

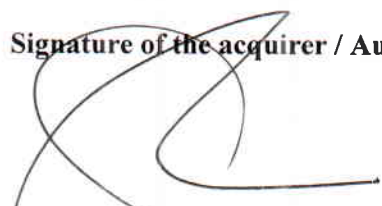
**Format for disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

|                                                                                                                                                                                            |                                                                                                                                             |                                                         |                                                           |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------|-----------------------------------------------------------|
| 1) Name of the Target Company (TC)                                                                                                                                                         | Gayatri Projects Ltd                                                                                                                        |                                                         |                                                           |
| 2) Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer                                                                                                           | <u>Acquirer:</u><br>Grantham, Mayo, Van Otterloo & Co. LLC<br><u>Persons Acting in Concert:</u><br>GMO Emerging Domestic Opportunities Fund |                                                         |                                                           |
| 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                                                                                                                      | National Stock Exchange of India<br>Bombay Stock Exchange                                                                                   |                                                         |                                                           |
| 5) Details of the acquisition 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 under consideration, holding of:</u>                                                                                                                             |                                                                                                                                             |                                                         |                                                           |
| a) Shares carrying voting rights                                                                                                                                                           | 1,447,816                                                                                                                                   | 4.7898%                                                 |                                                           |
| b) Voting rights (VR) otherwise than by 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)                                                                                                                                                                              | 1,447,816                                                                                                                                   | 4.7898%                                                 |                                                           |
| <u>Details of acquisition</u>                                                                                                                                                              |                                                                                                                                             |                                                         |                                                           |
| a) Shares carrying voting rights acquired/sold                                                                                                                                             | 711,316                                                                                                                                     | 2.3533%                                                 |                                                           |
| 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          |                                                                                                                                             |                                                         |                                                           |
| Total (a+b+c)                                                                                                                                                                              | 711,316                                                                                                                                     | 2.3533%                                                 |                                                           |
| <u>After the acquisition, holding of:</u>                                                                                                                                                  |                                                                                                                                             |                                                         |                                                           |
| a) Shares carrying voting rights                                                                                                                                                           | 2,159,132                                                                                                                                   | 7.1431%                                                 |                                                           |
| 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 |                                                                                                                                             |                                                         |                                                           |
| Total (a+b+c)                                                                                                                                                                              | 2,159,132                                                                                                                                   | 7.1431%                                                 |                                                           |

|                                                                                                                                               |                 |
|-----------------------------------------------------------------------------------------------------------------------------------------------|-----------------|
| 6) Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc). | Open Market     |
| 7) Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable                 | August 22, 2014 |
| 8) Equity share capital / total voting capital of the TC before the said acquisition / sale                                                   | 30,226,993      |
| 9) Equity share capital/ total voting capital of the TC after the said acquisition / sale                                                     | 30,226,993      |
| 10) Total diluted share/voting capital of the TC after the said acquisition                                                                   | N/A             |

(\*) 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 acquirer / Authorised Signatory**



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Date: August 25, 2014