

October 17, 2017

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| Bombay Stock Exchange Phiroze Jeejeebhoy Towers Dalal Street, Mumbai- 400001 | National Stock Exchange of India Limited - Corporate Office National Stock Exchange of India Ltd., Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra(E), Mumbai - 400 051 |
| | Gayatri Projects Limited B1, 6-3-1090, TSR Towers Rajbhavan Road, Somajiguda, Hyderabad - 500 082 Kind Attn: Mr Sreedhar Babu |
| Pledgor Name 1 | Indira Subbaramireddy Tikkavarapu 8-2-331/2/A, Road No:3, Banjara Hills, Near Police Station, Khairatabad, Hyderabad - 500 034 |
| Pledgor Name 2 | Sandeep Kumar Reddy Tikkavarapu 8-2-331/2/A, Road No:3, Banjara Hills, Near Police Station, Khairatabad, Hyderabad - 500 034 |

Dear Sir/Madam,

Sub: Disclosure pursuant to Regulation 29(1) / 29 (2) (whichever is applicable) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 in relation to pledge/ encumbrance of shares of Gayatri Projects Limited

Pursuant to the disclosure required to be made under Regulation 29 (1) / 29 (2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, please find attached the disclosure in respect of the Pledged shares of "Gayatri Projects Limited" in favour of "Catalyst Trusteeship Limited" (Formerly known as GDA Trusteeship Limited) in the capacity of Share Pledge Trustee for the benefit of Edelweiss Commodities Services Limited and Edelweiss Finvest Private Limited ("Debtenture Holders").

For and on behalf of

Catalyst Trusteeship Ltd.
(Formerly known as GDA Trusteeship Limited)

Authorised Signatory



Cc:

- Gayatri Energy Ventures Private Limited**
1st Floor, TSR Towers, 6-3-1090, Rajbhavan Road, Somajiguda Hyderabad - 500082
- Gayatri Hotels and Theatres Private Limited**
6-3-249/5-a, Road no.1, Banjara hills, Hyderabad -500034



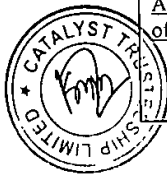
Part A

Annexure

Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Part- A – Details of Acquisition

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| 1. Name of the Target Company (TC) | Gayatri Projects Limited | | |
| 2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer | Pledge of Equity shares of Gayatri Projects Limited with Catalyst Trusteeship Ltd (Formerly GDA Trusteeship Limited) acting as Share Pledge Trustee on behalf of Edelweiss Commodities Services Limited and Edelweiss Finvest Private Limited (“Debenture holders”) | | |
| 3. Whether the acquirer belongs to Promote./Promoter group | No | | |
| 4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed | Bombay Stock Exchange Limited National Stock Exchange of India Limited | | |
| 5. Details of the acquisition as follows | Number | % w.r.t. total share/voting capital wherever applicable | % w.r.t. total diluted share/voting capital of the TC(*) |
| <u>Before the release under consideration, holding of acquirer along with PACs of:</u> | | | |
| a) Shares carrying voting rights | 2,95,71,085 | 16.68% | |
| b) Shares in nature of encumbrance (pledge/lien/non-disposal undertaking/others) | | | |
| c) Voting rights (VR) otherwise than by shares | | | |
| d) Warrants/convertible securities/ any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category) | | | |
| e) Total (a+b+c+d) | 2,95,71,085 | 16.68% | |
| <u>Details of release:</u> | | | |
| a) Shares carrying voting rights acquired/ sold | - | - | - |
| b) VRs acquired/sold otherwise than by shares | | | |
| c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold | | | |
| d) Shares in nature of encumbrance (pledge/lien/non-disposal undertaking/others) | | | |
| e) Total (a+b+c+d) | - | - | - |
| <u>After the release, holding of acquirer along with PACs of:</u> | | | |
| a) Shares carrying voting rights | - | - | - |
| b) VRs otherwise than by shares | | | |



CATALYST TRUSTEESHIP LIMITED (FORMERLY GDA TRUSTEESHIP LIMITED)

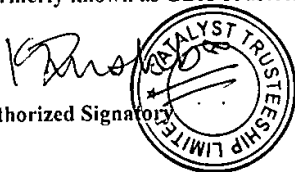
An ISO:9001 Company

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 Regd. Office GDA House, Plot No. 85, Bhusari Colony (Right), Paud Road, Pune 411 038 Tel +91 (020) 25280081 Fax +91 (020) 25280275
 Delhi Office Office No. 213, 2nd floor, Navrang House, 21 Kasturba Gandhi Marg, New Delhi- 110 001. Tel. 011 43029101.
 CIN No. U74999PN1997PLC110262 Email dt@ctltrustee.com Website www.catalysttrustee.com
 Pune | Mumbai | Bengaluru | Delhi | Chennai



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|---|---|---|--|
| c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition. | | | |
| d) Shares in nature of encumbrance (pledge/lien/non-disposal undertaking/others) | | | |
| e) Total (a+b+c+d) | - | - | |
| 6. Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer etc.) | By way of Pledge of shares as security for the Non-Convertible Debentures issued by Gayatri Energy Ventures Private Limited and Gayatri Hotels and Theatres Pvt. Ltd. | | |
| 7. Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc. | - | | |
| 8. Date of Pledge/ Release | 13-10-2017 and 16-10-2017 # | | |
| 9. Equity share capital /total voting capital of the TC before the said acquisition/ sale | 177251900 | | |
| 10. Equity share capital/ total voting capital of the TC after the said acquisition/ sale | 177251900 | | |
| 11. Total diluted share/voting capital of the TC after the said acquisition/sale. | - | | |

Signature of the acquirer:
Catalyst Trustee Limited
 (Formerly known as GDA Trustee Ltd)

Authorized Signatory 

Place: Mumbai

Date: October 17, 2017

Note:

- (*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.
- (**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.
- (***) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.
- (#) On 13-10-2017 quantity pledged was 88,45,000 shares and on 16-10-2017 quantity pledged was 2,07,26,085 of Gayatri Projects Limited.

