PUBLIC ANNOUNCEMENT ("PA") UNDER REGULATION 3(1) AND REGULATION 4 READ WITH REGULATION 13 (1), 14, AND 15 (1) OF SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENTS THERETO

FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF
INDIA CEMENTS CAPITAL LIMITED
("ICCL/TARGET COMPANY/TARGET")
CIN: L65191TN1985PLC012362
Registered office: No.18/14, (312/14) 2c & 2d, Gee Gee Emerald,2nd Floor, Valluvar Kottam Highroad, Nungambakkam, Chennai-600034
Phone: 044 46065183
Email Id: secr@iccaps.com
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OPEN OFFER FOR ACQUISITION OF UPTO 56,43,612 (FIFTY SIX LAKHS FORTY THREE THOUSAND SIX HUNDRED TWELVE) FULLY PAID UP EQUITY SHARES OF FACE VALUE OF ₹10/- (RUPEES TEN ONLY) EACH, REPRESENTING 26.00% (TWENTY SIX PERCENT) OF THE VOTING SHARE CAPITAL FROM THE PUBLIC SHAREHOLDERS (AS DEFINED BELOW) OF INDIA CEMENTS CAPITAL LIMITED (HEREINAFTER REFERRED TO AS "ICCL" OR "TARGET COMPANY" OR "TARGET") BY MR. SANDEEP JAIN ("ACQUIRER 1"), MR. VIKAS GARG ("ACQUIRER 2") AND MR. RAHUL NAGAR ("ACQUIRER 3") (HEREINAFTER COLLECTIVELY REFERRED TO AS "ACQUIRERS") ALONGWITH MRS. NEHA AGARWAL ("PAC") IN HER CAPACITY AS PERSONS ACTING IN CONCERT WITH THE ACQUIRERS, PURSUANT TO AND IN ACCORDANCE WITH REGULATION 3(1) AND REGULATION 4 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED ("SEBI (SAST) REGULATIONS")

This Public Announcement ("**PA**"/ "**Public announcement**") is being issued by Fintellectual Corporate Advisors Private Limited ("**Manager to the Offer**" or "**FCAPL**") for and on behalf of the Acquirers and the PAC to the Public Shareholders of Target Company ("**Public Shareholders**") pursuant to, and in compliance with, Regulation 3(1) and Regulation 4 read with Regulation 13, 14, 15(1) and other applicable provisions of the SEBI (SAST) Regulations.

For this Public Announcement, the following terms shall have the meaning assigned to them as below:

Definitions & Abbreviations	Particulars
Acquirer 1	Mr. Sandeep Jain, son of Shri. Suraj Mal Jain, aged 47 years, Indian Inhabitant having PAN: AFQPJ8682Q,

Definitions & Abbreviations	Particulars
	under the Income Tax Act, 1961 and residing at 115C, Pkt-1, Sector-18, Rohini Sector-15, Delhi-110089.
Acquirer 2	Mr. Vikas Garg, son of Shri. Ram Kanwar Garg, aged 48 years, Indian Inhabitant having PAN: AGSPG2876J, under the Income Tax Act, 1961 and residing at 3102, 31st Floor, Catania Tower, Mahagun Mezzaria, Sector-78, Noida, Uttar Pradesh-201301.
Acquirer 3	Mr. Rahul Nagar, son of Shri. Jagram Nagar, aged 39 years, Indian Inhabitant having PAN: AHQPN6632E, under the Income Tax Act, 1961 and residing at House Number 585, Sector 7B, Sector 7, Faridabad, Haryana-121006.
Acquirers	Acquirer 1, Acquirer 2, and Acquirer 3 (collectively referred to as Acquirers).
Agreement	The Share Purchase Agreement is hereinafter referred to as the Agreement.
Board	The Board means the board of directors of the Target Company.
BSE Limited	BSE Limited is the stock exchange were presently the Equity shares of the Target Company are listed.
Equity Shares	Equity Shares shall mean the fully paid-up equity shares of the face value of ₹10.00/- (Rupees Ten Only) each.
ISIN	International Securities Identification Number
Negotiated Price	A negotiated price of ₹12/- (Rupees Twelve Only) per Sale Share, aggregating to an amount of ₹13,02,98,232/- (Rupees Thirteen Crores Two Lakhs Ninety Eight Thousand Two Hundred Thirty Two Only) for the sale of 1,08,58,186 (One Crore Eight Lakhs Fifty Eight Thousand One Hundred Eighty Six) Equity Shares, representing 50.02% of the Voting Share Capital of the Target Company, by Promoter Seller to the Acquirers, pursuant to the execution of the Share Purchase Agreement.
Offer Period	The period of entering into an agreement to acquire the Equity Shares and Voting Share Capital in, or control over, the Target Company requiring a Public Announcement or the date on which the Public Announcement is being issued by the Acquirers and PAC, i.e. Friday, July 24, 2026, and the date on which the payment of consideration to the Public Shareholders whose Equity Shares are validly accepted in this Offer, is made, or the date on which this Offer is withdrawn, as the case may be.

Definitions & Abbreviations	Particulars
Offer Price	An offer price of ₹12/- (Rupees Twelve Only) per Offer Share.
Offer Shares	Open Offer for acquisition of up to 56,43,612 (Fifty-Six Lakhs Forty-Three Thousand Six Hundred Twelve) Equity Shares of the face value of ₹10/- each, representing 26.00% of the Voting Equity Share Capital of the Target Company at a price of ₹12/- (Rupees Twelve Only) per fully paid-up Equity Share payable in cash.
PA/ Public Announcement	Public Announcement dated Friday, July 24, 2026.
PAC	Mrs. Neha Agarwal, daughter of Shri Chandra Prakash Agarwal, aged 39 years, Indian Inhabitant having PAN: AHVPA8853B, under the Income Tax Act, 1961 and residing at House Number 72, First floor, H-block, Pocket 3, Rohini Sector 18, Delhi-110085.
Person Acting in concert/PAC	Person acting in concert/PAC has the same meaning as ascribed to it in the SEBI (SAST) Regulations, 2011, as amended from time to time.
Promoter and Promoter Group	The existing promoter of the Target Company, in accordance with the provisions of Regulations 2 (1) (s), and 2 (1) (t) of the SEBI (SAST) Regulations, read with Regulations 2 (1) (oo), and 2 (1) (pp) of the SEBI (ICDR) Regulations, in this case, namely being, M/s Sri Saradha Logistics Private Limited
Promoter Seller	The existing promoter of the Target Company who have entered into Share Purchase Agreement with the Acquirers, in this case, namely being, M/s Sri Saradha Logistics Private Limited
Public Shareholder(s)	All the equity shareholders of the Target Company who are eligible to tender their Equity Shares in the Offer, except: (a) the promoter and members of the promoter group of the Target Company; (b) the Acquirers, PAC and any person deemed to be acting in concert with them; (c) the parties to the underlying Share Purchase Agreement, (d) any person deemed to be acting in concert with the parties to the SPA, pursuant to and in compliance with the SEBI (SAST) Regulations.
SCRR	Securities Contract (Regulation) Rules, 1957, as amended.
SEBI	Securities and Exchange Board of India.
SEBI Act	Securities and Exchange Board of India Act, 1992, and subsequent amendments thereto.

Definitions & Abbreviations	Particulars
SEBI (LODR) Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subsequent amendments thereto.
SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto.
Share Purchase Agreement/ SPA	The Share Purchase Agreement dated Friday, July 24, 2026, executed between the Acquirers and the Promoter Seller, pursuant to which the Acquirers have agreed to acquire 1,08,58,186 (One Crore Eight Lakh Fifty Eight Thousand One Hundred Eighty Six) Equity Shares, representing 50.02% (Fifty Point Zero Two Percent) of the Voting Share Capital of the Target Company from the Promoter Seller at a negotiated price of ₹12/- (Rupees Twelve Only) per Sale Share, aggregating to an amount of ₹13,02,98,232/- (Rupees Thirteen Crores Two Lakhs Ninety Eight Thousand Two Hundred Thirty Two Only).
Stock Exchanges	BSE Limited is the stock Exchange on which the Equity Shares of the Target Company are presently listed.
ICCL/ Target Company/ Target	India Cements Capital Limited is a public limited company incorporated under the provision of the Companies Act, 1956, having its registered office at No.18/14,(312/14) 2c & 2d, Gee Gee Emerald, 2nd Floor, Valluvar Kottam Highroad, Nungambakkam, Chennai-600034 and bearing Corporate Identification Number- L65191TN1985PLC012362.
Tendering Period	The tendering period shall have the meaning ascribed to it under Regulation 2(1)(za) of the SEBI (SAST) Regulations.
Voting Share Capital/Share Capital	The total voting equity share capital of the Target Company on a fully diluted basis as of the 10th (Tenth) working day from the closure of the Tendering Period of the Open Offer.
Working Day	The working day shall have the meaning ascribed to it under Regulation 2(1)(zf) of the SEBI (SAST) Regulations.

1. OPEN OFFER DETAILS:

Offer Size	Acquisition of up to 56,43,612 (Fifty-Six Lakhs Forty-Three Thousand Six Hundred Twelve) Equity Shares, representing 26.00% (Twenty Six Percent) of the Voting Share Capital of the Target Company, subject to the terms and conditions specified in this Public Announcement and the Offer Documents that are proposed to be issued in accordance with the SEBI (SAST) Regulations.
Offer price/ Consideration	This Open Offer is being made at a price of ₹12/- (Rupees Twelve Only) per Offer Share. The Equity Shares of the Target Company are infrequently traded in accordance with the provisions of Regulation 2 (1) (j) of the SEBI (SAST) Regulations, and hence the Offer Price has been determined in accordance with the parameters prescribed under Regulations 8 (1) and 8 (2) of the SEBI (SAST) Regulations. Assuming full acceptance under this Offer, the aggregate consideration payable to the Public Shareholders in accordance with the SEBI (SAST) Regulations will be ₹6,77,23,344/- (Rupees Six Crore Seventy-Seven Lakhs Twenty-Three Thousand Three Hundred Forty Four Only).
Mode of payment	The Offer Price will be paid in cash, in accordance with the provisions of Regulation 9(1)(a) of the SEBI (SAST) Regulations and in accordance with the terms and conditions mentioned in this Public Announcement and to be set out in the Offer Documents proposed to be issued in accordance with the SEBI (SAST) Regulations.
Type of offer	This Offer is a triggered mandatory open offer in compliance with the provisions of Regulations 3 (1) and 4 of the SEBI (SAST) Regulation pursuant to the execution of the Share Purchase Agreement. **The Target Company is an Authorised Dealer Category-II registered with Reserve Bank of India ('RBI') having Certificate of Registration number CHE-ADIl-0001-2023. Being an Authorised Dealer (Category II), the acquisition of shares and control by the Acquirers as envisaged under this PA is subject to the prior approval of RBI**.

2. TRANSACTION WHICH HAS TRIGGERED THE OPEN OFFER OBLIGATIONS (UNDERLYING TRANSACTION):

Details of underlying transaction						
Type of Transaction (direct/ ~~indirect~~)	**Mode of Transaction (Agreement/ ~~Allotment/ Market purchase~~)**	**Shares / Voting rights acquired/ proposed to be acquired**		**Total Consideration for shares /Voting Rights (VR) acquired (₹ in Crores)**	**Mode of payment (Cash / ~~Securities~~)**	**Regulation which has triggered**
		Number	**% vis a vis total equity/ voting capital**			
Direct	Share Purchase Agreement dated Friday, July 24, 2026 between the Acquirers and the Promoter Seller	1,08,58,186 Equity Shares	50.02%	₹13.03/-	Cash	Regulation 3(1) and Regulation 4 of the SEBI (SAST) Regulations

3. DETAILS OF ACQUIRERS AND PAC:

Details	Acquirer 1	Acquirer 2	Acquirer 3	PAC	Total
Name of Acquirers and PAC	Mr. Sandeep Jain	Mr. Vikas Garg	Mr. Rahul Nagar	Mrs. Neha Agarwal	-
Address	115C, Pkt-1, Sector-18, Rohini Sector-15, Delhi-110089	3102, 31st Floor, Catania Tower, Mahagun Mezzaria, Sector-78, Noida, Uttar Pradesh-201301	House Number 585, Sector 7B, Sector 7, Faridabad, Haryana-121006	House Number 72, First floor, H-block, Pocket 3, Rohini Sector 18, Delhi-110085	-

Details	Acquirer 1	Acquirer 2	Acquirer 3	PAC	Total
Name(s) of persons in control/ promoters of acquirers/ PAC where Acquirers/ PAC are companies	Not Applicable	Not Applicable	Not Applicable	Not Applicable	-
Name of the Group, if any, to which the Acquirers/PAC belong to	None	None	None	None	-
Pre Transaction shareholding:					
• **Number**	Nil	Nil	Nil	40,00,000	**40,00,000**
• **% of total share capital**	Nil	Nil	Nil	18.43%	**18.43%**
Proposed shareholding after the acquisition of shares which triggered the open offer:					
• **Number**	20,67,174	43,95,506	43,95,506	40,00,000	**1,48,58,186**
• **% of total share capital**	9.52%	20.25%	20.25%	18.43%	**68.45%**
Any other interest in the Target Company	As on date of this Public Announcement, except for execution of the Share Purchase Agreement and PAC being the existing shareholder of the Target Company, they do not have any other interest or any other relationship in or with the Target Company.				

4. DETAILS OF SELLING SHAREHOLDERS:

Name of the Promoter Sellers	Part of Promoter/ Promoter group (Yes/No)	Details of shares/ Voting rights held by the Promoter Sellers			
		Pre Transaction		Post Transaction	
		Number of shares	%	Number of shares	%
M/s Sri Saradha Logistics Private Limited	Yes	1,08,58,186	50.02%	Nil	Nil
TOTAL		**1,08,58,186**	**50.02%**	-	-

5. TARGET COMPANY:

Name	**INDIA CEMENTS CAPITAL LIMITED**
CIN	L65191TN1985PLC012362
Registered Office	No.18/14, (312/14) 2c & 2d, Gee Gee Emerald, 2nd Floor, Valluvar Kottam Highroad, Nungambakkam, Chennai-600034
Exchange where listed	Equity Shares are listed on BSE Limited
SYMBOL	INDCEMCAP
ISIN	INE429D01017

6. OTHER DETAILS

(a) This Public Announcement is made in compliance with the provisions of Regulation 13 (1) of the SEBI (SAST) Regulations.

(b) The Acquirers and PAC accept full responsibility for the information contained in this Public Announcement.

(c) The Detailed Public Statement to be issued pursuant to this Public Announcement in accordance with the provisions of Regulations 13(4), 14(3), 15(2), and other applicable regulations of the SEBI (SAST) Regulations shall be published in newspapers, within 5 (Five) Working Days of this Public Announcement, i.e., on or before Friday, July 31, 2026. The Detailed Public Statement shall, inter alia, contain details of the Offer including the detailed information of the Offer Price, the Acquirers, PAC, the Target Company, background to the Offer, statutory approvals required for this Offer, details of financial arrangements, and such other terms and conditions as applicable to this Offer.

(d) The completion of this Offer and the Underlying Transaction is subject to the satisfaction of certain conditions precedent as set out in the Share Purchase Agreement. Further, in compliance with the SEBI (SAST) Regulations, the Underlying Transaction under the Share Purchase Agreement referred to hereinabove may be completed prior to completion of the Offer. Further, this Offer is subject to the terms and conditions mentioned in this Public Announcement and the Offer Documents that are proposed to be issued in accordance with the SEBI (SAST) Regulations.

(e) The Acquirers and PAC have given an undertaking that they are aware of and will comply with their obligations as laid down under the SEBI (SAST) Regulations and have adequate financial resources to meet the obligations under the SEBI (SAST) Regulations for the purpose of this Offer.

(f) The Offer is not conditional upon any minimum level of acceptance in accordance with Regulation 19(1) of the SEBI (SAST) Regulations.

(g) The Offer is not a competing offer in accordance with Regulation 20 of the SEBI (SAST) Regulations.

(h) All the information pertaining to the Target Company in this Public Announcement has been obtained from publicly available sources or provided by the Target Company and the accuracy thereof related to all has not been independently verified by the Manager.

Issued by the Manager to the Open Offer
on behalf of the Acquirers

FINTELLECTUAL
CORPORATE ADVISORS

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Contact Person: Mr. Amit Puri
SEBI Registration Number: INM000012944
Validity: Permanent
CIN: U74999DL2021PTC377748

Sd/-	**Sd/-**	**Sd/-**	**Sd/-**
Mr. Sandeep Jain	**Mr. Vikas Garg**	**Mr. Rahul Nagar**	**Mrs. Neha Agarwal**
(Acquirer 1)	**(Acquirer 2)**	**(Acquirer 3)**	**(PAC)**

Place: Noida
Date: July 24, 2026