

NOTICE

Notice is hereby given that the 35th Annual General Meeting ('AGM') of B. L. Kashyap and Sons Limited ("the Company") will be held on Monday, 30th September 2024 at 11.00 A.M. through Video Conferencing / Other Audio Visual Means ("VC/OAVM") for which purpose the Registered Office of the Company situated at 409, 4th Floor, DLF Tower-A, Jasola , New Delhi - 110025 shall be deemed as the venue for the Meeting and the proceedings of the AGM shall be deemed to be made thereat, to transact the following business:

ORDINARY BUSINESS

1. To Receive, Consider and Adopt: (a) the Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2024 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 2024 together with the Reports of Auditors thereon.
2. To appoint a director in place of Mr. Vinod Kashyap, (DIN: 00038854), who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and approve the appointment of Statutory Auditors of the Company and to fix their remuneration and to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification, amendment or enactment thereof, for the time being in force), M/s. Sood Brij & Associates, Chartered Accountants, New Delhi (Firm Registration No.: 00350N) be and are hereby appointed as Statutory Auditor of the Company in place of M/s. Rupesh Goyal & Co., Chartered Accountants (Firm's Registration No. 021312N), the retiring statutory auditor, to hold the office from the conclusion of the 35th Annual General Meeting until the conclusion of the 40th Annual General Meeting of the Company to be held in the year 2029 at such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses in connection with the Audit as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS

4. **Appointment of Mr. Gopinath Ambadithody (DIN: 00046798) as an Independent Director**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the provisions of Regulations 16(1) (b), 17 and 25 (2A) and other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Gopinath Ambadithody (DIN: 00046798), who was appointed as an Additional Director of the Company in the category of Non-Executive Independent Director by the Board of Directors with effect from 14th August, 2024 and who holds office until the date of this Annual General Meeting in terms of Section 161 of the Act, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the Office of Director, be and is hereby appointed as Director of the Company in the category of Non-Executive Independent Director, for the first term up to 13th August, 2029.

5. **Appointment of Mrs. Neelam Naresh Kothari (DIN: 06709241) as an Independent Director**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the provisions of Regulations 16(1) (b), 17 and 25 (2A) and other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Neelam Naresh Kothari (DIN: 06709241), who was appointed as an Additional Director of the Company in the category of Non-Executive Independent Director by the Board of Directors with effect from 14th August, 2024 and who holds office until the date of this Annual General Meeting in terms of Section 161 of the Act, and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the Office of Director, be and is hereby appointed as Director of the Company in the category of Non-Executive Independent Director, for the first term up to 13th August, 2029.

6. **Approval of increase in remuneration of Mrs. Shruti Choudhari and holding an office or place of profit in 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 section 188(1)(f) of the Companies Act, 2013 read with Companies (Meeting of Board and Its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory

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modification(s) or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded to revise the terms of appointment w.e.f 01st August 2024 of Mrs. Shruti Choudhari holding office or place of profit, currently designated as Director Projects & Strategy, as detailed in the Explanatory Statement attached hereto subject to the maximum remuneration not exceeding Rs. 15,00,000 (Fifteen Lakhs only) per month with effect from 1st August, 2024.

RESOLVED FURTHER THAT the Board of Directors has the liberty to alter and vary such remuneration in accordance with the provisions of the Companies Act, 2013, to effect change in designation and responsibilities of the persons holding office or place of profit within the maximum limit approved by the shareholders.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing.”

7. **Ratification of Cost Auditors Remuneration**

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

“RESOLVED THAT pursuant to provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force) the remuneration as approved by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31st March 2025 be and is hereby ratified.

RESOLVED FURTHER THAT, any Director and/or the Company Secretary of the Company be and are hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this resolution and matters incidental thereto.”

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

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

Place: New Delhi
Date: 14th August 2024

Registered Office:

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

IMPORTANT NOTES

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business at Item No. 4, 5, 6 and 7 to be transacted at the 'AGM' is annexed hereto. The relevant details as required under regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings by the Institute of Company Secretaries of India, in respect of the person seeking appointment / re- appointment as Director is also annexed.
2. In view of General Circular no. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (MCA) and all other relevant circular/ directives issued by any regulatory authority(ies) from time to time, the 35th AGM of the Company is being held through Video Conferencing (VC) / Other Audio Visual Means (OAVM).
3. In terms of General Circular No. 14/2020 dated April 08, 2020, General Circular No. 20/2020 dated May 05, 2020 and General Circular no. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM since the AGM is being held through VC. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 8, 2020, April 13, 2020, May 5, 2020 read with general circular dated 13th January, 2021 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has appointed National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Member using remote e-voting system as well as e-voting on the day of the AGM will be provided by NSDL.
6. The Notice calling the AGM has been uploaded on the website of the Company in the investor relations section under Shareholders Meeting Tab. The complete Annual Report is also available in the financial statement section. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Ltd and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. All documents referred to in the accompanying Notice and the Explanatory Statement can be obtained for inspection by writing to the Company at its email id: cs@blkashyap.com till the date of AGM.
8. The Register of Members and Share Transfer Books shall remain closed from Tuesday, 24th September, 2024 to Monday, 30th September, 2024 (both days inclusive).
9. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Share Transfer Agents, Link Intime in case the shares are held by them in physical form.
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Link Intime in case the shares are held by them in physical form.
11. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form.
12. Since the AGM will be held through VC/OAVM, the Route map of the Venue of the AGM is not annexed to this Notice.
13. Other Instructions:
 - i. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meetings (SS2) issued by the institute of Company Secretaries of India, the Company has provided to its Members the facility to exercise their right to vote on resolutions proposed to be considered at the 35th AGM by electronic means and the business may be transacted

through e-Voting Services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by NSDL.

- ii. The "cut-off date" for determining the eligibility for voting through electronic voting system is fixed as 23rd September, 2024. The remote e-voting period commences on Friday 27th September, 2024 at 09:00 A.M. and ends on Sunday, 29th September, 2024 at 05:00 P.M. During this period, the shareholders of the Company, holding shares either in physical form or dematerialised form, as on the cut-off date i.e. 23rd September, 2024 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting after 5.00 PM on 29th September, 2024.
 - iii. Any person, who acquires shares of the Company and becomes Member of the Company after sending the Notice and holding shares as on the cut-off date i.e. 23rd September, 2024, may follow the same instructions as mentioned above for E-voting.
 - iv. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - v. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company.
 - vi. 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.
 - vii. The Scrutinizer shall, immediately after the conclusion of voting at the annual general meeting, would first unblock the e-voting at the meeting, thereafter unblock the votes cast through remote e-voting and make within a period not exceeding two (2) days from the conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any and submit forthwith to the Chairman of the Company or a person authorized by him in writing who shall countersign the same.
 - viii. The results declared along with the Scrutinizer's Report shall be placed on the Company's website <https://www.blkashyap.com> and on the website of NSDL at www.evoting.nsdl.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") where the shares of the Company are listed.
 - ix. The Resolutions shall be deemed to be passed on the date of AGM i.e. 30th September, 2024 subject to receipt of sufficient votes.
14. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on Friday, 27th September, 2024 at 09:00 A.M. and ends on Sunday, 29th September, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 23rd September, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23rd September, 2024.

How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 40px; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN-130270" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rjcocs@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@blkashyap.com.

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2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@blkashyap.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@blkashyap.com atleast before 48 hours in advance before start of the meeting i.e by 11:00 a.m. of 28th September, 2024 The same will be replied by the company suitably.
6. Members will be able to attend the AGM through VC/ OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote E-voting login credentials and selecting the EVEN for Company's AGM, i.e. 130270.
7. Facility of joining the AGM through VC / OAVM shall open 30 (thirty) minutes before the time scheduled for the AGM and will be available for Members on first come first served basis and the Company may close the window for joining the VC/OAVM Facility 15(fifteen) minutes after the scheduled time to start the 35th AGM.
8. Members may note that the VC / OAVM Facility, provided by NSDL, allows participation of atleast 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship & Grievance Committee, Auditors, etc. can attend the 35th AGM without any restriction on first-come-first-served principle.
9. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.com / 022 - 4886 7000 or contact Ms. Pallavi Mhatre, Senior Manager - NSDL at pallavid@nsdl.com / 022 - 4886 7000.
10. Members who would like to express their views/ ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered email address mentioning their names, DP ID and Client ID/folio number, PAN, and mobile number at cs@blkashyap.com from 23rd September, 2024 (9:00 a.m. IST) to 26th September, 2024 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good Internet speed. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.

Explanatory Statement Pursuant to Section 102(1) of the Companies Act, 2013

Item No. 4

On the recommendation of the Nomination & Remuneration Committee ('NRC'), Mr. Gopinath Ambadithody (DIN: 00046798), was appointed as an Additional Director by the Board with effect from 14th August, 2024, pursuant to Section 161 of the Companies Act, 2013, read with Article 67 of the Articles of Association of the Company.

In terms of Section 161 of the Companies Act, 2013, Mr. Gopinath Ambadithody holds office up to the date of the ensuing Annual General Meeting. The Company has received a Notice in writing under the provisions of Section 160 of the Act, from a Member proposing the candidature of Mr. Gopinath Ambadithody for the Office of Director.

Based on the recommendations of the NRC and subject to the approval of the Members, Mr. Gopinath Ambadithody was also appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 years commencing from 14th August, 2024 to 13th August, 2029, in accordance with the provisions of Section 149 read with Schedule IV of the Act.

Mr. Gopinath Ambadithody has consented to act as Director of the Company and has given his declaration to the Board that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). He has also confirmed that he is not debarred from holding the office of a Director by virtue of any SEBI Orders or any such Authority pursuant to circular dated June 20, 2018, issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by listed companies. Further, Mr. Gopinath Ambadithody is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Mr. Gopinath Ambadithody has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Mr. Gopinath Ambadithody fulfills the conditions specified under the Act read with Rules thereunder and the Listing Regulations for his appointment as an Independent Non-Executive Director of the Company and is independent of the management. Having regard to the qualifications, experience and knowledge, the Board considers that his association would be of immense benefit to the Company and it is desirable to avail the services of Mr. Gopinath Ambadithody as an Independent Director. A copy of the draft letter for appointment of the Independent Director setting out the terms and conditions of his appointment will be available for inspection by the Members at the registered office of the Company on all working days between 10.00 AM and 6.00 PM (except Sundays and Public Holidays) up to the date of the AGM and is also available on the website of the Company at www.blkashyap.com

Mr. Gopinath Ambadithody, aged 62 years, is a finance professional with close to three decades of experience in the real estate industry. He holds a bachelor's degree in Business Management from Mysore University, C.A. (Inter) from the ICAI, and has also gone through several management and finance programs in leading business universities such as UTI Institute of Capital Markets, IFMR, Haas School of Business, Berkeley University of California to name a few. Mr. Gopinath started working with Embassy Group as a consultant and consequently joined their founding team in 1995.

He worked closely with both state and central government policy makers formulating the STPI, SEZ policies and framework, specifically for IT Parks in the country. He steered Embassy's diversification into new businesses such as Stonehill International School, WeWork, Embassy Hospitality etc. and drove technology adoption with IT initiatives such as implementing SAP as the IT Platform across all the verticals. Mr. Gopinath worked with Embassy Group for over 27 years before retiring in 2019 as Director in Corporate Finance.

Brief Profile of Mr. Gopinath Ambadithody is set out in the information about Directors seeking Appointment/ Reappointment as mandated under Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 and Secretarial Standards on General Meetings by the Institute of Company Secretaries of India, is annexed with the Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives, other than Mr. Gopinath Ambadithody or his relatives (to the extent of their shareholding interest, if any, in the Company), are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board of Directors recommends passing of the resolution as set out at Item no. 4 of this Notice as Special Resolution.

Item No. 5

On the recommendation of the Nomination & Remuneration Committee, Mrs. Neelam Naresh Kothari (DIN: 06709241), was appointed as an Additional Director by the Board with effect from 14th August, 2024, pursuant to Section 161 of the Companies Act, 2013, read with Article 67 of the Articles of Association of the Company.

In terms of Section 161 of the Companies Act, 2013, Mrs. Neelam Naresh Kothari holds office up to the date of the ensuing Annual General Meeting. The Company has received a Notice in writing under the provisions of Section 160 of the Act, from a Member proposing the candidature of Mrs. Neelam Naresh Kothari for the Office of Director.

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Based on the recommendations of the NRC and subject to the approval of the Members, Mrs. Neelam Naresh Kothari was also appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 years commencing from 14th August, 2024 to 13th August, 2029, in accordance with the provisions of Section 149 read with Schedule IV of the Act.

Mrs. Neelam Naresh Kothari has consented to act as Director of the Company and has given her declaration to the Board that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). She has also confirmed that she is not debarred from holding the office of a Director by virtue of any SEBI Orders or any such Authority pursuant to circular dated June 20, 2018, issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by listed companies. Further, Mrs. Neelam Naresh Kothari is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Mrs. Neelam Naresh Kothari has confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Mrs. Neelam Naresh Kothari fulfills the conditions specified under the Act read with Rules thereunder and the Listing Regulations for her appointment as an Independent Non-Executive Director of the Company and is independent of the management. Having regard to the qualifications, experience and knowledge, the Board considers that her association would be of immense benefit to the Company and it is desirable to avail the services of Mrs. Neelam Naresh Kothari as an Independent Director. A copy of the draft letter for appointment of the Independent Director setting out the terms and conditions of her appointment will be available for inspection by the Members at the registered office of the Company on all working days between 10.00 AM and 6.00 PM (except Sundays and Public Holidays) up to the date of the AGM and is also available on the website of the Company at www.blkashyap.com

Mrs. Neelam Naresh Kothari, age 53 years, is a qualified Chartered Accountant and Cost Accountant, a rank holder in both the professional course examinations. She worked with IDBI Bank Limited from the year 1993 to 2009 in various capacities. During her career spanning across 15 years, she rose from a management trainee to one of the youngest Deputy General Manager in the IDBI Bank Limited. She is an Independent Non-Executive Director at Sunflag Iron & Steel Co. Ltd. since 2014 and a Partner at Third Wind Advisors LLP.

Brief Profile of Mrs. Neelam Naresh Kothari is set out in the information about Directors seeking Appointment/ Reappointment as mandated under Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 and Secretarial Standards on General Meetings by the Institute of Company Secretaries of India, is annexed with the Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives, other than Mrs. Neelam Naresh Kothari or her relatives (to the extent of their shareholding interest, if any, in the Company), are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board of Directors recommends passing of the resolution as set out at Item no. 5 of this Notice as Special Resolution.

Item No. 6

The provisions of section 188(1) of the Companies Act, 2013 Act that govern the Related Party Transactions require a Company to obtain prior approval of the Board of Directors and in certain cases approval of the shareholders is also required.

The appointment of Mrs. Shruti Choudhari to hold office or place of profit was approved by shareholders at the Annual general Meeting held on 21st September 2007, the terms and conditions of the appointment was revised by the Shareholders at their meeting held on 21st September 2010 currently Mrs. Shruti Choudhari holding position of director-operations and strategies. She is the daughter of Mr. Vineet Kashyap, Managing Director (KMP) of the Company. In view of the same, the position/office held by Mrs. Shruti Choudhari in the Company falls within the preview of Section 188(1)(f) and remuneration in excess of Rs. 2,50,000/- (Rupees Two Lakhs Fifty Thousand only) per month, requires shareholders' approval. Section 188(1)(f) of the Companies Act, 2013 provides for the related party's appointment to any office or place of profit. Mrs. Shruti has vast experience of more than two decades in construction & design Industries includes construction management, operations mangament, strategy and growth formation, architecture design, project development, HR, development program implementations and PR.

Mrs. Shruti Choudhari was continued to hold office or place or profit as per member's resolution dated 21st September 2010 with the remuneration not exceeding of Rs. 5,00,000/- (Rupees Five Lakh only) per month.

The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee at their meeting held on 14th August, 2024 had recommended a ceiling on remuneration of Rs. 15,00,000 (Rupees Fifteen Lakhs only) per month, payable to Mrs. Shruti Choudhari w.e.f 1st August, 2024, subject to approval of the Shareholders by way of an Ordinary Resolution.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives thereof except Mr. Vineet Kashyap (Managing Director & KMP) is concerned or interested financially or otherwise in the resolution at Item no. 6 of this notice.

The Board recommends the Ordinary Resolution set out at Item No.6 of the Notice for approval by the members of the Company.

Item No. 7

As per the provisions of Section 148 of the Companies Act, 2013 ('the Act') read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company is required to have an audit of its cost records conducted by a cost accountant in practice for products covered under the Companies (Cost Records and Audit) Rules, 2014. On the recommendation of the Audit Committee, the Board has at their meeting held on 30th May, 2024 approved the appointment of M/s. Sanjay Gupta & Associates, Cost Accountants as the cost auditor for the financial year 2024-25 at a remuneration of Rs. 2 lakhs per annum plus applicable GST and reimbursement of out of pocket expenses.

In accordance with Section 148(3) of the Act, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors has to be ratified by the Members of the Company. Accordingly, the consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 7 of the Notice for ratification of the remuneration payable to the Cost Auditors, for the financial year 2024-25.

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 of Directors recommends passing of the resolution as set out at Item no. 7 of this Notice as Ordinary Resolution.

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

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

Place: New Delhi
Date: 14th August 2024

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ANNEXURE TO THE NOTICE

Particulars	Re-appointment	Appointment	Appointment
Name of the Director	Mr. Vinod Kashyap	Mr. Gopinath Ambadithody	Mrs. Neelam Naresh Kothari
Date of Birth	14th November, 1951	15th May 1962	04 th December, 1970
Date of first appointment on the Board	8 th May, 1989	14 th August, 2024	14 th August, 2024
Brief Profile, Experience and Expertise in specific functional areas	<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. Presently, he is handling marketing, administration and finance function</p>	<p>Mr. Gopinath Ambadithody, aged 62 years, is a finance professional with close to three decades of experience in the real estate industry. He holds a bachelor's degree in Business Management from Mysore University, C.A. (Inter) from the ICAI, and has also gone through several management and finance programs in leading business universities such as UTI Institute of Capital Markets, IFMR, Haas School of Business, Berkeley University of California to name a few. Mr. Gopinath started working with Embassy Group as a consultant and consequently joined their founding team in 1995.</p> <p>He worked closely with both state and central government policy makers formulating the STPI, SEZ policies and framework, specifically for IT Parks in the country. He steered Embassy's diversification into new businesses such as Stonehill International School, WeWork, Embassy Hospitality etc. and drove technology adoption with IT initiatives such as implementing SAP as the IT Platform across all the verticals. Mr. Gopinath worked with Embassy Group for over 27 years before retiring in 2019 as Director in Corporate Finance.</p>	<p>Mrs. Neelam Naresh Kothari, aged 53 years, is a qualified Chartered Accountant and Cost Accountant, a rank holder in both the professional course examinations. She worked with IDBI Bank Limited from the year 1993 to 2009 in various capacities. During her career spanning across 15 years, she rose from a management trainee to one of the youngest Deputy General Manager in the IDBI Bank Limited. She is an Independent Non-Executive Director at Sunflag Iron & Steel Co. Ltd. since 2014 and a Partner at Third Wind Advisors LLP.</p>
Listed companies (other than B.L. Kashyap and Sons Ltd.) in which holds directorship	NIL	NIL	Sunflag Iron & Steel Co. Ltd.

Particulars	Re-appointment	Appointment	Appointment
Listed companies (other than B.L. Kashyap and Sons Ltd.) in which holds membership of Board Committees	NIL	NIL	Sunflag Iron & Steel Co. Ltd. -Audit Committee (Chairman) - Nomination and Remuneration Committee (Chairman) - Stakeholders Relationship Committee (Member) -Risk Management Committee (Chairman)
Skills and capabilities required for the role and the manner in which the Directors meet the requirements	Refer clause 2(g) of the Corporate Governance Report	Refer Item No. 4 of the Notice and Explanatory Statement	Refer Item No. 5 of the Notice and Explanatory Statement
No. of Share held in the Company	48616750	NIL	NIL
Shares held in the Company for any other person on a beneficial basis	NIL	NIL	NIL
Name of listed entities from which the person has resigned in the past three years	NIL	NIL	NIL
Disclosure of relation- ships between directors inter-se	Brother of Mr. Vineet Kashyap, Managing Director and Mr. Vikram Kashyap, Executive Director of the Company.	Mr. Gopinath Ambadithody is not related to any of the Directors, Key Managerial Personnel of the Company and their relatives	Mrs. Neelam Naresh Kothari is not related to any of the Directors, Key Managerial Personnel of the Company and their relatives
Terms and Conditions of appointment / reappointment	Mr. Vinod Kashyap was appointed as Executive Director designated as Chairman of the Company for period of 5 years w.e.f. 01 st April, 2022 on the terms and conditions as approved by the Shareholders at their 33 rd Annual General Meeting held on 30 th September, 2022.	Appointed for a period of 5 years from 14 th August, 2024 to 13 th August, 2029	Appointed for a period of 5 years from 14 th August, 2024 to 13 th August, 2029
Details of Remuneration sought to be paid	As per the details provided under the resolution approved by the Shareholders at their 33 rd Annual General Meeting held on 30 th September, 2022.	No remuneration proposed to be paid except sitting fee.	No remuneration proposed to be paid except sitting fee.
Remuneration last drawn (during FY 2023-24)	₹ 92.61 Lacs	NIL	NIL
No. of board meetings attended during FY 2023-24	4	NIL	NIL