

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

Symbol: ORIANA

Sub: Update in continuation of Earlier Disclosures dated 19th October 2025 and 29th May 2026 regarding Proposed Sale of Stake in Subsidiaries under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/ Madam,

We refer to our earlier disclosures dated 19th October 2025 and 29th May 2026 (“Earlier Disclosures”). Vide disclosure dated 19th October 2025, the Company had informed the Stock Exchange about the execution of the Share Purchase Agreement dated 18th October 2025 (“SPA”) for the proposed sale of the Company’s entire 74% equity stake in its three subsidiaries to Helioact Power India 1 Private Limited (now known as Leo Energies Private Limited, a group entity of Actis GP LLP) (“Buyer”). Subsequently, vide disclosure dated 29th May 2026, the Company had informed the Stock Exchange that the Board of Directors, at its meeting held on 28th May 2026, had approved the sale, transfer and disposal of the Company’s entire 74% equity stake in the three subsidiaries to Helioact Power India 1 Private Limited (now known as Leo Energies Private Limited, a group entity of Actis GP LLP), subject to receipt of the requisite approvals.

In continuation of the aforesaid disclosures, we wish to inform you that subsequent to the execution of the SPA dated 18th October 2025 and the Board approval dated 28th May 2026, certain developments have taken place which necessitate a positive revision to the terms of the proposed divestment, the details of which are set out hereinbelow. Accordingly, this revised disclosure is being filed to update the Stock Exchange on the said developments and the revised terms of the proposed transaction.

In this regard, we wish to inform you that the Board of Directors of the Company at its meeting held today (i.e. **30th June 2026**) has, inter alia, considered and approved the following:

(a) Grant authorisation to execute an Amendment Agreement to the SPA, entered into amongst the Company, TrueRE Guj SPV Private Limited and TrueRE Current Private Limited (“Subsidiaries”) and the Buyer, to incorporate modifications arising on account of the revised equity share capital of Subsidiaries pursuant to additional equity infusion towards implementation of the Battery Energy Storage System (BESS), revised Enterprise Value, revised purchase consideration, revised number of equity shares proposed to be transferred and such other amendments, modifications, additions, deletions or changes as agreed between the parties; and

(b) Divestment by way of sale, transfer and disposal of the Company’s entire 74% equity stake in Subsidiaries, together with the assignment and transfer of loans, advances, financial assistance and other receivables, if any, provided by the Company to the Subsidiaries, to the Buyer, in one or more tranches, in supersession of the resolutions passed by the Board of Directors at its meeting held on 28th May 2026.

ORIANA POWER LIMITED

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

Corporate Office: Third 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

Name of Subsidiary	Enterprise Value as per SPA (INR in Crore)	Revised Enterprise Value pursuant to aforesaid Amendment Agreement (INR in Crore)
Truere Guj SPV Private Limited and Truere Current Private Limited	414.30	488.70*

* The Enterprise Value is subject to closing adjustments as per SPA and amendment thereof.

The negotiations for the revision of Enterprise Value for the third subsidiary are under discussions with the Buyer and, if required, the amendment agreement will be executed which will be duly informed after the approval of the Board.

As part of the proposed transaction, the Company intends to transfer said equity stake in each of the aforesaid Subsidiaries, in one or more tranches, in accordance with the terms of the SPA and amendments thereof and subject to satisfaction of the agreed conditions.

Upon completion of the respective transactions, Truere Guj SPV Private Limited and Truere Current Private Limited shall cease to be subsidiaries of the Company.

Pursuant to Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, approval of shareholders of the Company by way of Special Resolution shall be obtained for the proposed transaction.

Further, the Board of Directors also approved the Postal Ballot Notice for seeking approval of Members inter-alia for aforesaid divestment in Subsidiaries. The Postal Ballot Notice will be submitted to the Stock Exchanges in due course.

The details required under Regulation 30 of the Listing Regulations read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated 30th January 2026 is disclosed in **Annexure A** of this letter.

The above information will also be hosted on the website of the Company i.e. www.orianapower.com.

You are requested to take the above on record.

Yours Faithfully,

For Oriana Power Limited

Date: 30th June 2026

Place: Noida

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

Encl.: As above

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Annexure-A

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 i.e. for FY 25-26.	Name of the Subsidiary	Amount of Networth Contributed (FY 25-26) (Rs. in Lakh)	% of Networth Contributed (FY 25-26)
		Truere Guj SPV Private Limited	5,147.44	6.55 %
		Truere Current Private Limited	2,686.19	3.42 %
		Name of the Subsidiary	Amount of Income Contributed (FY 25-26) (Rs.in Lakh)	% of Income Contributed (FY 25-26)
		Truere Guj SPV Private Limited	3023.71	1.66%
		Truere Current Private Limited	3204.23	1.76%
2	Date on which the agreement for sale has been entered into	18th October 2025 (as amended from time to time)		
3	The expected date of completion of sale/disposal	The proposed divestment shall be completed in one or more tranches, within the next 3 months, subject to fulfilment of the agreed conditions precedent and other contractual terms.		
4	Consideration received from such sale/disposal	The aggregate consideration for the proposed divestment in Truere Guj SPV Private Limited and Truere Current Private Limited, together with the assignment and transfer of such loans, advances and other receivables, if any, will be INR 123.39 Crore and INR 70.51 Crore, respectively, subject to adjustments in accordance with the terms and conditions of SPA and amendments thereof from time to time,		

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Sr. No.	Particulars	Details
		<p>and customary closing adjustments, which may be received in one or more tranches.</p> <p>The Consideration has been derived after making appropriate adjustments to the Enterprise Value for project financing and other components, in accordance with the terms of the SPA and amendment thereof from time to time.</p>
5	Brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/group companies. If yes, details thereof	<p>Leo Energies Private Limited (formerly known as Helioact Power India 1 Private Limited), a group entity of Actis GP LLP. CIN: U35105DL2025FTC455854 Registered Office: Flat No 1B, G/F, Devika Tower, 6, Nehru Place, South Delhi, Delhi, India, 110019</p> <p>The buyer does not belong to the promoter/ promoter group/ group companies of the Company.</p>
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.	<p>Yes.</p> <p>The Shareholders’ approval in compliance with Regulation 37A of the LODR Regulations shall be obtained prior to sale/transfer/disposal of the equity stake in the subsidiaries.</p>

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