

October 22, 2024

Ref: Ref: OCL/SE/2024-25/57

BSE Limited

Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai-400001

National Stock Exchange of India Limited

Exchange Plaza, Plot No. C-1, Block G
Bandra – Kurla Complex, Bandra (East)
Mumbai – 400 051

Scrip Code: 535754

Symbol: ORIENTCEM

Dear Sir/ Madam

Sub.: Disclosure under Regulations 30A and 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”).

1. The members of the promoter and promoter group of the Company i.e., Amita Birla, Chandrakant Birla, Nirmala Birla, Avani Birla, Avanti Birla, Amer Investments (Delhi) Limited, Hindusthan Discounting Company Limited, India Silica Magnesite Works Limited, Jaipur Finance and Dairy Products Pvt. Ltd., National Engineering Industries Limited, Universal Trading Company Limited, Bengal Rubber Company Limited, Central India Industries Limited, Gwalior Finance Corporation Limited, Rajasthan Industries Limited, Ashok Investment Corporation Limited, and Shekhavati Investments and Traders Limited (“**PG Members**”), collectively hold 7,76,49,413 equity shares of the Company, each having a face value of INR 1/- (Indian Rupees One only), representing 37.90% of the paid-up equity share capital of the Company. Pursuant to their letter dated October 22, 2024, the PG Members have informed us that they have entered into a share purchase agreement dated October 22, 2024 with Ambuja Cements Limited (“**Purchaser**”) for sale of 7,76,49,413 equity shares of the Company held by them, each having a face value of INR 1/- (Indian Rupees One only), representing 37.90% of the paid-up equity share capital of the Company (“**Sale Shares**”), to the Purchaser at a price of INR 395.40/- (Indian Rupees Three Hundred Ninety Five and Forty Paise only) per Sale Share (“**Transaction**”).
2. As result of the Transaction, the Purchaser will be required to make an open offer in accordance with SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended.

The details of the Transaction as required under Paragraph 5A of Para A of Part A of Schedule III of the Listing Regulations and SEBI master circular dated 11 July 2023, bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120, and SEBI circular dated 13 July 2023, bearing reference no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123, are set out in the **Annexure**.

You are requested to take the above information on record.

Thanking you

For **Orient Cement Limited**

Diksha Singh
Company Secretary

Encl: As above

Orient Cement Limited

Corporate Office: Birla Tower, 3rd fl, 25 Barakhamba Road, New Delhi 110001, India. 011 42092100

Registered Office: Unit VIII, Plot No.7, Bhoinagar, Bhubaneswar, Odisha 751012, India. www.orientcement.com

ANNEXURE

| S. NO. | PARTICULARS | DESCRIPTION |
|---------------|---|--|
| a. | If the listed entity is a party of the agreement, (i) details of the counterparties (including names and relationship with the listed entity). | Not applicable. |
| b. | If listed entity is not a party to the agreement, (i) name of the party entering into such an agreement and the relationship with the listed entity (ii) details of the counterparties to the agreement (including name and relationship with the listed entity) (iii) date of entering into the agreement | Amita Birla, Chandrakant Birla, Nirmala Birla, Avani Birla, Avanti Birla, Amer Investments (Delhi) Limited, Hindusthan Discounting Company Limited, India Silica Magnesite Works Limited, Jaipur Finance and Dairy Products Pvt. Ltd., National Engineering Industries Limited, Universal Trading Company Limited, Bengal Rubber Company Limited, Central India Industries Limited, Gwalior Finance Corporation Limited, Rajasthan Industries Limited, Ashok Investment Corporation Limited, and Shekhavati Investments and Traders Limited (collectively, “ Sellers ”), are the members of the promoter and promoter group of the Orient Cement Limited (“ Company ”). Ambuja Cements Limited (“ Purchaser ”) (not a related party of the Company). October 22, 2024 |
| c. | Purpose of entering into the agreement | The Sellers entered into a share purchase agreement dated October 22, 2024 (“ SPA ”) with the Purchaser to record the terms and conditions on which the Sellers have agreed to sell, and the Purchaser has agreed to acquire 7,76,49,413 equity shares, each having a face value of INR 1/- (Indian Rupees One only), constituting 37.90% of the paid-up equity share capital of the Company (“ Sale Shares ”) held by the Sellers along with the control over the Company (“ Transaction ”). |
| d. | Shareholding, if any, in the entity with whom the agreement is executed | No |
| e. | Significant terms of the agreement (in brief) | The Sellers have entered into the SPA with the Purchaser pursuant to which the Sellers have agreed to sell the Sale Shares to the Purchaser at a price of INR 395.40/- (Indian Rupees Three Hundred Ninety Five and Forty Paise only) per Sale Share. Further, under the SPA <i>inter alia</i> the Sellers are required to ensure that the Company adheres to certain standstill covenants until the closing of the |

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|--------|--|--|
| | | <p>Transaction. Amongst other things, the SPA contains provisions in relation to representations, warranties, indemnities, usage of brand/ trademarks etc. The parties have also agreed to certain non-solicit and non-compete obligations for a specified period.</p> <p>The consummation of the Transaction is subject to satisfaction of conditions precedent (including, but not limited to, receipt of the relevant statutory approvals).</p> <p>As a result of the Transaction, the Purchaser will be required to make an open offer in accordance with SEBI (SAST) Regulations.</p> |
| f. | Extent and the nature of impact on management or control of the listed entity | Pursuant to the acquisition of the Sale Shares, the Purchaser will acquire control over the Company. |
| g. | Details and quantification of the restriction or liability imposed upon the listed entity | Not applicable |
| h. | Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship | Save and except the Sellers, none of the parties to the SPA form part of the promoter group/ group companies of the Company. |
| i. | Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length" | Not applicable |
| j. | In case of issuance of shares to the parties, details of issue price, class of shares issued | Not applicable |
| k. | Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc. | Upon completion of the Transaction, the board of the Company shall be re-constituted to include the Purchaser's directors. |

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