



Registration No. 0107537000939

ITALIAN-THAI DEVELOPMENT PUBLIC COMPANY LIMITED

Ref.:FN2568/5/2657

Date: 30 May 2025

National Stock Exchange of India Ltd.,

Exchange Plaza, 3rd Floor
Plot No.3-1. "G" Block, I.F.B. Centre,
Bandra-Kurla-Complex, Bandra (East),
Mumbai – 400 051

Email: takeover@nse.co.in

BSE Limited

Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai 400001

E-mail: corp.relations@bseindia.com

ITD Cementation India Limited
9th Floor, Prima Bay, Tower - B, Gate No. 5,
Saki Vihar Road, Powai, Mumbai-400072
E-mail: admin@itdcem.co.in

Dear Sir/Madam,

Sub: Disclosure under Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011 ("Takeover Regulations")

A share purchase agreement dated 25 October 2024 ("SPA") was executed by and between Italian-Thai Development Public Company Limited ("Seller") and Renew Exim DMCC ("Purchaser"), for sale of 8,01,13,180 equity shares of the ITD Cementation India Limited ("Target Company") held by the Seller, representing 46.64% of paid-up equity share capital of the Target Company ("Sale Shares"), to the Purchaser.

Pursuant to the terms of the SPA, the Seller has sold the Sale Shares to the Purchaser by way of an off-market transfer on 28 May 2025.

In this regard, please find enclosed herewith the disclosure under Regulation 29(2) of Takeover Regulations.

This is for your information and record.

[Signature page to follow]



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0-2716-1600



0-2716-1488



ISO 9001



ISO 14001



ISO 45001

For and on behalf of Italian - Thai Development Public Company Limited



Authorised Signatory

Name: Mr. Thoranis Karnasuta

Designation: Authorised Director

Place: Bangkok

Date: 30 May 2025





Authorised Signatory

Name: Mr. Virat Kongmaneerat

Designation: Authorised Director

Place: Bangkok

Date: 30 May 2025

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

Name of the Target Company (TC)	ITD Cementation India Limited (“ Target Company ”)		
Name(s) of the seller and Persons Acting in Concert (PAC) with the seller	Italian-Thai Development Public Company Limited (“ Seller ”)		
Whether the seller belongs to Promoter/Promoter group	The Seller was a promoter of the Target Company. However pursuant to disposal of Sale Shares (<i>as defined below</i>), the Seller ceases to hold any equity shares of the Target Company and has been de-classified as a promoter of the Target Company 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 disposal under consideration, holding of:			
a) Shares carrying voting rights			
1) Seller	8,01,13,180	46.64%	46.64%
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)	8,01,13,180	46.64%	46.64%
Details of ~~acquisition~~ /sale			
a) Shares carrying voting rights ~~acquired~~ /sold			
1) Seller	8,01,13,180	46.64%	46.64%
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/invoked/released by the acquirer	Nil	Nil	Nil
e) Total (a+b+c+d)	8,01,13,180	46.64%	46.64%
After the ~~acquisition~~ /sale of shares, holding of:			
a) Shares carrying voting rights	Nil	Nil	Nil
1) Seller			
b) Shares encumbered with the acquirer	Nil	Nil	Nil
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)	Nil	Nil	Nil
Mode of ~~acquisition~~ / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment /-inter-se transfer etc).	The transaction has been undertaken pursuant to an off-market transfer of shares of the Target Company. ⁽¹⁾		
Date of ~~acquisition~~ / sale of	28 May 2025 ⁽¹⁾		

~~shares / VR or date of receipt of intimation of allotment of shares,~~ whichever is applicable	
Equity share capital / total voting capital of the TC before the said acquisition / sale	17,17,87,584 equity shares of INR 1 each, amounting to INR 17,17,87,584
Equity share capital/ total voting capital of the TC after the said acquisition / sale	17,17,87,584 equity shares of INR 1 each, amounting to INR 17,17,87,584
Total diluted share/voting capital of the TC after the said acquisition/ sale	17,17,87,584 equity shares of INR 1 each, amounting to INR 17,17,87,584

Note:

(1) A share purchase agreement dated 25 October 2024 ("**SPA**") was executed by and between Italian-Thai Development Public Company Limited ("**Seller**") and Renew Exim DMCC ("**Purchaser**"), for sale of 8,01,13,180 equity shares of the ITD Cementation India Limited ("**Target Company**") held by the Seller, representing 46.64% of paid-up equity share capital of the Target Company ("**Sale Shares**"), to the Purchaser. Pursuant to the terms of the SPA, on 28 May 2025, the Seller has 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 Target Company, and the Seller, who no longer holds any equity shares of the Target Company, has been declassified as a promoter of the Target Company in accordance with Regulation 31A(10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**").

(*) 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.

[Signature page to follow]

For and on behalf of Italian - Thai Development Public Company Limited



Authorised Signatory

Name: Mr. Thoranis Karnasuta

Designation: Authorised Director

Place: Bangkok

Date: 30 May 2025





Authorised Signatory

Name: Mr. Virat Kongmaneerat

Designation: Authorised Director

Place: Bangkok

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