TrueRE
ORIANA POWER LIMITED

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

Symbol: ORIANA

Subject: Execution of Share Transfer and Shareholder Agreement among Oriana Power Limited ("the Company"), Dynospark Private Limited and JK Lakshmi Cement Limited.

Reference: Disclosure under Regulation 30 of SEBI (Listing Obligation and Disclosure requirements) Regulation 2015 ("the Listing Regulations")

Dear Sir/Madam,

We wish to inform that the Board of Directors of the Company, at its meeting held today, has granted its approval for execution of a Share Transfer and Shareholders' Agreement ("STSA") among the Company, Dynospark Private Limited ("Project Company") and JK Lakshmi Cement Limited ("Captive User") in relation to the development of Solar Power Plant 25.00 MW AC / 36.25 MW DC with BESS of 20.00 MWh capacity under open access mechanism in Rajasthan (hereinafter referred as Solar Power Plant).

The STSA proposed to be entered is in connection with the proposed captive power arrangement pursuant to which JK Lakshmi Cement Limited intends to procure power generated from the Solar Power Plant for its captive consumption and JK Lakshmi Cement Limited will purchase and hold 26% of the total paid – up equity share capital of Project Company. The proposed arrangement is intended to facilitate compliance with the applicable requirements for a captive generating plant under the Electricity Act, 2003 read with the Electricity Rules, 2005.

A 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.

The details as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") read with the SEBI master Circular dated 30th January 2026 is enclosed as Annexure- A and B

Yours Faithfully,
For Oriana Power Limited

Tanvi Singh
Digitally signed by Tanvi Singh
Date: 2026.08.25 20:42:00 +05'30'

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

Date: 25th August 2026
Place: Noida

Annexure- A

Particulars	Details
Name(s) of parties with whom the agreement is entered	1. Oriana Power Limited (Promoter) 2. JK Lakshmi Cement Limited (Captive User) 3. Dynospark Private Limited (Project Company)
purpose of entering into the agreement;	The Project Company, Dynospark Private Limited, is engaged in the business of solar power generation and is in the process of developing a Solar Power Plant of 25.00 MW AC / 36.25 MW DC capacity, along with a Battery Energy Storage System (BESS) of 20.00 MWh capacity, under the open access mechanism at Rajasthan. In connection with the development of the captive solar power project, JK Lakshmi Cement Limited intends to procure power generated from the Solar Power Plant for its captive consumption. To facilitate such procurement, the Captive User proposes to acquire equity shares in the Project Company so as to hold 26% of the total shareholding of the Project Company, while the Promoter shall retain the balance 74% shareholding. The proposed transaction is intended to facilitate compliance with the requirements applicable to a captive power plant under the Electricity Act, 2003 read with the Electricity Rules, 2005.
Shareholding, if any, in the entity with whom the agreement is executed;	**Pre-transfer:** Oriana Power Limited (including through its nominee) holds 100% of the paid-up equity share capital of Dynospark Private Limited. **Post-transfer:** Oriana Power Limited – 74%; JK Lakshmi Cement Limited – 26%. The exact number of equity shares to be acquired by the Captive User shall be determined at the relevant time based on the prevailing equity structure of the Project Company.
Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of	• The Company shall have the right to appoint all the Directors, remove from office any Director so appointed and to appoint another Director on the Board of the Project Company.

shares, right to restrict any change in capital structure etc.;	• During the term of the STSA, the Promoter shall not, without the prior written approval of the Captive User, cause any further issuance of Equity Shares/Securities in the Project Company
Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship;	JK Lakshmi Cement Limited is not related to the promoter/promoter group/group companies of Oriana Power Limited. Dynospark is wholly owned subsidiary of Oriana Power Limited.
Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	No
in case of issuance of shares to the parties, details of issue price, class of shares issued;	JK Lakshmi Cement Limited will purchase 26% equity shares of Project Company from Oriana Power Limited
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.;	Not Applicable
In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): a) name of parties to the agreement; b) nature of the agreement; c) date of execution of the agreement; d) details of amendment and impact thereof or reasons of termination and impact thereof.	Not Applicable.

Annexure- B

<table>
<tr><th>Sr. No.</th><th>Particulars</th><th>Details</th></tr>
<tr><td>1</td><td>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 i.e. for FY 25-26.</td><td>
<table>
<tr><th>Name of the Subsidiary</th><th>Amount of Networth Contributed (FY 25-26) (Rs. in Lakh)</th><th>% of Networth Contributed (FY 25-26)</th></tr>
<tr><td>Dynospark Private Limited</td><td>(0.34)</td><td>Negligible</td></tr>
</table>
<table>
<tr><th>Name of the Subsidiary</th><th>Amount of Income Contributed (FY 25-26) (Rs.in Lakh)</th><th>% of Income Contributed (FY 25-26)</th></tr>
<tr><td>Dynospark Private Limited</td><td>4714.49</td><td>2.63 %</td></tr>
</table>
</td></tr>
<tr><td>2</td><td>Date on which the agreement for sale has been entered into</td><td>The Board of the Company at its meeting held on 25th August 2026 granted its approval to execute STSA.</td></tr>
<tr><td>3</td><td>The expected date of completion of sale/disposal</td><td>The proposed transaction shall be completed in one or more tranches, within the next 3 months.</td></tr>
<tr><td>4</td><td>Consideration received from such sale/disposal</td><td>Consideration to be received: upto Rs. 16 Crore</td></tr>
<tr><td>5</td><td>Brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/group companies. If yes, details thereof</td><td>JK Lakshmi Cement Limited
Registered Office: Jaykapuram, Dist. Sirohi, Rajasthan and corporate office at Nehru House, 4 Bahadur Shah Zafar Marg, New Delhi-110002
The buyer does not belong to the promoter/ promoter group/ group companies of the Company.</td></tr>
<tr><td>6</td><td>Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"</td><td>The transaction is not a related party transaction.</td></tr>
</table>

Sr. No.	Particulars	Details
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.	Not Applicable