

**Reliance Mutual Fund**

11th & 12th Floor, One Indiabulls Centre,
Tower -1, Jupiter Mills Compound,
841, Senapati Bapat Marg,
Elphinstone Road,
Mumbai - 400 013

Tel: +91 22 3099 4600
Fax: +91 22 3099 4699
www.reliancemutual.com

RCAM/95/03/2012

March 30, 2012

**National Stock Exchange of India Limited
Listing Department**

Exchange Plaza,
Plot no. C/1, G Block,
Bandra-Kurla Complex,
Bandra (E), Mumbai - 400 051

Tel No: 91-22-26598100/ 8114

Fax No: 91-22- 26598120

**Bombay Stock Exchange Limited
Corporate Service Department**

Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001

Tel No: 91-22-22721233/4

Fax: 91-22- 22723121/2037

Dear Sir / Madam,

Sub: Notice of change in shareholding of Gayatri Projects Limited

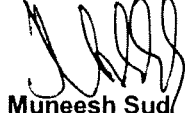
This is to inform you that the paid up capital of Gayatri Projects Limited has increased on account of right issue which has resulted in proportionate change in shareholding in the target company.

The requisite disclosure in terms of Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 is attached herewith.

Kindly acknowledge the receipt hereof.

Yours truly,

For Reliance Capital Asset Management Limited



Muneesh Sud
Head – Legal, Secretarial & Compliance

C.C.

The Company Secretary/Compliance Officer

Gayatri Projects Limited,

B-1, T.S.R. Towers, 6-3-1090,

Raj Bhavan Road, Somajiguda,

Hyderabad – 500 082

Andhra Pradesh, India.

Tel: +91 40 23310330, 233314284, 23314296

Fax: +91 40 23398435

Note: The requisite disclosure in terms of Regulation 13(3) of SEBI (Prohibition of Insider Trading) Regulations, 1992 is also attached

Annexure-B

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

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	Reliance Capital Trustee Co. Ltd A/c through the scheme of Reliance Mutual Fund Contact Address: Reliance Mutual Fund One India Bulls Centre- Tower One 11 th & 12 th Floor, Jupiter Mills Compound, Elphinstone Road, Mumbai – 400013, <u>Tel:022-30994600/4614/4771</u> Fax: 022-30994699		
3. Whether the acquirer belongs to Promoter/Promoter group	No		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	The National Stock Exchange of India ltd The Bombay Stock Exchange		
5. Details of the acquisition / disposal/holding of shares/voting rights/holding of the Acquirer and PAC	Number	% w. r. t. total share/ voting capital wherever applicable	% w. r. t. total diluted share/ voting capital of the TC (*)
<u>Before the acquisition/sale under consideration, holding of :</u>			
a) Shares carrying voting rights	994068	8.2915	8.2915
b) Voting rights (VR) otherwise than by equity shares			
c) 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)			
Total (a+b+c)	994068	8.2915	8.2915
<u>Details of acquisition/sale</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	-	-	-
Total (a+b+c)	-	-	-



<u>After the acquisition/sale, holding of:</u> a) Shares carrying voting rights b) VRs 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) after acquisition.	994068	4.1474	4.1474
Total (a+b+c)	994068	4.1474	4.1474
6. Mode of <u>acquisition/sale</u> (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Rights Issue		
7. Date of <u>acquisition/sale</u> of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	March 28, 2012		
8. Equity share capital / total voting capital of the TC before the said <u>acquisition/sale</u>	Rs.119,890,000.00		
9. Equity share capital/ total voting capital of the TC after the said <u>acquisition/sale</u>	Rs.239,682,420.00		
10.Total diluted share/voting capital of the TC after the said <u>acquisition/sale</u>	Rs.239,682,420.00		

Note:

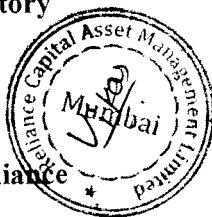
1. The paid up capital of Gayatri Projects Limited has increased on account of right issue which has resulted in proportionate change in shareholding in the target company.
2. (*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

Signature of the Authorized Signatory

Muneesh Sud

Muneesh Sud

Head- Legal, Secretarial & Compliance



Place: Mumbai

Date: March 30, 2012

FORM C (GAYATRI PROJECTS LIMITED)

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992

[Regulation 13(3) and (6)]

Regulation 13(3) — Details of change in shareholding in respect of persons holding more than 5% shares in a listed company

Name, PAN No. & address Of shareholders	Shareholding prior to acquisition/sale	No. & % Of shares/ voting rights acquired/ sold	Receipt of allotment advice/ acquisition of shares/ sale of shares specify	Date Of intimation To company	Mode of acquisition /sale (market purchase/ public/ rights/ Preference I offer etc.)	No. & % of Shares /voting rights post acquisition/sale	Trading member through whom the trade was executed with SEBI Registration No. of the TM	Exchange On which The trade was executed	Buy quantity	Buy value	Sell quantity	Sell Value (Rs.)
Reliance Capital Trustee Co. Limited A/c PAN No of Reliance Mutual Fund: AAATRD090B Corporate Office: One India bulls Centre, Tower One, 12 th Floor, Jupiter Mills Compound, Elphinstone Road, Mumbai - 400013. Tel: 022-30994600 / 4614/ 4771, Fax: 022-30994699	994068 (8.2915%)	*Kindly refer the note as mentioned below.	change in shareholding March 28, 2012	March 30, 2012	-	994068 (4.1474%)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

*The paid up capital of Gayatri Projects Limited has increased on account of right issue which has resulted in proportionate change in shareholding in the target company.

For Reliance Capital Asset Management Limited,

Munesh Sud
Munesh Sud
Head – Legal, Secretarial & Compliance
Mumbai
March 30, 2012

