



# B L KASHYAP

WE BUILD YOUR WORLD

The Manager,

September 05, 2017

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

Dear Sir,

**Sub: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 – Notice of 28<sup>th</sup> Annual General Meeting**

We hereby write to inform that the 28th Annual General Meeting (AGM) of the Company is scheduled to be held on Friday, 29th September, 2017 at PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi – 110016 at 10:00 a.m.

We hereby enclose the Notice of 28th AGM

Kindly acknowledge the receipt and take the same on records.

Thanking You.

Yours faithfully,

For B.L. Kashyap and Sons Limited

**Pushpak Kumar**  
GM-Corporate Affairs & Company Secretary  
M.No.: F-6871



Encl: as above

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  
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mail : info@blkashyap.com  
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### NOTICE

Notice is hereby given that the 28<sup>th</sup> Annual General Meeting of B. L. Kashyap and Sons Limited will be held on Friday the 29<sup>th</sup> day of September, 2017 at 10.00 a.m., at PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi – 110016, to transact the following business:

#### ORDINARY BUSINESS

1. **To Receive, Consider and Adopt: (a) the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2017 together with the Reports of the Board of Directors and Auditors thereon and (b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2017 together with the Reports of Auditors thereon and in this regard, pass the following resolutions as an ORDINARY RESOLUTIONS:**

- (a) **“RESOLVED THAT** the audited financial statement of the Company for the financial year ended 31<sup>st</sup> March, 2017 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”
- (b) **“RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2017 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

2. **To appoint Mr. Vikram Kashyap, (DIN: 00038937), who retires by rotation and being eligible, offers himself for re-appointment as a Director and in this regard, pass the following resolution as an ORDINARY RESOLUTION.**

**“RESOLVED THAT** pursuant to the provisions of section 152 of the Company Act, 2013, Mr. Vikram Kashyap, who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director for the Company, liable to retire by rotation.”

3. **To Appoint Statutory Auditors and fix their Remuneration and in this regard, pass the following resolution as an ORDINARY RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee, Maheshwari & Sharad, Chartered Accountants (Firm Registration No.015513N), be appointed as statutory auditor of the Company, in place of retiring auditors M/s Sood Brij & Associates, Chartered Accountants, New Delhi (Firm Registration No. 00350N), to hold office from the conclusion of this 28<sup>th</sup> Annual General Meeting (AGM) until the conclusion of the 33<sup>rd</sup> AGM, subject to ratification by members every year, as applicable, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf.”

#### SPECIAL BUSINESS

4. **Re-appointment of Mr. Vinod Kashyap (DIN: 00038854) as Whole-Time Director Designated as Chairman.**

To consider and, if thought fit, to pass with or without modification(s) the following resolution as **SPECIAL RESOLUTION:**

**“RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee, approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Vinod Kashyap, as Whole-time Director of the Company and designated as Chairman of the Company with effect from April 01, 2017 to March 31, 2022, as well as the payment of salary, commission and perquisites (hereinafter referred to as “remuneration”), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed between the Board of Directors and Mr. Vinod Kashyap.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. **Re-appointment of Mr. Vineet Kashyap (DIN: 00038897) as Managing Director.**

To consider and, if thought fit, to pass with or without modification(s) the following resolution as **SPECIAL RESOLUTION:**

**“RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee, approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013 approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Vineet Kashyap, as Managing Director of the Company with effect from April 01, 2017 to March 31, 2022, as well as the payment of salary, commission and perquisites (hereinafter referred to as “remuneration”), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Vineet Kashyap.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**6. Re-appointment of Mr. Vikram Kashyap (Din: 00038937) as Whole-Time Director designated as Joint Managing Director.**

To consider and, if thought fit, to pass with or without modification(s) the following resolution as **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee, approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Vikram Kashyap, as Whole-time Director and designated as Joint Managing Director of the Company with effect from April 01, 2017 to March 31, 2022, as well as the payment of salary, commission and perquisites (hereinafter referred to as “remuneration”), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Vikram Kashyap.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**7. Ratification of Remuneration of Cost Auditors of the Company for the financial year ending 31<sup>st</sup> March, 2018.**

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

“**RESOLVED THAT** pursuant to provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force) the remuneration as approved and recommended by the Board to be paid to the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of cost records of the Company for the financial year ending 31<sup>st</sup> March, 2018 be and is hereby ratified.”

**8. Approve the transaction/agreement to be entered between the Company and Soul Space Projects Limited, subsidiary of the Company for the Civil Structural and Finishing Work.**

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

“**RESOLVED THAT** pursuant to the provision of Section 188 and any other applicable provisions of the Companies Act, 2013, and Rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to enter into proposed related party transactions with respect to Civil Structural and Finishing Work, with Soul Space Projects Limited, subsidiary of the company, as appended below table:

Name of the Related Party	Relationship	Contract Period	Maximum amount of transactions per annum
Soul Space Projects Limited	Subsidiary	01.04.2017-31.03.2018	₹ 50 Crores
		01.04.2018-31.03.2019	₹ 70 Crores
		01.04.2019-31.03.2020	₹ 100 Crores

**RESOLVED FURTHER THAT** the Board (which expression shall include any Committee constituted/ to be constituted by the Board) be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**9. Fee charge for service of documents.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 20 of Companies Act, 2013 and relevant rules framed thereunder and other applicable provisions, if any, of the said Act, whereby a document may be served on any member(s) by the Company by sending it to him/her by speed post or by registered post or by courier or by delivery to his/her address or by such electronic or other mode as may be prescribed, the consent of the member(s) of the Company be and is hereby accorded to charge from the member(s) such fees in advance equivalent to estimated actual expenses of delivery of the documents delivered through registered post, speed post or by courier service or such other mode of delivery of documents pursuant to any request by the member(s) for delivery of documents, through a particular mode of service mentioned above provided such request along with requisite fees has been duly received by the company at least 10 days in advance of dispatch of documents by the company to the member(s).

**10. Ratification of the disclosure made with respect to the identity of the natural persons who are ultimately beneficial owners of the equity warrants allotted by the Company on preferential basis, ‘Relevant Date’ and Issue Price approved by the members as special resolution through Postal ballot on 26<sup>th</sup> July, 2017.**

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

“**RESOLVED THAT** the consent of the members of the Company be and is hereby accorded for ratification with respect to the disclosure of the identity of the natural persons who are ultimately beneficial owners of the equity warrants allotted by the Company on preferential basis and approved by the members as special resolution through postal ballot on 26<sup>th</sup> July, 2017.

**RESOLVED FURTHER THAT** the ‘Relevant Date’ for determining the price for the equity warrant 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 was 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.



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**RESOLVED FURTHER THAT** due to change in 'Relevant Date' the issue price be ₹ 33.33 (Thirty Three Rupees and Thirty Three Paisa) including premium of ₹ 32.33 (Thirty Two Rupees and Thirty Three Paisa).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution the Board of Directors or Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, proper or desirable to give effect to the resolution"

11. **Ratification of the disclosure made with respect to the identity of the natural persons who are ultimately beneficial owners of the equity shares allotted by the Company on preferential basis, 'Relevant Date' and Issue Price approved by the members as special resolution through Postal ballot on 26th July, 2017.**

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

**"RESOLVED THAT** the consent of the members of the Company be and is hereby accorded for ratification with respect to the disclosure of the identity of the natural persons who are ultimately beneficial owners of the equity shares allotted by the Company on preferential basis and approved by the members as special resolution through postal ballot on 26th July, 2017.

**RESOLVED FURTHER THAT** the 'Relevant Date' for determining the price for the equity warrant 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 was 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.

**RESOLVED FURTHER THAT** due to change in 'Relevant Date' the issue price be ₹ 33.33 (Thirty Three Rupees and Thirty Three Paisa) including premium of ₹ 32.33 (Thirty Two Rupees and Thirty Three Paisa).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution the Board of Directors or Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, proper or desirable to give effect to the resolution".

12. **Appoint Mr. Vivek Talwar, as an Independent Director**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, Mr. Vivek Talwar, (DIN: 043180), who was appointed as an Additional Director of the Company with effect from 9th August, 2017 under Section 161 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 9th August, 2017."

13. **Change the Category of Mr. Naresh Lakshman Singh Kothari (DIN: 00012523) from Independent Director to Non- Executive Director of the Company.**

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

**"RESOLVED THAT** consent of the members of the Company be and is hereby accorded to the change in the Category of Mr. Naresh Lakshman Singh Kothari (DIN: 00012523) from Independent Director to Non-Executive Director of the Company liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf."

#### Registered Office

B.L. Kashyap And Sons Ltd.  
CIN: L74899DL1989PLC036148  
409, 4th Floor, DLF Tower-A  
Jasola, New Delhi – 110025  
Ph :+011 40500300 Fax: 011-40500333  
email : info@blkashyap.com,  
Website: www.blkashyap.com

Place : New Delhi

Date : 9<sup>th</sup> August, 2017

By order of the Board  
For B. L. Kashyap and Sons Ltd.

Pushpak Kumar  
Company Secretary  
M. No.: F-6871

#### NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND THE MEETING AND VOTE ON POLL, IF ANY, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT TO BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.
2. The instrument appointing the proxy must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting. A proxy form is annexed to this report.

3. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send a duly certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Annual General Meeting.
4. A statement under Section 102 of the Companies Act, 2013 setting out the material facts concerning relevant item of the business to be transacted is annexed herewith.
5. Attendance slips, proxy form and the route map of the venue of the meeting are annexed hereto.
6. The Register of Members and Share Transfer Books shall remain closed from Friday, 22<sup>nd</sup> September, 2017 to Friday, 29<sup>th</sup> September, 2017 (both days inclusive) for the purpose of the Annual General Meeting.
7. Documents referred in the accompanying Notice are open for inspection at the registered office of the Company on all working days except Saturdays and holidays between 10.30 A.M. to 12.30 P.M. upto the date of Annual General Meeting.
8. Details under Regulation 36(3) of the Listing Regulations in respect of the directors seeking appointment/reappointment at the Annual General Meeting (AGM), forms integral part of the Notice. The directors have furnished their requisite declarations for their appointment / re-appointment.
9. Keeping in view the requirements set out in the Act, the Audit Committee and Board of Directors of the Company have recommended appointment of Maheshwari & Sharad, Chartered Accountants (Firm Registration No.015513N), as Statutory Auditor of the company for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the Sixth Annual General Meeting from this Annual General Meeting, at such remuneration as shall be fixed by the Board of Director of the Company. The first year of audit by the aforesaid Auditor will be of the financial statement of the company for the financial year ending 31<sup>st</sup> March, 2018.

M/s Maheshwari & Sharad, Chartered Accountants have consented to and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have also confirmed that they are not disqualified to be appointed as Auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014. The Board commends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the members.

10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding share in physical form can submit their PAN details to the Company/Registrar and Share Transfer Agents, M/s Link Intime India Pvt. Ltd.
11. Electronic copy of the Annual Report for 2016-17 is being sent to all Members whose email Ids are registered with the Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2016-17 is being sent in the permitted mode. The Annual Report of the Company for the year 2016-17 circulated to the members of Company will also be made available on the Company's website [www.blkashyap.com](http://www.blkashyap.com).
12. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
13. Members holding shares in physical form are requested to promptly notify the change in their respective address and bank details to the Registrar & Share Transfer Agent (RTA), Link Intime India Private Limited, New Delhi.
14. Members holding shares in electronic / dematerialized mode are requested to notify the change, if any, in their respective addresses and/or their NECS / bank details, to their respective Depository Participant (DP) and not to the company or RTA.
15. Pursuant to the provisions of Section 124(6) of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Auditing, Transfer and Refund) Rules, 2016, stipulates that shares on which dividend has not been paid or claimed for seven consecutive years, then such shares are to be transferred in favor of Investor Education and Protection Fund (IEPF), a Fund constituted by the Government of India under the Companies Act, 2013. Accordingly, the Company through individual notice dated 12th January, 2017 and 5th April, 2017 and a newspaper notice dated 14th January, 2017 in financial express and Jansatta, initiated necessary action in order to circumvent their shares being transferred in favor of IEPF Suspense account. Till date procedure to transfer of shares to IEPF authority is on hold as Ministry of Corporate Affairs has withdrawn its circular in this regard and the same shall be complied after fresh instructions will be issued by the Ministry of Corporate Affairs.
16. **The Results of e-voting, physical assent / dissent and poll, if any, shall be aggregated and declared on or after the AGM of the Company by the Chairman or by any other person duly authorised in this regard. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.blkashyap.com](http://www.blkashyap.com) and on the website of CDSL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.**
17. **Voting through electronic means**  
In compliance with provisions of section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to the Members to exercise their right to vote by electronic means on all Resolutions set forth in the Notice convening the 28th Annual General Meeting to be held on 29th September, 2017, through Central Depository Services (India) Limited [CDSL]. It is hereby clarified that it is not mandatory for a member to vote using the e-voting facility, and a member may avail of the facility at his/her/it discretion, subject to compliance with the instructions prescribed below:

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1. The e-voting facility is available at the link [www.evotingindia.com](http://www.evotingindia.com).
2. The e-voting facility will be available during the following voting period:

Start Date & Time	End Date & Time
26 <sup>th</sup> September, 2017 10:00 A.M.	28 <sup>th</sup> September, 2017 5:00 P.M.

The instructions for members for voting electronically are as under:-

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) Now enter your user id

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For CDSL: 16 digits beneficiary ID. For NSDL: 8 Character DP ID followed by 8 Digits Client ID.	Folio Number registered with the Company

And then enter Captcha Code (Image Verification) as displayed and click on Login.

- (iv) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and casted your vote earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given below.

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li><li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li></ul>
(DOB)	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the Number of Shares in the Dividend Bank details field.

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant B L KASHYAP AND SONS LIMITED on which you choose to vote.
- (ix) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xiv) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xvi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to helpdesk.evoting@cdslindia.com.

### 3. General Instructions

- a. The e-voting period commences on 26<sup>th</sup> September, 2017 at 10:00 A.M. and ends on 28<sup>th</sup> September, 2017 at 5:00 P.M. During this period, the shareholders of the Company, holding shares either in physical form or dematerialised form, as on the cut-off date i.e. 22<sup>nd</sup> September, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 PM on 28<sup>th</sup> September, 2017. Members holding shares in physical or in demat form as on cut-off-date i.e. 22<sup>nd</sup> September, 2017 shall only be eligible for e-voting.
- b. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company.
- c. The Board of Directors of the Company has appointed Mr. Rahul Jain, Practicing Company Secretary (C.P. No. 5975), to act as Scrutinizer for conducting the e-voting process in a fair and transparent manner.
- d. Notice of the meeting is also displayed at [www.blkashyap.com](http://www.blkashyap.com)
- e. The result of the voting on the Resolutions at the Meeting will be announced by the Chairman or any other person authorized by him within two days of the AGM, the result of the meeting will be communicated to the Stock Exchanges and will be placed on the website of [www.cdslindia.com](http://www.cdslindia.com) and [www.blkashyap.com](http://www.blkashyap.com).

### Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

#### Item No. 4

The Board of Directors of the Company (“the Board”) at its meeting held on February 10, 2017 has, subject to approval of members, re-appointed Mr. Vinod Kashyap (DIN: 00038854) as a Whole-time Director, designated as Chairman of the Company, for a further period of 5 (five) years from the expiry of his present term, that is, 31<sup>st</sup> March, 2017, on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board and approved by the Board.

It is proposed to seek members’ approval for the re-appointment of and remuneration payable to Mr. Vinod Kashyap, as a Whole-time Director, designated as Chairman of the Company, in terms of the applicable provisions of the Act.

Broad particulars of the terms of re-appointment of and remuneration payable to Mr. Vinod Kashyap are as under:

Terms of Remuneration applicable to Whole Time Director (WTD) ‘Vinod Kashyap’:

Particulars	Details of term of Remuneration
Basic Salary	In the range of 1,25,000 to 1,66,650 per month with authority to the Board of directors ( which expression shall include committee thereof) to revise the basic salary from time to time taking in account the performance of the Company, subject however to a ceiling of annual increments upto maximum of 50% on year to year basis.
Housing	The house rent allowance equal to 50% of the monthly basic salary.
Medical expenses	Reimbursement of medical expenses incurred in India and abroad (including insurance premium for medical and hospitalization policy, if any) on actual basis for self and family, subject to ceiling of one month’s basic salary in a year.
Club fees	Membership of two clubs in India (including admission and member fee).
Entertainment expenses and other business expenses	Entertainment, travelling and all other expenses incurred for the business of the Company shall be reimbursed as per the rules of the Company. Reimbursement of travelling of spouse accompanying the Whole time Director on any official trip as per the rules of the Company.
Car and telephone	Car, telephone at residence and mobile phone for use on Company’s business.
Gratuity	Gratuity payable shall be in accordance with the provisions of the Payment of Gratuity Act.
Other allowances, benefits and perquisites	Any other allowances, benefits and perquisites admissible to the senior officers of the Company, from time to time.

#### Minimum Remuneration

In the event of any loss or inadequacy of profits in any financial year during his tenure, the Company shall pay the remuneration by way of salary, perquisites or any other allowances as specified above in accordance within the limits specified under Schedule V of the Companies Act, 2013 or such other limits as may be prescribed by the Government from time to time in this regards, as minimum remuneration.



# B. L. KASHYAP AND SONS LIMITED

## Annual Report 2016-17

Moreover, as long as Director holds position of Whole Time Director, he will not be paid any fees for attending the meetings of the Board of Directors or any Committee thereof.

The remuneration payable to Mr. Vinod Kashyap, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

Mr. Vinod Kashyap, will attained age of seventy years on November 14, 2021. Mr. Vinod Kashyap, has rich and varied experience in the industry and has been involved in the operations of the Company. It would be in the interest of the Company to continue to avail his considerable expertise and to re-appoint Mr. Vinod Kashyap as a Whole-time Director. Accordingly, approval of the members is being sought for passing a Special Resolution for re-appointment of Mr. Vinod Kashyap, as a Whole-time Director, as set out in Part-I of Schedule V to the Act as also under sub-section (3) of Section 196 of the Act.

Mr. Vinod Kashyap, satisfies all the other conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Vinod Kashyap, under Section 190 of the Act.

Details of Mr. Vinod Kashyap, are provided in "Annexure" to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Mr. Vinod Kashyap, is interested in the resolution set out at Item No. 4 of the Notice.

The relatives including Mr. Vikram Kashyap and Mr. Vineet Kashyap, Directors, may be deemed to be interested in the resolution set out at Item No. 4 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board commends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

### Item No. 5

The Board of Directors of the Company ("the Board") at its meeting held on February 10, 2017 has, subject to approval of members, re-appointed Mr. Vineet Kashyap (DIN: 00038897) as Managing Director, for a further period of 5 (five) years from the expiry of his present term, that is, 31st March, 2017, on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board and approved by the Board.

It is proposed to seek member's approval for the re-appointment of and remuneration payable to Mr. Vineet Kashyap, as Managing Director, of the Company, in terms of the applicable provisions of the Act.

Broad particulars of the terms of re-appointment of and remuneration payable to Mr. Vineet Kashyap are as under:

Terms of Remuneration applicable to Managing Director (MD) 'Vineet Kashyap':

Particulars	Details of term of Remuneration
Basic Salary	In the range of 1,25,000 to 1,66,650 per month with authority to the Board of directors ( which expression shall include committee thereof) to revise the basic salary from time to time taking in account the performance of the Company, subject however to a ceiling of annual increments upto maximum of 50% on year to year basis.
Housing	The house rent allowance equal to 50% of the monthly basic salary.
Medical expenses	Reimbursement of medical expenses incurred in India and abroad (including insurance premium for medical and hospitalization policy, if any) on actual basis for self and family, subject to ceiling of one month's basic salary in a year.
Club fees	Membership of two clubs in India (including admission and member fee).
Entertainment expenses and other business expenses	Entertainment, travelling and all other expenses incurred for the business of the Company shall be reimbursed as per the rules of the Company. Reimbursement of travelling of spouse accompanying the Managing Director on any official trip as per the rules of the Company.
Car and telephone	Car, telephone at residence and mobile phone for use on Company's business.
Gratuity	Gratuity payable shall be in accordance with the provisions of the Payment of Gratuity Act.
Other allowances, benefits and perquisites	Any other allowances, benefits and perquisites admissible to the senior officers of the Company, from time to time.

### Minimum Remuneration

In the event of any loss or inadequacy of profits in any financial year during his tenure, the Company shall pay the remuneration by way of salary, perquisites or any other allowances as specified above in accordance within the limits specified under Schedule V of the Companies Act, 2013 or such other limits as may be prescribed by the Government from time to time in this regards, as minimum remuneration.

Moreover, as long as Director holds position of Managing Director, he will not be paid any fees for attending the meetings of the Board of Directors or any Committee thereof.



The remuneration payable to Mr. Vineet Kashyap, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

Mr. Vineet Kashyap, has rich and varied experience in the industry and has been involved in the operations of the Company. It would be in the interest of the Company to continue to avail his considerable expertise and to re-appoint Mr. Vineet Kashyap, as Managing Director. Accordingly, approval of the members is being sought for passing a Special Resolution for re-appointment of Mr. Vineet Kashyap, as Managing Director, as set out in Part-I of Schedule V to the Act as also under sub-section (3) of Section 196 of the Act.

Mr. Vineet Kashyap, satisfies all the other conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Vineet Kashyap, under Section 190 of the Act.

Details of Mr. Vineet Kashyap, are provided in "Annexure" to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Mr. Vineet Kashyap, is interested in the resolution set out at Item No. 5 of the Notice.

The relatives including Mr. Vikram Kashyap and Mr. Vinod Kashyap, Directors, may be deemed to be interested in the resolution set out at Item No. 5 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

#### Item No. 6:

The Board of Directors of the Company ("the Board") at its meeting held on February 10, 2017 has, subject to approval of members, re-appointed Mr. Vikram Kashyap (DIN: 00038937) as a Whole-time Director designated as Joint Managing Director, for a further period of 5 (five) years from the expiry of his present term, that is, 31st March, 2017, on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board and approved by the Board.

It is proposed to seek member's approval for the re-appointment of and remuneration payable to Mr. Vikram Kashyap, as a Whole-time Director, designated as Joint Managing Director of the Company, in terms of the applicable provisions of the Act.

Broad particulars of the terms of re-appointment of and remuneration payable to Mr. Vikram Kashyap, are as under:

Terms of Remuneration applicable to Whole Time Director (WTD) 'Vikram Kashyap':

Particulars	Details of term of Remuneration
Basic Salary	In the range of 1,25,000 to 1,66,650 per month with authority to the Board of directors ( which expression shall include committee thereof) to revise the basic salary from time to time taking in account the performance of the Company, subject however to a ceiling of annual increments upto maximum of 50% on year to year basis.
Housing	The house rent allowance equal to 50% of the monthly basic salary.
Medical expenses	Reimbursement of medical expenses incurred in India and abroad (including insurance premium for medical and hospitalization policy, if any) on actual basis for self and family, subject to ceiling of one month's basic salary in a year.
Club fees	Membership of two clubs in India (including admission and member fee).
Entertainment expenses and other business expenses	Entertainment, travelling and all other expenses incurred for the business of the Company shall be reimbursed as per the rules of the Company. Reimbursement of travelling of spouse accompanying the Whole time Director on any official trip as per the rules of the Company.
Car and telephone	Car, telephone at residence and mobile phone for use on Company's business.
Gratuity	Gratuity payable shall be in accordance with the provisions of the Payment of Gratuity Act.
Other allowances, benefits and perquisites	Any other allowances, benefits and perquisites admissible to the senior officers of the Company, from time to time.

#### Minimum Remuneration

In the event of any loss or inadequacy of profits in any financial year during his tenure, the Company shall pay the remuneration by way of salary, perquisites or any other allowances as specified above in accordance within the limits specified under Schedule V of the Companies Act, 2013 or such other limits as may be prescribed by the Government from time to time in this regards, as minimum remuneration.

Moreover, as long as Director holds position of Whole Time Director, he will not be paid any fees for attending the meetings of the Board of Directors or any Committee thereof.

The remuneration payable to Mr. Vikram Kashyap, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

Mr. Vikram Kashyap, has rich and varied experience in the industry and has been involved in the operations of the Company. It would be in the interest of the Company to continue to avail his considerable expertise and to re-appoint Mr. Vikram Kashyap, as a Whole-time Director designated as Joint Managing Director. Accordingly, approval of the members is being sought for passing a

## B. L. KASHYAP AND SONS LIMITED

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Special Resolution for re-appointment of Mr. Vikram Kashyap, as a Whole-time Director, as set out in Part-I of Schedule V to the Act as also under sub-section (3) of Section 196 of the Act.

Mr. Vikram Kashyap, satisfies all the other conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Vinod Kashyap, under Section 190 of the Act.

Details of Mr. Vikram Kashyap, are provided in "Annexure" to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Mr. Vikram Kashyap, is interested in the resolution set out at Item No. 6 of the Notice.

The relatives including Mr. Vinod Kashyap and Mr. Vineet Kashyap, Directors, may be deemed to be interested in the resolution set out at Item No. 6 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board commends the Special Resolution set out at Item No. 6 of the Notice for approval by the members.

#### Item No. 7:

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a cost auditor to audit the cost records of the applicable products of the Company.

On the recommendation of the Audit Committee at their meeting, the Board has, considered and approved the appointment of M/s. Sanjay Gupta & Associates, Cost Accountants as the cost auditor for the financial year 2017-18 at a remuneration of ₹ 2 lakhs per annum plus applicable taxes and reimbursement of out of pocket expenses for the said financial year.

The resolution contained in Item no. 7 of the accompanying Notice, accordingly, seek members' approval for ratification of remuneration of Cost Auditors of the Company for the financial year 2017-18.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board commends the Special Resolution set out at Item No. 7 of the Notice for approval by the members.

#### Item No.8

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings between the related parties of the Company. The provisions of Section 188(1) of the Companies Act, 2013 that govern the Related Party Transactions, requires that for entering into any contract or arrangement for certain transactions with the related party, the Company must obtain prior approval of the Board of Directors and in case of the Company having transactions exceeding such sum as may be prescribed in the respective rules shall be entered into with the prior approval of the Company by way of Ordinary Resolution. The Board of Directors of the Company took note that the Company being in existence for last three decades may extend the required support to its associate Companies. In the light of provisions of the Companies Act, 2013, the Board of Directors of your Company has approved the proposed transactions along with annual limit that your Company may enter into with the related parties (as defined under section 2(76) of the Companies Act, 2013).

The particulars of the transaction pursuant to the provisions of Section 188 and the Companies (Meetings of Board and its Powers) Rules, 2014 are as under:

**a. Name of the related party:**

Soul Space Projects Limited

**b. Name of the director or Key Managerial Personnel who is related, if any and nature of relationship:**

Mr. Vineet Kashyap, Managing Director, Mr. Vinod Kashyap and Mr. Vikram Kashyap, Whole Time Directors of the company holds shares in Soul Space Projects Limited as a nominee of B. L. Kashyap and Sons Limited.

**c. Nature of Relationship:**

Subsidiary of B. L. Kashyap and Sons Limited (being holding Company)

**d. The nature, duration of the contract and particulars of the contract or arrangement:**

Transactions	Contract Period	Maximum amount of transactions per annum
Civil Structural and Finishing Work	01.04.2017-31.03.2018	₹ 50 Crores
	01.04.2018-31.03.2019	₹ 70 Crores
	01.04.2019-31.03.2020	₹ 100 Crores

**e. The material terms of the contract or Arrangement including the value, if any:**

As set out and provided in the resolution proposed

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board commends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the members.

#### Item No.9

In terms of the applicable provisions of the Companies Act, 2013, a member may request the company for the copies of any documents entitled thereto. The Company shall furnish the same on the payment of such fees in the manner prescribed by the Articles of Association of the Company. Hence the Board of Directors seeks shareholders' approval for the same.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board commends the Ordinary Resolution set out at Item No. 9 of the Notice for approval by the members.

#### Item No. 10-11

The members of the Company through postal ballot on 26<sup>th</sup> July, 2017 had approved by special resolution for Issuance of 1,00,00,000 equity warrants fully convertible into equity shares and 1,00,00,000 equity shares at an issue price of ₹ 33.73/- per warrant/equity share in accordance with the compliance of SEBI (Issue of capital and disclosure requirements) Regulations 2009.

Further, the Company has applied for in-principle approval to the National Stock Exchange of India Limited and BSE Limited. The Stock Exchanges while scrutinizing the application, pointed out that identity of the natural persons who are ultimately beneficial owners of the warrants/equity shares proposed to be allotted by the Company could not be disclosed inadvertently in the notice of the Postal ballot.

Further the Stock Exchanges also advised to change the 'Relevant date' for determining the price for the equity warrant / equity shares to 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 was 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.

Due to change in the relevant date the issue price of the equity warrants and equity shares has also modified from ₹ 33.73 including premium of ₹ 32.73 (Thirty Two Rupees and Seventy Three Paise) to ₹ 33.33 (Thirty Three Rupees and Thirty Three Paise) including premium of ₹ 32.33 (Thirty Two Rupees and Thirty Three Paise).

Though Company had submitted corrigendum of the same with the Stock Exchanges and published in the news papers on 14<sup>th</sup> July 2017 in Financial Express and on 15<sup>th</sup> July 2017 in Jansatta as well as e-mail was sent to the members whose e-mail id was available with the RTA/Company.

The Company further clarified that the inadvertent mistake for not disclosing the identity of the ultimate beneficiaries, Relevant date and Issue Price was unintentional. Further, the Exchanges while granting the In-principal approval to the Company has suggested and asked for an undertaking from the Company that before going to the final listing of equity shares the Company would disclose identity of the beneficial owners of the warrants/equity shares to the members of the Company.

Therefore, the Board of Directors has decided to get rectification approved by the members.

**Accordingly the following disclosure is being made to the members for their reference.**

#### A. Identity of the ultimately beneficial owners of the warrants/equity shares proposed to be allotted by the Company:

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/ warrants 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

#### Item No.12

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company have appointed Mr. Vivek Talwar, as an Additional Director (Independent) of the Company to hold office for a period of five consecutive years, not liable to retire by rotation, subject to the consent by the Members of the Company at the ensuing Annual General Meeting ("AGM"). As an Additional Director, Mr Vivek Talwar, holds office till the date of the AGM and is eligible for being appointed as an Independent Director.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") together with the requisite amount of deposit from a Member signifying his intention to propose the appointment of Mr. Vivek Talwar, as a Director of the Company. The Company has also received a declaration from Mr. Vivek Talwar, confirming that he meets the criteria of independence as prescribed under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Mr. Vivek Talwar, is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company. In the opinion of the Board, Mr. Vivek Talwar, fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations and he is independent of the management.

## **B. L. KASHYAP AND SONS LIMITED**

### **Annual Report 2016-17**

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Mr. Vivek Talwar is the Managing Director of NITCO LIMITED. He has a rich experience of over 36 years in the tile industry. He was instrumental in setting up a plant at Alibaug to manufacture ceramic floor tiles and also in diversifying the business of the Company by entering into new activities such as dealing in imported marble, vitrified tiles and real estate.

A copy of the draft letter of appointment for Independent Directors, setting out the terms and conditions for appointment is available for inspection by the Members at the registered office of the Company during business hours on any working day and is also available on the website of the Company <http://www.blkashyap.com>.

Mr. Vivek Talwar, is not related to any other Director and Key Managerial Personnel of the Company. None of the Directors, Key Managerial Personnel and their relatives, except Mr. Vivek Talwar, and his relatives, are in any way, concerned or interested in the said resolution. The resolution as set out in item No. 12 of this Notice is accordingly commended for your approval.

#### **Item No.13**

Mr. Naresh Lakshman Singh Kothari was appointed as an Independent Director by the member of the Company at their Meeting held on 29th September 2015.

Mr. Naresh Lakshman Singh Kothari requested the board at their meeting held on 10.02.2017 to change his category from Independent Director to Non Executive Director.

The Board considers it desirable that the Company should continue to avail the services of Mr. Naresh Lakshman Singh Kothari and recommended to ratify the change in category.

In the opinion of the Board of Directors, Mr. Naresh Lakshman Singh Kothari the Non Executive Director fulfils the conditions specified in the Act and the Rules made thereunder.

A copy of the draft letter for the appointment of Naresh Lakshman Singh Kothari as a Non Executive Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during office hours 10.00 a.m. to 12.00 p.m. up to and inclusive of the date of the Annual General Meeting.

The Board recommends the resolution set forth in Item no. 13 for the approval of the members.

No director, key managerial personnel or their relatives, except Mr. Naresh Lakshman Singh Kothari himself, to whom the resolution relates, is interested or concerned in the resolution.

#### **Registered Office**

B.L. Kashyap And Sons Ltd.  
CIN: L74899DL1989PLC036148  
409, 4th Floor, DLF Tower-A  
Jasola, New Delhi – 110025  
Ph :+011 40500300 Fax: 011-40500333  
email : [info@blkashyap.com](mailto:info@blkashyap.com),  
Website: [www.blkashyap.com](http://www.blkashyap.com)  
Place : New Delhi  
Date : 9<sup>th</sup> August, 2017

By order of the Board  
For B. L. Kashyap and Sons Ltd.

**Pushpak Kumar**  
Company Secretary  
M. No.: F-6871



**Annexure to the Notice dated 9<sup>th</sup> August, 2017**
**Details of Directors retiring by rotation / appointment / re-appointment at the ensuing Annual General Meeting**

Particulars	Re-appointment	Re-appointment	Re-appointment	Appointment
Name of the Director	Mr. Vinod Kashyap	Mr. Vineet Kashyap	Mr. Vikram Kashyap	Mr. Vivek Talwar
Date of Birth	14th November, 1951	22 <sup>nd</sup> June, 1956	06 <sup>th</sup> August, 1961	09 <sup>th</sup> October, 1956
Date of first appointment on the Board	8 <sup>th</sup> May, 1989	8 <sup>th</sup> May, 1989	8 <sup>th</sup> May, 1989	9 <sup>th</sup> August, 2017
Brief Resume	<p>Mr. Vinod Kashyap is Promoter director of the Company. He holds a bachelor's degree in arts from Hindu College, University of Delhi. Mr. Kashyap has over 3 decade of experience in Construction Industry.</p> <p>In 1978, Mr. Kashyap joined erstwhile M/s B. L. Kashyap And Sons, a partnership firm, as a partner.</p> <p>Presently, he is handling marketing, administration and finance department.</p>	<p>Mr. Vineet Kashyap is Promoter director of the Company. He holds a bachelor's degree in arts from Hindu College, University of Delhi. Mr. Kashyap has over 3 decade of experience in Construction Industry.</p> <p>In 1978, Mr. Kashyap joined erstwhile M/s B. L. Kashyap And Sons, a partnership firm, as a partner.</p> <p>Presently, he is handling marketing and administration department.</p>	<p>Mr. Vikram Kashyap has about three decade of experience in construction industry.</p> <p>In 1978, Mr. Kashyap joined erstwhile M/s B. L. Kashyap And Sons, a partnership firm, as a partner.</p> <p>Presently, he is handling technical and administration department</p>	<p>Mr. Vivek Talwar is the Managing Director of NITCO LIMITED. He was instrumental in setting up a plant at Alibaug to manufacture ceramic floor tiles and also in diversifying the business of the Company by entering into new activities such as dealing in imported marble, vitrified tiles and real estate</p>
Expertise in specific functional area	He has vast and rich experience in Construction Industry	He has vast and rich experience in Construction Industry	He has vast and rich experience in Construction Industry	He has a rich experience of over 36 years in the tile industry
Listed companies (other than B.L. Kashyap and Sons Ltd.) in which holds directorship	NIL	NIL	NIL	NITCO LIMITED
Listed companies (other than B.L. Kashyap and Sons Ltd.) in which holds membership of Board Committees	NIL	NIL	NIL	Mr. Talwar is Member of Audit Committed and stakeholder relationship committee in Nitco Limited
No. of Share Held in the Company	40684078	48932330	48616750	Nil
Disclosure of relationships between directors inter-se	Brother' of Mr. Vikram Kashyap, Jt. Managing Director and Mr. Vineet Kashyap, Managing Director of the Company.	'Brother' of Mr. Vikram Kashyap, Jt. Managing Director and Mr. Vinod Kashyap, Chairman of the Company.	Brother' of Mr. Vineet Kashyap, Managing Director and Mr. Vinod Kashyap, Chairman of the Company.	NA