



**B L KASHYAP**  
WE BUILD YOUR WORLD

26<sup>th</sup> Annual Report 2015  
B. L. Kashyap and Sons Limited  
A Symphony of Excellence



It is the architect that defines form;  
it is the builder that creates space.  
Together they provide the occupant  
with an opportunity to dream dreams,  
grow roots and experience the joy of living.

# CORPORATE INFORMATION

## Board of Directors

Vinod Kashyap, *Chairman*  
 Vineet Kashyap, *Managing Director*  
 Vikram Kashyap, *Joint Managing Director*  
 Justice C. K. Mahajan (Retd.), *Director*  
 H. N. Nanani, *Director*  
 P. S. Shenoy, *Director (till 17.06.2014)*  
 Naresh Lakshman Singh Kothari, *Director*  
 Poonam Sangha, *Director*

## Chief Finance Officer

Manoj Agrawal (w.e.f. 17.06.2015)

## Company Secretary

Pushpak Kumar

## Statutory Auditors

Sood Brij & Associates  
 Chartered Accountants  
 C-72, South Extension Part-II  
 New Delhi-110 049

## Principal Bankers

State Bank of India  
 Canara Bank  
 IndusInd Bank Limited  
 Oriental Bank of Commerce  
 ICICI Bank Limited  
 Standard Chartered Bank  
 Yes Bank Limited

## Registered Office

409, 4th Floor,  
 DLF Tower-A, Jasola,  
 New Delhi-110 025.

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## NOTICE

Notice is hereby given that the 26th Annual General Meeting of B. L. Kashyap And Sons Ltd. will be held on Tuesday the 29th day of September, 2015 at 10.00 a.m., at PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi – 110 016, to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt financial statements of the Company for the year ended 31st March, 2015 including the audited Balance Sheet as at 31st March 2015, the statement of Profit & Loss for the year ended on that date and the report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Vinod Kashyap (DIN:00038854), who retires by rotation and, being eligible, seeks re-appointment.
3. To appoint auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration and to pass the following resolution thereof:

**"RESOLVED THAT** in accordance with applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof), the retiring auditors, M/s Sood Brij & Associates, Chartered Accountants, New Delhi (Firm Registration No. 00350N), be and are hereby appointed as auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at such remuneration plus service tax, out-of-pocket, travelling expenses etc., as may be mutually agreed between the Board of Directors of the Company and the auditors.

### SPECIAL BUSINESS

4. **Appointment of Mr. Naresh Lakshman Singh Kothari (DIN:00012523) as an Independent Director of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, and Clause 49 of the Listing Agreement, Mr. Naresh Lakshman Singh Kothari (DIN:00012523) who was appointed as an Additional Director by the Board with effect from 12th December 2014 and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment as Independent Director and in respect of whom the Company has received a notice in writing u/s 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of five consecutive years commencing from 29th September, 2015."

5. **Appointment of Ms. Poonam Sangha (DIN:07141150) as an Independent Director of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, and Clause 49 of the Listing Agreement, Ms. Poonam Sangha (DIN:07141150), who was appointed as an Additional Director by the Board with effect from 30th March 2015 and who has submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment as Independent Director and in respect of whom the Company has received a notice in writing u/s 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of five consecutive years from 29th September, 2015."

6. **To consider raising of funds through Preferential Allotment/Qualified Institutional Placement.**

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

**"RESOLVED THAT** pursuant to Section 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013, including the rules made there under and any amendments, statutory modifications and/or re-enactment thereof for the time being in force (the "Act"), all other applicable laws and regulations including the Foreign Exchange Management Act, 1999 ("FEMA"), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000 including any statutory modifications or re-enactment thereof, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended and modified from time to time and such other statutes, notifications, clarifications, circulars, rules and regulations as may be applicable, as amended from time to time, issued by the Government of India ("GOI"), the Reserve Bank of India ("RBI"), Stock Exchanges, the Securities and Exchange Board of India ("SEBI") including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "SEBI Regulations") and any other appropriate authorities, as may be applicable and in accordance with the enabling provisions in the Memorandum and Articles of Association of the Company

and /or stipulated in the Listing Agreement entered into by the Company with the Stock Exchanges where the Equity Shares of the Company are listed and subject to such approvals, consents, permissions and sanctions, if any, of the GOI, SEBI, RBI, Stock Exchanges and any other relevant statutory /governmental authorities (the “concerned Authorities”) as may be required and applicable and further subject to such terms and conditions as may be prescribed or imposed by any of the concerned Authorities while granting such approvals, consents, permissions and sanctions as may be necessary, which the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee (s) constituted /to be constituted by the Board to exercise the powers conferred on the Board by this Resolution), the consent of the Company be and is hereby accorded to the Board to create, issue, offer and allot, Equity Shares and /or Equity Shares through depository receipts including American Depository Receipts (ADRs), Global Depository Receipts (GDRs) and /or Foreign Currency Convertible Bonds (FCCBs), Fully Convertible Debentures (FCDs), Partly Convertible Debentures (PCDs), Optionally Convertible Debentures (OCDs), and /or other securities convertible into Equity Shares at a later date, at the option of the Company and /or the holder(s) of such securities or with or without detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the Equity Shares or otherwise, in registered or bearer form, whether rupee denominated or denominated in foreign currency (collectively referred as “Securities”), as the Board at its sole discretion or in consultation with underwriters, merchant bankers, financial advisors or legal advisors may at any time decide, by way of one or more public or private offerings in domestic and / or one or more international market(s), with or without a green shoe option, or issued /allotted through Qualified Institutions Placement in accordance with the SEBI Regulations, or by any one or more combinations of the above or otherwise and at such time or times and in one or more tranches, whether rupee denominated or denominated in foreign currency, to any eligible investors, including residents and /or non-residents and /or qualified institutional buyers and /or institutions/ banks and /or incorporated bodies and /or individuals and /or trustees and /or stabilizing agent or otherwise, whether or not such Investors are members of the Company, as may be deemed appropriate by the Board and as permitted under applicable laws and regulations, for an aggregate amount not exceeding ₹ 450 crore (Rupees Four Hundred and Fifty Crores Only) on such terms and conditions and in such manner as the Board may in its sole discretion decide including the timing of the issue(s)/ offering(s), the Investors to whom the Securities are to be issued, terms of issue, issue price, number of Securities to be issued, the Stock Exchanges on which such securities will be listed, finalization of allotment of the Securities on the basis of the subscriptions received including details on face value, premium, rate of interest, redemption period, manner of redemption, amount of premium on redemption, the ratio/number of Equity Shares to be allotted on redemption/conversion, period of conversion, fixing of record date or book closure dates, etc., as the case may be applicable, prescribe any terms or a combination of terms in respect of the Securities in accordance with local and /or international practices including conditions in relation to offer, early redemption of Securities, debt service payments, voting rights, variation of price and all such terms as are provided in domestic and /or international offerings and any other matter in connection with, or incidental to the issue, in consultation with the merchant bankers or other advisors or otherwise, together with any amendments or modifications thereto (“the Issue”).

**RESOLVED FURTHER THAT** the Securities to be created, issued, offered and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and the Equity Shares to be allotted in terms of this resolution shall rank pari passu in all respects with the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** in the event of issue of Specified Securities by way of a QIP, the ‘Relevant Date’ on the basis of which the price of the Specified Securities shall be determined as specified under SEBI Regulations, shall be the date of the meeting in which the Board or the Committee of Directors duly authorized by the Board decides to open the proposed issue of Specified Securities or such other time as may be decided by the Board and as permitted by the SEBI Regulations, subject to any relevant provisions of applicable laws, rules and regulations as amended from time to time, in relation to the proposed issue of the Specified Securities.

**RESOLVED FURTHER THAT** in the event the Securities are proposed to be issued as American Depository Receipts (“ADRs”) or Global Depository Receipts (“GDRs”), pursuant to the provisions of the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 and other applicable pricing provisions issued by the Ministry of Finance, the relevant date for the purpose of pricing the Equity Shares to be issued pursuant to such issue shall be the date of the meeting in which the Board or duly authorised committee of directors decides to open such issue after the date of this resolution.

**RESOLVED FURTHER THAT** in the event of issue of Other Specified Securities, the number of Equity Shares and /or conversion price in relation to Equity Shares that may be issued and allotted on conversion shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, split and consolidation of share capital, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate restructuring exercise.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the aforesaid issue of Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevalent market practices in the capital markets including but not limited to the terms and conditions relating to variation of the price or period of conversion of Other Specified Securities into Equity Shares or for issue of additional Securities and such of these Securities to be issued, if not subscribed, may be disposed off by the Board, in such manner and /or on such terms including offering or placing them with banks /financial institutions /mutual funds or otherwise, as the Board may deem fit and proper in its absolute discretion, subject to applicable laws, rules and regulations.



**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution and any issue, offer and allotment of Securities, the Board be and is hereby authorized to take all such actions, give such directions and to do all such acts, deeds, things and matters connected therewith, as it may, in its absolute discretion deem necessary, desirable or incidental thereto including without limitation the determination of terms and conditions for issuance of Securities including the number of Securities that may be offered in domestic and international markets and proportion thereof, timing for issuance of such Securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, the entering into and executing arrangements/agreements for managing, underwriting, marketing, listing of Securities, trading, appointment of Merchant Banker(s), Advisor(s), Registrar(s), paying and conversion agent(s) and any other advisors, professionals, intermediaries and all such agencies as may be involved or concerned in such offerings of Securities and to issue and sign all deeds, documents, instruments and writings and to pay any fees, commission, costs, charges and other outgoings in relation thereto and to settle all questions whether in India or abroad, for the issue and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalise, approve and issue any document(s), including but not limited to prospectus and/or letter of offer and/or circular, documents and agreements including conducting all requisite filings with GOI, RBI, SEBI, Stock Exchanges, if required and any other concerned authority in India or outside, and to give such directions that may be necessary in regard to or in connection with any such issue, offer and allotment of Securities and utilization of the issue proceeds, as it may, in its absolute discretion, deem fit, without being required to seek any further consent or approval of the members or otherwise, to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, and accordingly any such action, decision or direction of the Board shall be binding on all the Members of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorized on behalf of the Company to seek listing of any or all of such Securities on one or more Stock Exchanges in India or outside India and the listing of Equity Shares underlying the ADRs and/or GDRs on the Stock Exchanges in India.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company to give effect to the aforesaid resolution and thereby such Committee of Directors or one or more such Directors as authorized are empowered to take such steps and to do all such acts, deeds, matters and things and accept any alterations or modifications as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in this regard."

**7. Issue of Equity Shares on Preferential Basis on Conversion of the Working Capital Term Loan and Funded Interest Term Loan to CDR Lenders:**

To consider and if thought fit, to pass with or without modifications the following Resolution as a SPECIAL RESOLUTION:

**"RESOLVED THAT** pursuant to the provisions of Sections 42, 62(1)(c) and other applicable provisions, if any, 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) and in accordance with the provisions of the Memorandum and Articles of Association of B.L Kashyap and Sons Limited (the "**Company**"), the Listing Agreements entered into by the Company with the stock exchanges, where the equity shares of the Company are listed, provisions of Chapter VII – "Preferential Issue" and other applicable provisions, if any, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as may be modified or re-enacted from time to time (hereinafter referred as "ICDR Regulations"), the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India ("**SEBI**"), the Reserve Bank of India ("**RBI**"), etc., and subject to the approvals, permissions, sanctions and consents as may be necessary from such regulatory and other appropriate authorities (including but not limited to the SEBI, RBI, the Government of India, Joint Lender Forum (JLF), etc.) and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents and all such other approvals (including approvals of the existing lenders of the Company), 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) and in terms of the Scheme of Corporate Debt Restructuring approved by the Corporate Debt Restructuring Empowered Group (CDR-EG), at its meeting held on December 30, 2014, and communicated to the Company by the Corporate Debt Restructuring Cell vide Provisional Letter of Approval dated 31<sup>st</sup> December, 2014 bearing reference number BY.CDR(JGK)/No.675/2014-15 (collectively referred to as the "**CDR PLOA**") and the terms set forth under the Master Restructuring Agreement dated 31st December, 2014 ("**the MRA**") executed between the Company and the CDR Lenders, the consent of the Company be and is hereby accorded to the Board to offer, issue and allot, in one or more tranches such number of equity shares of face value of Re.1/-each, fully paid up, at such price (including premium) being not less than the price determined in accordance with Chapter VII of the ICDR Regulations, on preferential basis, so that the total value of number of shares so issued at a price determined in accordance with Chapter VII of ICDR Regulations based on the Relevant Date, aggregates to not more than ₹ 106.42 Crore (Rupees One Hundred Six Crores and Forty Two Lacs Only) in consideration of conversion of Working Capital Term Loan and Funded Interest Term Loan to the CDR Lenders as mentioned in the explanatory statement annexed hereto, whether they are members of the Company or not, by way of preferential allotment and in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit."

**"RESOLVED FURTHER THAT** in accordance with the Regulation 71(a) of the ICDR Regulations, the 'Relevant Date' for determining the price for the equity shares to be allotted to the CDR Lenders shall be 31<sup>st</sup> December, 2014 being the date on which the CDR package of the Company was approved by CDR EG."

**"RESOLVED FURTHER THAT** that pursuant to provisions of Regulations 74 of the ICDR Regulations, the Board be and is hereby authorised to decide the allotment dates for each tranche, in consonance with the dates agreed between the CDR Lenders and the Company, and other terms of offer, issue and allotment of the aforesaid equity shares provided that aforesaid equity shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and shall rank *pari passu* with the existing equity shares of the Company in all respects and the equity shares shall be subject to lock-in for such period that may be prescribed under the ICDR Regulations."

**"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 upon the conversion of the Working Capital Term Loan and Funded Interest Term Loan 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 *suo moto* 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 powers herein conferred, to any Committee of Directors or any one or more Directors/ KMP/ Officers of the Company."

**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

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

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

**Place : New Delhi**

**Date : 14th August, 2015**

**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 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.

## B. L. KASHYAP AND SONS LIMITED

### Annual Report 2014-15

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. An Explanatory statement as required under Section 102 of the Companies Act, 2013 relating to Special Business to be transacted at the meeting (item no. 4-7) is annexed herewith.
5. The Register of Members and Share Transfer Books shall remain closed from Tuesday, 22nd September, 2015 to Tuesday, 29th September, 2015 (both days inclusive) for the purpose of the Annual General Meeting.
6. 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.
7. In terms of the requirement of Clause 49 of the Listing Agreement, the brief resume/details of Directors being appointment/reappointment are annexed hereto.
8. 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 Transfer Agents, M/s Linkintime India Pvt. Ltd.
9. Electronic copy of the Annual Report for 2014-15 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 2014-15 is being sent in the permitted mode. The Annual Report of the Company for the year 2014-15 circulated to the members of Company will also be made available on the Company's website [www.blkashyap.com](http://www.blkashyap.com).
10. 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.
11. Pursuant to sub-section (5) of Section 205A of the Companies Act, 1956, dividend for the financial year ended 31st March, 2008 and thereafter, which remain unclaimed for a period of 7 years from the date of transfer of the same as referred to in sub-section (1) of Section 205A of the Companies Act, 1956, will be transferred to the Investor Education and Protection Fund of the Central Government established under sub-section (1) of Section 205C of the Companies Act, 1956. Intimation in respect of unclaimed dividend has been sent to concerned members.
12. 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 26th Annual General Meeting to be held on 29th September, 2015, 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:

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
26th September, 2015 10:00 A.M.	28th September, 2015 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.

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> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio 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"> <li>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 member id / folio number in the Dividend Bank details field</li> </ul>

- (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 'blkashyap' 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](mailto: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](mailto: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](mailto:helpdesk.evoting@cdslindia.com).

### 3. General Instructions

- a. The e-voting period commences on 26th September, 2015 at 10:00 A.M. and ends on 28th September, 2015 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 (record date) i.e. 22nd September, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 PM on 28th September, 2015. Members holding shares in physical or in demat form as on cut-off-date i.e. 22nd September, 2015 shall only be eligible for e-voting.

- b. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on cut-off date..
- 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. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in employment of the Company and make a consolidated Scrutinizer's Report of the votes cast in favour of or against, if any, not later than three days after the conclusion of the AGM to the Chairman of the Company. The Chairman, or any other person authorized by the Chairman, shall declare the result of the voting forthwith.
- e. The results declared along with the Scrutinizer's Report shall be placed on the Company's website: <http://www.blkashyap.com> and on the website of CDSL: [www.cdslindia.com](http://www.cdslindia.com) immediately after the result declare and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the company are listed.

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

**Item No. 4**

Pursuant to Sections 149, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, it is proposed to appoint Mr. Naresh Lakshman Singh Kothari as an Independent Director of the Company up to 5 (five) consecutive years commencing from 29th September, 2015. The Company has also received notice pursuant to Section 160 of the Companies Act, 2013 from member proposing the appointment of Mr. Kothari.

In the opinion of the Board, Mr. Kothari fulfill the conditions specified in Sections 149, 152 and Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2013 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force) and is independent of the management.

The Board at its meeting held on 12th December, 2014 has appointed Mr. Kothari as an Additional Director on the Board of the Company. The Board of Directors believe that the association of Mr. Kothari with the Company shall be beneficial to the progress of the Company and hence, the Board recommends the appointment of Mr. Kothari as an Independent Director as set out in Item Nos. 4 for the approval of the shareholders at the ensuing Annual General Meeting.

Further, Mr. Kothari has given a declaration to the Board that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

Pursuant to the provisions of Section 160 of the Companies Act, 2013 any such proposal needs to be approved by the members in the General Meeting. Hence, the Board recommends the resolution for your consideration and approval.

Other than Mr. Kothari and his relatives, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the proposed Ordinary Resolutions as set out in Item Nos. 4 of this Notice. This explanatory statement may also be regarded as disclosure under Clause 49 of the Listing Agreement.

**Item No. 5**

Pursuant to the provisions of Section 149 of the Companies Act, 2013 read with Clause 49 of the Listing Agreement entered into with the Stock Exchanges, every Listed Company shall have a woman Director on its Board on or before 31st March, 2015.

In view of the said provisions, Ms. Poonam Sangha was appointed as an Additional Director w.e.f 30th March, 2015 to hold the office upto the ensuing AGM.

The Company has also received notice pursuant to Section 160 of the Companies Act, 2013 from member proposing the appointment of Ms. Sangha.

The Board of Directors believe that the association of Ms. Sangha with the Company shall be beneficial to the progress of the Company and hence, the Board recommends the appointment of Ms. Sangha as an Independent Director as set out in Item Nos. 5 for the approval of the shareholders at the ensuing Annual General Meeting.

In the opinion of the Board, Ms. Sangha fulfill the conditions specified in Sections 149, 152 and Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2013 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force) and is independent of the management.

Further, Ms. Sangha has given a declaration to the Board that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

Pursuant to the provisions of Section 160 of the Companies Act, 2013 any such proposal needs to be approved by the members in the General Meeting. Hence, the Board recommends the resolution for your consideration and approval.