NOTICE

NOTICE is hereby given that the 31st Annual General Meeting of the members of BEHARI LAL ENGINEERING LIMITED, held at VILLAGE **- SALANI AMLOH ROAD MANDI GOBINDGARH 147301** on Saturday Saturday 20th June, 2026 at 11.00 a.m. to transact the following business –

ORDINARY BUSINESS

1. **Adoption of Financial Statements for the Financial Year ended 31st March, 2026:**
   To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2026 along with the Reports of the Auditors and Board of Directors thereon.

2. **Appointment of Mr. Rajesh Garg (DIN 00215153), as a director liable to retire by rotation:**
   To appoint Mr. Rajesh Garg, who is the promoter director of the company, 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 2026-27

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) 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, 2027."

Item No. 5

TO ALTER ARTICLE OF ASSOCIATION BY INSERTING ADDITIONAL CLAUSES 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 Section 14 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such approvals, permissions and sanctions as may be required, the consent of the members of the Company be and is hereby accorded to alter the Articles of Association of the Company by inserting new Article(s) No.9 to 13 immediately after existing Article No.8 and thereby renumbering the existing Articles, new Article no. 23,33, 50(i),(ii),iii),(iv),51, 97 and amending Article no. 89 in the manner set out in the draft amendments placed before the meeting and initialled by the Chairman for the purpose of identification.

RESOLVED FURTHER THAT consequent upon the insertion of the aforesaid new Article(s), the numbering of the existing Articles of Association be and is hereby revised and renumbered accordingly, and all subsequent Articles shall stand renumbered in sequence without affecting the rights, obligations and validity of the existing provisions thereof.

RESOLVED FURTHER THAT the Articles of Association of the Company as altered and renumbered pursuant to the aforesaid insertion of Article(s) be and are hereby approved and adopted with immediate effect.

RESOLVED FURTHER THAT any Director of the Company and/or the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things and to file the necessary forms, returns and documents with the Registrar of Companies and other authorities as may be required and to settle any question, difficulty or doubt that may arise in giving effect to this resolution."**

By order of the board

For BEHARI LAL ENGINEERING LIMITED

Date:11.06.2026
Place: **MANDI GOBINDGARH**

Behari Lal Engineering Limited
Authorised Signatory

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: 11.06.2026
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 2026-27 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 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.
The Board at its meeting held on June 11, 2026 has considered and approved proposal of Alteration of existing AOA of the Company subject to approval of shareholders.

A copy of proposed altered 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), any amendment in 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. 5 as a Special Resolution.

By order of the board
For BEHARI LAL ENGINEERING LIMITED

Behari Lal Engineering Limited
Authorised Signatory

Date:11.06.2026
Place: **MANDI GOBINDGARH**

DINESH GARG
Managing Director
0215117