

April 22, 2025

Ref: OCL/SE/2025-26/08

To
BSE Limited
P J Towers,
Dalal Street,
Mumbai - 400 001

The National Stock Exchange of India Limited
Exchange Plaza,
Bandra - Kurla Complex,
Bandra (E), Mumbai - 400 051

Scrip Code: 535754

Scrip Code: ORIENTCEM

Sub.: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") - Change in promoter/promoter group of Orient Cement Limited ("Company")

Dear Sir/ Madam,

We refer to our letter dated October 22, 2024 wherein the Company had informed the Stock Exchanges regarding *inter alia* execution of Share Purchase Agreement dated October 22, 2024 by and amongst 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 ("**Promoter Group**") and Ambuja Cements Limited ("**Ambuja**"), whereby Ambuja proposed to acquire 7,76,49,413 equity shares of the Company representing 37.79% of the equity share capital of the Company.

We write to inform you now that that Ambuja has *inter alia* completed the acquisition of 7,76,49,413 equity shares (representing 37.79% of the equity share capital) of the Company from the Promoter Group.

Pursuant to the above acquisitions from the Promoter Group and acquisitions from certain public shareholders, Ambuja has acquired sole control of the Company and has become the promoter of the Company in accordance with the SEBI Listing Regulations. Consequently, the erstwhile promoters and members of the promoter group of the Company, i.e., the Promoter Group, who no longer hold any equity shares of the Company, cease to be the promoters/members of the promoter group of the Company, in accordance with Regulation 31A(10) of the SEBI Listing Regulations.

All of the requirements for undertaking such re-classification as applicable in accordance with Regulation 31A(10) of the SEBI Listing Regulations are satisfied, including as set out below:

- (a) The intent of the Promoter Group to cease to be promoters/members of the promoter group pursuant to the acquisition was disclosed as part of the offer documents issued by Ambuja in regard to the open offer made by Ambuja in terms of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

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, Bhubaneshwar, Odisha 751012, India. www.orientcement.com

- (b) The Promoter Group has confirmed compliance with clause (b) of sub-regulation (3) of Regulation 31A of the SEBI Listing Regulations (as enclosed as **Annexure A**).
- (c) The Company is in compliance with sub-clauses (c)(ii) and (c)(iii) of sub-regulation (3) of Regulation 31A of the SEBI Listing Regulations.

Hence, the revised shareholding pattern of the promoters/ members of the promoter group of the Company is as under:

S. No.	Name of the promoter/promoter Group	Number of Equity Shares	Percentage Shareholding in %
1.	Ambuja Cements Limited	9,58,73,163	46.66*
	Total	9,58,73,163	46.66

**In addition to the shares acquired from the Promoter Group, Ambuja has also acquired 1,82,23,750 equity shares representing 8.87% of the equity share capital of the Company from certain public shareholders of the Company.*

You are requested to take the same on your record.

Thanking you,

Yours faithfully,

For Orient Cement Limited

Diksha Singh
Company Secretary & Compliance Officer

Orient Cement Limited

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22 April 2025

To,
Board of Directors ("**Board**")
Orient Cement Limited ("Company")

Unit VIII, Plot No.7, Bhoinagar,
Bhubaneswar, Orissa, 751012

Dear Sir / Madam

Sub: Re-classification from 'promoter/promoter group' to 'public' category of the Company under Regulation 31A(10) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations")

We, 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, request you to re-classify us from 'promoter/promoter group' to 'public' category of the Company in terms of Regulation 31A of the LODR Regulations.

We hereby confirm that we and the persons related to us:

- (i) together do not hold more than 10% (ten percent) of the total voting rights in the Company;
- (ii) do not exercise control over the affairs of the Company directly or indirectly;
- (iii) do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- (iv) are not represented on the board of directors of the Company and do not have any nominee directors on the board of directors of the Company;
- (v) do not act as key managerial personnel in the Company;
- (vi) are not a 'wilful defaulter' as per the Reserve Bank of India's Guidelines; and
- (vii) are not a fugitive economic offender.

We and the persons related to us shall continue to comply with the conditions mentioned at paragraphs (i), (ii) and (iii) above at all times from the date of re-classification, failing which, we shall be re-classified as promoter/person belonging to the promoter group of the Company.

We and the persons related to us shall comply with the conditions mentioned in the of paragraphs (iv) and (v) above for a period of not less than 3 (three) years from the date of re-classification, failing which, we shall be re-classified as promoter/person belonging to promoter group of the Company.

Yours sincerely,

[signature pages to follow]

Amita Birla



This signature page forms an integral part of the undertaking given by 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 referred to as "Promoter Sellers") for re-classification of the Promoter Sellers from 'promoter/promoter group' of Orient Cement Limited to 'public' category in accordance with Regulation 31A(10) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Chandrakant Birla



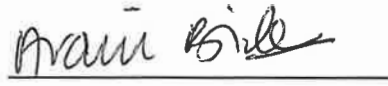
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Nirmala Birla

Nirmala Birla

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Avani Birla

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Avanti Birla



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Amer Investments (Delhi) Limited

By : 
Name : Yogesh Goenka
Title : Authorised Signatory



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Hindusthan Discounting Company Limited



By : 
Name : Krishan Kumar Chandak
Title : Authorised Signatory

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India Silica Magnesite Works Limited



By : 
Name : Krishan Kumar Chandak
Title : Authorised Signatory

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Jaipur Finance and Dairy Products Pvt. Ltd.



By : 
Name : Krishan Kumar Chandak
Title : Authorised Signatory

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National Engineering Industries Limited

By : 
Name : Yogesh Goenka
Title : Authorised Signatory



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Universal Trading Company Limited



By : 
Name : Krishan Kumar Chandak
Title : Authorised Signatory

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Bengal Rubber Company Limited



By :

A handwritten signature in blue ink, appearing to read "Krishan Kumar Chandak", written over a horizontal line.


Name : Krishan Kumar Chandak

Title : Authorised Signatory

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Central India Industries Limited



By : 
Name : Yogesh Goenka
Title : Authorised Signatory

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Gwalior Finance Corporation Limited



By : 

Name : Krishan Kumar Chandak

Title : Authorised Signatory

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Rajasthan Industries Limited



By : 
Name : Krishan Kumar Chandak
Title : Authorised Signatory

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Ashok Investment Corporation Limited



By : 
Name : Krishan Kumar Chandak
Title : Authorised Signatory

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Shekhavati Investments and Traders Limited



By : 
Name : Krishan Kumar Chandak
Title : Authorised Signatory

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