



NATIONAL STOCK EXCHANGE OF INDIA LIMITED

DEPARTMENT : LISTING	
Download Ref. No.: NSE/CML/38145	Date : June 26, 2018
Circular Ref. No.: 0705/2018	

To All Members,

Sub: Listing of Equity Shares of Gayatri Highways Limited (formerly known as Gayatri Domicile Private Limited) pursuant to the Composite Scheme of Arrangement

In pursuance of Regulation 3.1.1 of the National Stock Exchange (Capital Market) Trading Regulations Part A, it is hereby notified that the list of securities further admitted to dealings on the National Stock Exchange (Capital Market segment) with effect from June 28, 2018 and the designated security codes thereof shall be as specified in Annexure.

In pursuance of Regulation 2.5.5 of the National Stock Exchange (Capital Market) Trading Regulations Part A, it is hereby notified that the respective lot sizes in respect of securities above shall be as specified in Annexure. For the purpose of trading on the system, the security shall be identified only by its designated codes and trading in such securities shall be in such lot sizes as specified in Annexure.

Members are requested to note that the above security will be part of pre-open session as per SEBI circular no. CIR/MRD/DP/01/2012 & CIR/MRD/DP/02/2012 dated January 20, 2012.

This circular shall be effective from June 28, 2018

**For and on behalf of
National Stock Exchange of India Limited**

**Lokesh Bhandari
Senior Manager**

Annexure

Gayatri Highways Limited

Symbol	GAYAHWS
Name of the Company	Gayatri Highways Limited
Series	BE - Trade for Trade
Security Description	Equity shares of Rs. 2/- each allotted pursuant to Composite Scheme of Arrangement
ISIN	INE287Z01012
Face Value	Rs. 2/-
Paid-up Value	Rs. 2/-
No. of securities	239651900
Distinctive number range	1 to 239651900
Market lot	1
Pari Passu	Yes
Remarks	Currently the securities shall be available for trading in Series 'BE' till further notice
Lock-In Details	As per Annexure - I

Registered office & Corporate Office address:

Gayatri Highways Limited
1st Floor, TSR Towers,
6-3-1090, Rajbhavan Road,
Somajiguda, Hyderabad – 500 082
Telangana

Address of the Registrar and Share Transfer Agent:

Karvy Computershare Private Limited
Plot No. 31-32, Gachibowli
Financial District, Nanakramguda
Hyderabad – 500032
Telangana
Tel: +91 40 6716 1591
Fax: +91 40 23001153
Email: inward.ris@karvycomputershare.com

The brief particulars of the Composite Scheme of Arrangement are as mentioned below:

- a) The National Company Law Tribunal, Hyderabad Bench vide its order dated November 03, 2017 has approved the Composite Scheme of Arrangement between Gayatri Projects Limited and Gayatri Infra Ventures Limited and Gayatri Highways Limited (Formerly known as Gayatri Domicile Private Limited) and their respective Shareholders and Creditors.
- b) Appointed Date: March 31, 2017
- c) Effective date: November 23, 2017
- d) Date of Allotment: February 02, 2018

- e) Pursuant to the Scheme of Arrangement under section 230 to 232 read with other applicable provisions of the Companies Act 2013,

Gayatri Projects Limited (“the Transferee Company” or “the Demerged Company” or “GPL”) is a public limited company incorporated on 15th September, 1989 under the provisions of the Act under the name and style of “Andhra Coastal Constructions Private Limited”. The name was then changed to “Gayatri Projects Private Limited” on 31st March, 1994, and subsequently on conversion into a public limited company the name was changed to its present name of “Gayatri Projects Limited”. 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. The equity shares of the Demerged Company are listed on BSE Limited and National Stock Exchange of India Limited.

Gayatri Infra Ventures Limited (“the Transferor Company” or “GIVL”) is a company incorporated on 22nd January, 2008 under the provisions of the Act. GIVL would become a wholly-owned subsidiary of GPL. 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. All the projects have achieved their financial closure.

Gayatri Highways Limited (Gayatri Domicile Private Limited) (“the Resulting Company” or “GDPL”) is a private limited company incorporated on 28th December, 2006 under the provisions of the Act. The Resulting Company is a wholly-owned subsidiary of GPL. The Resulting Co is proposed to be engaged in the business of construction and other allied construction activities.

Sai Maatarini Tollways Limited (“SMTL”) is a company incorporated on 8th September, 2011 under the provisions of the Act having its registered office at 6-31090, TSR Towers, Rajbhavan Road, Somajiguda, Hyderabad, Telangana - 500082 India. SMTL is a wholly-owned subsidiary of GPL.

This Composite Scheme of Arrangement provides for:

- Transfer of investments in SMTL from GPL to GDPL, and the consequent discharge of consideration by GDPL to GPL
- Post transfer of investments, merger of GIVL with GPL
- Post-merger of GIVL with GPL, transfer of Infrastructure Road BOT Assets Business from the Demerged Company to the Resulting Company and the consequent discharge of consideration by the Resulting Company to the Demerged Company

- f) Consideration

Every 1 (One) equity shares of Rs.2/- each fully paid up held by such member in the Demerged Company, 1 (One) equity share in the Resulting Company of Rs.2/- each credited as fully paid up.

Annexure - I

No. of Shares	Distinctive Nos.		Lock-in Upto
	From	To	
100000	1	100000	28-Jun-2021
87452872	100001	87552872	Free
3974840	87552873	91527712	02-Nov-2018
38097901	91527713	129625613	Free
4122090	129625614	133747703	02-Nov-2018
105904197	133747704	239651900	Free
239651900	Total		

Format of Holding of Specified securities

1. Name of Listed Entity: **GAYATRI HIGHWAYS LIMITED**
2. Scrip Code/Name of Scrip/Class of Security: _____, _____, **EQUITY SHARES**
3. Share Holding Pattern Filed under: Reg. 31(1)(a)/Reg.31(1)(b)/Reg.31(1)(c)
 a. if under 31(1)(b) then indicate the report for quarter ending **15/06/2018**
 b. if under 31(1)(c) then indicate date of allotment/extinguishment

4. Declaration : The Listed entity is required to submit the following declaration to the extent of submission of information:

Particulars	YES*	NO*
a. Whether the Listed Entity has issued any partly paid up shares		<input checked="" type="checkbox"/>
b. Whether the Listed Entity has issued any Convertible Securities or Warrants?		<input checked="" type="checkbox"/>
c. Whether the Listed Entity has any shares against which depository receipts are issued?		<input checked="" type="checkbox"/>
d. Whether the Listed Entity has any shares in locked-in?	<input checked="" type="checkbox"/>	
e. Whether any shares held by promoters are pledge or otherwise encumbered?	<input checked="" type="checkbox"/>	

*if the Listed Entity selects the option 'NO' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, No of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.

5. The tabular format for disclosure of holding of specified securities is as follows:



Table 1 - Summary Statement holding of specified securities

Category	No. of Shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of Shares Underlying Depository Receipts	Total No. of Shares held (V) = (VI) + (VII) + (VIII)	Shareholding as a % of total no. of Shares (A+B+C)	Number of Voting Rights held in each class of securities			Total as a % of (A+B+C)	No. of Shares Underlying convertible securities including (A+B+C)	Shareholding as a % assuming full conversion of convertible securities (As a percentage of)	No.	Number of Locked In Shares	As a % of total Shares held	Number of Shares pledged or otherwise encumbered	As a % of total Shares held	Number of equity shares held in dematerialized form
							Class X	Class Y	Total									
(I)	(II)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)	(X)	(XI)	(XII)	(XIII)	(XIV)	(XV)	(XVI)	(XVII)	(XVIII)	(XIX)	
(A) Promoter & Promoter Group	6	146554710	0	0	146554710	61.15	146554710	0	146554710	61.15	0	0	8196930	5.59	78803235	53.77	146454710	
(B) Public	12777	93697190	0	0	93697190	38.85	93697190	0	93697190	38.85	0	0	0	0.00	NA	NA	93697190	
(C) Non Promoter Non Public	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	NA	NA	0	
(C1) Shares underlying EBS	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	NA	NA	0	
(C2) Shares held by Employee Trusts	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0.00	NA	NA	0	
Total:	12783	239651900	0	0	239651900	100.00	239651900	0	239651900	100.00	0	0	8196930	3.42	78803235	53.77	239549489	



Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

Category	Category & Name of the Shareholder	PAN	No of Shareholders	No of fully paid up equity shares held	No of partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (IV+V+VI)	Shareholding as a % of total no of shares (calculated as per SCRR, 1957 (VIII) As a % of (A+B+C2)	No of Voting Rights			Total as a % of (A+B+C)	No of Shares Underlying Outstanding convertible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital) (VII)-(X) As a % of (A+B+C2)	Number of Locked in Shares	Number of Shares pledged or otherwise encumbered	Number of equity shares held in dematerialized form
									Class X	Class Y	Total						
	(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii)	(viii)	(ix)	(x)	(xi)	(xii)	(xiii)	(xiv)	(xv)	(xvi)	
(1)	Indian																
(a)	Individuals/Hindu undivided Family																
	JENNA REDDY BIRI MOHAN REDDY		5	84154710	0	0	84154710	35.12	84154710	0	84154710	35.12	0	80965930	9.62	78803225	93.64
	TIKAVARAPU SARITA REDDY		1	2350	0	0	2350	0.00	2350	0	2350	0.00	0	0	0	0	2350
	SANDEEP KUMAR REDDY TIKAVARAPU		1	27019810	0	0	27019810	11.27	27019810	0	27019810	11.27	0	4137050	0	27019810	100.00
	INDIRA TIKAVARAPU		1	57129500	0	0	57129500	23.86	57129500	0	57129500	23.86	0	3974600	0	57129500	100.00
	SULOCHANAMMA GUNUPATI		1	2350	0	0	2350	0.00	2350	0	2350	0.00	0	0	0	2350	100.00
(b)	Central Government/State Government(s)		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0	0
(c)	Financial Institutions/Firms		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0	0
(d)	Foreign		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0	0
(e)	Government		1	62400000	0	0	62400000	26.04	62400000	0	62400000	26.04	0	100000	0	62400000	100.00
(f)	Sub-Total (A1)		6	146554710	0	0	146554710	61.15	146554710	0	146554710	61.15	0	8196930	5.59	78803225	53.77
(g)	Individuals (Non Resident/Individuals/Foreign Institutions)		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0	0
(h)	Government		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0	0
(i)	Institutions		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0	0
(j)	Foreign Portfolio Investor		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0	0
(k)	Any Other		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0	0
(l)	Sub-Total (A2)		0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	0	0
(m)	Total Shareholding of Promoter and Promoter Group (A1)+(A2)		6	146554710	0	0	146554710	61.15	146554710	0	146554710	61.15	0	8196930	5.59	78803225	53.77
(n)	Total Shareholding of Promoter and Promoter Group (A1)+(A2)		6	146554710	0	0	146554710	61.15	146554710	0	146554710	61.15	0	8196930	5.59	78803225	53.77



Table III - Statement showing shareholding pattern of the Public shareholder

Category	Name of the Shareholder	PAN	No of Shareholders	No of fully paid up equity shares held	No of Partly paid up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (IV+V+VI)	Shareholding as a % of total no of shares (A+B+C2)	No of Voting Rights	Total as a % of (A+B+C2)	No of Shares Underlying Outstanding convertible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital)	Number of Locked in Shares	As a % of total Shares held	Number of Shares pledged or otherwise encumbered	As a % of total Shares held	Number of equity shares held in dematerialized form
	(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii)	(viii)	(ix)	(x)	(xi)	(xii)	(xiii)	(xiv)	(xv)	(xvi)	(xvii)
				Class X	Class Y	Total							No.		No.		
(1)	Institutions																
(a)	Mutual Funds																
(b)	Venture Capital Funds																
(c)	Alternate Investment Funds																
(d)	Foreign Venture Capital Investors																
(e)	Foreign Portfolio Investors																
(f)	GOVERNMENT OF SINGAPORE																
(g)	GMO EMERGING MARKETS FUND, A SERIES OF GMO TRUST																
(h)	SOCIÉTÉ GÉNÉRALE																
(i)	GMO EMERGING DOMESTIC OPPORTUNITIES FUND, A SERIES OF OPPORTUNITIES FUND																
(j)	MONEY MARKET AUTHORITY OF SINGAPORE																
(k)	AFRN DIA																
(l)	SPARROW ASIA DIVERSIFIED OPPORTUNITIES FUND																
(m)	STITCHING DEPOSITORY APG EMERGING MARKETS EQUITY POOL																
(n)	Financial Institutions/Banks																
(o)	Insurance Companies																
(p)	BAJAJ ALLIANZ LIFE INSURANCE COMPANY LTD.																
(q)	Provident Funds/Pension Funds																
(r)	Any Other																
(s)	Sub Total (B)(1)		72	71078014	29.66	71078014	29.66	71078014	29.66	71078014	29.66	71078014	29.66	71078014	29.66	71078014	29.66
(t)	Central Government/State Government(s)/President of India																
(u)	India																
(v)	Sub Total (B)(2)																
(w)	Non Resident Indians																
(x)	Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs																
(y)	Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs																
(z)	NBFCs Registered with RBI																
(aa)	Employee Trusts																
(ab)	Overseas Depositories (Holding Dbs) (Balancing figure)																
(ac)	Any Other																
(ad)	NON RESIDENT INDIANS																
(ae)	SATPAL KHATTAR		168	5890445	2.46	5890445	2.46	5890445	2.46	5890445	2.46	5890445	2.46	5890445	2.46	5890445	2.46
(af)	CLEARING MEMBERS		80	5729335	2.16	5729335	2.16	5729335	2.16	5729335	2.16	5729335	2.16	5729335	2.16	5729335	2.16
(ag)	NON RESIDENT INDIAN NON REPATRIABLE		82	2864971	0.04	2864971	0.04	2864971	0.04	2864971	0.04	2864971	0.04	2864971	0.04	2864971	0.04
(ah)	MANGROVE CAPITAL LIMITED		282	8317312	3.47	8317312	3.47	8317312	3.47	8317312	3.47	8317312	3.47	8317312	3.47	8317312	3.47
(ai)	INVESTOR EDUCATION AND PROTECTION FUND		1	5669188	2.37	5669188	2.37	5669188	2.37	5669188	2.37	5669188	2.37	5669188	2.37	5669188	2.37
(aj)	Sub Total (B)(3)		12705	22019176	9.19	22019176	9.19	22019176	9.19	22019176	9.19	22019176	9.19	22019176	9.19	22019176	9.19
(ak)	Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)		12777	93097190	38.85	93097190	38.85	93097190	38.85	93097190	38.85	93097190	38.85	93097190	38.85	93097190	38.85



Table IV - Statement showing shareholding pattern of the Non Promoter - Non Public Shareholder

Category	Category & Name of the Shareholder	PAN	No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (IV+V+VI)	Shareholding as a % of total no of shares (A+B+C2)
(1)	Custodian/DR Holder	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)
	Employee Benefit Trust (under SEBI(Share based Employee Benefit) Regulations 2014)		0	0	0	0	0	0.00
(2)			0	0	0	0	0	0.00
			0	0	0	0	0	0.00
	Total Non-Promoter-Non Public Shareholding (C) = (C)(1)+(C)(2)		0	0	0	0	0	0.00



Number of Voting Rights held in each class of securities		No of Shares Underlying Outstanding convertible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
				No.	As a % of total Shares held	No.	As a % of total Shares held	
Class X	Class Y	Total	(X)	(XI)	(XII)	(XIII)	(XIV)	
	Total							
		Total as a % of (A+B+C)						
0	0	0	0.00	0	0.00	NA	NA	0
0	0	0	0.00	0	0.00	NA	NA	0
0	0	0	0.00	0	0.00			0

