayatri Energy Ventures Private Limited (GEVPL), a wholly owned subsidiary company incorporated for the purpose of investment in power projects, in which the Company had invested Equity Share Capital of ₹ 639.83 crores and also funded as and when required in the form of unsecured loan amounting to ₹ 140.29 crores as at 30th September, 2019. During the current quarter, GEVPL had sold its entire investment in Sembcorp Energy India Limited (SEIL) for a consideration of Rs. 406.77 crores and the proceeds from the sale were utilised by GEVPL to repay dues towards Non-Convertible Debentures and repayment of significant loan to the Company. Subsequent to sale of investment in Sembcorp Energy India Limited and as per the unaudited financials of GEVPL for the quarter ended 31st December 2019, there has been significant erosion in the networth of GEVPL. In view of the above, the management of the company has decided to recognise the diminution in the value of investment by ₹ 445.34 crores. Considering the nature of the transaction, the same has been disclosed as an exceptional item in the financial results for the quarter and nine months ended 31st December, 2019. Further, pursuant to the share purchase agreement entered for the sale of the investment, GEVPL is entitled to earnouts on occurrence of liquidity event in SEIL which is no later than 31st December, 2024 and the earnouts amount will be recognised in the year of realisation.
- An amount of ₹ 36.20 crores as on 31st December, 2019 is receivable from the erstwhile associate company operating Meerut and Muzaffarnagar Section of NH-58 Road on BOT basis against the EPC works executed by the company during the previous years and the amounts shall be recovered out of the claims amounts received by the erstwhile associate company from NHAI. The erstwhile associate has so far raised a total claim for ₹ 469.56 crores on NHAI on different counts which are in the advanced stage of arbitration. The Management of the erstwhile associate company is confident of getting the claims amounts from NHAI and assured the company by way of agreement, to pay the dues to the company upon receipt of claims and hence, in the opinion of the management, no provision is required to be provided in respect of amounts receivable from the said erstwhile associate company for the quarter and nine months ended 31st December, 2019.
- One of the subsidiary of the associate company (herein after called as "concessionaire company" or "SMTL"), which has been awarded a Build-Operate-Transfer (BOT) work for construction of Four Laning of Panikoli-Rimuli section of NH-215 Road has given termination notice to National Highways Authority of India (NHAI). The Company has to receive an amount of ₹ 248.44 crores towards EPC cost from the said concessionaire company as on 31st December, 2019. Further, the company has given an irrevocable and unconditional Corporate Guarantee of ₹ 1,827.35 crores to the lenders of the concessionaire company, the said concessionaire company is facing difficulties in repaying its dues to the lenders on account of poor toll collections. In these circumstances, the concessionaire company has filed a claim of Rs.2,835.73 crores on NHAI as termination payment and the company has also filed a claim on the concessionaire company. However, NHAI has given notice dated 28.01.2019 to terminate the concession agreement with the concessionaire company by citing certain non-compliances and has directed the Concessionaire to handover toll plazas in the said project to NHAI. As per the said termination notice, the termination payment shall be intimated in due course. As per the information and explanations given by the subsidiary of the associate company and based on the legal opinion obtained by it, the subsidiary of the associate company will receive significant amount of compensation so as to settle dues to the lenders. In view of this, the management is of the opinion that no provision is required to be made in respect of Receivables and Corporate Guarantee given by the company to subsidiary of the associate company in the financial results for the quarter and nine months ended 31st December, 2019.





# GAYATRI PROJECTS LIMITED

CIN : L99999TG1989PLC057289

Regd. Office: B1, TSR TOWERS, 6-3-1090, RAJ BHAVAN ROAD, SOMAJIGUDA, HYDERABAD-500062

## STATEMENT OF UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED 31st DECEMBER, 2019

- 7 Gayatri Highways Limited, an associate company in which the company has invested in Non-Convertible Preference Shares of ₹ 167.70 crores and also funded as a sponsor via unsecured loan / subordinate debt amount of ₹ 179.67 Crores as at 31st December, 2019. Further, as stated in the audited financial statements of the Associate Company, it has been incurring operating losses during the past few years and its current liabilities far exceed its current assets. However, the financial statements of said associate company have been prepared on going concern basis as the promoters of the associate company have guaranteed support to the company and its management believes its investments in road projects will generate sufficient cash flows to support the company in foreseeable future. Based on the above, the management of the company is of the opinion that no provision is required to be made for the diminution in the carrying value of the equity investments made by the company and unsecured loan/subordinate debt receivable from the associate company for the quarter and nine months ended 31st December, 2019.
- 8 The company has investment in Gayatri Hitech Hotels Limited ("Investee Company") in the form of Compulsorily Convertible Cumulative Preferential Shares ("CCCPs") amounting to ₹ 195.72 crores as at 31st December, 2019. As per the available information and based on the financial statements of Investee Company, it has incurred considerable losses and there has been significant erosion of Net worth of the investee company. However, the financial statements of the Investee Company have been prepared on going concern basis, based on comfort letters provided by the promoters of Investee Company for continued support of the Investee Company to meet its financial obligations in order to enable to continue its operations in the foreseeable future as a going concern. The management of the company is of the view that, by considering the fact there is a significant rescheduling of debts in the investee company and improvement in certain financial parameters of the Investee Company, there is no need of provision to be made for carrying value of the investments made by the company for the quarter and nine months ended 31st December, 2019.
- 9 During the preceding financial years the subsidiary company had made an investment/ advance/ share application money to Jimbhuvish Power Generation Private Limited and Jimbhuvish Power Project Limited to set up a coal based power plant at Maharashtra and as on 31st December, 2019 the total investment/ advance/ share application amount is ₹ 55.44 crores. The Subsidiary Company had decided to exit from the said power project and in this regard entered into an exit agreement on 25th May, 2013, which was subsequently amended by various letter agreements and as per the latest agreement the company shall exit from the said power project by 31st October, 2021. The management of the subsidiary company is of the opinion that despite there been a considerable delay in exiting from the power project, there is no need for any provision/impairment to be made and the company shall exit from the investments made and recover the entire amount in the due course.
- 10 During the preceding financial years one of the step down subsidiary company had given Contract Advance of ₹ 21.57 crores to the company in which KMP are interest towards execution of road works at proposed Thermal Power Project site. As the said contract work was not executed due to various factors such as pending coal allotment and non-acquisition of complete proposed project land, etc., the Mobilisation Advance has not been adjusted /recovered. The management of the step down subsidiary company is very much confident of commencement of Thermal Power Project and further opined that the mobilisation advance will be recovered out of running bills to be submitted and hence no provision is required to be made regarding contract advance.
- 11 During the current quarter, the subsidiary company has sold its entire investment i.e. 32,34,53,773 Equity Shares in M/s. Sembcorp Energy India Limited (SEIL) in accordance with Share Purchase Agreement (SPA) dated 6th December, 2019 entered between Sembcorp Utilities Pte. Ltd ("The Purchaser") and the company, for a consideration of ₹ 406,77,19,233 i.e. ₹ 12.57 per share. Pursuant to sale, the company has reversed the Previously recognised Other Comprehensive Income (OCI) on account of Fair Value Measurement on the Investment and recognised net gain on sale of investment in the Statement of Unaudited Financial Results. Further as per above mentioned SPA, the Company is also entitled for earnout on the above shares and the same shall be payable by the purchaser only upon the occurrence of a Liquidity Event which is no later than 31st December, 2024. The management of the company has decided to recognise the impact of earnouts in the year of realisation.
- 12 In the ordinary course of business, the Company had given Contract Advances to a sub-contractor which on mutual consent have been converted into interest bearing inter corporate loan. The said inter corporate loan of ₹ 186.76 crores and interest thereon of ₹ 181.08 crores is pending for recovery as at 31st December, 2019. The recovery of this loan along with interest thereon is delayed due to extraneous reasons like change in government policies, delay in execution of projects etc. However, the company has recovered considerable amounts during the previous financial years and the management is confident of recovering the balance amount in due course. In view of this, no provision for the same is required to be made in the financial results of the company for the quarter and nine months ended 31st December, 2019.
- 13 The Advances to Suppliers, Sub-contractors and others as at 31st December, 2019, includes an amount of ₹ 146.42 crores given to one sub- contractor in the normal course of business. The recovery of this advance and interest thereon is delayed due to certain extraneous factors not attributable to the subcontractor. During the current financial period from 1st April, 2019 to 31st December, 2019, the company has recovered an amount of ₹ 126.03 crores from the said sub-contractor. In view of this, the management is confident to recover the entire advances from the sub-contractor in due course and hence no provision is required to be made in the financial results of the company for the quarter and nine months ended 31st December, 2019.
- 14 Previous period / year figures have been regrouped to facilitate comparison wherever necessary.

Place: Hyderabad.  
Date: 14th February, 2020

By Order of the Board  
For Gayatri Projects Limited

  
T INDIRA REDDY  
Chairperson  
DIN : 00009906





**Independent Auditor's Review Report on the Quarterly and Year to Date Unaudited Consolidated Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended**

**Review Report to  
The Board of Directors  
Gayatri Projects Limited**

1. We have reviewed the accompanying statement of unaudited consolidated financial results of M/s. Gayatri Projects Limited ('the Parent Company'), comprising its subsidiary (the Parent and its subsidiary together referred to as "the Group"), and its associate and joint ventures for the quarter ended 31<sup>st</sup> December, 2019 and year to date from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> December, 2019 ("the Statement"), being submitted by the Parent company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
2. The preparation of the statement in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 (Ind AS 34) – "Interim Financial Reporting" prescribed under section 133 of the Companies Act, 2013, read with relevant rules issued thereunder and other recognized accounting practices and policies generally accepted in India, is the responsibility of the Parent Company's Management and has been approved by the Board of Directors of the Parent Company. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the statement is free of material misstatements. A review of interim financial information consists of making inquiries, primarily of the Parent Company's personnel responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under section 143(10) of the Companies Act, 2013 and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.  
We also performed procedures in accordance with the Circular No. CIR/CFD/CMD1/44/2019 dated 29<sup>th</sup> March, 2019 issued by the SEBI under Regulation 33(8) of the SEBI (listing Obligations and Disclosure requirements) Regulations, 2015, as amended, to the extent applicable.
4. The statement includes the unaudited/management certified results of the following entities:
  - i) Gayatri Energy Ventures Private Limited (Subsidiary Company)
  - ii) Gayatri Highways Limited (Associate Company)
  - iii) IJM Gayatri Joint Venture
  - iv) Jaiprakash Gayatri Joint Venture
  - v) Gayatri ECI Joint Venture
  - vi) Gayatri Ratna Joint Venture
  - vii) Gayatri Ranjit Joint Venture
  - viii) Gayatri GDC Joint Venture
  - ix) Gayatri BCBPPL Joint Venture
  - x) Gayatri RNS Joint Venture
  - xi) Gayatri JMC Joint Venture
  - xii) MEIL Gayatri ZVS ITT Joint Venture
  - xiii) Viswanath Gayatri Joint Venture
  - xiv) GPL RKT CPL Joint Venture
  - xv) GPL SPL Joint Venture





- xvi) Vishwa Gayatri Joint Venture
- xvii) Maytas Gayatri Joint Venture
- xviii) Gayatri RNS SIPL Joint Venture
- xix) Gayatri KMB Joint Venture
- xx) Gayatri PTPS Joint Venture
- xxi) HES Gayatri NCC Joint Venture
- xxii) Gayatri OJSC SIBMOST Joint Venture
- xxiii) Gayatri Crescent Joint Venture

5. Attention is invited to the following material matters:
- i) As stated in Note No.4 to unaudited consolidated financial results, pursuant to significant erosion of Net worth of the wholly owned subsidiary company, the management of the company has decided to recognise the diminution in the value of investment held by the company in the wholly owned subsidiary company as an exceptional item in the financial results.
  - ii) As stated in Note No.5 to the unaudited consolidated financial results, the amount receivable from the erstwhile associate company is long pending for recovery as the same is based on the receipt of claims by the said erstwhile associate company.
  - iii) As stated in Note No.6 to the unaudited consolidated financial results, the recovery of trade receivables is delayed for the detailed reasons stated in the said note. Further, as stated in the same note, the company has given an irrevocable and unconditional corporate guarantee to a subsidiary of the associate company, which has defaulted in repayment of dues to the lenders.
  - iv) As stated in Note No.7 to the unaudited consolidated financial results, the associate company, in which the company has substantial amounts of investments and considerable amount to be receivable from said associate company, has been incurring operating losses during the past few years and its current liabilities far exceed its current assets, the financial statements of the said associate company have been prepared on going concern basis for the detailed reasons stated in the said note.
  - v) As stated in Note No.8 to the unaudited consolidated financial results, the Investee Company, in which the Company has invested by way of CCCPS, has incurred considerable losses and there has been significant erosion of Net worth, the financial statements of the said investee company have been prepared on going concern basis for the detailed reasons stated in the said note.
  - vi) As stated in Note No.9 to the unaudited consolidated financial results with regard to exit agreement entered by the subsidiary company in respect of Investments /advances / share application money made in certain power projects, as reported in the Review Report on unaudited consolidated financial results of the subsidiary company for the quarter and nine months ended 31<sup>st</sup> December, 2019, the said Investments /advances / share application money are long pending for recovery.
  - vii) As stated in Note No.10 to the unaudited consolidated financial results, with regard to recovery of contract advances given by the step-down subsidiary company, as reported in the Review Report on unaudited consolidated financial results of the subsidiary company for the quarter and nine months ended 31<sup>st</sup> December, 2019, the contract advances are long pending for recovery.





- viii) As stated in Note No.12 to the unaudited consolidated financial results, the Inter Corporate Loan and accumulated interest thereon long pending for recovery.
- ix) As stated in Note No.13 to the unaudited consolidated financial results, the work advances in respect of certain contract works given to sub-contractors which are long pending for recovery.

Our conclusion is not modified in respect of above matters.

6. The accompanying statement includes the Group's share of Rs. Nil for the quarter ended 31<sup>st</sup> December, 2019 and for the period from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> December, 2019, as considered in the statement, in respect of one associate company and twenty one joint ventures whose interim financial results and other financial information have not been reviewed by their auditors and have been approved and furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the affairs of the associate and the joint ventures, is based solely on such unaudited interim financial results and other unaudited financial information. Our conclusion on the Statement is not modified in respect of this matter.
7. Based on our review conducted and procedures performed as stated in paragraph 3 above and based on the consideration of the management certified financial statements / financial information referred in paragraph 6, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with recognition and measurement principles laid down in the applicable Indian Accounting Standards prescribed under section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other recognized accounting practices and policies generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

**For M O S & ASSOCIATES LLP**

Chartered Accountants

Firm's Registration No. 001975S/S200020

*S.V.C. Reddy*

**S V C Reddy**

Partner

Membership No. 224028

UDIN: 20224028AAAAAB7569



Place: Hyderabad

Date: 14<sup>th</sup> February, 2020