

GHL/SE/2021-22

28th April, 2021

To,
The General Manager
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai-400 001
Scrip Code: 541546

To,
The Secretary,
National Stock Exchange of India Limited
5th Floor, Exchange Plaza
Plot No.C/1, G Block
Bandra Kurla Complex, Bandra (East)
Mumbai-400 051
Scrip Symbol: GAYAHWS

Dear Sir / Madam,

Sub: Disclosure of Execution of Shareholders Agreement for Sale of Investments pursuant to Regulation 30 of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Ref: SEBI Circular No: CIR/CFD/CMD/4/2015 dated 09th September, 2015

With reference to the above stated subject, it is hereby informed that Gayatri Highways Limited (the "Seller/Investee") has proposed to Sale up to 36.99% of Equity Share Capital held by the Company in HKR Roadways Limited to Kotak Special Situations Fund (represented by its investment manager, Kotak Investment Advisors Limited) (the "Purchaser/Investor") under OTS (One time Settlement) Scheme.

Gayatri Highways Limited, Existing Shareholder of HKR Roadways Limited has agreed for sale of their equity shareholding to Kotak Special Situations Fund (represented by its investment manager, Kotak Investment Advisors Limited) 17,17,146 fully paid up equity shares of face value of INR 10 each aggregating to INR 1,71,71,460 (Rupees One Crore Seventy One Lakh Seventy One Thousand Four Hundred Sixty Only).

The Details required pursuant to the Schedule III of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and SEBI Circular No. CIR/CFD/CMD/4/2015 dated 09th September, 2015 is given in **Annexure-1**.

This is for your information and record.

Thanking you,

Yours faithfully,

For Gayatri Highways Limited


K.G. Naidu
Chief Executive Officer



GAYATRI HIGHWAYS LIMITED

(Formerly know as Gayatri Domicile Private Limited)

Registered & Corporate Office :

1st Floor, 6-3-1090, TSR Towers, Raj Bhavan Road, Somajiguda,
Hyderabad 500 082. Telangana, India.

CIN : L45100TG2006PLC052146

T +91 40 2331 0330 / 4284

F +91 40 2339 8435

Email ghl@gayatrihighways.com

www.gayatrihighways.com

Annexure-1

Disclosure under sub-para (5) [i.e. Agreement(s) (viz. Shareholder agreement(s) which are binding] of Para A of Part A of Schedule III to the Regulation 30 of the SEBI Listing Regulations

S. No.	Particulars	
a.	Name of the Party with whom the agreement is entered.	Kotak Special Situations Fund (represented by its investment manager, Kotak Investment Advisors Limited) (the "Purchaser/Investor"). The Purchaser/Investor company is a Category II alternative investment fund, registered under the SEBI (Alternative Investments Fund) Regulations, 2012.
b.	Purpose of entering into the agreement;	Sale of Shares as per the terms of funding of HKR Roadways Limited by Kotak Special Situations Fund (represented by its investment manager, Kotak Investment Advisors Limited).
c.	Shareholding, if any, in the entity with whom the agreement is executed.	Not Applicable
d.	Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.	<ul style="list-style-type: none"> • The Investor has Investor Drag Along & Tag Along Right. • Promoters have Promoter ROFO Right.
e.	Whether the transaction would fall within related party transaction(s), If yes whether the same is done at "arm's length" and whether the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship	<p>The transaction does not fall within related party Transactions.</p> <p>The Parties to agreement are not related to promoter/promoter group/ group companies.</p>
f.	In case of issuance of shares to the parties, details of issue price, class of shares issued;	Not Applicable
g.	any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.	Not Applicable

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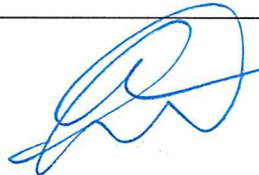




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h.	In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): a) name of parties to the agreement; b) nature of the agreement; c) date of execution of the agreement; d) details of amendment and impact thereof or reasons of termination and impact thereof	Not Applicable
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A circular blue stamp of Gayatri Highways Limited is positioned to the right of the signature. The stamp contains the text "GAYATRI HIGHWAYS LIMITED" around the perimeter and a small star at the bottom center.

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