

December 17, 2025

BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400001
Scrip: 543490

National Stock Exchange of India Ltd.
Exchange Plaza, Plot no. C/1, G Block,
Bandra-Kurla Complex, Bandra (E)
Mumbai - 400051
Symbol: GMRP&UI

Dear Sir/Madam,

Sub: Preferential issue of equity shares of face value of Rs. 5 each (the “Equity Shares”) and convertible warrants of face value of Rs. 5 each (the “Warrants”) by the Company under the provisions of Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (the “SEBI ICDR Regulations”).

Ref.: i. Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations (the “SEBI Listing Regulations”), 2015 and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024; and

ii. Intimation dated December 12, 2025 in terms of Regulation 29 of the SEBI Listing Regulations.

This is in furtherance to outcome of Board Meeting dated December 17, 2025, please find revised outcome of the Board meeting in supersession of the previous one.

The Board of Directors of the Company at its meeting held today, i.e., December 17, 2025, have, *inter alia*, approved issuance of Equity shares & Convertible Warrants of the Company on a preferential issue basis, as under, subject to the approval of the shareholders and other necessary approvals, if any:

- i. Upto 6,61,81,335 Equity Shares of face value of Rs. 5 each, at an issue price of Rs. 120.88 each including the premium of Rs. 115.88, aggregating to an amount upto Rs. 800 crore, to the proposed allottees as indicated in **Annexure**, belonging to the non-promoter category; and
- i. Upto 3,30,90,668 Convertible Warrants of face value of Rs. 5 each, each carrying a right to subscribe to 1 (One) Equity Share of face value of Rs. 5/- each of the Company at an issue price of Rs. 120.88 each per Convertible Warrant inclusive of premium of Rs. 115.88 aggregating to an amount upto Rs. 400 crore to the proposed allottee as indicated in **Annexure** belonging to the promoter group entity.

GMR Power & Urban Infra Limited

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Registered Office: Unit No. 12, 18th Floor, Tower A, Building No. 5, DLF Cyber City, DLF Phase- III, Gurugram- 122002, Haryana, India

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The Relevant Date in terms of SEBI ICDR Regulations is December 17, 2025.

The meeting of the Board of Directors commenced at 2 p.m. and concluded at 3:35 p.m.

Brief details in accordance with the SEBI Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are annexed herewith.

Please take the same on the record.

Thanking you,

For GMR Power and Urban Infra Limited

Vimal Prakash

**Company Secretary &
Compliance Officer**

Encl: As above

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Annexure

Detailed information as required under Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 November 11, 2024, as amended from time to time.

Preferential issue of Equity Shares and convertible warrants

S. No	Particulars	Details
1.	Type of securities proposed to be issued (viz. equity shares, convertibles etc.);	Equity shares of face value Rs. 5 each (" Equity Shares ") and convertible warrants of face value Rs. 5 each (" Warrants ").
2.	Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.);	Preferential Issue on a Private placement basis in accordance with Chapter V of the SEBI ICDR Regulations and other applicable law.
3.	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately);	<p>i. Upto 6,61,81,335 no. of Equity Shares of face value of Rs. 5 each, at an issue price of Rs. 120.88 each including the premium of Rs. 115.88, aggregating to an amount upto Rs. 800 crore; and</p> <p>ii. Upto 3,30,90,668 Convertible Warrants of face value of Rs. 5 each, each carrying a right to subscribe to 1 (One) Equity Share of face value of Rs. 5/- each of the Company at an issue price of Rs. 120.88 each per Convertible Warrant inclusive of premium of Rs. 115.88 aggregating to an amount upto Rs. 400 crore.</p> <p>Each Warrant will carry a right exercisable by the Warrant Allottee to subscribe to 1 (One) equity share per Warrant.</p>
4.	Additional details in case of preferential issue	
	i. Names of the investors;	<p><u>Investors for equity shares ("Equity Shares Allottees")</u></p> <p>1. Synergy Industrials, Metals and Power Holdings</p>

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	<div>Limited</div> <div>2. Credit Solutions India Trust</div> <div><u>Investor for warrants</u> (“Warrant Allottee”)</div> <div>3. Hyderabad Jabilli Properties Private Limited</div> <div>(the Equity Shares Allottees and the Warrant Allottee collectively, the “Proposed Allottees”)</div>																								
ii. Number of investors	3 (Three)																								
iii. Post Allotment of securities - issue price / allotted price (in case of convertibles)	<div>Issue price of Rs. 120.88 per Warrant (including a premium of Rs. 115.88 per Warrant)</div> <div>The floor price of as per the provisions of Regulation 164 of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (SEBI ICDR Regulations) is Rs. 120.88 per Warrant.</div>																								
iv. Post Allotment of securities - outcome of the subscription	<table><tr><th rowspan="2">Name of investor</th><th colspan="2">Pre-preferential issue</th><th colspan="2">Post-preferential issue*</th></tr><tr><th>No of share</th><th>%</th><th>No. of share</th><th>%</th></tr><tr><td>Synergy Industrials, Metals and Power Holdings Limited</td><td>6,22,95,333</td><td>8.71</td><td>9,95,22,334</td><td>12.22</td></tr><tr><td>Credit Solutions India Trust</td><td>0</td><td>0.00</td><td>2,89,54,334</td><td>3.56</td></tr><tr><td>Hyderabad Jabilli Properties Private Limited</td><td>57,50,000</td><td>0.80</td><td>38840668</td><td>4.77</td></tr></table> <div>(*the post-preferential shareholding is on a fully diluted basis and has been prepared with shareholding as on December 11, 2025, on the basis that the Equity Shares Allottees would have subscribed to all the Equity Shares and also considering 3,30,90,668 Warrants which have been approved for issuance and allotment to Hyderabad Jabilli Properties Private Limited have been fully subscribed by the Warrant Allottee and have been allotted all the Equity Shares of Rs. 5 each upon</div>	Name of investor	Pre-preferential issue		Post-preferential issue*		No of share	%	No. of share	%	Synergy Industrials, Metals and Power Holdings Limited	6,22,95,333	8.71	9,95,22,334	12.22	Credit Solutions India Trust	0	0.00	2,89,54,334	3.56	Hyderabad Jabilli Properties Private Limited	57,50,000	0.80	38840668	4.77
Name of investor	Pre-preferential issue		Post-preferential issue*																						
	No of share	%	No. of share	%																					
Synergy Industrials, Metals and Power Holdings Limited	6,22,95,333	8.71	9,95,22,334	12.22																					
Credit Solutions India Trust	0	0.00	2,89,54,334	3.56																					
Hyderabad Jabilli Properties Private Limited	57,50,000	0.80	38840668	4.77																					

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		<i>conversion of Warrants. In the event for any reason, the Proposed Allottees do not or is unable to subscribe to and/or is not allotted the Equity Shares, the shareholding pattern in the above table would undergo corresponding changes.)</i>
	v. in case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument;	The tenure of the Warrants shall not exceed 18 months from the date of allotment. Each Warrant shall carry a right to subscribe to 1 (One) equity share, which may be exercised in one or more tranches. In the event the Warrant Allottee does not exercise the Warrants within the aforesaid period, the unexercised Warrants shall lapse and the amount paid by the Warrant Allottee shall stand forfeited.
5.	any cancellation or termination of proposal for issuance of securities including reasons thereof.	Not Applicable

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