

# BL KASHYAP

WE BUILD YOUR WORLD

The Manager,

24<sup>th</sup> August, 2017

<b>Department of Corporate Services, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001</b>	<b>Listing Department, National Stock Exchange of India Ltd, Exchange Plaza, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051</b>
<b>ISIN Code</b>	<b>: INE350H01032</b>
<b>Scrip Code : 532719</b>	<b>Trading Symbol : BLKASHYAP</b>


**Sub: Private Placement Offer Letter (PAS-4) and Record of Private Placement Offer (PAS-5)**

Dear Sir,

Please find enclosed herewith Private Placement Offer Letter (PAS-4) and Record of Private Placement Offer (PAS-5) for issue of shares on preferential basis.

This is for the information to the exchange.  
Kindly take the same on record and oblige.

Yours faithfully,  
For **B.L. Kashyap and Sons Limited**

  
**(Pushpak Kumar)**  
**GM-Corporate Affairs and**  
**Company Secretary**  
**(FCS 6871)**

Regd. Office :  
**B L Kashyap And Sons Limited.**  
(CIN : L74899DL1989PLC036148)  
409, 4th Floor, DLF Tower-A, Jasola,  
New Delhi-110025, India  
tel : +91 11 43058345, 40500300  
fax : +91 11 43046972  
mail : info@blkashyap.com  
web : www.blkashyap.com

FORM PAS.4

Private Placement Offer Letter

[Pursuant to section 42 and rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014]

1. GENERAL INFORMATION

a.	i Name of the Company	B.L. Kashyap and Sons Limited			
	ii Registered Office address and other contact details	409, 4 <sup>th</sup> Floor, DLF Tower-A, Jasola, New Delhi-110025			
	iii Corporate Office address	E-23/B-1 Extn. Mohan Co-operative Industrial Estate, Mathura Road, New Delhi-110021			
	iv Website of the Company	<a href="http://www.blkashyap.com">www.blkashyap.com</a>			
b.	Date of incorporation of the company	8 <sup>th</sup> May, 1989			
c.	Business carried on by the company and its subsidiaries with the details of branches or units, if any	Constructions/Real Estate Development/Furnishings			
d.	Brief particulars of the management of the company	Please refer <b>Annexure-1</b>			
e.	Names, addresses, DIN and occupations of the directors				
	<b>Sr. No.</b>	<b>Name</b>	<b>Address</b>	<b>DIN</b>	<b>Occupation</b>
	1.	Vinod Kashyap	B-7, Soami Nagar, New Delhi-110017	00038854	Business
	2.	Vineet Kashyap	223, Sukhdev Vihar, New Delhi-110025	00038897	Business
	3.	Vikram Kashyap	B-22A, Friends Colony West, New Delhi-110065	00038937	Business
	4.	Justice C.K. Mahajan (Retd.)	47, Friends Colony (E), New Delhi-110065	00039060	Retired Judge
	5.	H. N. Nanani	The Palm Springs, Tower D, D-1202 (12th Floor,) Golf Course Road, Sector-54, Gurgaon-122002	00051071	Retired Professional
	6.	Naresh Lakshman Singh Kothari	2601/2602, 26th Floor, Orbit Heights, J D Marg, Nanachowk, Mumbai-400007, Maharashtra	00012523	Business
	7.	Poonam Sangha	B-239, Greater Kailash-1, New Delhi-110048	07141150	Business
	8.	Sharad Sharma	363, Rainbow Drive, Sarjapur Road, P.O: Carmelram, Bangalore-560035	05160057	Retired Professional
f.	Management's perception of risk factors	The Company is exposed to normal industry risk factor of government policies, completion, price fluctuation of raw material. The company manages these risk,			

B.L. Kashyap And Sons Limited

  
Company Secretary

		by maintaining a conservative financial profile and by following prudent business and risk management practice.
g.	Details of default, if any, including therein the amount involved, duration of default and present status, in repayment of -	
	i) statutory dues	Amount: Rs. 28.44 Crore Duration of default: More than 365 days.
	ii) debentures and interest thereon;	No
	iii) deposits and interest thereon;	No
	iv) loan from any bank or financial institution and interest thereon.	Amount: Rs. 54.29 Crore Duration of default: varies from 59 days to 1106 days.
h.	Names, designation, address and phone number, email ID of the nodal/compliance officer of the company, if any, for the private placement offer process	Name: Pushpak Kumar Designation: GM-Corporate Affairs & Company Secretary Address: E-23/B-1 Extension, Mohan Cooperative Industrial Estate, Mathura Road, New Delhi-110044 (INDIA) Tel. No.: 011-43058345/011-40500300 emailid:pushpak@blkashyap.com

## 2. PARTICULARS OF THE OFFER

a.	Date of passing of board resolution;	26 <sup>th</sup> June, 2017
b.	Date of passing of resolution in the general meeting, authorizing the offer of securities	Postal Ballot- 26 <sup>th</sup> July, 2017
c.	Kinds of securities offered (i.e. whether share or debenture) and class of security	Equity Warrants and Liquity Shares
d.	Price at which the security is being offered including the premium, if any, along with justification of the price	<u>issue price per equity warrants / equity shares</u> Issue price shall is Rs. 33.33 (Thirty Three Rupees and Thirty Three Paise) including premium of Rs. 32.33 (Thirty Two Rupees and Thirty Three Paise).  The price at which the issue shall be made shall not be less than the price as determined on relevant date in accordance with Chapter VII of SEBI, ICDR Regulations.
e.	Name and address of the valuer who performed valuation of the security offered	Not Applicable
f.	Amount which the company intends to raise by way of securities	66.66 Crore
g.	Terms of raising of securities: Duration, if applicable, Rate of dividend or rate of interest, mode	Equity shares and warrants convertible into equity shares of

B.L. Kashyap ~~And~~ Sons Limited

Company Secretary

	of payment and repayment	Rs. 1 each be allotted on preferential basis shall be rank pari passu with existing paid up equity shares
h.	Proposed time schedule for which the offer letter is valid	15 days from the date of passing of shareholders resolution provided that where the allotment of the said Equity Shares is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.
	Purposes and objects of the offer	The proceeds will be utilized for part repayment of debt by the company and for other general corporate purposes.
i.	contribution being made by the promoters or directors either as part of the offer or separately in furtherance of such objects	Not Applicable
j.	Principle terms of assets charged as security, if applicable	Not Applicable

### 3. DISCLOSURES WITH REGARD TO INTEREST OF DIRECTORS, LITIGATION ETC.

i.	Any financial or other material interest of the directors, promoters or key managerial personnel in the offer and the effect of such interest in so far as it is different from the interests of other persons.	No
ii.	details of any litigation or legal action pending or taken by any Ministry or Department of the Government or a statutory authority against any promoter of the offeree company during the last three years immediately preceding the year of the circulation of the offer letter and any direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action shall be disclosed.	No
iii.	remuneration of directors (during the current year and last three financial years).	Please refer Annexure-2
iv.	related party transactions entered during the last three financial years immediately preceding the year of circulation of offer letter including with regard to loans made or, guarantees given or securities provided.	Please refer Annexure-3
v.	Summary of reservations or qualifications or adverse remarks of auditors in the last five financial	There are no qualification or adverse remark by the auditor

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	years immediately preceding the year of circulation of offer letter and of their impact on the financial statements and financial position of the company and the corrective steps taken and proposed to be taken by the company for each of the said reservations or qualifications or adverse remark	
vi.	Details of any inquiry, inspections or investigations initiated or conducted under the Companies Act or any previous company law in the last three years immediately preceding the year of circulation of offer letter in the case of company and all of its subsidiaries. Also if there were any prosecutions filed (whether pending or not) fines imposed, compounding of offences in the last three years immediately preceding the year of the offer letter and if so, section-wise details thereof for the company and all of its subsidiaries	No
vii.	Details of acts of material frauds committed against the company in the last three years, if any, and if so, the action taken by the company	No

#### 4. FINANCIAL POSITION OF THE COMPANY

(a) the capital structure of the company

Sr. No.	Particulars	No. of Securities	Description	Aggregate Nominal Value	
i	Authorised Capital	30,00,00,000	Equity	30,00,00,000	
ii	Issued, Subscribed and Paid-up Capital	20,54,40,000	Equity	20,54,40,000	
iii	Size of the present offer	2,00,00,000		2,00,00,000	
		(i) 1,00,00,000	Equity		
		(ii) 1,00,00,000	Warrants		
iv	paid up capital (after the offer)	21,54,40,000	Equity	21,54,40,000	
	paid up capital (after conversion of convertible instruments)	22,54,40,000	Equity	22,54,40,000	
v	share premium account (before the offer)			1,89,94,80,000	
vi.	share premium account (after the offer)			2,54,60,80,000	
vii.	details of the existing share capital of the issuer company				
	date of allotment	number of shares allotted	face value of the shares allotted	price	form of consideration
Please refer Annexure-4					

Details of allotment during preceding one year from the date of this offer letter:

Sr. No.	date of allotment	number of shares allotted	face value of the shares allotted	price	form of consideration
Not Applicable					

B.L. Kashyap And Sons Limited

Company Secretary

- (b) Profits of the company, before and after making provision for tax, for the three financial years immediately preceding the date of circulation of offer letter-**Please refer Annexure-5.**
- (c) Dividends declared by the company in respect of the said three financial years; interest coverage ratio for last three years (Cash profit after tax plus interest paid/interest paid)-**Please refer Annexure-6.**
- (d) A summary of the financial position of the company as in the three audited balance sheets immediately preceding the date of circulation of offer letter- **Please refer Annexure-7.**
- (e) Audited Cash Flow Statement for the three years immediately preceding the date of circulation of offer letter- **Please refer Annexure-8.**
- (f) Any change in accounting policies during the last three years and their effect on the profits and the reserves of the company-**Not Applicable.**

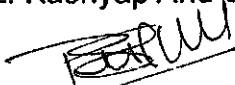
**5. A DECLARATION BY THE DIRECTORS THAT-**

- a. the company has complied with the provisions of the Act and the rules made thereunder;
- b. the compliance with the Act and the rules does not imply that payment of dividend or interest or repayment of debentures, if applicable, is guaranteed by the Central Government;
- c. the monies received under the offer shall be used only for the purposes and objects indicated in the Offer letter;

I am authorized by the Board of Directors of the Company vide resolution number **03 and 04** dated **26<sup>th</sup> June, 2017** to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the promoters subscribing to the Memorandum of Association and Articles of Association.

It is further declared and verified that all the required attachments have been completely, correctly and legibly attached to this form.

**B.L. Kashyap And Sons Limited**



**Pushpak Company Secretary**  
**GM-Corporate Affairs & Company Secretary**  
**FCS-6871**

Date: 31.07.2017

Place: New Delhi

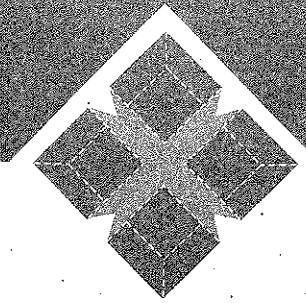
**Attachments:-**

Copy of board resolution-**Annexure-9**

Copy of Executive Committee of the Board Resolution- **Annexure-10**

Corrigendum to postal ballot notice- **Annexure-11**

Copy of shareholders resolution-**Annexure-12**



Annexure - 1

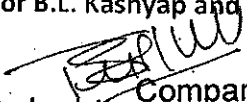
# B L KASHYAP

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## BRIEF PARTICULARS OF THE MANAGEMENT OF THE COMPANY

Name of the Director	Date of Birth	Brief Profile
Vinod Kashyap	14.11.1951	Mr. Vinod Kashyap is the Promoter Director of the Company. He holds a bachelor's degree in Arts from Hindu College, University of Delhi. Mr. Kashyap has over three decades of experience in construction industry. Mr. Kashyap is the Chairman and Whole Time Director at B. L. Kashyap and Sons Ltd.
Vineet Kashyap	22.06.1954	<p>Mr. Vineet Kashyap has more than 35 years of experience in the construction and infrastructure industry. He is the Promoter Director at B. L. Kashyap and Sons Ltd., since its incorporation. Currently, he serves as the Managing Director of the Company. Prior to joining B. L. Kashyap and Sons Ltd., he was working with Ahuja Kashyap (P) Ltd for a period of four years from 1973 to 1977.</p> <p>With the qualities of leadership running through his veins, the conviction to do things differently, and the will to see his hard work bear fruit, Mr. Vineet Kashyap has successfully nurtured the business. And the result is evident - the esteemed B. L. Kashyap and Sons Ltd. is one of India's most sought and respected construction company. Having over thirty years of business development experience, Mr. Vineet Kashyap spearheads the marketing, finance and operations strategy for the group. His zeal and business acumen led to B. L. Kashyap and Sons Ltd. becoming a landmark in the field of construction.</p> <p>His ability to weave together the business trait and his philanthropic side makes him stand apart from the rest. Hence, even while ensuring that the business spreads far and wide, he has not forgotten his social responsibilities.</p>
Vikram Kashyap	06.08.1961	Mr. Vikram Kashyap is the Promoter Director of the Company and has about three decades of experience in construction industry. Mr. Kashyap is the Joint Managing Director at B. L. Kashyap and Sons Ltd.

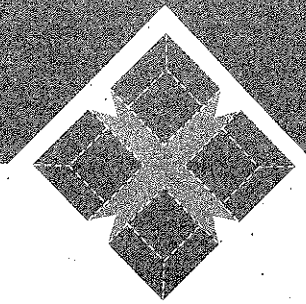
**B.L. Kashyap And Sons Limited**  
For B.L. Kashyap and Sons Limited

  
Pushpak Kumar, Company Secretary

GM-Corporate Affairs & Company Secretary  
FCS-6871

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Annexure-2

Remuneration of directors (during the current year and last three financial years)

(Rs. In Lakhs)

S.No.	Director's Name	Financial Year 2017-18 (From April 2017 to June 2017)	Financial Year 2016-17	Financial Year 2015-16	Financial Year 2014-15
1.	Vinod Kashyap	7.65	30.00	30.00	Nil
2.	Vineet Kashyap	7.65	30.00	30.00	Nil
3.	Vikram Kashyap	7.65	30.00	30.00	Nil
4.	Justice C.K. Mahajan(Retd.)*	Nil	0.90	0.90	0.70
5.	H.N. Hananai*	0.30	1.25	1.40	0.85
6.	Naresh Lakshirman Singh Kothari*	0.30	1.25	1.40	NA
7.	Poonam Sangha*	0.50	1.20	1.40	NA
8.	Sharad Sharma#	0.40	NA	NA	NA

\*only sitting fees has been paid to Independent Directors

# only sitting fees has been paid to Nominee Director

**B.L. Kashyap And Sons Limited**  
For B.L. Kashyap and Sons Limited

  
Pushpak Kumar **Company Secretary**  
GM-Corporate Affairs & Company Secretary  
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## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

### 3.1.3 Other Money for which the Company is liable :

Estimated amount of contracts remaining to be executed on Capital Account and not provided for ₹ NIL Previous Year (₹ NIL)

#### Related Party Disclosure

#### 3.2.1 List of Related Parties

#### A. Enterprises in which the Company has control

	Relationship
i Security Information Systems (India) Ltd.	Wholly owned subsidiary
ii B.L.K. Lifestyle Ltd.	Wholly owned subsidiary
iii BLK Infrastructure Ltd.	Wholly owned subsidiary
iv Soul Space Projects Ltd.	Subsidiary
v Soul Space Realty Ltd.	Step Down Subsidiary
vi Soul Space Hospitality Ltd.	Step Down Subsidiary

#### B. Other related Parties

##### (i) Joint Ventures

BLK NCC Consortium  
BLK-BILIL Consortium

##### (ii) Associates

	Status
(a) B.L.K. Financial Services Ltd.	Limited Company
(b) B.L.K. Securities Pvt. Ltd.	Private Limited Company
(c) Ahuja Kashyap Malt Pvt. Ltd.	Private Limited Company
(d) Bezel Investments & Finance Pvt. Ltd.	Private Limited Company
(e) B.L. Kashyap & Sons	Partnership Firm
(f) Kasturi Ram Herbal Industries	Partnership Firm
(g) Aiyana Trading Pvt. Ltd.	Private Limited Company
(h) Chrysalis Trading Pvt. Ltd.	Private Limited Company
(i) Chrysalis Realty Projects (P) Ltd.	Private Limited Company
(j) EON Auto Industries Pvt. Ltd.	Private Limited Company
(k) Suryakant Kakade & Soul Space	Partnership Firm
(l) R L. Kashyap & Sons Software Pvt.Ltd	Private Limited Company
(m) BL Kashyap & Sons HUF	HUF

##### (iii) Key Management Personnel

(a) Mr. Vinod Kashyap	Chairman
(b) Mr. Vineet Kashyap	Managing Director
(c) Mr. Vikram Kashyap	Joint Managing Director

##### (iv) Relatives of Key Management Personnel

(a) Mr. Mohit Kashyap	Son of Mr. Vinod Kashyap
(b) Mrs. Malini Kashyap Goyal	Daughter of Mr. Vinod Kashyap
(c) Mr. Saurabh Kashyap	Son of Mr. Vineet Kashyap
(d) Mrs. Anjoo Kashyap	Wife of Mr. Vinod Kashyap
(e) Mrs. Aradhana Kashyap	Wife of Mr. Vineet Kashyap
(f) Mrs. Amrita Kashyap	Wife of Mr. Vikram Kashyap
(g) Mrs. Nitika Nayar Kashyap	Wife of Mr. Mohit Kashyap
(h) Mrs. Shruti Chaudhari	Daughter of Mr. Vineet Kashyap
(i) Mrs Sanjana Kashyap Kapoor	Daughter of Mr. Vikram Kashyap
(j) Mr. Sahil Kashyap	Son of Mr. Vikram Kashyap
(k) Mrs Ishita Kashyap	Wife of Mr. Saurabh Kashyap

**B. L. KASHYAP AND SONS LIMITED**  
Annual Report 2014-15

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015**

**3.2.2 Transactions with related parties during the year :**

(₹ in Lacs)

Description	Subsidiaries		Joint Venture		Associates		Key Management		Relatives	
	Debit	Credit	Debit	Credit	Debit	Credit	Debit	Credit	Debit	Credit
Job Works Dealing Expenses	1,270.44	173.05	-	-	-	-	-	-	-	-
Previous Year	1,508.38	165.60	-	-	-	-	-	-	-	-
Inter-Corporate Deposits	2,833.41	5,406.23	-	-	852.00	472.00	-	-	-	-
Previous Year	2,751.00	2,956.30	-	-	699.69	1,331.69	-	-	-	-
Interest on ICD	2,628.70	-	-	-	-	58.15	-	-	-	-
Previous Year	2,934.08	-	-	-	-	55.62	-	-	-	-
Remuneration Paid	-	-	-	-	-	-	-	-	-	50.46
Previous Year	-	-	-	-	-	-	-	-	-	49.46
Rent Paid	-	6.97	-	-	-	5.84	-	16.40	-	-
Previous Year	-	6.59	-	-	-	5.84	-	12.00	-	-
Medical Expenses	-	-	-	-	-	-	-	1.45	-	-
Previous Year	-	-	-	-	-	-	-	2.49	-	-
Loan from Directors	-	-	-	-	-	-	378.00	1,457.50	-	-
Previous Year	-	-	-	-	-	-	439.00	997.00	-	-
<b>Closing Balance</b>	<b>43,039.34</b>	<b>40.79</b>	<b>225.03</b>			<b>355.88</b>		<b>1,902.48</b>		<b>21.47</b>
Previous Year	45,457.09	35.00	241.33			672.66		819.47		25.70

In respect of above parties there is no provision for doubtful debts as on 31-03-2015 and no amount is written off or written back during the year in respect of debt/loan & advances due from/to them.

**3.3 Impairment of Assets**

In accordance with the Accounting Standard – 28 on “Impairment of Assets” issued by the Institute of Chartered Accountants of India, no Asset has been identified for impairment by the Company during the year.

3.4 All borrowing costs have been charged to revenue; hence no cost is attributable to acquisition or Construction of qualifying assets.

**3.5 Deferred Tax**

(Amount in ₹)

Deferred Tax Liability (Assets) on account of :	2014-2015	2013-2014
- Depreciation	(66,048,688)	26,032,364
- Accrued Gratuity & Leave Encashment provision	(25,411,220)	(25,151,873)
- Prepaid Processing Fee		
- Long Term Capital Loss	(3,128,612)	(3,128,612)
- Business Loss	(620,543,125)	(477,315,448)
- Disallowances under section 43B of Income Tax Act, 1961		(32,543,019)
- Bonus Provisions	(18,461,638)	(18,461,638)
<b>Net Deferred Tax Liability (Asset)</b>	<b>(733,593,283)</b>	<b>(530,568,226)</b>

In accordance with “Accounting Standard 22” the Company has recognised the deferred tax Asset as at 31st March 2015 amounting to ₹ 203,025,057 and has charged the same to statement of Profit & Loss. (Previous year deferred tax Asset ₹ 516,445,116)

**3.6 Earning per Share (EPS)**

(Amount in ₹)

Particulars	2014-2015	2013-2014
a. Net Profit available for Equity Shareholders	(523,962,759)	(861,218,239)
b. Number of Equity Shares used as denominator for calculation of EPS	205,440,000	205,440,000
c. Basic and Diluted Earnings per Equity Share of ₹ 1 each	(2.55)	(4.19)

3.7 Balances with the Parties are subject to Confirmations.

3.8 In the opinion of the board of directors all its assets other than fixed assets and non-current investments have a value on realization in the ordinary course of business at least equal to the amounts at which they are stated in the Balance Sheet.

**B.L. Kashyap And Sons Limited**

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016

### 3.1.3 : Other Money for which the Company is liable :

Estimated amount of contracts remaining to be executed on Capital Account and not provided for ₹ NIL Previous Year (₹ NIL)

### Related Party Disclosure

#### 3.2.1 List of Related Parties

<b>A. Enterprises in which the Company has control</b>	<b>Relationship</b>
i Security Information Systems (India) Ltd.	Wholly owned subsidiary
ii B.L.K. Lifestyle Ltd.	Wholly owned subsidiary
iii BLK. Infrastructure Ltd.	Wholly owned subsidiary
iv Soul Space Projects Ltd.	Subsidiary
v Soul Space Realty Ltd	Step Down Subsidiary
vi Soul Space Hospitality Ltd	Step Down Subsidiary
<b>B. Other related Parties</b>	
(i) <b>Joint Ventures</b>	BLK NCC Consortium BLK-BILIL Consortium
(ii) <b>Associates</b>	<b>Status</b>
(a) B.L.K. Financial Services Limited	Limited Company
(b) B.L.K. Securities Private Limited	Private Limited Company
(c) Ahuja Kashyap Malt Pvt. Ltd.	Private Limited Company
(d) Bezel Investments & Finance Pvt. Ltd.	Private Limited Company
(e) B.L. Kashyap & Sons	Partnership Firm
(f) Kasturi Ram Herbal Industries	Partnership Firm
(g) Aiyana Trading Pvt. Ltd.	Private Limited Company
(h) Chrysalis Trading Pvt. Ltd.	Private Limited Company
(i) Chrysalis Realty Projects (P) Ltd	Private Limited Company
(j) EON Auto Industries Pvt. Ltd.	Private Limited Company
(k) Suryakant Kakade & Soul Space	Partnership Firm
(l) B L Kashyap & Sons Software Pvt.Ltd	Private Limited Company
(m) BLK HUF	HUF
(n) Becon (I)	Partnership Firm
(iii) <b>Key Management Personnel</b>	
(a) Mr. Vinod Kashyap	Chairman
(b) Mr. Vineet Kashyap	Managing Director
(c) Mr. Vikram Kashyap	Joint Managing Director
(iv) <b>Relatives of Key Management Personnel</b>	
(a) Mr. Mohit Kashyap	Son of Mr. Vinod Kashyap
(b) Mrs. Malini Kashyap Goyal	Daughter of Mr. Vinod Kashyap
(c) Mr. Saurabh Kashyap	Son of Mr. Vineet Kashyap
(d) Mrs. Anjoo Kashyap	Wife of Mr. Vinod Kashyap
(e) Mrs. Aradhana Kashyap	Wife of Mr. Vineet Kashyap
(f) Mrs. Amrita Kashyap	Wife of Mr. Vikram Kashyap
(g) Mrs. Nitika Nayar Kashyap	Wife of Mr. Mohit Kashyap
(h) Mrs. Shruti Choudhari	Daughter of Mr. Vineet Kashyap
(i) Mrs. Sanjana Kashyap Kapoor	Daughter of Mr. Vikram Kashyap
(j) Mr. Sahil Kashyap	Son of Mr. Vikram Kashyap
(k) Mrs. Mayali Kashyap	Wife of Mr. Saurabh Kashyap

B.L. Kashyap And Sons Limited

  
Company Secretary

**B. L. KASHYAP AND SONS LIMITED**  
Annual Report 2015-16

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016**

3.2.2 Transactions with related parties during the year :

(₹ in Lakhs)

Particulars	Subsidiaries	Joint Venture	Associates	Key Management	Relatives	Total
Job Receipt Booked	513.51	-	-	-	-	513.51
	(1,270.44)	-	-	-	-	(1,270.44)
Purchase of Material	17.01	-	-	-	-	17.01
	(154.56)	-	-	-	-	(154.56)
Job Work by	28.96	-	-	-	-	28.96
	(18.49)	-	-	-	-	(18.49)
Inter Corporate Deposit- Given	330.00	-	-	-	-	330.00
	(2,833.41)	-	-	-	-	(2,833.41)
Inter Corporate Deposit-Taken	-	-	-	-	-	-
	-	-	(472.00)	-	-	(472.00)
Inter Corporate Deposit-Matured	335.00	-	-	-	-	335.00
	(5,406.23)	-	(852.00)	-	-	(6,258.23)
Interest Income on Inter Corporate-Given	2,193.46	-	-	-	-	2,193.46
	(2,628.70)	-	-	-	-	(2,628.70)
Interest Expense on Inter Corporate-Taken	-	-	-	-	-	-
	-	-	(58.15)	-	-	(58.15)
Maintenance Charges	11.18	-	-	-	-	11.18
	(2.97)	-	-	-	-	(2.97)
Remuneration	-	-	-	90.00	-	90.00
	-	-	-	-	-	-
Rent	-	-	5.84	12.00	4.80	22.64
	(6.97)	-	(5.84)	(12.00)	(4.40)	(29.21)
Medical Expenses	-	-	-	2.24	-	2.24
	-	-	-	(1.45)	-	(1.45)
Loan Taken	-	-	-	476.83	-	476.83
	-	-	-	(1,457.50)	-	(1,457.50)
Loan Repaid to Director	-	-	-	-	-	-
	-	-	-	378.00	-	378.00
Salary and Allowances	-	-	-	-	56.40	56.40
	-	-	-	-	(50.40)	(50.40)

Balances With Related Parties as at 31.03.2016

Particulars	Subsidiaries	Joint Venture	Associates	Key Management	Relatives	Total
Trade receivables, Unbilled revenue, Loan and advances, Other assets (net)	45,933.16	262.08	-	-	-	46,195.24
	(43,039.34)	(225.03)	-	-	-	(43,264.37)
Trader Payable, Income received in advance, Advances from customers, Other Liabilities	49.00	-	359.82	3,305.62	27.96	3,742.39
	(40.79)	-	(355.88)	(1,899.24)	(24.71)	(2,320.62)

In respect of above parties there is no provision for doubtful debts as on 31-03-2016 and no amount is written off or written back during the year in respect of debt/loan & advances due from/to them.

3.3 Impairment of Assets

In accordance with the Accounting Standard – 28 on "Impairment of Assets" issued by the Institute of Chartered Accountants of India, no Asset has been identified for impairment by the Company during the year.

3.4 All borrowing costs have been charged to revenue; hence no cost is attributable to acquisition or Construction of qualifying assets.

B.L. Kashyap And Sons Limited



Company Secretary

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017

- (d) Additional tax liability, if any pending assessments is indeterminate.  
(e) No disputed/legal cases which may have any material and adverse financial implication pending against the company.

### 3.1.2 Guarantees :

- (a) Liability in respect of Bank Guarantees is ₹ 102,40,54,450 (Previous year Rs.118,12,50,798)  
(b) Corporate Guarantees of ₹ 175,22,61,985 (Previous year ₹ 177,52,12,172) in favour of:-  
- Clients ₹ 33,22,61,985  
-On behalf of Subsidiaries ₹ 142,00,00,000

### 3.1.3 Other Money for which the Company is liable :


Estimated amount of contracts remaining to be executed on Capital Account and not provided for ₹ 4,18,81,261.

### Related Party Disclosure

#### 3.2.1 List of Related Parties

A. Enterprises in which the Company has control	Relationship
i Security Information Systems (India) Ltd.	Wholly owned subsidiary
ii B.L.K. Lifestyle Ltd.	Wholly owned subsidiary
iii B.L.K. Infrastructure Ltd.	Wholly owned subsidiary
iv Soul Space Projects Ltd.	Subsidiary
v Soul Space Realty Ltd	Step Down Subsidiary
vi Soul Space Hospitality Ltd	Step Down Subsidiary
<b>B. Other related Parties</b>	
(i) Joint Ventures	BLK NCC Consortium BLK-BII.II. Consortium
(ii) Associates	Status
(a) B.L.K. Financial Services Limited	Limited Company
(b) B.L.K. Securities Private Limited	Private Limited Company
(c) Ahuja Kashyap Malt Pvt. Ltd.	Private Limited Company
(d) Bezel Investments & Finance Pvt. Ltd.	Private Limited Company
(e) B.L. Kashyap & Sons	Partnership Firm
(f) Kasturi Ram Herbal Industries	Partnership Firm
(g) Aiyana Trading Pvt. Ltd.	Private Limited Company
(h) Chrysalis Trading Pvt. Ltd.	Private Limited Company
(i) Chrysalis Realty Projects (P) Ltd	Private Limited Company
(j) EON Auto Industries Pvt. Ltd.	Private Limited Company
(k) Suryakant Kakade & Soul Space	Partnership Firm
(l) B L Kashyap & Sons Software Pvt.Ltd	Private Limited Company
(m) Behari Lal Kashyap (HUF)	HUF
(n) Becon (I)	Partnership Firm
(o) Baltic Motor Private Limited	Private Limited Company
(iii) Key Management Personnel	
(a) Mr. Vinod Kashyap	Chairman
(b) Mr. Vineet Kashyap	Managing Director
(c) Mr. Vikram Kashyap	Joint Managing Director
(iv) Relatives of Key Management Personnel	
(a) Mr. Mohit Kashyap	Son of Mr. Vinod Kashyap
(b) Ms. Malini Kashyap Goyal	Daughter of Mr. Vinod Kashyap
(c) Mr. Saurabh Kashyap	Son of Mr. Vineet Kashyap
(d) Ms. Anjoo Kashyap	Wife of Mr. Vinod Kashyap
(e) Ms. Aradhana Kashyap	Wife of Mr. Vineet Kashyap
(f) Ms. Amrita Kashyap	Wife of Mr. Vikram Kashyap
(g) Ms. Nitika Nayar Kashyap	Wife of Mr. Mohit Kashyap
(h) Ms. Shruti Choudhari	Daughter of Mr. Vineet Kashyap
(i) Ms. Sanjana Kashyap Kapoor	Daughter of Mr. Vikram Kashyap
(j) Mr. Sahil Kashyap	Son of Mr. Vikram Kashyap
(k) Ms. Mayali Kashyap	Wife of Mr. Saurabh Kashyap

B.L. Kashyap And Sons Limited

  
Company Secretary

## B. L. KASHYAP AND SONS LIMITED

Annual Report 2016-17

### NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017

#### 3.2.2 Transactions with related parties during the year :

(₹ in Lakhs)

Particulars	Subsidiaries	Joint Venture	Associates	Key Management	Relatives	Total
Job Receipt Booked	-	-	-	-	-	-
	(513.51)	-	-	-	-	(513.51)
Purchase of Material	131.54	-	-	-	-	131.54
	(17.01)	-	-	-	-	(17.01)
Job Work by	-	-	-	-	-	-
	(28.96)	-	-	-	-	(28.96)
Inter Corporate Deposit- Given	-	-	-	-	-	-
	(330.00)	-	-	-	-	(330.00)
Inter Corporate Deposit-Taken	-	-	-	-	-	-
	-	-	-	-	-	-
Inter Corporate Deposit-Matured	93.75	-	-	-	-	93.75
	(335.00)	-	-	-	-	(335.00)
Interest Income on Inter Corporate-Given	2,182.94	0	-	-	-	2,182.94
	(2,193.46)	-	-	-	-	(2,193.46)
Interest Expense on Inter Corporate-Taken	-	-	23.31	-	-	23.31
	-	-	-	-	-	-
Maintenance Charges	1.13	-	-	-	-	1.13
	(11.18)	-	-	-	-	(11.18)
Remuneration	-	-	-	90.00	-	90.00
	-	-	-	(90.00)	-	(90.00)
Rent	-	-	5.84	12.00	5.20	23.04
	-	-	(5.84)	(12.00)	(4.80)	(22.64)
Medical Expenses	-	-	-	2.85	-	2.85
	-	-	-	(2.24)	-	(2.24)
Loan Taken	-	-	-	-	-	-
	-	-	-	(476.83)	-	(476.83)
Loan Repaid to Director	-	-	-	-	-	-
	-	-	-	-	-	-
Salary and Allowances	-	-	-	-	61.20	61.20
	-	-	-	-	(56.40)	(56.40)

#### Balances With Related Parties as at 31.03.2017

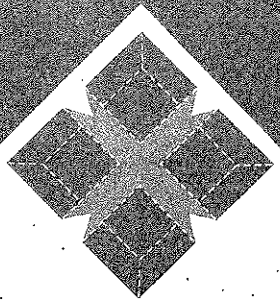
Particulars	Subsidiaries	Joint Venture	Associates	Key Management	Relatives	Total
Trade receivables, Unbilled revenue, Loan and advances, Other assets (net)	47,921.13	261.61	-	-	-	48,182.74
	(45,933.16)	(262.08)	-	-	-	(46,195.24)
Trader Payable, Income received in advance, Advances from customers, Other Liabilities	106.47	-	386.02	2,437.51	9.74	2,939.74
	(49.00)	-	(359.82)	(3,305.62)	(27.96)	(3,742.39)

In respect of above parties there is no provision for doubtful debts as on 31-3-2017 and no amount is written off or written back during the year in respect of debt/loan & advances due from/to them.

#### 3.3 Impairment of Assets

The Company has identified certain assets which in opinion of the management have no economic performance or worse than expected have been impaired totally with Nil. as carrying amount.

#### 3.4 Borrowing costs attributable to the qualifying assets have been capitalised. The remaining borrowing costs have been charged to revenue.



# B L KASHYAP

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## Annexure-4

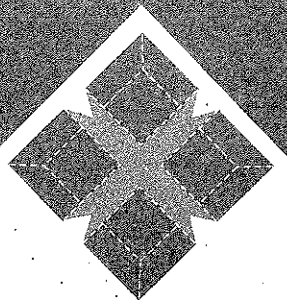
### Details of the existing share (Equity Shares) capital of the issuer company

S.No.	date of allotment	number of shares allotted	face value of the shares allotted	price	form of consideration
1.	May 8, 1989	300	10	3,000	Cash
2.	September 19, 1990	30,000	10	3,00,000	Cash
3.	March 13, 1995	4,54,500	10	-	Bonus (Capitalization of reserves)
4.	September 18, 2000	43,63,200	10	-	Bonus (Capitalization of reserves)
5.	September 20, 2005	24,24,000	10	-	Bonus (Capitalization of reserves)
6.	October 14, 2005	80,000	10	3,12,00,000	Cash : Preferential allotment
7.	March 08, 1995	29,20,000	10	200,02,00,000	Cash : IPO allotment
8.	<b>Total</b>	<b>1,02,72,000</b>			
9.	October 10, 2007	2,05,44,000	-	-	Split (1:2) from face value of Rs. 10 To Rs. 5
10.	September 29, 2010	10,27,20,000	-	-	Split (1:5) from face value of Rs. 5 To Re. 1
11.	October 10, 2007	10,27,20,000	1	-	Bonus (Capitalization of reserves)
12.	<b>Total</b>	<b>20,54,40,000</b>			

**B. L. Kashyap And Sons Limited**  
For B.L. Kashyap and Sons Limited

  
Pushpak Kumar  
Company Secretary  
GM-Corporate Affairs & Company Secretary  
FCS-6871

Regd. Office :  
**B L Kashyap And Sons Limited.**  
(CIN : L74899DL1989PLC036148)  
409, 4th Floor, DLF Tower-A, Jasola,  
New Delhi-110025, India  
tel : +91 11 43058345, 40500300  
fax : +91 11 43046972  
mail : info@blkashyap.com  
web : www.blkashyap.com



# B L KASHYAP

WE BUILD YOUR WORLD

## Annexure-5

Details Profits of the company, before and after making provision for tax, for the three financial years immediately preceding the date of circulation of offer letter:

(Rs. In Lakhs)

S.No.	Particulars	Financial Year 2016-17	Financial Year 2015-16	Financial Year 2014-15
1.	Profit / (loss) before tax	1368.77	19.41	(6659.48)
2.	Profit / (loss) after tax	679.91	95.59	(5239.62)

B.L. Kashyap And Sons Limited

For B.L. Kashyap and Sons Limited

  
Company Secretary

Pushpak Kumar

GM-Corporate Affairs & Company Secretary

FCS-6871

Regd. Office :

**B L Kashyap And Sons Limited.**

(CIN : L74899DL1989PLC036148)

409, 4th Floor, DLF Tower-A, Jasola,

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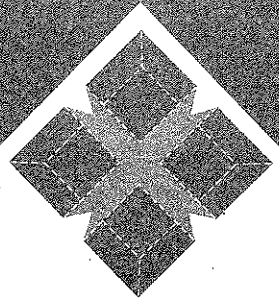
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# B L KASHYAP

WE BUILD YOUR WORLD

Annexure-6

Details of dividends and interest coverage ratio for last three years

S.No.	Particulars	(Rs. In Lakhs)		
		Financial Year 2016-17	Financial Year 2015-16	Financial Year 2014-15
1.	Dividend declared	Nil	Nil	Nil
2.	Interest Coverage Ratio	1.14	0.91	0.21

B.L. Kashyap And Sons Limited

For B.L. Kashyap and Sons Limited

  
Company Secretary

Pushpak Kumar

GM-Corporate Affairs & Company Secretary

FCS-6871

Regd. Office :

**B L Kashyap And Sons Limited.**

(CIN : L74899DL1989PLC036148)

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mail : info@blkashyap.com

web : www.blkashyap.com

**B. L. KASHYAP AND SONS LIMITED**  
Annual Report 2014-15

**BALANCE SHEET AS AT 31ST MARCH, 2015**

Particulars		Note No.	(Amount in ₹)	
			As at 31st March, 2015	As at 31st March, 2014
<b>I. EQUITY AND LIABILITIES</b>				
<b>1 Shareholders' funds</b>				
(a) Share Capital	4	205,440,000	205,440,000	
(b) Reserves and Surplus	5	4,107,581,167	4,642,580,318	
	<b>A</b>	<b>4,313,021,167</b>	<b>4,848,020,318</b>	
<b>2 Non-current liabilities</b>				
(a) Long-term borrowings	6	1,925,798,338	1,127,168,258	
(b) Other Long term liabilities	7	1,042,669,984	1,275,799,174	
(c) Long-term provisions	8	78,320,913	77,521,568	
	<b>B</b>	<b>3,046,789,235</b>	<b>2,480,489,000</b>	
<b>3 Current liabilities</b>				
(a) Short-term borrowings	9	3,543,221,865	3,463,320,242	
(b) Trade payables	10	2,089,266,094	2,709,376,972	
(c) Other current liabilities	11	2,557,911,247	3,397,169,741	
(d) Short-term provisions	12	105,734	180,162	
	<b>C</b>	<b>8,190,504,940</b>	<b>9,570,047,117</b>	
	<b>A+B+C</b>	<b>TOTAL</b>	<b>15,550,315,342</b>	
<b>15,550,315,342</b>			<b>16,898,556,435</b>	
<b>II. ASSETS</b>				
<b>1 Non-current assets</b>				
(a) Fixed assets				
(i) Tangible assets	13	809,234,200	1,284,232,876	
(ii) Intangible assets		2,213,393	4,131,168	
(iii) Capital Work in Progress		44,941,611	44,941,611	
(b) Non-current investments	14	139,157,567	139,157,567	
(c) Deferred tax assets (net)		733,593,283	530,568,226	
(d) Long-term loans and advances	15	4,054,577,297	4,047,608,614	
	<b>D</b>	<b>5,783,717,351</b>	<b>6,050,640,062</b>	
<b>2 Current assets</b>				
(a) Inventories	16	3,915,181,686	4,092,361,976	
(b) Trade receivables	17	3,970,638,029	4,263,313,972	
(c) Cash and cash equivalents	18	113,204,933	98,609,175	
(d) Short-term loans and advances	19	427,585,832	540,309,234	
(e) Other current assets	20	1,339,987,511	1,853,322,016	
	<b>E</b>	<b>9,766,597,991</b>	<b>10,847,916,373</b>	
	<b>D+E</b>	<b>TOTAL</b>	<b>15,550,315,342</b>	
			<b>16,898,556,435</b>	

General Information and Significant Accounting Policies

1 & 2

Other Notes on Accounts

3

The Notes are an integral part of these financial statements

This is the Balance Sheet referred to in our report of even date

For and on behalf of the Board of Directors

For Sood Brij & Associates  
Chartered Accountants  
Firm Regn. no. 00350N

A.K. Sood  
Partner  
Membership No. 14372

Vinod Kashyap  
Chairman  
DIN:00038854

Vineet Kashyap  
Managing Director  
DIN:00038897

Place : New Delhi  
Dated : 28th May, 2015

Pushpak Kumar  
Company Secretary

Vikram Kashyap  
Joint Managing Director  
DIN:00038937

**B. L. KASHYAP AND SONS LIMITED**  
Annual Report 2015-16

**BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2016**

(Amount in ₹)

Particulars	Note No.	As at 31st March 2016	As at 31st March 2015
<b>I. EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' funds</b>			
(a) Share capital	4	205,440,000	205,440,000
(b) Reserves and surplus	5	4,117,141,154	4,107,581,167
<b>A</b>		<b>4,322,581,154</b>	<b>4,313,021,167</b>
<b>2 Non-current liabilities</b>			
(a) Long-term borrowings	6	2,139,886,175	1,925,798,338
(b) Other Long term liabilities	7	1,580,172,996	1,042,669,984
(c) Long-term provisions	8	77,062,858	78,320,913
<b>B</b>		<b>3,797,122,029</b>	<b>3,046,789,235</b>
<b>3 Current liabilities</b>			
(a) Short-term borrowings	9	3,412,840,997	3,543,221,865
(b) Trade payables	10	1,912,318,196	2,089,266,095
(c) Other current liabilities	11	2,851,891,081	2,557,911,246
(d) Short-term provisions	12	-	105,734
<b>C</b>		<b>8,177,050,274</b>	<b>8,190,504,940</b>
<b>A+B+C TOTAL</b>		<b>16,296,753,458</b>	<b>15,550,315,342</b>
<b>II. ASSETS</b>			
<b>Non-current assets</b>			
<b>1 (a) Fixed assets</b>			
(i) Tangible assets	13	909,180,396	809,234,200
(ii) Intangible assets		1,415,595	2,213,393
(iii) Capital work-in-progress		44,984,736	44,941,611
(b) Non-current investments	14	134,907,567	139,157,567
(c) Deferred tax assets (net)		748,540,434	733,593,283
(d) Long-term loans and advances	15	4,277,633,391	4,054,577,297
<b>D</b>		<b>6,116,662,119</b>	<b>5,783,717,351</b>
<b>2 Current assets</b>			
(a) Inventories	16	3,671,062,379	3,915,181,686
(b) Trade receivables	17	4,577,308,563	3,970,638,029
(c) Cash and cash equivalents	18	86,173,895	113,204,933
(d) Short-term loans and advances	19	524,662,985	427,585,832
(e) Other current assets	20	1,320,883,516	1,339,987,511
<b>E</b>		<b>10,180,091,338</b>	<b>9,766,597,991</b>
<b>D+E TOTAL</b>		<b>16,296,753,458</b>	<b>15,550,315,342</b>

General Information and Significant Accounting Policies 1 & 2  
Other Notes on Accounts 3  
The Notes are an integral part of these financial statements

In terms of our report of even date attached

For and on behalf of the Board of Directors

For Sood Brij & Associates  
Chartered Accountants  
Firm Regn. no. 00350N

Manoj Agarwal  
Chief Financial Officer

Vinod Kashyap  
Chairman  
DIN:00038854

A.K. Sood  
Partner  
Membership No. 14372

Pushpak Kumar  
Company Secretary

Vineet Kashyap  
Managing Director  
DIN:00038897

Place : New Delhi  
Dated : 27th May, 2016

Place : New Delhi  
Dated : 27th May, 2016

**B. L. KASHYAP AND SONS LIMITED**  
Annual Report 2016-17

**BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2017**

(Amount in ₹)

Particulars	Note No.	As at 31st March 2017	As at 31st March 2016
<b>I. EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' funds</b>			
(a) Share capital	4	205,440,000	205,440,000
(b) Reserves and surplus	5	4,185,132,515	4,117,141,154
	A	4,390,572,515	4,322,581,154
<b>2 Non-current liabilities</b>			
(a) Long-term borrowings	6	555,814,991	2,208,775,826
(b) Other Long term liabilities	7	1,389,889,338	1,580,172,996
(c) Long-term provisions	8	80,535,833	77,062,858
	B	2,026,240,162	3,866,011,680
<b>3 Current liabilities</b>			
(a) Short-term borrowings	9	3,426,765,808	3,412,840,997
(b) Trade payables	10	1,498,582,859	1,912,318,196
(c) Other current liabilities	11	3,977,978,777	2,783,001,430
(d) Short-term provisions	12	31,345,943	-
	C	8,934,673,388	8,108,160,623
<b>A+B+C TOTAL</b>		15,351,486,066	16,296,753,458
<b>II. ASSETS</b>			
<b>Non-current assets</b>			
<b>1 (a) Fixed assets</b>			
(i) Tangible assets	13	732,592,385	909,180,396
(ii) Intangible assets		5,134,128	1,415,595
(iii) Capital work in progress		54,831,696	44,984,736
(b) Non-current investments	14	124,907,567	134,907,567
(c) Deferred tax assets (net)		711,245,290	748,540,434
(d) Long-term loans and advances	15	4,434,769,419	4,277,633,391
	D	6,063,480,485	6,116,662,119
<b>2 Current assets</b>			
(a) Inventories	16	3,378,589,094	3,671,062,379
(b) Trade receivables	17	4,156,162,604	4,577,308,563
(c) Cash and cash equivalents	18	74,776,586	86,173,895
(d) Short-term loans and advances	19	431,238,324	524,662,985
(e) Other current assets	20	1,247,238,973	1,320,883,516
	E	9,288,005,581	10,180,091,338
<b>D+E TOTAL</b>		15,351,486,066	16,296,753,458

General Information and Significant Accounting Policies 1 & 2

Other Notes on Accounts 3

The Notes are an integral part of these financial statements

In terms of our report of even date attached

For Sood Brij & Associates  
Chartered Accountants  
Firm Regn. no. 00350N

A.K. Sood  
Partner  
Membership No. 14372

Vikram Kashyap  
Joint Managing Director  
DIN-00038937

Pushpak Kumar  
Company Secretary

Vineet Kashyap  
Managing Director  
DIN:00038897

Vinod Kashyap  
Chairman  
DIN:00038854

Manoj Agrawal  
Chief Financial Officer

For and on behalf of the Board of Directors

Place : New Delhi  
Dated : 27th May, 2017

**B. L. KASHYAP AND SONS LIMITED**  
Annual Report 2014-15

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015**

(Amount in ₹)

PARTICULARS	Year ended		Year ended	
	31st March 2015		31st March 2014	
<b>A Cash Flow From Operating Activities</b>				
Net Profit before tax & extra-ordinary items		(665,948,956)		(1,310,411,340)
Adjustment for :				
- Depreciation	444,114,082		215,838,761	
- Interest Expenses	753,163,780		922,598,873	
- Bad Debts	-		142,913,771	
- Loss/(Profit) on Fixed Assets / Investments sold	6,342,708		32,202,624	
- Interest Received	(377,934,782)		(301,394,092)	
- Dividend Received	-	825,685,788	(1,195,400)	1,010,964,537
Operating Profit Before Working				
Capital Changes		159,736,832		(299,446,804)
Adjustment for :				
- Decrease/(Increase) in Trade And Other Receivables	911,765,167		464,758,684	
- Decrease/(Increase) in Inventories	177,180,290		1,077,784,053	
- Increase/(Decrease) in Trade And Other Payables	(1,044,903,782)	44,041,675	(1,114,262,423)	428,280,314
Cash Generated From Operations		203,778,507		128,833,510
- Advance Tax / Wealth Taxes paid		61,038,860		67,252,014
Net Cash From Operating Activities				
<b>B Cash Flow From Investing Activities</b>				
- Proceeds from Sale of Fixed Assets	83,439,299		71,562,777	
- Proceeds from Sale of Investments	-		22,479,944	
- Interest Received	377,934,782		301,394,092	
- Dividend Received	-		1,195,400	
- Purchase of Fixed Assets	(68,016,030)		(114,105,582)	
Net Cash (Used In)/From Investing Activities				
<b>C Cash Flow From Financing Activities</b>				
- Proceeds from Borrowings	231,661,840		578,126,260	
- Dividends paid (including tax thereon)	-			
- Interest and Finance Charges Paid	(753,163,780)		(922,598,873)	
Net Cash (Used In)/From Financing Activities				
		(521,501,940)		(344,472,613)
Net Increase In Cash And Equivalents		14,595,758		(364,486)
Cash And Cash Equivalents (Opening Balance)		98,609,175		98,973,661
Cash And Cash Equivalents (Closing Balance)		113,204,933		98,609,175
Notes :				
Cash and cash equivalents include :-				
Cash, cheque in hand and remittance in transit		36,702,283		61,208,170
Balance with Schedule Banks, Cheques in Hand & Fixed Deposits		76,502,650		37,401,005
<b>Total</b>		<b>113,204,933</b>		<b>98,609,175</b>

General Information and Significant Accounting Policies 1 & 2  
Notes on Accounts 3  
The Notes are an integral part of these financial statements

In term of our audit report of even date

For Sood Brij & Associates  
Chartered Accountants  
Firm Regn. no. 00350N

A.K. Sood  
Partner  
Membership No. 14372

For and on behalf of the Board of Directors

Vinod Kashyap  
Chairman  
DIN:00038854

Vineet Kashyap  
Managing Director  
DIN:00038897

Vikram Kashyap  
Joint Managing Director  
DIN:00038937

Place : New Delhi  
Dated : 28th May, 2015

Pushpak Kumar  
Company Secretary

B.L. Kashyap And Sons Limited

# B. L. KASHYAP AND SONS LIMITED

Annual Report 2015-16

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016

(Amount in ₹)

PARTICULARS	Year ended 31st March 2016		Year ended 31st March 2015	
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>				
Net Profit before tax & extra-ordinary items		1,941,277		(665,948,956)
Adjustment for :				
- Depreciation	198,267,180		444,114,082	
- Interest Expenses	749,567,656		753,163,780	
- Bad Debts	-		-	
- Loss/(Profit) on Fixed Assets / Investments sold	12,071		6,342,707	
- Interest Received	(270,289,046)		(377,934,782)	
- Dividend Received	-	677,557,861	-	825,685,788
<b>Operating Profit Before Working Capital Changes</b>		679,499,138		159,736,832
Adjustment for :				
- Decrease/(Increase) in Trade And Other Receivables	(903,449,786)		911,765,167	
- Decrease/(Increase) in Inventories	242,751,150		177,180,290	
- Increase/(Decrease) in Trade And Other Payables	371,491,547	(289,207,089)	(1,044,903,782)	44,041,675
<b>Cash Generated From Operations</b>		390,292,049		203,778,507
- Advance Tax / Wealth Taxes paid		7,328,441		61,038,860
<b>Net Cash From Operating Activities</b>		382,963,608		142,739,647
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>				
- Proceeds from Sale of Fixed Assets		16,841,993		83,439,299
- Proceeds from Sale of Investments				-
- Interest Received		270,289,046		377,934,782
- Dividend Received				-
- Purchase of Fixed Assets		(312,944,610)		(68,016,030)
<b>Net Cash (Used In)/From Investing Activities</b>		(25,813,571)		393,358,051
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>				
- Proceeds from Borrowings		365,386,581		231,661,840
- Dividends paid (including tax thereon)		-		-
- Interest and Finance Charges Paid		(749,567,656)		(753,163,780)
<b>Net Cash (Used In)/From Financing Activities</b>		(384,181,075)		(521,501,940)
<b>Net Increase In Cash And Equivalents</b>		(27,031,038)		14,595,758
<b>Cash And Cash Equivalents (Opening Balance)</b>		113,204,933		98,609,175
<b>Cash And Cash Equivalents (Closing Balance)</b>		86,173,895		113,204,933
Notes :				
1) Cash and cash equivalents include :-				
Cash, cheque in hand and remittance in transit		34,978,222		36,702,283
Balance with Schedule Banks, Cheques in Hand & Fixed Deposits		51,195,673		76,502,650
<b>Total</b>		86,173,895		113,204,933

General Information and Significant Accounting Policies 1 & 2

Notes on Accounts 3

The Notes are an integral part of these financial statements

In terms of our report of even date attached

For Sood Brij & Associates  
Chartered Accountants  
Firm Regn. no. 00350N

A.K. Sood  
Partner  
Membership No. 14372

Place : New Delhi  
Dated : 27th May, 2016

For and on behalf of the Board of Directors

Manoj Agarwal  
Chief Financial Officer

Pushpak Kumar  
Company Secretary

Vinod Kashyap  
Chairman  
DIN:00038854

Vineet Kashyap  
Managing Director  
DIN:00038897

Place : New Delhi  
Dated : 27th May, 2016

B.L. Kashyap And Sons Limited

**B. L. KASHYAP AND SONS LIMITED**  
Annual Report 2016-17

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017**

(Amount in ₹)

PARTICULARS	Year ended		Year ended	
	31st March 2017		31st March 2016	
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>				
Net Profit before tax & extra-ordinary items		136,877,194		1,941,277
Adjustment for :				
- Depreciation	178,206,556		198,267,180	
- Interest Expenses	756,590,074		749,567,656	
- Bad Debts			-	
- Loss/(Profit) on Fixed Assets / Investments sold	4,351,352		12,071	
- Interest Received	(223,953,541)		(270,289,046)	
- Dividend Received		715,194,441		677,557,861
Operating Profit Before Working Capital Changes		852,071,635		679,499,138
Adjustment for :				
- Decrease/(Increase) in Trade And Other Receivables	441,079,137		(903,449,786)	
- Decrease/(Increase) in Inventories	286,892,998		242,751,150	
- Increase/(Decrease) in Trade And Other Payables	(689,527,307)	(161,355,173)	371,491,547	(289,207,089)
Cash Generated From Operations		690,516,463		390,292,049
- Advance Tax / Wealth Taxes paid		31,590,689		7,328,441
Net Cash From Operating Activities		658,925,773		382,963,608
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>				
- Proceeds from Sale of Fixed Assets		17,162,657		16,841,993
- Proceeds from Sale of Investments				-
- Interest Received		223,953,541		270,289,046
- Dividend Received				
- Purchase of Fixed Assets		(31,117,760)		(312,944,610)
Net Cash (Used In)/From Investing Activities		209,998,438		(25,813,571)
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>				
- Proceeds from Borrowings		(123,731,446)		365,386,581
- Dividends paid (including tax thereon)				-
- Interest and Finance Charges Paid		(756,590,074)		(749,567,656)
Net Cash (Used In)/From Financing Activities		(880,321,520)		(384,181,075)
Net Increase In Cash And Equivalents		(11,397,308)		(27,031,038)
Cash And Cash Equivalents (Opening Balance)		86,173,895		113,204,933
Cash And Cash Equivalents (Closing Balance)		74,776,587		86,173,895
<b>Notes :</b>				
1) Cash and cash equivalents include :-				
Cash, cheque in hand and remittance in transit		20,400,643		34,978,222
Balance with Schedule Banks, Cheques in Hand & Fixed Deposits		54,375,943		51,195,673
<b>Total</b>		74,776,586		86,173,895

General Information and Significant Accounting Policies 1 & 2  
Notes on Accounts 3  
The Notes are an integral part of these financial statements

In terms of our report of even date attached

For and on behalf of the Board of Directors

For Sood Brij & Associates  
Chartered Accountants  
Firm Regn. no. 00350N

Vikram Kashyap  
Joint Managing Director  
DIN-00038937

Vineet Kashyap  
Managing Director  
DIN:00038897

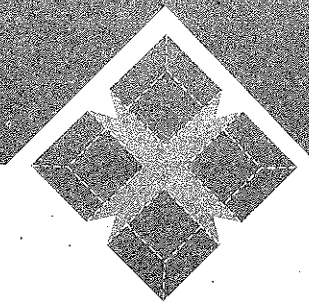
Vinod Kashyap  
Chairman  
DIN:00038854

A.K. Sood  
Partner  
Membership No. 14372

Pushpak Kumar  
Company Secretary

Manoj Agrawal  
Chief Financial Officer

Place : New Delhi  
Dated : 27th May, 2017



Annexure-9

# B L KASHYAP

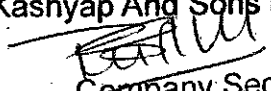
WE BUILD YOUR WORLD

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING '02/2017-18' OF THE BOARD OF DIRECTORS OF B. L. KASHYAP AND SONS LIMITED ("THE COMPANY") HELD ON MONDAY, 26<sup>TH</sup> JUNE, 2017 AT "B-1 EXTENSION/E-23, MOHAN CO-OPERATIVE INDUSTRIAL ESTATE, MATHURA ROAD, NEW DELHI-110044" AT 12:00 P.M**

**PREFERENTIAL ISSUE OF EQUITY WARRANTS TO PERSON OTHER THAN PROMOTERS AND PROMOTER GROUP**

**"RESOLVED THAT** subject to the shareholders' approval and pursuant to the provisions of Section 23(1)(b), 62(1)(c) & 42 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as the "Act") read with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, SEBI (listing obligation & Disclosure Requirements) Regulations 2015 and any other law, rules and regulations (including any amendments thereto or re-enactments thereof for the time being in force) as may be applicable and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Securities Contracts (Regulation) Act, 1956, as amended, the Foreign Exchange Management Act, 1999, directions issued by the Reserve Bank of India, the Listing Agreements entered into by the Company with the stock exchanges on which the equity shares of the Company are listed (the "Stock Exchanges"), the Securities and Exchange Board of India ("SEBI"), Stock Exchanges, Reserve Bank of India ("RBI"), Foreign Investment Promotion Board ("FIPB"), Government of India and all other concerned statutory authorities, if and to the extent necessary, and such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed in granting of such approvals, permissions and sanctions by any of the aforesaid authorities, the Board proposed to create, offer, issue and allot upto 10000000 (One Crore) warrants ("**Equity Warrants**") on a preferential basis to the Samsara Fund Advisors Private Limited (the "Investor"), having PAN AAKCS0235J, a non-promoter entity, each convertible into, or exchangeable for one equity share of face value of Rs. 1 (Rupee One Only) each for cash at a price of Rs. 33.73 (Thirty Three Rupees and Seventy Three Paise Only) per equity shares including a premium of Rs. 32.73 (Thirty Two Rupees and Seventy Three Paise Only) being not less than the price determined in accordance with Chapter VII of SEBI, ICDR Regulations, on preferential basis, on such terms and conditions as may be determined by the Board in accordance with the provisions of Chapter VII of the ICDR Regulations or other applicable laws.

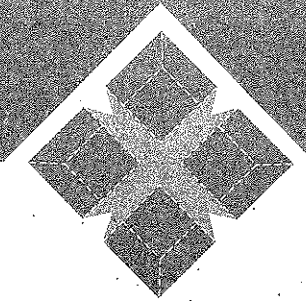
B.L. Kashyap And Sons Limited  
B.L. Kashyap And Sons Limited

  
Company Secretary  
Company Secretary

Regd. Office :  
**B L Kashyap And Sons Limited.**

(CIN : L74899DL1989PLC036148)  
409, 4th Floor, DLF Tower-A, Jasola,  
New Delhi-110025, India  
tel : +91 11 43058345, 40500300  
fax : +91 11 43046972  
mail : info@blkashyap.com  
web : www.blkashyap.com





# B L KASHYAP

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**“RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of Warrants shall be subject to the following terms and conditions:

- a. in accordance with the Regulation 71 of the ICDR Regulations; the 'Relevant Date' for determining the price for the equity shares pursuant to the exercise of the Equity Warrant is 26<sup>th</sup> June, 2017, which is 30 days prior to the date of shareholders meeting (last date of receipt of postal ballot notices) i.e. 26<sup>th</sup> July 2017, and the floor price of the equity shares to be issued and allotted through preferential issue as calculated as per SEBI ICDR Regulations is Rs. 33.73 (Thirty Three Rupees and Seventy Three Paise Only) per equity shares including a premium of Rs. 32.73 (Thirty Two Rupees and Seventy Three Paise Only).
- b. That the said Warrants shall be issued and allotted by the Company to the above-mentioned persons within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Equity Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.
- c. An amount equivalent to 25% of the Issue Price shall be payable at the time of subscription and allotment of each Warrant. The balance 75% of the Issue Price shall be payable by the Warrant holder upon exercise of the entitlement attached to Warrant(s) to subscribe for Equity Share(s). The amount paid against Warrants shall be adjusted / set off against the Issue Price of the resultant Equity Shares.
- d. If the entitlement against the Warrants to apply for the equity shares is not exercised within 18 (eighteen) months from the date of allotment of the Warrants, the entitlement of the Warrant holder to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid on such Warrant shall stand forfeited by the Company.
- e. The equity shares allotted pursuant to exercise of options attached to warrants issued on preferential basis to persons shall be locked-in for a period of 1(One) Year from the date of trading approval.

B.L. Kashyap And Sons Limited

Company Secretary

Regd. Office :

**B L Kashyap And Sons Limited.**

(CIN : L74899DL1989PLC036148)

409, 4th Floor, DLF Tower-A, Jasola,

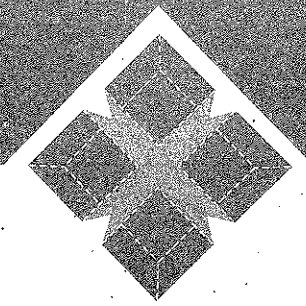
New Delhi-110025, India

tel : +91 11 43058345, 40500300

fax : +91 11 43046972

mail : info@blkashyap.com

web : www.blkashyap.com



# B L KASHYAP

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- f. The equity shares to be so allotted on exercise of Equity Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company, and shall rank pari-passu in all respects including dividend, with the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** the Company shall apply for listing and trading approval of the Stock Exchanges, for the Equity Shares to be allotted by the Company on conversion of Warrants, which are to be listed on the Stock Exchanges.

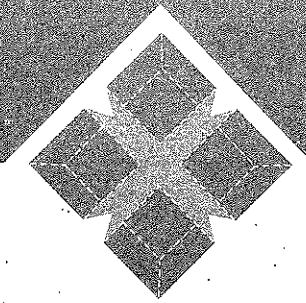
**RESOLVED FURTHER THAT** subject to the provisions of SEBI ICDR Regulation and other applicable laws, the Board (which expression shall include any Committee constituted / to be constituted by the Board) be and is hereby authorised to decide, vary, modify alter and approve the terms and conditions of the offer, issue and allotment of the equity shares pursuant to exercise of options attached to warrants issued as it may deem expedient.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution(s), Mr. Vinod Kashyap, Chairman, Mr. Vineet Kshyap, Managing Director, Mr. Vikram Kashyap, Whole-time Director and Mr. Pushpak Kumar, Company Secretary of the Company, be and are hereby severally and / or jointly authorised to do all such acts, deeds, matters and things which are necessary to give effect to this resolution."

For B.L. Kashyap and Sons Limited  
B.L. Kashyap And Sons Limited

  
Pushpak Kumar  
GM-Corporate Affairs & Company Secretary  
FCS-6871

Regd. Office :  
**B L Kashyap And Sons Limited.**  
(CIN : L74899DL1989PIC036148)  
409, 4th Floor, DLF Tower-A, Jasola,  
New Delhi-110025, India  
tel : +91 11 43058345, 40500300  
fax : +91 11 43046972  
mail : info@blkashyap.com  
web : www.blkashyap.com



# B L KASHYAP


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**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING '02/2017-18' OF THE BOARD OF DIRECTORS OF B. L. KASHYAP AND SONS LIMITED ("THE COMPANY") HELD ON MONDAY, 26<sup>TH</sup> JUNE, 2017 AT "B-1 EXTENSION/E-23, MOHAN CO-OPERATIVE INDUSTRIAL ESTATE, MATHURA ROAD, NEW DELHI-110044" AT 12:00 P.M**

**PREFERENTIAL ISSUE OF EQUITY SHARES TO PERSON OTHER THAN PROMOTERS AND PROMOTER GROUP**

**"RESOLVED THAT** subject to the shareholders' approval and pursuant to the provisions of Section 23(1)(b), 62(1)(c) & 42 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as the "Act") read with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, SEBI (listing obligation & Disclosure Requirements) Regulations 2015 and any other law, rules and regulations (including any amendments thereto or re-enactments thereof for the time being in force) as may be applicable and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Securities Contracts (Regulation) Act, 1956, as amended, the Foreign Exchange Management Act, 1999, directions issued by the Reserve Bank of India, the Listing Agreements entered into by the Company with the stock exchanges on which the equity shares of the Company are listed (the "Stock Exchanges"), the Securities and Exchange Board of India ("SEBI"), Stock Exchanges, Reserve Bank of India ("RBI"), Foreign Investment Promotion Board ("FIPB"), Government of India and all other concerned statutory authorities, if and to the extent necessary, and such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed in granting of such approvals, permissions and sanctions by any of the aforesaid authorities, the Board proposed to create, offer, issue and allot upto 10000000 (One Crore) fully paid-up equity shares of the Company, having face value of Rs. 1/- (Rupee One Only) each (**the "equity shares"**), for cash at a price of Rs. 33.73 (Thirty Three Rupees and Seventy Three Paise Only) per equity shares including a premium of Rs. 32.73 (Thirty Two Rupees and Seventy Three Paise Only) being not less than the price determined in accordance with Chapter VII of SEBI, ICDR Regulations, on preferential basis, so that total value of the number of equity shares so issued at a price not less than the price determined in accordance with Chapter VII of SEBI, ICDR Regulations to Embassy Property Development Private Limited (the "Investor"), having PAN AAACD6927A, a non-promoter entity by way of preferential allotment and in such manner and on such terms and conditions, as the Board may, in absolute discretion think fit.

**B.L. Kashyap And Sons Limited**

  
**Company Secretary**

Regd. Office :

**B L Kashyap And Sons Limited.**

(CIN : L74899DL1989PLC036148)

409, 4th Floor, DLF Tower-A, Jasola,

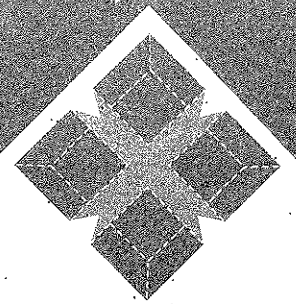
New Delhi-110025, India

tel : +91 11 43058345, 40500300

fax : +91 11 43046972

mail : info@blkashyap.com

web : www.blkashyap.com



# B L KASHYAP

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**RESOLVED FURTHER THAT**, in accordance with the Regulation 71 of the ICDR Regulations, the 'Relevant Date' for determining the price for the equity shares is 26<sup>th</sup> June, 2017 which is 30 days prior to the date of shareholders meeting (last date of receipt of postal ballot notices) i.e. 26<sup>th</sup> July 2017 and the floor price of the equity shares to be issued and allotted through preferential issue as calculated as per SEBI ICDR Regulations is Rs. 33.73 (Thirty Three Rupees and Seventy Three Paise Only) per equity shares including a premium of Rs. 32.73 (Thirty Two Rupees and Seventy Three Paise Only).

**RESOLVED FURTHER THAT** the Equity Shares shall be issued and allotted by the Company to the Investor in dematerialised form within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Equity Shares is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

**RESOLVED FURTHER THAT** the Equity Shares to be offered, issued and allotted shall be subject to lock-in as provided under the provisions of SEBI Regulations and the Equity Shares so offered, issued and allotted will be listed subject to the receipt of necessary regulatory permissions and approvals.

**RESOLVED FURTHER THAT** the Equity Shares to be issued and allotted in the manner aforesaid shall rank pari passu with the existing Equity Shares of the Company in all respects including as to dividend and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company.

**RESOLVED FURTHER THAT** subject to the provisions of SEBI ICDR Regulation and other applicable laws, the Board (which expression shall include any Committee constituted/ to be constituted by the Board) be and is hereby authorised to decide, vary, modify alter and approve the terms and conditions of the offer, issue and allotment of the equity shares as it may deem expedient.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution(s), Mr. Vinod Kashyap, Chairman, Mr. Vineet Kshyap, Managing Director, Mr. Vikram Kashyap, Whole-time Director and Mr. Pushpak Kumar, Company Secretary of the Company, be and are hereby severally and / or jointly authorised to do all such acts, deeds, matters and things which are necessary to give effect to this resolution."

For B.L. Kashyap and Sons Limited

~~B.L. Kashyap And Sons Limited~~

Pushpak Kumar

GM-Corporate Affairs & Company Secretary  
Company Secretary  
FCS-6871

Regd. Office :

**B L Kashyap And Sons Limited.**

(CIN : L74899DL1989PLC036148)

409, 4th Floor, DLF Tower-A, Jasola,

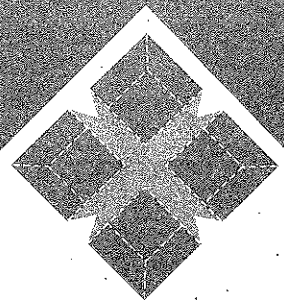
New Delhi-110025, India

tel : +91 11 43058345, 40500300

fax : +91 11 43046972

mail : info@blkashyap.com

web : www.blkashyap.com



Annexure-10

# B L KASHYAP

WE BUILD YOUR WORLD

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING '04/2017-18' OF THE EXECUTIVE COMMITTEE OF THE BOARD OF B. L. KASHYAP AND SONS LIMITED ("THE COMPANY") HELD ON WEDNESDAY, 12<sup>TH</sup> JULY, 2017 AT "B-1 EXTENSION/E-23, MOHAN CO-OPERATIVE INDUSTRIAL ESTATE, MATHURA ROAD, NEW DELHI-110044" AT 11:00 A.M.**

**PREFERENTIAL ISSUE OF EQUITY WARRANTS TO PERSON OTHER THAN PROMOTERS AND PROMOTER GROUP**

**"RESOLVED THAT** subject to the shareholders' approval and pursuant to the provisions of Section 23(1)(b), 62(1)(c) & 42 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as the "Act") read with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, SEBI (listing obligation & Disclosure Requirements) Regulations 2015 and any other law, rules and regulations (including any amendments thereto or re-enactments thereof for the time being in force) as may be applicable and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Securities Contracts (Regulation) Act, 1956, as amended, the Foreign Exchange Management Act, 1999, directions issued by the Reserve Bank of India, the Listing Agreements entered into by the Company with the stock exchanges on which the equity shares of the Company are listed (the "Stock Exchanges"), the Securities and Exchange Board of India ("SEBI"), Stock Exchanges, Reserve Bank of India ("RBI"), Foreign Investment Promotion Board ("FIPB"), Government of India and all other concerned statutory authorities, if and to the extent necessary, and such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed in granting of such approvals, permissions and sanctions by any of the aforesaid authorities, the executive committee of the Board proposed to create, offer, issue and allot upto 1,00,00,000 (One Crore) warrants ("**Equity Warrants**") on a preferential basis to the Samsara Fund Advisors Private Limited (the "Investor"), having PAN AAKCS0235J, a non-promoter entity, each convertible into, or exchangeable for one equity share of face value of Rs. 1 (Rupee One Only) each for cash at a price of Rs. 33.33 (Thirty Three Rupees and Thirty Three Paise Only) per equity shares including a premium of Rs. 32.33 (Thirty Two Rupees and Three Three Paise Only) being not less than the price determined in accordance with Chapter VII of SEBI, ICDR Regulations, on preferential basis, on such terms and conditions as may be determined by the Board in accordance with the provisions of Chapter VII of the ICDR Regulations or other applicable laws.

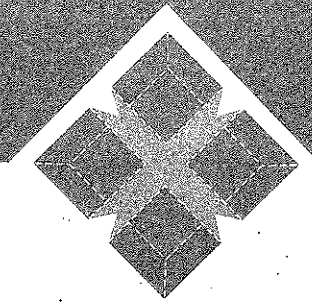
B.L. Kashyap And Sons Limited

  
Director

Regd. Office :

**B L Kashyap And Sons Limited.**

(CIN : L74899DL1989PLC036148)  
409, 4th Floor, DLF Tower-A, Jasola,  
New Delhi-110025, India  
tel : +91 11 43058345, 40500300  
fax : +91 11 43046972  
mail : info@blkashyap.com  
web : www.blkashyap.com



# B L KASHYAP

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**“RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of Warrants shall be subject to the following terms and conditions:

- a. in accordance with the Regulation 71 of the ICDR Regulations, the 'Relevant Date' for determining the price for the equity shares pursuant to the exercise of the Equity Warrant is 23<sup>rd</sup> June, 2017, which is 30 days prior to the date of shareholders meeting (last date of receipt of postal ballot notices) i.e. 26<sup>th</sup> July 2017, and the floor price of the equity shares to be issued and allotted through preferential issue as calculated as per SEBI ICDR Regulations is Rs. 33.33 (Thirty Three Rupees and Thirty Three Paise Only) per equity shares including a premium of Rs. 32.33 (Thirty Two Rupees and Three Three Paise Only).
- b. That the said Warrants shall be issued and allotted by the Company to the above-mentioned persons within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Equity Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.
- c. An amount equivalent to 25% of the Issue Price shall be payable at the time of subscription and allotment of each Warrant. The balance 75% of the Issue Price shall be payable by the Warrant holder upon exercise of the entitlement attached to Warrant(s) to subscribe for Equity Share(s). The amount paid against Warrants shall be adjusted / set off against the Issue Price of the resultant Equity Shares.
- d. If the entitlement against the Warrants to apply for the equity shares is not exercised within 18 (eighteen) months from the date of allotment of the Warrants, the entitlement of the Warrant holder to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid on such Warrant shall stand forfeited by the Company.
- e. The equity shares allotted pursuant to exercise of options attached to warrants issued on preferential basis to persons shall be locked-in for a period of 1(One) Year from the date of trading approval.

B.L. Kashyap And Sons Limited

Director

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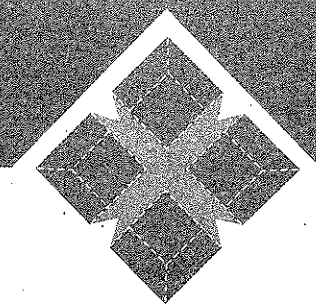
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# B L KASHYAP

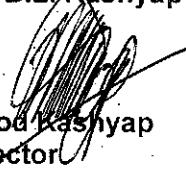
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- f. The equity shares to be so allotted on exercise of Equity Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company, and shall rank pari-passu in all respects including dividend, with the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** the Company shall apply for listing and trading approval of the Stock Exchanges, for the Equity Shares to be allotted by the Company on conversion of Warrants, which are to be listed on the Stock Exchanges.

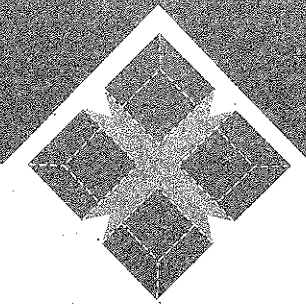
**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution(s), Mr. Vinod Kashyap, Chairman, Mr. Vineet Kshyap, Managing Director, Mr. Vikram Kashyap, Whole-time Director and Mr. Pushpak Kumar, Company Secretary of the Company, be and are hereby severally and / or jointly authorised to do all such acts, deeds, matters and things which are necessary to give effect to this resolution."

B.L. Kashyap And Sons Limited  
For B.L. Kashyap and Sons Limited

  
Vinod Kashyap  
Director  
DIN: 00038854

Director

Regd. Office :  
**B L Kashyap And Sons Limited.**  
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# B L KASHYAP

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**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING '04/2017-18' OF THE EXECUTIVE COMMITTEE OF THE BOARD OF B. L. KASHYAP AND SONS LIMITED ("THE COMPANY") HELD ON WEDNESDAY, 12<sup>TH</sup> JULY, 2017 AT "B-1 EXTENSION/E-23, MOHAN CO-OPERATIVE INDUSTRIAL ESTATE, MATHURA ROAD, NEW DELHI-110044" AT 11:00 A.M.**

**PREFERENTIAL ISSUE OF EQUITY SHARES TO PERSON OTHER THAN PROMOTERS AND PROMOTER GROUP**

**"RESOLVED THAT** subject to the shareholders' approval and pursuant to the provisions of Section 23(1)(b), 62(1)(c) & 42 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as the "Act") read with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, SEBI (listing obligation & Disclosure Requirements) Regulations 2015 and any other law, rules and regulations (including any amendments thereto or re-enactments thereof for the time being in force) as may be applicable and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Securities Contracts (Regulation) Act, 1956, as amended, the Foreign Exchange Management Act, 1999, directions issued by the Reserve Bank of India, the Listing Agreements entered into by the Company with the stock exchanges on which the equity shares of the Company are listed (the "Stock Exchanges"), the Securities and Exchange Board of India ("SEBI"), Stock Exchanges, Reserve Bank of India ("RBI"), Foreign Investment Promotion Board ("FIPB"), Government of India and all other concerned statutory authorities, if and to the extent necessary, and such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed in granting of such approvals, permissions and sanctions by any of the aforesaid authorities, the executive committee of the Board proposed to create, offer, issue and allot upto 10000000 (One Crore) fully paid-up equity shares of the Company, having face value of Rs. 1/- (Rupee One Only) each (the "equity shares"), for cash at a price of Rs. 33.33 (Thirty Three Rupees and Thirty Three Paise Only) per equity shares including a premium of Rs. 32.33 (Thirty Two Rupees and Three Paise Only) being not less than the price determined in accordance with Chapter VII of SEBI, ICDR Regulations, on preferential basis, so that total value of the number of equity shares so issued at a price not less than the price determined in accordance with Chapter VII of SEBI, ICDR Regulations to Embassy Property Development Private Limited (the "Investor"), having PAN AAACD6927A, a non-promoter entity by way of preferential allotment and in such manner and on such terms and conditions, as the Board may, in absolute discretion think fit.

B.L. Kashyap And Sons Limited

  
Director

Regd. Office :

**B L Kashyap And Sons Limited.**

(CIN : L74899DL1989PLC036148)

409, 4th Floor, DLF Tower-A, Jasola,

New Delhi-110025, India

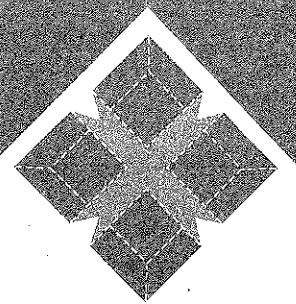
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# B L KASHYAP

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**RESOLVED FURTHER THAT**, in accordance with the Regulation 71 of the ICDR Regulations, the 'Relevant Date' for determining the price for the equity shares is 23<sup>rd</sup> June, 2017 which is 30 days prior to the date of shareholders meeting (last date of receipt of postal ballot notices) i.e. 26<sup>th</sup> July 2017 and the floor price of the equity shares to be issued and allotted through preferential issue as calculated as per SEBI ICDR Regulations is Rs. 33.33 (Thirty Three Rupees and Thirty Three Paise Only) per equity shares including a premium of Rs. 32.33 (Thirty Two Rupees and Three Paise Only).


**RESOLVED FURTHER THAT** the Equity Shares shall be issued and allotted by the Company to the Investor in dematerialised form within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Equity Shares is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

**RESOLVED FURTHER THAT** the Equity Shares to be offered, issued and allotted shall be subject to lock-in as provided under the provisions of SEBI Regulations and the Equity Shares so offered, issued and allotted will be listed subject to the receipt of necessary regulatory permissions and approvals.

**RESOLVED FURTHER THAT** the Equity Shares to be issued and allotted in the manner aforesaid shall rank pari passu with the existing Equity Shares of the Company in all respects including as to dividend and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution(s), Mr. Vinod Kashyap, Chairman, Mr. Vineet Kshyap, Managing Director, Mr. Vikram Kashyap, Whole-time Director and Mr. Pushpak Kumar, Company Secretary of the Company, be and are hereby severally and / or jointly authorised to do all such acts, deeds, matters and things which are necessary to give effect to this resolution."

**B. L. Kashyap And Sons Limited**  
For B.L. Kashyap and Sons Limited

  
Vinod Kashyap  
Director  
DIN: 00038854

Director

Regd. Office :  
**B L Kashyap And Sons Limited.**  
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## B. L. KASHYAP AND SONS LIMITED

CIN: L74899DL1989PLC036148

Registered Office: 409, 4th Floor, DLF Tower A, Jasola, New Delhi - 110025

Corporate Office: B-1 Extn./E-23, Mohan Cooperative Industrial Estate, Mathura Road, New Delhi-110044

Website: www.blkashyap.com; Mail: info@blkashyap.com; Tel: +91 11 40500300; Fax: +91 11 40500333

Dear Shareholders:

### CORRIGENDUM TO POSTAL BALLOT NOTICE

This is in reference to the postal ballot notice to the members of B. L. Kashyap and Sons Limited ("the Company"), of which last date of receipt of postal ballot form / e-voting is on or before 26<sup>th</sup> July, 2017 before the close of Business hours (5:00 P.M.).

In this regard, please note the following amendments / correction to the said postal ballot notice:

1. In the **draft resolutions of Item No. 1 & 2**, issue price per equity warrants / equity shares and relevant date be read as under:
  - (i) Issue price shall be ₹ 33.33 (Thirty Three Rupees and Thirty Three Paise) including premium of ₹ 32.33 (Thirty Two Rupees and Thirty Three Paise).
  - (ii) 'Relevant Date' for determining the price for the equity warrants / equity shares shall be **23<sup>rd</sup> June, 2017** (since 26<sup>th</sup> June, 2017 being a holiday and 24<sup>th</sup> June, 2017 being a weekend), which is 30 days prior to the date of shareholders meeting (last date of receipt of postal ballot notices) i.e. 26<sup>th</sup> July 2017.
2. Under **Explanatory Statements annexed to the postal ballot notice**, please note that certain additions / modifications are as under:
  - (i) In point No. (ii) i.e. 'Total Number of equity warrants and equity shares to be offered', issue price per equity warrants / equity shares be read as under:  
Issue price shall be ₹ 33.33 (Thirty Three Rupees and Thirty Three Paise) including premium of ₹ 32.33 (Thirty Two Rupees and Thirty Three Paise).
  - (ii) In point No. (iv) i.e. 'Basis on which the price has been arrived', relevant date be read as under:  
**23<sup>rd</sup> June, 2017**
  - (iii) In point No. (vi) i.e. 'Relevant date with reference to which the price has been arrived at', relevant date be read as under:  
The "Relevant Date" as per the ICDR Regulations for determining the minimum price for the preferential issue of equity warrants and equity shares is **23<sup>rd</sup> June, 2017** (since 26<sup>th</sup> June, 2017 was a holiday and 24<sup>th</sup> June, 2017 was a weekend), which is 30 days prior to the date of shareholders meeting (last date of receipt of postal ballot notices) i.e. 26<sup>th</sup> July 2017.
  - (iv) Point No. (ix) i.e. 'The Class of person to whom allotment is proposed to be made and their Identity details and percentage of post preferential issue capital held by proposed allottees' shall be read as under:

S. No.	Name of the Proposed Allottee	Category (Promoter/ Non - Promoter)	Identity of the natural person who are the ultimate beneficial owner of the shares proposed to be allotted	% of post preferential issue capital
1.	Samsara Fund Advisors Private Limited (SFAPL)	Non-Promoter	1. Rishita Viral Shah (holding 74.99% shares in SFAPL) 2. Gayatri Rangachari Shah (holding 25.01% shares in SFAPL)	4.43
2.	Embassy Property Developments Private Limited (EPDPL)	Non-Promoter	JV Holding Pvt. Ltd. which is holding company of EPDPL. 100% shares of JV Holding Pvt. Ltd. is held by Mr. Jitendra Virvani	4.43

- (v) In second paragraph of point No. (xv) i.e. 'Pricing of preferential issue', issue price of equity warrants / equity shares be read as under:

Issue price shall be ₹ 33.33 (Thirty Three Rupees and Thirty Three Paise) including premium of ₹ 32.33 (Thirty Two Rupees and Thirty Three Paise).

All other contents / information mentioned in the postal ballot notice shall remain unchanged. The postal ballot notice should be read in continuation of and in conjunction with this corrigendum.

This corrigendum is being mailed to the shareholders whose email ids are registered with the Company/ RTA, and to National Stock Exchange of India Limited, BSE Limited. This corrigendum is also placed on the website of the Company ([www.blkashyap.com](http://www.blkashyap.com)). This corrigendum is also being published in Financial Express (English Newspaper) and Jansatta (Hindi Newspaper).

B.L. Kashyap And Sons Limited For B.L. Kashyap and Sons Limited  
Sd/-

Dated : 12.07.2017

Place : New Delhi

Pushpak Kumar

GM-Corporate Affairs & Company Secretary

Company Secretary



# B L KASHYAP

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**CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED BY THE MEMBERS THROUGH POSTAL BALLOT, RESULT OF WHICH WAS DECLARED ON FRIDAY, 28<sup>TH</sup> JULY, 2017 AT 4:30 P.M. AT REGISTERED OFFICE OF THE COMPANY AT "409, 4TH FLOOR, DLF TOWER-A, JASOLA NEW DELHI-110025"**

## **PREFERENTIAL ISSUE OF EQUITY WARRANTS TO PERSON OTHER THAN PROMOTERS AND PROMOTER GROUP**

**"RESOLVED THAT** in accordance with the provisions of Section 23(1)(b), 62(1)(c) & 42 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as the "Act") read with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, SEBI (listing obligation & Disclosure Requirements) Regulations 2015 and any other law, rules and regulations (including any amendments thereto or re-enactments thereof for the time being in force) as may be applicable and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Securities Contracts (Regulation) Act, 1956, as amended, the Foreign Exchange Management Act, 1999, directions issued by the Reserve Bank of India, the Listing Agreements entered into by the Company with the stock exchanges on which the equity shares of the Company are listed (the "Stock Exchanges"), the Securities and Exchange Board of India ("SEBI"), Stock Exchanges, Reserve Bank of India ("RBI"), Foreign Exchange Investment Board ("FIPB"), Government of India and all other concerned statutory authorities, if and to the extent necessary, and such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed in granting of such approvals, permissions and sanctions by any of the aforesaid authorities, the approval of the shareholders of the Company, be and is hereby accorded to the Board of Directors (the 'Board') to create, offer, issue and allot upto 10000000 (One Crore) warrants ("**Equity Warrants**") on a preferential basis to the Samsara Fund Advisors Private Limited (the "Investor"), having PAN AAKCS0235J, a non-promoter entity, each convertible into, or exchangeable for one equity share of face value of Rs. 1 (Rupee One Only) each for cash at a price of Rs. 33.73 (Thirty Three Rupees and Seventy Three Paise Only) per equity shares including a premium of Rs. 32.73 (Thirty Two Rupees and Seventy Three Paise Only) being not less than the price determined in accordance with Chapter VII of SEBI, ICDR Regulations, on preferential basis, on such terms and conditions as may be determined by the Board in accordance with the provisions of Chapter VII of the ICDR Regulations or other applicable laws.

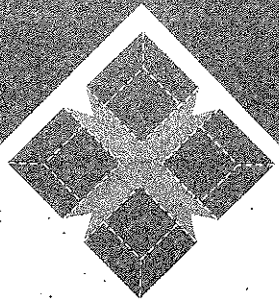
**"RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of Warrants shall be subject to the following terms and conditions:

**B.L. Kashyap And Sons Limited**

  
Company Secretary

Regd. Office :  
**B L Kashyap And Sons Limited.**

(CIN : L74899DL1989PLC036148)  
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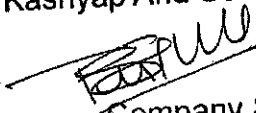


# B L KASHYAP

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- a. in accordance with the Regulation 71 of the ICDR Regulations, the 'Relevant Date' for determining the price for the equity shares pursuant to the exercise of the Equity Warrant is 23<sup>rd</sup> June, 2017, which is 30 days prior to the date of shareholders meeting (last date of receipt of postal ballot notices) i.e. 26<sup>th</sup> July 2017, and the floor price of the equity shares to be issued and allotted through preferential issue as calculated as per SEBI ICDR Regulations is Rs. 33.33 (Thirty Three Rupees and Thirty Three Paise Only) per equity shares including a premium of Rs. 32.33 (Thirty Two Rupees and Thirty Three Paise Only).
- b. That the said Warrants shall be issued and allotted by the Company to the above-mentioned persons within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Equity Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.
- c. An amount equivalent to 25% of the Issue Price shall be payable at the time of subscription and allotment of each Warrant. The balance 75% of the Issue Price shall be payable by the Warrant holder upon exercise of the entitlement attached to Warrant(s) to subscribe for Equity Share(s). The amount paid against Warrants shall be adjusted / set off against the Issue Price of the resultant Equity Shares.
- d. If the entitlement against the Warrants to apply for the equity shares is not exercised within 18 (eighteen) months from the date of allotment of the Warrants, the entitlement of the Warrant holder to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid on such Warrant shall stand forfeited by the Company.
- e. The equity shares allotted pursuant to exercise of options attached to warrants issued on preferential basis to persons shall be locked-in for a period of 1(One) Year from the date of trading approval.
- f. The equity shares to be so allotted on exercise of Equity Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company, and shall rank pari-passu in all respects including dividend, with the existing Equity Shares of the Company.

**B.L. Kashyap And Sons Limited**

  
Company Secretary

Regd. Office :

**B L Kashyap And Sons Limited.**

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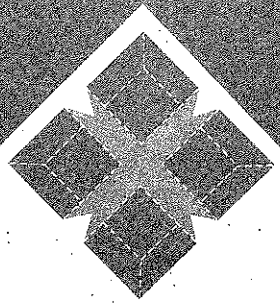
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web : www.blkashyap.com



# B L KASHYAP

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**RESOLVED FURTHER THAT** the Company shall apply for listing and trading approval of the Stock Exchanges, for the Equity Shares to be allotted by the Company on conversion of Warrants, which are to be listed on the Stock Exchanges.

**RESOLVED FURTHER THAT** subject to the provisions of SEBI ICDR Regulation and other applicable laws, the Board (which expression shall include any Committee constituted / to be constituted by the Board) be and is hereby authorised to decide, vary, modify alter and approve the terms and conditions of the offer, issue and allotment of the equity shares pursuant to exercise of options attached to warrants issued as it may deem expedient.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board or any authorised committee of the Board be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things (including sub-delegating its powers to authorised representatives) as it may, in its absolute discretion, deem necessary, proper, desirable, incidental or expedient for such purpose, including deciding / revising the dates of allotment, deciding and / or finalising other terms of issue and allotment in consonance with the SEBI ICDR Regulations, listing of the Equity Shares to be issued and allotted pursuant to exercise of options attached to warrants issued, and to modify, accept and give effect to any modifications to the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities including but not limited to SEBI, the RBI, the Government of India, etc. and such other approvals and as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, allotment and listing of the Equity Shares, including utilisation of the issue proceeds and to execute all such deeds, documents, writings, agreements, applications, forms in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the shareholders or otherwise with the intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

/Certified True Copy/

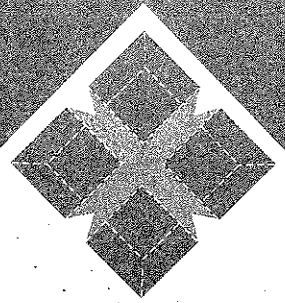
**B.L. Kashyap And Sons Limited**  
For B. L. Kashyap And Sons Ltd.

  
Company Secretary

Pushpak Kumar  
GM-Corporate Affairs  
&Company Secretary

Regd. Office :  
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**CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED BY THE MEMBERS THROUGH POSTAL BALLOT, RESULT OF WHICH WAS DECLARED ON FRIDAY, 28<sup>TH</sup> JULY, 2017 AT 4:30 P.M. AT REGISTERED OFFICE OF THE COMPANY AT "409, 4TH FLOOR, DLF TOWER- A, JASOLA NEW DELHI-110025"**

## **PREFERENTIAL ISSUE OF EQUITY SHARES TO PERSON OTHER THAN PROMOTERS AND PROMOTER GROUP**

**"RESOLVED THAT** in accordance with the provisions of Section 23(1)(b), 62(1)(c) & 42 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as the "Act") read with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, SEBI (listing obligation & Disclosure Requirements) Regulations 2015, and any other law, rules and regulations (including any amendments thereto or re-enactments thereof for the time being in force) as may be applicable and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Securities Contracts (Regulation) Act, 1956, as amended, the Foreign Exchange Management Act, 1999, directions issued by the Reserve Bank of India, the Listing Agreements entered into by the Company with the stock exchanges on which the equity shares of the Company are listed (the "Stock Exchanges"), the Securities and Exchange Board of India ("SEBI"), Stock Exchanges, Reserve Bank of India ("RBI"), Foreign Investment Promotion Board ("FIPB"), Government of India and all other concerned statutory authorities, if and to the extent necessary, and such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed in granting of such approvals, permissions and sanctions by any of the aforesaid authorities, the approval of the shareholders of the Company, be and is hereby accorded to the Board of Directors (the 'Board') to create, offer, issue and allot upto 10000000 (One Crore) fully paid-up equity shares of the Company, having face value of Rs. 1/- (Rupee One Only) each (the "equity shares"), for cash at a price of Rs. 33.73 (Thirty Three Rupees and Seventy Three Paise Only) per equity shares including a premium of Rs. 32.73 (Thirty Two Rupees and Seventy Three Paise Only) being not less than the price determined in accordance with Chapter VII of SEBI, ICDR Regulations, on preferential basis, so that total value of the number of equity shares so issued at a price not less than the price determined in accordance with Chapter VII of SEBI, ICDR Regulations to Embassy Property Development Private Limited (the "Investor"), having PAN AAACD6927A, a non-promoter entity by way of preferential allotment and in such manner and on such terms and conditions, as the Board may, in absolute discretion think fit."

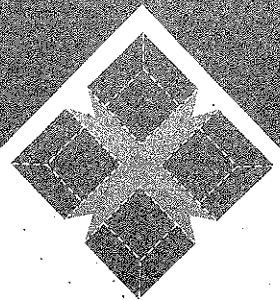
**B.L. Kashyap And Sons Limited**

**Company Secretary**

Regd. Office :

**B L Kashyap And Sons Limited.**

(CIN : L74899DL1989PLC036148)  
409, 4th Floor, DLF Tower-A, Jasola,  
New Delhi-110025, India  
tel : +91 11 43058345, 40500300  
fax : +91 11 43046972  
mail : info@blkashyap.com  
web : www.blkashyap.com



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**RESOLVED FURTHER THAT**, in accordance with the Regulation 71 of the ICDR Regulations, the 'Relevant Date' for determining the price for the equity shares is 23<sup>rd</sup> June, 2017 which is 30 days prior to the date of shareholders meeting (last date of receipt of postal ballot notices) i.e. 26<sup>th</sup> July 2017 and the floor price of the equity shares to be issued and allotted through preferential issue as calculated as per SEBI ICDR Regulations is Rs. 33.33 (Thirty Three Rupees and Thirty Three Paise Only) per equity shares including a premium of Rs. 32.33 (Thirty Two Rupees and Thirty Three Paise Only).

**RESOLVED FURTHER THAT** the Equity Shares shall be issued and allotted by the Company to the Investor in dematerialised form within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Equity Shares is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval."

**RESOLVED FURTHER THAT** the Equity Shares to be offered, issued and allotted shall be subject to lock-in as provided under the provisions of SEBI Regulations and the Equity Shares so offered, issued and allotted will be listed subject to the receipt of necessary regulatory permissions and approvals.

**RESOLVED FURTHER THAT** the Equity Shares to be issued and allotted in the manner aforesaid shall rank pari passu with the existing Equity Shares of the Company in all respects including as to dividend and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company."

**RESOLVED FURTHER THAT** subject to the provisions of SEBI ICDR Regulation and other applicable laws, the Board (which expression shall include any Committee constituted/ to be constituted by the Board) be and is hereby authorised to decide, vary, modify alter and approve the terms and conditions of the offer, issue and allotment of the equity shares as it may deem expedient.

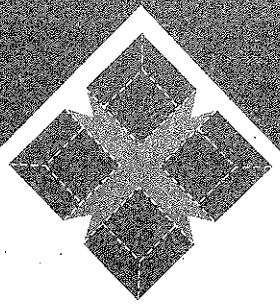
**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board or any authorised committee of the Board be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things (including sub-delegating its powers to authorised representatives) as it may, in its absolute discretion, deem necessary, proper, desirable, incidental or expedient for such purpose, including deciding / revising the dates of allotment, deciding and / or finalising other terms of issue and allotment in consonance with the SEBI ICDR Regulations, listing of the Equity Shares to be issued and allotted, and to modify, accept and give effect to any modifications to the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities including but not limited to SEBI, the RBI, the Government of India, etc. and such other approvals and as may be agreed by the Board, and to

**B.L. Kashyap And Sons Limited**

Company Secretary

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tel: +91 11 43058345, 40500300  
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web: www.blkashyap.com



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settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, allotment and listing of the Equity Shares, including utilisation of the issue proceeds and to execute all such deeds, documents, writings, agreements, applications, forms in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the shareholders or otherwise with the intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.

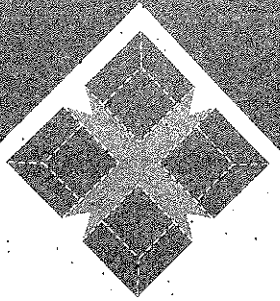
**RESOLVED FURTHER THAT** all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

**B L Kashyap And Sons Limited**  
B L Kashyap And Sons Ltd.

  
Pushpak Kumar  
Company Secretary  
GM-Corporate Affairs  
& Company Secretary

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## EXPLANATORY STATEMENT (Pursuant to section 102 of the Companies Act, 2013)

### Item No. 1 & 2

In view of repayment of debt / pre-payment, in full or in part, of certain loans availed by the Company and for general corporate purposes & to fulfill its various obligations / to carry its day to day activities, the Board has proposed to raise the funds by way of preferential issue of Equity Warrants and Equity Shares. The Board of Directors of your Company has approved this items in the Board Meeting held on 26<sup>th</sup> June, 2017 and recommends the resolution as set out in the accompanying Notice for the approval of members of the Company. The Board has obtained a certificate from the Statutory Auditor of the Company certifying that the proposed preferential issue is being made in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. This Certificate shall be available for inspection at the Registered Office of the Company from the date of dispatch of notice during normal business hours (10.00 a.m. to 5.00 p.m.) on all working days up to the date of declaration of the result of Postal Ballot. Further, the Company undertakes to re-compute the price of the specified securities in terms of the provision of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, where it is required to do so. In accordance with the provisions of Section 42 & Section 62(1)(c) of the Companies Act, 2013 read with Companies (Share Capital & Debentures) Rules, 2013, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 & SEBI (Listing Obligation & Disclosure Requirements) Regulations 2015, the following disclosures are being made:

**i. Object of the issue:**

The proceeds will be utilized for part repayment of debt by the company and for other general corporate purposes.

**ii. Total Number of Equity Shares and Equity Warrants to be offered:**

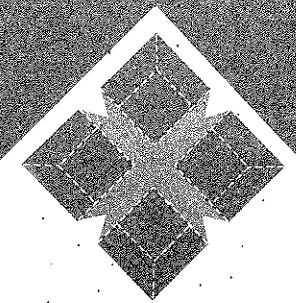
The resolution set out in the accompanying Notice authorizes the Board to issue to the Investor up to 10000000 (One Crore) Equity Warrants entitling the holder of each Warrant, from time to time to apply for and obtain allotment of one equity share of face value of Rs. 1/- each fully paid up against each Warrant within 18 (eighteen) months of its allotment in one or more tranches 10000000 (One Crore) and Equity Shares on a preferential basis for cash at a price of Rs. 33.33 (Thirty Three Rupees and Thirty Three Paise Only) per equity shares including a premium of Rs. 32.33 (Thirty Two Rupees and Thirty Three Paise Only) and, on such other terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations or other applicable provisions of the Law as may be prevailing at the time.

B.L. Kashyap And Sons Limited

  
Company Secretary

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**iii. Pricing of preferential issue:**

The Equity Warrants and Equity Shares will be allotted in accordance with the price determined in terms of Regulation 76 of the SEBI (ICDR Regulations). Since the Company is listed on both BSE Limited ("BSE") and National Stock Exchange Limited ("NSE"), the trading price of securities of the Company on both the stock exchanges is taken into consideration for determining the pricing of securities allotted on preferential basis.

Accordingly, the price per Equity Share to be issued is fixed at Rs. 33.33 (Thirty Three Rupees and Thirty Three Paise Only) per equity shares including premium of Rs. 32.33 (Thirty Two Rupees and Thirty Three Paise Only) which is higher of a) the average of the weekly high and low of the volume weighted price at the NSE and the BSE for 26 weeks prior to the Relevant Date and b) the average of the weekly high and low of the volume weighted average prices at the NSE and the BSE for 2 weeks prior to the Relevant Date.

**iv. Basis on which the price has been arrived:**

The price has been arrived on the basis of the Pricing Certificate received by the Company from Statutory Auditor as on the relevant date i.e. 23<sup>rd</sup> June, 2017.

**v. Intention of promoters/directors/key management personnel to subscribe to the offer:**

None of the promoters/directors/key management personnel of the Company would be subscribing to the preferential issue of Equity Shares and Equity warrants proposed to be issued by the Company.

**vi. Relevant date with reference to which the price has been arrived at:**

The "Relevant Date" as per the ICDR Regulations for determining the minimum price for the preferential issue of Equity Share and Equity Warrants is 23<sup>rd</sup> June, 2017, being 30 days prior to the date of shareholders meeting (last date of receipt of postal ballot notices) i.e. 26<sup>th</sup> July, 2017.

B.L. Kashyap And Sons Limited

Company Secretary

Regd. Office :

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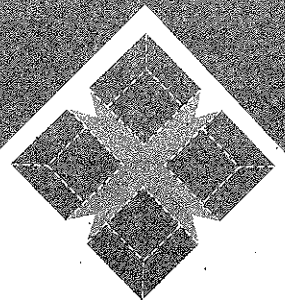
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vii. The pre issue and post issue shareholding pattern:

Category	Pre Issue		Post Issue*	
	No. of Shares	% of Share Capital	No. of Shares	% of Share Capital
<b>A. Promoters/ Promoter Group:</b>				
a. Indian Promoters*	138492434	67.41	138492434	61.43
b. Foreign Promoters				
<b>Total for Promoter Group (A)</b>	<b>138492434</b>	<b>67.41</b>	<b>138492434</b>	<b>61.43</b>
<b>B. Public Shareholdings:</b>				
i Institutional				
- Mutual Funds / UTI	7476219	3.64	7476219	3.32
- Financial Institutions / Banks	-	-	-	-
- Foreign Institutional Investors	12442820	6.06	12442820	5.52
- Foreign Portfolio Investors	170150	0.08	170150	0.08
- Others				
<b>Sub-total B 1</b>	<b>20089189</b>	<b>9.78</b>	<b>20089189</b>	<b>8.91</b>
ii Non Institutional				
- Bodies Corporate	13232408	6.44	33232408	14.74
- Individuals	29115275	14.17	29115275	12.91
iii Any Other				
- NRIs	451563	0.21	451563	0.20
- Clearing Shareholders	2603516	1.27	2603516	1.15
- HUFs	1455595	0.71	1455595	0.65
- Trusts	-	-	-	-
- Foreign Corporate Bodies	20	0	20	0.00
<b>Sub-total B 2</b>	<b>46858377</b>	<b>22.81</b>	<b>66858377</b>	<b>29.66</b>
<b>Total Public Shareholdings (B)</b>	<b>66947566</b>	<b>32.59</b>	<b>86947566</b>	<b>38.57</b>
<b>GRAND TOTAL (A) + (B)</b>	<b>205440000</b>	<b>100</b>	<b>225440000</b>	<b>100.00</b>

**\*Note:**

The post issue shareholding pattern in the above table has been prepared on the basis that the proposed allottees would have subscribed to and been allotted all the Equity Shares including resulting from the exercise of the Equity Warrants. In the event for any reason, the proposed allottees do not or are unable to subscribe to and/or are not allotted the Equity Shares, the shareholding pattern in the above table would undergo corresponding changes.

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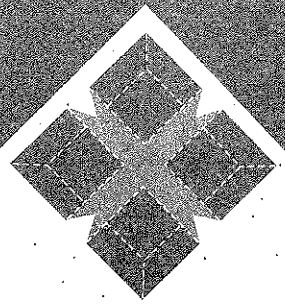
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**viii. Proposed time within which preferential issue of Equity Shares and Equity Warrants shall be completed**

The Equity Warrants and Equity Shares shall be issued and allotted within a period of fifteen (15) days from the date of passing of the Special Resolution, provided that where the allotment of such securities is pending on account of pendency of any regulatory approval for such allotment, the allotment shall be completed within a period of fifteen (15) days from the date of such approval or such other extended period as may be permitted under the applicable SEBI ICDR Regulations as amended from time to time.

**ix. The Class of person to whom allotment is proposed to be made and their Identity details and percentage of post preferential issue capital held by proposed allottees:**

The allotment proposed to be made to a Non-Promoter entity details of which is as under:-

S.No.	Name of the Proposed Allottee	Category (Promoter/ Non - Promoter)	Identity of the natural person who are the ultimate beneficial owner of the shares proposed to be allotted	% of post preferential issue capital
1.	Samsara Fund Advisors Private Limited (SFAPL)	Non-Promoter	1. Rishita Viral Shah (holding 74.99% shares in SFAPL) 2. Gayatri Rangachari Shah (holding 25.01% shares in SFAPL)	4.43
2.	Embassy Property Developments Private Limited (EPDPL)	Non-Promoter	JV Holding Pvt. Ltd. which is holding company of EPDPL. 100% shares of JV Holding Pvt. Ltd. is held by Mr. Jitendra Virvani	4.43

**B.L. Kashyap And Sons Limited**

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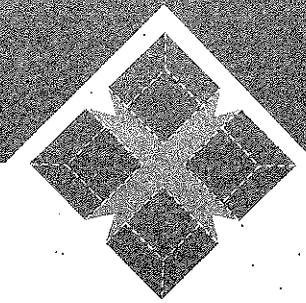
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- x. **Number of persons to whom allotment on preferential basis have already been made during the year:** None
- xi. **Change in control**  
As a result of the proposed preferential issue of Equity Shares and upon conversion of the Equity Warrants, there will be no change in the control of the Company.
- xii. **Undertakings:**  
In terms of SEBI ICDR Regulations, the Company hereby undertakes that:
1. It shall re-compute the price of the specified securities in terms of the provisions of these regulations where it is required to do so.
  2. If the amount payable on account of re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked in till the time such amount is paid by allottees.
- xiii. **Auditor's certificate**  
A copy of the certificate from M/s. Sood Brij & Associates, Chartered Accountants, the statutory auditors of the Company, certifying that the above preferential issue of Equity Shares and Equity Warrants is made in accordance with the applicable provisions of the ICDR Regulations, is open for inspection at the registered office of the Company during the working hours between 10.00 a.m. to 6.00 p.m., except on holidays, up to the date of declaration of the result of Postal Ballot i.e. 28<sup>th</sup> July, 2017.
- xiv. **Lock-In period:**  
The Equity Shares and Equity Warrants allotted pursuant to exercise of option attached to warrants issued on preferential basis to the allottees, shall be subject to lock in for a period of 1 (one) year from the date of trading approval as per Regulation 78 (1) & (2) of Chapter VII of the SEBI ICDR Regulations.
- xv. **Pricing of preferential Issue:**  
The Equity Warrants Equity Shares and will be allotted in accordance with the price determined in terms of Regulation 76 of the SEBI (ICDR Regulations). Since the Company is listed on both BSE Limited ("BSE") and National Stock Exchange Limited ("NSE"), the trading price of securities of the Company on both the stock exchanges is taken into consideration for determining the pricing of securities allotted on preferential basis.

**B.L. Kashyap And Sons Limited**

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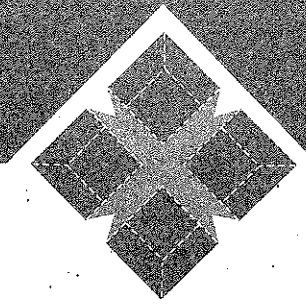
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Accordingly, the price per Equity Shares and Equity Warrants to be issued is fixed at Rs. 33.33 (Thirty Three Rupees and Thirty Three Paise Only) including premium of Rs. 32.33 (Thirty Two Rupees and Thirty Three Paise) which is higher of a) the average of the weekly high and low of the volume weighted price at the NSE and the BSE for 26 weeks prior to the Relevant Date and b) the average of the weekly high and low of the volume weighted average prices at the NSE and the BSE for 2 weeks prior to the Relevant Date.

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, are concerned or interested, financially or otherwise in the proposed Resolution in Item No. 1 and Item No. 2, except to the extent of shares held by any of them in the Company.

**B.L. Kashyap And Sons Limited**  
For **B.L. Kashyap and Sons Limited**

  
**Company Secretary**  
**Pushpak Kumar**  
**GM-Corporate Affairs**  
**& Company Secretary**

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**FORM PAS.5**

**Record of a private placement offer to be kept by the company**

*(Section 42(7) and Rule 14(3) of Companies (Prospectus and Allotment of Securities) Rules, 2014)*

Name of the Company: **B. L. Kashyap and Sons Limited**

Registered office of the Company: **409, 4<sup>th</sup> Floor, DLF Tower-A, Jasola, New Delhi-110025**

CIN: **L74899DL1989PLC036148**

**DETAILS OF PRIVATE PLACEMENT OFFER:**

1) Date when approval of the relevant authority (board or the shareholders, as the case may be) obtained for the current Private Placement Offer Letter:

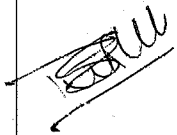
**Board Resolution Date: 26.06.2017**

**Shareholders Resolution Date: 26.07.2017**

2) Amount of the offer: **66.66 Crore (assuming fully conversion of equity warrant)**

3) Date of circulation of private placement offer letter: **31.07.2017**

4) Details of the persons to whom private placement offer letter has been circulated:-

Sr. No.	Name	Father's Name	Address	Phone No.	Email Id	Initial of the Officer of the Company designated to keep the Record
1.	Samsara Fund Advisors Private Limited	NA	301, Kshamalaya, 37 New Marine Lines, MUMBAI-400020	+91 2266132500	jjoshi@samsaracapital.com	
2.	Embassy Property Developments Private Limited	NA	Ist Floor, Embassy Point #150 Infantry Road Bangalore-560001	+9180 49030000	bhargavi.r@embassyindia.com	