

By E-mail

April 22, 2025

BSE Limited

Phiroze Jeejeebhoy Towers

Dalal Street, Fort

Mumbai 400 001

E-mail: corp.relations@bseindia.com

National Stock Exchange of India Limited

Exchange Plaza,

Bandra-Kurla-Complex, Bandra (East)

Mumbai – 400 051

E-mail: takeover@nse.co.in

Orient Cement Limited (“Target Company”)

Unit VIII, Plot No.7, Bhoinagar,

Bhubaneswar, Orissa, 751012

E-mail: diksha.singh@orientcement.com; investors@orientcement.com

Dear Sir / Madam

Subject: Disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 2011 (“Takeover Regulations”)

A share purchase agreement dated October 22, 2024 (“SPA”) was executed amongst Amita Birla, Chandrakant Birla, Nirmala Birla, Avani Birla, Avanti Birla, Amer Investments (Delhi) Limited, Hindusthan Discounting Company Limited, India Silica Magnesite Works Limited, Jaipur Finance and Dairy Products Pvt. Ltd., National Engineering Industries Limited, Universal Trading Company Limited, Bengal Rubber Company Limited, Central India Industries Limited, Gwalior Finance Corporation Limited, Rajasthan Industries Limited, Ashok Investment Corporation Limited and Shekhavati Investments and Traders Limited (collectively referred to as ‘Sellers’) and Ambuja Cements Limited (“Purchaser”), for aggregate sale of 7,76,49,413 equity shares of the Company held by the Sellers, representing 37.79% of equity share capital of the Target Company (“Sale Shares”), to the Purchaser.

Pursuant to the terms of the SPA, on April 22, 2025, the Sellers have sold the Sale Shares to the Purchaser by way of an off-market transfer.

In view of the above, please find enclosed a disclosure under Regulation 29(2) of the Takeover Regulations.

Kindly take the above on record.

Thanking you

Yours faithfully

[Signature pages to follow]

Amita Birla



This signature page forms an integral part of the disclosure made by Amita Birla, Chandrakant Birla, Nirmala Birla, Avani Birla, Avanti Birla, Amer Investments (Delhi) Limited, Hindusthan Discounting Company Limited, India Silica Magnesite Works Limited, Jaipur Finance and Dairy Products Pvt. Ltd., National Engineering Industries Limited, Universal Trading Company Limited, Bengal Rubber Company Limited, Central India Industries Limited, Gwalior Finance Corporation Limited, Rajasthan Industries Limited, Ashok Investment Corporation Limited and Shekhavati Investments and Traders Limited in accordance with Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Chandrakant Birla



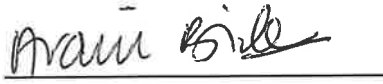
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Nirmala Birla

Nirmala Birla

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Avani Birla

A handwritten signature in black ink, appearing to read 'Avani Birla', is written over a horizontal line.

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Avanti Birla



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Amer Investments (Delhi) Limited

By : Yogesh Goenka
Name : Yogesh Goenka
Title : Authorised Signatory



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Hindusthan Discounting Company Limited

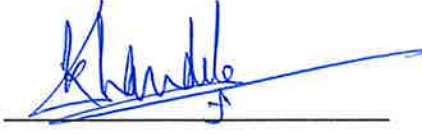


By : 
Name : Krishan Kumar Chandak
Title : Authorised Signatory

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India Silica Magnesite Works Limited



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Jaipur Finance and Dairy Products Pvt. Ltd.



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Title : Authorised Signatory

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National Engineering Industries Limited

By : 
Name : Yogesh Goenka
Title : Authorised Signatory



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Universal Trading Company Limited



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Bengal Rubber Company Limited



By :

A handwritten signature in blue ink, appearing to read "Krishan Kumar Chandak", written over a horizontal line.

Name : Krishan Kumar Chandak

Title : Authorised Signatory

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Central India Industries Limited

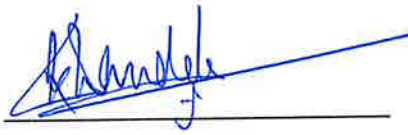


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Gwalior Finance Corporation Limited



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Title : Authorised Signatory

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Rajasthan Industries Limited



By :

A handwritten signature in blue ink, appearing to be "Krishan Kumar Chandak", written over a horizontal line.

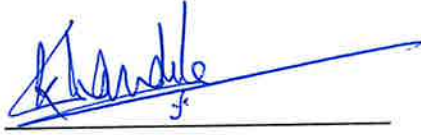
Name : Krishan Kumar Chandak

Title : Authorised Signatory

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Ashok Investment Corporation Limited

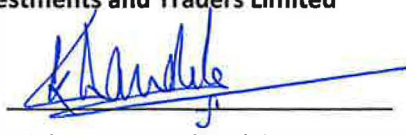


By : 
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Shekhavati Investments and Traders Limited



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Disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations")

Name of the Target Company ("TC")	Orient Cement Limited		
Name(s) of the acquirer / seller and Persons Acting in Concert (PAC) with the acquirer / seller	Amita Birla, Chandrakant Birla, Nirmala Birla, Avani Birla, Avanti Birla, Amer Investments (Delhi) Limited, Hindusthan Discounting Company Limited, India Silica Magnesite Works Limited, Jaipur Finance and Dairy Products Pvt. Ltd., National Engineering Industries Limited, Universal Trading Company Limited, Bengal Rubber Company Limited, Central India Industries Limited, Gwalior Finance Corporation Limited, Rajasthan Industries Limited, Ashok Investment Corporation Limited and Shekhavati Investments and Traders Limited (collectively, " Sellers ").		
Whether the acquirer / seller belongs to Promoter/Promoter group	The Sellers were part of the promoter and promoter group of the TC. However pursuant to disposal of Sale Shares (<i>as defined below</i>), the Sellers cease to hold any equity shares of the TC and have been de-classified as members of the promoter and promoter group of the TC in accordance with Regulation 31A(10) of the Listing Regulations (<i>as defined below</i>). ⁽¹⁾		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited and 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 / sale under consideration, holding of:			
a) Shares carrying voting rights			
i. Amita Birla	3,88,000	0.19	0.19
ii. Chandrakant Birla	31,53,570	1.53	1.53
iii. Nirmala Birla	30,21,680	1.47	1.47
iv. Avani Birla	1,30,000	0.06	0.06
v. Avanti Birla	1,30,000	0.06	0.06
vi. Amer Investments (Delhi) Limited	14,22,000	0.69	0.69

vii. Hindusthan Discounting Company Limited	22,31,000	1.09	1.09
viii. India Silica Magnesite Works Limited	2,00,000	0.10	0.10
ix. Jaipur Finance and Dairy Products Pvt. Ltd.	2,08,000	0.10	0.10
x. National Engineering Industries Limited	5,37,400	0.26	0.26
xi. Universal Trading Company Limited	9,72,280	0.47	0.47
xii. Bengal Rubber Company Limited	1,95,000	0.09	0.09
xiii. Central India Industries Limited	4,98,48,960	24.26	24.26
xiv. Gwalior Finance Corporation Limited	15,92,500	0.78	0.78
xv. Rajasthan Industries Limited	5,04,000	0.25	0.25
xvi. Ashok Investment Corporation Limited	3,60,000	0.18	0.18
xvii. Shekhavati Investments and Traders Limited	1,27,55,023	6.21	6.21
b) Shares in the nature of encumbrance (pledge/lien / non-disposal undertaking / others)	NA	NA	NA
c) Voting rights (VR) otherwise than by shares	NA	NA	NA
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)	NA	NA	NA
e) Total (a+b+c+d)	7,76,49,413	37.79	37.79
Details of acquisition / sale⁽¹⁾			
a) Shares carrying voting rights acquired / sold			
i. Amita Birla	3,88,000	0.19	0.19
ii. Chandrakant Birla	31,53,570	1.53	1.53
iii. Nirmala Birla	30,21,680	1.47	1.47
iv. Avani Birla	1,30,000	0.06	0.06
v. Avanti Birla	1,30,000	0.06	0.06
vi. Amer Investments (Delhi) Limited	14,22,000	0.69	0.69
vii. Hindusthan Discounting Company Limited	22,31,000	1.09	1.09
viii. India Silica Magnesite Works Limited	2,00,000	0.10	0.10
ix. Jaipur Finance and Dairy Products Pvt. Ltd.	2,08,000	0.10	0.10
x. National Engineering Industries Limited	5,37,400	0.26	0.26
xi. Universal Trading Company Limited	9,72,280	0.47	0.47

xii. Bengal Rubber Company Limited	1,95,000	0.09	0.09
xiii. Central India Industries Limited	4,98,48,960	24.26	24.26
xiv. Gwalior Finance Corporation Limited	15,92,500	0.78	0.78
xv. Rajasthan Industries Limited	5,04,000	0.25	0.25
xvi. Ashok Investment Corporation Limited	3,60,000	0.18	0.18
xvii. Shekhavati Investments and Traders Limited	1,27,55,023	6.21	6.21
b) VRs acquired / sold otherwise than by shares	NA	NA	NA
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	NA	NA	NA
d) Shares encumbered / invoked / released by the acquirer	NA	NA	NA
e) Total (a+b+c+/-d)	7,76,49,413	37.79	37.79
After the acquisition/ sale, holding of:			
a) Shares carrying voting rights			
i. Amita Birla	Nil	Nil	Nil
ii. Chandrakant Birla	Nil	Nil	Nil
iii. Nirmala Birla	Nil	Nil	Nil
iv. Avani Birla	Nil	Nil	Nil
v. Avanti Birla	Nil	Nil	Nil
vi. Amer Investments (Delhi) Limited	Nil	Nil	Nil
vii. Hindusthan Discounting Company Limited	Nil	Nil	Nil
viii. India Silica Magnesite Works Limited	Nil	Nil	Nil
ix. Jaipur Finance and Dairy Products Pvt. Ltd.	Nil	Nil	Nil
x. National Engineering Industries Limited	Nil	Nil	Nil
xi. Universal Trading Company Limited	Nil	Nil	Nil
xii. Bengal Rubber Company Limited	Nil	Nil	Nil
xiii. Central India Industries Limited	Nil	Nil	Nil
xiv. Gwalior Finance Corporation Limited	Nil	Nil	Nil
xv. Rajasthan Industries Limited	Nil	Nil	Nil
xvi. Ashok Investment Corporation Limited	Nil	Nil	Nil
xvii. Shekhavati Investments and Traders Limited	Nil	Nil	Nil
b) Shares encumbered with the acquirer	NA	NA	NA

c) VRs otherwise than by shares	NA	NA	NA
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	NA	NA	NA
e) Total (a+b+c+d)	Nil	Nil	Nil
Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Sale of 7,76,49,413 equity shares of the TC, representing 37.79% of its equity share capital held by the Sellers by way of an off-market transfer. ⁽¹⁾		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	April 22, 2025 ⁽¹⁾		
Equity share capital / total voting capital of the TC before the said acquisition / sale	INR 20,54,59,873 divided into 20,54,59,873 equity shares of face value INR 1 each		
Equity share capital / total voting capital of the TC after the said acquisition / sale	INR 20,54,59,873 divided into 20,54,59,873 equity shares of face value INR 1 each		
Total diluted share / voting capital of the TC after the said acquisition / sale	INR 20,54,59,873 divided into 20,54,59,873 equity shares of face value INR 1 each		

Note:

1. A share purchase agreement dated October 22, 2024 ("**SPA**") was executed amongst the Sellers and Ambuja Cements Limited ("**Purchaser**"), for aggregate sale of 7,76,49,413 equity shares of the Company held by the Sellers, representing 37.79% of equity share capital of the Target Company ("**Sale Shares**"), to the Purchaser. Pursuant to the terms of the SPA, on April 22, 2025, the Sellers have sold the Sale Shares to the Purchaser by way of an off-market transfer. As a result of completion of the transfer of Sale Shares, the Purchaser has acquired control of the TC, and the Sellers, who no longer hold any equity shares of the TC, have been declassified as members of the promoter and promoter group of the TC in accordance with Regulation 31A(10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**").
2. (*) Total share capital / voting capital to be taken as per the latest filing done by the Target Company to the Stock Exchange under Regulation 31 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the disclosure dated April 13, 2025 made by the Target Company whereby the Target Company intimated that it has allotted 3,49,976 fully paid up equity shares of Re. 1/- each, pursuant to exercise of employee stock options under the Orient Cement Limited Employee Stock Option Scheme 2015.
3. (**) 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.

[Signature pages to follow]

Amita Birla



Place: London, United Kingdom

Date: April 22, 2025



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Chandrakant Birla



Place: Delhi, India



Date: April 22, 2025



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Nirmala Birla



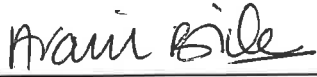
Place: Kolkata, India

P.B.
P.B.

Date: April 22, 2025

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Avani Birla



Place: Delhi, India

AB

Date: April 22, 2025

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Avanti Birla



Place: Delhi, India

AB

Date: April 22, 2025

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Amer Investments (Delhi) Limited



By : 
Name : Yogesh Goenka
Title : Authorised Signatory
Place : Delhi, India
Date : April 22, 2025



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Hindusthan Discounting Company Limited



By : 
Name : Krishan Kumar Chandak
Title : Authorised Signatory
Place : Kolkata, India
Date : April 22, 2025



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India Silica Magnesite Works Limited



By : 
Name : Krishan Kumar Chandak
Title : Authorised Signatory
Place : Kolkata, India
Date : April 22, 2025

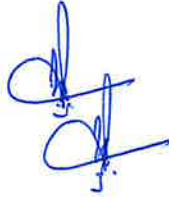


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Jaipur Finance and Dairy Products Pvt. Ltd.



By : 
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Title : Authorised Signatory
Place : Kolkata, India
Date : April 22, 2025



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National Engineering Industries Limited



By : 
Name : Yogesh Goenka
Title : Authorised Signatory
Place : Delhi, India
Date : April 22, 2025

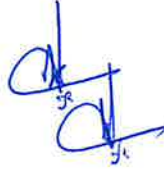



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Universal Trading Company Limited



By : 
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Title : Authorised Signatory
Place : Kolkata, India
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Bengal Rubber Company Limited



By : 
Name : Krishan Kumar Chandak
Title : Authorised Signatory
Place : Kolkata, India
Date : April 22, 2025



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Central India Industries Limited



By : 
Name : Yogesh Goenka
Title : Authorised Signatory
Place : Delhi, India
Date : April 22, 2025




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Gwalior Finance Corporation Limited



By : 
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Place : Kolkata, India
Date : April 22, 2025

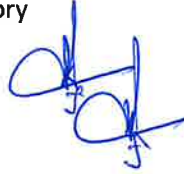


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Rajasthan Industries Limited



By : 
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Title : Authorised Signatory
Place : **Kolkata, India**
Date : **April 22, 2025**

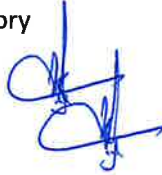
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Ashok Investment Corporation Limited



By : 
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Title : Authorised Signatory
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Shekhavati Investments and Traders Limited



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