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REF:TEIL:SE:

Date: 13th March, 2024

BSE Limited P.J. Tower, Dalal Street, Fort, MUMBAI - 400 001 Thru: BSE Listing Centre	National Stock Exchange of India Ltd., Exchange Plaza, Bandra-Kurla Complex, Bandra (E), MUMBAI - 400 051 Thru: NEAPS
STOCK CODE: 532356	STOCK CODE: TRIVENI
Sub: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations) – Second Corrigendum to Detailed Public Statement dated February 05, 2024 published on February 06, 2024 ("DPS") for Open Offer in connection with Sir Shadi Lal Enterprises Ltd.	

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI LODR Regulations, as amended, we hereby enclose copies of the relevant newspapers extracts regarding publication of the second corrigendum dated March 11, 2024 to DPS in all editions of 'Financial Express' and 'Jansatta' (English and Hindi newspapers), 'Harit Shakti' (Hindi daily published from Shamli, Uttar Pradesh) and 'Navshakti' (Marathi daily published from Mumbai) on March 12, 2024, in connection with the Open Offer by the Company for acquisition of up to 26% (twenty six per cent) of the Voting Share Capital (*as defined in the DPS*) of Sir Shadi Lal Enterprises Limited from its Shareholders (*as defined in the DPS*).

We request you to take the above information on record.

Thanking You,

Yours faithfully,

For Triveni Engineering & Industries Limited



Geeta Bhalla
Group Vice President &
Company Secretary
M.No.A9475

Encl: As above



SIR SHADI LAL ENTERPRISES LIMITED

Registered Office: Upper Doab Sugar Mills, Shamli – 247 776 (U.P.);
Corporate Office: World Trade Tower-B, Flat No. 720-A, C-1, Sector-16, Noida-201301 (U.P.)
Corporate Identification Number (CIN): L51909UP1933PLC146675;
Tel No.: 01398-250082, 01398-250063 | **Website:** www.sirshadilal.com

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 ₹ 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 second corrigendum announcement ("Second Corrigendum") is being issued by Ambit Private Limited ("Manager to the Offer" or "Manager"), for and on behalf of the Acquirer to the Shareholders of the Target Company, pursuant to completion of the Underlying Transaction.

This Second Corrigendum should be read in continuation of and in conjunction with:

- the public announcement in connection with the Open Offer, made by the Manager on behalf of the Acquirer on January 30, 2024 ("PA");
- the detailed public statement in connection with the Open Offer dated February 05, 2024, published on behalf of the Acquirer on February 06, 2024 in the Financial Express (English- all editions), Jansatta (Hindi- all editions), Harit Shakti (Hindi- Shamli edition), Navshakti (Marathi- Mumbai edition) ("DPS"); and
- the first corrigendum to the DPS dated February 10, 2024, in connection with the Open Offer, published on behalf of the Acquirer on February 12, 2024 in the Financial Express (English- all editions), Jansatta (Hindi- all editions), Harit Shakti (Hindi- Shamli edition), Navshakti (Marathi- Mumbai edition) ("First Corrigendum").

It is to be noted that the Manager has filed the draft letter of offer in connection with the Open Offer with the Securities and Exchange Board of India ("SEBI") on February 12, 2024 ("DLOF").

Capitalized terms used but not defined in this Second Corrigendum shall have the same meaning as assigned to such terms in the PA, DPS and/or First Corrigendum unless otherwise specified.

I. Update in relation to completion of the Underlying Transaction

- On January 30, 2024, the Acquirer entered into a Share Purchase Agreement with the Sellers to acquire 13,35,136 (Thirteen Lakhs Thirty Five Thousand One Hundred and Thirty Six) Equity Shares of the face value of ₹ 10 (Indian Rupees Ten only) each of the Target Company held by the Sellers, representing 25.43% (Twenty-Five point Four Three per cent) of the Voting Share Capital. The closing of the Share Purchase Agreement as stated in Paragraph 2(iii)(c) of Part II (Background to the Open Offer) of the DPS provides, 'Completion of the Underlying Transaction will be simultaneous with the completion of the Open Offer, unless the Sellers notify the Acquirer within 15 Working Days of the DPS, for the completion to be on the 21st Working Day after the publication of the DPS'.
- In furtherance of the Share Purchase Agreement and the letters amongst the Sellers and the Acquirer, on March 11, 2024, the Sellers and Acquirer have completed the Underlying Transaction and the Acquirer has acquired 13,35,136 (Thirteen Lakhs Thirty Five Thousand One Hundred and Thirty Six) Equity Shares held by the Sellers, representing 25.43% (Twenty-Five point Four Three per cent) of the Voting Share Capital of the Target Company.
- The completion of the Underlying Transaction is in compliance with Regulation 22(2) of the SEBI (SAST) Regulations which permits completion of acquisition of shares under the relevant agreement after expiry of 21 (Twenty-one) Working Days from the date of the detailed public statement, subject to deposit of 100% of the open offer consideration in the escrow account.

II. Update in relation to Financial Arrangements

In accordance with Regulation 17 and 22 of SEBI (SAST) Regulations, the cash deposited in the Escrow Account is enhanced by an amount of INR 26,78,34,750 (INR Twenty Six Crore Seventy Eight Lakh Thirty Four Thousand Seven Hundred Fifty only) ("Additional Amount"). After this additional deposit, the total value in the Escrow Account is ₹ 35,78,34,750 (Indian Rupees Thirty Five Crore Seventy Eight Lakh Thirty Four Thousand Seven Hundred and Fifty only), being Maximum Consideration i.e. 100% (Hundred per cent) of the open offer consideration for acquisition of 13,65,000 Equity Shares, at the Offer Price of ₹ 262.15 (Indian Rupees Two Hundred Sixty Two and Fifteen Paise only). This Additional Amount has been invested in an interest-bearing fixed deposit and marked in favour of the Manager to the Offer, as confirmed by the Escrow Bank vide letter dated March 06, 2024. After this additional deposit, the total value in the interest bearing fixed deposit marked in favour of the Manager to the Offer is ₹ 35,78,34,750 (Indian Rupees Thirty Five Crore Seventy Eight Lakh Thirty Four Thousand Seven Hundred and Fifty only).

III. Update in relation to conditions of withdrawal of the Open Offer

In light of completion of the Underlying Transaction, Paragraph 12 of Part D (Details of the Open Offer) of Part I (Acquirer, Sellers, Target Company and Open Offer) of the DPS, in relation to withdrawal of the Open Offer shall stand deleted.

IV. Update in relation to Shareholding and Acquisition Details

The current and proposed shareholding of the Acquirer in the Target Company and the details of their acquisition are as follows:

Details of the Shareholding	Acquirer	
	No of Equity Shares	Percentage (%)*
Shareholding as on the date of the PA	Nil	Nil
Equity Shares acquired between the date of the PA and the date of this DPS	Nil	Nil
Shareholding after the completion of the Underlying Transaction on March 11, 2024	13,35,136	25.43% of the Voting Share Capital
Post Offer shareholding on fully diluted basis as of 10 th Working Day after closing of Tendering Period (assuming no Equity Shares tendered in the Open Offer).	13,35,136	25.43% of the Voting Share Capital
Post Offer shareholding on fully diluted basis as of 10 th Working Day after closing of Tendering Period (assuming full acceptance in the Offer)	27,00,136	51.43% of the Voting Share Capital

* Percentage shareholding of Sellers rounded off to 2 decimal places.

V. Other Information

- All other terms and conditions of the Open Offer as set out in the DPS and First Corrigendum remain unchanged.
- The Acquirer and its directors in their capacity as directors of the Acquirer accept the responsibility for the information contained in this Second Corrigendum and also accept responsibility for the obligations of the Acquirer as set out in the SEBI (SAST) Regulations in respect of the Open Offer.
- A copy of this Second Corrigendum will also be available on the SEBI website at www.sebi.gov.in along with the PA, DPS, First Corrigendum and DLOF.
- For further information, please refer to the Letter of Offer to be issued by the Acquirer.

ISSUED BY MANAGER TO THE OPEN OFFER:



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Telephone: + 91 22 6623 3030, **Email:** ts.openoffer@ambit.co
Contact Person: Nikhil Bhiwapurkar/Siddhesh Deshmukh;
Website: www.ambit.co, **SEBI Registration No.:** INM000010585

