

To,
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051

Symbol: ORIANA

Sub: Execution of Share Purchase Agreement for sale of Sale Shares held by Oriana Power Limited (the “Company”) in its three Subsidiaries (“Subsidiaries”)

Ref: Disclosure under Regulation 30 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

Dear Sir / Madam,

Pursuant to Regulation 30 of Listing Regulations, we would like to inform you that the Board of Directors of the Company has approved the draft Share Purchase Agreements (“Agreements”) and has authorized Directors to execute the same with Helioact Power India 1 Private Limited (“Helioact”), a group entity of Actis GP LLP, with or without modification, to capture the intent to sale its stake up to 74% of the equity shares in each of the Subsidiaries (“Sale Shares”), subject to prior approval of shareholders and subject to the terms and conditions of the Agreements.

The total enterprise value of the Subsidiaries having Solar Assets, will be approximately Rs. 954,00,00,000 (Rupees Nine Hundred Fifty-Four Crore only), as per the terms and conditions of the Agreements.

Pursuant to the provisions of Section 180 (1) (a) of the Companies Act, 2013 and other applicable provisions, prior approval of shareholders of the Company through Special Resolution shall be obtained for sale of any undertaking/dispose of Sale Shares in Subsidiaries.

Ernst & Young LLP, is acting as the exclusive sell side M&A investment banker on this transaction.

The disclosure requirements pertaining to the above business pursuant to Regulation 30 of Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11 November 2024, is enclosed as **Annexure-1** to this letter.

Copy of this letter is being uploaded on the Company’s website at www.orianapower.com.

You are requested to kindly take the above information on your records.

Yours Faithfully,

For Oriana Power Limited

Tanvi Singh
Company Secretary & Compliance Officer
M. No. A69061

Date: October 19, 2025

Place: Noida

ORIANA POWER LIMITED

Registered Office: Flat No. 412A, Building No. 43, Chiranjiv Tower, Nehru Place, New Delhi, South Delhi-110019.

Corporate Office: 3rd Floor, Plot No. 19 & 20, JASK Towers, Sector 125, Noida, Gautam Buddha Nagar, U.P.-201313.

CIN: L35101DL2013PLC248685, **Website:** www.orianapower.com, **Tel:** +91-120-422-9198, **Email:** compliance@orianapower.com

Annexure-1

Sr. No.	Particulars	Details
1.	The amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division or undertaking or subsidiary or associate company of the listed entity during the last financial year	Nil as the Subsidiaries have not yet commenced the operations.
2.	Date on which the agreement for sale has been entered into;	18.10.2025.
3.	The expected date of completion of sale/disposal;	In accordance with the terms and conditions of the Agreements, the sale/disposal of the Sale Shares of the Subsidiaries expected to be completed within four months from the date commissioning of the respective projects under each Subsidiaries.
4.	Consideration received from such sale/disposal;	The total enterprise value of the Subsidiaries will be approximately Rs. 954,00,00,000 (Rupees Nine Hundred Fifty-Four Crore only), as per the terms and conditions of the Agreements.
5.	Brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/group companies. If yes, details thereof;	Helioact Power India 1 Private Limited (a group entity of Actis GP LL CIN- U35105DL2025FTC455854 Registered Office - Flat No 1B, G/F, Devika Tower, 6, Nehru Place, South Delhi, Delhi, India, 110019 Helioact does not belong to promoter/ promoter group/group companies
6.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”;	The Transaction is not a related party transaction.
7.	Whether the sale, lease or disposal of the undertaking is outside Scheme of Arrangement? If yes, details of the same including compliance with regulation 37A of LODR Regulations.	Yes. The Shareholders approval in compliance with regulation 37A of LODR Regulations shall be obtained prior to sale of any undertaking/dispose of Sale Shares in Subsidiaries.
8.	additionally, in case of a slump sale, indicative disclosures provided for amalgamation/merger, shall be disclosed by the listed entity with respect to such slump sale.	Not Applicable.

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