



B. L. KASHYAP AND SONS LIMITED

CIN : L74899DL1989PLC036148

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

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Postal Ballot Notice

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Shareholders:

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 ("the Act"), read with the Companies (Management and Administration) Rules, 2014 ("Relevant Rules"), to transact the special businesses mentioned in the resolutions appended below to be passed by way of Postal Ballot/E-Voting.

The proposed Special Business(es), along with explanatory statement pursuant to section 102 of the Companies Act, 2013, a postal ballot form ("**Form**") along with a self-addressed, postage pre-paid envelope are enclosed for your consideration and voting.

The Board of Directors of the Company ("**Board**") have appointed Mr. Rahul Jain, Practicing Company Secretary (FCS No. 5804) as scrutinizor ("**Scrutinizer**") who will be responsible for the fair and transparent conduct of the vote through postal ballot.

Member(s) are requested to carefully read the instructions printed in the Notes of this Notice and Postal Ballot Form and return the Form duly completed in the attached self-addressed, postage prepaid envelope, so as to reach the Scrutinizer on or before the close of Business hours on Wednesday 11th March, 2015.

The company is pleased to offer e-voting facility to its members enabling them to cast their vote electronically, instead of physical Postal Ballot Form. E-voting is optional. Please read the instructions carefully before exercising your vote.

The company has signed an agreement with the Central Depository Services Limited (CDSL) for facilitating e-voting to enable the shareholders to cast their votes electronically pursuant to Clause 35B of the Listing Agreement and Section 108 of the Act read with relevant rules.

The Scrutinizer will submit his report to the Company after completion of the scrutiny of the Postal Ballot Forms and after verifying the voting as per data received from the e-voting portal. The result of the Postal Ballot shall be announced in accordance with the provisions of Section 110 of the Act, read with relevant rules, at 4.30 P.M. at the registered office of the Company situated at "409, 4th Floor, DLF Tower-A, Jasola, New Delhi-110025" on Friday, 13th March, 2015 by the Chairman or in his absence by any other person authorized by the Chairman.

The result of the postal ballot will be intimated to the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE). Subsequently, the result of the postal ballot shall also be published in at least one English Newspaper and one vernacular language newspaper circulating in Delhi. The result of the postal ballot will also be displayed at website of the Company www.blkashyap.com. The resolutions, if approved, will be taken as passed effectively on the date of declaration of results i.e., Friday, 13th March, 2015.

SPECIAL BUSINESS:

Item No. 1 To approve the Loan, Investment, Security and Corporate Guarantee limit of the company u/s 186 of the Companies Act, 2013 in body corporate naming Soul Space Projects Limited

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

"RESOLVED THAT pursuant to Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, as amended from time to time, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to make the Investment in the securities of Soul Space Projects Limited and/or to make of loans and advances to Soul Space Projects Limited and/or give guarantee or provide any security in connection with loan made by any other person to or to any other person by Soul Space Projects Limited notwithstanding the fact that the proposed investment(s) and/or loan(s) and advance(s), guarantee(ies) and security(ies) together with investment(s) and/or loan(s) and advance(s), guarantee(ies) and security(ies) already made/given/provided by the company shall be within the limit not exceeding Rs. 800 Crore (Rupees Eight Hundred Crores only).

RESOLVED FURTHER THAT the Board be and is hereby authorized to negotiate and finalise the terms and conditions of the said investments, loans, guarantees and provision of security on behalf of the Company as it deem fit in the interest of the Company, to take all such actions and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required to be signed, on behalf of the Company, in connection with such investments, loans, guarantees and provision of security and generally to do all such acts, deeds and things that may be

necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution.”

Item No. 2 To approve the Loan, Investment, Security and Corporate Guarantee limit of company under Section 186 of the Companies Act, 2013 in body corporates other than Soul Space Projects Limited

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

“**RESOLVED THAT** pursuant to Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, as amended from time to time, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to make the Investment in the securities of any other body corporate other than Soul Space Projects Limited and/or to make of loans and advances to other bodies corporate other than Soul Space Projects Limited and/or give guarantee or provide any security in connection with loan made by any other person to or to any other person by other body corporates other than Soul Space Projects Limited notwithstanding the fact that the proposed investment(s) and/or loan(s) and advance(s), guarantee(ies) and security(ies) together with investment(s) and/or loan(s) and advance(s), guarantee(ies) and security(ies) already made/given/provided by the company shall be within the limit not exceeding Rs. 200 Crore (Rupees Two Hundred Crores only).

RESOLVED FURTHER THAT the Board be and is hereby authorized to negotiate and finalise the terms and conditions of the said investments, loans, guarantees and provision of security on behalf of the Company as it deem fit in the interest of the Company, to take all such actions and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required to be signed, on behalf of the Company, in connection with such investments, loans, guarantees and provision of security and generally to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution.”

Item No. 3 To approve the limits U/S 180 (1) (a) of the Companies Act, 2013

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

“**RESOLVED THAT** pursuant to section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded for selling, leasing, mortgaging and/or charging or otherwise disposing of movable and/or immovable properties of the company, both present and future, including the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings by the Board and/or duly authorised committee thereof (hereinafter referred as 'Board') in favour of the lender(s), agent(s), trustee(s) for securing the borrowings of the company or any other entity availed/to be availed by way of loan(s) in foreign currency and/or rupee currency and securities comprising fully/partly convertible debentures and/or non-convertible debentures with or without detachable or non-detachable warrants and/or secured premium notes and / or floating rates notes/bonds or other debt instrument, issued/to be issued by the company or any other entity from time to time, subject to the limits approved under section 180(1)(c) of the Companies Act, 2013 together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on pre-payment, remuneration of agent(s), trustees, premium, (if any), on redemption all other costs, charges and expenses including any increase as a result of devaluation/revaluation/in the rates of exchange and all other monies payable by the company in terms of loan agreement(s), heads of agreement(s) debenture trust deed or any other document entered into/to be entered into between the company and the lender(s)/agent(s)/trustees, in respect of the said loans / borrowings / debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of directors or committee thereof and the lender(s) agent(s)/trustees;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board of Directors or Committee or persons authorized by the Board be and are hereby authorized to finalize and execute any and all agreements and documents, necessary for creating mortgage and / or charges as aforesaid and to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, proper or desirable and to resolve any question, difficulty or doubt relating thereto, or otherwise considered to be in the best interest of the Company.”

Item No. 4 To approve the Corporate Debt Restructuring Scheme in relation to restructuring of the Company's debts

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

“**RESOLVED THAT** subject to applicable provisions of the Companies Act, 2013, and all other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force), Listing Agreements entered into with stock exchanges on which the shares of the Company are listed, the applicable rules, notifications, guidelines issued by the Government of India, the Reserve Bank of India (“**RBI**”) and any other regulatory authority (including but not limited to Securities and Exchange Board of India (“**SEBI**”)), and subject to approvals, permissions, sanctions and consents as may

be necessary from any regulatory and other appropriate authorities (including but not limited to SEBI, the Corporate Debt Restructuring Empowered Group (the “**CDREG**”), RBI, Government of India, etc.), which may be agreed to by the Board of Directors (hereinafter referred to as the “**Board**”, which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the Company hereby authorises, confirms, approves and ratifies the corporate debt restructuring scheme (**CDR Package**) as approved by CDR EG vide the provisional letter of approval dated **31st December, 2014** (“**CDR PLOA**”) bearing reference number BY.CDR(JGK)/No.675/2014-15 issued by Corporate Debt Restructuring Cell (**CDR Cell**) to the lenders whose loans are being restructured under the CDR Package (**CDR Lenders**), and the members further approve and ratify the Master Restructuring Agreement dated 31st December, 2014 (“**MRA**”) and other documents executed between the Company and the CDR Lenders;

RESOLVED FURTHER THAT the Board and / or any person authorised by the Board in respect thereof from time to time, be and is hereby authorized on behalf of the Company to:

- (i) discuss, negotiate, amend, if required, the terms of the CDR PLOA in the manner as may be approved by and between the Company and the CDR Lenders,
- (ii) negotiate, finalize and execute all documents required to be executed pursuant to CDR PLOA and the MRA between the Company and the CDR Lenders
- (iii) amend the MRA and other documents if required in future,
- (iv) implement the CDR PLOA and the MRA, on the basis of the terms set out in the CDR PLOA and the MRA, as may be agreed between the respective parties, and;
- (v) execute the necessary documents for the same including, inter-alia, issuance of equity shares or any other securities to persons in terms of the CDR PLOA and the MRA.”

Item No. 5 To approve the conversion of the loan into equity share capital of the company

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

“**RESOLVED THAT** pursuant to the provisions of Section 62 (3) and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactments thereof), the regulations/guidelines, if any, issued/prescribed by the Government of India, Securities Exchange Board of India (SEBI) and Reserve Bank of India (RBI), and in accordance with the relevant provisions of Memorandum and Articles of Association of the Company, the listing agreements entered into by the Company with the respective stock exchanges where the equity shares of the Company are listed, and all other concerned and relevant authorities from time to time, to the extent applicable and subject to such approvals of relevant statutory authorities as may be required, the consent, authority and approval of the Company be and is hereby accorded for the allotment of such number of equity shares of the face value of Re. 1 each (Rupee One Only) to the Corporate Debt Restructuring Lenders and the Corporate Lenders (collectively referred to as the “**CDR Lenders**”) upon the exercise of the right of the CDR Lenders / Monitoring Institution to convert certain outstanding credit facilities granted by the CDR Lenders which shall not exceed the amounts outstanding in accordance with the MRA as on the date of conversion, in accordance with the terms of the Scheme of Corporate Debt Restructuring approved by the Corporate Debt Restructuring Empowered Group (CDR-EG), at its meeting held on 30th December, 2014, and communicated to the Company by the Corporate Debt Restructuring Cell vide Provisional Letter of Approval dated 31st December, 2014 bearing reference number BY.CDR(JGK)/No.675/2014-15 (collectively referred to as the “**CDR PLOA**”) at price as per the Security Exchange Board of India (“**SEBI**”) rules and regulations and the applicable provisions of the Companies Act, 2013 as amended from time to time and the Master Restructuring Agreement dated 31st December 2014, as amended from time to time, entered inter-alia between the Company and the CDR Lenders, on the exercise by the CDR Lenders of the Option to convert the whole or part of their loans;

The conversion by the CDR Lenders shall be in accordance with the following conditions:

- (i) On receipt of the Notice of Conversion, the Company shall allot and issue the requisite number of fully paid-up equity shares to the CDR lenders and such CDR Lenders shall accept the same in satisfaction of the loans of the CDR Lenders so converted, as envisaged under the CDR PLOA;
- (ii) The part of the said loans so converted shall cease to carry interest as from the date of conversion and the said loans shall stand correspondingly reduced. Upon such conversion, the repayment installments payable after the date of conversion as per the CDR PLOA shall stand reduced proportionately by the amounts of the said loan so converted;
- (iii) The equity shares so allotted and issued to the CDR Lender(s) shall rank pari passu with the existing Equity Shares of the Company in all respects, inter-alia, the dividends and other distributions declared or to be declared in respect of the equity capital of the Company;
- (iv) In the event that the CDR Lenders or any of the CDR Lender exercise the conversion right as aforesaid, the Company shall, at its cost, apply to the stock exchanges where the shares of the company are listed for the listing of the equity shares issued to the CDR lenders as a result of the conversion and get the same listed immediately; and
- (v) In the event, the CDR Lenders or any of the CDR Lender exercise its right to sell such shares issued in terms of the conversion their loan into equity share of the company, the CDR Lenders shall offer the right of first refusal (ROFR), to buy

such shares, to the Promoter.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution(s), the Board of Directors be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including to seek listing, apply for in principle listing approval of the equity shares to be issued and allotted and to modify, accept and give effect to any modifications in 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, RBI, etc.) and such other approvals (including approvals of the existing lenders of the Company) 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, offer and allotment of the equity shares and to execute all such deeds, documents, writings, agreements, applications 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 Members or otherwise with the intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to settle all questions, difficulties or doubts that may arise in regard of the issue, offer or allotment of the equity shares and the utilisation of the issue proceeds as per the terms with the CDR Lenders and to give such directions and/or instructions as it may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions, to vary the size of the issue, appoint banks and other intermediaries or agencies concerned or as the Board may *suomoto* decide in its absolute discretion in the best interests of the Company without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution and to do all such acts, deeds, matters to do things whatsoever, including settle any question, doubt or difficulty that may arise with regard to or in relation to raising of resources as authorised herein, and that all or any of the powers conferred on the Board vide this resolution may be exercised by the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the power shere in conferred, to any Committee of Directors or any one or more Directors/ KMP/ Officers of the Company.

RESOLVED FURTHER THAT Director(s) of the Company and/or any person authorized by the board be and are hereby severally authorized to sign, execute, exchange necessary application, documents, papers etc and to do any other acts, things and deeds as may be required for the said purpose.”

Item No. 6 To approve the transaction/agreement entered / to be entered between the Company and BLK Lifestyle Limited, wholly owned subsidiary of the company for the purchase/installation of Wooden Doors/Door Frames/Skin Doors/Beams/UPVC Doors and Windows from BLK Lifestyle Limited

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 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), and subject to such approval(s), consent(s), permission(s) and sanction(s) as may be necessary, the Consent of the Company be and is hereby accorded to enter into transaction / contract / agreement, with BLK Lifestyle Limited, wholly owned subsidiary of the company, on following term(s) & condition(s):

Contractee Party	Nature of Transactions	Contract Period	Contract value proposed
BLK Lifestyle Limited	1. purchase/installation of Wooden Doors / Door frames / Skin Doors / Beams /UPVC Doors and Windows	01.04.2014-31.03.2015	Rs. 35 Crores
	2. purchase/installation of Wooden Doors / Door frames / Skin Doors / Beams /UPVC Doors and Windows	01.04.2015-31.03.2016	Rs. 55 Crores
	3. purchase/installation of Wooden Doors / Door frames / Skin Doors / Beams /UPVC Doors and Windows	01.04.2016-31.03.2017	Rs. 80 Crores

RESOLVED FURTHER THAT Board of Directors or any other person duly authorized by the board of directors be and are hereby severally authorized, to sign, execute, on behalf of the company, the aforesaid agreement and also authorized to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution.”

Item No. 7 To approve the transaction/agreement entered / to be entered between the Company and Soul Space Projects Limited, subsidiary of the company for the Civil Structural and Finishing Work for Soul Space Projects Limited.

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 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), and subject to such approval(s), consent(s), permission(s) and sanction(s) as may be necessary, the Consent of the Company be and is hereby accorded to enter into transaction/contract/agreement, with Soul Space Projects Limited, subsidiary of the company, for the Civil Structural and Finishing Work on the following term(s) & condition(s):

Contractee Party	Nature of Transactions	Contract Period	Contract value proposed
Soul Space Projects Limited	Civil Structural and Finishing Work	01.04.2014-31.03.2015	Rs. 50 Crores
	Civil Structural and Finishing Work	01.04.2016-31.03.2017	Rs. 100 Crores
	Civil Structural and Finishing Work	01.04.2016-31.03.2017	Rs. 100 Crores

RESOLVED FURTHER THAT Board of Directors or any other person duly authorized by the board of directors be and are hereby severally authorized, to sign, execute, on behalf of the company, the aforesaid agreement and also authorized to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution.”

Item No. 8 To approve and adopt new set of Articles of Association.

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

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, a new set of Articles of Association be and is hereby approved and adopted as the Articles of Association of the Company in total exclusion, substitution and superseding of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT Mr. Vinod Kashyap, Mr. Vineet Kashyap and Mr. Vikram Kashyap, Directors of the Company be and are hereby severally authorized to execute, sign and submit the documents/agreements on the behalf of the Company as may be required by such Authority/Bankers from time to time with respect to the above said matter, and to do all such acts, deeds as things as may be incidental or ancillary to give effect to the above said resolution.”

Item No. 9 To ratify the remuneration payable to Sanjay Gupta & Associates (Cost Accountants), appointed as Cost Auditors by the Board.

To consider and if thought fit, to pass, with or without modification(s), Ordinary Resolution for ratification of remuneration payable to Sanjay Gupta & Associates as Cost Auditors of the Company for FY 2014-15

RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, Sanjay Gupta & Associates, Cost Accountants appointed as Cost Auditors by the Board of Directors of the Company, to audit the cost records of the Company for the financial year 2014-15, be paid a remuneration of two lacs per annum plus applicable taxes and out of pocket expenses that may be incurred.

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

Place :New Delhi
Date : 4th February, 2015

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

Sd/-
Pushpak Kumar
Company Secretary

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 in respect of proposed special business(es) along with the Postal Ballot form setting out material facts are appended herein below.
2. Only a member who is entitled to vote is entitled to exercise his/her vote through postal ballot. The Notice is being sent to all the Members, whose names would appear in the Register of Members/ list of Beneficial Owners, received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited as on Friday, 30th January, 2015.

3. The voting rights of Members shall be in proportion to their shares of the Paid up Equity Share Capital of the Company.
4. In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement entered into with the Stock Exchanges, the Company is offering e-voting facility to all the Members of the Company. The Company has entered into an agreement with CSDL for facilitating e-voting to enable the members to cast their votes electronically.
5. As per Section 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the Members through electronic means. Members who have registered their e-mail IDs with depositories or with the Company are being sent this Notice of Postal Ballot by e-mail and the Members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with physical Form through speed/registered post/ courier.
6. Members can opt for only one mode of voting i.e. either by ballot or through e-voting. In case you are option for voting by Ballot, then please do not cast your vote by e-voting and vice versa. In case Members cast their votes both by Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through ballot shall be considered invalid.
7. Members who have not registered their e-mail ID are requested to register the same with the Company's Registrars and Transfer Agents / Depositories in order to receive the Company's Annual Report and other communications electronically.

THE INSTRUCTIONS FOR SHAREHOLDERS VOTING PHYSICALLY/ELECTRONICALLY ARE AS UNDER:

Voting in Physical form:

1. A member/ beneficial owner desiring to exercise vote by postal ballot may complete enclosed Postal Ballot Form and send it to in the attached self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if sent by courier at the expenses of the registered member/ beneficial owner will also be accepted.
2. The self-addressed envelope bears the address of the scrutinizer appointed by the Board of Directors of the company.
3. This form should be completed and signed by the member/ beneficial owner. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the company) by the first named member/beneficial owner and in his absence, by the next named member/ beneficial owner. There will be one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint holders.
4. Please note that Postal Ballot shall not be signed by the proxy.
5. Assent or dissent to the proposed resolution may be recorded by placing a tick mark (✓) in the appropriate column. The assent or dissent received in any other Form shall not be considered valid.
6. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 30th January, 2015.
7. Incomplete, unsigned or incorrectly ticked Postal Ballot Form will be rejected.
8. Duly completed Postal Ballot Form should reach the Company or the scrutinizer not later than the close of working hours on 11th March, 2015. All Postal Ballot Forms received after this date will be strictly treated as if the reply from the member/beneficial owner has not been received.
9. In case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority, authorizing the signatory to execute and sign the Postal Ballot Form. Further, where the form has been signed by a representative of the President of India or Governor of State, certified copy of the nomination should accompany the Postal Ballot Form.
10. Members/ beneficial owners are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed envelope as the envelope will be sent to the Scrutinizer and any extraneous paper found in the envelope would be destroyed by the Scrutinizer. Members/ beneficial owners are also requested not to write anything on the Postal Ballot Form except giving their ascent or dissent and affixing their signatures.
11. A member may request for duplicate postal ballot form, if so required. However, the duly filled in and signed duplicate postal ballot form should reach the Scrutinizer not later than the date specified in point no (8) above.
12. Postal Ballot form received by fax will be rejected as if reply from the shareholder has not been received unless the original postal ballot form is received within prescribed time period.
13. The Scrutinizer's decision on the validity of a Postal Ballot will be final.
14. There will be one Postal Ballot for every Folio/Client ID.
15. Members are requested to fill in the postal ballot form in indelible ink and not in any erasable writing mode.

Electronic Voting

The company also offered e-voting facility to its members enabling them to cast their vote electronically. The company has signed an agreement with the **Central Depository Services (India) Limited** (CDSL) for facilitating e-voting to enable the shareholders to cast their votes electronically pursuant to Clause 35B of the Listing Agreement.

The instructions for shareholders for e-voting are as under:

- i. The voting period begins at 10.00 A.M. 10th February, 2015 and ends on 11th March, 2015 6.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 30th January, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on to the e-voting website www.evotingindia.com.
- iii. Click on Shareholders Tab.
- iv. Now, select the “**Company Name**” from the drop down menu and click on “**Submit**”.
- v. Now Enter your User ID.
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi. Enter the Image Verification as displayed and Click on Login.
- vii. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- viii. 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"> • 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. • 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.
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. <ul style="list-style-type: none"> • 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 Members ID / Folio No. in the Dividend Bank details field.

After entering these details appropriately, click on “SUBMIT” tab.

- ix. 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.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for the relevant “B. L. KASHYAP AND SONS LIMITED” on which you choose to vote.
- xii. 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.
- xiii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details
- xiv. 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.

- xv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvii. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. Note for Non-Individual Shareholders & Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates and Custodians respectively
 - 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 account should be mailed to helpdesk.evoting@cdslindia.com and on approval of accounts they would be able to cast their votes.
 - 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.
- xix. 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 under help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 1 and 2

The Company, on time to time basis, makes investment(s), in one or more tranches, and/or gives loans to other companies including its subsidiary(ies) as and when deem appropriate. The Company also provides corporate guarantees on behalf of the said companies to the banks / financial institutions for the financial assistance provided by them. In terms of the provisions of the Section 372A of the Companies Act, 1956, the Shareholders of the company had earlier accorded their consent to the Board of Directors for making a loan(s), or providing guarantee or making an investment by the Company from time to time into various subsidiaries&any other Body Corporate(s) (other than companies for which specific investment limit have been fixed and approved by the shareholders). Now as per the provisions of Section 186 of the Companies Act, 2013, No company shall directly or indirectly (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more. Where such giving of any loan or guarantee or providing any security or the acquisition exceeds the limits specified, under Section 186 of the Companies Act, 2013 prior approval by means of a special resolution passed at a general meeting is necessary.

In terms of the provisions Section 186 of the Companies Act, 2013 read with read with Companies (Meeting of Board and its Powers) Rules, 2014 the Director(s) of your company recommend the resolution(s) as set out under Item Nos. 1 and 2 in this Notice for your approval by way of special resolution. Directors, Key Managerial Personnel and their relatives who are members of the Company, may be deemed to be concerned or interested in the Item No. 1 and 2 of the accompanying notice to the extent of their respective shareholding in the Company to the same extent as that of every other member of the Company. In addition Mr. Vineet Kashyap, Managing Director of the company holds shares in Soul Space Projects Limited as a nominee of B. L. Kashyap And Sons Limited. Further, Mr. Vinod Kashyap and Mr. Vikram Kashyap, Whole Time Directors of the Company also holds shares in Soul Space Projects Limited as a nominee of B. L. Kashyap And Sons Limited.

Your approval is sought by voting through Postal Ballot or through e-voting as the case may be, pursuant to the provision of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 for passing the Resolution under Item No. 1 and 2 asset in this Notice.

Item No. 3

The Company is required to take shareholder approval for creation of mortgage, charge, hypothecation, lien and other encumbrances, if any, on the assets of the Company, both present and future, for securing the sum or sums of moneys aggregating to Rs. 1000 crores (Rupees One Thousand Crores only). With the enactment of Companies Act, 2013 and rules framed thereunder and as per provisions of the Sections 180(1)(a) of the Companies Act, 2013 (corresponding to Section 293(1)(a) of the Companies Act, 1956) with respect to creation of mortgage, charge, hypothecation, lien and other encumbrances, if any, or disposal of assets of the Company in any manner by the Company, approval of the shareholders need to be obtained by way of Special Resolution.

Accordingly, the approval of the members by way of Special Resolutions is sought under Section 180(1)(a) of the Companies Act, 2013 to enable the Board of Directors to secure the sum or sums of moneys borrowed to the extent of Rs.1000 crores (Rupees one Thousand Crores only).

Your Directors recommend the resolutions as set out under Item Nos. 3 in this Notice for your approval by way of special resolution. Directors, Key Managerial Personnel and their relatives who are members of the Company, may be deemed to be concerned or interested in the Item No. 3 of the accompanying notice to the extent of their respective shareholding in the Company to the same extent as that of every other member of the Company.

Your approval is sought by voting through Postal Ballot or through e-voting as the case may be, pursuant to the provision of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 for passing the Resolution(s) under Item No. 3 as set in this Notice.

Item No. 4

The operations of the Company came under strain due to various external factors pertaining to the economy and industry, including adverse market conditions and liquidity constraints. As a result, the ability of the Company to meet its repayment obligations / liabilities under the various facilities availed by it were adversely affected and therefore a reference was made to corporate debt restructuring ("CDR") cell.

The Special Resolution as provided in Item No. 4 proposed to be passed by the members of B. L. Kashyap And Sons Limited ("the Company") by postal ballot or through e-voting, is an authorization by the members of the Company, in terms of the applicable provision of Securities and Exchange Board of India to the scheme of corporate debt restructuring as set out in Provisional Letter of Approval dated BY.CDR(JGK)/No.675/2014-15 ("CDR PLOA") issued by the Corporate Debt Restructuring Cell (CDR Cell) to the lenders whose loans are being restructured under the CDR Package (CDR Lenders) and the Master Restructuring Agreement, including amendment thereof, between the Company and the CDR Lenders (the "MRA").

Your Directors recommend the resolutions as set out under Item No. 4 in this Notice for your approval by way of special resolution. Directors, Key Managerial Personnel and their relatives who are members of the Company, may be deemed to be concerned or interested in the Item No. 4 of the accompanying notice to the extent of their respective shareholding in the Company to the same extent as that of every other member of the Company.

A copy of relevant documents are available for inspection by the members at the registered office of the Company on any working day excluding public holidays and sundays between 11:00 A.M. to 01:00 P.M.

Your approval is sought by voting through Postal Ballot or through e-voting as the case may be, pursuant to the provision of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 for passing the Resolution under Item No. 4 as set in this Notice.

Item No. 5

As per the Provisional Letter of Approval dated 31st December, 2014 bearing reference number BY.CDR(JGK)/No.675/2014-15 and (referred to as the "CDRPLOA") and Master Restructuring Agreement dated 31st December, 2014, as amended from time to time, entered inter-alia between the Company and the CDR Lenders, the CDR Lenders shall have a right to convert entire/part of defaulted interest and entire/part of defaulted principal of their Loans into Equity Shares as per SEBI guidelines & stated provisions/terms of Provisional LOA, in the event of default.

In terms of provisions of the Letter of Approval, in the event of default in payment of the principal or interest thereon under the Scheme of Corporate Debt Restructuring approved by the Corporate Debt Restructuring Empowered Group (CDR EG) vide provisional Letter of Approval, the Company shall require to make an allotment of such number of Equity Shares of the face value of Re. 1 (Rupee One only) each to the CDR Lenders, which shall not exceed the amount of principal and interest outstanding as on the date of default, at a price as per the SEBI Rules and Regulations/Companies Act, 2013, Master Restructuring Agreement and subject to and in accordance with the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009, as amended from time to time.

The conversion by the CDR Lenders shall be in accordance with the following conditions:

(i) On receipt of the Notice of Conversion, the Company shall allot and issue the requisite number of fully paid-up equity shares to the CDR lenders and such CDR Lenders shall accept the same in satisfaction of the loans of the CDR Lenders so converted, as envisaged under the CDR PLOA;

(ii) The part of the said loans so converted shall cease to carry interest as from the date of conversion and the said loans shall stand correspondingly reduced. Upon such conversion, the repayment installments payable after the date of conversion as per the CDR PLOA shall stand reduced proportionately by the amounts of the said loan so converted;

(iii) The equity shares so allotted and issued to the CDR Lender(s) shall rank pari passu with the existing Equity Shares of the Company in all respects, inter-alia, the dividends and other distributions declared or to be declared in respect of the equity capital of the Company;

(iv) In the event that the CDR Lenders or any of the CDR Lender exercise the conversion right as aforesaid, the Company shall, at its cost, apply to the stock exchanges where the shares of the company are listed for the listing of the equity shares issued to the CDR Lenders as a result of the conversion and get the same listed immediately; and

(v) In the event, the CDR Lenders or any of the CDR Lender exercise its right to sell such shares issued in terms of the conversion their loan into equity share of the Company, the CDR Lenders shall offer the right of first refusal (ROFR), to buy such shares, to the Promoter.

In accordance with the provisions of the Companies Act, 2013, the company shall require to obtain the approval of shareholders by special resolution, for the conversion of the loan (including interest thereon) into equity shares of the company. In pursuance of the same, your Directors recommend the resolution at Item No. 5 of the Notice as Special Resolution.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the above resolution except to the extent of their respective shareholding in the Company to the same extent as that of every other member of the Company.

A copy of relevant documents are available for inspection by the members at the registered office of the Company on any working day excluding public holidays and sundays between 11:00 A.M. to 01:00 P.M.

Your approval is sought by voting through Postal Ballot or through e-voting as the case may be, pursuant to the provision of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 for passing the Resolution(s) under Item No. 5 as set in this Notice.

Item No. 6

With the enactment of Companies Act, 2013 and rules framed thereunder and as per provisions of the Sections 188 of the Companies Act, 2013, approval of the shareholders is required to be obtained by way of Special Resolution for certain related party transactions prescribed therein.

In the light of the provisions of Section 188 of the Companies Act, 2013 read with Companies (Meeting of Board & its Powers) Rules, 2014, B. L. Kashyap and Sons Limited being a company having paid up share capital of more than 10 Crores is required to get the Special resolution passed in a general meeting thus the Board of Directors have approved the following transactions as set out in item 6 for the approval of the shareholders by special resolutions.

Detailed information as required to be disclosed in terms of Section 188 of the Companies Act, 2013 read with Rule 15 of Companies (Meeting of Board & its Powers) Rules, 2014 are given below:

Sl. No	Information required to be Disclosed	
a.	The name of the related party; name of the director or Key Managerial Personnel who are related, if any and nature of relationship	<p>Name of the related party: BLK Lifestyle Limited</p> <p>Name of the director or Key Managerial Personnel who are related: Mr. Vineet Kashyap, Managing Director of the company holds shares in BLK Lifestyle Limited as a nominee of B. L. Kashyap And Sons Limited. Further, Mr. Vinod Kashyap and Mr. Vikram Kashyap, Whole Time Directors of the company also holds shares in BLK Lifestyle Limited as a nominee of B. L. Kashyap And Sons Limited.</p> <p>Nature of relationship Wholly Owned Subsidiary of B. L. Kashyap And Limited (being holding Company).</p>
b.	The nature, duration of the contract and particulars of the contract or arrangement	As set out and provided in the resolution proposed.
c.	The material terms of the contract or Arrangement including the value, if any	As set out and provided in the resolution proposed.

Your approval is sought by voting through Postal Ballot or through e-voting as the case may be, pursuant to the provision of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 for passing the Resolution(s) under Item No. 6 as set in this Notice.

Item No. 7

With the enactment of Companies Act, 2013 and rules framed thereunder and as per provisions of the Sections 188 of the Companies Act, 2013, approval of the shareholders is required to be obtained by way of Special Resolution for certain related party transactions prescribed therein.

In the light of the provisions of Section 188 of the Companies Act, 2013 read with Companies (Meeting of Board & its Powers) Rules, 2014, the Board of Directors have approved the following transactions set out in item 7 for the approval of the shareholders by special resolutions.

Detailed information as required to be disclosed in terms of Section 188 of the Companies Act, 2013 read with Rule 15 of Companies (Meeting of Board & its Powers) Rules, 2014 are given below:

Sl. No	Information required to be Disclosed	
a.	The name of the related party; name of the director or Key Managerial Personnel who are related, if any and nature of relationship	Name of the related party:- Soul Space Projects Limited Name of the director or Key Managerial Personnel who are related: Mr. Vineet Kashyap, Managing Director of the company holds shares in Soul Space Projects Limited as a nominee of B. L. Kashyap And Sons Limited. Further, Mr. Vinod Kashyap and Mr. Vikram Kashyap, Whole Time Directors of the company also holds shares in Soul Space Projects Limited as a nominee of B. L. Kashyap And Sons Limited. Nature of Relationship: Subsidiary of B. L. Kashyap And Limited (being holding Company)
b.	The nature, duration of the contract and particulars	As set out and provided in the resolution proposed.
c.	The material terms of the contract or Arrangement including the value, if any	As set out and provided in the resolution proposed.

Your approval is sought by voting through Postal Ballot or through e-voting as the case may be, pursuant to the provision of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 for passing the Resolution(s) under Item No. 7 as set in this Notice.

Item No. 8

The existing Articles of Association ("AoA") are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Act.

With the coming into force of the Companies Act, 2013, several regulations of the existing AoA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles.

The new AoA to be substituted in place of the existing AoA are based on Table 'F' of the Act which sets out the model Articles of Association for a Company limited by shares. Shareholder's attention is invited to certain salient provisions in the new draft of AoA of the Company viz;

1. Provisions relating to the appointment of independent and women directors have been added.
2. Provisions relating to the appointment of Key Managerial Personnel have been added.
3. Provisions relating to giving of special notice by shareholders for moving any resolution at a shareholders meeting have been amended in accordance with the Act.
4. Provisions relating to disclosures to be made by directors at meetings of the board and vacation of office by directors have been amended in accordance with the Act.
5. Provisions relating to use of the electronic medium to communicate with the shareholders and directors have been added.

6. Various existing articles have been aligned with the Act.

7. The statutory provisions of the Act which permit a company to do some acts "if so authorized by its articles" or provisions which require a company to do acts in a prescribed manner "unless the articles otherwise provide" have been specifically included.

The proposed new draft of AoA is available for inspection by the members at the Registered Office of the Company on any working day excluding public holidays and Sundays, between 11.00A.M. to 1.00P.M.

None of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financial or otherwise, in the Special Resolution set out at item no. 8 of the Notice.

The Board of Directors recommends the Special Resolution for your approval.

Your approval is sought by voting through Postal Ballot or through e-voting as the case may be, pursuant to the provision of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 for passing the Resolution(s) under Item No. 8 as set in this Notice.

ITEM 9

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 its meeting held on September 11, 2014, the Board has, considered and approved the appointment of Messrs. Sanjay Gupta & Associates, Cost Accountants as the cost auditor for the financial year 2014-15 at a remuneration of two lacs per annum plus applicable taxes and reimbursement of out of pocket expenses.

The Board recommends this resolution for approval of the Members

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

Your approval is sought by voting through Postal Ballot or through e-voting as the case may be, pursuant to the provision of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 for passing the Resolution(s) under Item No. 9 as set in this Notice.

Place : New Delhi
Date : 4th February, 2015

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

Sd/-
Pushpak Kumar
Company Secretary