BEHARI LAL ENGINEERING LIMITED
Corporate Identification Number: U27109PB1995PLC016490

REGISTERED OFFICE	CORPORATE OFFICE	CONTACT PERSON	E-MAIL AND TELEPHONE	WEBSITE
Village Salani, Amloh Road, Mandi Gobindgarh, Punjab-147 301, India.	B-9, Surajmal Vihar, Vikas Marg Extension, Near Leela Ambience Convention Hotel, East Delhi, Delhi -110 092, India.	Sanjeev Kumar Sehgal, Company Secretary and Compliance Officer	**Email:** cs@beharilalgroup.com **Tel:** +91 17655 20694	www.beharilalengineering.com

OUR PROMOTERS: PARKASH CHAND GARG, RAJESH GARG, DINESH GARG, LOVLISH GARG AND BHUVNESH GARG

DETAILS OF THE OFFER

TYPE	FRESH ISSUE SIZE	OFFER FOR SALE SIZE	TOTAL OFFER SIZE	ELIGIBILITY AND SHARE RESERVATION AMONG QIBs, NIIs AND RIIs
Fresh Issue and Offer for Sale	Up to [●] Equity Shares of face value of ₹ 10 each aggregating up to ₹ 930.00 million	Up to 7,320,001 Equity Shares of face value of ₹ 10 each aggregating up to ₹ [●] million	Up to [●] Equity Shares, of face value of ₹ 10 each aggregating up to ₹ [●] million	The Offer is being made pursuant to Regulation 6(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**SEBI ICDR Regulations**). For further details, see *'Other Regulatory and Statutory Disclosures - Eligibility for the Offer'* on page 510 of the Red Herring Prospectus. For details in relation to share reservation among QIBs, NIIs and RIIs, see *'Offer Structure'* on page 531 of the Red Herring Prospectus.

DETAILS OF THE OFFER FOR SALE BY SELLING SHAREHOLDERS

NAME OF THE SELLING SHAREHOLDERS	TYPE	NO. OF EQUITY SHARES BEING OFFERED / AMOUNT	WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARES* (IN ₹)
Rajesh Garg	Promoter Selling Shareholder	Up to 1,943,623 Equity Shares of face value of ₹ 10 each aggregating up to ₹ [●] million	1.12
Lovlish Garg	Promoter Selling Shareholder	Up to 350,000 Equity Shares of face value of ₹ 10 each aggregating up to ₹ [●] million	2.72
Yogita Garg	Promoter Group Selling Shareholder	Up to 2,143,623 Equity Shares of face value of ₹ 10 each aggregating up to ₹ [●] million	4.08
Dinesh Kumar Garg HUF	Promoter Group Selling Shareholder	Up to 150,000 Equity Shares of face value of ₹ 10 each aggregating up to ₹ [●] million	5.18
SG Tech Engineering Private Limited	Investor Selling Shareholder	Up to 2,732,755 Equity Shares of face value of ₹ 10 each aggregating up to ₹ [●] million	89.65

* *As certified by M/s Ashwani & Associates, Chartered Accountant (Firm No. 000497N), pursuant to a certificate dated August 6, 2026.*

RISKS IN RELATION TO THE FIRST OFFER

This being the first public issue of the Equity Shares of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹ 10 each. The Floor Price, the Cap Price and the Offer Price as determined and justified by our Company, in consultation with the BRLMs, on the basis of the assessment of market demand for the Equity Shares of face value of ₹ 10 each by way of the Book Building Process, in accordance with the SEBI ICDR Regulations, and as stated under '*Basis for the Offer Price*' on page 154 of the Red Herring Prospectus should not be taken to be indicative of the market price of the Equity Shares of face value of ₹ 10 each after the Equity Shares of face value of ₹ 10 each are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares of face value of ₹ 10 each or regarding the price at which the Equity Shares of face value of ₹ 10 each will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares of face value of ₹ 10 each in the Offer have not been recommended or approved by the Securities and Exchange Board of India (**SEBI**), nor does SEBI guarantee the accuracy or adequacy of the contents of the Red Herring Prospectus. Specific attention of the investors is invited to '*Risk Factors*' on page 24 of the Red Herring Prospectus.

ISSUER'S AND SELLING SHAREHOLDERS ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that the Red Herring Prospectus contains all information with regard to our Company and the Offer which is material in the context of the Offer, that the information contained in the Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which make the Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. Further, each of the Selling Shareholders, severally and not jointly, accepts responsibility for and confirms the statements specifically made or undertaken expressly by such Selling Shareholder in the Red Herring Prospectus only to the extent of information specifically pertaining to them and their respective portion of the Offered Shares and assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect. Each Selling Shareholder, severally and not jointly, assumes no responsibility for any other statements and undertakings in the Red Herring Prospectus, including, without limitation, any other statements and undertakings made by or relating to our Company or our Company's business or any other Selling Shareholders or any other person, in the Red Herring Prospectus.

LISTING

The Equity Shares of face value of ₹ 10 each to be offered through the Red Herring Prospectus are proposed to be listed on the BSE Limited (**BSE**) and the National Stock Exchange of India Limited (**NSE**, and together with the BSE, the **Stock Exchanges**). For the purposes of the Offer, NSE is the Designated Stock Exchange. A signed copy of the Red Herring Prospectus and the Prospectus shall be delivered to the RoC for filing in accordance with Section 26(4) and Section 32 of the Companies Act. For details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus up to the Bid/Offer Closing Date, see '*Material Contracts and Documents for Inspection*' on page 573 of the Red Herring Prospectus.

BOOK RUNNING LEAD MANAGERS

LOGO	NAME OF THE BOOK RUNNING LEAD MANAGERS	CONTACT PERSON	E-MAIL AND TELEPHONE
Emkay Your success is our success	Emkay Global Financial Services Limited	Deepak Yadav/ Vimal Maniyar	**E-mail:** blel.ipo@emkayglobal.com **Tel:** +91 22 6612 1212
SYSTEMATIX GROUP™ Investments Re-defined	Systematix Corporate Services Limited	Jinal Sanghvi/ Mohit Ladkani	**E-mail:** mb.ipo@systematixgroup.in **Tel:** +91 22 6704 8000

REGISTRAR TO THE OFFER

LOGO	NAME OF THE REGISTRAR	CONTACT PERSON	E-MAIL AND TELEPHONE
MUFG MUFG Intime	**MUFG Intime India Private Limited** *(formerly Link intime India Private Limited)*	Shanti Gopalkrishnan	**E-mail:** beharilalengineering.ipo@in.mpms.mufg.com **Tel:** +91 810 811 4949

BID/OFFER PERIOD

ANCHOR INVESTOR BIDDING DATE	Tuesday, August 11, 2026	BID/OFFER OPENS ON	Wednesday August 12, 2026	BID/OFFER CLOSES ON**^	Friday, August 14, 2026

^ *UPI mandate end time and date shall be at 5:00 pm, on Bid/Offer Closing Date.*

IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE RED HERRING PROSPECTUS

Please scan this QR code to view the Red Herring Prospectus and this Abridged Prospectus.	The following is a general summary of certain disclosures and the terms of the Offer in the Red Herring Prospectus and is not exhaustive, nor does it purport to contain a summary of all the disclosures in the Red Herring Prospectus or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in the Red Herring Prospectus, which is available at the websites of SEBI at www.sebi.gov.in, National Stock Exchange of India Limited and BSE Limited at www.nseindia.com and www.bseindia.com, respectively, the Company at www.beharilalengineering.com/investors and the BRLMs at www.emkayglobal.com, and www.systematixgroup.in. References below to page numbers are to page numbers of the Red Herring Prospectus dated August 6, 2026. Unless otherwise specified all capitalized terms used herein and not specifically defined bear the same meaning as ascribed to them in the Red Herring Prospectus.

1. Summary of the primary business

a. Business overview including products offered by our Company

We are an integrated iron and steel manufacturing company specializing in customized engineering solutions. Our precision engineered components for critical industrial applications comprise metal rolls, engineering castings, alloy steel products and forging ingots and forged shafts/blocks.

b. Industries served and customers of our Company

Our precision engineered products find application across diverse industries such as automobile, steel, mining, infrastructure and construction, power, aerospace and defence and cement. As of March 31, 2026, we have catered to 1,825 customers. During Fiscal 2026, Fiscal 2025 and Fiscal 2024, 364 customers, 378 customers and 366 customers, respectively, were repeat customers.

c. Segment reporting and revenue contribution

Our Company is an integrated iron and steel manufacturing company specializing in customized engineering solutions. Set out below is the revenue break-up by product segment:

Particulars	Fiscal 2026		Fiscal 2025		Fiscal 2024	
	Revenue (₹ million)	% of revenue from operations	Revenue (₹ million)	% of revenue from operations	Revenue (₹ million)	% of revenue from operations
Alloy Steel Products	2,446.10	45.81	2,582.09	50.84	2,277.54	51.06
Metal Rolls	1,407.41	26.35	1,247.67	24.56	1,131.91	25.37
Engineering Castings	1,043.39	19.54	901.06	17.74	796.75	17.86
Forging Ingots and Forged Shafts / Blocks	234.75	4.40	116.28	2.29	21.49	0.48
Job Work Income	125.66	2.35	132.57	2.61	128.88	2.89
Others*	82.94	1.55	99.45	1.96	104.27	2.34
Total	**5,340.25**	**100.00**	**5,079.12**	**100.00**	**4,460.84**	**100.00**

**'Others' includes high sea sales, traded goods and sale of by-products.*

d. Key geographies served

Since April 1, 2024, in addition to domestic customers we have exported our precision engineered components across 5 continents and in 21 countries viz., Afghanistan, Brazil, Finland, France, Germany, Ireland, Mexico, Nepal, Nigeria, South Africa, Tanzania, Togo, Uganda, UAE, USA, Kenya, Ghana, Mozambique, Cote D' Ivoire, Zimbabwe and Djibouti.

e. Revenue concentration among top 5 customers

Set out in the table below are details of the revenue generated by us from our top 5 customers in Fiscal 2026, Fiscal 2025 and Fiscal 2024.

Particulars	**Fiscal 2026**		**Fiscal 2025**		**Fiscal 2024**	
	Amount (₹ million)	**% of revenue from Operations**	**Amount (₹ million)**	**% of revenue from Operations**	**Amount (₹ million)**	**% of revenue from Operations**
Top 5 customers	1,361.24	25.49	1,413.11	27.82	1,242.75	27.86

f. Key manufacturing and other facilities

Our Company operates through two integrated manufacturing divisions (i) Steel Melting Shop (**SMS**) and Foundry Division which is situated at Village Salani, Amloh Road, Mandi Gobindgarh, Fatehgarh Sahib, Punjab – 147 301, India; and - Rolling Mill Division which is situated at Village Turan, Amloh Road, Mandi Gobindgarh, Fatehgarh Sahib, Punjab – 147 301, India. We have recently commenced construction for our third manufacturing unit at Village Salani, Tehsil Amloh, Mandi Gobindgarh, District Fatehgarh Sahib, Punjab. For details, see *'Our Business – Property'* at page 334 of the Red Herring Prospectus.

g. Business strengths and strategies

Strengths

a. Long standing relationships with a large number of customers spread across a wide array of end-user industries with stringent qualification processes;

b. Diversified product portfolio catering to varied application industries;

c. Strategically located Manufacturing Facilities with advanced equipment and robust overlapping processes which enables high capacity utilisation;

d. Robust presence in the steel manufacturing industry leveraging on the legacy and experience of our Company's Promoters and strong domain expertise of our management team; and

e. Track record of financial performance and consistent growth.

Strategies

i. Augmenting increasing our installed capacity in line with our expected business growth;

ii. Optimising our product portfolio to cater more to higher value products and value added products;

iii. Broaden our end-user industries base and export market by capitalizing on growth in the metal rolls and engineering casting industry; and

iv. Increasing our wallet share with our customers by introducing new products and grades.

For details, see '*Our Business*' on page 302 of the Red Herring Prospectus.

2. **Summary of the industry**

According to CRISIL, India's alloy steel production witnessed robust growth from FY2020 to FY2026, with a Compound Annual Growth Rate (CAGR) of 22.7%. Looking forward to FY31, India's alloy steel market is poised for significant growth, with alloy long steel consumption projected to increase at a CAGR of 5-7% and alloy flat steel expected to grow at a higher CAGR of 8-10%. India's metal rolls demand saw a robust growth of 7.9% (CAGR) over fiscals 2020-2026. It is projected to increase at a CAGR of ~6.5-8.5% during fiscals 2026-2031 and reach ~132-158 KT in Fiscal 2031. The castings demand in India stood at 10.3 million tons during fiscal 2020 and reached ~13.5 million tons during fiscal 2024, registering a CAGR of 6.9%.

For details, see '*Industry Overview*' on page 180 of the Red Herring Prospectus.

3. **Promoters of our Company**

PROMOTERS OF OUR COMPANY			
Sr. No.	**Name**	**Individual/Corporate**	**Experience & Educational Qualifications**
1.	Parkash Chand Garg	Individual	**Experience**: He has been associated with our Company as a director since its incorporation and has around 30 years of experience in steel industry. **Educational Qualification:** He holds a Degree in Arts from Government Mohindra College, Patiala.
2.	Rajesh Garg	Individual	**Experience:** He has been associated with our Company as Vice Chairman and Non-Executive Director since February 25, 2025. He was previously associated with our Company as a director. He is currently associated with BLC Metals Private Limited as well as a director. He has around 28 years of experience in the steel industry. **Educational Qualification:** He holds a Bachelor's Degree in Arts from DAV College, Chandigarh.
3.	Dinesh Garg	Individual	**Experience:** He has been associated with our Company since 1995 and is responsible for managing the day-to-day business of our Company. He has around 30 years of experience in steel industry. **Educational Qualification:** He holds a Bachelor's Degree in Commerce from Panjab University. He holds a certificate in management (owner manager programme) from S.P. Jain Institute of Management and Research.
4.	Lovlish Garg	Individual	**Experience:** He was previously associated with Parkash Multimetals Private Limited as a director. He has been associated with our Company since 2016 and is responsible for overall management and administration in our Company. He has around 13 years of experience in the steel manufacturing industry. **Educational Qualification:** He holds a Bachelor's Degree in Arts from University of Delhi. He has also completed post-graduation in family managed business from S.P. Jain Institute of Management & Research.
5.	Bhuvnesh Garg	Individual	**Experience**: He has been associated with our Company since October 1, 2019 and was appointed as Chief Executive Officer with effect from November 4, 2024. Prior to joining our Company, he was associated with Parkash Multimetals Private Limited as a director. He is responsible for overall management, strategic direction and financial performance of our Company and has around 8 years of experience. **Educational Qualification:** He holds a Bachelor's Degree in Business Administration from Amity University, Uttar Pradesh. He has also completed a Post Graduate Program in Global Family Managed Business from S P Jain School of Global Management.

For details, see '*Our Promoters and Promoter Group*' on page 376 of the Red Herring Prospectus.

4. **Objects of the Offer**

The Net Proceeds are proposed to be used in accordance with the details provided in the below table:

(in ₹ million)

Sr. No.		**Particulars**	**Estimated utilisation from Net Proceeds**
1.		Funding capital expenditure requirement for:	
	i.	purchase and installation of new equipment / machinery (including computers, printers and computer peripherals) along with civil work for such installation at Manufacturing Facility 1	195.89
	ii.	purchase and installation of new roof-top solar panels at Manufacturing Facility 1	34.00
	iii.	purchase and installation of new equipment / machinery along with civil work for such installation at Manufacturing Facility 2	366.50
	iv.	purchase and installation of new roof-top solar panels at Manufacturing Facility 2	34.00
2.		Repayment and/ or pre-payment, in full or part, of certain borrowings availed by our Company	5.70
3.		General corporate purposes(1)(2)	[●]
Net Proceeds			**[●]**

(1) *The amount to be utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds.*
(2) *To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC.*

For further details, see '*Objects of the Offer*' on page 132 of the Red Herring Prospectus.

5. **Pre and post offer shareholding of our Promoters, members of the Promoter Group and top 10 shareholders**

Set out below is the pre and post shareholding of our Promoters, members of the Promoter Group and top 10 shareholders as of the date of allotment:

Sr. No.	**Pre-Offer shareholding**			**Post Offer shareholding as at the date of Allotment**			
	Name of Shareholders	**Number of Equity Shares of face value of ₹ 10 each (1)**	**Shareholding (in %)(1)**	**At the lower end of the price band (₹ [●])**		**At the upper end of the price band (₹ [●])**	
				Number of Equity Shares of face value of ₹ 10 each (2)	**Shareholding (in %) (2)**	**Number of Equity Shares of face value of ₹ 10 each (2)**	**Shareholding (in %) (2)**
Promoters							
1.	Lovlish Garg*	5,532,125	14.17	[●]	[●]	[●]	[●]
2.	Dinesh Garg	4,072,195	10.43	[●]	[●]	[●]	[●]
3.	Rajesh Garg*	3,897,115	9.98	[●]	[●]	[●]	[●]
4.	Parkash Chand Garg	2,798,160	7.17	[●]	[●]	[●]	[●]
5.	Bhuvnesh Garg	2,201,550	5.64	[●]	[●]	[●]	[●]
Sub-Total (**A**)		**18,501,145**	**47.39**	[●]	[●]	[●]	[●]
Promoter Group							
1.	Anju Garg	3,686,865	9.44	[●]	[●]	[●]	[●]
2.	Dinesh Kumar Garg HUF*	2,967,125	7.60	[●]	[●]	[●]	[●]
3.	Yogita Garg*	3,359,600	8.61	[●]	[●]	[●]	[●]
4.	Kanav Garg	3,177,750	8.14	[●]	[●]	[●]	[●]
5.	Rajesh Kumar Garg HUF	1,966,120	5.04	[●]	[●]	[●]	[●]
6.	Lovlish Garg HUF	695,000	1.78	[●]	[●]	[●]	[●]

Sr. No.	Pre-Offer shareholding			Post Offer shareholding as at the date of Allotment			
	Name of Shareholders	Number of Equity Shares of face value of ₹ 10 each (1)	Shareholding (in %)(1)	At the lower end of the price band (₹ [●])		At the upper end of the price band (₹ [●])	
				Number of Equity Shares of face value of ₹ 10 each (2)	Shareholding (in %) (2)	Number of Equity Shares of face value of ₹ 10 each (2)	Shareholding (in %) (2)
7.	Pratibha Goyal	198,880	0.51	[●]	[●]	[●]	[●]
8.	Ridhisha Achal Bansal	1,000	Negligible	[●]	[●]	[●]	[●]
Sub-Total (**B**)		**16,052,340**	**41.12**	[●]	[●]	[●]	[●]
Public shareholders (top 10 Shareholders)							
1.	SG Tech Engineering Private Limited*	3,903,935	10.00	[●]	[●]	[●]	[●]
2.	Anubhav Gupta Investments (through Anubhav Gupta)	260,260	0.67	[●]	[●]	[●]	[●]
3.	Aakarsh Goyal	191,515	0.49	[●]	[●]	[●]	[●]
4.	Anubhav Gupta Ventures (through Anubhav Gupta)	130,130	0.33	[●]	[●]	[●]	[●]
Sub-Total (**C**)		**4,485,840**	**11.49**	[●]	[●]	[●]	[●]
Other Public shareholders							
1.	Others	-	-	[●]	[●]	[●]	[●]
Sub-Total (**D**)		-	-	[●]	[●]	[●]	[●]
Total (A + B + C + D)		**39,039,325**	**100.00**	[●]	[●]	[●]	[●]

**Also, Selling Shareholders*

Note: To be updated at Prospectus stage

(1) *This will include any transfers of Equity Shares of face value of ₹ 10 each by existing Shareholders until the date of the Prospectus.*

(2) *Based on the Offer price of ₹ [●] and subject to finalisation of the basis of allotment.*

(3) *To be updated at Prospectus stage.*

6. Summary of Restated Financial Information

(in ₹ million, unless otherwise stated)

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Equity share capital	390.39	78.08	48.59
Net worth(1)	3,060.99	2,416.16	1,936.59
Revenue from operations	5,340.25	5,079.12	4,460.84
EBITDA(2)	1,013.28	813.12	609.86
Profit/ (loss) after tax for the year	646.36	529.51	357.91
Earnings / (Loss) per Equity Share			
- Basic (in ₹)(3)(5)	16.56	13.56	10.07
- Diluted (in ₹)(4)(5)	16.56	13.56	10.07
Return on net worth (%)(6)	21.12	21.92	18.48
Net asset value per Equity Share (in ₹ per share)(7)	78.41	61.89	54.47

Particulars	Fiscal 2026	Fiscal 2025	Fiscal 2024
Total Borrowings [(8)]	177.77	75.77	412.13
Cash flow from operating activities	275.38	618.86	371.44
Cash flow from investing activities	(375.65)	(196.75)	(523.78)
Cash flow from financing activities	87.10	(402.23)	137.65

(1) *'Net Worth' means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation except the goodwill emanating out of amalgamation has not been considered*

(2) *EBITDA is profit before tax plus depreciation, and amortization expense and finance cost.*

(3) *Basic Earnings per share (₹) = Net profit/ (loss) after tax, as restated attributable to equity shareholders divided by weighted average number of Equity Shares of face value of ₹ 10 each outstanding during the year (after adjusting for bonus shares) as per Ind AS 33 – Earnings per share.*

(4) *Diluted Earnings per share (₹) = Net profit / (loss) after tax, as restated attributable to equity shareholders divided by weighted average number of diluted Equity Shares of face value of ₹ 10 each (after adjusting for bonus shares) outstanding during the year as per Ind AS 33 – Earnings per share.*

(5) *EPS has been calculated in accordance with the Indian Accounting Standard 33 – 'Earnings per share' notified under the Companies (Indian Accounting Standards) Rules, 2015 after adjusting for bonus shares.*

(6) *Return on Net Worth (%) = Net Profit after tax, for the year divided by Net worth as at the end of the year.*

(7) *Net Asset Value per Equity Share = Net Worth at the end of the year divided by weighted average number of Equity Shares. Weighted average number of Equity Shares (after adjusting for bonus shares) of face value of ₹ 10 each represents the shares used for computing Basic EPS.*

(8) *Total borrowing excludes interest accrued and due on borrowings.*

For further details, see '*Restated Financial Statements*' on page 384 of the Red Herring Prospectus.

7. Summary of Key Performance Indicators

A list of our Key Performance Indicators for Fiscal 2026, Fiscal 2025 and Fiscal 2024 is set out below:

Particulars	Units	As of and for the financial year ended March 31, 2026	As of and for the financial year ended March 31, 2025	As of and for the financial year ended March 31, 2024
Financial Parameters				
Revenue from operations	(₹ in million)	5,340.25	5,079.12	4,460.84
EBITDA	(₹ in million)	1,013.28	813.12	609.86
EBITDA Margin	%	18.97	16.01	13.67
PAT	(₹ in million)	646.36	529.51	357.91
PAT Margin	%	12.10	10.43	8.02
Cash Profit	(₹ in million)	794.17	624.32	484.11
Net worth	(₹ in million)	3,060.99	2,416.16	1,936.59
Net Debt	(₹ in million)	166.35	51.18	407.43
Debt Equity Ratio	In times	0.06	0.03	0.21
ROCE (%)	%	27.11	28.24	21.98
ROE (%)	%	23.60	24.31	22.83
Operational Parameters				
Inventory Days	In days	57	42	34
Debtor days	In days	60	56	67
Creditor days	In days	24	26	12
Cash Conversion Cycle	In days	93	72	89
Fixed Asset Turnover ratio	In times	6.00	6.79	7.02
Sales volume	MT	88,152.20	89,103.48	82,042.18
Sales Volume Growth	%	(1.07)	8.61	18.76
EBITDA per ton	(₹)	11,494.66	9,125.51	7,433.60
Debt/ EBITDA	X times	0.18	0.09	0.68
Asset Turnover/ Gross Block	X times	4.38	5.30	5.93

Notes:

*1.**Revenue from Operations** – Income earned from the company's principal business activities during the period, net of returns, trade discounts, and applicable GST, excluding other income from non-operating sources.*

*2. **EBITDA** – The sum of profit before tax, depreciation and amortisation, and finance cost*

*3. **EBITDA Margin (%)** – EBITDA expressed as a percentage of revenue from operations*
*4. **PAT (Profit After Tax)** – Net profit for the period after deducting all expenses, depreciation, amortisation, finance costs, and taxes from total income.*
*5. **PAT Margin (%)** – PAT expressed as a percentage of revenue from operations; shows the net profitability after all costs and taxes.*
*6. **Cash Profit** – Calculated as the sum of PAT, depreciation, amortisation, and adjusting other non-cash incomes and expenses.*
*7. **Net Worth** – The sum of equity share capital and reserves & surplus (excluding revaluation reserves), reduced by accumulated losses and deferred/miscellaneous expenditure not written off*
*8. **Net Debt** – Total borrowings (long-term and short-term) less cash and cash equivalents*
*9. **Debt-Equity Ratio** – Total debt (long term and short term borrowings) divided by net worth*
*10. **ROCE (Return on Capital Employed) (%)** – Return on Capital Employed (ROCE) is calculated as Earnings Before Interest and Taxes (EBIT) divided by capital employed.*
*11. **ROE (Return on Equity) (%)** – PAT expressed as a percentage of average shareholder equity.*
*12. **Inventory Days** – (Average inventory ÷ Cost of goods sold) × 365; represents the average number of days inventory is held before being sold.*
*13. **Debtor Days** – (Average trade receivables ÷ Revenue from operations) × 365; indicates the average number of days taken to collect payments from customers.*
*14. **Creditor Days** – (Average trade payables ÷ Cost of goods sold) × 365; indicates the average number of days the company takes to pay its suppliers.*
*15. **Cash Conversion Cycle (Days)** – Inventory days plus debtor days minus creditor days*
*16. **Fixed Asset Turnover Ratio** – Revenue from operations divided by average tangible fixed assets;*
*17. **Sales Volumes (KTPA / MTPA)** – Physical quantity of goods sold during the reporting period, expressed in tonnes per annum.*
*18. **Sales Volume Growth (%)** – ((Current period sales volume – Previous period sales volume) ÷ Previous period sales volume) × 100*
*19. **EBITDA per ton (₹)** – EBITDA divided by total sales volume in tonnes;*
*20. **Debt / EBITDA** – Total debt divided by EBITDA; reflects the number of years required to repay debt from operating earnings*
*21. **Asset Turnover / Gross Block** – Revenue from operations divided by gross block (total cost of fixed assets before depreciation)*

For further details, please refer to the section titled *'Basis for the Offer Price'* on page 154 of the Red Herring Prospectus.

8. Risk Factors

The following are the top 10 internal risk factors as disclosed in the RHP:

a. **Customer Concentration Risk:** Our Company generates significant revenues from our top 10 customers, and in Fiscals 2026, 2025 and 2024, revenue from our top 10 customers was ₹ 2,029.21 million, ₹ 2,027.16 million and ₹ 1,686.51 million constituting 38.00%, 39.91% and 37.81%, respectively, of our revenue from operations. Our Company does not enter into long term contracts with our customers and the loss of such customers or a significant reduction in our revenue from such customers will have a material adverse impact on our business and financial condition.

b. **Repeat Customers Risk:** In Fiscals 2026, 2025 and 2024, revenue from repeat customers was ₹ 4,522.77 million, ₹ 4,372.98 million and ₹ 3,570.50 million constituting 84.69%, 86.10% and 80.04%, respectively, of our revenue from operations. Loss of one or more of our repeat customers or reduction in their demand for our offerings could adversely affect our business, results of operation and financial conditions.

c. **End-use Industries Risk:** While our Company caters to diverse end use industries, our revenue from automobile, infrastructure, Aggregate Crusher Manufacturer (ACM) and engineering (industrial equipment) which contributed an aggregate of ₹ 2,063.85 million, ₹ 1,104.50 million, ₹ 980.15 million and ₹ 899.96 million to our revenue from operations constituting 38.65%, 20.68%, 18.35% and 16.85%. Any adverse impact on these industries or result in the loss of customers in these end use industries could have an adverse effect on our business, revenue from operations and financial condition.

d. **Geographic Concentration Risk:** A substantial proportion of our Company's sales is concentrated in India and our revenues from sales to customers in India was ₹ 4,860.47 million, ₹ 4,859.33 million, and ₹ 4,245.17 million constituting 91.02%, 95.67% and 95.17% of our revenue from operations in Fiscals 2026, 2025 and 2024, respectively. Any inability to maintain and grow our revenues from our sales in India may have an adverse effect on our business, financial condition, result of operation, cash flows and future business prospects.

e. **Raw Materials Procurement Risk:** Cost of material consumed by our Company was ₹ 2,806.58 million, ₹ 2,716.46 million, and ₹ 2,745.21 million constituting 61.02%, 60.78% and 68.62%, of our total expenses during Fiscal 2026, Fiscal 2025 and Fiscal 2024, respectively. Substantial delay or failure to procure necessary raw materials could have an adverse impact on our operations and our ability to meet our customer obligations which could adversely impact on our business and our revenue.

f. **Outstanding Dues Risk:** As of March 31, 2026, our Company had 42 creditors and the aggregate amount due by us to these creditors was ₹ 201.77 million. Any failure in payment of these dues may have a material adverse effect on our reputation, business and financial condition.

g. **Indebtedness Risk:** As of May 31, 2026, our total sanctioned and outstanding indebtedness was ₹ 840.79 million and ₹ 148.65 million, respectively. Conditions and restrictions imposed on us by the agreements governing our indebtedness could adversely affect our ability to operate our business.

h. **Contingent Liabilities Risk:** Our Company's Restated Financial Statements contain contingent liabilities aggregating ₹ 35.58 million for Fiscal 2026 and capital commitments aggregating ₹ 19.29 million for Fiscal 2026. If these contingent liabilities and capital commitments materialise, it may adversely affect our cash flows and results of operations.

i. **Supplier Concentration Risks:** Our procurement cost towards our top 10 suppliers during Fiscal 2026, 2025, and 2024 was ₹ 1,766.96 million, ₹ 1,385.04 million, and ₹ 1,583.14 million constituting 38.39%, 30.99%, and 39.57% of our total expenses, respectively. We do not have long term contracts with our suppliers. Failure to ensure a consistent supply of raw materials at commercially acceptable prices will adversely affect our business and financial condition.

j. **Industry Pricing Risks:** The pricing in the steel industry is subject to market demand, volatility and economic conditions. Reduction in steel prices may have a material adverse impact on our business, results of operations, and financial conditions.

For details, see '*Risk Factors*' on page 24 of the Red Herring Prospectus.

9. Details of weighted average cost of acquisition of shares of our Promoters and Selling Shareholders

Set out below are details of the Weighted Average Cost of Acquisition (**WACA**) per Equity Share of our Promoters and the Selling Shareholders (including Promoter Selling Shareholders):

Sr. No.	Name	Number of Equity Shares held as on date	WACA per Equity Share (in ₹)^	Number of Equity Shares acquired in the last 1 year	WACA per Equity Shares acquired in last 1 year (in ₹)^	Number of Equity Shares acquired in the last 3 years	WACA per Equity Shares acquired in last 3 years (in ₹)^
Promoters							
1.	Lovlish Garg*	5,532,125	2.72	2,190,000	Nil	5,135,925	Nil
2.	Dinesh Garg	4,072,195	1.55	Nil	Nil	3,734,895	Nil
3.	Rajesh Garg*	3,897,115	1.12	Nil	Nil	3,512,395	Nil
4.	Parkash Chand Garg	2,798,160	1.66	Nil	Nil	2,515,837	Nil
5.	Bhuvnesh Garg	2,201,550	3.46	Nil	Nil	2,037,950	Nil
Selling Shareholders							
6.	Yogita Garg	3,359,600	4.08	Nil	Nil	2,961,400	Nil
7.	Dinesh Kumar Garg HUF	2,967,125	5.18	Nil	Nil	2,569,925	Nil
8.	SG Tech Engineering Private Limited	3,903,935	89.65	Nil	Nil	3,903,935	89.65

* *Also, Selling Shareholder*

^ *As certified by M/s Ashwani & Associates, Chartered Accountant (Firm No. 000497N), pursuant to a certificate dated August 6, 2026.*

For further details, please refer to the section titled *'Capital Structure'* on page 100 of the Red Herring Prospectus.

10. Board of Directors, Key Managerial Personnel and members of Senior Management

The names and designations of members of the Board of Directors, Key Managerial Personnel and members of Senior Management are set forth below:

Name	Designation
Board of Directors	
Parkash Chand Garg	Chairman and Non-Executive Director
Rajesh Garg	Vice Chairman and Non-Executive Director
Dinesh Garg	Managing Director
Lovlish Garg	Whole-time Director
Manvinder Partap Singh	Executive Director
Anil Dhawan	Independent Director
Anil Kumar Bansal	Independent Director
Ayussh Mittaal	Independent Director
Meena Rohilla	Independent Director
Rajesh Kumar Sinha	Independent Director
Key Managerial Personnel (other than our Directors)	
Bhuvnesh Garg	Chief Executive Officer
Aakarsh Goyal	Chief Financial Officer
Sanjeev Kumar Sehgal	Company Secretary and Compliance Officer
Members of Senior Management	
Kanav Garg	Chief Operating Officer
Rajesh Maheshwari	Vice President - Sales & Marketing
Sumit Kumar Mondal	General Manager – Rolls Foundry
Raman Kumar	General Manager – Administration
Amlanjyoti Raychaudhuri	Deputy General Manager – Rolls Machine Shop
Binod Kumar Singh	Deputy General Manager – Casting Quality
Sandeep Singh	Assistant General Manager – Maintenance

For details, see '*Our Management*' on page 353 of the Red Herring Prospectus.

11. Auditor Qualifications

Our Restated Financial Statements do not contain any qualifications or reservations. For details, please refer to the section titled *'Management's Discussion and Analysis of Financial Condition and Results of Operations - Summary of reservations or qualifications or matters of emphasis or adverse remarks of auditors'* on page 491 of the Red Herring Prospectus.

12. Summary table of outstanding litigations

A summary of outstanding litigation proceedings involving our Company, Directors, Promoter, Key Managerial Personnel and Senior Management as on the date of the Red Herring Prospectus, in accordance with the SEBI ICDR Regulations and the Materiality Policy, is provided below:

Name of Entity	Criminal Proceedings	Tax proceedings	Statutory/ Regulatory proceedings	Disciplinary actions by the SEBI or stock Exchanges against our Promoter in last 5 years	Material civil litigation	Aggregate amount involved (₹ in million)*
Company						
By our Company	Nil	NA	NA	NA	Nil	Nil
Against our Company	Nil	4#	Nil	Nil	Nil	8.21
Promoters						
By our Promoter	Nil	NA	NA	NA	Nil	Nil
Against our Promoter	Nil	2	Nil	Nil	Nil	0.85
Directors (Other than Promoters)						

Name of Entity	Criminal Proceedings	Tax proceedings	Statutory/ Regulatory proceedings	Disciplinary actions by the SEBI or stock Exchanges against our Promoter in last 5 years	Material civil litigation	Aggregate amount involved (₹ in million)*
By our Directors	Nil	NA	NA	NA	Nil	Nil
Against our Directors	Nil	Nil	Nil	Nil	Nil	Nil
Key Managerial Personnels and members of Senior Management (other than Directors)						
By our Key Managerial Personnels and members of Senior Management	Nil	NA	Nil	NA	NA	NA
Against our Key Managerial Personnels and members of Senior Management	Nil	NA	Nil	NA	NA	NA

** To the extent quantifiable*

#*Our Company has filed a writ petition, bearing number CWP-38174-2025 (**Petition**) before the High Court of Punjab and Haryana at Chandigarh (**High Court**) challenging a show cause notice issued by the Deputy Commissioner (Audit) of CGST Commissionerate Ludhiana (**SCN**). For further details, see 'Outstanding Litigation and Other Material Developments – Other Litigations' at page 497 of the Red Herring Prospectus.*

As on the date of the Red Herring Prospectus, there are no outstanding litigation proceedings involving our Group Company, the outcome of which could have a material impact on our Company.

Further, as on the date of the Red Herring Prospectus, our Company does not have any subsidiaries.

For further details of the outstanding litigation proceedings, see '*Outstanding Litigation and Material Developments*' beginning on page 495 of the Red Herring Prospectus.

The Equity Shares of face value of ₹ 10 each issued in the Offer have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act") or any other applicable laws in the United States and, unless so registered, may not be issued or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in accordance with any applicable U.S. state securities laws. Accordingly, the Equity Shares of face value of ₹ 10 each are being offered and sold only outside the United States in 'offshore transactions' as defined in, and in reliance on, Regulation S under the U.S. Securities Act and the applicable laws of the jurisdictions where such issue and sales are made.

The Equity Shares of face value of ₹ 10 each have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.