



MEENAKSHI GUJRAL & CO.
(CHARTERED ACCOUNTANTS)
107, CHANDERLOK ENCLAVE
PITAMPURA, DELHI-110034
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cameenakshigujral1209@gmail.com

CONSOLIDATED PEER REVIEW AUDITOR CERTIFICATES

Date: 08-08-2026

To,

The Board of Directors
Bhagya Machine Tools Limited
(Formerly Known as Bhagya Steels Limited)
VPO Paddi, Harbast no 254,
Near Radhe Sham Pataka Factory
Dehlon Road, Ludhiana 141206 PB

SKI Capital Services Limited
718, Dr, Joshi Rd, Block A, Karol Bagh, Delhi, 110005

(SKI Capital Services Limited hereinafter referred to as the “**Book Running Lead Manager**” or “**BRLM**”)

Dear Sir(s):

Sub: Proposed initial public offering of equity shares of Rs. 10/- each (“the Issue”) of Bhagya Machine Tools Limited (“the Company”)

We, Meenakshi Gujral & Co, Chartered Accountants, having our office at 107, Chanderlok Enclave, Pitampura, New Delhi-110034 have been engaged by **Bhagya Machine Tools Limited** to provide this consolidated certificate.

This certificate is issued in compliance with applicable laws, regulations, and the professional standards issued by the Institute of Chartered Accountants of India (ICAI). This document encompasses our independent verification of the company’s records and disclosures pertaining to the following areas:

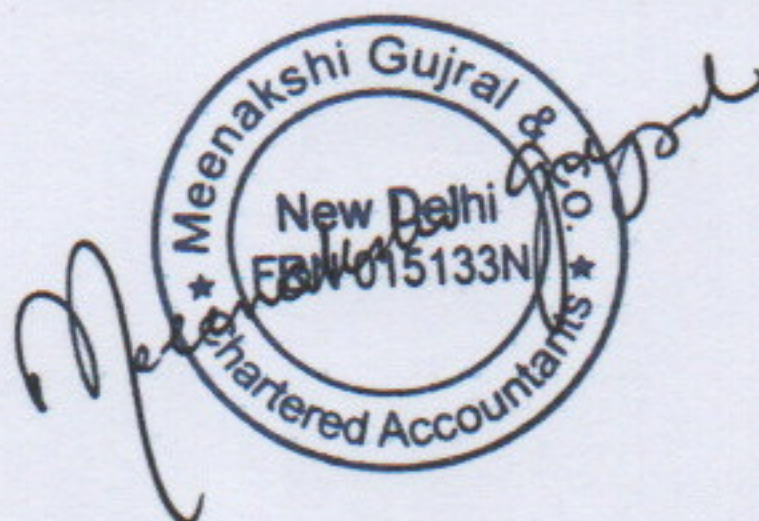
1. Peer Review Certificate

This is to confirm that pursuant to a peer review process conducted by the Institute of Chartered Accountants of India (“ICAI”), we have been granted a valid certificate by the peer review board of the ICAI and are eligible to certify the financial information as per the requirements of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “ICDR Regulations”).

Annexed herewith is a copy of our peer review certificate No. **015002** dated **07-03-2023** as **Annexure-A**

2. Related Party Transactions

We have examined the restated audited financial statements of the Company for the financial years ended March 31, 2024 and March 31, 2025 and March 31, 2026, prepared in accordance with the Companies Act, 1956 to the extent applicable and the Companies Act, 2013, as applicable (the “Companies Act”) and the Accounting Standard issued by the Institute of Chartered Accountants of India (“AS”) and restated in



accordance with the ICDR Regulations and the report dated **08-08-2026** issued thereon (the "**Restated Financial Statements**").

Accordingly, based on the information and explanation and on review of the books of accounts, agreements, invoices, terms of engagement, statutory records maintained by the Company, minutes of the meetings of the Board of Directors of the Company, minutes of annual general meeting and extraordinary general meetings of the Company, relevant statutory registers and other relevant documents presented to us, we hereby certify and confirm that:

- (i) Other than the transactions included in Annexure [30] (Note No. [30]) of the Restated Financial Statements of the Company, there are no other transactions of the Company, which qualify as transactions entered into with related parties (as defined under the AS 18 issued by the Institute of Chartered Accountants of India) (the "Related Party Transactions");
- (ii) All Related Party Transactions are legitimate business transactions;
- (iii) All Related Party Transactions have, unless otherwise disclosed, been entered into at an arm's-length basis;
- (iv) There are no Related Party Transactions that are not disclosed, or that are not fully disclosed in the Restated Financial Statements;
- (v) We hereby confirm that there have been no transactions with parties with whom the Company and/or its subsidiaries, joint ventures or associates, if any, or its related parties have a relationship that enables the parties to negotiate terms that may not be available to other independent parties on an arm's length basis; and
- (vi) Related party transactions with entities covered under Companies Act, 1956 and Companies Act, 2013 requiring approvals from Central Government or Board or shareholders of the Company have been duly obtained, as applicable.

Based on the procedures carried out by us as mentioned above, we confirm that:

- a. all related party transactions have, unless otherwise disclosed, been at an arm's length basis; and
- b. there have been no transactions with parties with whom the Company and/or its subsidiaries, joint ventures or associates or its related parties have a relationship that enables the parties to negotiate terms that may not be available to other independent parties on an arm's length basis.

Further, based on the above, we have set out below the related party transactions (as defined under the Companies Act, 2013) entered into during the period after March 31, 2026, if any, (i) with respect to giving of loans and guarantees, providing securities in connection with loans made, or investments made; and (ii) all other transactions which are material to the Company or the related party, or any transactions that are unusual in their nature or conditions, involving goods, services or tangible or intangible assets, to which the Company, which have not already been included in Annexure [30] Note No.[30] of Restated Financial Statements:

RPT Table

(Rs. In Lakhs)

Nature of Transaction	Name of Related Parties	For the Year Ended on		
		March 31, 2026	March 31, 2025	March 31, 2024
Director Remuneration	Jaskaran Singh	6.40	7.20	3.60
Director Remuneration	Jasdil Singh	9.60	7.20	3.60
Director Remuneration	Jagdev Singh	3.20		



Loan Given	Rupinder Kaur			2.00
Loan Repaid	Rupinder Kaur	-	2.00	-
Loan Received	Jasdil Singh		183.84	
Loan Given	Jasdil Singh			8.84
Loan Repaid	Jasdil Singh	6.93	2.07	
Loan Received	Jaskaran Singh		184.80	2.35
Loan Repaid	Jaskaran Singh	9.00	10.05	2.10
Purchase	Micro Engineers	227.20	-	-
Sales	Micro Engineers	-	-	16.60

Note: The table above sets out the related party transactions of the Company for the financial years ended March 31, 2026, March 31, 2025 and March 31, 2024, as disclosed in Annexure 30 (Note No. 30) of the Restated Financial Statements. Related party transactions entered into by the Company during the period from April 1, 2026 up to the date of this certificate, which are not already included in Annexure 30 (Note No. 30) of the Restated Financial Statements, are as under: .

3. Outstanding Dues to Creditors

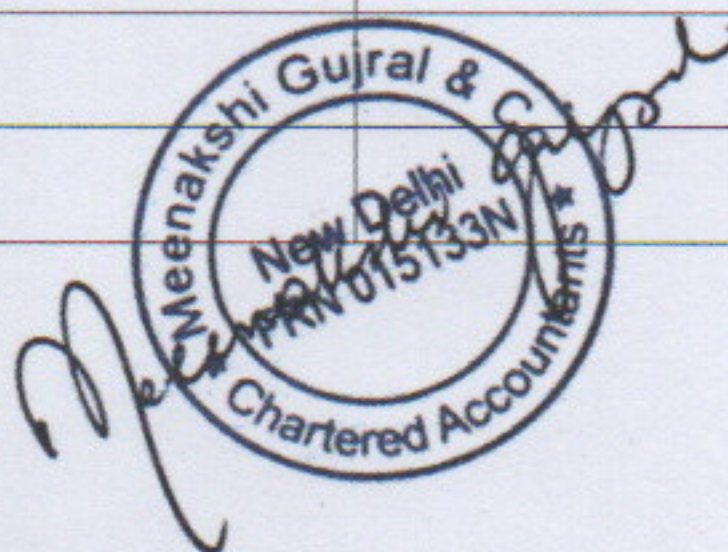
We, Meenakshi Gujral & Co, Chartered Accountants, have verified the details of outstanding dues to creditors of the Company as on March 31, 2026.

Accordingly, based on the Audited Restated Financial Statements of the Company included in the Draft Red Herring Prospectus/Red Herring Prospectus/ Prospectus, information and explanations received from Company, we certify the following details:

<i>Particulars</i>	<i>No. of Creditors as on March 31, 2026</i>	<i>Amount Outstanding as on March 31, 2026</i>
Outstanding dues to micro and small enterprises (MSMEs)	15	693.49
Outstanding dues to other creditor	7	104.38
Total Outstanding Dues	22	797.87

For purposes of the disclosure in the Draft Red Herring Prospectus/Red Herring Prospectus/ Prospectus pursuant to the amendment to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Board of Directors of the Company has identified a materiality threshold of 10% of total trade payables as on March 31, 2026 pursuant to a resolution dated 25-06-2026.

<i>Name of material creditor</i>	<i>Amount (₹ in Lakhs) as on March 31, 2026</i>
C S Enterprises	86.55
M K Enterprises	307.44
P C Enterprises	83.94
Total	477.93



4. Utilization of the Loan

We have examined the books of accounts as well as additional documents with respect to the financial indebtedness of the Company, including, *inter alia*, sanction letters, loan agreements, term sheets, information memorandums, deeds of hypothecation, memorandum of deposit, balance outstanding letters/statements and other letters and correspondence between the lenders and the Company, for the purpose of issuing this certificate.

Except as stated below, there are no loans or advances that have been extended to the Company as at March 31, 2026:

S No	Lender Name	Type of Loan	Amount as per loan agreement as on March 31, 2026 (Rs in Lakh s)	Loan Amount avail ed and utilis ed (Rs in Lakh s)	Amount Out st and in g as on March 31, 2026 * (Rs in Lakh s)	Loan amount pro posed to be re paid from the IPO pro ceeds	Amount outst andin g upon repay ment/ prepa ymen t of borro wings from Net Proce eds^ (Rs in Lakh s)	Purp ose for whic h loan amo unt was utilis ed*	Ten ure (mo nth s)	Inter est rate per annu m as of Mar ch 31,2 026	Estima ted amount of prepay ment penalty in relatio n to the loan amount propos ed to be repaid from Net Procee ds@	Date of loan agreement
1	HDFC Bank	Vehicle Purchase	23.08	23.08	10.30	-	10.30	Vehicle Purchase	60	10.51	Nil	20.01.2023
2	AXIS Bank	Workin Capital	240.00	240	238.3	-	238.31	Working Capital	On De ma n d	8.75	Nil	09.01.2026
3	Yes Bank	Vehicle Purchase	20.00	20	13.08	-	13.08	Vehicle Purchase	60	12.10	Nil	22.02.2024
4	Godrej Financ e	Working Capital	25.50	25.50	25.50	-	25.50	Working Capital	60	18	Nil	31.07.2025
	Total		308.58	308.58	287.19		287.19					



Further we also confirm that the Company has not defaulted, at any point of time in the three financial years , in the repayment of any instalment or interest due for any of the loans or financing facilities availed by the Company nor has there been a rescheduling of any loans or finance facilities availed by the Company in such period.

5. Changes in Accounting Policies

Except as stated below, there has been no change in accounting policies in the last three (3) years. With effect from Fiscal 2025, liability for gratuity is recognised on the basis of an actuarial valuation carried out in accordance with AS-15 (Revised) "Employee Benefits", whereas it was hitherto recognised on a payment basis, and deferred tax is recognised in accordance with AS-22 "Accounting for Taxes on Income". The effect of these changes has been given in the Restated Financial Statements, and the corresponding restatement adjustments are set out in Annexure 5 — Statement of Adjustments to Audited Financial Statements.

We hereby confirm that while providing this certificate we have complied with the Standards on Auditing issued by the Institute of Chartered Accountants of India.

We hereby consent to the extracts of this certificate being used in the Draft Red Herring, Red Herring Prospectus and Prospectus of the Company in connection with the Issue and other Issue related materials.

We undertake to update you of any changes in the above-mentioned information until the date the Equity Shares issued pursuant to issue commence trading on the Stock Exchanges. In the absence of any such communication from us, you may assume that there is no change in respect of the matters covered in this certificate.

This certificate may be relied on by the Book Running Lead Manager and the legal advisor in relation to the Issue and to assist the Book Running Lead Manager in conducting and documenting their investigation of the affairs of the Company in connection with the Issue of the securities covered by the Draft Red Herring Prospectus, Red Herring Prospectus and Prospectus to be issued by the Company in relation to the Issue and other Issue related materials ("Offer Documents") and for the purpose of any defence the Book Running Lead Manager may wish to advance in any claim or proceeding in connection with the contents of the Offer Documents. This letter may be produced in any actual or potential proceeding or actual or potential dispute relating to or connected with the Issue document or otherwise in connection with the Issue.

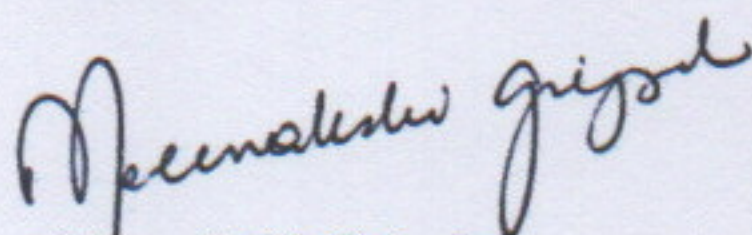
Yours sincerely,

For **Meenakshi Gujral & Co**

Chartered Accountants

ICAI Firm Registration No.: 015133N

Peer Review No: [To be filled by the Auditor]



Meenakshi Gujral

Proprietor

Membership No: 092171

Peer Review No: 015002

UDIN:26092171BUVLFC1943

Place: New Delhi

