



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

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

Date: 16.03.2024

Sub: Submission of Recommendation by the Committee of Independent Directors pursuant to Regulation 26(7) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (SEBI (SAST) Regulations).
Ref: Public Announcement dated January 30, 2024 and Detailed Public Statement dated February 6, 2024, made by Triveni Engineering Industries Limited. ("Acquirer") to the Public Shareholders to acquire upto 1365000 fully paid-up equity shares of face value of Rs. 10 each of the Company at an offer Price of 262.15 per share, payable in Cash.

Dear Sirs,

We enclose herewith the written reasoned recommendation approved by the Committee of Independent Directors, at its meeting held on 16th March 2024, on the above referred Open Offer, pursuant to Regulation 26(7) of the SEBI (substantial Acquisition of Shares and Takeovers) Regulations, 2011.

The same will also be published in the following newspapers:

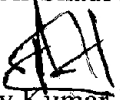
| Newspaper | Language | Edition |
|-------------------|----------|----------------|
| Financial Express | English | All Editions |
| Jansatta | Hindi | All Editions |
| Harit Shakti | Hindi | Shamli Edition |
| Navshakti | Marathi | Mumbai Edition |

We are also forwarding a copy of above recommendation to Ambit Private Limited, the Manager to the Open Offer and Board of Acquirer.

Request to kindly take the above on record in terms of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Thanking You,

Yours Faithfully
For Sir Shadi Lal Enterprises Limited


(Ajay Kumar Jain)
Company Secretary
FCS 5826

SIR SHADI LAL ENTERPRISES LIMITED
(Corporate Identity No. L51909UP1933PLC146675)
Regd. Office: UPPER DOAB SUGAR MILL ,SHAMLI , UP 247776
Ph.: 01398-250064 Fax: 01398-250032
Email Id: udsm_shamli@sirshadilal.com Website: www.sirshadilal.com

Recommendations of the Committee of Independent Directors (“**IDC**”) of SIR SHADI LAL ENTERPRISES LIMITED (“**Target Company**”) under Regulation 26(7) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto (“**SEBI (SAST) Regulations**”) on the Open Offer (as defined below) made by TRIVENI ENGINEERING & INDUSTRIES LIMITED (“**Acquirer**”) to the public shareholders of the Target Company.

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| 1. | Date | March 16 ,2024 |
| 2. | Name of the Target Company (TC) | SIR SHADI LAL ENTERPRISES LIMITED |
| 3. | Details of the Offer pertaining to the TC | <p>Open offer for the acquisition of up to 13,65,000 (Thirteen Lakh Sixty Five Thousand) fully paid-up equity shares of the Target Company having a face value of INR 10 (Indian Rupees Ten Only) each (“Equity Shares”) representing 26% of the total voting equity share capital of the Target Company at a price of Rs. 262.15 (Indian Rupees Two Hundred Sixty Two and Paise Fifteen only) per Equity Share (“Offer Price”) from the public shareholders of the Target Company (“Open Offer”).</p> <p>The public announcement dated January 30, 2024 (“PA”), the detailed public statement published on February 6, 2024 (“DPS”), the draft letter of offer dated February 12, 2024 (“DLOF”) have been issued by Ambit Private Limited on behalf of the Acquirer.</p> |
| 4. | Name(s) of the Acquirer and PAC with the Acquirer | <p>Acquirer: TRIVENI ENGINEERING & INDUSTRIES LIMITED</p> <p>There are no persons acting in concert with the Acquirer for the purposes of the Open Offer.</p> |
| 5. | Name of the Manager to the Open Offer | <p>Ambit Pvt. Ltd. is the managers to the Open Offer.</p> <p>Ambit Pvt. Ltd. Ambit House, 449, Senapati Bapat Marg, Lower Parel, Mumbai - 400013 Direct: 91-22-6860 1985 Fax: 91-22-3982 3020 Email: nikhil.bhiwapurkar@ambit.co Website: www.ambit.co SEBI registration no.: INZ000259334; CIN: U74140MH1997PTC107598</p> |

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| 6. | Members of the Committee of Independent Directors <i>(Please indicate the chairperson of the Committee separately)</i> | a. Shri Udit Pat Singhania b. Shri Tanmay Sharma c. Shri Ravi Malhotra | Chairman Member Member |
| 7. | IDC Member's relationship with the TC (Director, equity shares owned, any other contract/relationship), if any | Each of the members of the IDC are independent directors on the board of directors of the Target Company. a. None of the members of the IDC hold any equity shares or other securities of the Target Company; b. None of the members of the IDC have any other contracts or relationship with the Target Company. | |
| 8. | Trading in the equity shares/ other securities of the TC by IDC Members | None of the members of the IDC have traded in any of the equity shares/securities of the Target Company during the: (a) 12 months period preceding the date of the PA; and (b) period from the date of the PA till the date of this recommendation. | |
| 9. | IDC Member's relationship with the Acquirer (Director, equity shares, owned, any other contract/relationship), if any | None of the members of the IDC: a. are directors on the board of the Acquirer; b. hold any equity shares or other securities of the Acquirer; or c. Have any contracts/ relationship with the Acquirer. | |
| 10. | Trading in the equity shares/ other securities of the Acquirer by IDC Members | None of the members of the IDC have traded in any of the equity shares/securities of the Acquirer. | |
| 11. | Recommendation on the Open Offer, as to whether the offer is fair and reasonable | <p>The IDC has reviewed the PA, the DPS, and the LOF.</p> <p>The Committee was of the opinion that they may seek external professional advice in order to provide appropriate recommendation on the open offer. The Company had invited bids from the Merchant Bankers and it was mutually decided to appoint Sundae Capital Advisors Private Limited, a SEBI registered Category I Merchant Banker, to assist the IDC. Sundae Capital has provided an Independent professional Advice on the ongoing open offer dated March 16, 2024. The report has suggested two different values for the Equity Shares of the Company using two separate criteria, Sundae Capital mentions the price as per Asset Approach is Rs. 1221.70 and as per Market Approach is Rs. 541.13. In terms of Regulation 8(1), IDC may take into consideration highest of the two Values and base their recommendation accordingly.</p> <p>Two Committee Members out of Three members of IDC is of the opinion that the price of Rs. 1221.70 is a fair price for the Equity Shares of the Company.</p> | |

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| | | <p>The IDC is not aware of the criteria deployed by the Acquirer to arrive at the Valuation of Rs. 262.15 as open offer price and therefore cannot comment on the calculation. The rationale provided by the Sundae capital for calculation appears to be reasoned. Based on the above, the IDC is of the opinion that the Offer Price may not reflect the true picture and appears not to be fair and reasonable.</p> <p>Further, the IDC would like to draw attention of the shareholders that since the announcement of the Open Offer pursuant to the PA, the shares of the Target Company have been consistently trading on the stock exchanges at prices which are significantly higher than the Offer Price.</p> <p>The public shareholders of the Target Company should independently evaluate the Open Offer, market performance of the Target Company's shares and take their own informed decisions in respect of the Open Offer</p> |
| 12. | <p>Summary of reasons for recommendations (IDC may also invite attention to any other place, e.g. company's website, where its detailed recommendations along with written advice of the independent adviser, if any can be seen by the shareholder)</p> | <p>The IDC has reviewed the PA, the DPS, and the LOF.</p> <p>The Open Offer, on behalf of the Acquirer and PACs. Based on such review, the IDC noted that the Offer Price offered by the Acquirer appears not to be fair and reasonable.</p> <p>The Open Offer is for acquisition of publicly held equity shares of the Target Company. The shareholders have the option to tender the shares or remain invested in the Target Company. The IDC sought Independent professional Advice on the ongoing open offer from Sundae Capital Advisors Private Limited, a SEBI registered Category I Merchant Banker, who has given his valuation report dated 16.03.2024 determining the value of Equity Shares of the Company as per Asset Approach Rs. 1221.70 per Equity Shares.</p> <p>The IDC, however, suggests that shareholders of the Target Company should independently evaluate the Open Offer, market performance of the Target Company's shares and take informed decisions in respect of the Open Offer.</p> <p>Further, IDC would like to draw attention of the shareholders that post the Public Announcement dated January 30, 2024, the share price of the Company has increased, and the current share price is higher than the Offer Price.</p> <p>The shareholders are advised to independently evaluate the open offer and take an informed decision, whether or not to tender their equity shares in the open offer.</p> <p>This statement of recommendation will be available on the website of the Target Company at https://www.sirshadilal.com/other_disclosures.html</p> |

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| 13. | Disclosure of voting pattern of the IDC | The price of Rs. 1221.70 as suggested by Sundae Capital Advisors Private Limited was recommended by 2 members of IDC. One member of IDC recommended to follow market trend. |
| 14. | Details of Independent Advisors, if any | Sundae Capital Advisors Private Limited , SEBI registered, Category I Merchant Banker, was appointed by the IDC to provide its independent opinion with respect to the Offer Price. |
| 15. | Any other matter to be highlighted | None |

To the best of our knowledge and belief, after making proper enquiry, the information contained in or accompanying this statement is, in all material respect, true and correct and not misleading, whether by omission of any information or otherwise, and includes all the information required to be disclosed by the Target Company under the SEBI (SAST) Regulations.

**For and on behalf of the Committee of Independent Directors of
SIR SHADI LAL ENTERPRISES LIMITED**

Udit Pat Singhania

Mr. Udit Pat Singhania
DIN: 07984594
Chairman, Committee of Independent Directors

Place: Shamli
Date: March 16, 2024