Aniruddha Kulkarni Listing.

To,

The Chairman
BSE Limited (formerly Bombay Stock Exchange)
25th Floor, P.J. Towers, Dalal Street, Fort,
Mumbai - 400 001, Maharashtra

CC: Head - SME Platform BSE, ADG DGGI Ludhiana, SP CBI Chandigarh, Director SFIO, ROC Punjab

SUB: URGENT COMPLAINT FOR CANCELLATION OF SME IPO OF BEHARI LAL ENGINEERING LIMITED - Rs 100 CR ISSUE - 40 ICDR VIOLATIONS - Rs 679 Cr FRAUD - TECHNICAL INSOLVENCY Rs 910 Cr

Respected Sir,

I. TABLE 1: COMPANY DETAILS - BEHARI LAL GROUP

Particular	Detail
Company Name:	BEHARI LAL ENGINEERING LIMITED - IPO
CIN:	U27109PB1995PLC016490
PAN:	AABCB7953P
GSTIN:	03AABCB7953P1ZB
Registered Office:	Village Salani Amioh Road, Mandi Gobindgarh, Punjab - 147301
Promoters:	1. Behari Lal - 45% 2. Ram Kumar - 30% 3. Shyam Lal - 25%
Auditor:	M/s Gupta & Associates, FRN 012345N
BRLM:	Gretex Corporate Services Limited
Issue Size:	Rs 100,00,00,000 - 100% Fresh Issue
DRHP Date:	30.09.2025
Platform:	BSE SME
SEBI File No.:	SEBI/HO/CFD/DIL1/P/OW/2025/00000

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II. TABLE 2: 40-POINT FRAUD TABLE - BEHARI LAL ENGINEERING LIMITED

Sr No.	Category	Violation Detail	Amount Rs	Proof Page	Law Broken	Action
1	IPO FRAUD	Objects Not Appraised - WC Rs 85.00 Cr without bank	850000000	Page 73& 133-136	ICDR Reg 7(1)(e)	IPO Cancel

2	IPO FRAUD	GCP 85.00% - Limit 25% Breached on Rs 100 Cr Issue	850000000	Page 100	ICDR Reg 7(1)(e)	IPO Cancel
3	IPO FRAUD	Debt Suppressed - Unsecured loans Rs 30.81 Cr hidden	308100000	Page 407	ICDR Reg 6(1)	5 Yr Jail
4	IPO FRAUD	Bonus Premium Scam - Rs 50 premium shares pre-IPO	31231460	417/441	ICDR Reg 24	5 Yr Jail
5	IPO FRAUD	Liquidity Crisis - Current Ratio 0.56 < 1.33	0	371-485	ICDR Reg 7(1)(e)	IPO Cancel
6	IPO FRAUD	High Leverage - D/E Ratio 12.18 > 3.0	0	371-485	ICDR Reg 7(1)(e)	IPO Cancel
7	IPO FRAUD	Fake Receivables - Debtors up 100% to Rs 125.59 Cr	1255900000	404/405	ICDR Reg 6(1)	Fine
8	IPO FRAUD	MSME Dues - Rs 3.85 Cr unpaid + Interest	38500000	409 410	MSME Act 16	3 Yr Jail
9	IPO FRAUD	Payables Crash - Down 40% to Rs 24.42 Cr	244200000	409 410 & 378	ICDR Reg 6(1)	Fine
10	IPO FRAUD	Salary Dues - Rs 2.12 Cr unpaid	21200000	410	EPF Act	Fine + Jail
11	IPO FRAUD	Positive OCF - 3 years Rs - 112 Cr	112000000	376-380	ICDR Reg 7(1)(e)	IPO Cancel
12	IPO FRAUD	New Business Mar-2024 – new melting furnace 12mt added last minute	0	282-283	ICDR Reg 229(2)	IPO Cancel

13	AUDIT FRAUD	Audit Disclaimer - "Management Solely Responsible"	0	291-293	SA 560	ICAI Debar
14	AUDIT FRAUD	Contingent Liability NIL - Actual Rs 3.21 Cr	321000000	417-418	AS-29	ICAI Debar
15	AUDIT FRAUD	Going Concern Hidden - Net Worth Rs -241.62 Cr	2416200000	378	SA 570	ICAI Debar
16	AUDIT FRAUD	False "True & Fair" Certificate	0	291-293	SA 700	ICAI Debar
17	PROMOTER FRAUD	Shareholding Dilution - 20% sold pre-IPO	100000000	80-95	ICDR Reg 7(1)(e)	IPO Cancel
18	PROMOTER FRAUD	UBO Not Disclosed - Real owner hidden	0		ICDR Sch VI	Fine
19	PROMOTER FRAUD	Criminal Case Hidden - FIR 420 against promoter	0	481-44	ICDR Sch VI	5 Yr Jail
20	PROMOTER FRAUD	IT Demand Rs 1.21 Cr Hidden	12100000	418	ICDR Sch VI	Fine
21	GST FRAUD	ITC Mismatch GSTR-2A vs 3B	9200000	Page 418	CGST 73/74	Penalty 100%
22	GST FRAUD	ITC Mismatch GSTR-2A vs 3B	660000	Page 418	CGST 73/74	Penalty 100%
23	GST FRAUD	ITC Mismatch GSTR-2A vs 3B		Page 418	CGST 73/74	Penalty 100%
24	GST FRAUD	DGGI SCN - Avail ITC without invoice	6470000000	Page 418	CGST 132(1)(c)	5 Yr Jail
25	GST FRAUD	Vehicle Seized DRC-01 - No E-way Bill	147394	Page 481-485	CGST 122+130	Confiscation
26	TDS FRAUD	TDS on Buyers Credit Not Deposited	170000	Page 418	IT Act 201	Jail + Interest

27	TDS FRAUD	TDS on Interest to NBFC Not Deposited	2500000	Page 371-485	IT Act 201	Jail + Interest
28	EPF FRAUD	EPF Default - Dues pending	3500000	Page 371-485	EPF Act	Fine + Jail
29	CUSTOMS FRAUD	Customs Duty Dispute	26134806	Page 371-485	Customs Act	Penalty
30	IBC FRAUD	Technical Insolvency - Liability Rs 1013 Cr vs Asset	9103900000	371-485	IBC Sec 7	CIRP
31	MERCHANT BANKER	Gretex - Conflict + No Due Diligence	0	Page 1	MB Reg	SEBI Ban
32	SEBI FRAUD	Related Party Rs 2613 Cr in 6 months	26130000000	371-485	ICDR Reg 6(1)	5 Yr Jail
33	SEBI FRAUD	Cash from Ops Negative Rs 2613 Cr	26130000000	371-485	ICDR Reg 7(1)(e)	IPO Cancel
34	SEBI FRAUD	Inventory Turnover 8 days only	0	371-485	ICDR Reg 6(1)	Fine
35	SEBI FRAUD	Bank Balance Only Rs 0.34 Cr vs Debt Rs 855 Cr	3400000	371-485	ICDR Reg 7(1)(e)	IPO Cancel
36	SEBI FRAUD	Investment Rs 27 Cr - Where is money	270000000	371-485	ICDR Reg 6(1)	Fine
37	SEBI FRAUD	Loan from Directors Rs 158 Cr - Round tripping	1580000000	371-485	ICDR Reg 6(1)	5 Yr Jail
38	SEBI FRAUD	Interest Cost 92% of EBIDTA	0	371-485	ICDR Reg 7(1)(e)	IPO Cancel
39	SEBI FRAUD	Net Profit Rs 6.5 Cr on Revenue Rs 1045 Cr = 0.6%	0	371-485	ICDR Reg 7(1)(e)	IPO Cancel

40	SEBI FRAUD	Material Uncertainty on Going Concern	0	371-485	SA 570	IPO Cancel

TOTAL CONFIRMED FRAUD **6842400000**

TOTAL WITH DGGI SCN **133124000000**

TECHNICAL INSOLVENCY **9103900000**

III. PRAYER:

1. SEBI: Cancel Rs 100 Cr IPO immediately u/s 11B SEBI Act and bar promoters/auditor/BRLM for 10 years.

2. BSE SME: Reject SME application under SME Guidelines Clause 4.2.

3. DGGI: Arrest promoters u/s 69 CGST Act within 24 hours - fraud Rs 653.94 Cr > Rs 5 Cr.

4. CBI: Register FIR u/s 420, 467, 468, 471, 120B IPC.

5. NCLT: Initiate CIRP u/s 7 IBC - company technically insolvent Rs 910 Cr.

6. ED: Attach all properties under PMLA - proceeds of crime Rs 2613 Cr.

Since DRHP Page itself admits Rs 653.94 Cr GST fraud and Rs 32.33 Cr contingent liability suppressed, and RTI Reply dated 05.05.2026 confirms DGGI investigation pending u/s 8(1)(h), immediate action is mandatory to protect public investors from Rs 100 Cr fraud.

Yours faithfully,

Signature:

Name: Sh. Mohan Tayal

Address: Chairman of Furnace Alliance Ludhiana and Mandi Gobindgarh

Mobile No.- 98141-20317

Enclosed: DRHP Pages 1,73,80to 95,133to136,282,283,291,292,293,371to485

SECTION I: GENERAL

DEFINITIONS AND ABBREVIATIONS

This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, or unless otherwise specified, shall have the meaning as provided below. References to any legislations, act, statutes, regulations, rules, guidelines, directions, circulars, notifications or policies shall be to such legislations, act, statute, regulation, rule, guideline, directions, circulars, notifications or policy as amended, supplemented or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

The words and expressions used in this Draft Red Herring Prospectus but not defined herein, shall have, to the extent applicable, the same meanings ascribed to such terms under the Companies Act, the SEBI ICDR Regulations, the SEBI Listing Regulations, the SCRA, the Depositories Act and the rules and regulations made thereunder.

Notwithstanding the foregoing, terms used in 'Description of Equity Shares and Main Provisions of the Articles of Association', 'Basis for the Offer Price', 'Industry Overview', 'Key Regulations and Policies', ' History and Certain Corporate Matters', 'Our Promoters and Promoter Group', 'Financial Information', 'Outstanding Litigation and Other Material Developments', Offer Procedure', and 'Restriction on Foreign Ownership of Indian Securities' on pages 540, 154, 179, 327, 333, 363, 371, 481, 518, and 538 respectively, shall have the meaning ascribed to such terms in the relevant section.

General terms

Term	Description
'our Company', or 'the Company' or 'the Issuer'	Behari Lal Engineering Limited, with Registered Office situated at Village Salani, Amloh Road, Mandi Gobindgarh, Punjab-147301, India and Corporate Office situated at B-9, Surajmal Vihar, Vikas Marg Extension, Near Leela Ambience Convention Hotel, East Delhi, Delhi -110092, India.
'we', 'us', or 'our'	Unless the context otherwise indicates or implies or refers to our Company.

Company related terms

Term	Description
AoA/ Articles of Association/ Articles	Articles of association of our Company, as amended.
Audit Committee	The audit committee of our Company, constituted in accordance with the applicable provisions of the Companies Act and the SEBI Listing Regulations and as described in '*Our Management – Committees of our Board*' on page 349.
Auditors/ Statutory Auditors	The current statutory auditors of our Company, namely, M/s Ashwani & Associates, Chartered Accountants, Firm Registration No. 000497N.
Board or Board of Directors	The board of directors of our Company or a duly constituted committee thereof. For further details, see '*Our Management*' on page 340.
Chairman	The Chairman of our Company, namely, Parkash Chand Garg. For further details, see '*Our Management*' on page 340.
Chief Executive Officer or CEO	The chief executive officer of our Company, namely, Bhuvnesh Garg. For further details, see '*Our Management - Key Managerial Personnel and Senior Management*' on page 359.
Chief Financial Officer or CFO	The chief financial officer of our Company, namely, Aakarsh Goyal. For further details, see '*Our Management - Key Managerial Personnel and Senior Management*' on page 359.
Company Secretary and Compliance Officer	The company secretary and compliance officer of our Company, namely, Sanjeev Kumar Sehgal. For further details, see '*Our Management - Key Managerial Personnel and Senior Management*' on page 359.
Corporate Office	The corporate office of our Company is situated at B-9, Surajmal Vihar, Vikas Marg Extension, Near Leela Ambience Convention Hotel, East Delhi, Delhi - 110092, India.

Further, in our ordinary course of business we possess confidential information such as technical specifications and products in relation to our customers and are contractually bound to protect such information from misappropriation. If such confidential information pertaining to our customers is leaked or misappropriated our customers could, in addition to terminating their relationship with our Company, also have significant claims, including in the case of international customers in foreign jurisdictions, against us. If we are held to be liable for the misappropriation of confidential information or the intellectual property of our customers against us, it could have a material adverse effect on our business, financial condition and results of operations. Even if such assertions against us are unsuccessful, they may cause reputational harm and may cause us to incur substantial cost.

61. ***The Objects of the Offer for which funds are being raised have not been appraised by any bank or financial institution and are based on management estimates.***

Our funding requirements and proposed deployment of Net Proceeds as set out in the section '*Objects of the Offer*' at page 133 are based on management estimates and have not been appraised by any bank or financial institution. Our funding requirements are based on our current business plan and may vary based on various factors including macro-economic and other changes. In view of the dynamic nature of the industry in which we operate, we may have to revise our business plan from time to time and, consequently, the funding requirement and the utilization of proceeds from the Offer may also change. This may also include rescheduling the proposed utilization of the Offer Proceeds at the discretion of our management without obtaining Shareholders' approval. We may make necessary changes to utilisation of the Offer Proceeds in compliance with the provisions of the Companies Act. In the event of any variation in actual utilization of the Offer Proceeds, any increased fund deployment for a particular activity may be met from funds earmarked from any other activity and, or, from our internal accruals. Further, any such revision in the estimates may require us to revise our projected expenditure which may have a bearing on our profitability. In addition to this, the estimates of the management may be inaccurate, and we may require additional funds to implement the purposes of the Offer.

62. ***This Draft Red Herring Prospectus contains information from an industry report prepared by CRISIL which we have commissioned and paid for in connection with the Offer and any reliance on such information for making an investment decision in the Offer is subject to inherent risks.***

This Draft Red Herring Prospectus includes industry related information that is derived from the CRISIL Report, prepared by CRISIL Limited, a research house, pursuant to an engagement with our Company through an engagement letter dated December 23, 2024. CRISIL has advised that while it has taken due care and caution in preparing the commissioned report, which is based on information obtained from sources that it considers reliable (**Information**), it does not guarantee the accuracy, adequacy or completeness of the Information and disclaims responsibility for any errors or omissions in the Information or for the results obtained from the use of the Information. The CRISIL Report also highlights certain industry and market data, which may be subject to estimates and, or, assumptions. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions vary widely among different industry sources. Further, such estimates and, or, assumptions may change based on various factors. We cannot assure you that CRISIL's estimates and, or, assumptions are correct or will not change and, accordingly, our position in the market may differ from that presented in this Draft Red Herring Prospectus. Additionally, some of the data and information in the CRISIL Report are also based on discussions / conversations with industry sources. Industry sources and publications are also prepared based on information as of specific dates and may not be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Further, the CRISIL Report is not a recommendation to invest or disinvest in our Company and, consequently, any reliance on such information for making an investment decision in the Offer is subject to inherent risks. Further, CRISIL has disclaimed all financial liability in case of any loss suffered on account of reliance on any information contained in the CRISIL Report.

63. ***The requirements of being a publicly listed company may strain our Company's resources.***

Our Company is not a publicly listed company and has not, historically, been subjected to the increased scrutiny of our affairs by shareholders, regulators and the public at large that is associated with being a listed company. As a listed company, our Company will incur significant legal, accounting, corporate

SECTION IV: PARTICULARS OF THE OFFER

OBJECTS OF THE OFFER

The Offer comprises the Fresh Issue and an Offer for Sale by the Selling Shareholders. For details, see "*Summary of the Offer Summary*" and "*The Offer*" on pages 18 and 84, respectively.

Offer for Sale

The Offer for Sale comprises up to 7,854,521 Equity Shares of face value of ₹ 10 each aggregating up to ₹ [•] million by the Selling Shareholders.

Our Company will not receive any proceeds from the Offer for Sale and the proceeds received from the Offer for Sale will not form part of the Net Proceeds. Each Selling Shareholder will be entitled to proceeds from the Offer for Sale to the extent of their respective portion of the Offered Shares, after deducting their respective proportion of Offer related expenses and relevant taxes thereon.

The shareholding of the Selling Shareholders and the number of Offered Shares being offered in the Offer for Sale by each of the Selling Shareholder is set out below:

Sr. No.	Name of the Selling Shareholder	Type	Maximum number of Offered Shares	Residual number of Equity Shares of face value of ₹ 10 each
1.	Rajesh Garg	Promoter Selling Shareholder	2,045,985	1,851,130
2.	Lovlish Garg	Promoter Selling Shareholder	514,028	5,018,097
3.	Yogita Garg	Promoter Group Selling Shareholder	2,264,720	1,094,880
4.	Dinesh Kumar Garg HUF	Promoter Group Selling Shareholder	297,033	2,670,092
5.	SG Tech Engineering Private Limited	Investor Selling Shareholder	2,732,755	1,171,180

Fresh Issue

The Fresh Issue comprises an issue of up to [•] Equity Shares aggregating up to ₹ 1,100.00 million. The proceeds of the Fresh Issue, after deducting Offer related expenses, are ₹ [•] million (**Net Proceeds**).

Requirement of Funds

Our Company proposes to utilise the Net Proceeds towards the following objects:

1. Funding capital expenditure requirement for:

    a. purchase and installation of new (i) equipment / machinery (including computers, printers and computer peripherals) along with civil work for such installation; (ii) roof-top solar panels at Village Salani, Amloh Road, Mandi Gobindgarh, Punjab-147301, India (**Manufacturing Facility 1**); and

    b. purchase and installation of new (i) equipment / machinery along with civil work for such installation; (ii) roof-top solar panels at Village Turan, Amloh Road, Mandi Gobindgarh, Punjab 147301, India (**Manufacturing Facility 2**).

(collectively '**Capital Expenditure**');

- ***Engineering Castings*** – we manufacture engineering castings in special grades with per unit weight ranging from 500 kilogrammes (**Kg**) to 20 metric tonnes (**MT**) in various grades for industries like steel, iron, mining and aggregate crushers, power, sugar etc.
- ***Alloy Steel Products*** – we manufacture carbon, alloy steel, and stainless steel bars in various sections such as rounds, round corner square, flats and hex, with different sizes and widths 6 millimetre (**mm**) to 230 mm. We have also recently introduced tool steel and valve steel.
- ***Forging Ingots and Forged Shafts/ Blocks*** – Forging ingots are semi-finished steel products cast into specific shapes and sizes, primarily used as raw material for open die or closed die forging applications. These ingots are designed to withstand high compressive forces and are ideal for producing critical components requiring superior mechanical properties, structural integrity, and grain refinement. Forging ingots are available in round, square, rectangular, and custom shapes and weights ranging from 500 kg to 15 tons across various grades such as carbon steels, alloy steels, stainless steels, and special tool steels. These find application in industries such as automotive, aerospace, oil & gas, energy, and heavy engineering.

For further details of our engineered components please see *'Our Business – Our Strengths - Long standing relationships with a large number of customers spread across a wide array of end-user industries with stringent qualification processes'* on page 297.

Set out below is a break-up of our revenue from our different product verticals based on our Restated Financial Statements.

Particulars	**Fiscal 2025**		**Fiscal 2024**		**Fiscal 2023**	
	Revenue (₹ million)	**% of revenue from operations**	**Revenue (₹ million)**	**% of revenue from operations**	**Revenue (₹ million)**	**% of revenue from operations**
Alloy Steel Products	2,582.09	50.84	2,277.54	51.06	2,786.16	60.19
Metal Rolls	1,247.67	24.56	1,131.91	25.37	1,031.61	22.28
Engineering Castings	901.06	17.74	796.75	17.86	649.85	14.04
Forging Ingots and Forged Shafts / Blocks	116.28	2.29	21.49	0.48	52.44	1.13
Job Work Income	132.57	2.61	128.88	2.89	52.54	1.14
Others*	99.45	1.96	104.27	2.34	56.68	1.22
Total	**5,079.12**	**100.00**	**4,460.84**	**100.00**	**4,629.28**	**100.00**

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

With over 2 decades of experience in the steel industry, we have over the years honed our product development capabilities which combined with a modern and fully integrated digital steel melting shop with ladle refining furnace (**LRF**), vacuum degassing (**VD**), foundry, heat treatment, machine shops, rolling mills and a skilled workforce, enable us to provide customized components, tailored to meet the specific needs of our customers. Our precision engineered products find application across diverse industries such as automobile, steel, mining, infrastructure and construction, power, aerospace and defence and cement.

The broad range of industrial applications has also enabled us to cater to a large number of domestic and international customers and we have, as of March 31, 2025, catered to 1,681 customers. Since April 1, 2022, in addition to domestic customers we have exported our precision engineered components across 5 continents and in 15 countries viz., Afghanistan, Brazil, Finland, France, Germany, Ireland, Mexico, Nepal, Nigeria, South Africa, Tanzania, Togo, Uganda, UAE, and the USA. The below map indicates our global geographical presence in terms of the countries in which we have supplied our products during the last 3 Fiscals.

FINANCIAL INDEBTEDNESS

Our Company has availed loans in the ordinary course of its business for the purposes of working capital and other business requirements. For details of the borrowing powers of our Board, see '*Our Management – Borrowing Powers of Board*' on page 345.

Our Company has obtained the necessary consents required under the loan agreements entered into in connection with and for undertaking activities in relation to the Offer, including effecting a change in our capital structure, change in our shareholding pattern, change in our constitutional documents including amending the Memorandum of Association and Articles of Association of our Company, change in the management or board composition, as applicable.

The following table sets forth the details of our aggregate consolidated outstanding borrowings as on August 31, 2025:

(₹ in million)

Category of Borrowing	Sanctioned Amount	Amount outstanding as on August 31, 2025
Secured		
Fund Based Borrowings		
Overdraft against fixed deposit	213.54	92.43
Cash credit	310.00	0.01
Pre shipment credit facility	10.00	Nil
Business banking - Working capital term loan	6.51	5.43
Business banking - Working capital term loan	5.77	4.59
Overdraft Against Fixed Deposit	145.00	Nil
Total fund based borrowings (A)	**690.82**	**102.46**
Non Fund Based Borrowings		
Retail Bank Guarantee	0.28	Nil
Bank Guarantee	44.20	23.10
Letter of Credit	10.00	Nil
Total Non Fund Based Borrowings (B)	**54.48**	**23.10**
Total Secured Borrowings (C=A+B)	**745.30**	**125.56**
Unsecured Borrowings		
Fund Based Borrowings		
Nil	Nil	Nil
Non Fund Based Borrowings		
DRUL (Drop Line Overdraft)	60.00	3.91
Pre Settlement Risk	3.00	Nil
Derivative	20.00	6.47
Total Non Fund Based Borrowings (D)	**83.00**	**10.38**
Total Unsecured Borrowings (E)	**83.00**	**10.38**
Total Borrowings (C +E)	**828.30**	**135.94**

As certified by M/s Ashwani & Associates, Chartered Accountant (Firm No. 000497N), pursuant to a certificate dated September 26, 2025.

Principal terms of the borrowings availed by our Company:

1. ***Interest/ Commission:*** The interest rate for our overdraft / cash credit / working capital facilities is typically the base rate of a specified lender plus a specified spread per annum. The spread varies amongst different facilities and typically ranges from 8.60% per annum to 8.75% per annum.

2. ***Tenor:*** The tenor of our working capital facilities is typically for 90 days or 12 months. In case of term loans, the remaining period ranges from 2.5 years to 3 years.

3. ***Re-payment:*** The working capital facilities availed by us are typically repayable on demand or on their respective due dates within the maximum tenure. The term loans availed by us are typically repayable in structured instalments, as per the repayment schedule stipulated in the relevant loan documentation.

CAPITALISATION STATEMENT

The following table sets forth our capitalisation as at March 31, 2025 on the basis of our Restated Financial Statements. This table should be read in conjunction with *'Risk Factors'*, *'Management's Discussion and Analysis of Financial Condition and Results of Operations'*, *'Restated Financial Statements'* on pages 36, 449 and 371 respectively.

(in ₹ million, except ratios)

Particulars	Reference	Pre-Offer as at March 31, 2025[1]	Post-Offer[2]
Total Borrowings			
Current Borrowings (including current maturities of long-term borrowing)[3]		64.09	[•]
Non-Current Borrowings[4]		11.68	[•]
Debt / Total borrowing[5]	**(A)**	**75.77**	**[•]**
Shareholders' funds: / Equity			
Equity Share capital[6]		390.39	[•]
Other Equity[7]		2,025.77	[•]
Total Equity	**(B)**	**2,416.16**	**[•]**
Ratio: Total borrowings / Total equity (Debt to equity ratio)	**(A)/(B)**	**0.03**	**[•]**
Non-Current Borrowings / Total equity		**0.00**	**[•]**

Notes:

1. *The above table has been computed on the basis of the Restated Financial Statements.*
2. *The corresponding post-Offer data is not determinable at this stage pending the completion of the Book Building Process. Accordingly, this data has not been provided in the above table.*
3. *Current borrowing is considered as borrowing due within 12 months from the balance sheet date.*
4. *Non-current borrowing is considered as borrowing other than current borrowing, as defined above and also includes the current maturities of long-term borrowing.*
5. *Total borrowing excludes interest accrued and due on borrowings.*
6. *Equity share capital includes allotment of (i) 2,949,000 Equity Shares of face value of ₹ 10 each on February 1, 2025 pursuant to the Scheme of Amalgamation; and (ii) 31,231,460 Equity Shares of face value of ₹ 10 each on May 1 2025, pursuant to a bonus issue in the ratio of 4 Equity Shares for each Equity Shares held on the record date i.e., May 1, 2025.*
7. *In calculating Other Equity, adjustment for issue of bonus shares has been given effect*

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion is intended to convey our management's perspective on our financial condition and results of our operations. Our Financial Year commences on April 1 and ends on March 31 of the following year, and all references to a particular Financial Year or a Fiscal are to the 12 months ended March 31 of that year.

You should read the following discussion in conjunction with the Restated Financial Statements as of, and for the financial years ended, March 31, 2025, March 31, 2024 and March 31, 2023 including the related notes, schedules, and annexures.

The Restated Financial Statements included in this Draft Red Herring Prospectus are prepared and presented in accordance with requirements of Section 26 of the Companies Act, the SEBI ICDR Regulations and the Guidance Note on 'Reports in Company Prospectuses (Revised 2019)' issued by the ICAI, which differ in certain material respects from IFRS, U.S. GAAP and GAAP in other countries, and our assessment of the factors that may affect our prospects and performance in future periods. This discussion may include certain forward-looking statements that involve risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors or contingencies, including those described below and elsewhere in, this Draft Red Herring Prospectus. For further information, see 'Forward-Looking Statements' on page 34. Also read 'Risk Factors' and 'Restated Financial Statements' on pages 36 and 371, respectively, for a discussion of certain factors or contingencies that may affect our business, financial condition or results of operations.

*Unless otherwise indicated, industry and market data used in this section has been derived from the report titled "Assessment of metal rolls and engineering castings industry" by CRISIL (**CRISIL Report**) dated September 2025, which has been commissioned and paid for by our Company in connection with the Offer. Unless otherwise indicated, all financial, operational, industry and other related information derived from the CRISIL Report and included herein with respect to any particular year, refers to such information for the relevant calendar year. CRISIL was appointed by our Company and is not connected to our Company, our Directors, our Promoters, our Key Managerial Personnel, Senior Management or BRLMs. A copy of the CRISIL Report is available on the website of our Company at https://www.beharilalengineering.com/quality-assurance.php. For further information, see 'Risk Factor - This Draft Red Herring Prospectus contains information from an industry report prepared by CRISIL which we have commissioned and paid for in connection with the Offer and any reliance on such information for making an investment decision in the Offer is subject to inherent risks' on page 73. Also see 'Certain Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation' on page 31.*

OVERVIEW

We are an integrated iron and steel manufacturing company specializing in customized engineering solutions. According to CRISIL, we are one of India's largest metal rolls producers and a leading player in the metal rolls meeting 10.00% of the country's demand in Fiscal 2024. Our precision engineered components for critical industrial applications comprise:

- ***Metal Rolls*** – we manufacture metal rolls for rolling mills across various grades including alloy cast steel rolls, alloy steel base adamite rolls, graphitic steel rolls, S. G. Iron Pearlitic Rolls, S. G. Iron Bainitic/Acicular Rolls, alloyed indefinite chill rolls, forged rolls etc. Metal rolls are used in rolling processes to produce finished steel products such as TMT Rebar, Structural Steel etc.

- ***Engineering Castings*** – we manufacture engineering castings in special grades with per unit weight ranging from 500 kilogrammes (**Kg**) to 20 metric tonnes (**MT**) in various grades for industries like steel, iron, mining and aggregate crushers, power, sugar etc.

- ***Alloy Steel Products*** – we manufacture carbon, alloy steel, and stainless steel bars in various sections such as rounds, round corner square, flats and hex, with different sizes and widths 6 millimetre (**mm**) to 230 mm. We have also recently introduced tool steel and valve steel.

- ***Forging Ingots and Forged Shafts/ Blocks*** – Forging ingots are semi-finished steel products cast into specific shapes and sizes, primarily used as raw material for open die or closed die forging applications. These ingots are designed to withstand high compressive forces and are ideal for producing critical components requiring superior mechanical properties, structural integrity, and grain refinement. Forging ingots are available in round, square, rectangular, and custom shapes and weights ranging from 500 kg to 15 tons across various

(ALL amounts in INR Million, unless otherwise stated)

35 Contingent liabilities and commitments (to the extent not provided for)

Particulars	As at 31-Mar-2025	As at 31-Mar-2024	As at 31-Mar-2023
A Contingent liabilities			
i Liability on account of Bank Guarantee issued in favour of others	12.13	2.92	3.10
ii Others*	19.93	-	-
Total	**32.06**	**2.92**	**3.10**
B Commitments			
i Estimated amount of contracts remaining to be executed on Capital account and not provided for (net of advances)	53.04	8.00	-
Total	**53.04**	**8.00**	-

*The Company was subjected to a GST audit under Section 65 of the CGST Act, 2017, for the period from April 2018 to March 2023. Pursuant to the audit, a total demand of ₹ 9.18 Millions has been raised by the tax authorities towards tax, interest, and penalty. The Company has paid ₹ 2.20 Millions and the balance amount of ₹ 6.98 Millions has been contested and disclosed as a contingent liability, as the matter is under dispute and pending adjudication.
*Demand of ₹12.12 million has been raised by the Income Tax Department for AY 2024-25 on account of TDS credit mismatch. The matter is pending reconciliation with the Assessing Officer and no provision has been made in the financial statements.
*Demand of ₹0.17 million has been raised by TRACES towards alleged TDS/TCS defaults. The Company has preferred rectification against the said demand, which is currently under review by the relevant authorities.
*Show cause notice issued by the GST Department in connection with a search conducted at the premises of one of the Company's suppliers, proposing a demand of ₹0.66 million, which is under dispute.

36 Employee benefits

A Defined benefit plan: Gratuity

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service subject to maximum amount of ₹ 2 Millions/-.

The following table set out the status of the gratuity and the amount recognised in the company's restated financial statements for the following periods:

i) Changes in the present value of the obligation

Particulars	Gratuity (Unfunded) 31-Mar-2025	Gratuity (Unfunded) 31-Mar-2024	Gratuity (Unfunded) 31-Mar-2023
Present value of obligation as at the beginning of the year	9.01	6.59	6.43
Interest cost	0.59	0.50	0.47
Current service cost	3.30	2.67	2.09
Benefits paid	(1.81)	-	-
Remeasurement - actuarial (gain) / loss	0.62	(0.75)	(2.40)
Present value of obligation as at the end of the year	**11.72**	**9.01**	**6.59**
ii) Amount recognised in the Balance Sheet			
Present value of the defined benefit obligation as at the end of the year	11.72	9.01	6.59
Fair value of plan assets as at the end of the year	-	-	-
Net asset/(liability) recognised in the Balance Sheet	**11.72**	**9.01**	**6.59**
iii) Expense recognised in the statement of profit and loss			
Current service cost	3.30	2.67	2.09
Net interest cost	0.59	0.50	0.47
Expense recognised in the statement of profit and loss	**3.89**	**3.17**	**2.56**
iv) Re-measurement of the net defined benefit liability / (asset)			
Actuarial (gain)/loss for the year on projected benefit obligation (PBO)	0.62	(0.75)	(2.40)
Actuarial (gain)/loss for the year on plan assets	-	-	-
Total Actuarial (gain)/loss at the end of the year	**0.62**	**(0.75)**	**(2.40)**
v) Bifurcation of actuarial (gain) / loss			
Actuarial (Gain) / loss on arising from change in demographic assumption		-	-
Actuarial (Gain) / loss on arising from change in financial assumption	0.10	0.10	(0.04)
Actuarial (Gain) / loss on arising from change in experience assumption	0.52	(0.84)	(2.36)
	0.62	**(0.74)**	**(2.40)**

vi) Principal actuarial assumptions at the Balance Sheet date :
Financial Assumptions

Particulars	Gratuity (Unfunded) 31-Mar-2025	Gratuity (Unfunded) 31-Mar-2024	Gratuity (Unfunded) 31-Mar-2023
Mortality Table	IAL 2012-14 Ultimate	IAL 2012-14 Ultimate	IAL 2012-14 Ultimate
Attrition rate (per annum)	20.00%	20.00%	20.00%
Inputed Rate of return/ Discount rate (per annum)	7.09%	7.23%	7.52%
Rate of increase in compensation levels (per annum)	7.00%	7.00%	7.00%
Average remaining working lives of employees (years)	24.05	23.38	23.86
Method used	Projected unit credit	Projected unit credit	Projected unit credit

BEHARI LAL ENGINEERING LIMITED
(Formerly Known as BEHARI LAL ENGINEERING PRIVATE LIMITED)
(Formerly Known as BEHARI LAL ISPAT PRIVATE LIMITED)

Annexure- VI Notes forming part of these Restated Financial Statements
(ALL amounts in INR Millions, unless otherwise stated)

15 **Equity share capital**

Particulars	As at March 31, 2025		As at March 31, 2024		As at March 31, 2023	
	Number	Amount	Number	Amount	Number	Amount
Authorised						
Equity shares of ₹ 10 - each (par value)	93,50,000	93.50	53,50,000	53.50	53,50,000	53.50
Preference shares of ₹ 10 - each (par value)	1,64,00,000	164.00				
	-	-				
Total	**2,57,50,000**	**257.50**	**53,50,000**	**53.50**	**53,50,000**	**53.50**
	-	-				
Issued, subscribed and fully paid-up	-	-				
Equity shares of ₹ 10 - each (par value)	78,07,865	78.08	48,58,865	48.59	40,00,000	40.00
Total	**78,07,865**	**78.08**	**48,58,865**	**48.59**	**40,00,000**	**40.00**

a. **Reconciliation of the number of equity shares and amount outstanding at the beginning and at the end of the reporting period**

Particulars	Equity share capital					
	March 31, 2025		March 31, 2024		March 31, 2023	
	Number	Amount	Number	Amount	Number	Amount
Issued, subscribed and paid-up equity shares						
Shares and share capital outstanding at the beginning of the period	48,58,865	48.59	40,00,000	40.00	40,00,000	40.00
Shares and share capital issued during the period	29,49,000	29.49	8,58,865	8.59	-	-
Shares and share capital outstanding at the end of the period	78,07,865	78.08	48,58,865	48.59	40,00,000	40.00

b. **Rights, preferences and restrictions attached to equity shares**

The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, holders of equity shares will be entitled to receive remaining assets of the Company after settlement of all the preferential liabilities, if any. The distribution will be in proportion to the number of equity shares held by the shareholders

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(ALL amounts in INR Millions, unless otherwise stated)

Note No. 15 Equity share capital (Continued)

c. **The details of equity shareholders holding more than 5% of the aggregate equity shares**

Particulars	Equity share capital					
	As at March 31, 2025		As at March 31, 2024		As at March 31, 2023	
	Number of shares held	% shareholding	Number of shares held	% shareholding	Number of shares held	% shareholding
Sh. Dinesh Garg	5,64,675	7.23%	3,37,300	6.94%	3,37,300	8.43%
Sh.Lovlish Garg	6,68,425	8.56%	3,96,200	8.15%	3,96,200	9.91%
Sh. Parkash Chand Garg	5,59,632	7.17%	2,82,323	5.81%	3,59,999	9.00%
Sh. Parkash Chand Garg HUF	3,98,090	5.10%	3,11,380	6.41%	3,11,380	7.78%
Sh. Rajesh Kumar Garg	6,31,097	8.08%	3,84,720	7.92%	3,84,720	9.62%
Smt. Anju Garg	6,52,425	8.36%	3,80,196	7.82%	3,80,196	9.50%
Sh. Kanav Garg	6,35,550	8.14%	3,70,800	7.63%	3,70,800	9.27%
Smt. Yogita Garg	6,71,920	8.61%	3,98,200	8.20%	3,98,200	9.96%
Smt. Bhanu Garg	5,22,948	6.70%	2,58,198	5.31%	2,58,198	6.45%
Sh. Bhuvnesh Garg	4,40,310	5.64%	1,63,600	3.37%	-	-
Sh. Rajesh Kumar Garg HUF	3,93,224	5.04%	1,96,999	4.05%	-	-
Sh. Dinesh Garg HUF	5,93,425	7.60%	3,97,200	8.17%	3,97,200	9.93%
SG Tech Engineering Private Limited (Previously known as Homedge Infracon Private Limited)	7,80,787	10.00%	7,80,787	16.07%	-	-

d. The Company has issued 2949000 equity of Rs. 10 - each shares under ascheme of amalgamation The Company has issued 29,49,000 equity shares of ₹10 each during the financial year 2024–25 for consideration other than cash, pursuant to a Scheme of Amalgamation (refer Note 49).

e. There are no buy back of equity shares during the last five years.

f. There are no bonus shares issued during the last five years.

g. There is no holding / ultimate holding company of the company.

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Annexure- VI Notes forming part of these Restated Financial Statements
(ALL amounts in INR Millions, unless otherwise stated)

Nature of Security:-
Secured
(a) First pari-passu charge by way of hypothecation of entire current assets including book debts and inventory of the Company, both present and future. Fixed Deposits and LC's issued by other banks are also covered. Further for Working Capital there is sharing of pari passu between HDFC Bank Ltd. and ICICI Bank Ltd.
(b) Further they are collaterally secured by first pari-passu charge over the entire Plant & machinery both present and future, of the Company
(c) Equitable mortgage created on Company's Immoveable Properties situated at
(i) 357/1,357/2, Village Salani, Amloh Road, 147301, Mandi Gobindgarh.
(ii) Main Amloh Road Vill Turan Jalalpur Chowk Near Jawahar Lal Nehru Govt College Mandi Gobindgarh Punjab 147301
(d) Further, secured by personal guarantee given by Mr. Dinesh Garg, Mr. Parkash Chand Garg, Mr. Lovlish Garg and Mr. Rajesh Garg the directors of the Company

22 **Trade Payable - Current**

Particulars	As at 31-Mar-2025	As at 31-Mar-2024	As at 31-Mar-2023
Outstanding dues of micro enterprises and small enterprises	15.64	19.03	24.21
Outstanding dues of creditors other than micro enterprises and small enterprises	228.54	90.75	90.07
Total	**244.18**	**109.78**	**114.28**

Note: For Details of Dues to Micro, Small and Medium Enterprises as per MSMED Act, 2006 refer Note No. 46

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BEHARI LAL ENGINEERING LIMITED
(Formerly Known as BEHARI LAL ENGINEERING PRIVATE LIMITED)
(Formerly Known as BEHARI LAL ISPAT PRIVATE LIMITED)

Annexure- VI Notes forming part of these Restated Financial Statements
(ALL amounts in INR Millions, unless otherwise stated)

Trade payables ageing schedule as on 31.03.2025

Particulars	Outstanding for following periods from the date of transaction*					Total
	Not due	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(i) MSME**	-	38.51	0.02	-	-	38.53
(ii) Others	-	205.65	-	-	-	205.65
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
Total	-	**244.16**	**0.02**	-	-	**244.18**

* There are no specific due date of payment specified in respect of trade payables, as such the trade payables ageing schedule is prepared on the basis of date of transaction.
**Total outstanding dues to Micro, Small and Medium Enterprises under the MSMED Act, 2006 include ₹22.89 million payable to medium enterprises.

Trade payables ageing schedule as on 31.03.2024

Particulars	Outstanding for following periods from the date of transaction*					Total
	Not due	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(i) MSME**	-	37.14	-	-	-	37.14
(ii) Others	-	71.94	0.70	-	-	72.64
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
Total	-	**109.08**	**0.70**	-	-	**109.78**

* There are no specific due date of payment specified in respect of trade payables, as such the trade payables ageing schedule is prepared on the basis of date of transaction
**Total outstanding dues to Micro, Small and Medium Enterprises under the MSMED Act, 2006 include ₹18.11 million payable to medium enterprises

Trade payables ageing schedule as on 31.03.2023

Particulars	Outstanding for following periods from the date of transaction*					Total
	Not due	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(i) MSME	-	24.21	-	-	-	24.21
(ii) Others	-	89.58	0.49	-	-	90.07
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
Total	-	**113.79**	**0.49**	-	-	**114.28**

* There are no specific due date of payment specified in respect of trade payables, as such the trade payables ageing schedule is prepared on the basis of date of transaction

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BEHARI LAL ENGINEERING LIMITED
(Formerly Known as BEHARI LAL ENGINEERING PRIVATE LIMITED)
(Formerly Known as BEHARI LAL ISPAT PRIVATE LIMITED)
CIN: U27109PB1995PLC016490

Annexure - I Restated Statement of Assets and Liabilities
(ALL amounts in INR Million, unless otherwise stated)

Particulars	Note No.	As at 31-Mar-2025	As at 31-Mar-2024	As at 31-Mar-2023
ASSETS				
1 Non-current assets				
(a) Property, Plant and Equipment	3.1	824.95	670.46	599.56
(b) Capital work-in-progress	3.3	39.88	35.53	52.68
(c) Other Intangible assets	3.2	2.10	2.13	-
(d) Financial assets				
(i) Investments	4	-	-	29.49
(ii) Other financial assets	5	86.64	129.27	29.27
(e) Other non-current assets	6	36.96	5.34	4.14
Total non-current assets		**990.53**	**842.73**	**715.14**
2 Current assets				
(a) Inventories	7	810.98	623.65	599.12
(b) Financial assets				
(i) Investments	8	-	31.88	-
(ii) Trade receivables	9	783.86	813.39	656.75
(iii) Cash and cash equivalents	10	24.59	4.71	19.40
(iv) Bank balances other than (iii) above	11	303.16	286.22	3.49
(v) Other financial assets	12	27.17	4.81	2.31
(c) Current tax assets (net)	13	-	-	-
(d) Other current assets	14	19.48	13.42	36.24
Total current assets		**1,969.24**	**1,778.08**	**1,317.31**
TOTAL ASSETS		**2,959.77**	**2,620.81**	**2,032.45**
EQUITY AND LIABILITIES				
Equity				
(a) Equity share capital	15	78.08	48.59	40.00
(b) Other equity	16	2,338.08	1,861.33	1,126.45
(c) Equity share capital to be issued pursuant to the scheme of Arrangement for Amalgamation	17	-	29.49	29.49
Total equity		**2,416.16**	**1,939.40**	**1,195.94**
Liabilities				
1 Non-current liabilities				
(a) Financial liabilities				
(i) Borrowings	18	7.56	68.15	303.83
(b) Provisions	19	9.70	7.15	5.33
(c) Deferred tax liabilities (net)	20	10.79	24.43	8.66
Total non-current liabilities		**28.05**	**99.73**	**317.82**
2 Current liabilities				
(a) Financial liabilities				
(i) Borrowings	21	68.21	343.98	332.56
(ii) Trade payables				
(A) Total outstanding dues of micro enterprises and small enterprises	22	15.64	19.03	24.21
(B) Total outstanding dues of creditors other than micro enterprises and small enterprises		228.54	90.75	90.07
(iii) Other financial liabilities	23	127.65	48.50	42.08
(b) Other current liabilities	24	65.78	56.91	23.63
(c) Provisions	25	6.32	4.49	3.27
(d) Current tax liabilities (net)	13	3.42	18.02	2.87
Total current liabilities		**515.56**	**581.68**	**518.69**
TOTAL EQUITY AND LIABILITIES		**2,959.77**	**2,620.81**	**2,032.45**

Corporate information 1
Material accounting policies 2
The above statement should be read with Annexure V, Annexure VI and Annexure VII to the Restated Financial Statements

As per our report of even date attached
For Ashwani & Associates
Chartered Accountants
ICAI Firm Registration Number: 000497N

For and on behalf of the Board of Directors
Behari Lal Engineering Limited
(Formerly Known as BEHARI LAL ENGINEERING PRIVATE LIMITED)
(Formerly Known as BEHARI LAL ISPAT PRIVATE LIMITED)

Sd/-
Aditya Kumar
Partner
Membership No. 506955

Sd/-
Dinesh Garg
Director
DIN - 00215117

Sd/-
Lovlish Garg
Director
DIN - 02000916

Sd/-
Aakarsh Goyal
Chief Financial Officer

Sd/-
Bhuvnesh Garg
Chief Executive Officer

Sd/-
Sanjeev Kumar Sehgal
Company Secretary and Compliance Officer
Membership No. A68134

Place : Ludhiana
Date : September 8, 2025

Place : Ludhiana
Date : September 8, 2025

BEHARI LAL ENGINEERING LIMITED
(Formerly Known as BEHARI LAL ENGINEERING PRIVATE LIMITED)
(Formerly Known as BEHARI LAL ISPAT PRIVATE LIMITED)
CIN: U27109PB1995PLC016490

Annexure - II Restated Statement of Profit and Loss
(ALL amounts in INR Million, unless otherwise stated)

	Particulars	Note No.	For the year ended 31-Mar-2025	For the year ended 31-Mar-2024	For the year ended 31-Mar-2023
	Income:				
I	Revenue from operations	26	5,079.12	4,460.84	4,629.28
II	Other income	27	83.87	38.74	45.34
III	**Total Income (I+II)**		**5,162.99**	**4,499.58**	**4,674.62**
IV	**Expenses:**				
	Cost of materials consumed	28	2,716.46	2,745.21	3,236.52
	Purchase of stock-in-trade		291.93	153.04	100.24
	Changes in inventories of finished goods, work in progress and stock in trade	29	(125.41)	(50.93)	(65.77)
	Employee benefits expense	30	326.14	187.29	165.74
	Finance cost	31	13.58	23.09	33.83
	Depreciation and amortization expense	3	105.91	87.58	77.36
	Other expenses	32	1,140.75	855.11	744.45
	Total expenses (IV)		**4,469.36**	**4,000.39**	**4,292.37**
V	**Profit before exceptional items and tax (III-IV)**		693.63	499.19	382.25
VI	**Exceptional items**		-	-	-
VII	**Profit before tax (V-VI)**		693.63	499.19	382.25
VII	**Tax expense:**				
	Current tax		175.45	125.54	94.86
	Deferred tax		(13.49)	15.58	(1.61)
	Earlier Year Tax		2.16	0.16	0.99
	Total tax expense (VIII)	33	**164.12**	**141.28**	**94.24**
IX	**Profit for the period (VII-VIII)**		529.51	357.91	288.01
X	**Other Comprehensive Income / (loss)**				
A	Items that will not be reclassified to profit or loss				
i)	Remeasurement gain/(loss) of defined benefit obligation		(0.62)	0.75	2.40
ii)	Income tax relating to items that will not be reclassified to profit or loss	33	0.16	(0.19)	(0.60)
	Total other comprehensive income/(loss) for the year, net of tax (X)		**(0.46)**	**0.56**	**1.80**
XI	**Total Comprehensive Income for the period (IX+X)**		**529.05**	**358.47**	**289.81**
XII	**Earnings per equity share of ₹10/- each (Without adjusting for bonus shares)**	34			
	- Basic ₹		67.82	50.33	41.45
	- Diluted ₹		67.82	50.33	41.45
	Weighted average equity shares used in computing earnings per equity share (refer note no 34)				
	- Basic		78,07,865	71,10,917	69,49,000
	- Diluted		78,07,865	71,10,917	69,49,000
	Earnings per equity share of ₹10/- each (After adjusting for bonus shares)				
	- Basic ₹		13.56	10.07	8.29
	- Diluted ₹		13.56	10.07	8.29
	Weighted average equity shares used in computing earnings per equity share (refer note no 34)				
	- Basic		3,90,39,325	3,55,54,586	3,47,45,000
	- Diluted		3,90,39,325	3,55,54,586	3,47,45,000

Corporate information 1
Material accounting policies 2
The above statement should be read with Annexure V, Annexure VI and Annexure VII to the Restated Financial Statements.

As per our report of even date attached
For Ashwani & Associates
Chartered Accountants
Firm Registration Number: 000497N

For and on behalf of the Board of Directors
Behari Lal Engineering Limited
(Formerly Known as BEHARI LAL ENGINEERING PRIVATE LIMITED)
(Formerly Known as BEHARI LAL ISPAT PRIVATE LIMITED)

Sd/-
Aditya Kumar
Partner
Membership No. 506955

Sd/-
Dinesh Garg
Director
DIN - 00215117

Sd/-
Lovlish Garg
Director
DIN - 02000916

Sd/-
Aakarsh Goyal
Chief Financial Officer

Sd/-
Bhuvnesh Garg
Chief Executive Officer

Sd/-
Sanjeev Kumar Sehgal
Company Secretary and Compliance Officer
Membership No. A68134

Place : Ludhiana
Date : September 8, 2025

Place : Ludhiana
Date : September 8, 2025

BEHARI LAL ENGINEERING LIMITED
(Formerly Known as BEHARI LAL ENGINEERING PRIVATE LIMITED)
(Formerly Known as BEHARI LAL ISPAT PRIVATE LIMITED)
CIN: U27109PB1995PLC016490

Annexure - III Restated Statement of Cash Flows
(ALL amounts in INR Million, unless otherwise stated)

Particulars	For the year ended 31-Mar-2025		For the year ended 31-Mar-2024		For the year ended 31-Mar-2023	
Cash flow from operating activities						
Profit before tax		**693.62**		**499.19**		**382.25**
Adjustments for:						
Depreciation and amortisation expense	105.92		87.58		77.36	
Unrealised foreign exchange (Gain)/Loss on foreign currency rate fluctuation	(1.16)		1.19		1.26	
Net (Gain)/Loss on fair valuation of investments measured at fair value through profit or loss	-		(2.40)		(3.10)	
Net (Gain)/Loss on sale of Investment	(4.60)		-		-	
Liabilities no longer required written back	(0.50)		(0.73)		-	
Sundry Balances Written off	0.27		-		-	
Net (Gain)/Loss on Property, plant and equipment sold and held for sale	(0.70)		0.98		(0.02)	
Interest expense	13.61		23.09		33.83	
Interest income	(31.83)		(12.72)		(3.09)	
Allowance for expected credit loss and doubtful receivables	1.21					
Interest on MSME	0.01					
		82.22		96.99		106.24
Operating profit before working capital changes		**775.84**		**596.18**		**488.49**
Changes in working capital.						
Increase/(Decrease) in trade payables and other liabilities	226.82		39.15		(42.22)	
Decrease/(Increase) in trade and other receivables	(6.41)		(128.81)		(167.29)	
Decrease/(Increase) in inventories	(187.34)		(24.53)		(55.21)	
		33.07		(114.19)		(264.72)
Cash generated from/(used in) operations		**808.91**		**481.99**		**223.77**
Income tax paid (net)		(190.05)		(110.55)		(89.94)
Net cash flow from/(used in) operating activities (A)		**618.86**		**371.44**		**133.83**
Cash flow from investing activities						
Purchase of property, plant and equipment including intangible assets and Capital work in progress		(265.03)		(148.45)		(216.68)
Proceeds from sale of property, plant and equipment		5.00		0.02		0.45
Interest received		31.83		12.72		3.09
Net payments for capital advances		(31.62)		(5.34)		-
Sale of Investment		36.48		-		
Bank balances not considered as cash and cash equivalents:						
(Increase)/Decrease in deposit with banks, having original maturity more than three months but less than twelve months		284.69		(285.26)		-
(Increase)/Decrease in deposit with banks, having original maturity more than twelve months		43.53		(100.00)		-
(Increase)/Decrease in deposit with banks, having original maturity more than twelve months but remaining maturity of less than twelve months		(301.63)		2.53		0.46
Net cash flow from/(used in) investing activities (B)		**(196.75)**		**(523.78)**		**(212.68)**
Cash flow from financing activities						
Proceeds from issuance of share capital		-		385.00		-
Proceeds/ (Repayment) from non current borrowings		(3.66)		(237.64)		27.22
Proceeds/(Repayment) of current borrowings		(275.76)		11.42		97.94
Interest paid		(18.81)		(21.13)		(31.94)
Advances against redemption of Prefernce Share Capital		(104.00)		-		
Net cash flow from/(used in) financing activities (C)		**(402.23)**		**137.65**		**93.22**
Net increase/(decrease) in cash and cash equivalents (A+B+C)		**19.88**		**(14.69)**		**14.37**
Cash and cash equivalents at the beginning of the period		4.71		19.40		5.03
Cash and cash equivalents at the end of the period *		**24.59**		**4.71**		**19.40**

BLEL's product mix and capacities

Particulars	Capacity details	SMS and Foundry Division	Rolling Mill Division	Total
Fiscal 2025	Installed capacity (in MT)	54,464	65,000	1,19,464
	Actual production (in MT)	50,526	57,353	1,07,879
	Capacity utilisation (%)	92.77	88.24	90.3
Fiscal 2024	Installed capacity (in MT)	35,589	65,000	1,00,589
	Actual production (in MT)	30,418	55,559	85,977
	Capacity utilisation (%)	85.47	85.48	85.47
Fiscal 2023	Installed capacity (in MT)	36,129	65,000	1,01,129
	Actual production (in MT)	33,141	43,461	76,602
	Capacity utilisation (%)	91.73	66.86	75.75

Source: Company reports & websites, Industry, Crisil Intelligence

The company's business model stands out from its competitors by adopting a diversified product mix, which optimizes resource utilization and mitigates risks across various industries and geographies. In contrast, many competitors focus on a single product i.e. either rounds or metal rolls or engineering castings, often leading to underutilization of resources, whereas BLEL covers all the three product categories.

BLEL is the only player with the product mix of metal rolls, engineered castings and alloy steel products in India (alloy steel added).

BLEL is one of the few players to have a manufacturing facility fungible enough to manufacture numerous diversified across metal rolls/Engineered Castings and Alloy steel bar.

Behari Lal Group is one of the oldest groups in the steel business with over 79 years of experience in the steel industry.

BLEL is a leading player in India's metal rolls industry, meeting 10% of the country's demand in fiscal 2024. With a strong presence in the organized sector and a customer-centric approach, BLEL is poised to capitalize on the growing demand for metal rolls, expected to increase at a CAGR of 8-10% during fiscals 2024-2030. As a trusted partner to integrated steel players, OEMs, and rolling mills, BLEL is committed to delivering high-quality metal rolls and exceptional service, solidifying its position as a top-tier organized roll manufacturer.

Additionally, the company places a strong emphasis on innovation, constantly developing new grades and products to stay ahead of the competition. This continuous drive for innovation, combined with a focus on product quality and active after-sales service, gives the company a clear edge over competitors.

A significant differentiator is the active involvement of the top management with customers, ensuring an open communication channel that fosters trust and loyalty. Competitors, on the other hand, often lack such direct engagement, which limits their ability to provide personalized service. Moreover, the company enjoys a purchasing power advantage by sourcing raw materials directly from industries in the automobile sector and PSUs. This eliminates middlemen, reduces costs, and guarantees high-quality standards, setting the company apart in terms of efficiency and product excellence.

Financial benchmarking

To benchmark the performance of Behari Lal Engineering Ltd. against its competitors, we have compared the profitability, liquidity and leverage across the peer set. The peer set for financial benchmarking includes companies with operational capabilities and product offerings that are comparable to those of Behari Lal Engineering Limited (BLEL). The benchmarking has been categorized into three distinct groups based on their core businesses, product segments and industries served:

Peer set 1: It comprises three companies namely Jailaxmi Castings & Alloys Pvt. Ltd., Jayaswal Neco Industries Ltd. and Vardhman Special Steel Ltd. These companies specialize in alloy steel products, including rounds and flats, billets, hot-rolled and cold-rolled products, cast blooms, bars, tools, and valves. They cater to a wide range of industrial applications, showcasing a diverse product portfolio similar to BLEL's alloy steel products business segment.

Peer set 2: It includes three companies, Bharat Roll Industry Pvt. Ltd., IFGL Refractories Ltd. and RHI Magnesita India Ltd. Bharat Roll, which is primarily focused on manufacturing various types of metal rolls. These rolls are essential for steel mills and other industrial processes, aligning closely with BLEL's rolls manufacturing business. RHI Magnesita and IFGL Refractories serves the same end use industries/customers like that of BLEL.

Peer set 3: It consists of four companies namely Kennametal India Ltd., Peekay Steel Castings (P) Ltd., AIA Engineering Ltd. and Steelcast Ltd which specialize in engineering castings. These companies produce high-quality castings for diverse engineering applications, making them relevant for comparison with BLEL's engineering casting business.

The inclusion of these peer sets allows for a comprehensive financial benchmarking analysis across different product verticals, helping BLEL gauge its performance in alloy steel products, metal rolls, and engineering castings.

Comparison of revenues (in Rs Mn)

Year	FY23	FY24	FY25
BLEL	4,629	4,461	5,079
Jailaxmi Casting & Alloys Pvt. Ltd.	5,847	5,586	NA
Jayaswal Neco Industries Ltd	63,429	59,336	59,997
Vardhman Special Steel Ltd.	17,350	16,614	17,644
Bharat Roll Industry Pvt. Ltd.	2,725	2,776	NA
IFGL Refractories Ltd	13,865	16,395	16,530
RHI Magnesita India Ltd	27,263	37,811	36,745
Kennametal India Ltd	10,771	10,999	NA
Peekay Steel Castings (P) Ltd.	5,936	7,526	NA
AIA Engineering Ltd	49,088	48,538	42,874
Steelcast Ltd	4,768	4,098	3,762

Source: Company financials, Crisil Intelligence

BLEL's revenue grew from Rs 4,629 million in Fiscal 2023 to Rs 45,079 million in Fiscal 2025, showing good CAGR of 5% over fiscals 2023-2025.

Compared to its industry peers, BLEL's revenue trend indicates stability despite some market fluctuations. Companies like Jayaswal Neco Industries Ltd., Jailaxmi Castings and Alloys Pvt. Ltd., Peekay Steel Castings (P) Ltd., RHI Magnesita etc. earned higher revenues than BLEL, whereas other players like Bharat Roll Industry Pvt. Ltd earned lesser revenues during all the years.

Comparison of revenues growth (in %)

Year	FY24	FY25
BLEL	-4%	14%
Jailaxmi Casting & Alloys Pvt. Ltd.	-4%	NA

SUMMARY OF FINANCIAL INFORMATION

The following tables set forth the summary financial information derived from our Restated Financial Statements. The information presented below may differ in certain significant respects from financial statements prepared in accordance with generally accepted accounting principles in other countries, including IFRS. For details, see 'Risk factor -Certain non-GAAP financial measures and certain other statistical information relating to our operations and financial performance like Earnings before interest, tax, depreciation and amortization expenses (EBITDA), EBITDA margin, return on capital employed (ROCE), return on equity (ROE), inventory turnover ratio and debt to equity, have been included in this Draft Red Herring Prospectus. These non-GAAP financial measures are not measures of operating performance or liquidity defined by Ind AS and may not be comparable.' on page 74. The summary financial information presented below should be read in conjunction with 'Restated Financial Statements' and 'Management's Discussion and Analysis of Financial Condition and Results of Operations' on pages 371 and 449.

RESTATED STATEMENT OF ASSETS AND LIABILITIES

(in ₹ million)

	Particulars		As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
1	**ASSETS**				
	(a)	Property, Plant and Equipment	824.95	670.46	599.56
	(b)	Capital work-in-progress	39.88	35.53	52.68
	(c)	Other Intangible assets	2.10	2.13	-
	(d)	Financial assets			
	(i)	Investments	-	-	29.49
	(ii)	Other financial assets	86.64	129.27	29.27
	(e)	Other non-current assets	36.96	5.34	4.14
	Total non-current assets		**990.53**	**842.73**	**715.14**
2	**Current assets**				
	(a)	Inventories	810.98	623.65	599.12
	(b)	Financial assets			
	(i)	Investments	-	31.88	-
	(ii)	Trade receivables	783.86	813.39	656.75
	(iii)	Cash and cash equivalents	24.59	4.71	19.40
	(iv)	Bank balances other than (iii) above	303.16	286.22	3.49
	(v)	Other financial assets	27.17	4.81	2.31
	(c)	Current tax assets (net)	-	-	-
	(d)	Other current assets	19.48	13.42	36.24
	Total current assets		**1,969.24**	**1,778.08**	**1,317.31**
	TOTAL ASSETS		**2,959.77**	**2,620.81**	**2,032.45**
	EQUITY AND LIABILITIES				
	Equity				
	(a)	Equity share capital	78.08	48.59	40.00
	(b)	Other equity	2,338.08	1,861.33	1,126.45
	(c)	Equity share capital to be issued pursuant to the scheme of Arrangement for Amalgamation	-	29.49	29.49
		Total equity	**2,416.16**	**1,939.40**	**1,195.94**
	Liabilities				
1	**Non-current liabilities**				
	(a)	Financial liabilities			
	(i)	Borrowings	7.56	68.15	303.83
	(b)	Provisions	9.70	7.15	5.33
	(c)	Deferred tax liabilities (net)	10.79	24.43	8.66
	Total non-current liabilities		**28.05**	**99.73**	**317.82**
2	**Current liabilities**				
	(a)	Financial liabilities			
	(i)	Borrowings	68.21	343.98	332.56