



23rd October, 2017

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.

Dear Sir/Madam.

Sub: Clarification/confirmation on news item appearing in Media/Publication.

This has reference to the recent news item which appeared in the "The Financial Express" dated October 20, 2017 captioned "Gayatri Projects to create separate firm by Spinning off its 7 toll-road assets".

In this connection,

We would like to confirm that the news is an old one and is in the public domain for more than a year. On July 16, 2016 the company announced its Board of Directors approval for composite scheme of arrangement with complete details and the same is available in the exchange/Company websites. Post that news, the company is posting the developments to exchanges under Regulation 30 of Listing Regulations.

This is a part of our Composite Scheme of arrangement, which was filed with stock exchanges on 16th August, 2016.

The brief particulars of the scheme is as follows:

· In order to achieve better management and to have clear focus on business operations, the management of Demerged Company(GPL) has decided to demerge Infrastructure Road BOT Assets Business, thereby transferring Infrastructure Road BOT Assets Business of GPL to GDPL(Now Gayatri Highways), in the interests of maximizing overall shareholder value. Please refer July 16, 2016 corporate announcement by the Company.

· Therefore, with a view to effect such plan, the Board of Directors of Demerged Company and the Resulting Company proposes that the Infrastructure Road BOT Assets Business of the Demerged Company be transferred to and vested in the Resulting Company on a going concern basis to be undertaken through this Scheme under the provisions of Sections 391 to 394 read with relevant provisions of the Companies Act, 1956 and the Companies Act, 2013, for such consideration and in such manner as provided for in the Scheme.

· Accordingly, this Scheme under Sections 391 to 394 and applicable provisions of the Companies Act, 1956 and the Companies Act, 2013, has been proposed to provide for transfer of Infrastructure Road BOT Assets Business of the Demerged Company by way of demerger to the Resulting Company.

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The Composite Scheme is divided into the following parts:

- Part A deals with transfer of investments in SMTL(WOS of GPL) from GPL to GDPL(Now Gayatri Highways)
- Part B deals with amalgamation of GIVL with GPL
- Part C deals with Transfer of Infrastructure Road BOT Assets Business from GPL to GDPL (now Gayatri Highways) by way of demerger

As a result of this demerger, the Resulting Company (GDPL) now "Gayatri Highways" will be listed in both the stock exchanges and the shareholders of GPL will hold shares in Gayatri Highways.

Further, we received observation letters from both the Exchanges on October 20th, 2016 giving no objection for filing the scheme with the Hyderabad High-Court. Later on, the filing has been moved to NCLT.

Trust our clarification has removed your doubts about the news item appeared on 20th October, 2017.

For your kind information and dissemination please.

Thanking you,

Yours truly,

For GAYATRI PROJECTS LIMITED



(CS I.V. Lakshmi)

Company Secretary and Compliance Officer

Membership No.17607.