S. G. ENCON LIMITED

CIN: U45208HR2008PLC037614

REGISTERED OFFICE: CABIN NO. 1, SCO 93, SECOND FLOOR, SWASTIK VIHAR, SECTOR-5, MANSA DEVI COMPLEX, PANCHKULA, HARYANA, 134109, INDIA

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CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF AUDIT COMMITTEE OF S. G. ENCON LIMITED HELD ON WEDNESDAY, THE 23rd SEPTEMBER 2026 AT CABIN NO. 1, SCO 93, SECOND FLOOR, SWASTIK VIHAR, SECTOR-5, MANSA DEVI COMPLEX, PANCHKULA, HARYANA, 134109, INDIA AT 9:30 A.M.

AGENDA ITEM: TO CONSIDER AND APPROVE THE KEY PERFORMANCE INDICATORS ("KPIs") PROPOSED TO BE DISCLOSED IN THE OFFER DOCUMENTS FOR THE INITIAL PUBLIC OFFER OF THE COMPANY

The Audit Committee noted that pursuant to the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Audit Committee is required to approve the key performance indicators **("KPIs")** disclosed in the Draft Red Herring Prospectus **(the "DRHP")** to be filed with the Securities and Exchange Board of India **("SEBI")**, BSE Limited and National Stock Exchange of India Limited (collectively, the "Stock Exchanges"), in respect of the proposed initial public offering of equity shares of face value of ₹ 10/- each ("Equity Shares") of the Company and confirm that verified and audited details for all the KPIs disclosed to earlier investors in the three years period prior to the date of filing the DRHP are disclosed under the section titled "*Basis for Offer Price*" of the DRHP.

The Audit Committee was apprised that the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "**SEBI ICDR Regulations**") read with the SEBI circular titled "Industry Standards on Key Performance Indicators ("**KPIs**") Disclosures in the draft Offer Document and Offer Documents" dated February 28, 2025 ("**KPI Circular**") requires the Audit Committee to approve the key performance indicators relating to the Company and proposed to be disclosed in the DRHP.

The Audit Committee was apprised that the KPI Circular provides the principles and processes for the selection of key performance indicators, i.e., key numerical measures of the Company's historical financial and/or operational performance, which the management of the Company evaluates and tracks to monitor the performance of the Company and which provides information to investors to make an informed decision with respect to valuation of the Company ("**KPIs**"). The KPI Circular further requires the Audit Committee to (a) approve the key performance indicators relating to the Company and proposed to be disclosed in the DRHP to be filed with the SEBI and the stock exchanges where the Equity Shares are proposed to be listed, (b) confirm that verified and audited details for all the KPIs pertaining to the Company that have been disclosed to investors at any point of time during the three years period prior to the date of filing of the DRHP are proposed to be disclosed under the "*Basis for Issue Price*" and "*Our Business*" chapters of the DRHP, (c) confirm that the KPIs as set out in the DRHP shall continue to be disclosed by the Company post listing, in accordance with Paragraph (9)(K)(3)(i) under Part A, Schedule VI and other applicable provisions of the SEBI ICDR Regulations, and (d) confirm that the KPIs disclosed in the DRHP are certified by the statutory auditor(s) or Chartered Accountants or firm of Chartered Accountants, holding a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India or by Cost Accountants.

The Audit Committee was further informed that the aforementioned requirements pursuant to the SEBI ICDR Regulations and the KPI Circular are evolving and may have to be revisited on the basis of feedback received from any regulatory authority. The Audit Committee was presented the following data pursuant to the SEBI ICDR Regulations and the KPI Circular:

(a) information on the Company's historical financial or operational performance collated by the management pursuant to the KPI Circular ("**Selected Data**"), as set out in Annexure A,

(b) the KPIs selected for disclosure in the "*Basis for issue Price*" and *"Our Business*" sections of the DRHP, along with their definitions, and explanation on how these KPIs have been used by the management historically to analyse, track or monitor the operational and/or financial performance of the Company, as set out in Annexure B,

(c) draft of the disclosures in relation to the KPI's to be included in the "*Basis for Issue Price*" and "*Our Business*" sections of the DRHP and the KPIs for the industry peers to be included in the "*Basis for Issus Price*" section of the DRHP, as set out in Annexure C,

(d) Selected Data not forming part of KPIs, along with the rationale for their exclusion from the KPIs, as set out in Annexure D, and

(e) Selected Data not forming part of KPIs but forming part of disclosures in the DRHP, as set out in Annexure E.

Additionally, the note prepared by the management in accordance with the KPI Circular was placed before the committee, along with a confirmation that while collating the Selected Data and KPIs, the applicable standards under the KPI Circular have been duly considered and adhered to.

The Audit Committee has conducted detailed deliberations with the management on the information presented in (a) to (e) above and the management has taken note of the suggestions of the Audit Committee for alterations, deletions and additions.

The Audit Committee also noted that the KPIs as set in the sections titled "*Basis for Isue Price*" and "*Our Business*" in the DRHP shall continue to be disclosed by the Company post listing, in accordance with Paragraph (9)(K)(3)(i) under Part A, Schedule VI and other applicable provisions of the SEBI ICDR Regulations.

The Annexure A to Annexure E are attached herewith as under –

1) Annexure A : List of Selected Data Compiled by Management
2) Annexure B : List of Key performance Indicators
3) Annexure C: Details of Key performance Indicators ("**KPI**")
4) Annexure D: Rationale for exclusion of selected data from KPIs
5) Annexure E: Selected data other than KPI disclosed in the issue documents

The Audit Committee also took note of the certificate issued by Dhillon & Associates dated 23rd September 2026 in relation to the KPIs ("**Auditor Certificate**"), verifying the details of the KPIs included in **Annexure C**. It was noted by the Audit Committee that no other KPIs pertaining to the Company, other than as included in **Annexure C**, are proposed to be included in the DRHP, and have been disclosed to earlier investors of the Company at any point of time during the three years period preceding the date of filing the DRHP.

Pursuant to discussions between the members of the Audit Committee, the following resolutions were unanimously approved:

"RESOLVED THAT, as per the requirements of the SEBI ICDR Regulations and the KPI Circular, the KPIs set out in Annexure B are hereby noted and approved, and the approval of the Audit Committee is hereby accorded ot disclose such KPIs in the "*Basis for Offer Price*" and "*Our Business*" sections of the DRHP as set out in Annexure C.

"RESOLVED FURTHER THAT, in accordance with the applicable provisions of SEBI ICDR Regulations and other applicable laws, the Committee confirms that all the KPIs pertaining to the Company that (a) have been used historically to analyse, track or monitor the operational and/or financial performance of the Company, or (b) have been disclosed to investors, at any point of time during the three-year period preceding the date of filing of the DRHP, are disclosed in the draft of the "*Basis for Offer Price*" chapter of the DRHP placed before the Committee and and such information has been have been verified and audited by Dhillon & Associates in accordance with SEBI ICDR Regulations pursuant to their certificate dated 23rd September 2026 and will be disclosed in the "*Basis for Offer Price*"

section of the DRHP. It is also noted that details of the executed copy of such certificate will be mentioned in the '*Basis for Offer Price*' section of the DRHP and will be included as part of "*Material Contracts and Documents for Inspection*" section of the DRHP. The Audit Committee also confirmed that KPIs disclosed under "*Basis for Offer Price*" section of the DRHP have been verified and audited, in accordance with applicable laws and auditing procedures, including the SEBI ICDR Regulations and KPI Circular".

"RESOLVED FURTHER THAT, the Audit Committee notes that the KPIs as set out in the draft of the "*Basis for Offer Price*" chapter of the DRHP placed before the Committee, and a list of the same, as appearing in Annexure B, shall be disclosed, post-listing of the Equity Shares on the Stock Exchanges, in accordance with Paragraph (9)(K)(3)(i) as prescribed under Part A, Schedule VI of the SEBI ICDR Regulations."

RESOLVED FURTHER THAT, the Audit Committee in consultation with the management of the Company and book running lead manager to the Issue may update and approve any further changes to the KPIs approved by this resolution, from time to time, basis, inter alia, regulatory feedback and changes in applicable law.

RESOLVED FURTHER THAT, Mr. Pankaj Setia, [*Managing Director*], Mr. Rajiv Gandhi [Whole Time Director] of the Company be and are hereby jointly authorised to do all such acts, deeds, matters and things as deemed necessary, proper or desirable, and to settle to give effect to the above resolution or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard and to give effect to such modifications, changes, variations, alterations, deletions or additions as may be deemed fit and proper in the best interests of the Company.

RESOLVED FURTHER THAT, a copy of the above resolution, certified to be true by any Director of the Company or, Company Secretary and Compliance Officer of the Company be forwarded to the concerned authorities for necessary action."

CERTIFIED TRUE COPY

For & on behalf of the board of directors of
S. G. ENCON LIMITED

For S G ENCON LIMITED

Director

PANKAJ SETIA
Director
DIN: 03463323
Date: 23/09/2026
Place: Panchkula

Director

RAJIV GANDHI
Director
DIN: 03445578
Date: 23/09/2026
Place: Panchkula

Details of KPIs as at/ for the financial years ended March 31, 2026, March 31, 2025 and March 31, 2024

(₹ in million except percentage and ratios)

Particulars	Unit	For the Financial Year ended March, 2026	For the Financial Year ended March, 2025	For the Financial Year ended March, 2024
Total Income[a]	₹	2,876.40	2,764.21	2,371.66
Revenue from Operations[b]	₹	2,869.68	2,760.82	2,338.87
EBIDTA[c]	₹	308.98	208.40	120.93
EBIDTA Margin [d]	%	10.77%	7.55%	5.17%
Net Profit for the Year[e]	₹	228.85	139.37	91.83
Net Profit Margin [f]	%	7.97%	5.05%	3.93%
Return on Equity [g]	%	24.03%	26.67%	24.26%
Return on Capital Employed [h]	%	29.49%	30.98%	22.45%
Current Ratio[i]	Times	3.26	1.95	1.94
Debt-Equity Ratio[j]	Times	0.09	0.27	0.37
Operational KPIs				
Order Book	₹	2,789.27	2,613.36	2,646.09
Book-to-Bill Ratio*	Times	0.97	0.95	1.13
Bids awarded *(₹ in million)*^	₹	3,261.98	2,602.18	2,698.85

**Book-to-Bill ratio is calculated as the Order Book at a particular period divided by the revenue from operations for that period.*

^Bids Awarded represents the aggregate contract value of projects awarded to the Company during the respective period, exclusive of GST and other applicable taxes.

Notes:

a. Total Income includes Revenue from Operations and Other Income.

b. Revenue from Operations represents the income from the projects executed by the Company as recognized in the financial information.

c. EBITDA means Earnings before interest, taxes, depreciation and amortization expense, which has been arrived at by obtaining the profit before tax and adding back finance costs, depreciation, and amortization expense less other income.

d. EBITDA margin is calculated as EBITDA as a percentage of Revenue from Operations.

e. Net Profit for the year represents profit after tax.

f. Net Profit margin is calculated as profit & loss after tax as a percentage of Revenue from Operations.

g. Return on equity (%) = Net profit for the period year attributable to Equity Shareholders of the Company ÷ Total equity as at the end of the period year.

h. Current Ratio is a liquidity ratio that measures our ability to pay short-term obligations (those which are due within one year) and is calculated by dividing the total current assets by total current liabilities.

i. ROCE (return on Capital Employed) is calculated as earnings before interest and tax divided by capital employed. Earnings before interest and tax is calculated as aggregate of restated profit before tax, finance costs, less other income for the relevant year. Capital employed is calculated as tangible net worth plus total debt plus deferred tax liability (if any).

b. Debt- equity ratio is calculated by dividing total debt by total equity. Total debt represents long term and short-term borrowings including lease liabilities. Total equity is the sum of equity share capital and other equity

c. Net Debt to EBITDA ratio is calculated as Net Debt divided by EBITDA.

d. Fixed Asset Turnover is calculated as Revenue from Operations divided by the Net Block of Property, Plant & Equipment

e. Net Working capital (Days) is calculated as Net Working Capital divided by Revenue from operations multiply by 365 (net working capital which is difference of Current assets excluding cash and cash equivalent and Current Liabilities excluding short term borrowings)

f. Order Book represents the estimated contract value of the unexecuted portion of existing assigned EPC contracts and is an indicator of visibility of future revenue for our Company

g. Book-to-Bill Ratio is calculated as the Order Book at a particular period divided by the Revenue from operations for that period

S.no.	KPI	Explanation
Financial KPIs		
1	Total Income	Total Income represents the aggregate income generated by our Company from Revenue from Operations and Other Income. It provides information regarding the overall financial performance of our Company.
2	Revenue from Operations	Revenue from operations represents the scale of the business as well as provides information regarding the overall financial performance
3	Current Ratio	Current Ratio represents the ability of our Company to meet its short-term obligations and is calculated as total current assets divided by total current liabilities. It provides an indication of the short-term liquidity position of our Company.
4	EBIDTA	EBITDA is calculated as Restated profit / loss after tax plus finance costs, depreciation and amortization expense plus tax excluding exceptional items less other income. EBITDA provides information regarding the operational efficiency of the business of our Company and enables comparison of year-on-year performance of our business.
5	EBIDTA Margin (in %)	EBITDA Margin is the percentage of EBITDA divided by revenue from operations and is an indicator of the operational profitability of our business before interest, depreciation, amortisation, and taxes.
6	Net Profit for the Year	Net Profit for the Year represents the profit / loss that our Company makes for the Financial Year or during a given period. It provides information regarding the profitability of the business of our Company.
7	Net Profit Margin (in %)	Net Profit Margin is the ratio of PAT to the revenue from operations. This provides the financial benchmarking against peers as well as to compare against the historical performance of our business
8	Return on Equity (in %)	Return on Equity represents how efficiently we generate profits from our shareholders' funds
9	Return on Capital Employed (in %)	Return on Capital Employed represents how efficiently we generate earnings before interest & tax from the capital employed.
10	Debt-Equity Ratio	Debt-Equity Ratio represents the proportion of debt used to finance our Company's assets relative to shareholders' equity. It is calculated as total debt divided by total equity and provides an indication of the financial leverage of our Company.
Operational KPIs		
1	Order Book	Order Book is the estimated aggregated contract value of the unexecuted portion of our existing assigned construction project receipts and is an indicator of visibility of future revenue for our Company.
2	Book-to-Bill Ratio	Book-to-Bill Ratio is calculated as the Order Book at a particular period divided by the Revenue from operations for that period.
3	Bids Awarded	Bids Awarded represents the aggregate contract value of the projects awarded to the Company during the respective period and indicates the value of new projects secured by the Company during the period.

Annexure 1

MANAGEMENT REPRESENTATION OF THE KEY PERFORMANCE INDICATORS ("KPIs") AS ADOPTED BY OUR COMPANY

S. G. Encon Limited ("**Company**") is proposing to undertake an initial public offering of its equity shares by way of a fresh issue (such offer, the "**Offer**"), in accordance with the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), and other applicable laws. In this regard, the Company shall file the draft red herring prospectus (the "**DRHP**"), is proposing to prepare and file the red herring prospectus (the "**RHP**") and the prospectus (the "**Prospectus**"), and collectively with the RHP, and other documents or material issued in relation to the Offer, including any amendments, addenda or corrigenda issued thereto, the "**Offer Documents**").

In accordance with Schedule VI of the SEBI ICDR Regulations, the Company is required to disclose relevant KPIs in the Offer Documents. To this end, this note has been prepared, including pursuant to the circular bearing reference no. **SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/28** dated February 28, 2025 on *"Industry Standards on Key Performance Indicators ("KPIs") Disclosures in the draft Offer Document and Offer Document"* ("**KPI Standards**") issued by the Securities and Exchange Board of India and the circular bearing reference no. **NSE/CML/2025/08** dated February 28, 2025 issued by National Stock Exchange of India Limited.

The KPI Standards require the management of the Company to prepare a note on classification and identification of key performance indicators ("**KPIs**") of the Company.

In this note, the following details have been set out:

1. **Annexure A**:

   All data points shared with investors during the last three years, data points included in private placement letters/rights issue offer letters during the last three years, data points regularly presented/discussed at board meetings to track company's performance during the last three years, data points that have been considered to arrive at the basis for the Offer price and other relevant data points (such data points, the "**Selected Data**").

2. **Annexure B**:

   Details of the process and factors considered while shortlisting KPIs from the Selected Data (with relevance of identified KPIs) and draft disclosure of KPIs to be included in the Offer Document, which includes the definitions in relation to the terms used for relevant KPIs and explanation on how these KPIs have been used by the management historically to analyse, track or monitor the operational and/or financial performance of the Company;

3. **Annexure C**:

   Selected Data (including KPIs) excluded from disclosure in the Offer Documents along with rationale of such exclusion.

4. **Annexure D**: Selected Data that is not considered as KPIs but forms part of disclosures in the Offer Documents; and

5. **Annexure E**: Industry peer KPI disclosures identified for inclusion in the Offer Documents, including the criteria for such identification.

It is confirmed that the definition of the terms used for the KPIs are determined in the following manner:

a) Terms defined under Accounting Standards ("**AS**"), as applicable, in accordance with Section 133 of the Companies Act, 2013, have been defined using such definitions;

b) Terms not defined under AS, as applicable, the definition provided under SEBI ICDR Regulations or the Companies Act, 2013, have been used for defining such terms;
c) There are a few terms for which there no definition is provided under the AS, SEBI ICDR Regulations or the Companies Act, 2013, as applicable, and thus we have used the definition as relevant for our business and the same is aligned with common industry practices;
d) Terms not defined under (a) and (b) above, have been defined in an unambiguous and simple-to-comprehend English, along with its key components of financial and/or operational data and relevant formula, as applicable. Further, it is confirmed that formula clearly outline its components, including both the numerator and denominator (where applicable) and aligns with common industry practices and widely accepted international standards, to the extent feasible.

Further, the following is confirmed with respect to the KPIs:

1. All KPIs are measurable and expressible in numbers and subjective or qualitative aspects are not included as KPIs;

2. All KPIs are a measure of the Company's historical financial or operational performance;

3. All KPIs identified and disclosed either in the 'Basis for Offer Price' or in the 'Our Business' sections of the DRHP are consistent with the requirements of the KPI Standards and the SEBI ICDR Regulations;

4. All KPIs have been defined in the 'Definitions and Abbreviations' section of the DRHP under a separate head titled 'Key Performance Indicators';

5. Unit of measurement of the KPIs have been disclosed in a format that is prescribed under the SEBI ICDR Regulations and is consistent across the DRHP;

6. KPIs which have been (a) disclosed to the investors or to the peer group, if any or (b) were routinely monitored by the Company have been excluded, unless a detailed rationale of the same in accordance with KPI Standards has been included in the annexures to this management note.

7. The KPIs identified are relevant, clearly defined, and aligned with the Company's strategic and financial objectives. The disclosures proposed to be included in the RHP, including the sections *"Basis for Offer Price"* and *"Our Business"* of the RHP, are consistent with internal management reporting and are compliant with applicable regulatory requirements and accounting standards. Accordingly, the management recommends the approval of the KPIs for disclosure in the Offer Documents and hereby certifies the KPIs selected for disclosure in the Offer Documents. The management confirms that while collating the Selected Data and KPIs, the applicable KPI Standards have been duly considered and adhered to.

We hereby consent to the submission of this note as may be necessary to the SEBI, the Registrar of Companies, the Stock Exchanges and any other regulatory or statutory authority including the repository platform of the SEBI and/or Stock Exchanges, and/or for the records to be maintained by the BRLMs in connection with the Offer and in accordance with applicable law.

All capitalised terms used herein but not defined shall have the same meaning as ascribed to them in the Offer Documents for the Offer.

CERTIFIED TRUE COPY

For & on behalf of the Audit Committee
S. G. ENCON LIMITED

S.G. ENCON LIMITED Authorised Signatory

PANKAJ SETIA
Director
DIN: 03463323
Date: 23/09/2026
Place: Panchkula

Annexure-A

Information selection process for the Selected Data

Sr. No.	Prescribed Data	Applicability to Company [Applicable / Not Applicable]	Details of the Data
1	GAAP / non-GAAP financial measures that are required to be mandatorily disclosed in the Offer Documents, as per the SEBI ICDR Regulations are considered KPIs.	Applicable	EBITDA, Share Capital, Total Revenue from Operations, Profit After Tax and as required under SEBI ICDR Regulations have been considered for selected data
2	Key financial or operational information shared with any investor ("Investor")		
(a)	to whom equity shares or securities convertible into equity shares including warrants ("**Relevant Securities**") were allotted in any primary issuance (excluding ESOPs), during the three years prior to the date of filing of the Offer Documents;	Not Applicable	NA
(b)	for any secondary sale of the Company's Relevant Securities, if the Company was involved in facilitating such sale and had shared data with the transferees at the time of such secondary sale during the three years prior to the date of filing of the Offer Documents	Not Applicable	NA
(c)	pursuant to information rights they may have or through any manner of a similar nature, during the three years prior to the date of filing of the Offer Documents;	Not Applicable	NA
3	Key financial or operational information included in any private placement offer cum application letter or any rights issue offer letter for issuance of Relevant Securities, during the three years prior to the date of filing of the Offer Documents.	Not Applicable	NA
4	KPIs that are regularly presented/discussed at Board meetings	Applicable	The selected data includes KPIs such as Debt Equity Ratio,

Sr. No.	Prescribed Data	Applicability to Company [Applicable / Not Applicable]	Details of the Data
	of the Company to monitor and track the Company's performance during the three years prior to the date of filing of the Offer Documents		Current Ratio, Return on Equity Ratio, Return on Capital employed which our company has presented in the board meetings during the three years prior to the date of filing of the offer document.
5	KPIs that have been considered by the management of the Company to arrive at the basis for the Offer price.	Applicable	The selected data points disclosed across the offer document which have been analysed by the management have been disclosed in the section "Our Business" & "Basis for Offer Price" to confirm whether they are KPIs or not
6	In case, the Company has not made disclosure of any information to any Investor in the three years prior to the date of filing of the Offer Documents, the Company shall identify the KPIs based on the key measures used by the management of the Company to track and monitor the performance of the Company	Applicable	The selected data includes KPIs such as Revenue from Operations, Total Income, EBITDA, EBITDA Margin, PAT, PAT Margin, Return on Equity, Return on Capital Employed, Debt to Equity Ratio (in Times), Current ratio (in Times), which our company has presented in the board meetings during the three years prior to the date of filing of the offer document.

Annexure B

Set out below is the classification of GAAP financial measures, non-GAAP financial operational measures, as KPIs:

Sr. No.	KPIs	Definition of the KPI as per AS / SEBI ICDR Regulations/ Companies Act, 2013	Definition of the KPI as disclosed in the Offer Documents	Classification (GAAP/Non-GAAP/ operational measure)	Reason for adopting definition which does not align with AS / SEBI ICDR Regulations/ Companies Act, 2013	Rationale for inclusion as a KPI Explanation/ relevance of KPI, including key components
(A) Defined under Accounting Standard (AS)						
1	Revenue from operations	Revenue from Operations is defined as income arising in the course of an entity's ordinary activities (AS 9)	Revenue from Operations is used by our management to track the revenue generated from the Company's core business activities.	GAAP	NA	Standard performance metric Revenue from operations is calculated as revenue from Sale of our Products
2.	Profit After Tax	Profit or Loss is the total of income less expenses, excluding the components of other comprehensive income (AS 5)	Profit After Tax is used by the management to track the overall profitability of the Company after accounting for all expenses and taxes.	GAAP	NA	Standard performance metric PAT is Restated Profit for the period/years
(B) Defined under the SEBI ICDR Regulations or Companies Act, 2013						

Sr. No.	KPIs	Definition of the KPI as per AS / SEBI ICDR Regulations/ Companies Act, 2013	Definition of the KPI as disclosed in the Offer Documents	Classification (GAAP/Non-GAAP/ operational measure)	Reason for adopting definition which does not align with AS / SEBI ICDR Regulations/ Companies Act, 2013	Rationale for inclusion as a KPI Explanation/ relevance of KPI, including key components
1.	Total Income	Total Income represents the aggregate of Revenue from Operations and Other Income as presented in the Statement of Profit and Loss (Schedule III to the Companies Act, 2013.)	Total income comprises revenue from operations and other income and is used to assess overall income generation of the Company.	GAAP	NA	Standard performance metric Total Income is Restated Total Income.
(C) Defined under either AS or SEBI ICDR Regulations or Companies Act, 2013 but used in different context						
	NA					
(D) Not defined under the SEBI ICDR Regulations or Companies Act, 2013						
4	EBITDA (in ₹ Lakhs)	NA	EBITDA is used by the management to track the operational profitability of the business before the impact of financing, depreciation, amortization, and taxes.	Non-GAAP	NA	Reflects operational efficiency and cost management, useful to evaluate core business performance before interest, taxes, and depreciation.
5	EBITDA Margin (%)	NA	EBITDA Margin is an indicator of operational efficiency, profitability margins, and	Non-GAAP	NA	Measures operational profitability relative to revenue. Highlights

Sr. No.	KPIs	Definition of the KPI as per AS / SEBI ICDR Regulations/ Companies Act, 2013	Definition of the KPI as disclosed in the Offer Documents	Classification (GAAP/Non-GAAP/ operational measure)	Reason for adopting definition which does not align with AS / SEBI ICDR Regulations/ Companies Act, 2013	Rationale for inclusion as a KPI Explanation/ relevance of KPI, including key components
			overall financial performance of the business.			effectiveness in managing production and overhead costs.
6	Profit After Tax Margin (%)	NA	Profit after tax margin is an indicator of the overall profitability margin and financial performance of the business.	Non-GAAP	NA	Represents overall profitability after accounting for all expenses. It helps in understanding long-term earnings sustainability.
7	Return on Equity (ROE) (%)	NA	ROE is used by the management to track how efficiently the Company generates profits from shareholders' funds and how effectively it converts shareholders' funds into profits.	Non-GAAP	NA	Shows how efficiently profits are generated from shareholders' equity. Useful for evaluating shareholder value creation.
8	Return on Capital Employed (RoCE) (%)	NA	ROCE is used by the management to track how efficiently the Company generates earnings from the capital employed in the	Non-GAAP	NA	It indicates efficiency in using overall capital and is useful for comparing

Sr. No.	KPIs	Definition of the KPI as per AS / SEBI ICDR Regulations/ Companies Act, 2013	Definition of the KPI as disclosed in the Offer Documents	Classification (GAAP/Non-GAAP/ operational measure)	Reason for adopting definition which does not align with AS / SEBI ICDR Regulations/ Companies Act, 2013	Rationale for inclusion as a KPI Explanation/ relevance of KPI, including key components
			business and how effectively it converts its total capital into profits.			operational returns irrespective of financing structure.
13	Debt to Equity Ratio (in Times)	NA	Net Debt / Equity ratio provides information on the leverage level of the Company and is used to assess its capital structure and financial risk.	Non-GAAP	NA	Provides insight into financial leverage. Indicates risk profile in terms of reliance on debt versus equity.
15	Current Ratio	NA	Current Ratio is used by the management to assess the Company's ability to meet its short-term obligations using its current assets and indicates the short-term liquidity position of the Company.	Non-GAAP	NA	Assesses short-term liquidity. Indicates ability to meet current obligations with available current assets.

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Set out below are the details of the process and factors considered while making the shortlist from the Selected Data to KPIs

A. After reviewing the Selected Data, the below tests were applied for identification of KPIs

- Metrics considered critical for monitoring business performance
- Metrics considered critical for assessing growth in the business
- Metric which reflect the current business and situation; and
- Metrics considered critical for measuring returns on capital and assets.

B. Further, the below tests were applied by the management while excluding certain metrics as KPI from selected data

- Projections;
- Selected Data cannot be verified, certified or audited
- Selected data that are no longer relevant do not reflect the current business situation due to change in the business model, acquisitions & divestitures, etc;
- Selected data is subsumed within or subset of an identified KPIs or data that represents a further breakdown of KPI; and
- Selected data is confidential or business sensitive and could impact the Company's competitiveness, if disclosed publicly.

Process followed for defining term considered as KPIs:

Requirement under SEBI Circular on KPIs	**Management Remarks**
Preference in following order i. If a term is defined under Indian Accounting Standards (Ind AS) or Accounting Standards (AS) in accordance with Section 133 of the Companies Act, 2013, whichever is applicable to the Company, the Company shall use such definition ii. If a term is not defined in Ind AS or AS, whichever is applicable to the Company, the Company shall adopt the definition provided under SEBI ICDR Regulations, or the Companies Act, 2013, in that order iii. For any term not defined under sub-parts (i) or (ii) above, the Company shall provide an unambiguous and simple-to-comprehend English definition of the term, along with its key components of financial and/or operational data and relevant formula, as applicable. The formula must clearly outline its components, including both the numerator and denominator (where applicable). This definition should align with common industry practices and widely	Complied with

accepted international standards, to the extent feasible.	
If a term is defined as outlined above, but the Company plans to use it in a different context or modify the definition, the Company shall disclose in the offer document the rationale for adopting an alternative definition	Not Applicable

S. G. ENCON LIMITED

CIN: U45208HR2008PLC037614

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EMAIL: corporate@sgencon.com

Set out is the below table of the KPI's in the last three Financial year, proposed to be included in the Section titled "Basis for Offer Price" and "Our Business" of the DRHP:

(₹ in Lakhs, unless otherwise specified)

Particulars	Unit	For the Financial Year ended March, 2026	For the Financial Year ended March, 2025	For the Financial Year ended March, 2024
Total Income[(a)]	₹	2,876.40	2,764.21	2,371.66
Revenue from Operations[(b)]	₹	2,869.68	2,760.82	2,338.87
EBIDTA[(c)]	₹	308.98	208.40	120.93
EBIDTA Margin [(d)]	%	10.77%	7.55%	5.17%
Net Profit for the Year[(e)]	₹	228.85	139.37	91.83
Net Profit Margin [(f)]	%	7.97%	5.05%	3.93%
Return on Equity [(g)]	%	24.03%	26.67%	24.26%
Return on Capital Employed [(h)]	%	29.49%	30.98%	22.45%
Current Ratio[(i)]	Times	3.26	1.95	1.94
Debt-Equity Ratio[(j)]	Times	0.09	0.27	0.37

As certified by Dhillon & Associates, Statutory Auditors, by their certificate dated September 23, 2026.

Notes:

a. *Total Income includes Revenue from Operations and Other Income.*
b. *Revenue from Operations represents the income from the projects executed by the Company as recognized in the financial information.*
c. *EBITDA means Earnings before interest, taxes, depreciation and amortization expense, which has been arrived at by obtaining the profit before tax and adding back finance costs, depreciation, and amortization expense less other income.*
d. *EBITDA margin is calculated as EBITDA as a percentage of Revenue from Operations.*
e. *Net Profit for the year represents profit after tax.*
f. *Net Profit margin is calculated as profit & loss after tax as a percentage of Revenue from Operations.*
g. *Return on equity (%) = Net profit for the period/year attributable to Equity Shareholders of the Company / Total equity as at the end of the period/year.*
h. *Current Ratio is a liquidity ratio that measures our ability to pay short-term obligations (those which are due within one year) and is calculated by dividing the total current assets by total current liabilities.*
i. *ROCE (return on Capital Employed) is calculated as earnings before interest and tax divided by capital employed. Earnings before interest and tax is calculated as aggregate of restated profit before tax, finance costs, less other income for the relevant year. Capital employed is calculated as tangible net worth plus total debt plus deferred tax liability (if any).*
j. *Debt- equity ratio is calculated by dividing total debt by total equity. Total debt represents long term and short-term borrowings including lease liabilities. Total equity is the sum of equity share capital and other equity.*

Details of the Operational KPIs for the financial years ended March 31, 2026, March 31, 2025, and March 31, 2024

Particulars	Unit	For the Financial Year ended March, 2026	For the Financial Year ended March, 2025	For the Financial Year ended March, 2024
Operational KPIs				
Order Book	₹	2,789.27	2,613.36	2,646.09
Book-to-Bill Ratio*	Times	0.97	0.95	1.13
Bids awarded *(₹ in million)*^	₹	3,261.98	2,602.18	2,698.85

*.*Book-to-Bill ratio is calculated as the Order Book at a particular period divided by the revenue from operations for that period.*
^Bids Awarded represents the aggregate contract value of projects awarded to the Company during the respective period, exclusive of GST and other applicable taxes.

Description on the historic use of the KPIs by our Company to analyse, track or monitor the operational and/or financial performance of our Company

S. no.	KPI	Explanation
Financial KPIs		
1	Total Income	Total Income represents the aggregate income generated by our Company from Revenue from Operations and Other Income. It provides information regarding the overall financial performance of our Company.
2	Revenue from Operations	Revenue from operations represents the scale of the business as well as provides information regarding the overall financial performance
3	Current Ratio	Current Ratio represents the ability of our Company to meet its short-term obligations and is calculated as total current assets divided by total current liabilities. It provides an indication of the short-term liquidity position of our Company.
4	EBIDTA	EBITDA is calculated as Restated profit / loss after tax plus finance costs, depreciation and amortization expense plus tax excluding exceptional items less other income. EBITDA provides information regarding the operational efficiency of the business of our Company and enables comparison of year-on-year performance of our business.
5	EBIDTA Margin (in %)	EBITDA Margin is the percentage of EBITDA divided by revenue from operations and is an indicator of the operational profitability of our business before interest, depreciation, amortisation, and taxes.
6	Net Profit for the Year	Net Profit for the Year represents the profit / loss that our Company makes for the Financial Year or during a given period. It provides information regarding the profitability of the business of our Company.
7	Net Profit Margin (in %)	Net Profit Margin is the ratio of PAT to the revenue from operations. This provides the financial benchmarking against peers as well as to compare against the historical performance of our business

S. no.	KPI	Explanation
8	Return on Equity (in %)	Return on Equity represents how efficiently we generate profits from our shareholders' funds
9	Return on Capital Employed (in %)	Return on Capital Employed represents how efficiently we generate earnings before interest & tax from the capital employed.
10	Debt-Equity Ratio	Debt-Equity Ratio represents the proportion of debt used to finance our Company's assets relative to shareholders' equity. It is calculated as total debt divided by total equity and provides an indication of the financial leverage of our Company.
Operational KPIs		
1	Order Book	Order Book is the estimated aggregated contract value of the unexecuted portion of our existing assigned construction project receipts and is an indicator of visibility of future revenue for our Company.
2	Book-to-Bill Ratio	Book-to-Bill Ratio is calculated as the Order Book at a particular period divided by the Revenue from operations for that period.
3	Bids Awarded	Bids Awarded represents the aggregate contract value of the projects awarded to the Company during the respective period and indicates the value of new projects secured by the Company during the period.

Comparison of KPI based on additions or dispositions to our business

Our Company has not undertaken any material acquisition or disposition of assets or business for the periods covered by the KPIs. Accordingly, no comparison of KPIs over time based on additions or dispositions to the business has been provided.

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Annexure C

Set out below are the services which have been excluded from disclosure in the Offer Documents along with rationale of such exclusion.

S. NO.	Excluded Metrics	Reasons for Exclusion
1.	Other Expenses	These are general that don't reflect business efficiency or profitability, so they're not considered a key indicator.
2.	PBT Margin (In %)	We believe that we should be valued on EBITDA, so they're not considered a key indicator.
3.	Profit Before Tax	We believe that we should be valued on EBITDA, so they're not considered a key indicator.
4.	Sales	We are reporting Revenue from Operations in the Basis for offer price
5.	Return on investments (%)	The business is not focused on earning from investment and the investment amount is Nil, so this ratio is not critical to track performance
6.	Current Investment	This item is not directly used in valuing our company and is also included in working capital
7.	Duties and Taxes	This item is not directly used in valuing our company and is also included in working capital
8.	Loans and Advances	This item is not directly used in valuing our company and can also be taken directly from RFS
9.	Other Current Assets	This item is not directly used in valuing our company and is also included in working capital
10.	Other Current Liabilities	This item is not directly used in valuing our company and is also included in working capital

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Annexure D

Set our below are the services that are not considered as KPIs but shall form part of disclosures in the DRHP, including the sections titled "Basis for Offer Price" and "Our Business" of the DRHP

S. No.	Metrics	If not a KPI		
		Rationale for exclusion as KPIs	**Section of the DRHP where the disclosure of metric (not considered as KPI is included)**	**Confirmation that the service is not being reported by Industry Peers for Selected Data that is subsumed within a KPI**
1.	Revenue from operations in our operational segments	Not standard definition	Our Business	NA
2.	Number of locations	Not standard definition	Our Business	NA
3.	Geographical Presence	Not standard definition	Our Business	NA
4.	Top 10 Customer revenue	Not standard definition	Our Business	NA
5.	Repeat customers and new customers	Not standard definition	Our Business	NA
6.	Top 10 State wise Revenue	Not standard definition	Our Business	NA
7.	Top 10 Suppliers	Not standard definition	Our Business	NA

Metrics

S. No.	Metrics	FOR THE FINANCIAL YEAR ENDED		
		March 31, 2026 (₹ in lakhs)	**March 31, 2025 (₹ in lakhs)**	**March 31, 2024 (₹ in lakhs)**
1.	Revenue from operations in our operational segments	2,869.68	2,760.82	2,338.87
2.	Number of locations	In our journey so far, we have executed projects across 10 states in India. We undertake projects across various regions in India, with		

		our operations primarily concentrated in North India. Our execution capabilities enable us to mobilise resources and undertake projects across multiple locations depending upon customer requirements.
3.	Geographical Presence	Refer table below
4.	Top 10 Customer revenue	Refer table below
5.	Repeat customers and new customers	Refer table below
6.	Top 10 State wise Revenue	Refer table below
7.	Top 10 Suppliers	Refer table below

A breakup of our revenue on account of our geographical presence for the last three Fiscals as indicated is set forth below:

(₹ in million, except percentages)

Particulars	**Fiscal 2026**		**Fiscal 2025**		**Fiscal 2024**	
	Revenue from Operations	**As a % of Revenue from Operations**	**Revenue from Operations**	**As a % of Revenue from Operations**	**Revenue from Operations**	**As a % of Revenue from Operations**
Punjab	638.41	22.25	634.90	23.00	628.33	26.86
Haryana	657.12	22.90	618.77	22.41	517.49	22.13
Uttar Pradesh	1,046.35	36.46	993.00	35.97	740.58	31.66
Delhi	426.72	14.87	458.43	16.60	449.37	19.21
Rajasthan	101.08	3.52	55.72	2.02	3.10	0.13
Total	**2,869.68**	**100.00**	**2,760.82**	**100.00**	**2,338.87**	**100.00**

The table set forth below provides the revenue contribution and revenue contribution as a percentage of our revenue from operations from our top 10 customers for Fiscals 2026, 2025 and 2024:

Fiscal 2026			
Customers	**Vertical**	**Revenue from Operations (₹ in millions)**	**% to revenue from operations**
Customer 1	Telecommunication Services	2,595.00	90.43
Customer 2	Telecommunication Services	170.81	5.95
Customer 3	Telecommunication Services	20.96	0.73
Customer 4	Oil & Gas and Sewerage	17.99	0.63
Customer 5	Construction Services	14.04	0.49
Customer 6	Telecommunication Services	12.61	0.44
Customer 7	Telecommunication Services	9.80	0.34

Customer 8	Telecommunication Services	7.63	0.27
Customer 9	Telecommunication Services	5.44	0.19
Customer 10	Telecommunication Services	4.80	0.17
Total		**2,859.06**	**99.63**

Fiscal 2025			
Customers	**Vertical**	**Revenue from Operations (₹ in millions)**	**% to revenue from operations**
Customer 1	Telecommunication Services	2,581.45	93.50
Customer 2	Telecommunication Services	104.96	3.80
Customer 3	Telecommunication Services	35.60	1.29
Customer 4	Telecommunication Services	12.50	0.45
Customer 5	Construction Services	7.65	0.28
Customer 6	Oil & Gas and Sewerage	4.36	0.16
Customer 7	Construction Services	4.21	0.15
Customer 8	Construction Services	3.45	0.13
Customer 9	Construction Services	2.42	0.09
Customer 10	Construction Services	1.95	0.07
Total		**2,758.54**	**99.92**

Fiscal 2024			
Customers	**Vertical**	**Revenue from Operations (₹ in millions)**	**% to revenue from operations**
Customer 1	Telecommunication Services	1,712.24	73.21
Customer 2	Telecommunication Services	494.53	21.14
Customer 3	Telecommunication Services	43.49	1.86
Customer 4	Telecommunication Services	31.75	1.36
Customer 5	Construction Services	17.30	0.74
Customer 6	Telecommunication Services	17.11	0.73
Customer 7	Oil & Gas and Sewerage	7.47	0.32
Customer 8	Telecommunication Services	6.90	0.30
Customer 9	Construction Services	3.74	0.16
Customer 10	Construction Services	3.33	0.14
Total		**2,337.87**	**99.96**

Note: While more than 50% of our revenue from operations originates from our top 10 customers, names of the customers have not been included in the above table as consents for disclosure of certain customers names were not available. Further, since this information is commercially sensitive to our business, we are unable to disclose the names of our top 10 customers.

The table below sets forth the number of repeat customers and customers served by us across our business verticals during the Fiscal 2026:

Particulars	Metrics
Number of Customer Repeated for more than 3 years	6
Revenue generated from such repeated Customer during Fiscal 2026	₹ 2,616.42 millions
% to Revenue from operations of such repeated Customers during Fiscal 2026	91.17
Total Number of Customer served during Fiscal 2026	18

The following table sets forth our top 10 suppliers and service providers based on the aggregate value of purchases and services availed during the last three Fiscals:

(₹ in millions, except %)

Suppliers and Service Providers	Fiscal 2026	% of Total Purchase / Service	Fiscal 2025	% of Total Purchase / Service	Fiscal 2024	% of Total Purchase / Service
Top 3	78.36	15.78%	82.62	16.02%	69.90	13.35%
Top 5	102.91	20.72%	107.38	20.82%	95.44	18.23%
Top 10	142.34	28.66%	150.11	29.10%	145.85	27.86%
Total of Cost of construction materials consumed & Construction & operating expenses	496.62	100.00%	515.76	100.00%	523.58	100.00%

ANNEXURE E

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Criteria Considered to Select Industry Peers

(a) Industry peers of comparable size, belonging to the same industry and operating in a similar line of business or business model as compared to that of the Company;

(b) For the purpose of (a) above, the following were considered in the below hierarchy:

- Indian listed industry Peers;
- In the absence of Indian listed peers, listed global industry peers; and
- Global industry peers

Comparison of KPI with Listed Industry Peers

The following table provides a comparison of our KPIs with our peer group. The peer group has been determined on the basis of companies listed on Indian stock exchanges whose business profile is comparable to our business in terms of size and business model.

(₹ in Lakhs, unless otherwise specified)

Particulars	Pace Digitek Limited			Annu Projects Limited			S. G. Encon Limited		
	As at end for Fiscal			As at end for Fiscal			As at end for Fiscal		
	Fiscal 2026	Fiscal 2025	Fiscal 2024	Fiscal 2026	Fiscal 2025	Fiscal 2024	Fiscal 2026	Fiscal 2025	Fiscal 2024
Total Income(a)	26,873.78	24,622.02	24,602.66	2,445.87	1,823.54	1,554.17	2,876.40	2,764.21	2,371.66
Revenue from Operations(b)	26,412.70	24,387.80	24,344.89	2,412.48	1,800.66	1,539.82	2,869.68	2,760.82	2,338.87
Current Ratio(c)	1.69	1.47	1.25	1.71	1.83	1.40	3.26	1.95	1.94
EBIDTA(d)	4,552.48	4,817.06	3,979.68	501.94	321.92	285.05	308.98	208.40	120.93
EBIDTA Margin (in %)(e)	17.24%	19.75%	16.35%	20.81%	17.88%	18.51%	10.77%	7.55%	5.17%
Net Profit for the Year(f)	3,072.64	2,791.02	2,298.71	330.27	211.04	173.87	228.85	139.37	91.83
Net Profit Margin (in %)(g)	11.63%	11.44%	9.44%	13.69%	11.72%	11.29%	7.97%	5.05%	3.93%
Return on Equity (in %)(h)	13.64%	23.09%	40.53%	21.27%	17.29%	25.23%	24.03%	26.67%	24.26%
Return on Capital Employed (in %)(i)	14.08%	36.12%	38.33%	22.78%	21.10%	30.40%	29.49%	30.98%	22.45%
Debt-Equity Ratio(j)	0.44	0.13	0.87	0.34	0.20	0.29	0.09	0.27	0.37

**Financial information for S.G Encon Limited is obtained from the restated financial information and the peer company is obtained from the annual reports published on exchange, financial statements available on the website of the company.*

$All the financial information for listed industry peers mentioned above is on consolidated basis sourced from the Annual Reports, published results of the relevant companies for the relevant fiscal years.

Notes:

- *Total Income includes Revenue from Operations and Other Income.*
- *Revenue from Operations represents the income from the projects executed by the Company as recognized in the financial information.*
- *Current Ratio is a liquidity ratio that measures our ability to pay short-term obligations (those which are due within one year) and is calculated by dividing the total current assets by total current liabilities.*
- *EBITDA means Earnings before interest, taxes, depreciation and amortization expense, which has been arrived at by obtaining the profit before tax and adding back finance costs, depreciation, and amortization expense less other income.*
- *EBITDA margin is calculated as EBITDA as a percentage of Revenue from Operations.*
- *Net Profit for the year represents profit after tax.*
- *Net Profit margin is calculated as profit & loss after tax as a percentage of Revenue from Operations.*
- *Return on equity (%) = Net profit for the period/year attributable to Equity Shareholders of the Company / Total equity as at the end of the period/year.*
- *ROCE (return on Capital Employed) is calculated as earnings before interest and tax divided by capital employed. Earnings before interest and tax is calculated as aggregate of restated profit before tax, finance costs, less other income for the relevant year. Capital employed is calculated as tangible net worth plus total debt plus deferred tax liability (if any).*
- *Debt- equity ratio is calculated by dividing total debt by total equity. Total debt represents long term and short-term borrowings including lease liabilities. Total equity is the sum of equity share capital and other equity.*