

**Date: July 16, 2016**

To,

<b>The General Manager, The Department of Corporate Relations, The Bombay Stock Exchange Limited., 25<sup>th</sup> Floor, Phiroz Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001</b>	<b>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.</b>
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**Sub. : Outcome of the Board Meeting**

**Ref. : Para A of Part A Schedule III of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 ("SEBI Circular")**

With reference to the captioned subject, we hereby inform you that, the Board of Directors of our Company at its meeting held on July 16, 2016 have accorded approval to following business:

1. Unanimously approved Composite Scheme of Arrangement ("Scheme") between Gayatri Projects Limited, Gayatri Infra Ventures Limited and Gayatri Domicile Private Limited providing for:
  - a) Transfer of investments in Sai Maatarini Tollways Limited from Gayatri Projects Limited to Gayatri Domicile Private Limited at book value. The lump-sum consideration of Rs. 180,16,03,000 (One Hundred and Eighty Crores Sixteen Lacs Three Thousand only) will be paid in the form of 1,24,60,000 (One Crore Twenty-Four Lacs Sixty Thousand) equity shares of Rs. 10 each (fully paid) and 16,77,00,300 (Sixteen Crore Seventy-Seven Lacs Three Hundred) redeemable preference shares of Rs. 10 each (fully paid) of Gayatri Domicile Private Limited;
  - b) Post transfer of investments, merger of Gayatri Infra Ventures Limited with Gayatri Projects Limited;
  - c) Post merger of Gayatri Infra Ventures Limited with Gayatri Projects Limited, transfer of Infrastructure Road BOT Assets Business from Gayatri Projects Limited to Gayatri Domicile Private Limited
2. Took on record Share Entitlement Report submitted by M/s SSPA & Co. (Chartered Accountants).
3. Took on record the Fairness Opinion dated 16<sup>th</sup> July, 2016 issued by Inga Capital Pvt. Ltd. on the Share Entitlement Report of M/s SSPA & Co. (Chartered Accountants).
4. Details required to be disclosed as per SEBI Circular are detailed in the Annexure enclosed:

**For Gayatri Projects Limited**

**(T.V.SANDEEP KUMAR REDDY)**  
Managing Director



Regd. & Corp. Office :

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**Disclosure of information as per the Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**1. Merger**

Sr. No.	Particulars	Remarks
1.	Name of the entity forming part of the amalgamation/merger, details in brief such as size and turnover (as at 31 March 2016)	<p><b>Gayatri Projects Limited (Transferee Company / GPL)</b>  <b>(Consolidated Financial Data)</b>            Size (Net-worth): Rs. 76,065.85 Lakhs            Turnover: Rs. 1,61,538.99 Lakhs</p> <p><b>Gayatri Infra Ventures Limited (Transferor Company / GIVL)</b>  <b>(Consolidated Financial Data)</b>            Size (Net-worth): Rs. 545.86 Lakhs            Turnover: Rs. 22,895.22 Lakhs</p>
2.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	Proposed transaction would not fall within related party transactions.
3.	Area of business of the entity(ies)	<p>GPL is an infrastructure and construction company with a presence across the segment, and a special focus on road and irrigation projects. GPL has been executing construction orders across the country over last 50 years and owns almost all its equipment, enabling optimal cost control. Its two subsidiaries, Gayatri Infra Ventures Ltd ("GIVL") and Gayatri Energy Ventures Private Ltd ("GEVPL"), are the Asset Development arms for the Company. GIVL the road development arm and associate GPL entities are working on 6 operating and 1 under-construction projects, adding up to gross capital employed in excess of Rs. 5000 cr. GEVPL was set up to undertake power generation projects</p> <p>GIVL is a single holding company of the SPVs of BOT projects. Currently GIVL has portfolio of 6 BOT projects, which comprises of 4 annuity BOT projects and 2 toll BOT project</p>
4.	Rationale for the amalgamation/ merger	GIVL is a 70.59% subsidiary of GPL, while the balance shareholding of 29.41% is held by AMP Capital Finance Mauritius Limited.

		<p>There is a definitive agreement in place between GPL and AMP Capital Finance Mauritius Limited for the acquisition of the balance shareholding in GIVL. Pursuant to the share purchase, GIVL would become a wholly-owned subsidiary of GPL</p> <p><b>Rationale for merger:</b></p> <ul style="list-style-type: none"> <li>i) Simplification of corporate structure by reducing the number of legal entities and reorganizing the legal entities in the group structure;</li> <li>ii) Significant reduction in the multiplicity of legal and regulatory compliances required at present to be carried out;</li> <li>iii) Elimination of duplication in administrative costs and multiple record-keeping, thus resulting in cost savings; and</li> <li>iv) Concentrated effort and focus by the senior management to grow the business by eliminating duplicative communication and burdensome coordination efforts across multiple entities.</li> </ul>
5.	In case of cash consideration – amount or otherwise share exchange ratio	<p>Prior to giving effect to the scheme, GIVL would become a 100% subsidiary of GPL. Upon the merger of GIVL, pursuant to this Scheme becoming effective on the Effective Date, GPL will not issue and allot any equity shares to the shareholders of the GIVL as it would be a wholly-owned subsidiary of GPL.</p>
6.	Brief details of change in shareholding pattern (if any) of listing entity ( <i>as per shareholding of 31 March 2016</i> )	<p><b>Existing shareholding of GPL:</b></p> <p>Promoters – 47.48%</p> <p>Public – 52.52%</p> <p><b>Post-merger shareholding:</b></p> <p>Promoters – 47.48%</p> <p>Public – 52.52%</p>

## 2. Demerger

Sr. No.	Particulars	Remarks
1.	Brief Details of Division to be Demerged	<p>The Infrastructure Road BOT Assets Business consists of the investments in SPVs which are engaged in the execution of road BOT projects. The current portfolio consists of 6 BOT projects, which comprises of 4 annuity BOT projects and 2 toll BOT project including Gayatri Jhansi Roadways Ltd, Gayatri Lalitpur Roadways Ltd, Hyderabad Expressways Ltd,</p>



		Cyberabad Expressways Ltd, Indore Dewas Tollways Ltd and HKR Roadways Ltd
2.	Turnover of the demerged division and as percentage to the total turnover of the listed entity in the immediately preceding financial year / based on financials of the last financial year	<b>(Consolidated Financial Data)</b> Turnover of Infrastructure Road BOT Assets Business: Rs. 22,895.22 Lakhs Percentage: 14.17 %
3.	Rationale for demerger	<p>GPL operates in business segments with divergent business profile, growth potential, risk-rewards, regulatory and capital requirements and are largely independent of each other.</p> <p>In order to achieve better management, asset light approach and to have clear focus on business operations, the management of GPL has decided to demerge Infrastructure Road BOT Assets Business, thereby transferring Infrastructure Road BOT Assets Business of GPL to GDPL, in the interests of maximizing overall shareholder value.</p>
4.	Entitlement Ratio	1 (One) Equity Share having face value of INR 10 each of Gayatri Domicile Private Limited for every 1 (One) Equity Share having face value of INR 10 each of Gayatri Projects Limited each Equity Share being fully paid-up.
5.	Brief details of change in shareholding pattern (if any) of all entities	<p><b>Existing shareholding of GPL:</b>  Promoters – 47.48%  Public – 52.52%</p> <p><b>Post-demerger shareholding:</b>  Promoters – 47.48%  Public – 52.52%</p> <p><b>Existing shareholding of GDPL</b>  GPL (Promoters) – 100%  Public – 0%</p> <p><b>Post-demerger shareholding:</b>  Promoters:  <ul style="list-style-type: none"> <li>• GPL – 26%</li> <li>• Others – 35.14%</li> </ul> Public – 38.86%</p>
6.	In case of cash consideration – amount or otherwise share exchange ratio	Not Applicable
7.	Whether listing would be sought for the resulting entity	After the effectiveness of the Scheme, the securities of Gayatri Domicile Private Limited will be listed on National Stock Exchange of India Limited and the BSE Limited.

