

B. L. KASHYAP AND SONS LIMITED

Annual Report 2017-18

NOTICE

Notice is hereby given that the 29th Annual General Meeting of B. L. Kashyap and Sons Limited will be held on Friday the 28th day of September, 2018 at 10.00 a.m., at YWCA of Delhi 1, Ashoka Road, New Delhi 110001, to transact the following businesses:

ORDINARY BUSINESS

- To Consider and Adopt:** (a) the audited financial statements of the Company for the financial year ended 31st March, 2018 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 31st March, 2018 together with the Reports of Auditors thereon and in this regard, pass the following resolutions as an Ordinary Resolutions:
 - "RESOLVED THAT** the audited financial statement of the company for the financial year ended 31st March, 2018 and the reports of the Board of Directors and Auditors thereon laid before this Meeting, be and are hereby considered and adopted."
 - "RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended 31st March, 2018 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted."
- To appoint Mr. Vinod Kashyap, (DIN: 00038854) 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. Vinod Kashyap, (DIN: 00038854) who retires by rotation at this meeting be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS

- To appoint Mr. Settihalli Basavaraj, (DIN: 00321985), as an Independent Director and in this regard, pass the following resolution as an 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, The appointment of Mr. Settihalli Basavaraj, (DIN: 00321985), who was appointed as an Additional Director (Independent) of the Company By the Board with effect from 30th September, 2017 under Section 161 of the Act, be and is hereby approved as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 30th September, 2017."
- To ratify the remuneration of Cost Auditors of the Company for the financial year ending 31st March, 2019 and in this regard, pass 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 recommend 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 31st March, 2019 be and is hereby ratified."

Registered Office:

409, 4th Floor, DLF Tower-A,
Jasola, New Delhi – 110025
Corporate Identity Number (CIN): L74899DL1989PLC036148
Ph:+011 40500300 Fax:011-40500333
email:info@blkashyap.com, Website: www.blkashyap.com

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

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

Place : New Delhi

Date : 13th August, 2018

NOTES:

- 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 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, 21st September, 2018 to Friday, 28th September, 2018 (both days inclusive)
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. 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.
10. Electronic copy of the Annual Report for FY 2017-18 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 physical copy of the same. For members who have not registered their email address, physical copies of the Annual Report for FY 2017-18 is being sent in the permitted mode. The Annual Report of the Company for the year FY 2017-18 circulated to the members of Company will also be made available on the Company's website www.blkashyap.com.
11. 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.
12. 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), LinkIntime India Private Limited, New Delhi.
13. 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.
14. Pursuant to the applicable provisions of the Companies Act 2013, unpaid/unclaimed dividends up to the financial year 2009-10, stand transferred to the Investor Education & Protection Fund (IEPF) as at the end of year under review. Besides the dividend so transferred, company has also transferred relevant shares to the demat account of IEPF Authority, in accordance with the applicable provisions of Companies Act, 2013 and Rules made thereunder. It may be noted that once the unclaimed / unpaid dividend and/or shares are so transferred; the same can only be reclaimed from the IEPF Authority in accordance with the applicable provisions of the Companies Act 2013 and relevant Rules made thereunder, by following the prescribed procedure in this regard. The IEPF Rules and the application Form (Form IEPF-5), as prescribed by the Ministry of Corporate Affairs, are available on the website of the Ministry of Corporate Affairs at www.iepf.gov.in.
15. 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 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.

16. Voting through electronic means

In compliance with provisions of section 108 of the Companies Act, 2013, read with the rule 20 of Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 29th Annual General Meeting to be held on 28th September, 2018, through Central Depository Services (India) Limited [CDSL]. It is hereby clarified that e-voting is optional and members may physically vote at the AGM at their discretion.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 25.09.2018 at 09:00 a.m. and ends on 27.09.2018 at 05:00 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 i.e. 21st September, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) 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 sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) 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 of B. L. Kashyap and Sons Limited.
- (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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login 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) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) 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 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 linked in the login 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.

(xx) 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.

17. General Instructions

- a. The e-voting period commences on 25th September, 2018 at 09:00 A.M. and ends on 27th September, 2018 at 5:00P.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. 21st September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 PM on 27th September, 2018.
- b. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 21st September, 2018, may follow the same instructions as mentioned above for E-voting.
- c. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company.
- d. 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.
- e. Notice of the meeting is also displayed at www.blkashyap.com
- f. 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 and www.blkashyap.com.

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

Item No. 3

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company have appointed Mr. Settihalli Basavaraj, 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.Settihalli Basavaraj, holds office till the date of the AGM and is eligible for being appointed as an Independent Director.

The Company has received a declaration from Mr. Settihalli Basavaraj, 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. Settihalli Basavaraj, 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. Settihalli Basavaraj, fulfills 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.

Mr. Settihalli Basavaraj, B.Tech. Mechanical Engineering from Indian Institute of Technology (IIT), Kanpur and MBA from Indian Institute of Management (IIM) Kolkata is the Director of MSG Strategic Consulting Pvt. Ltd. and he has a rich experience of over 25 years as Management consultant with successful track record in acting as a catalyst for implementing organizational change.

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. Settihalli Basavaraj, 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. Settihalli Basavaraj, and his relatives, are in any way, concerned or interested in the said resolution. The resolution as set out in item No. 3 of this Notice is accordingly commended for your approval.

Item No. 4

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.

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On the recommendation of the Audit Committee the Board has, considered and approved the appointment of M/s. Sanjay Gupta & Associates, Cost Accountants as the cost auditor for the financial year 2018-19 at their meeting held on 19th May, 2018 at a remuneration of ₹ 2 lakhs per annum plus applicable taxes and reimbursement of out of pocket expenses for the financial year.

The resolution contained in Item no. 4 of the accompanying Notice, accordingly, seek members' approval for ratification of remuneration of Cost Auditors of the Company for the financial year 2018-19.

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 Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.

Registered Office:

409, 4th Floor, DLF Tower-A,
Jasola, New Delhi – 110025
Corporate Identity Number (CIN): L74899DL1989PLC036148
Ph:+011 40500300 Fax:011-40500333
email:info@blkashyap.com, Website: www.blkashyap.com

Place : New Delhi

Date : 13th August, 2018

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

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

ANNEXURE TO THE NOTICE DATED 13th August, 2018

Details of Directors retiring by rotation / appointment / re-appointment at the ensuing Annual General Meeting

Particulars	Re-appointment	Appointment
Name of the Director	Mr. Vinod Kashyap	Mr. Settihalli Basavaraj
Date of Birth	14th November, 1951	15th October, 1952
Date of first appointment on the Board	8th May, 1989	30th September, 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, administrative and finance department.</p>	<p>Mr. Settihalli Basavaraj, B.Tech. Mechanical Engineering from (IIT) Indian Institute of Technology, Kanpur and MBA from IIM (Indian Institute of Management) Kolkata is the Director of MSG Strategic Consulting Pvt. Ltd.</p>
Expertise in specific functional area	He has vast and rich experience in Construction Industry	He has a rich experience of over 25 years as Management consultant with successful track record in acting as a catalyst for implementing organizational change.
Listed companies (other than B.L. Kashyap and Sons Ltd.) in which holds directorship	NIL	NIL
Listed companies (other than B.L. Kashyap and Sons Ltd.) in which holds membership of Board Committees	NIL	NIL
No of Share Held in the Company	40684078	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.	NA

ROUTE MAP TO THE AGM VENUE

