

November 14, 2025

To,

Department of Corporate Services, BSE Limited 4 th Floor, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001	The Listing Compliance Department, National Stock Exchange of India Ltd. Exchange Plaza, Plot no. C/1, G Block, Bandra Kurla Complex Bandra (E) Mumbai - 400 051	Mr. Vimal Prakash Company Secretary & Compliance Officer, GMR Power and Urban Infra Limited Email: GPUIL.CS@gmrgroup.in
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DISCLOSURE UNDER REGULATION 29(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

1. Name of the Target Company (TC)	GMR Power & Urban Infra Limited ('Company')		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Vistra ITCL (India) Limited ('Vistra') (In our capacity as Debenture Trustee) The Capital Building, Unit No.505- A2, Bandra Kurla Complex Bandra East, Mumbai, Maharashtra, India, 400051		
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	BSE Limited (BSE) National Stock Exchange of India Limited (NSE)		
5. Details of the acquisition / disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable (*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of :			
a) Shares carrying voting rights	-----	-----	-----
b) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)	4,40,00,000	6.16%	--
c) Voting rights (VR) otherwise than by shares	-----	-----	-----
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	-----	-----	-----
Total (a+b+c+d)	4,40,00,000	6.16%	--
Details of acquisition/ sale			
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)	-----	-----	-----
d) Shares encumbered/invoked/released /pledge by the acquirer	3,60,00,000	5.04%	---
Total	3,60,00,000	5.04%	--

After the acquisition/ sale holding of:			
a) Shares carrying voting rights	-----	-----	-----
b) Shares encumbered with the acquirer	8,00,00,000	11.19%	--
c) VRs otherwise than by shares	-----	-----	-----
d) 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+d)	8,00,00,000	11.19%	--
Mode of acquisition/ sale (e.g. open market /off market/ public issue / rights issue / preferential allotment / inter-se transfer, etc.)	Pledge of equity shares		
Date of acquisition / sale of shares/VR or date of receipt of intimation of allotment of shares, whichever is applicable	Pledge date: November 12, 2025		
Equity share capital / total voting capital of the TC before the said acquisition/ sale	71,48,36,194 Equity Shares having a face value of Rs. 5/- each, Capital Rs. 3,57,41,80,970/- (As per shareholding pattern available on BSE website for September 2025)		
Equity share capital/ total voting capital of the TC after the said acquisition/ sale	71,48,36,194 Equity Shares having a face value of Rs. 5/- each, Capital Rs. 3,57,41,80,970/- (As per shareholding pattern available on BSE website for September 2025)		
Total diluted share/voting capital of the TC after the said acquisition	-		

Note:

1. 3,60,00,000 Equity Shares of the Company have been pledged on the above-mentioned date, with Vistra, in the capacity as Debenture Trustee to secure issue of NCDs.

The primary onus of complying with the provisions of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 is of the lender, debenture holder and not on the Trustee. However, out of abundant caution, Vistra in its capacity as security trustee and debenture trustee is disclosing and filing this disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

For Vistra ITCL (India) Limited



Authorised Signatory
Name : Jatin chonani
Designation: Compliance Officer
Place: Mumbai