

# T. INDIRA REDDY

6-3-249/5/A, Road no.1, Banjara Hills, Hyderabad – 500034

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Date: 07.10.2019

<p>To, 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</p>	<p>To, The Secretary, National Stock Exchange of India Ltd. 5<sup>th</sup> Floor, Exchange Plaza Plot No.C/1, G Block Bandra Kurla Complex, Bandra (East) Mumbai -400 051.</p>
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Dear Sir,

**Sub: Reporting under Regulation 31 (1) and 31 (2) of SEBI (Substantial Acquisition of shares and Takeover) Regulations, 2011.**

**Ref : Gayatri projects Limited; Script Code : 532767 & GAYAPROJ**

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I hereby submit the Disclosure under regulation 31 of SEBI (Substantial and Acquisition of Shares and Takeovers) Regulations, 2011 i.e. **Annexure I&II** with regard to creation of pledge of 20,00,000 equity shares of M/s. Gayatri Projects Limited.

Kindly take the information on record.

Thanking you,

Yours faithfully,



**(T. Indira Reddy)**

Disclosure by the Promoter(s) to the stock exchanges and to the Target Company for encumbrance of shares / invocation of encumbrance/ release of encumbrance, in terms of Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Name of the Target Company(TC)					Gayatri Projects Ltd									
Names of the stock exchanges where the shares of the target company are listed					BSE Limited and National Stock Exchange of India Limited.									
Date of reporting					07.10.2019									
Name of the Promoter or PAC on whose shares encumbrance was created/ invoked/ released (tick the relevant one)					Thikkavarapu Indira Reddy									
Details of the creation of encumbrance :														
Name of Promoter (s) or PAC's with him	Promoter Holding in the Target Company (1)		Promoter Holding already encumbered (2)		Details of events pertaining to encumbrance (3)							Post Event Holding of encumbered shares {Creation[(2)+(3)/release[(2)-(3)]/invocation[(1)-(3)]}		
	No of Shares	% of the total share capital	No of Shares	% of the total share capital	Type of Event (creation /release/invocation)	Date of creation/invocation release of encumbrance	Type of encumbrance (pledge/lien/non disposal undertaking/others)	Reasons for encumbrance	No of shares	% of total share capital	Name of the entity in whose favour shares encumbered	No of Shares	% of Share Capital	
T. Indira Reddy	57129500	30.52	55129500	29.45	Creation	04.10.2019	Pledge	Personal Loan	20,00,000	1.07	Mentor Capital Limited	57129500	30.52	
T.V.Sandeep Kumar Reddy	27019810	14.43	27019810	14.43	NA	NA	NA	NA	NA	NA	NA	27019810	14.43	
J. Brij Mohan Reddy	2250	0.00	0	0.00	NA	NA	NA	NA	NA	NA	NA	NA	NA	
G.Sulochanamma	2350	0.00	0	0.00	NA	NA	NA	NA	NA	NA	NA	NA	NA	
T. Sarita Reddy	800	0.00	0	0.00	NA	NA	NA	NA	NA	NA	NA	NA	NA	
<b>TOTAL</b>	<b>84154710</b>	<b>44.95</b>	<b>82149310</b>	<b>43.88</b>					<b>20,00,000</b>	<b>1.07</b>		<b>84149310</b>	<b>44.95</b>	



Signature : (T. Indira Reddy)

Date : 07.10.2019

Place : Hyderabad

**Annexure - II**  
**Format for disclosure of reasons for encumbrance**

(In addition to Annexure - I prescribed by way of circular dated August 05, 2015)

<b>Name of listed company</b>	Gayatri Projects Limited
<b>Name of the recognized stock exchanges where the shares of the company are listed</b>	National Stock Exchange of India Limited and BSE Limited
<b>Name of the promoter(s) / PACs whose shares have been encumbered</b>	T.V. Sandeep Kumar Reddy and T. Indira Reddy
<b>Total promoter shareholding in the listed company</b>	<b>No. of Shares : 8,41,54,710</b> <b>% of total share capital : 44.95</b>
<b>Encumbered shares as a % of promoter shareholding</b>	100.00 %
<b>Whether encumbered share is 50% or more of promoter shareholding</b>	Yes
<b>Whether encumbered share is 20% or more of total share capital</b>	Yes



**Details of all the existing events/ agreements pertaining to encumbrance**

Particulars		Encumbrance 1: Date of creation of encumbrance: 21.11.2011	Encumbrance 2: Date of creation of encumbrance: 06.10.2012	Encumbrance 3: Date of creation of encumbrance: 30.03.2015 (105000 shares) 31.03.2015 (7605 shares) and 07.04.2016 (8096930 shares)	Encumbrance 4: Date of creation of encumbrance: 16.10.2017 (29571085 shares) and 05.12.2017 (428915 shares)	Encumbrance 5: Date of creation of encumbrance: 10.04.2019 (2346085 shares) and 11.04.2019 (1000000 shares)	Encumbrance 6: Date of creation of encumbrance: 15.05.2019	Encumbrance 7: Date of creation of encumbrance: 04.10.2019
Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)		Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge
No. and % of shares encumbered		No. of shares: 20,00,000 % of total share capital:1.07	No. of shares: 3,81,88,690 % of total share capital:20.40	No. of shares: 82,09,535 % of total share capital: 4.39	No. of shares: 3,00,00,000 % of total share capital: 16.03	No. of shares: 33,46,085 % of total share capital:1.79	No. of shares: 4,05,000 % of total share capital: 0.22	No. of shares: 20,00,000 % of total share capital:1.07
Specific details about the encumbrance	Name of the entity in whose favour share	Canara Bank	IDBI Bank Ltd	IDBI Trusteeship Services Limited	Catalyst Trusteeship Limited	DLF Home Developers Limited	United Bank of India	Mentor Capital Limited

	Is encumbered (X)							
	Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity.	Yes	Yes	No, IDBI Trusteeship Services Limited provides Trusteeship services.	No, Catalyst Trusteeship Limited provides Trusteeship Services	No, The DLF Home Developers Limited, a company engaged in providing real estate services.	Yes	No, The Mentor Capital Limited is engaged in the business of providing financial services.
	Name of	Canara Bank	IDBI Bank Ltd	IDBI Trusteeship Services Limited	Catalyst Trusteeship	DLF Home Developers	United Bank of India	Mentor Capital Limited

	all other entities in the agreement			and Gayatri Projects Limited	Limited	Limited and Gayatri Projects Limited		
	Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instru	NO	NO	NO	YES Details as per Annexure -A and B	NO	NO	NO

	ment, including credit rating							
<b>Security Cover / Asset Cover</b>	<b>Value of shares on the date of event / agreement (A)</b>	Rs.2,66,40,000	Rs.80,69,27,020	Rs.87,30,84,047	Rs.583,95,00,000	Rs.57,23,47,839	Rs.6,19,85,250	Rs.22,51,00,000
	<b>Amount involved (against which shares have been encumbered) (B)</b>	Rs.44,72,00,000	Rs.1328102674	Rs.5756,32,00,000	Rs.300,00,00,000	Rs.48,00,00,000	Rs.100,00,00,000	Rs.15,00,00,000
	<b>Ratio of A / B</b>	0.060	0.608	0.015	1.947	1.192	0.062	1.500
<b>End use of</b>	<b>Borrowed</b>	The shares were pledged as a	The shares were pledged as a	The shares were pledged as a	The above shares were pledged to	The above shares were	The shares were pledged as a	Personal loan

<p><b>money</b></p>	<p><b>amount to be utilized for what purpose – (a) Personal use by promoters and PACs (b) For the benefit of listed company</b></p> <p><b>Provide details including amount, purpose of raising money by listed</b></p>	<p>security for the Working Capital Term Loan (WCTL) of Rs.34.27 Crs and Funded Interest Term Loan (FITL) of Rs.10.45 Crs availed by Gayatri Projects Limited from Canara Bank. The WCTL shall be repayable in 84 structured monthly instalments commencing from July 31, 2016 and ending with June 30, 2023. FITL shall be repayable in 57 structured monthly instalments commencing from July 31, 2016 and ending with March 31, 2021.</p>	<p>security for the FCL of USD equivalent to JPY 1900 Million (At present ECB Loan converted into RTL) sanctioned by IDBI Bank Ltd to Gayatri Projects Limited (GPL) for the purpose of meeting a part of fund requirement towards redemption of Foreign Currency Convertible Bonds (FCCBs) issued by GPL.</p>	<p>security for the Credit facilities (working Capital facilities) of Rs.5756.32 Crores sanctioned by Consortium Banks lead by Bank of Baroda (Consortium Leader) to Gayatri Projects Limited.</p> <p>Repayment as per Annexure - C</p>	<p>Catalyst Trusteeship Limited as a security for the issue of 800 15.60% Secured Redeemable Non Convertible Debentures having face value of Rs.10,00,000 aggregating to Rs. 80,00,00,000 by <b>Gayatri Hotels and Theatres Private Limited</b> and 220 15.60% Secured Redeemable Non Convertible Debentures having face value of Rs.10,00,000 aggregating to Rs. 220,00,00,000 by <b>Gayatri Energy Ventures Private Limited</b>.</p>	<p>pledged to DLF Home Developers Limited as security for the term loan of Rs. Rs.48.00 Crs availed by M/s. Gayatri Property Ventures Private Limited from DLF Home Developers Limited.</p>	<p>security for the Term loan of Rs.100.00 Crores sanctioned by United Bank of India to Gayatri Projects Limited for the purpose of financing the cash flow mismatch of the company for its ongoing project work under EPC/Turnkey contract basis. The repayment of the same be made in 84 structured monthly instalments commencing from July 31, 2016 and ending with June 30, 2023.</p>	
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comp any, sched ule for utiliza tion of amou nt, repay ment sched ule etc. (a) Any other reaso n (pleas e specif y)								
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**(T. INDIRA REDDY)**

Place: 07.10.2019  
Date:Hyderabad

**Annexure -A**

<b>Name of the issuer</b>	GAYATRI HOTELS AND THEATRES PRIVATE LIMITED
<b>Details of the debt instrument</b>	800 15.60% Secured Redeemable Non Convertible Debentures having face value of Rs.10,00,000 aggregating to Rs. 80,00,00,000
<b>Whether the debt instrument is listed on stock exchanges?</b>	No
<b>Credit Rating of the debt instrument</b>	Not Applicable
<b>ISIN of the instrument</b>	INE800Z07019

**Annexure -B**

<b>Name of the issuer</b>	GAYATRI ENERGY VENTURES PRIVATE LIMITED
<b>Details of the debt instrument</b>	220 15.60% Secured Redeemable Non Convertible Debentures having face value of Rs.10,00,000 aggregating to Rs. 220,00,00,000
<b>Whether the debt instrument is listed on stock exchanges?</b>	No
<b>Credit Rating of the debt instrument</b>	Not Applicable
<b>ISIN of the instrument</b>	INE242M07012 for (700 15.60% Secured Redeemable Non Convertible Debentures having face value of Rs.10,00,000 aggregating to Rs. 70,00,00,000) and INE242M07020 for (1500 15.60% Secured Redeemable Non Convertible Debentures having face value of Rs.10,00,000 aggregating to Rs. 150,00,00,000)

**Annexure - C****Repayment Details:**

<b>Facility</b>	<b>Amount (Rs.in Cr)</b>	<b>Repayment Details</b>
Working Capital – Fund Based	1023.50	Working Capital Facility sanctioned to Gayatri Projects Limited payable on Demand
Working Capital – Non Fund Based	4497.16	
IDBI Bank – Term Loan	46.31	84 structured monthly instalments commencing from July 31, 2016 and ending with June 30, 2023.
Working Capital Term Loan	126.94	84 structured monthly instalments commencing from July 31, 2016 and ending with June 30, 2023.
Funded Interest Term Loan	62.41	57 structured monthly instalments commencing from July 31, 2016 and ending with March 31, 2021
<b>Total :</b>	<b>5756.32</b>	