## **Happy Forgings**



WHERE ADVISORY MEETS EXCELLENCE

## **Engineering**

Happy Forgings is launching an IPO featuring an Offer for Sale (OFS) of up to 7.15L shares and a Fresh Issue totalling Rs400 Cr. The IPO price band is set at Rs. 808 to Rs. 850 per share. Company is 4th largest engineering led manufacturer of complex and safety critical, heavy forged and high precision machined components in India as of FY23 in terms of forgings capacity. The company supplies high precision and complex components according to customers specifications and has emerged as a leading player in the domestic crankshaft manufacturing industry with the second largest production capacity for commercial vehicle and high horsepower industrial crankshafts in India. Its automotive segment comprises products for commercial vehicles and nonautomotive segment includes farm equipment, off-highway vehicles, and industrials. Currently, the company's forging capacity stands at 107,000 metric tonnes per annum (MTPA) and machining capacity at 46,000 MTPA. Their press tonnage ranges from 2,500 to 14,000T, with plans for a 6,300T press line by FY24 and another 10,000T press by FY25. Maintaining consistent EBITDA margins between 27-28% from FY21-23. The company's business seems insulated from the impact of battery-powered Electric Vehicles (EVs) as these batteries are not equipped to power heavy-duty off-highway vehicles. Additionally, extensive customer and product approval processes contribute to the industry's challenges.

Listing Date 27/12/2023  Face Value Rs. 2 per share  Price Band Rs. 808 to Rs. 850 per share  Lot Size 17 Shares  Total Issue Size 1,18,65,802 shares (aggregating up to Rs. 1008.59. Cr)  Fresh Issue 47,05882 shares (aggregating up to Rs. 400.00 Cr)  Offer for Sale 7,159,920 shares of Rs. 2 (aggregating up to Rs. 608.59 Cr)  Issue Type Book Built Issue IPO  Listing At BSE, NSE		
Face Value Rs. 2 per share Price Band Rs. 808 to Rs. 850 per share Lot Size 17 Shares Total Issue Size 1,18,65,802 shares (aggregating up to Rs. 1008.59. Cr) Fresh Issue 47,05882 shares (aggregating up to Rs. 400.00 Cr) Offer for Sale 7,159,920 shares of Rs. 2 (aggregating up to Rs. 608.59 Cr) Issue Type Book Built Issue IPO Listing At BSE, NSE Share holding pre issue 89,499,000 BRLM JM Financial Limited, Axis Capital Limited, Equirus Capital Private Limited, Motilal Oswal Investment Advisors Limited	IPO Date	December 19, 2023 to December 21, 2023
Price Band  Rs. 808 to Rs. 850 per share  Lot Size  17 Shares  Total Issue Size  1,18,65,802 shares (aggregating up to Rs. 1008.59. Cr)  Fresh Issue  47,05882 shares (aggregating up to Rs. 400.00 Cr)  Offer for Sale  7,159,920 shares of Rs. 2 (aggregating up to Rs. 608.59 Cr)  Issue Type  Book Built Issue IPO  Listing At  BSE, NSE  Share holding pre issue  89,499,000  BRLM  JM Financial Limited, Axis Capital Limited,  Equirus Capital Private Limited,  Motilal Oswal Investment Advisors Limited	Listing Date	27/12/2023
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BRLM JM Financial Limited, Axis Capital Limited, Equirus Capital Private Limited, Motilal Oswal Investment Advisors Limited	Listing At	BSE, NSE
Equirus Capital Private Limited, Motilal Oswal Investment Advisors Limited	Share holding	pre issue 89,499,000
Motilal Oswal Investment Advisors Limited	BRLM	JM Financial Limited, Axis Capital Limited,
		Equirus Capital Private Limited,
Registrar Link Intime India Private Limited		Motilal Oswal Investment Advisors Limited
	Registrar	Link Intime India Private Limited

Activity	On or about
Anchor Investor Issue Opens	18/12/2023
Issue Opens	19/12/2023
Issue Closes	21/12/2023
Finalization of Basis of Allotment	22/12/2023
Refunds/ Unblocking ASBA Fund	26/12/2023
Credit of equity shares to DP A/c	26/12/2023
Trading commences	27/12/2023

	Pre Issue	Post Issue
Promoters & Promoter Group	88.24%	78.60%
Public — Selling Shareholder	11.76%	8.80%
Public – Other	0.00%	12.60%
Total	100.00%	100.00%

## Objects of the issue

**Offer for Sale:** Since the Offer is an offer for sale, the Company will not receive any proceeds from the Offer.

**Fresh Issue:** The Net Proceeds are proposed to be utilized by the Company towards funding the following objects:

Particulars	Total estimated cost	deployed as on volume of the stimated December 9.		Estimated deployment of Net Proceeds in		
				Fiscal	Fiscal	
				2024	2025	
Purchase of equipment,						
plant and machinery	1,870.34	132.53	1711.26	684.5	1026.76	
Prepayment of all or a portion of certain						
outstanding borrowings						
availed by our Company	1,527.60	N.A	1527.6	1527.6	Nil	
General corporate						
purposes(^)	[•]	N.A	[●]	[•]	[•]	
Net Proceeds(^)	[•]	[•]	[•]	[•]	[•]	

#### Overview:

The company stands as the fourth-largest engineering-led manufacturer in India for intricate and safety-critical heavy forged and highly precise machined components, based on the forgings capacity in Fiscal 2023. Its operations are vertically integrated, covering engineering, process design, testing, manufacturing, and supply of diverse components known for their margin-enhancing and value-adding qualities.

It primarily serves both domestic and global original equipment manufacturers (OEMs) in the automotive sector. Additionally, in the non-automotive realm, the company extends its services to manufacturers of farm equipment, off-highway vehicles, and industrial equipment and machinery across various industries including oil and gas, power generation, railways, and wind turbines.

With an extensive track record spanning over 40 years, the company has solidified its position as a key player in the domestic crankshaft manufacturing industry. It holds the distinction of possessing the second-largest production capacity for commercial vehicle and high-horsepower industrial crankshafts in India. The company's strategic shift from a forging-led business to a

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manufacturer of machined components is notably driven by its emphasis on producing value-added, margin-enhancing products.

### Forging Precision: Company's Unique Component Range:

The company's product portfolio encompasses an extensive array of heavy forged and high precision machined components with closed tolerances (as low as 0.005 to 0.2 millimeter), machined products, comprising crankshafts, front axle beams, steering knuckles, differential cases, transmission parts, pinion shafts, suspension products, and valve bodies. These offerings cater to a diverse clientele spanning multiple industries. A notable distinction lies in the company's unique position among a limited number of entities in India possessing the expertise and capacity to produce and deliver high-precision safety-critical components. These components are specifically tailored for prominent OEMs, inclusive of manufacturers operating within the commercial vehicles, farm equipment, off-highway vehicles, and industrial equipment sectors. The company's reach extends to key industries such as oil and gas, power generation, railways, and wind turbine manufacturing, demonstrating its comprehensive presence across critical sectors of the economy.

# Strong Market Position & Diverse Clientele Drive Expansion Strategies:

The company holds a significant position as a supplier to the top five Indian OEMs in both the medium and heavy commercial vehicle industry, as well as four of the top five Indian OEMs in the farm equipment industry, based on market share data from Fiscal 2023. Notably, its clientele includes a range of esteemed names such as AAM India Manufacturing Corporation Private Limited, Ashok Leyland Limited, Bonfiglioli Transmissions Private Limited, Dana India, IBCC Industries (India) Private Limited, International Tractors Limited, JCB India Limited, Liebherr CMCtec India Private Limited, Mahindra & Mahindra Limited, Meritor HVS AB, Meritor Heavy Vehicle Systems Cameri SPA, SML ISUZU Limited, Swaraj Engines Limited, Same Deutz Fahr India Private Limited, and Tata Cummins Private Limited. This diverse and prominent client base underscores the company's stature as a reliable and sought-after supplier within the automotive and farm equipment sectors in India. The strategic partnerships established with key players in these industries are indicative of the company's strong foothold and its ability to cater to the demands of major market leaders.

The company is focused on strengthening existing relationships with OEMs and acquiring new customers to expand their product reach. They aim to attract global customers who previously imported from China and Europe, along with targeting the international counterparts of their current clients. Their strategy involves not only meeting automotive demands but also catering to industries like defence, oil and gas, power generation, and wind turbines in the export market. To ensure profitable growth, they plan to enhance capabilities by introducing new solutions for heavy transmission gear cutting in machining and entering the realm of heavy forgings up to one tonne. This expansion will widen their range of forgings from 250 kilograms to one tonne, contributing to increased market opportunities.

#### **Diversified Revenue Portfolio and Market Expansion**

	Fiscal 2023 Consolidated		Fisca	1 2022	Fiscal	CAGR (Fiscal	
			Conso	lidated	Stand		
End-use Industry	Amount (₹ million)	Percentage of Revenue from Sale of Products	Amount (₹ million)	Percentage of Revenue from Sale of Products	Amount (₹ million)	Percentage of Revenue from Sale of Products	2021 to Fiscal 2023)
Automotive Sect	or						
Commercial Vehicles	4,656.76	43.65%	3,355.58	42.72%	2,054.10	37.50%	50.57%
Non Automotive	Sector						
Farm Equipment	3,925.19	36.79%	3,179.74	40.48%	2,402.91	43.87%	27.81%
Off Highway Vehicles	1,692.55	15.86%	1,162.71	14.79%	910.39	16.62%	36.35%
Industrial*	394.99	3.70%	157.62	2.01%	110.00	2.01%	89.49%
Total Non- Automotive Sector	6,012.73	56.35%	4,500.07	57.28%	3,423.30	62.25%	32.53%
Revenue from the Sale of Products	10,669.49	100.00%	7,855.65	100.00%	5,477.40	100.00%	39.57%

<sup>\*</sup>Includes sale of products to manufacturers of industrial machinery and equipment for oil and gas, power generation, railways and wind turbine industries.



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The company maintains a well-diversified portfolio across automotive and non-automotive sectors. Its revenue streams are primarily derived from commercial vehicle OEMs (contributing 43.65% to total revenue) and a broad range of precision components supplied to farm equipment, off-highway vehicles, and various industrial machinery OEMs (constituting 56.35% of revenue). The company recently entered the SUV market within the automotive sector, signalling a strategic expansion for revenue growth and market penetration.

#### Manufacturing Facilities and Capacities Overview:

As of the date of this Red Herring Prospectus, the Company operates three manufacturing facilities with two manufacturing facilities located at Kanganwal in Ludhiana, Punjab, and one located at Dugri in Ludhiana, Punjab. As of March 31, 2023, the annual aggregated installed capacity for forging and machining was 107,000.00 MT and 46,100.00 MT, respectively and the capacity utilisation was 62.96% and 79.24% in Fiscal 2023, respectively. Over the years they have invested in expanding and upgrading their manufacturing facilities which are equipped to undertake a variety of processes, including engineering and designing, hammer and press forging, metallurgical testing, heat treatment, machining

and dimensional testing among others, enabling them to manufacture a wide range of products majorly weighing between 3 kilograms to 250 kilograms.

### **Financial Highlights**

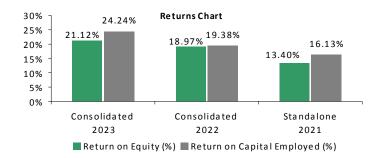
The company has demonstrated consistent revenue growth and profitability, attributing this success to their sustained emphasis on efficiency, productivity enhancements, and cost rationalization. Their focused approach has effectively managed operating costs while enhancing margins. Notably, they have achieved the highest EBITDA margin compared to peers in Fiscal Years 2022 and 2023. Additionally, in Fiscal Year 2023, they recorded the highest Return on Capital Employed (ROCE) among their industry counterparts. The company is planning to expand its product line by entering the marine sector, manufacturing components weighing 250-1000Kg, promising high-profit margins. Operating in three facilities-two in Kanganwal, Ludhiana, with forging capacities running at around 82% and 69%, and another in Dugri, Ludhiana, operating at ~42% capacity. Machining capacity at Kanganwal Facility 1 and Dugri stands at ~77% and 83%, respectively. Over the past decade, company's EBITDA per/Kg has surged from Rs15/ Kg to Rs50/Kg, and this positive trend is expected to continue. The average product size has grown from less than Rs100m to 500m+.

#### **Financial Highlights**

	As of/	For the year ended	March 31,	As of/ For the six months ended September 30,		
Particulars	2023	2022	2021	2023	2022	
	Consolidated	Consolidated	Standalone	Standalone	Consolidated	
Revenue from Operations (Rs. million)	11,965.30	8,600.46	5,849.58	6,729.00	5,998.00	
Total Income (Rs. million)	12,022.71	8,661.05	5,908.13	6,757.33	6,019.91	
Gross Profit (Rs. million)	6,454.74	4,716.54	3,333.55	3,778.84	3,291.38	
Gross Margin (%)	53.95%	54.84%	56.99%	56.16%	54.87%	
EBITDA (Rs. million)	3,409.40	2,308.87	1,587.46	1,952.14	1,818.62	
EBITDA Margin (%)	28.49%	26.85%	27.14%	29.01%	30.32%	
Restated Profit Before Tax (Rs. million)	2,800.29	1,920.52	1,170.61	1,592.60	1,560.54	
Restated Profit for the Period/Year (Rs. million)	2,087.01	1,422.89	864.48	1,192.99	1,163.97	
PAT Margin (%)	17.44%	16.54%	14.78%	17.73%	19.41%	
Total Equity (Rs. million)	9,883.07	7,876.24	6,451.59	11,033.34	9,047.25	
Total Current Assets (Rs. million)	4,893.39	4,249.68	3,367.86	5,761.33	5,103.75	
Total Non-Current Assets (Rs. million)	8,362.12	7,042.84	5,389.81	9,130.48	7,748.14	
Total Assets (Rs. million)	13,261.68	11,298.69	8,763.84	14,897.98	12,858.06	
Return on Equity (%)	21.12%	18.07%	13.40%	10.81%	12.87%	
Return on Capital Employed (%)	24.24%	19.38%	16.13%	12.21%	13.69%	
Cash Conversion Cycle (days)	167	187	NA	174	169	
Gross Block (i.e. cost of property, plant and						
equipment, capital work-in-progress, cost of						
intangible assets and intangible assets under	9,338.65	7,980.78	5,469.17	10,122.29	8,624.93	
development) (Rs. million)						
Gross Fixed Assets Turnover Ratio (in times)	1.4	1.47	1.16	0.74	0.9	
Addition to Property, Plant and Equipment (Rs. mn)	2,777.96	775.9	1,760.39	506.8	890.37	
Net Debt to EBITDA (in times)	0.64	1.03	0.79	1.32	1.42	



## Engineering



### Valuation:

Happy Forgings trades at the Pre-issue P/E of 36.45x on a higher band as compared to average industry PE of 32.7x. Its competitors Bharat Forge ltd/ Craftsman Automation Ltd/ Ramkrishna Forgings are currently trading at P/E multiple of 86.1x/ 38.0x/ 47.0x respectively.

## COMPETITIVE LANDSCAPE IN INDIA (FORGING AND MACHINING) - OPERATIONAL BENCHMARKING:

**Operational Performance Details** 

S. No.	Company	Forging and Machining Capacity (MTPA)	Range of Tonnage Presses	Contribution of machined components to revenue
1	Happy Forgings	T: 153,100 F: 107,000 M: 46,100	2,500T to 14,000T *14000T is Mechanical forge press	79%
2	Bharat Forge#	T: 750,126 F: 693,750 C: 56,376	1,600T to 16,000T *16000T is Screw forge press	70%
3	CIE Automotive#	T: 282,201 F: 214,000 C: 38,201 M: 30,000	150T to 6,300T	NA
4	Craftsman Automation	T: 55,000 C: 30,000 M: 25,000	200T to 3,200T	78%
5	Sansera Engineering	F: 40,000 – 55,000	630 T to 2,500T	NA

## **EBITDA Margin**

Sr. No.	Company	Fiscal 2019	Fiscal 2020	Fiscal 2021	Fiscal 2022	Fiscal 2023	H1FY24
	Happy Forgings	27%	26%	27%	27%	28%	29%
1	Bharat Forge (Standalone)	29%	22%	20%	27%	25%	26%
2	Bharat Forge (Consolidated)	20%	14%	14%	19%	14%	16%
3	Sona BLW Precision Forgings	29%	23%	28%	26%	25%	28%
4	Uno Minda	12%	11%	11%	11%	11%	11%
5	CIE Automotive	13%	12%	8%	14%	13%	16%
6	Craftsman Automation	24%	27%	28%	24%	21%	20%
7	Ramkrishna Forgings	20%	17%	17%	22%	22%	21%



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#### **ROCE**

Sr. No	Company	Fiscal 2019	Fiscal 2020	Fiscal 2021	Fiscal 2022	Fiscal 2023	H1FY24
	Happy Forgings	28%	18%	16%	19%	24%	12%
1	Bharat Forge (Standalone)	20%	10%	5%	13%	13%	8%
2	Bharat Forge (Consolidated)	19%	8%	4%	12%	9%	6%
3	Sona BLW Precision Forgings	NM	13%	20%	21%	21%	12%
4	Uno Minda	18%	12%	11%	12%	15%	8%
5	CIE Automotive	14%	11%	4%	11%	16%	10%

#### ROE

Sr. No.	Company	Fiscal 2019	Fiscal 2020	Fiscal 2021	Fiscal 2022	Fiscal 2023	H1FY24
	Happy Forgings	29%	15%	14%	20%	24%	11%
1	Bharat Forge (Standalone)	21%	9%	6%	17%	14%	8%
2	Bharat Forge (Consolidated)	20%	7%	-2%	18%	8%	6%
3	Sona BLW Precision Forgings	NM	54%	17%	21%	18%	10%
4	Uno Minda	19%	9%	11%	13%	17%	9%
5	CIE Automotive	12%	8%	2%	8%	-3%	8%

### **Key Risk Factors**

- The company's primary revenue stream heavily relies on its top 10 customers. In the fiscal years 2023, 2022, and 2021, as well as the six months ending on September 30 of 2023 and 2022, their revenue from these top 10 clients amounted to Rs. 8,384.81 million, Rs. 6,418.99 million, Rs. 4,634.06 million, Rs. 4,610.83 million, and Rs. 4,286.12 million, respectively. These figures represent 70.08%, 74.64%, 79.22%, 68.52%, and 71.46% of their total revenue from operations in the corresponding periods. The potential loss of any of these major customers could significantly impact the company, leading to potential adverse effects on its business, financial stability, operational results, and cash flows.
- The company's operations are closely tied to specific sectors, notably commercial vehicles, farm equipment, and offhighway vehicles, operating in both domestic and international markets. Any unfavourable alterations in the conditions influencing these industries may have detrimental effects on the company's business, operational outcomes, cash flows, and financial stability.

- Additionally, the company faces substantial capital expenditures and ongoing working capital needs. More than 10% of the capital is always in use for CWIP. In the future, there may arise a necessity for further capital and financing.
   Failure to obtain these essential resources when required could potentially restrict their operations.
- All of the Company's three manufacturing facilities are located in Ludhiana, Punjab which exposes their operations to potential risks arising from local and regional factors such as adverse social and political events, weather conditions and natural disasters.
- The Company is dependent on third parties for the transportation and timely delivery of their products to customers. Any failure by or loss of a third party transport service provider could result in delays and increased costs, which may adversely affect their business.



## **Engineering**

## **Financial**

## **Profit and Loss**

In Millions	Mar-21 Standalone	Mar-22 Consolidated	Mar-23 Consolidated
Net Sales	5,849.58	8,600.46	11,965.30
EXPENDITURE:			
Increase/Decrease in Stock	-56.53	-474.55	33.32
Raw Material Consumed	2,572.57	4,358.47	5,477.24
Power & Fuel Cost	462.63	676.54	757.64
Employee Cost	489.99	686.78	877.76
Other Manufacturing Expenses	558.23	748.84	972.23
General and Administration Expenses	28.39	47.27	80.42
Selling and Distribution Expenses	108.26	204.11	265.41
Miscellaneous Expenses	98.61	44.13	91.88
Less: Expenses Capitalised			
Total Expenditure	4,262.14	6,291.59	8,555.90
Operating Profit (Excl OI)	1,587.44	2,308.87	3,409.40
Other Income	58.55	60.59	57.41
Operating Profit	1,645.99	2,369.46	3,466.81
Interest	117.84	71.59	124.75
PBDT	1,528.16	2,297.87	3,342.06
Depreciation	357.57	377.4	541.82
Profit Before Taxation & Exceptional Items	1,170.59	1,920.47	2,800.24
Share of Profit/Loss of JV & Associates		0.05	0.05
Profit Before Tax	1,170.59	1,920.52	2,800.29
Tax	306.13	497.63	713.28
Profit After Tax	864.46	1,422.89	2,087.01
Adjusted EPS	9.66	15.9	23.32

## Cashflow

In Millions	Mar-21 Standalone	Mar-22 Consolidated	Mar-23 Consolidated
Profit Before Tax	1,170.59	1,920.52	2,800.29
Adjustment	456.21	401.89	712.07
Changes In working Capital	-789.13	-1,088.39	-779.42
Cash Flow after changes in Working Capital	837.67	1,234.02	2,732.94
Interest Paid			
Tax Paid	-339.12	-431.08	-638.36
Other Direct Expenses paid			
Extra & Other Item			
Cash From Operating Activities	498.54	802.94	2,094.58
Cash Flow from Investing Activities	-586.85	-1,656.80	-1,724.54
Cash from Financing Activities	96.72	825.2	-370.1
Net Cash Inflow / Outflow	8.41	-28.66	-0.06
Opening Cash & Cash Equivalents	20.46	28.86	0.2
Closing Cash & Cash Equivalent	28.87	0.2	0.14

## **Balance Sheet**

balance Sneet			
In Millions	Mar-21 Standalone	Mar-22 Consolidated	Mar-23 Consolidated
EQUITY AND LIABILITIES			
Share Capital	89.5	179	179
Total Reserves	6,362.07	7,697.24	9,704.07
Shareholder's Funds	6,451.57	7,876.24	9,883.07
Long-Term Borrowings			
Secured Loans	299.96	740.46	581.76
Deferred Tax Assets / Liabilities	201.62	229.43	230.45
Long Term Provisions	33.29		
Total Non-Current Liabilities	534.87	969.89	812.21
Current Liabilities			
Trade Payables	379.34	442.31	477.37
Other Current Liabilities	139.51	306.27	597.6
Short Term Borrowings	1,198.22	1,616.39	1,343.40
Short Term Provisions	38.37	87.59	148.03
Total Current Liabilities	1,755.44	2,452.56	2,566.40
Total Liabilities	8,741.88	11,298.69	13,261.68
ASSETS			
Non-Current Assets			
Gross Block	5,065.43	5,858.23	8,591.13
Less: Accumulated Depreciation	918.91	1,296.30	1,806.70
Net Block	4,146.52	4,561.93	6,784.43
Capital Work in Progress	394.22	2,122.55	747.51
Intangible assets under development	9.51		
Long Term Loans & Advances	835.7	349.4	599.98
Other Non Current Assets	3.84	4.79	230.19
Total Non-Current Assets	5,389.79	7,038.67	8,362.11
Current Assets Loans & Advances			
Currents Investments		4.17	
Inventories	1,215.67	1,839.84	1,696.03
Sundry Debtors	1,655.69	2,220.36	3,080.61
Cash and Bank	277.83	14.6	3.41
Other Current Assets	108.82	87.89	33.93
Short Term Loans and Advances	87.91	86.99	79.42
Total Current Assets	3,345.92	4,253.85	4,893.40
Assets as Held for Sale and Discontinued Operations	6.17	6.17	6.17
Net Current Assets (Including Current Investments)	1,590.47	1,801.29	2,327.00
Total Current Assets Excluding Current Investments	3,345.92	4,249.68	4,893.40
Total Assets	8,741.88	11,298.69	13,261.68



#### **Engineering**

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