



SIR SHADI LAL ENTERPRISES LTD.

SHAMLI-247776, DISTT. SHAMLI (U.P.) ♦ TEL.: (01398) 250064, 250082 ♦ FAX : 01398-250032
E-mail : udsm_shamli@sirshadilal.com ♦ GRAM : "SUGARMILL" ♦ CIN : L51909UP1933PLC146675

Date: 27.03.2024

To,
The Department of Corporate Affairs
The BSE Limited
25Th Floor P J Towers,
Dalal Street, Mumbai -400001, India

Subject: Sir Shadi Lal Enterprises Limited – Scrip Code- 532879
Ref: Regulation 30 of SEBI (LODR) Regulations 2015

Dear Sir,

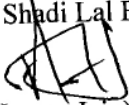
In continuation of our earlier disclosure dated 16.03.2024, Please find enclosed herewith copy of Independnet Valuation Report.

Please take the above on record

Thanking You,

Yours Faithfully

For Sir Shadi Lal Enterprises Limited


(Ajay Kumar Jain)
Company Secretary
FCS 5826

SIR SHADI LAL ENTERPRISES LIMITED

Independent professional advice on the ongoing Open Offer

**Committee of Independent Directors, Sir Shadi Lal Enterprises Limited
Upper Doab Sugar Mill, Muzaffarnagar,
Shamli, Uttar Pradesh, India, 247776**

Sub.: Professional advice to the Committee of Independent Directors on the Offer Price under the ongoing Open Offer

Dear Members,

This is in accordance with our engagement letter dated March 06, 2024, wherein Sundae Capital Advisors Private Limited ("**Sundae Capital**") has been appointed by Sir Shadi Lal Enterprises Limited (the "**Client**" or "**SSLEL**" or "**Company**" or "**Target Company**") in relation to giving a professional advice to the Committee of Independent Directors on the Offer Price under the ongoing Open Offer (the "**Engagement**").

We understand that the Triveni Engineering And Industries Limited ("Acquirer") has given an offer to acquire 13,65,000 equity shares of SSLEL from its shareholders pursuant to the requirements of Regulation 3(1) & 4 and other applicable regulations of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2015. In this connection, SSLEL has reached Sundae Capital for carrying out the Engagement. We enclose our advice related to Offer Price (the "**Report**").

We understand that this Report will be used by the Committee of Independent Directors of SSLEL for the purpose of giving their reasoned recommendation(s) on the Open Offer and relevant extract may be published in their recommendation (the "**Purpose**"), except which, our Report will not be disclosed or circulated without our prior written consent.

We will not accept any responsibilities to any other party to whom the Report may be shown or who may acquire a copy of the same.

The complete Report is confidential to the Client and will be used for above-mentioned purpose only. We will not, pursuant to the Engagement, perform any management functions for the Client, nor make any decisions. The Client is responsible for making management decisions, including accepting responsibility for the results. We provided an advisory role and the final decision-making on the recommendation will be taken by the Committee of Independent Directors of the Client. This Report is based on the information provided to Sundae Capital by the Client.

This Report does not constitute an opinion the fair value or the market price of the equity shares of the Client or constitute an offer or invitation to any section of the public to subscribe for or purchase any securities in, or the other business or assets or liabilities of the Client. This Report cannot be used for any court or any legal or dispute or arbitration, except as provided in the Engagement.

Yours faithfully,
for Sundae Capital Advisors Private Limited
(SEBI Registration No.: INM000012494)

SUNDAE

Digitally signed by
SOURABH GARG
Date: 2024.03.15
10:43:29 +05'30'

Sourabh Garg
Director

March 15, 2024

1	Scope and Limitations	4
2	Background of the Transaction and SSLEL	8
3	Open Offer transaction	10
4	Professional view: Sundae Capital	13
5	Information / Documents relied upon	23

Scope and Limitations

Terms of Engagement

This is in accordance with our engagement letter dated March 06, 2024, wherein Sundae Capital Advisors Private Limited (“**Sundae Capital**”) has been appointed by Sir Shadi Lal Enterprises Limited (the “**Client**” or “**SSLEL**” or “**Company**”) in relation to giving a professional advice to the Committee of Independent Directors on the Offer Price under the ongoing Open Offer (the “**Engagement**”).

In this connection, SSLEL has reached Sundae Capital for carrying out the Engagement. We enclose our advice related to Offer Price (the “**Report**”).

This Report will be used by the Committee of Independent Directors of SSLEL for the purpose of giving their reasoned recommendation(s) on the Open Offer and relevant extract may be published in their recommendation (the “**Purpose**”), except which, our Report will not be disclosed or circulated without our prior written consent.

We owe responsibility only to the Client that have appointed us under the terms of our engagement letter and nobody else. We will not accept any responsibilities to any other party to whom this Report may be shown or who may acquire a copy of this Report. We will not be liable for any losses, claims, damages or liabilities arising out of the actions taken, omissions of or advice given by any other party to the Client, their directors, employees or agents. In no event shall we be liable for any loss, damages, cost or expenses arising in any way from fraudulent acts, misrepresentations or wilful default on part of the Client, their directors, employees or agents. The Client is the only authorized user of this Report and is restricted for the purpose indicated in the Engagement. We do not take any responsibility for the unauthorized use of this Report. The Report has a limited scope as specified in it.

Sundae Capital is not affiliated to the Client in any manner whatsoever nor does have a prospective interest in the business which is the subject of this Report.

We will not, pursuant to the Engagement, perform any management functions for the Client, nor make any decisions. The Client is responsible for making management decisions, including accepting responsibility for the results. We provided an advisory role and the final decision-making on the recommendation will be taken by the Committee of Independent Directors of the Client. This Report is based on the information provided to Sundae Capital by the Client.

This Report is based on the information provided and confirmed by the Client and published information or secondary sources of data, whether or not made available by the Client. We have not independently verified or checked the accuracy or timelines of the same. It is not in our scope to carry out an independent accounting / legal / tax / technical or financial due diligence on the information provided.

We assume no responsibility for any errors in the information furnished by the Client and their impact on this Report. However, nothing has come to our attention to indicate that the information provided was materially mis-stated / incorrect or would not afford reasonable grounds upon which to base this Report. We do not imply, and it should not be construed that we have verified any of the information provided to us, or that our inquiries could have verified any matter, which a more extensive examination might disclose.

Neither Sundae Capital nor any of its affiliates are responsible for updating this Report because of events or transactions occurring subsequent to the date of this Report.

Our opinion is based on prevailing market price of the equity shares of the Client and assessment of fair value of equity shares based on the information obtained from the Client. The impact of any subsequent changes in these conditions on the economy and financial markets, generally or specific to the Client, could impact upon value of equity shares of the Client in the future, either positively or negatively.

We shall not owe duty of care to any person other than the Client.

This Report is being issued only for the purpose of giving professional advice on the ongoing Open Offer and will be considered by the Committee of Independent Directors of the Client for giving their recommendation on the Offer Price for acquisition of equity shares by the Acquirer in accordance with the SEBI SAST Regulations. In no way, our report constitute any recommendation to buy, sell or hold equity shares of SSLEL, and should not be construed as an offer to sell or the solicitation of an offer to buy, purchase or subscribe to any securities / assets mentioned therein, and neither this presentation nor anything contained herein shall form the basis of or be relied upon in connection with any contract or commitment whatsoever. This Report and information contained herein or any part of it does not constitute or purport to constitute investment advice in publicly accessible media and should not be printed, reproduced, transmitted, sold, distributed or published (in whole or in part) by the recipient without the prior written approval from Sundae Capital.

Note: The capitalised terms not defined herein shall have the meaning as ascribed to them in the Letter of Offer dated February 12, 2024 issued for the Open Offer.

Management Representation:

Sundae Capital has relied upon representations provided by the Management that the information contained in the Report is materially accurate and complete, fair in its manner of portrayal and therefore forms a reliable basis for the Report.

We have not independently carried out any legal / technical due diligence on such information received by us. This Report is prepared on the basis of the sources of information listed in the Annexures.

Disclosure of shareholding in SSLEL:

Neither Sundae Capital, nor Sourabh Garg, Director of Sundae Capital who is signing this Report holds any equity share in SSLEL as on the date of signing of this Report or traded in its equity shares since the date of listing of equity shares of SSLEL.

Background of the SSLEL

1. SSLEL (“Target Company”) is a public limited company incorporated on January 13, 1933, under the Companies Act, 1913. Its CIN is L51909UP1933PLC146675. The name of the Target Company has not undergone any change in the last three years.
2. The registered office of the Target Company is located at Upper Doab Sugar Mills, Shamli – 247 776, Uttar Pradesh, India.
3. The Target Company is engaged in the business of manufacturing sugar and alcohol/ ethanol, with two manufacturing units in Shamli, Uttar Pradesh namely Upper Doab Sugar Mills and Shamli Distillery & Chemical Works.
4. The Equity Shares are listed on BSE (Scrip Code: 532879) since 2007. The ISIN of Equity Shares is INE117H01019.



**SIR SHADI LAL ENTERPRISES
LIMITED**

Open Offer transaction

Open offer for acquisition of up to 13,65,000 (Thirteen Lakh Sixty Five Thousand) (“Offer Shares”) fully paid-up equity shares of face value of Rs. 10 (Indian Rupees Ten only) each (“Equity Shares”), representing 26% (twenty six per cent) of the Voting Share Capital of Sir Shadi Lal Enterprises Limited (“Target Company”) from the Shareholders of the Target Company, by Triveni Engineering and Industries Limited (“Acquirer”) with an intention to acquire control of the Target Company pursuant to and in compliance with Regulations 3(1) and 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the “SEBI (SAST) Regulations” and reference to a particular “Regulation” shall mean the particular regulation of the SEBI (SAST) Regulations) (the “Offer” or “Open Offer”).

This detailed public statement (“DPS” or “Detailed Public Statement”) is being issued by Ambit Private Limited, the manager to the Open Offer (“Manager to the Offer” or “Manager”), for and on behalf of the Acquirer, to the Shareholders, in compliance with Regulations 3(1) and 4 read with Regulations 13(4), 14(3) and 15(2) of the SEBI (SAST) Regulations, and pursuant to the Public Announcement made on January 30, 2024 (“PA”), filed with the BSE Limited (“BSE”), Securities and Exchange Board of India (“SEBI”) on January 30, 2024 and sent to the Target Company on January 30, 2024.

The indicative activity schedule given in the Letter of Offer dated June 02, 2022 (“Original Schedule”) is as under:

Date of Public Announcement	January 30, 2024
Date of publication of Detailed Public Statement	February 06, 2024
Date of filing of Draft Letter of Offer with SEBI	February 12, 2024
Date of receipt of comments from SEBI on the Draft Letter of Offer	March 05, 2024
Identified Date	March 07, 2024
Last date for dispatch of the Letter of Offer to the Shareholders of the Target Company whose names appear on the Register of Members on the Identified Date	March 15, 2024
Last date by which a committee of independent directors of the Target Company is required to give its recommendation to the Shareholders of the Target Company for this Offer and the actual date of publication of the recommendations by the committee of independent directors in the revised schedule	March 20, 2024
Last date for upward revision of the Offer Price and/or the size of the Offer	March 20, 2024
Date of commencement of the Tendering Period (“Offer Opening Date”)	March 22, 2024
Date of closure of the Tendering Period (“Offer Closing Date”)	April 08, 2024
Last date of communicating the rejection/ acceptance and completion of payment of consideration or refund of Equity Shares to the Shareholders	May 03, 2024

Professional view: Sundae Capital

In terms of our Engagement and the Purpose of this Report, we hereby submit our views as under:

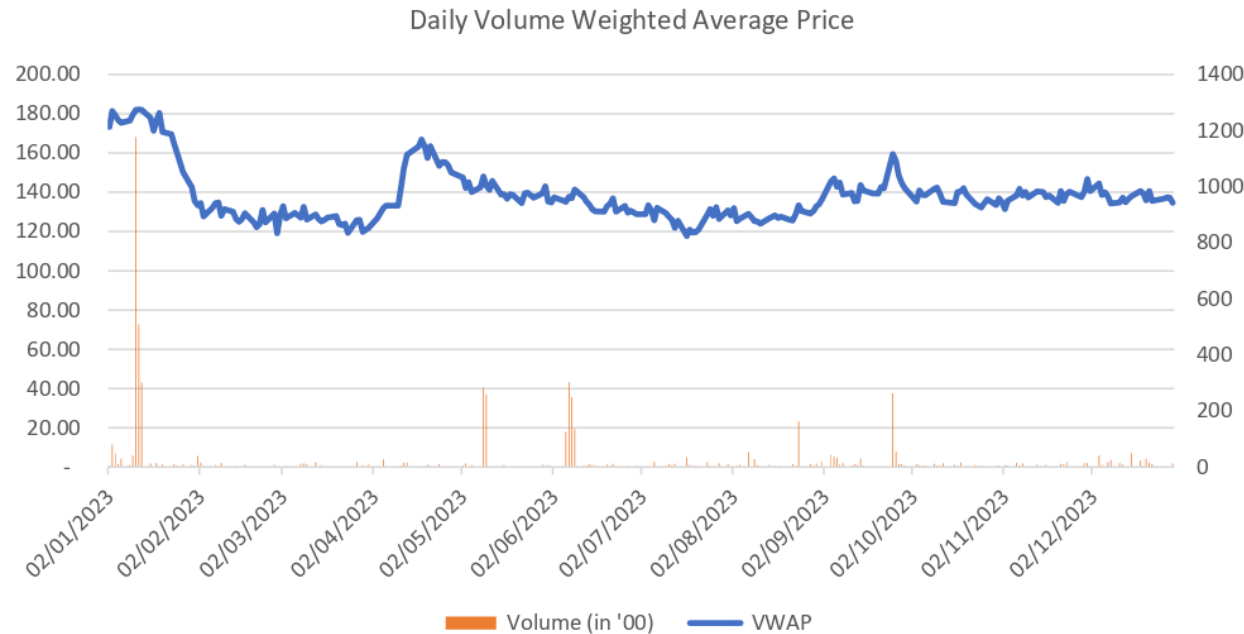
- ❖ The Acquirer had entered into the Share Purchase Agreement to acquire the equity shares of the Target Company from the Seller at a price of Rs. 262.15 (Rupees Two Hundred Sixty-Two and Paise Fifteen) per equity share.
- ❖ As on date of this Report, the summary of the trading in the equity shares of the Target Company, as traded on BSE is as under:

Cumulative number of equity shares traded from January 01, 2023 till December 31, 2023, i.e. the 12 months period preceding the Calander month in which public announcement was made	5,80,835
Number of outstanding equity shares of the Target Company	52,50,000
%age of equity shares traded to the total equity shares	11.06%

(Source: www.bseindia.com)

- ❖ Based on the above trading data, the equity shares of the Target Company are frequently traded in accordance with the SEBI SAST Regulations

- ❖ The summary information and movement of share price from January 01, 2023 till December 31, 2023, i.e. the 12 months period preceding the Calander month in which public announcement was made is as under:



High Price (on January 12, 2023)	Rs. 191.05
Low Price (on July 17, 2023)	Rs. 115.05

(Source: www.bseindia.com)

(In case of two days with the same high / low, the date with higher volume has been considered)

- ❖ As on the date of trigger of Open Offer and the Public Announcement given by the Acquirer to the shareholders of SSLEL, the summary of the calculation of minimum offer price, based on the Certificate dated 30th January 2024 issued by S S Kothari Mehta & Co., Chartered Accountants certifying the Offer Price computation is as under:

Sr. No.	Particulars	Price (INR per Equity Share)
A	<i>The highest negotiated price per share of the Target Company for any acquisition under the agreement attracting the obligation to make a PA of this Offer</i>	INR 262.15 ⁽¹⁾
B	<i>The volume weighted average price paid or payable by the Acquirer during the fifty-two weeks immediately preceding the date of the PA</i>	Not applicable ⁽²⁾
C	<i>The highest price paid or payable for any acquisition by the Acquirer during the twenty-six weeks immediately preceding the date of the PA</i>	Not applicable ⁽³⁾
D	<i>The volume weighted average market price per equity share of the Target Company for a period of sixty trading days immediately preceding the date of the PA as traded on the NSE, being the stock exchange where the maximum volume of trading in the equity shares of the Target Company are recorded during such period and such shares being frequently traded.</i>	INR 140.32 ⁽⁴⁾
E	<i>Where the equity shares are not frequently traded, the price determined by the Acquirer and the Manager to Offer taking into account valuation parameters including, book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies; and</i>	Not applicable ⁽⁵⁾
F	<i>The per equity share value computed under Regulation 8(5), if applicable.</i>	Not applicable ⁽⁶⁾



- (1) *As per the Share Purchase Agreement, details of which are given in the Letter of Offer*
- (2) *As per the details given in the Letter of Offer, no acquisition of shares has been made by Acquirers in the 52 (fifty two) weeks preceding the offer*
- (3) *As per the details given in the Letter of Offer, no acquisition of shares has been made by Acquirers in the 26 (twenty six) weeks preceding the offer*
- (4) *Calculated as per data available on the website of BSE.*
- (5) *Not applicable as the equity shares of the Client are frequently traded*
- (6) *Not applicable, as there is no indirect acquisition*

Conclusion

Particulars	Price per equity share (in Rs.)	Weights
Asset Approach (Annexure 1)	Rs. 1,221.70	100%
Market Approach (Annexure 2)	Rs. 541.13	N/A
The volume-weighted average market price of such shares for a period of sixty trading days immediately preceding the date of the public announcement as traded on BSE. (Annexure 3)	Rs. 140.32	N/A
Weighted Average Price	Rs. 1,221.70	

Based on our analysis, as described, and subject to the assumptions presented herein, the value of the company coming highest through Net Asset Value post considering Fair Value of Land so we are considering the same as benchmark of fair value and in our opinion the estimated fair value per share of the Company as on December 31, 2023 is INR 1,221.70 (Indian Rupees One Thousand Two Hundred Twenty One and Paise seventy Only).

We have no obligation to update this report or our conclusion of value for information that comes to our attention after the date of report.

Annexure 1 - Valuation of SSLEL as on December 31, 2023 via Asset Approach

Sir Shadi Lal Enterprises Limited			
<i>Calculation of Equity Value via the Adjusted Net Asset Value as of December 31, 2023</i>			
Amounts in INR Lakhs			
Particulars	Book Value	Adjustment	Fair Value
Non-Current Assets			
[a] Property, Plant and Equipment	52,696.73	37,781.55	90,478.28
[b] Capital work-in-progress	43.73	-	43.73
[c] Other intangible assets	16.46	-	16.46
[d] Financial assets			
[i] Investments	0.00	-	0.00
[ii] Trade receivables	-	-	-
[iii] Loans	0.50	-	0.50
[iv] Other financial assets	113.34	-	113.34
[e] Deferred tax assets (net)	6,881.11	-	6,881.11
[f] Other Non-current assets	-	-	-
Current Assets			
[a] Inventories	2,722.34	-	2,722.34
[b] Financial assets			
[i] Trade receivables	276.56	-	276.56
[ii] Cash and cash equivalents	396.83	-	396.83
[iii] Bank Balance other than cash and cash ec	164.39	-	164.39
[iv] Loans	-	-	-
[iv] Other financial assets	7.86	-	7.86
[c] Other current assets	4,513.08	-	4,513.08
Total Assets (A)	67,832.92	37,781.55	1,05,614.47

Non-Current Liabilities			
[a] Financial Liabilities			
[i] Borrowings	2,456.71	-	2,456.71
[b] Provisions	7,042.68	-	7,042.68
[c] Other non current liabilities	93.60	-	93.60
Current Liabilities			
[a] Financial Liabilities			
[i] Borrowings	2,209.18	-	2,209.18
[ii] Trade payables	24,077.25	-	24,077.25
[iii] Other financail liabilities	1,580.02	-	1,580.02
[iv] Other current liabilities	3,936.69	-	3,936.69
[b] Provisions	78.95	-	78.95
Total Liabilities (B)	41,475.08	-	41,475.08
Net Asset Value as of December 31, 2023 (INR Lakhs) (a)			64,139.39
Total number of outstanding Shares (b)			52,50,000
Value Per Share (INR) (a)/(b)			1,221.70

Note – Land value has been taken from Land valuation report dated January 15, 2024 by Er. S. K. Jain (As provided by the management of the Target Company)

Particulars	INR Lakhs	
	Book Value	Fair Value
Land	44,560.53	82,342.08

Abstract of Cost Valuation

S. no.	Particulars	area	Rs./sq. mtr.	Value
1	Main plant & Town ship	181161	45448	8233405128.00
2	Agriculture land in Harad Fatehpur	2230	360	802800.00
		183391.00	Total	823,42,07,928.00

(Rs. Eight hundred Twenty Three Crores , Forty Two Lacs & Seven Thousand only)

As a result of my appraisal and analysis, it is my considered opinion that the present market value of the above property in prevailing condition with aforesaid specifications is **Rs. 823.4207 Crores (Rs. Eight hundred Twenty Three Crores , Forty Two Lacs & Seven Thousand only)**. (Prevailing market rate valuing with details .

Place: Meerut
Date: 15-01-2024

Govt. Appr. Valuer
Er. S.K. Jain

Signature

(Name and Official seal of the Approved Valuer)

Annexure 2 - Valuation of SSLEL as on December 31, 2023 via Market Approach

	INR Lakhs
Particulars	
EV/Sales Multiple of listed peer companies	0.84
Discount	15%
Discounted Multiple	0.71
Average Sales (INR Lakhs)	47,653.18
Enterprise Value	33,842.45
Add: Cash and Cash Equivalents	561.22
Less: Borrowings	(5,994.52)
Add: Investments	0.00
Equity Value (INR Lakhs)	28,409.14
Total number of Equity Shares	52,50,000
Value per share (INR)	541.13



Annexure 3 - Calculation of relative share price for equity shares of SSLEL as per **Regulations 8(2) of the SEBI (SAST) Regulations**, based on the 60 trading days volume weighted average price prior to the date on which Public Announcement was given (i.e. January 30, 2024):

Date	Volume	Value (Rs.)
29-Jan-24	4,458	6,51,568
25-Jan-24	102	14,028
24-Jan-24	224	30,740
23-Jan-24	33	4,649
20-Jan-24	541	76,140
19-Jan-24	1,403	1,95,320
18-Jan-24	777	1,06,682
17-Jan-24	3,793	5,43,639
16-Jan-24	1,740	2,51,242
15-Jan-24	4,616	6,78,223
12-Jan-24	441	61,773
11-Jan-24	508	70,274
10-Jan-24	629	87,229
09-Jan-24	666	95,936
08-Jan-24	3,722	5,33,715
05-Jan-24	1,488	2,09,630
04-Jan-24	1,911	2,64,965
03-Jan-24	242	32,716
02-Jan-24	300	41,470
01-Jan-24	1,120	1,51,142
29-Dec-23	1,279	1,72,219

Date	Volume	Value (Rs.)
28-Dec-23	136	18,653
27-Dec-23	116	15,933
26-Dec-23	155	21,195
22-Dec-23	1,227	1,66,356
21-Dec-23	1,666	2,34,192
20-Dec-23	2,947	4,00,829
19-Dec-23	505	70,421
18-Dec-23	2,291	3,21,987
15-Dec-23	4,977	6,86,737
14-Dec-23	169	23,074
13-Dec-23	200	27,000
12-Dec-23	942	1,29,206
11-Dec-23	1,544	2,08,106
08-Dec-23	2,544	3,41,860
07-Dec-23	1,729	2,38,263
06-Dec-23	58	8,115
05-Dec-23	709	98,315
04-Dec-23	4,158	6,00,941
01-Dec-23	423	59,490
30-Nov-23	1,409	2,06,833
29-Nov-23	1,430	2,00,371

Date	Volume	Value (Rs.)
28-Nov-23	194	26,674
24-Nov-23	86	12,067
23-Nov-23	1,807	2,51,396
22-Nov-23	1,048	1,42,116
21-Nov-23	1,140	1,60,277
20-Nov-23	366	49,305
17-Nov-23	227	31,414
16-Nov-23	886	1,21,924
15-Nov-23	352	49,308
13-Nov-23	927	1,30,186
12-Nov-23	56	7,814
10-Nov-23	12	1,648
09-Nov-23	215	30,137
08-Nov-23	1,288	1,78,116
07-Nov-23	573	81,236
06-Nov-23	1,530	2,11,679
03-Nov-23	616	83,646
02-Nov-23	704	92,482
Total	71,355	1,00,12,602
VWAP		140.32

Information / Documents relied upon

For this Report, we have relied upon the following documents / information provided to us by the SSLEL:

- ❖ Copy of the Public Announcement dated February 10, 2024 issued by the Manager to the Open Offer on behalf of the Acquirer
- ❖ Copy of the draft Letter of Offer dated February 12, 2024 issued by the Acquirer
- ❖ Provisional financials of the company as on December 31, 2023
- ❖ Land fair market valuation report by Er. S. K. Jain (Govt. Approved Valuer), dated January 15, 2024;
- ❖ Other information as required and available in public domain.
- ❖ Share price data available on the website of BSE, i.e. www.bseindia.com

Thank You

For any details, the undersigned may be contacted:

Sourabh Garg, Director
Sundae Capital Advisors Private Limited

**1177, 11th Floor, VEGAS, Plot No. 6,
Sector 14 (North), Dwarka City Centre,
New Delhi - 110 075**

E-mail: sourabh@sundaecapital.com

Tel. No.: + 91 98 7134 0038