Behari Lal Engineering Ltd.
...100 years of excellence

SMS & FOUNDRY DIVISION

NOTICE

NOTICE is hereby given that the next Annual General Meeting of the members of BEHARI LAL ENGINEERING LIMITED, held at VILLAGE **- SALANI AMLOH ROAD MANDI GOBINDGARH 147301** on Wednesday 10th September 2025 at 12.30 P.M. to transact the following business –

ORDINARY BUSINESS

1. **Adoption of Financial Statements for the Financial Year ended 31st March, 2025:**
   To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2025 along with the Reports of the Auditors and Board of Directors thereon.

2. **Appointment of Mr. Parkash Chand Garg (DIN 00215153), as a director liable to retire by rotation:**
   To appoint Mr. Parkash Chand Garg, who is the promoter director of the company, and associated with our Company Since its Incorporation liable to retires by rotation and being eligible, offers himself for re-appointment.

3. To take note of the appointment of M/s ASHWANI & ASSOCIATIES, Chartered Accountants (Firm Registration No. 000497N) who were appointed as the Statutory Auditors of the Company for a period of five years in the Annual General Meeting of the Company held on 30th September, 2024, to hold their office from the conclusion of the Annual General Meeting of 2024 till the conclusion of Annual General Meeting of 2029 (upto the Financial Year ending 2029).

SPECIAL BUSINESS

Item No. 4

To ratify the remuneration payable to the Cost Auditors of the company for the financial year 2025-26

To consider, and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), the members of the Company be and hereby ratify the payment of remuneration of Rs. 80,000/- (Rupees Eighty Thousand Only), plus applicable taxes and reimbursement of out of pocket expenses at actual to M/s Gurvinder Chopra & Co, Cost Accountant, (Registration No. 100260)

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Authorised Signatory

appointed by the Board, as the Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2026."

Item No. 5

ALTERATION OF OBJECT CLAUSE OFTHE MEMORANDUM OF ASSOCIATION ("MOA") OF THE COMPANY

To consider, and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions of the Companies Act, 2013, and the rules enacted thereunder (including any statutory modification(s) or re- enactments thereof for the time being in force) and subject to such approvals as may be necessary, consent of the shareholders by way of special resolution be and is hereby accorded to alter the existing Clause III (A) of the Memorandum of Association ("the MOA") of the Company by adding the words furnaces in place of Furances , pipes in place of Paipes and Deleting the word tum to account in Object No.1, adding the words equipment in place of equipments, workers in place of workeers in Object No.2 and equipment in place of equipments in Object No.3 "

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and for removal of any difficulty or doubt, the board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper."

Item No. 6

TO ADOPT NEW SET OF ARTICLE OF ASSOCIATION AS PER COMPANIES ACT, 2013

To consider, and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"**RESOLVED THAT**, pursuant to the provisions of Sections 5, 14 and other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder, each as amended (Companies Act) and in order to align the existing articles of association of the Company with the requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (SEBI Listing Regulations), Companies Act and the stock exchanges where the equity shares of the Company are proposed to be listed, the new set of the articles of association of the Company, draft of which has been tabled before the meeting and initiated by the Chairman for the purpose of identification, be and is hereby approved and adopted as the articles of association of the Company in the place and in exclusion and substitution of the existing articles of association of the Company.

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RESOLVED FURTHER THAT the aforesaid alterations be carried out in every copy of the articles of association and that no copy of such articles of association be issued without carrying out the alterations as aforesaid.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, things, matters and take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution.

Item No. 7

APPROVAL OF MEMBERS FOR THE APPOINTMENT AND PAYMENT OF REMUNERATION OF MR. MANVINDER PARTAP SINGH AS AN EXECUTIVE DIRECTOR OF THE COMPANY

To consider, and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory being in force) and subject to the requisite approvals, if any required (including any amendment, modification, variation or re-enactment as may be required) and on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded for the appointment and Payment of Remuneration to Mr. Manvinder Partap Singh as an Executive Director of the company ,for a period of Three year w.e.f. 01.05.2025 at a monthly remuneration of Rs. 1,35,000/- as follows

Particulars	Remuneration
Gross Salary	1,35,000 per Month
Perquisite	Nil

Resolved further that Mr. DINESH GARG, Managing director (DIN: 00215117) be and is hereby authorized to digitally sign and file the necessary Forms with the Registrar of Companies, Chandigarh in this regard.

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Item No. 8

To appoint Mr. RAJESH KUMAR SINHA (DIN: 00556694) as Non- Executive Independent Director

To consider, and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Mr. **RAJESH KUMAR SINHA** (DIN: **00556694**), whose appointment as an Independent Director is recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company for a period of five years with effect from 01.05.2025 not liable to retirement by rotation.

Item No. 9

To Increase the Borrowing powers of the company:

To consider, and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Section 180(1)(c) of the Companies Act, 2013, and the rules and regulations made thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) (Companies Act) and any other applicable laws, and in accordance with the provisions of the Memorandum of Association and the Articles of Association of the Company, the consent and approval of the members be and is hereby accorded to borrow moneys from time to time, on such terms and conditions as may be considered suitable by the Board, from one or more of the Company's banks or any other bank, financial institutions individuals, firms, limited liability partnership, companies, body corporates and any other persons, provided that the moneys to be borrowed together with the moneys borrowed by the Company, apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business, does not exceed ₹ 3000 million over and above the aggregate paid-up share capital, free reserves and securities premium of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board, be and is hereby authorised to finalise, settle and execute such documents, deeds,

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agreements as may be required and to do all acts, deeds, matters and things as may in its discretion deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in regard to the aforesaid.

Item No. 10

To Authorise Board to Create charge on Assets (Both movable and immovable) of the company:

To consider, and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of section 180(1)(a) of the Companies Act, 2013, and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and all other enabling provisions if any, and the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors ("the Board") to hypothecate/mortgage/ pledge and/or create charge on all or any immovable and movable properties of the Company both present and future or the whole or substantially the whole of the undertaking(s) of the Company in favour of the Banks/ Financial Institutions/ Companies and trustees for the holders of Debentures/ Bonds/ other instruments and/or any issue of Non-Convertible Debentures and/or Compulsorily or Optionally, Fully or Partly Convertible Debentures and/or Bonds (including FCCBs), and/or any other Non-Convertible and/or other Partly/Fully Convertible instruments/securities or for securing any loans of the Company or any other Group Companies or obtaining any other facility, together with interest, costs, charges, expenses and any other monies payable by the Company within the overall borrowing powers delegated to the Board of Directors from time to time pursuant to section 180(1)(c) of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (including any Committee of the Board) be and is hereby authorized to finalise, settle and execute such documents/deeds/writings/papers/agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to resolve any question, difficulty or doubt that may arise in relation thereto or otherwise considered by the Board to be in the best interest of the Company.

Behari Lal Engineering Limited
Authorised Signatory

By order of the board
For BEHARI LAL ENGINEERING LIMITED

Date: 08.09.2025
Place: **MANDI GOBINDGARH**

DINESH GARG
Managing Director
0215117

NOTES:

1. Explanatory statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013, which set out details relating special business at the meeting, is annexed hereto.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy and vote instead of himself and the proxy need not be a Shareholder.
3. Proxies in order to be effective must be duly filled, stamped, signed and deposited at the Registered Office of the Company not less than forty eight (48) hours before the commencement of the meeting. The blank proxy form is enclosed.
4. In terms of the requirements of the Secretarial Standards -2 on "General Meetings" issued by the Institute of the Company Secretaries of India and approved & notified by the Central Government, Route Map for the location of the aforesaid meeting is enclosed.

By order of the board
For BEHARI LAL ENGINEERING LIMITED

Date: 08.09.2025
Place: **MANDI GOBINDGARH**

Behari Lal Engineering Limited
Authorised Signatory

DINESH GARG
Managing Director
0215117

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item no-4

Board has appointed M/s Gurvinder Chopra & Co, Cost Accountant, (Registration No. 100260) as Cost Auditors of the Company for the year 2025-26 on the remuneration of Rs.80,000/-(Rupees .Eighty Thousand) plus applicable taxes and reimbursement of out of pocket expenses at actual. Consent Cum Declaration has been received from the above Cost Auditor regarding his consent and eligibility for appointment as Cost Auditor will be available for inspection of the Members Physically during the AGM. As per section 148(3) read with Rule 14 of Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditors is to be ratified by the Shareholders in ensuing AGM.

Hence the proposed Resolution.

None of the Directors, Key Managerial Personal or their relatives are concerned or interested financial or otherwise in the aforesaid resolution. The Board of directors recommend to pass necessary resolution as set out in Item No. 4 of the Notice by way of an Ordinary Resolution.

Item no-5

The Board of Directors have, decided to make certain changes in Memorandum of Association as the object clause of the Memorandum contains some typographical errors.

A copy of the Memorandum of Association of the Company together with the proposed alterations is available for inspection by the Members of the Company at its Registered Office during normal business hours on all working days (Except Saturday and Sunday).

As per Section 13 of the Companies Act, 2013, any alteration to the Object Clause of the Memorandum of Association of the Company requires approval of the Members by passing Special Resolution.

None of the Directors or the Key Managerial Persons of the Company or their respective relatives are concerned or interested, financially or otherwise in the resolution as set out at the accompanying Notice except to the extent of their shareholding.

The Board recommends passing of the resolution set out at Item No. 5 as a Special Resolution.

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Item no-6

The Companies Act, 2013 has been amended frequently by way of notifications and Amendment Acts including Companies (Amendment), 2020. Similarly, Securities Laws including Securities and Exchange Board of India Act (SEBI Act) and Rules framed thereunder and have also undergone sea change by way of numerous circulars and notifications issued by SEBI and Central Government. Earlier, the company had altered its Articles of Association to implement new provisions of Companies Act, 2013. However, in view of frequent changes thereafter, it was thought fit by the Board of directors of the company that certain clauses of the existing Articles of Association of the company should be amended/modified and certain new clauses should also be inserted or replaced in place of existing clauses of Articles of Association to align the same with the prevailing provisions of the Act and Rules referred hereinabove. During this exercise of amendment of existing clauses and insertion of certain new clauses, chronological serial numbers of the clauses of Articles of Association has also been changed and were required to be renumbered. Therefore, the Board of Directors of the Company are of the view that, the existing set of Articles of Association should be replaced wholly by a new set of Articles. The new AOA to be substituted in place of the existing AOA are based on "Table-F" of the Act which sets out the model articles of association for a company limited by shares, recent amendment in the Companies Act as well as securities Laws.
The Board at its meeting held on August 14, 2025 has considered and approved proposal of new sets of the AOA of the Company subject to approval of shareholders.

A copy of proposed new set of the Article of Association of the Company is available for inspection by the Members of the Company at its Registered Office during normal business hours on all working days (Except Saturday and Sunday).
As per Section 5, 14 and other applicable provisions, if any of the Companies Act, 2013 (as amended), for the purpose of adoption of new set of Articles of Association of the Company requires approval of the Members by passing Special Resolution.

None of the Directors or the Key Managerial Persons of the Company or their respective relatives are concerned or interested, financially or otherwise in the resolution as set out at the accompanying Notice except to the extent of their shareholding.

The Board recommends passing of the resolution set out at Item No. 6 as a Special Resolution.

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Item no-7

The Board has appointed Mr. Manvinder Partap Singh as an Executive Director of the company for a period of three years w.e.f. 01.05.2025 at a monthly remuneration of Rs. 1,35,000/- as follows

Particulars	Remuneration
Gross Salary	1,35,000 per Month
Perquisite	Nil

Mr. Manvinder Partap Singh is a Bachelor of Science. He has very good Communication and Analytical Skills. He has experience of more than 10 years in Steel Industry.
The Board of Directors therefore recommend the resolution of his appointment for the consideration and approval by the shareholders.
Except Mr. Manvinder Partap Singh, none of the Directors and Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 7.

Item no-8

Pursuant to the recommendation of the Nomination and Remuneration Committee, has approved the appointment of Mr. RAJESH KUMAR SINHA (DIN: 00556694) as a Non – executive and Independent Director of the Company, not liable to retire by rotation. The Company has received a Notice in writing from a member proposing his appointment as an Non – executive and Independent Director of the Company.
The Company has received a declaration from Mr. RAJESH KUMAR SINHA confirming that he meets the criteria of independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.
In the opinion of the Board, Mr. RAJESH KUMAR SINHA fulfils the conditions specified in the Companies Act, 2013 and rules made there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his appointment as an Non- executive and Independent Director of the Company.

Except Mr. RAJESH KUMAR SINHA, none of the Directors and Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 7.

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Item no-9

As per the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the permission of the Shareholders in General Meeting by passing a Special Resolution, borrow monies in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company. Taking into consideration the growth in the business operations, the company may have to borrow funds from time to time.

Therefore, it is essential to obtain board and shareholder approval for increasing the borrowings limits to 3000 Million under section 180(1)(c). It would be in the interest of the Company to enhance the borrowing limits for the Board and authorise the Board of Directors to borrow monies which may exceed at any time the aggregate of the paid-up capital of the Company and its free reserves and securities premium but that shall not to exceed ` 3,000 Millions (Rupees Three Hundred Crores Only).
The borrowings of the Company are, in general, required to be secured by suitable mortgage or charge on all or any of the movable and/ or immovable properties of the Company in such form, manner and ranking as may be determined by the Board of Directors of the Company, from time to time, in consultation with the lender(s).

The Board of Directors recommends the special resolution as set out in item no. 9 for approval. None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 9.

Item no-10

As per the provisions of Section 180(1)(a) of the Companies Act, 2013 Board has to be empowered by way of special resolution to hypothecate/mortgage/pledge and/ or create charge on all or any immovable and movable properties of the Company both present and future or the whole or substantially the whole of the undertaking(s) of the Company, within the overall ceiling prescribed by the members of the Company in terms of Section 180 (1)(c) of the Companies Act, 2013. As the borrowing limit of Section 180 (1)(c) is sought to be enhanced, it is proposed to seek consent of the members in terms of Section 180(1)(a) of the Companies Act, 2013 to hypothecate/mortgage/pledge and/or create charge on all or any immovable and movable properties of the Company both present and future or the whole or substantially the whole of the undertaking(s) of the Company as and when necessary to secure the borrowings from time to time, within the overall ceiling approved by the Members of the Company, in terms of Section 180(1) (c) of the Companies Act, 2013.

The Board of Directors recommends the special resolution as set out in item no. 10 for approval. None of the Directors and Key Managerial Personnel of the Company and their

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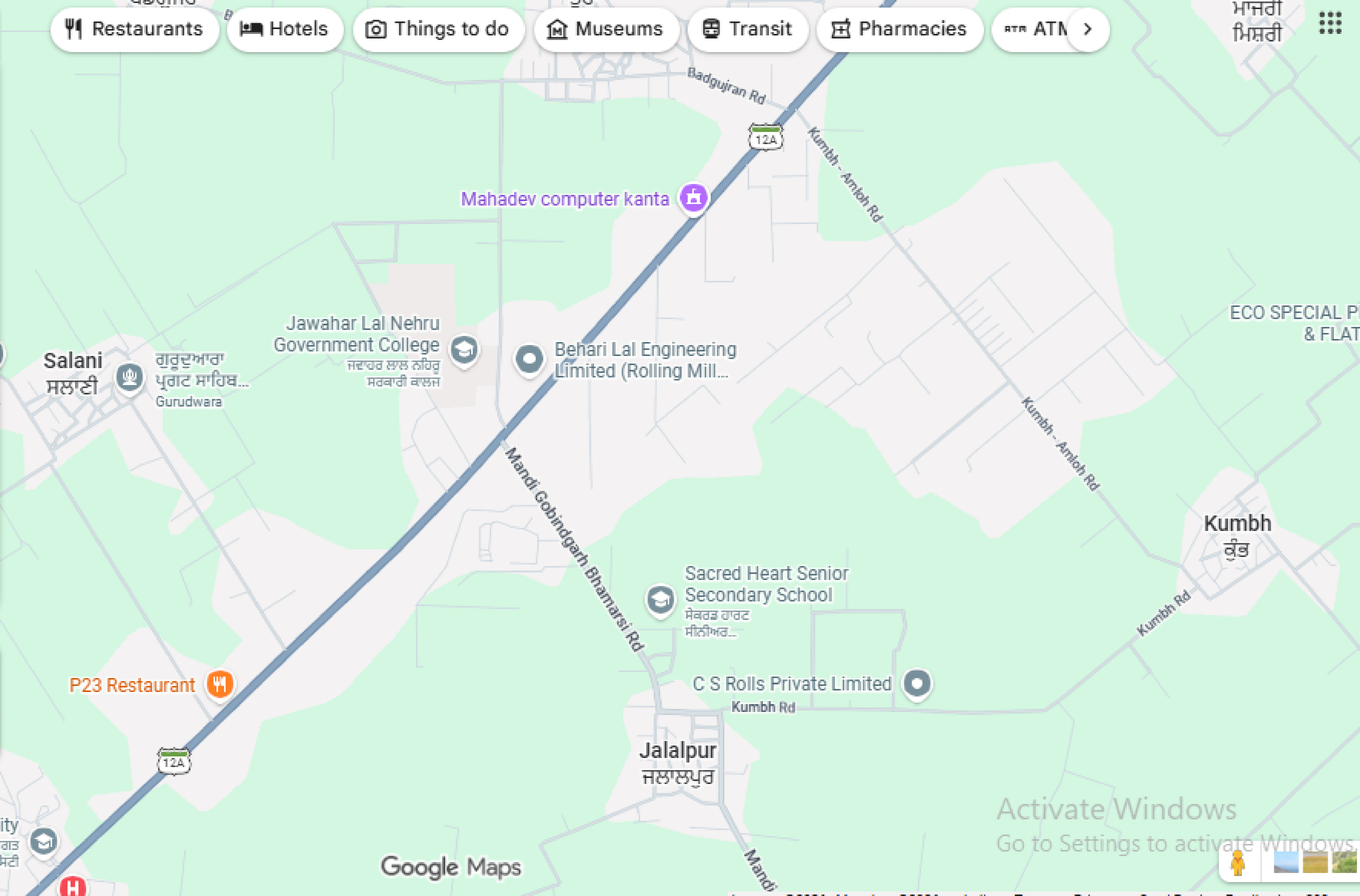
relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 10. The Board of Directors recommends the special resolution as set out in item no. 10 for approval.

By order of the board
For BEHARI LAL ENGINEERING LIMITED

Date:08.09.2025
Place: **MANDI GOBINDGARH**

Behari Lal Engineering Limited
Authorised Signatory

DINESH GARG
Managing Director
0215117



Restaurants
Hotels
Things to do
Museums
Transit
Pharmacies
ਮਾਜਰੀ
ਮਿਸ਼ਰੀ
Badgujran Rd
12A
Kumbh - Amloh Rd
Mahadev computer kanta
Jawahar Lal Nehru
Government College
ਜਵਾਹਰ ਲਾਲ ਨਹਿਰੂ
ਸਰਕਾਰੀ ਕਾਲਜ
Behari Lal Engineering
Limited (Rolling Mill...
Salani
ਸਲਾਣੀ
ਗੁਰਦੁਆਰਾ
ਪ੍ਰਗਟ ਸਾਹਿਬ...
Gurudwara
Kumbh - Amloh Rd
Mandi Gobindgarh Bhamarsi Rd
Kumbh
ਕੁੰਭ
Sacred Heart Senior
Secondary School
Kumbh Rd
P23 Restaurant
C S Rolls Private Limited
Kumbh Rd
12A
Jalalpur
ਜਲਾਲਪੁਰ
Google Maps
Activate Windows
Go to Settings to activate Windows.