



Date: 24 April 2025

BSE Limited 25th Floor, P. J. Towers, Dalal Street, Mumbai, Maharashtra – 400001, India	National Stock Exchange of India Limited Exchange Plaza, C-1, Block G. Bandra Kurla Complex, Bandra, East, Mumbai, Maharashtra – 400051, India	Orient Cement Limited Unit-VIII, Plot No. 7 Bhoinagar, Bhubaneswar, Orissa, India, 751012
---	--	---

Dear Sir/ Madam,

Sub: Disclosure pursuant to Regulation 29(1) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 in relation to Orient Cement Limited

As you would note, we had made a disclosures on 25 October 2023 and 30 September 2024 under Regulation 29(2) **of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011** in relation to Ambuja Cements Limited in connection with certain financial indebtedness, as more particularly described therein as well as under Annexure A hereto.

We note that Ambuja Cements Limited has now acquired certain shares in Orient Cement Limited.

In light of the foregoing, pursuant to Regulation 29(1) **of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**, please find attached the disclosure (as set out in **Annexure A**) in respect of the indirect encumbrance over certain equity shares of Orient Cement Limited for the benefit of certain lenders and other finance parties, as described in Annexure A.

Signature of the Authorized Signatory

Name: RAMANATHAPURA, Prasanna Venkatesha Murthy Manu

Designation: Vice President

Place: Deutsche Bank AG, Hong Kong Branch

Date: 24 April 2025

Annexure A

Disclosures under Regulation 29(1) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Part – A – Details of Acquisition

Name of the Target Company (TC)	Orient Cement Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Deutsche Bank AG, Hong Kong Branch (as security agent)		
Whether the acquirer belongs to Promoter/ Promoter group	No		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited National Stock Exchange of India Limited		
Details of the acquisition/ disposal as follows	Number	% w.r.t. total share/ voting capital wherever applicable (*)	% w.r.t. total diluted share/ voting capital of the TC (**)
Before the acquisition under consideration, holding of:			
a) Share carrying voting rights	NIL	NIL	NIL
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	NIL	NIL	NIL
c) Voting rights (VR) otherwise than by shares	NIL	NIL	NIL
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	NIL	NIL	NIL
e) Total (a+b+c+d)	NIL	NIL	NIL
Details of acquisition/ sale:			
a) Shares carrying voting rights acquired/ sold	NIL	NIL	NIL
b) VRs acquired/ sold otherwise than by shares	NIL	NIL	NIL
c) Warrants/ convertible securities/ any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/ sold	NIL	NIL	NIL
d) Shares encumbered/ involved/ released by the acquirer	95,873,163	46.66	46.66
e) Total (a+b+c+/-d)	95,873,163	46.66	46.66
After the acquisition/ sale, holding of:			
a) Shares carrying voting rights	NIL	NIL	NIL
b) VRs otherwise than by equity shares	NIL	NIL	NIL
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying	NIL	NIL	NIL

voting rights in the TC (specify holding in each category) after acquisition			
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	9,58,73,163	46.66	46.66
e) Total (a+b+c+d)	9,58,73,163	46.66	46.66
Mode of acquisition/ sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer /encumbrance, etc.)	See Note 1 below.		
Date of acquisition of/ sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	22 April 2025		
Equity share capital / total voting capital of the TC before the said acquisition/ sale	20,54,59,873 equity shares of INR 1 each		
Equity share capital/ total voting capital of the TC after the said acquisition/ sale	20,54,59,873 equity shares of INR 1 each		
Total diluted share/voting capital of the TC after the said acquisition	20,54,59,873 equity shares of INR 1 each		

Note 1:

Certain financial indebtedness was availed by certain borrower(s) (including its successors in title, permitted assigns and permitted transferees) ("**Facility**") pursuant to the terms and conditions set out in the facility agreement dated 20 October 2023 entered into, *inter alia*, between (a) borrower, (b) the lenders thereunder, (c) Deutsche Bank AG, Hong Kong Branch (as agent) and (d) Deutsche Bank AG, Hong Kong Branch (as security agent), as may be amended, novated, supplemented, extended or restated from time to time ("**Facility Agreement**").

Pursuant to the above, as also disclosed in the previous disclosures dated 25 October, 2023 and 30 September 2024, a charge over 100% of the shares in Endeavour Trade and Investment Ltd ("**Endeavour**") and 100% of the shares in Harmonia Trade and Investment Ltd ("**Harmonia**") was created by Xcent Trade and Investment Ltd ("**Xcent**") in favour of Deutsche Bank AG, Hong Kong Branch (as the security agent) ("**Endeavour Pledge**"). Further, Endeavour created a charge over 100% shares of Holderind Investments Ltd. ("**Holderind**") in favour of Deutsche Bank AG, Hong Kong Branch (as the security agent) ("**Holderind Pledge**").

As on date, (a) Endeavour holds 702,442 shares in Ambuja, (b) Holderind holds 1,185,200,361 shares in Ambuja, and (c) Harmonia holds 477,478,249 shares in Ambuja.

It may be noted that Ambuja has acquired 9,58,73,163 shares in Orient Cement Limited on 22 April 2025.

No pledge has been created over the shares in Orient Cement Limited in favour of Deutsche Bank AG, Hong Kong Branch.

Part B*****Name of the Target Company: Orient Cement Limited**

Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Whether the acquirer belongs to Promoter/ Promoter group	PAN of the acquirer and/ or PACs
	No	

Signature of the Authorized Signatory



Name: RAMANATHAPURA, Prasanna Venkatesha Murthy Manu

Designation: Vice President

Place: Deutsche Bank AG, Hong Kong Branch

Date: 24 April 2025

Note:

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the Listing Agreement.

(**) Diluted share/voting capital means the total number of shares in Orient Cement Limited assuming full conversion of the outstanding convertible securities/warrants into equity shares of Orient Cement Limited.

(***) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.