



Date: 23/12/2013

**To,
The General Manager,
The Department of Corporate Relationship,
The Bombay Stock Exchange Limited.,
25th Floor, Phiroz Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001**

**To,
The Listing Department,
National Stock Exchange of India Ltd
5th Floor, Exchange Plaza
Plot No.C/1 , G Block
Bandra Kurla Complex ,Bandra (East)
Mumbai -400 051.**

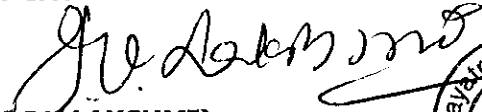
Dear Sir/Madam,

Sub: Proposed dilution of GAYATRI's stake in NCC Power Projects Limited Reg.,
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Gayatri's wholly owned subsidiary M/s. Gayatri Energy Ventures is a major partner in NCC Power Projects Limited, which is building a 1320 MW Coal Fired Plant in Nellore District in Andhra Pradesh. At present preliminary discussions are taking place between NCC Infra and Sembcorp for the investment in NCC Power Projects Limited, which is subject to a detailed Technical, Financial, Commercial & Legal due diligence. The terms of investment including structuring will be finalized after the due diligence process and negotiations are completed between the parties. As a result of the proposed investment the Stake of the Gayatri Energy Ventures (WOS of Gayatri Projects Limited) may be reduced below 45%.

This is for your information and necessary dissemination please.

For GAYATRI PROJECTS LIMITED


(CS J.V. LAKSHMI)
Company Secretary & Compliance officer

