



Date: 20 June 2025

Deutsche Bank AG, Hong Kong Branch
Level 60
International Commerce Centre
1 Austin Road West
Kowloon, Hong Kong SAR

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
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Dear Sir/ Madam,

Sub: Disclosure pursuant to Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 in relation to Orient Cement Limited (“TC”/ “OCL”)

As you would note, we had made a disclosure on 24 April 2025 under Regulation 29(1) **of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011** (“Takeover Code”) in relation to Orient Cement 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 further shares in Orient Cement Limited.

In light of the foregoing, pursuant to Regulation 29(2) **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.

Yours faithfully,

Signature of Authorised Signatory

Name: RAMANATHAPURA, Prasanna Venkatesha Murthy Manu

Designation: Vice President

Place: Deutsche Bank AG, Hong Kong Branch

Date: 20 June 2025

Annexure A

Disclosures under Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

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)	9,58,73,163	46.66	46.66
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)	9,58,73,163	46.66	46.66
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	5,34,19,567	26.00	26.00
e) Total (a+b+c+/-d)	5,34,19,567	26.00	26.00
After the acquisition/ sale, holding of:			
a) Shares carrying voting rights	NIL	NIL	NIL
b) Shares encumbered with the acquirer	14,92,92,730	72.66	72.66

c) VRs 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) after acquisition	NIL	NIL	NIL
e) Total (a+b+c+d)	14,92,92,730	72.66	72.66
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	18 June 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, 30 September 2024 and 24 April 2025, 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). 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).

As on date, (a) Endeavour holds 7,02,442 shares in Ambuja Cements Limited ("**Ambuja**"), (b) Holderind holds 1,18,52,00,361 shares in Ambuja, and (c) Harmonia holds 47,74,78,249 shares in Ambuja.

Ambuja acquired 9,58,73,163 shares in Orient Cement Limited on 22 April 2025, pursuant to which a disclosure was made on 24 April 2025 under Regulation 29(1) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

It may be noted that Ambuja has further acquired 5,34,19,567 shares in Orient Cement Limited on 18 June 2025.

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

Signature of Authorised Signatory

A handwritten signature in black ink, appearing to read 'Ramana Murthy Manu', is written over a horizontal line.

Name: RAMANATHAPURA, Prasanna Venkatesha Murthy Manu

Designation: Vice President

Place: Deutsche Bank AG, Hong Kong Branch

Date: 20 June 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 the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.