

October 22, 2024

<b>National Stock Exchange of India Limited</b>	<b>BSE Limited</b>	<b>Luxembourg Stock Exchange</b>
<b>Scrip Code: AMBUJACEM</b>	<b>Scrip Code: 500425</b>	<b>Code: US02336R2004</b>

Dear Sir/ Madam,

**Sub.: Intimation for:**

- a) Share Purchase Agreement for acquisition of 7,76,49,413 equity shares constituting 37.90% of the Existing Share Capital of Orient Cement Limited
- b) Share Purchase Agreement for acquisition of 1,82,23,750 equity shares constituting 8.90% of the Existing Share Capital of Orient Cement Limited
- c) Open offer for up to 5,34,19,567 equity shares, constituting 26% of the Expanded Share Capital, at a price of INR 395.40 per equity share from the public shareholders of the Target Company

**Ref:**

1. Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
2. SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 read with SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 ("SEBI Circulars")

Dear Sir/ Madam,

Pursuant to the above referred, kindly note that the Board of Directors of the Company at its meeting held today have *inter-alia* considered and approved the following matters:

- a) Acquisition of 7,76,49,413 equity shares ("**Promoter Sale Shares**") of Orient Cement Limited ("**Target Company**"), representing 37.90% of the Existing Share Capital (as defined in the Public Announcement ("**PA**")) from the promoters / promoter group of the Target Company, subject to statutory and regulatory approvals for a consideration of INR 395.40 per share, and for this purpose, has executed a share purchase agreement with 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

**Registered Office:**

**Ambuja Cements Limited**

Adani Corporate House

Shantigram, S. G. Highway, Khodiyar,

Ahmedabad – 382 421, Gujarat, India

Ph +91 79-2656 5555

www.ambujacement.com

CIN: L26942GJ1981PLC004717

Company Limited, Central India Industries Limited, Gwalior Finance Corporation Limited, Rajasthan Industries Limited, Ashok Investment Corporation Limited and Shekhavati Investments and Traders Limited ("**Promoter SPA**").

- b) Acquisition of 1,82,23,750 equity shares ("**Other Sale Shares**") of Orient Cement Limited ("**Target Company**"), representing 8.90% of the Existing Share Capital from certain public shareholders of the Target Company, subject to statutory and regulatory approvals for a consideration of INR 395.40 per share, and for this purpose, has executed a Share Purchase Agreement with Rukmani Birla Educational Society, Shri Jagannath Educational Institute, Sri Govinddeo Educational Institute, Shri Venkateshwara Educational Institute, Shri Hari Om Educational Institute, Shri Lakshminarayan Educational Institute, Calcutta Medical Institute and Calcutta Hospital Institute ("**Other SPA**" and together with the Promoter SPA, "**SPAs**").
- c) Consequent to the proposed acquisition pursuant to the SPAs, making an open offer for up to 5,34,19,567 equity shares, constituting 26% of the Expanded Share Capital (as defined in the PA), at a price of INR 395.40 per equity share from the public shareholders of the Target Company ("**Open Offer**") under the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("**SAST Regulations**").

The Promoter Sale Shares and the Other Sale Shares are collectively referred to as "**Sale Shares**". Acquisition by the Company of (i) Sale Shares under the SPAs; and (ii) equity shares of the Target Company pursuant to the Open Offer, is collectively referred to as "**Acquisition**".

The details as required under the SEBI (LODR) Regulations, 2015 read with the SEBI Circular are given as under:

Sr. No.	Particulars	Details
1.	Name of the target entity, details in brief such as size, turnover etc.	<b>Name of the Target Company:</b> Orient Cement Limited <b>Turnover as on March 31, 2024*:</b> INR 3185.09 Crore
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group / group companies have any interest in the entity being acquired? If yes, nature of interest and	No

Sr. No.	Particulars	Details
	details thereof and whether the same is done at "arms length".	
3.	Industry to which the entity being acquired belongs	Target Company is in the cement manufacturing industry.
4.	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	The investment is in line with the Company's strategy to increase its footprint in the cement manufacturing market.
5.	Brief details of any governmental or regulatory approvals required for the acquisition.	The acquisition is subject to approval of the Competition Commission of India.
6.	Indicative time period for completion of the acquisition	Within 3-4 months  The Open Offer shall be completed in accordance with the provisions of the SAST Regulations.
7.	Nature of consideration - whether cash consideration or share swap and details of the same	Cash
8.	Cost of acquisition or the price at which the shares are acquired	At a consideration of INR 395.40 per Sale Share.  The Open Offer is being made at INR 395.40 per equity share, which has been determined in accordance with SAST Regulations.
9.	Percentage of shareholding / control acquired and / or number of shares acquired	a) 37.90% of the Existing Share Capital, upon completion under the Promoter SPA; b) 8.90% of the Existing Share Capital, upon completion under the Other SPA; and c) 26% of the Expanded Share Capital pursuant to the Open Offer, assuming full acceptance in the Open Offer.
10.	Brief background about the entity acquired in terms of products/line of business	Target Company was incorporated on July 22, 2011 under the Companies Act, 1956 and is primarily engaged in the business of

Sr. No.	Particulars	Details
	acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)	manufacturing and sale of cement. The Target Company has operations in India. The turnover for the Target Company for last three years is provided below*:  a) March 31, 2024: INR 3185.09 Crore b) March 31, 2023: INR 2937.55 Crore c) March 31, 2022: INR 2725.42 Crore

*\*Based on publicly available information.*

A copy of the press release dated October 22, 2024 issued by the Company is also attached.

Further details are available in the Public Announcement dated October 22, 2024 to be issued by the Manager to the open offer i.e. SBI Capital Markets Limited on behalf of the Company.

You are requested to take the same on your record.

Thanking you,

Yours faithfully,

**For Ambuja Cements Limited**

**Manish Mistry**  
**Company Secretary**

Encl: as said

Media Release

## **Adani acquires Orient Cement at INR 8,100 crore equity value**

**Acquisition adds 16.6 MTPA capacity (8.5 MTPA operational, 8.1 MTPA Ready to Execute).**

**Accelerates Ambuja's journey to achieve 100+ MTPA operational capacity in FY 25**

**Provides 6 MTPA potential additional capacity in North India, leveraging OCL's high quality limestone reserves in Rajasthan**

### **EDITOR'S SYNOPSIS**

- Ambuja enters into a binding agreement to acquire 46.8% stake in Orient Cement Ltd (OCL). The acquisition helps to move towards target capacity of 140 MTPA by 2028.
- OCL has an existing 5.6 MTPA clinker and 8.5 MTPA cement operational capacity, 95 MW CPP, 10 MW WHRS, 33 MW Renewable Energy spread across the states of Telangana, Karnataka and Maharashtra. It improves Adani Group's market share pan-India by 2% in the cement industry.
- OCL has secured a concession from Madhya Pradesh Power Generating Company Ltd ("MPPGCL") to set up 2.0 MTPA Cement GU within the premises of Satpura Thermal Power Station in Sarni, MP.
- OCL also has a large high quality limestone mining lease in Chittorgarh, Rajasthan, providing the potential to set up additional 6 MTPA capacity in North India.
- The acquisition of OCL complements Ambuja's existing cement footprint, reducing overall lead distances and logistics costs for the cement business and improving market share in our core markets.
- Acquisition will be funded through internal accruals, Ambuja remains debt free.

**Ahmedabad, 22 October 2024:** Ambuja Cements, the cement and building material company of Adani Cement and part of the diversified Adani Group, today announced the signing of a binding agreement for the acquisition of Orient Cement Ltd (OCL) at an equity value of Rs. 8,100 crore. Ambuja will acquire 46.8% shares of OCL from its current promoters and certain public shareholders. The acquisition will be fully funded through internal accruals.

"This timed acquisition marks another significant step forward in Ambuja Cements' accelerated growth journey, increasing cement capacity by ~30 MTPA within two years of Ambuja's acquisition," said **Mr Karan Adani, Director of Ambuja Cements**. "By acquiring OCL, Ambuja is poised to reach 100 MTPA cement capacity in FY 25. The acquisition will help to expand Adani Cement's presence in core markets and improve its pan-India market share by 2%. OCL's assets are highly efficient, equipped with railway sidings and well supported by captive power plants, renewable energy, WHRS and AFR facilities. OCL's strategic locations, high-quality limestone reserves and requisite statutory approvals present an opportunity to increase cement capacity in the near term to 16.6 MTPA."

**CK Birla, Chairman of Orient Cement and the CK Birla Group**, said, "The CK Birla Group is continuously reallocating capital to sharpen its focus on consumer centric, technology driven and service-based businesses. I take pride in Orient Cement's impressive track record of building premium brands and maintaining a leading market share in the geographies it operates in. We are confident that the Adani Group, with its strong focus on cement and infrastructure, is the ideal new owner to drive continued growth at Orient Cement for our people and stakeholders".

**Amita Birla, Co-Chairman, CK Birla Group**, added, "Orient Cement has a strong market presence, with sustainability initiatives, particularly in renewable energy, being a significant part of its DNA. I am convinced that Ambuja Cements is the right home for all our colleagues at Orient Cement, as well as our customers."

OCL has 5.6 MTPA clinker capacity and 8.5 MTPA cement capacity along with statutory clearance to increase the clinker capacity by another 6.0 MTPA and cement capacity by another 8.1 MTPA. In addition, OCL also has a limestone mining lease in Chittorgarh for setting up an Integrated Unit (IU) with clinker of 4 MTPA and a split Grinding Unit (GU) of 6 MTPA in North India. OCL has also secured a concession from MPPGCL, Madhya Pradesh for setting up a Grinding Unit within the premises of Satpura Thermal Power Plant. Both these complement the Adani Group's existing cement footprint. *(Refer Annexure – 1 for OCL's location wise cement capacity and other assets and Annexure - 2 for Adani Cement's footprint post-acquisition of OCL.)*

OCL has recently commissioned a WHRS in Chittapur IU and is in the final stage of commissioning 16 MW solar in Chittapur and 3.7 MW solar in Jalgaon. OCL's efficient plants, highly motivated teams, strong balance sheet and well-distributed dealer network will be excellent additions to the Adani Group's existing cement business. OCL's existing dealers will move to Adani Cement's market network, creating formidable synergies.

Ambuja plans to optimize OCL's overall capacity utilization to enhance its cost and competitiveness and improve its operating performance while leveraging the synergies inherent in the existing cement business.

#### **About Ambuja Cements Ltd (ACL)**

Ambuja Cements Ltd is one of India's leading cement companies and a member of the diversified Adani Group – the largest and fastest growing portfolio of diversified sustainable businesses. Ambuja, with its subsidiaries ACC Ltd, Penna Cement Industries Ltd and Sanghi Industries Ltd, has taken the Adani Group's cement capacity to 88.9 MTPA, with 20 integrated cement manufacturing plants, 20 cement grinding units and 12 bulk terminals across the country. Ambuja has been recognized among 'India's Most Trusted Cement Brand' by TRA Research in its Brand Trust Report, 2024 and among 'Iconic Brands of India' by The Economic Times. Ambuja has provided hassle-free, home-building solutions with its unique sustainable development projects and environment-friendly practices since it started operations. The company has many firsts to its credit – a captive port with six terminals that facilitates timely, cost-effective and cleaner shipments of bulk cement to its customers. Its innovative products like Ambuja Cement, Ambuja Plus, Ambuja Compocem and Ambuja Kawach are now listed in the GRIHA product catalogue. These products not only fulfil important customer needs but also help in significantly reducing their carbon footprints. Being a frontrunner in sustainable business practices, Ambuja Cements ranks among 'India's Top 50 companies contributing to inclusive growth' by SKOCH and 'India's Top 50 Most Sustainable Companies' Cross-Industry by BW Businessworld.

**For further information on this release, please contact: [roy.paul@adani.com](mailto:roy.paul@adani.com)**

**Annexure -1 | Existing Cement Assets of Orient Cement Limited**

Plant	Clinker (MTPA)	Cement (MTPA)	CPP/WHRS/Solar	Railway Siding
Devapur IU, Telangana	3.5	3.5	CPP – 50 MW	Yes
Chittapur IU, Karnataka	2.1	3.0	CPP – 45 MW WHRS – 10 MW Solar – 16 MW*	Yes
Jalgaon GU, Maharashtra	-	2.0	Solar – 13.5 MW+ 3.7 MW*	Yes
<b>Operational Capacity</b>	<b>5.6</b>	<b>8.5</b>		

*\* capacity is in commissioning stage*

**Annexure – 2 | Footprint of Adani Group – Cement business post OCL Acquisition**

