



## KILPEST INDIA LIMITED

REGD. OFFICE & FACTORY :

7-C, INDUSTRIAL AREA, GOVINDPURA, BHOPAL - 462 023 INDIA

Tel : 91-755 2586536, 2586537

E-mail : kilpest@bsnl.in  
info@kilpest.com

Visit us at : [www.kilpest.com](http://www.kilpest.com)  
CIN : L24211MP1972PLC001131

August 27, 2022

The Relationship Manager,  
Department of Corporate Relations  
BSE Limited,  
P.J. Towers, Dalal Street  
Fort, MUMBAI – 400 001

Dear Sir/Madam,

SUB: 50th ANNUAL REPORT OF THE COMPANY FOR THE FY 2021-22.

Dear Sir/Madam,

Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Please find the attached 50th Annual Report of the Company for the FY 2021-22.

This is for your information, records and action please.

Thanking you,

Yours faithfully,  
For KILPEST INDIA LTD,



Nikhil Kuber Dubey  
Whole Time Director  
DIN: 00538049

Encl: as above



## ANNUAL REPORT 2022



**3B** BlackBio Biotech **India Ltd**

**An ISO 13485:2016 Certified Company**

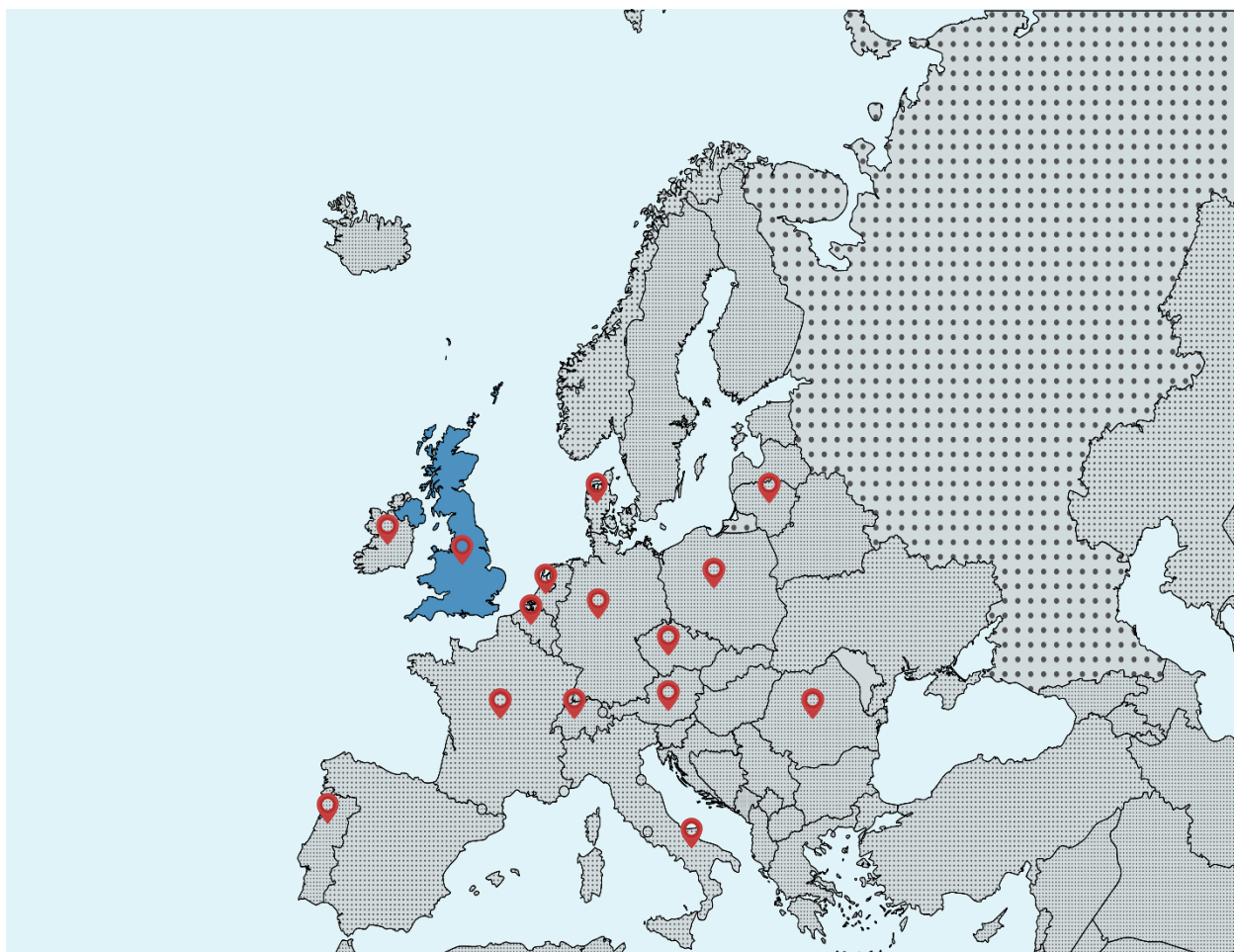




**3B BlackBio Biotech India Limited** is proud to announce the launch of **TRUPCR Europe Limited** with a vision to accelerate growth of the TRUPCR® range of molecular diagnostic kits within the **European market**.

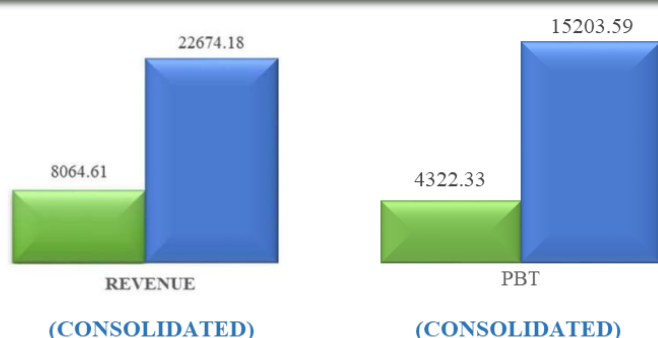
This new subsidiary will focus on becoming accredited for ISO13485:2016 and begin research & development as well as manufacturing. This will enhance customer service allowing the assays to be developed, supplied and supported quickly throughout European region. The subsidiary intends to launch a range of NGS assays later in the year.

**TRUPCR Europe Limited** will be based in the Manchester Science Park, United Kingdom. TRUPCR® has already expanded its footsteps in United Kingdom, Germany, France, Italy, Netherlands, Switzerland, Poland, Austria, Finland, Ireland, Lithuania, Czech Republic, Portugal & many other countries in Europe.

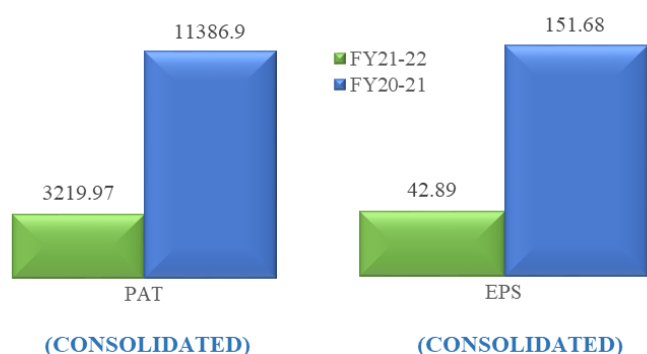




## Financial Highlights – Consolidated FY 2021-22



KILPEST (Consolidated)	FY21-22	FY20-21
Net Sales	8064.61	22674.18
Profit Before tax	4322.33	15203.59
Profit After tax	3219.97	11386.90
Paid-Up Equity Share Capital	749.18	749.16
Reserves	14553.31	12455.98
Earnings Per Share (Rs.)	42.89	151.68

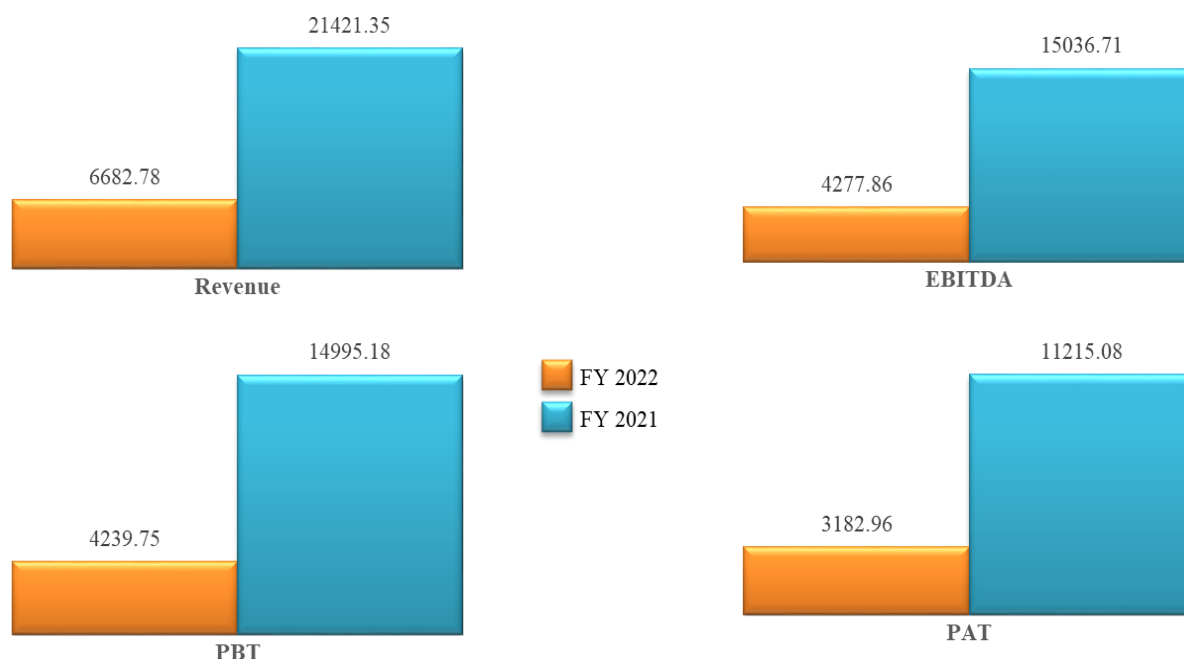


KILPEST (Standalone)	FY21-22	FY20-21
Net Sales	1552.30	1435.69
Profit Before Tax	846.30	208.40
Profit After Tax	800.74	171.83
Paid-Up Equity share capital	749.18	749.16
Reserves	1643.79	1515.98
Earnings Per Share (Rs.)	10.67	2.29

Rs. In Lakhs

\* The figures of Year 2020-21 cannot be compared due to COVID-19 which was a one-time event.

## Financial Highlights – FY 21-22 – 3B BlackBio Biotech India Limited



Rs. In Lakhs.

\* Due to drastic reduction in COVID prices & COVID kit sales volume, the above figures have dropped. The figures of Year 2020-21 cannot be compared due to COVID-19 which was a one-time event.



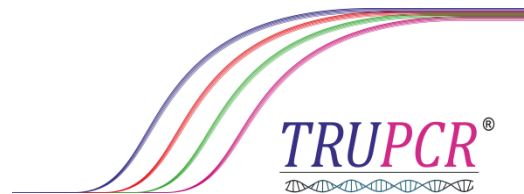
A milestone year has arrived for Kilpest, 2022. The year in which we celebrate our “Golden Jubilee”.

**Kilpest**, started with a humble beginning back in **1972** by Late Shri. Ram Kuber Dubey. With the introduction of its subsidiary **3B BlackBio Biotech India Limited in 2011** which is also now over a decade old, we continue to strive to create repeatable successes in the route to becoming a world-class solution provider in healthcare and agrochemical sector. Thanks to the knowledge gained by five decades of experience not only on the national market but also in the international market, supplying agrochemicals & healthcare solutions to the market with the final objective of providing reliable and affordable healthcare solutions to one and all..

Those of you who already know us, are aware that we have stood the tests of time and delivered the best solutions possible to our customers over five memorable decades. On this road, we are one big team. To all our employees, customers, stakeholders and associates – we thank you for your continued trust on us. Throughout its 50-year history **KILPEST** has risen to the occasion again and again with hard work, dedication and cooperation with partners near and far. We look forward to next 50 Years with greater satisfaction to all our stakeholders.

50 years together, thank you...

Shri Dharendra Dubey  
Chairman & Managing Director



## **Message from the Chairman**

During the last two years, the COVID-19 Pandemic has caused unprecedented disruption all over the world, our company has proved that we are resilient under the most testing situations. These two years have given us greater confidence in the value creation potential of our brand, our people, and our processes.

We have been working towards the vision of making the company a dominant global player in the field of agrochemicals, biofertilizers and biotechnology based products through our Customer Centric Processes, People Development, Dedicated Research Work and Operational Excellence.

Over the past decade since the inception of our subsidiary company, it would be fair to say that we have been on the correct path to achieve our vision of providing reliable, affordable and effective healthcare solutions to all by recognizing the great potential of Molecular Diagnostics to effectively diagnose rare, chronic and severe illnesses.

As we emerge from this remarkable period, it is worth reflecting the key enablers of our success and ensure that these fundamentals continue to drive our vision and mission. As we continue our business, we must retain what has worked well for us in these past years and rely on adapting to new environment to improve the processes continuously.

With the launch of the subsidiary in Europe “TRUPCR<sup>®</sup> Europe Limited”, we hope to open avenues for us in the Molecular Diagnostics market.

We have reached to over 800 customers in India and over 25 countries globally with the support that has been extended by our team who share our dreams and achievements. Finally, I would like to thank all our employees, customers, stakeholders and associates and wish them every success in their lives.

**JAI HIND**

Shri Dhirendra Dubey  
Chairman & Managing Director

**KILPEST INDIA LIMITED**  
**BHOPAL**  
**CIN: L24211MP1972PLC001131**  
**FIFTIETH ANNUAL REPORT AND ACCOUNTS 2021-22**

<b>BOARD OF DIRECTORS</b>	:	MR.DHIRENDRA DUBEY (CHAIRMAN & MANAGING DIRECTOR)
		MR. N.K. DUBEY (WHOLE TIME DIRECTOR)
		SMT. MITHILA DUBEY (DIRECTOR)
		CA. SHABBAR HUSAIN } MR. ABDUL MOIN KHAN } INDEPENDENT DIRECTOR
<b>COMPANY SECRETARY</b>	:	MRS. NAVNEET KAUR
<b>BANKERS</b>	:	<b>STATE BANK OF INDIA</b> SME BRANCH, GOVINDPURA, BHOPAL.
<b>AUDITORS</b>	:	<b>M/S. BAHETI &amp; CO.</b> CHARTERED ACCOUNTANTS BHOPAL.
<b>REGISTERED OFFICE</b>	:	7-C, INDUSTRIAL AREA GOVINDPURA BHOPAL – 462 023
<b>LUCKNOW SALES DEPOT</b>	:	D-1207, HIMALAYA MARG INDIRA NAGAR, LUCKNOW
<b>RAIPUR SALES DEPOT</b>	:	71/12, GURUTEG BAHADUR NAGAR OPP. NAYA GURUDWARA, RAVIGRAM, RAIPUR
<b>REGISTRAR &amp; TRANSFER AGENTS</b>	:	M/S. ADROIT CORPORATE SERVICES PVT. LTD. 19/20, JAFFERBHOY INDUSTRIAL ESTATE 1ST FLOOR, MAKWANA ROAD MAROL NAKA, ANDHERI (E), MUMBAI – 400 059

## KILPEST INDIA LIMITED

### NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the FIFTIETH ANNUAL GENERAL MEETING of the members of KILPEST INDIA LIMITED will be held on Thursday, 22<sup>nd</sup> September 2022 at 11.30 A.M. (IST) through Video Conferencing ('VC') facility or other audio visual means ('OAVM') to transact the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2022 together with the Reports of the Board of Directors and the Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2022 together with the Report of the Board of Directors and the Auditors thereon.
3. To appoint a Director in place of Mr. Nikhil Kuber Dubey (DIN: 00538049) who retires by rotation and being eligible, offers himself for re-appointment.
4. To approve the declared dividend of 25%, on equity shares for the financial year 2021-22.

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

“RESOLVED THAT pursuant to the recommendation made by the Board of Directors, dividend for the year ended 31<sup>st</sup> March 2022, at the rate of Rs 2.50 Per equity share, on the paid up equity share capital of the company, be and is hereby declared out of the current profits of the company, and the same be paid subject to the approval of the members to those shareholders whose names appear on the register of members as on the date of Book Closing.”

5. Re-appointment of Statutory Auditors of the Company

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, Baheti & Co., Chartered Accountants, Bhopal (Firm Registration No. 006287C), be and are hereby re-appointed as the Statutory Auditors of the Company for a second term of five (5) consecutive years, from the conclusion of this Annual General Meeting ('AGM') till the conclusion of the Fifty fifth (55<sup>th</sup>) AGM of the Company to be held in the year 2027, to examine and audit the accounts of the Company, at such remuneration plus applicable taxes and out-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

#### SPECIAL BUSINESS:

6. Re-Appointment of Mr. Abdul Moin Khan (DIN 07918067) as an Independent Director of the Company for the second term of 5 years

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 any other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule IV and the Companies (Appointment and Qualification of



Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations") as amended, Mr. Abdul Moin Khan (DIN 07918067), who was appointed as an Independent Director of the Company at the 45<sup>th</sup> Annual General Meeting of the Company and holds office up to 25<sup>th</sup> September 2022 and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from 26<sup>th</sup> September 2022 up to 25<sup>th</sup> September 2027."

RESOLVED FURTHER THAT pursuant to the provisions of sections 149 and other applicable provisions of the Act and the Rules made thereunder, Mr. Abdul Moin Khan shall be entitled to receive the remuneration/ fees/ commission as permitted to be received in a capacity of Non-Executive, Independent Director under the Act and Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution."

#### 7. Appointment of Mr. Harihar Prasad Thapak (DIN 09627567) as an Independent Director of the Company

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

"RESOLVED THAT pursuant to Sections 149,152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Harihar Prasad Thapak (DIN 09627567) , in respect of whom the Company has, received a notice in writing from a member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director and Mr. Harihar Prasad Thapak has submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the Companies Act, 2013 , and the rules made thereunder and Regulation 16(1) (b) of the Listing Regulations and, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years from 23<sup>rd</sup> September 2022 up to 22<sup>nd</sup> September 2027 and whose office shall not be liable to retire by rotation."

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

BY ORDER OF THE BOARD OF DIRECTORS

(DHIRENDRA DUBEY)  
CHAIRMAN & MG. DIRECTOR  
Place: Bhopal  
Dated: 10<sup>th</sup> August 2022

Registered Office:  
7-C, Industrial Area,  
Govindpura, Bhopal-462 023.  
CIN: L24211MP1972PLC001131  
Ph: 91-755-2586536 / 2586537  
Website: [www.kilpest.com](http://www.kilpest.com)  
Email: [kilpestbpl@yahoo.co.in](mailto:kilpestbpl@yahoo.co.in) / [dkdkilpest@yahoo.co.in](mailto:dkdkilpest@yahoo.co.in)

## **NOTES**

1. In view of the ongoing Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circulars dated 8<sup>th</sup> April 2020; 13<sup>th</sup> April 2020; 5<sup>th</sup> May 2020; 13<sup>th</sup> January 2021 and 14<sup>th</sup> December 2021 (collectively referred to as 'MCA Circulars') permitted the holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC') facility/Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue. In compliance with the applicable provisions of the Companies Act, 2013 ('the Act'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and MCA Circulars, the 50<sup>th</sup> AGM of the Company is being held through VC/OAVM on Thursday, 22<sup>nd</sup> September 2022 at 11:30 a.m. (IST). The deemed venue of the proceedings of the 50<sup>th</sup> AGM shall be the Registered Office of the Company at 7-C, Industrial Area, Govindpura, Bhopal-462 023.
2. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.
3. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item Nos. 5 to 7 of the Notice is annexed hereto.

The relevant details as set out under Item No. 3 of the Notice pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ('ICSI') in respect of the Director seeking re-appointment at this AGM are also annexed to this Notice.

4. The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The Members will be able to view the live proceedings by logging into the Central Depository Services India Limited ('CDSL') e-Voting website at [www.evotingindia.com](http://www.evotingindia.com). The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars.

This will not include large Shareholders (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 Committee, Auditors etc.

5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. Institutional Investors, who are members of the Company, are encouraged to attend and vote at the 50<sup>th</sup> AGM of the Company through VC/OAVM facility.
7. Corporate/Institutional Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the company at [cs@kilpest.com](mailto:cs@kilpest.com).
8. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

9. The statutory registers and/or and relevant documents referred to in the Notice of this AGM and explanatory statement, will also be available for electronic inspection by the members from the date of circulation of this Notice up to the date of AGM, i.e., 22<sup>nd</sup> September 2022. Members seeking to inspect can send an e-mail to the Company at [cs@kilpest.com](mailto:cs@kilpest.com)
10. In line with the MCA Circulars and SEBI Circulars, Notice of the Annual General Meeting along with the Annual Report for the financial year 2021-22 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories Participants, unless any Member has requested for a physical copy of the same. The Company shall send a physical copy of the Annual Report 2021-22 to those Members who request the same at [cs@kilpest.com](mailto:cs@kilpest.com) mentioning their Folio No. / DP ID and Client ID. The Members may note that the Notice convening the 50<sup>th</sup> AGM and Annual Report 2021-22 will also be available on the Company's website at [www.kilpest.com](http://www.kilpest.com) under 'Investor Relations' section and may also be accessed on the website of the Stock Exchange i.e. Bombay Stock Exchange Limited at [www.bseindia.com](http://www.bseindia.com). Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.
11. If the dividend, as recommended by the Board of Directors is approved at the AGM, payment of such dividend will be made on or after Monday, 3<sup>rd</sup> October 2022 as under:
  - a. To all the beneficial owners in respect of shares held in dematerialized form as per the data made available by the NSDL and CDSL as on the close of business hours on Thursday, 15<sup>th</sup> September 2022;
  - b. To all members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on Thursday, 15<sup>th</sup> September 2022;
12. Dividend income is taxable in the hands of the Shareholders and the Company is required to deduct TDS from dividend paid to the Members at rates prescribed in the Income Tax Act, 1961 ('the IT Act'). In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, Permanent Account Number ('PAN'), Category as per the IT Act with their Depository Participants ('DPs') or in case shares are held in physical form, with the Company/ Adroit Corporate Services Pvt. Ltd. (formerly known as Adroit Corporate Services Pvt. Ltd.), 19/20, Jafferbhoy Industrial Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai – 400 059, Registrar and Transfer Agent ('Registrar' or 'RTA' or 'Adroit') by sending documents through email by Monday, 12<sup>th</sup> September 2022. The detailed process is available on the website of the Company at [www.kilpest.com](http://www.kilpest.com)
13. Updation of mandate for receiving dividends directly in bank account through Electronic Clearing System or any other means in a timely manner:

Shares held in physical form: Members are requested to send the following documents in original to RTA latest by Monday, 12<sup>th</sup> September 2022:

- a. Form ISR-1 along with the supporting documents. The said form is available on the website of the Company at <https://www.kilpest.com/investors> and on the website of the RTA at <https://www.adroitcorporate.com/RandTServices.aspx>
- b. original cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly. In case name of the holder is not available on the cheque, kindly submit the following documents:-
  - i. cancelled cheque in original.
  - ii. bank attested legible copy of the first page of the Bank Passbook / Bank Statement bearing the names of the account holders, address, same bank account number and type as on the cheque leaf and the full address of the Bank branch.

- c. self-attested photocopy of the PAN Card of all the holders; and
- d. self-attested photocopy of any document (such as Aadhaar Card, Driving Licence, Election Identity Card, Passport) in support of the address of the first holder as registered with the Company.

Shares held in electronic form: Members may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not be able to accede to any direct request from such Members for change/addition/ deletion in such bank details. Accordingly, the Members holding shares in demat form are requested to ensure that their DPs update their Electronic Bank Mandate by Monday, 12<sup>th</sup> September 2022.

Further, please note that instructions, if any, already given by the Members in respect of shares held in physical form will not be automatically applicable to the dividend paid on shares held in electronic form.

For Members who are unable to receive the dividend directly in their bank accounts through Electronic Clearing Service or any other means due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/ demand draft to such Members.

14. Updation of PAN and other details

SEBI vide its Circulars dated 3<sup>rd</sup> November 2021 and 14<sup>th</sup> December 2021 mandated furnishing of PAN, KYC details (i.e. postal address with pin code, email address, mobile number, bank account details) and Nomination details by holders of physical securities through Form ISR-1. It may be noted that any service request or complaint can be processed only after the folio is KYC compliant.

Accordingly, the Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC and Nomination details. Members holding shares of the Company in physical form are requested to go through the requirements hosted on the website of the Company at <https://www.kilpest.com/investor.html> and furnish the requisite details.

Members are also requested to intimate changes, if any, pertaining to their name, postal address, email address, mobile number, PAN, registration of nomination, power of attorney registration, bank mandate details, etc. to their DPs in case the shares are held in electronic form and to the Registrar at [info@adroitcorporate.com](mailto:info@adroitcorporate.com) in case the shares are held in physical form, quoting their folio number. Changes intimated to the DP will then be automatically reflected in the Company's records.

- 15. In accordance with Regulation 40 of the SEBI Listing Regulations, as amended, the Company has stopped accepting any fresh transfer requests for securities held in physical form. Members holding shares of the Company in physical form are requested to kindly get their shares converted into demat/electronic form to get inherent benefits of dematerialization.

Further, Members may please note that SEBI vide its Circular dated 25<sup>th</sup> January 2022 mandated listed companies to issue securities in demat form only while processing any service requests viz. issue of duplicate securities certificate; claim from Unclaimed Suspense Account; renewal/exchange of securities certificate; endorsement; sub division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the website of the Company at <https://www.kilpest.com/investors/investor-info>.

- 16. The format of the Register of Members prescribed by the MCA under the Act requires the Company/Registrar to record additional details of Members, including their PAN details, email address, bank details for payment of dividend, etc. This request should be submitted in Form ISR-1 which is attached to this Annual Report.



Members holding shares in physical form are requested to submit the filled-in form to the Company or to the Registrar in original as per instructions mentioned in the form. Members holding shares in electronic form are requested to submit the details to their respective DPs only and not to the Company or RTA.

17. Nomination facility: As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or Form SH-14 as the case may be. The said forms can be downloaded from the website of the Company at <https://www.Kilpest.com/investors/investor-info>. Members are requested to submit the requisite form to their DPs in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, quoting their folio no.
18. Members may contact our RTA at [info@adroitcorporate.com](mailto:info@adroitcorporate.com) for any assistance relating to the shares of the Company.
19. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DPs and holdings should be verified from time to time.
20. Registration of e-mail address permanently with Company/DP:  
Members are requested to register the e-mail address with their concerned DPs, in respect of electronic holding and with RTA, in respect of physical holding, by writing to them. Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their DPs/RTA to enable servicing of notices/documents/Annual Reports and other communications electronically to their e-mail address in future.
21. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Secretarial Standard-2 on General Meetings issued by ICSI and Regulation 44 of the SEBI Listing Regulations, as amended, read with the MCA Circulars, 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 entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting before the Meeting as well as remote e-Voting during the AGM will be provided by CDSL.
22. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Share Transfer Agent, to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to the Company/RTA, quoting their folio number.
23. Members of the Company holding shares either in physical form or in electronic form as on the cut-off date of Thursday, 15<sup>th</sup> September 2022, may cast their vote by remote e-Voting. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting before the AGM as well as during the AGM. Any non-individual shareholder or shareholder holding securities in physical mode who acquires shares of the Company and becomes a Member of the Company after the dispatch of the Notice and holding shares as on the cut-off date i.e., Thursday 15<sup>th</sup> September 2022, may obtain the User ID and Password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

Individual shareholders holding securities in demat mode, who acquire shares of the Company and become a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. Thursday, 15<sup>th</sup> September 2022 may follow the login process mentioned below

24. Members of the Company holding shares either in physical form or in electronic form as on the cut-off date of Thursday, 15<sup>th</sup> September 2022 may cast their vote by remote e-Voting. The remote e-Voting period commences on Monday, 19<sup>th</sup> September 2022 at 9.00 a.m. (IST) and ends on Wednesday, 21<sup>st</sup> September 2022 at 5.00 p.m. (IST). The remote e-Voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of the Members (for voting through remote e-Voting before/during the AGM) shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date of Thursday, 15<sup>th</sup> September 2022.
25. Members will be provided with the facility for remote e-Voting during the VC proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-Voting, will be eligible to exercise their right to vote at the end of discussion on such resolution(s) upon announcement by the Chairman. Members who have cast their vote on resolution(s) by remote e-Voting prior to the AGM will also be eligible to participate at the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution(s) again.
26. The remote e-Voting module during the AGM shall be disabled by CDSL for voting 15 minutes after the conclusion of the Meeting.
27. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 16<sup>th</sup> September 2022 to Thursday, 22<sup>nd</sup> September 2022 (both days inclusive) for the purpose of determining the shareholders entitled to the Dividend as recommended by the Board of Directors for the year ended 31<sup>st</sup> March 2022.
28. Registration of email addresses permanently with the Company/DPs  
To support the Green initiative, Members are requested to register their email addresses with their concerned DPs, in respect of electronic holding and with their RTA, in respect of physical holding. Further, those Members who have already registered their email addresses are requested to keep their email addresses validated/updated with their DPs/ RTA for all future communications.
29. The record date for e-voting and dividend payout is 15<sup>th</sup> September 2022.
30. The Chairman shall, at the AGM, at the end of discussion on the Resolutions on which voting is to be held, allow voting, by use of remote e-Voting system for all those Members who are present during the AGM through VC/OAVM but have not cast their votes by availing the remote e-Voting facility. The remote e-Voting module during the AGM shall be disabled by CDSL for voting 15 minutes after the conclusion of the Meeting.
31. Mr. PRAVEEN KUMAR RAI (Membership No. 6313/CP No. 3779) of P.K. Rai & Associates, Practicing Company Secretaries has been appointed as the Scrutinizer for providing facility to the Members of the Company to scrutinize remote e-voting process as well as voting during the AGM in a fair and transparent manner.
32. The Scrutinizer will submit his report to the Chairman or to any other person authorized by the Chairman after the completion of the scrutiny of the e-Voting (votes cast during the AGM and votes cast through remote e-Voting), within the time stipulated under the applicable laws. The results declared along with the Scrutinizer's report shall be communicated to the Stock Exchanges on which the Company's shares are listed, CDSL and RTA and will also be displayed on the Company's website at [www.kilpest.com](http://www.kilpest.com)
33. Transfer to Investor Education and Protection Fund:
  - a) Transfer of unclaimed dividend

Members are hereby informed that under the Act, the Company is required to transfer the dividend which remains unpaid or unclaimed for a period of seven consecutive years or more, to the credit of the Investor Education and Protection Fund ('the IEPF'). Accordingly, Members whose dividend remains unpaid or unclaimed for the financial year ended 31<sup>st</sup> March, 2017 and for any subsequent financial year(s) are requested to make their claims to the Company or RTA without any delay, to avoid transfer of their dividend/shares to the Fund/IEPF Demat Account.

b) Transfer of shares to IEPF

In terms of Section 124(6) of the Companies Act, 2013, shares on which dividend remains unpaid or unclaimed for a period of seven consecutive years or more shall be credited to the Demat Account of Investor Education and Protection Fund Authority (IEPFA). Upon transfer of such shares, all benefits, if any, accruing on such shares shall also be credited to such Demat Account and the voting rights on such shares shall remain frozen till the rightful owner claims the shares. The details of unpaid dividend(s) alongwith its due dates for transfer to IEPF is provided under the Corporate Governance report annexed with the Annual Report.

c) Claim from IEPF Authority

Members/Claimants whose dividend remained unclaimed/unpaid has been transferred to the IEPF Fund, he may apply for refund by making an application to the IEPF Authority in e-Form IEPF- 5 (available on [www.iepf.gov.in](http://www.iepf.gov.in)) along with requisite fee as decided by the IEPF Authority from time to time. No claim shall lie against the Company in respect of the dividend so transferred.

d) Details of unclaimed dividend on the website

Pursuant to provisions of Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded details of unpaid and unclaimed amounts lying as on 22-09-2021 (date of last Annual General Meeting) on website of the Company, as also with Ministry of Corporate Affairs

34. Members desirous of obtaining any information concerning Accounts and Operations of the Company are requested to address their questions in writing to the Company at least 7 days before the date of the Meeting at its email ID [cs@kilpest.com](mailto:cs@kilpest.com) so that the information required may be made available at the Meeting.

## THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated 8<sup>th</sup> April 2020, Circular No.17/2020 dated 13<sup>th</sup> April 2020 and Circular No. 20/2020 dated 5<sup>th</sup> May 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Secretarial Standard-2 on General Meetings issued by ICSI and Regulation 44 of the SEBI Listing Regulations, as amended, read with the MCA Circulars, 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 entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a Member using remote e-Voting before the Meeting as well as remote e-Voting during the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (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 Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated 8<sup>th</sup> April 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13<sup>th</sup> April 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.kilpest.com](http://www.kilpest.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated 8<sup>th</sup> April 2020 and MCA Circular No. 17/2020 dated 13<sup>th</sup> April 2020 and MCA Circular No. 20/2020 dated 5<sup>th</sup> May 2020.
8. In continuation of this Ministry's General Circular No. 20/2020, dated 5<sup>th</sup> May 2020, general circular No 02/2021 Dt. 13<sup>th</sup> January 2021, General Circular No 19/2021 Dt. 8<sup>th</sup> December 2021 & 21/2021 dated 14<sup>th</sup> December 2021 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2022, or become due in the year 2022, to conduct their AGMs on or before 31.12.2022, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 dated 05.05.2020.



## THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- i. The voting period begins on Monday, 19<sup>th</sup> September 2022 at 9.00 a.m. (IST) and ends on Wednesday, 21<sup>st</sup> September 2022 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 15<sup>th</sup> September 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) 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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) 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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website 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. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

v. Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
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>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- vi. After entering these details appropriately, click on “SUBMIT” tab.
- vii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix. Click on the EVSN for the relevant <Kilpest India Limited> on which you choose to vote.
- x. 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.
- xi. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xii. 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.
- xiii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xiv. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xv. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvi. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xvii. **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - 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 linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, 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.
  - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cs@kilpest.com](mailto:cs@kilpest.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.



**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting (i.e. 15-09-2022) mentioning their name, demat account number/folio number, email id, mobile number at . The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting (i.e. 15-09-2022) mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are 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 available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like 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 Company email id i.e., [cs@kilpest.com](mailto:cs@kilpest.com) or RTA email id i.e., [info@adroitcorporate.com](mailto:info@adroitcorporate.com).
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 022-23058542 / 43

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 022-23058542 / 43

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

The Nomination and Remuneration Committee ('NRC') oversees the succession planning for the Board of Directors of the Company ('Board'). During Financial Year 2021-22, the NRC met on several occasions to consider the induction of new Independent Director to the Board and the Re-appointment of an Independent Director. In this process, in certain instances, the NRC was assisted by one of the world's leading global executive search and leadership consulting firm. During the process, the Members of the NRC were impressed with the credentials of Mr. Harihar Prasad Thapak.

Accordingly, the NRC recommended to the Board to invite Mr. Harihar Prasad Thapak to join the Board as Independent Director.

Also, during the year, the NRC considered the re-appointment of Mr. Abdul Moin Khan as Independent Director. Based on the performance evaluation and considering Mr. Khan's background, experience and contribution, the NRC recommended to the Board, that Mr. Khan serve as Independent Director of the Company for a second term of 5 (Five) years, commencing 26<sup>th</sup> September 2022 up to 25<sup>th</sup> September 2027.

Accordingly, the Board recommends the appointment and re-appointment of Independent Directors for the approval of shareholders of the Company.

Details with respect to appointment and re-appointment of Independent Directors are provided below. Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 5 to 7 of the accompanying Notice dated 10<sup>th</sup> August 2022:

**Item No. 5**

In accordance with Sections 139 and 142 of the Act read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Members of the Company had, at the 45<sup>th</sup> Annual General Meeting ('AGM') held on 25<sup>th</sup> September 2017, appointed Baheti & Co., Chartered Accountants, Bhopal (Firm Registration No. 006287C) as the Statutory Auditors of the Company for a period of five (5) consecutive years from the conclusion of the 45<sup>th</sup> AGM till the conclusion of the 50<sup>th</sup> AGM of the Company.

Pursuant to the provisions of Section 139 of the Act, no listed company can appoint/re-appoint an audit firm as a Statutory Auditor for more than two terms of five (5) consecutive years and accordingly, Baheti & Co. is eligible to be re-appointed as the Statutory Auditor of the Company for another term of five (5) consecutive years.

The Board of Directors of the Company, at its meeting held on 10<sup>th</sup> August 2022, on the recommendation of the Audit Committee has, after considering and evaluating various proposals and factors such as independence, industry experience, technical skills, geographical presence, audit team, audit quality reports, etc. recommended the re-appointment of Baheti & Co. as the Statutory Auditors of the Company, to the Members at the ensuing AGM for a second term of five (5) consecutive years from the conclusion of this AGM till the conclusion of the 55<sup>th</sup> AGM of the Company to be held in the year 2027, to examine and audit the accounts of the Company at such remuneration plus applicable taxes and out-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors from time to time.

The remuneration for the remaining term till the conclusion of the 55<sup>th</sup> AGM of the Company shall be determined based on the recommendation of the Audit Committee and as mutually agreed between the Board of Directors of the Company and the Statutory Auditors from time to time.

BAHETI & COMPANY is a firm of Chartered Accountants registered with Institute of Chartered Accountants of India (ICAI) having its head office at Bhopal, M.P. having Firm Registration No. 006287C. The firm is engaged in the activities in the line of Corporate Law, Secretarial Compliances, Tax Matters, Audit and Accountancy.

As required under the SEBI Listing Regulations, Baheti & Co. holds a valid certificate issued by the Peer Review Board of ICAI. Baheti & Co. has consented to its re-appointment as Statutory Auditors and has confirmed that their re-appointment, if made, shall be in accordance with Sections 139, 141 and other applicable provisions of the Act and rules framed thereunder.

Based on the recommendation of the Audit Committee, the Board commends the Ordinary Resolution set out at Item No. 5 of the accompanying Notice for approval of the Members of the Company.

None of the Directors or Key Managerial Personnel ('KMP') of the Company and their respective relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the accompanying Notice.

#### **Item No. 6**

Mr. Abdul Moin Khan (DIN 07918067), was appointed as an Independent Director at the 45<sup>th</sup> Annual General Meeting held on 25<sup>th</sup> September 2017, for a period of 5 years with effect from 26<sup>th</sup> September 2017 up to 25<sup>th</sup> September 2022, and he is eligible for reappointment for the second term of 5 years that is from 26<sup>th</sup> September 2022 up to 25<sup>th</sup> September 2027.

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors at its meeting held on 10<sup>th</sup> August 2022, recommended the reappointment of Mr. Abdul Moin Khan as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years commencing from 26<sup>th</sup> September 2022 up to 25<sup>th</sup> September 2027, subject to the approval of the Members.

Based on the performance evaluation of the Independent Directors and as per the recommendations of the NRC, given his background, experience and contribution, the Board is of the opinion that Mr. Abdul Moin Khan continued association would be of immense benefit to the Company and it is therefore desirable to continue to avail his services as an Independent Director.

The profile and specific areas of expertise of Mr. Khan are provided as Annexure to this Notice.

Mr. Khan has given his declaration to the Board that he continues to meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 ('the Act') and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and is not restrained from acting as a Director under any order passed by the Securities and Exchange Board of India or any such authority and is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent for such reappointment. In the opinion of the Board, Mr. Khan is a person of integrity, possesses the relevant expertise/experience, and fulfils the conditions specified in the Act and the Listing Regulations for appointment as an Independent Director and he is independent of the management. In terms of Regulation 25(8) of Listing Regulations, Mr. Khan has confirmed that he is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

In the opinion of the Board, Mr. Khan fulfils the conditions specified in the Act and the SEBI Listing Regulations for re-appointment as an Independent Director and that he is independent of the Management. The terms and conditions of the re-appointment of Independent Directors would be made available for inspection to the Members by sending a request along with their DP/Client ID or Folio No. from their registered email address to the Company at cs@kilpest.com.

Given his experience, the Board considers it desirable and in the interest of the Company to continue Mr. Khan on the Board of the Company and accordingly the Board recommends the re-appointment of Mr. Khan as an Independent Director for a second term of 5 years, as proposed in the Resolution no. 6 for approval by the Members as a Special Resolution.

Except Mr. Abdul Moin Khan and his relatives, none of the Directors or Key Managerial Personnel ('KMP') of the Company and their respective relatives are concerned or interested in the resolution set out at Item No. 6 of the accompanying Notice. Mr. Abdul Moin Khan is not related to any other Director or KMP of the Company.

#### **Item No. 7**

The Board of Directors has, by a resolution passed at its meeting held on 10<sup>th</sup> August 2022, recommended to the shareholders that Mr. Harihar Prasad Thapak be appointed as an Independent Director of the Company for a term of five years from 23<sup>rd</sup> September 2022.

A notice, in writing, under Section 160 of the Companies Act, 2013 has been received from a Member of the Company signifying his intention to propose Mr. Harihar Prasad Thapak as a candidate for the office of Independent Director.

Mr. Harihar Prasad Thapak is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has consented to act as Director of the Company. The Company has also received declaration from him that he meets the criteria of independence as prescribed both under Section 149 (6) of the Act and under Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR).

In the opinion of the Board, he fulfils the conditions specified in the Act and the rules made thereunder and also under the SEBI LODR for appointment as Independent Director and is independent of the Management.

A profile of Mr. Harihar Prasad Thapak is annexed to the Notice below.

In the opinion of the Board, Mr. Thapak is a person of integrity and fulfils the conditions specified under the Act read with Rules thereunder and the SEBI Listing Regulations for her appointment as an Independent (Non-Executive) Director of the Company and is independent of the Management. The terms and conditions of appointment of Mr. Thapak as an Independent Director, would be made available for inspection to the Members on sending a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at cs@kilpest.com

Except Mr. Harihar Prasad Thapak, none of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in the resolution set out at item no.7 of the Notice.

Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice

**INFORMATION PURSUANT TO SS-2 OF SECRETARIAL STANDARDS ON GENERAL MEETING AND REGULATION 36(3) OF THE LISTING REGULATIONS REGARDING APPOINTMENT OR RE-APPOINTMENT OF THE DIRECTORS**

Name of the Director	Mr. Nikhil Kuber Dubey	Mr. Abdul Moin Khan	Mr. Harihar Prasad Thapak
Category	Executive, Promoter	Independent, Non- Executive	Independent, Non- Executive
DIN	00538049	07918067	09627567
Date of Birth	07/11/1970	01/01/1950	10/05/1959
Date of First Appointment	11/08/1993	25/09/2017	-
Proposed Date of First Appointment	-	-	23/09/2022
Qualifications	B.Sc	M.A. in Sociology	M.A.
Brief Profile and Expertise in Specific functional Area	Mr. Nikhil Kuber Dubey aged 51 years is Whole Time Director of the Company, is an entrepreneur. He is looking after Finance, Banking and Taxation. He has successfully attended several programmes for organization business leadership.	Mr. Abdul Moin Khan aged 72; (Rtd. Deputy Commissioner) has worked in important positions in M.P. State Government. Starting his career as Rural Development Officer with his lustrous track records, he was elevated to the post of special secretary to Honorable health Minister, Govt. of M.P. where he was nodal in policy making, implementation, and solving all Health Department related matters. After that he worked as a Deputy Commissioner Rural Development, Bhopal Division (comprising of eight districts) where he was nodal in developing policy for Rural Development for Bhopal Division, and its policy implementation. He has good experience in Governance issue in Health and Development sector.	Mr. Harihar Prasad Thapak had joined the prestigious State Bank of India on 22-9-1984 and continued his career growth with various important assignments in the field of agriculture finance, industrial finance, animal husbandry and foreign exchange.
List of other Directorships held in Public Limited Companies	NIL	NIL	NIL
Chairman/ Member of committees of the Board of Companies of which he is a director	Kilpest India Limited  Member: Audit Committee and Stakeholders Relationship Committee	Kilpest India Limited  Member: Audit Committee and Nomination and Remuneration Committee	NIL
Shareholding as on	274780 equity shares.	870 equity shares.	0

31-03-2022			
Number of Meeting of Board attended during the year and other directorship etc.	Please refer "Report on Corporate Governance" forming part of this Annual Report.	Please refer "Report on Corporate Governance" forming part of this Annual Report.	NIL
Membership, Chairman of Committees in the Outside Companies	NIL	NIL	NIL
Remuneration last drawn	Rs. 7.20 Lakhs Per Annum	NIL	NIL
Relationship with other Directors/KMP etc	Brother of Mr. Dharendra Dubey, Chairman cum Managing Director & son of Smt. Mithla Dubey, Director	NIL	NIL
Terms and Conditions of appointment / reappointment	Re-appointment as a WholeTime Director	Re-appointment as a Non-Executive, Independent Director for a period commencing from 26 <sup>th</sup> September 2022 to 25 <sup>th</sup> September 2027 / Eligible for sitting fees	Appointment as a Non-Executive, Independent Director for a period commencing from 23 <sup>rd</sup> September 2022 to 22 <sup>nd</sup> September 2027 / Eligible for sitting fees
In the case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	NIL	<p>The role and capabilities as required in the case of an independent director are well defined in the Policy on Nomination, Appointment, and Removal of Directors. Further, the Board has a defined list of core skills/expertise/competencies, in the context of its business and sector for it to function effectively.</p> <p>The Nomination and Remuneration Committee of the Board has evaluated the profile of Mr. Abdul Moin Khan and concluded that Mr. Khan possess the relevant skill and capabilities to discharge the role of Independent Directors.</p>	<p>The role and capabilities as required in the case of an independent director are well defined in the Policy on Nomination, Appointment, and Removal of Directors. Further, the Board has a defined list of core skills/expertise / competencies, in the context of its business and sector for it to function effectively.</p>



## DIRECTOR'S REPORT

**Dear Members,**

The Directors hereby present their fiftieth (50<sup>th</sup>) Annual Report on the business and operations of the Company together with the Consolidated and Standalone Audited Financial Statements for the Year ended on 31<sup>st</sup> March 2022.

### FINANCIAL RESULTS

The Company's financial performance for the year ended 31<sup>st</sup> March 2022 is summarized below:

(Rs. in Lakhs)

S.No.	Particulars	2021-22	2020-21
I	Sales Turnover	1552.30*	1435.69*
II	Profit before Depreciation	875.35	228.49
	Less: Depreciation	29.05	20.09
III	Profit before Tax (PBT)	846.30	208.40
	Less: Provision for Tax	45.57	36.58
IV	Net Profit after Tax	800.73	171.82

\*Net of GST

### OVERVIEW OF COMPANY'S PERFORMANCE FOR THE YEAR 2021-2022

The Company's Revenues for the FY 2021-22 stood at Rs 1552.30 Lakhs slightly higher by 8.12% as compared to FY 2020-21 which was Rs 1435.69 lakh. The Net Profit stands at Rs 800.74 Lakhs which is substantially higher by 366.03% as compared to last year which was Rs 171.82 Lakhs, which was mainly on account of dividend income of Rs 763.73 Lakhs received from Subsidiary Company.

India is a vast nation with high growth potential for the crop protection industry on the back of its diverse agro-climatic conditions as well as its increasing impetus on improvements in agricultural productivity and doubling the farmer's income. India's capability in low cost manufacturing, availability of technically trained resources, domestic demand, sufficient capacity, reasonable price realizations and a strong presence in generic pesticide manufacturing are the major factors boosting the crop protection market growth.

During the year under review, the Company continued to move ahead with resilience. The Company recorded a growth of 8% in its Domestic Crop Care business and positive momentum in exports. The Company continued to leverage its strengths and expertise for supporting business growth as well as prioritizing safety and well-being of its employees and other stakeholders. The Company continues to focus on Government business through GeM/Tenders, Public Health/Warehousing sector and Exports. With COVID subsiding, we have received a lot of traction from Bangladesh for export of pesticides. We have started getting enquiries from other countries also for exports and we hope that we will be able to increase the exports in the FY 22-23.

Thus, during FY 2021-22, Indian agriculture experienced a relatively normal monsoon in aggregate which resulted in normal crop acreage in Kharif and increased acreage in Rabi due to better water availability. However, distribution of rainfall was uneven which resulted in crop loss and low consumption of pesticides.

### COVID-19 and its Impact

During FY 2021-22, the Coronavirus ('COVID-19') pandemic continued to cause significant disruption to the world economy with new and highly infectious variants like Omicron and Delta spreading at unprecedented rates. The country faced lot of difficulties due to higher infections.

Keeping the physical safety and mental well-being of our employees on top priority, we implemented several precautionary measures and initiatives to provide necessary support to our employees during these testing times. We continued the implementation of safety guidelines to address employee and customer queries; issued regular COVID-19 safety advisories to employees. Your Company managed to navigate well through the difficult situation with support of its employees and the Management. There were no disruption to the Operations of the Company and its Subsidiary.

However, the Board and the Management continues to closely monitor the situation as it evolves and do its best to take all necessary measures, in the interests of all stakeholders of the Company and will change our plans where needed in the best interests of our employees, customers and partners.

## PERFORMANCE OF SUBSIDIARY

### 1) **Launch of TRUPCR Europe Limited:**

On 3<sup>rd</sup> November 2021, 3B BlackBio Biotech India Limited, the subsidiary of Kilpest India Limited entered into a Joint Venture Agreement with its European Distributor, HS Biolabs Limited based in Manchester, United Kingdom.

With this Joint Venture, 3B BlackBio became the major shareholder of HS Biolabs Limited and thereby forming its European subsidiary by acquiring 70% shares in the new subsidiary (for GB£ 1,015,000.00) i.e., 10% shares were acquired from existing promoter and 60% shares were allotted via. issue of fresh capital by the company. HS Biolabs Limited has been rebranded as **TRUPCR Europe Ltd.**

The initial investment is being used for:

- set up of separate facilities for R&D and production;
- sales & marketing team to cover Europe;
- R&D and production Team;
- expand the marketing efforts in the European region;
- for getting TRUPCR Europe Limited certified as Manufacturing Site-II under ISO 13485:2016

With over a decade of experience in R&D, we have developed more than 100 tests for molecular testing and many more are in the pipeline.

Honored with “Outstanding Achievement Award” in 2022 for the Second Time after 2017 for outstanding achievement in Research & Development by “Federation of Madhya Pradesh Chambers of Commerce”

Largest suppliers of COVID-19 RT PCR Tests in India to have supplied over 15 Million tests to more than 400 labs across 80 cities of India

“TRUPCR®” is our registered brand name for Real-Time PCR based molecular diagnostic kits & “TRUNGS®” is our registered brand name for NGS based molecular testing kits. “TRURAPID®” is our registered brand name for Lateral Flow assays.

Our vision is that in 2022, we would be able to realize major success from the subsidiary and efforts by an increase in export sales and R&D outcomes.

## Proposed Achievements

- a) Products “Made in UK” – The new subsidiary will enable us to manufacture TRUPCR® Kits in the UK which would boost our product acceptability and reach, especially within Europe.
- b) Increased Revenue – The European subsidiary will focus on becoming accredited for ISO 13485:2016; this will enhance customer service allowing the assays to be developed, supplied and supported quickly throughout the European region, increasing the revenue stream.

- c) **R&D** – We plan to start R&D work with collaborations with European universities which will add value to the business in the long run.

2) **Presence in Medlab Middle East 2022:**

The subsidiary company participated in Medlab Middle-East 2022 held in Dubai during 24<sup>th</sup> – 27<sup>th</sup> January 2022 that garnered a lot of interest from various end-users and prospective partners for our products.

We have a gradually expanding a foothold in the international markets which was evident from the meetings that happened during the Medlab event. We were able to meet and engage in discussions about prospective business opportunities in the Middle-East and African region.

Company will continue to participate in more International events.

3) **ISO 13485:2016 Accreditation by BSI, UK:**

On 2<sup>nd</sup> February 2022, the subsidiary company 3B BlackBio Biotech India Limited got the ISO 13485:2016 Accreditation by BSI, UK. **BSI** is among the most respected and reputable management systems certification bodies in the world and are accredited by around 20 local and international bodies.

4) **Rapid Antigen Vertical:**

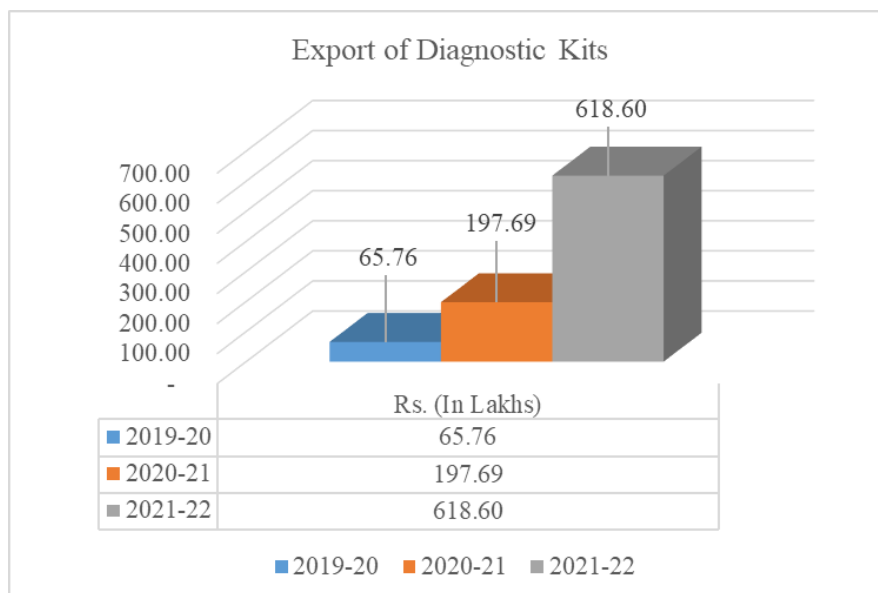
Our Rapid Kit manufacturing plant is ready for trial runs with annual capacity of over 3 million tests & we are optimizing the products in R&D which have market potential, other than COVID Testing Kits.

On 2<sup>nd</sup> February 2022, after extensive efforts by the company, our “TRURAPID<sup>®</sup> COVID-19 Ag Test” has been approved by ICMR (Indian Council of Medical Research).

COVID Rapid Antigen Test is ready and ICMR approved, but demand is very less at present with very low realization. Considering this fact, company will launch some novel products in FY 2022-23, which are under R&D Stage.

5) **International Business:**

In the Year 2021-22, the subsidiary company focused on expanding our international business. As of now, our products have been well-accepted in more than 25 countries across the world. With the export restriction removed in the 2<sup>nd</sup> quarter of FY 21-22, we fast paced our marketing strategy for the international customers which is evident from the figures of exports done.



The subsidiary has made great achievements in terms of sales & profits, the molecular diagnostic business shall continue to grow well for few years from now; with new product addition (with continuous R & D efforts), new customer addition, and venturing into export markets.

Your Company's products command a very good brand image in the market, and the company is regarded by prominent labs as a reliable solution provider at par to the foreign multinational.

The Subsidiary company has become a market leader in India. Subsidiary (Molecular Diagnostic Business) sales came down to Rs. 6682.78 lakhs from Rs. 21421.35 lakhs and EBITDA came down to Rs. 4277.86 lakhs from Rs. 15036.71 lakhs; PAT came down to Rs. 3182.96 lakhs from Rs. 11215.08 lakhs, which was mainly due to a drastic reduction in the COVID kits prices. The figures of Year 2020-21 cannot be compared due to COVID-19 revenue which was a one-time event.

## **PUBLIC DEPOSITS**

The Company has not accepted any deposits from the public during the year under review. No amount on account of principal or interest on deposits from the public was outstanding as on 31<sup>st</sup> March 2022.

## **AMALGAMATION**

We have received the approval from BSE vide their letter "Observation Letter" on 3<sup>rd</sup> February, 2022. After the BSE and SEBI approval, we have now applied for the petition for amalgamation to NCLT for the scheme of amalgamation on 9<sup>th</sup> May, 2022. We are hoping this process will now accelerate and complete in few months depending on NCLT. Your company is working on faster approval of the scheme, which should result in to unlocking the value of Material Subsidiary i.e. 3B BlackBio Biotech India Ltd.

## **RATIONALE FOR AMALGAMATION**

- a) The management prime focus is to run and grow the Diagnostic business. Hence, 3B BlackBio is being amalgamated with Kilpest and all assets (land, building and equipment) of Kilpest will be dedicated to diagnostic business.
- b) The Amalgamated company will be grown not only in Molecular Diagnostics, but also in other fields like Rapid Cards (based on Antigen and Antibodies) and other related scalable business verticals.
- c) Kilpest will continue to run as an Independent division for some time till the company finds a suitable buyer for its Agrochemical Division to sell its brands and other intangible assets.
- d) As a result of amalgamation of 3B BlackBio (Diagnostic business) with Kilpest, finally we would have a single company to be renamed as 3B BlackBio Dx Ltd. which will be classified as a Diagnostic company and will have over 90% of revenues from Diagnostics Business. The listed company would be renamed as 3B BlackBio Dx Ltd. in order to solely focus on growth and development of Diagnostic business.
- e) Gradually, all immovable assets including land (2 acres) and factory building would be fully utilized for the growth and expansion of 3B BlackBio Dx Ltd. and Research & Development Activities in the field of Diagnostic business.

## **DIVIDEND**

Based on the Company's performance, the Board of Directors of the Company are pleased to recommend a final dividend of 25%, Rs. 2.50/- i.e. per equity share of face value of Rs. 10/ each for the FY 2021-22. The dividend payout is subject to approval of members at the ensuing Annual General Meeting.

The dividend, once approved by the Shareholders, will be paid, subject to deduction of tax at source, on or after Monday, 3<sup>rd</sup> October 2022. The Company has fixed Thursday, 15<sup>th</sup> September 2022 as the 'Record Date' for determining entitlement of members to final dividend for the financial year ended 31<sup>st</sup> March 2022, if approved at the AGM.

The Board of Directors had already paid a special interim dividend of Rs. 8/- per equity share of face value of Rs. 10/ each for the FY 2021-22 in the last Annual General meeting dt. 22-09-2021.

## **TRANSFER TO RESERVES**

The balance of Profit and Loss Account after adjusting income tax, proposed dividend and tax on proposed dividend is proposed to be transferred to Reserves and Surplus in Balance Sheet.

## **EXPANSION**

During the year, no major expansion undertaken by the Company. Normal capital expenditure is being done continuously for technical and operational up gradations of production facilities of the Company.

## **CREDIT RATING**

The Company requested "Care Ratings Ltd" to withdraw its external rating assigned to the bank facilities of the company, which saves cost to the company. A letter to this effect has been received by the company on 14<sup>th</sup> March 2019, issued by CARE Ratings Ltd. Company continues to utilize the bank credit facilities as a valued customer and the withdrawal was suo-moto initiated due to non-requirement by bank, as stated above and cost saving reasons.

## **CHANGES IN THE NATURE OF BUSINESS, IF ANY**

There was no change in the nature of business of the Company during the financial year ended 31<sup>st</sup> March 2022. Further there have been no material changes and commitments, if any affecting financial position of the Company from financial year end and till the date of this report.

## **CURRENT LISTING**

Presently, the Equity Shares of the company are listed on the Bombay Stock Exchange Ltd, Mumbai.

## **SHARE CAPITAL**

The paid up Equity Share Capital stood at Rs. 7,50,81,000 on 31<sup>st</sup> March, 2022. During the year under review, the Company has not issued any shares. The Company has not issued shares with differential voting rights. It has neither issued employee stock options nor sweat equity shares and does not have any scheme to fund its employees to purchase the shares of the Company.

## **DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP)**

In accordance with the provisions of the Companies Act, 2013, Mr. Nikhil Kuber Dubey, WholeTime Director retiring by rotation and being eligible, offered himself for re-appointment at the ensuing Annual General Meeting.

Mr. Abdul Moin Khan (DIN 07918067) was appointed as an Independent Director at the 45<sup>th</sup> Annual General Meeting held on 25<sup>th</sup> September 2017, for a period of 5 years with effect from 26<sup>th</sup> September 2017 till 25<sup>th</sup> September 2022. Based on the recommendation of the NRC, his re-appointment for a second term of 5 years is proposed at the ensuing 50<sup>th</sup> AGM for the approval of the Members by way of special resolution.

In compliance with Section 149 read with schedule IV of the Act, the appointment of Mr. Harihar Prasad Thapak (DIN 09627567) as Independent Director for a term of five years, is being placed before the Members in General Meeting for their approval. As per the provisions of Section 149 of the Act, he will not be liable to Retire by rotation. Members are requested to refer to Item No. 7 of the Notice of the Annual General Meeting (AGM) and the Explanatory Statement for details of their qualifications and experience.

Necessary information on the Director(s) seeking appointment/ reappointment has been given in the Notice of the ensuing Annual General Meeting.

None of the Company's directors are disqualified from being appointed as a director under the provisions of the Act. For details about the directors, please refer to the Corporate Governance Report.

During the year under review, the non-executive directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, as approved by the Audit Committee or the Board which are disclosed under the Notes to Accounts.

Independent Directors has given declaration that he meets the criteria of independence as prescribed under the provisions of the Companies Act, 2013 read with schedules and rules issued as well as SEBI Listing Regulations. In the opinion of the Board, they fulfil the conditions of independence as specified in the Act and the Rules made thereunder and are independent of the management. There has been no change in the circumstances affecting their status as Independent Directors of the Company.

The Board is of the opinion that all Directors including the Independent Directors of the Company possess requisite qualifications, experience and expertise in the fields of science and technology, digitalisation, human resources, strategy, auditing, tax and risk advisory services, financial services, corporate governance, etc. and that they hold highest standards of integrity.

During the year there was no change in the Key Managerial Personnel of the Company.

In terms of the Section 203 of the Companies Act, 2013, the following are the Key Managerial Personnel of the Company as on the date of this report.

1. Mr. Dharendra Dubey; Chairman & Managing Director
2. Mr. Nikhil Kuber Dubey; CFO & Whole Time Director
3. Mrs. Navneet Kaur - Company Secretary

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Management Discussion and Analysis forms an integral part of this report and gives details of the overall industry structure, economic developments, performance and state of affairs of your company, risk management systems and other material developments during the Financial Year 2021-2022.

Management Discussion and Analysis Report for the year 2021-2022, is presented in a separate section forming part of Annual Report.

## **CORPORATE GOVERNANCE REPORT**

Your Company continues to be committed to good Corporate Governance aligned with good practices. A separate report on Corporate Governance along with Auditors' Certificate forms an integral part of this Annual Report.

## **INTERNAL FINANCIAL CONTROLS**

The Directors have laid down internal financial controls to be followed by the Company for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the

prevention and detection of frauds and errors, the accuracy and the completeness of the accounting records and the timely preparation of reliable financial information. These controls also help in the timely preparation of transparent, complete and accurate financial information and statements as per the stipulated accounting standards and principles. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

## **RISK MANAGEMENT**

The Company has a well-defined risk management framework in place to identify, evaluate, and monitor business risks and challenges across the Company as well as to identify new and emergent risks. The Company's success as an organization largely depends on its ability to identify opportunities and leverage them while mitigating the risks that arise while conducting its business. Your Directors continually evaluate the risks faced by the Company which could affect its business operations or threaten its existence. The Company takes appropriate risk containment measures and manages the same on an ongoing basis. The Company has adopted a Risk Management Policy pursuant to Section 134 of the Act.

## **WHISTLE BLOWER POLICY/VIGIL MECHANISM**

The Company has a Vigil Mechanism/Whistle Blower Policy under which the employees are free to report violations of applicable laws and regulations and the code of conduct. The Policy on vigil mechanism and whistle blower policy may be accessed on Company's website [www.kilpest.com](http://www.kilpest.com). The details pertaining to Whistle Blower Policy are included in the Corporate Governance Report, which forms part of this report.

## **PERFORMANCE AND FINANCIAL POSITION OF EACH OF THE SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES**

The Consolidated Financial Statements of the Company and its subsidiary is prepared in accordance with Indian Accounting Standards notified under the Companies (Indian Accounting Standards) Rules, 2015 ('Ind AS'). The Audited Consolidated Financial Statements together with the Auditor's Report thereon forms part of this Annual Report.

The consolidated financial results reflect the operations of its subsidiary: M/s 3B BLACKBIO BIOTECH INDIA LIMITED, prepared form part of the Annual Report.

The Company has adopted a Policy for determining Material Subsidiaries in terms of Regulation 16(1)(c) of the SEBI Listing Regulations. The Policy, as approved by the Board, is uploaded on the Company's website i.e., [www.kilpest.com](http://www.kilpest.com).

During the year under review, no Company has become or ceased to be a subsidiary of the Company. The Company does not have any associate or joint venture companies. The statement pursuant to the provisions to Section 129(3) of the Companies Act 2013, containing salient features of the financial statement of the Company's Subsidiary in Form AOC1 is given in Annexure - III.

## **ANNUAL EVALUATION OF BOARD PERFORMANCE AND PERFORMANCE OF ITS COMMITTEES AND OF DIRECTORS**

In terms of applicable provisions of the Companies Act, 2013 read with Rules framed there under and provisions of Listing Regulations and on the recommendation of Nomination and Remuneration Committee, the Board of Directors has put in place a process to formally evaluate the effectiveness of the Board, its Committees along with performance evaluation of each Director carried out on an annual basis. Accordingly, the annual performance of the Board, its committees and each Director was carried out for the Financial Year 2021-2022.



The Independent Directors at their separate meeting held on 9<sup>th</sup> February, 2022 have reviewed the performance of non-independent directors, Chairman and Board as a whole along with review of quality, quantity and timeliness of flow of information between Board and management and expressed their satisfaction over the same. Further the Board, in its meeting held on 9<sup>th</sup> February, 2022 also reviewed the performance of the Board, its committees and all Individual Directors of the Company and expressed its satisfaction over the performance of the Board, its Committees and individual Directors. Furthermore Board is of the opinion that Independent directors of the Company are persons of high repute, integrity & possess the relevant expertise & experience in their respective fields.

Criteria for evaluation of individual Directors include aspects such as professional qualifications, prior experience, especially experience relevant to the Company, knowledge and competency, fulfilment of functions, ability to function as a team, initiative, availability and attendance, commitment, contribution, integrity, independence and guidance/support to management outside Board/ Committee Meetings. In addition, the Chairman is also evaluated on key aspects of his role, including effectiveness of leadership and ability to steer meetings, impartiality, ability to keep shareholders' interests in mind and effectiveness as Chairman.

Criteria for evaluation of the Committees of the Board include mandate and composition; effectiveness of the Committee; structure of the Committee; regularity and frequency of meetings, agenda, discussion and dissent, recording of minutes and dissemination of information; independence of the Committee from the Board; contribution to decisions of the Board; effectiveness of meetings and quality of relationship of the Committee with the Board and management.

#### **EMPLOYEE STOCK OPTION SCHEME**

At present, the Company is not having any Employee Stock Option Scheme.

#### **STATUTORY AUDITORS**

At the 45<sup>th</sup> AGM of the Company held on 25<sup>th</sup> September 2017, pursuant to the provisions of the Act and the Rules made thereunder, M/S Baheti & Co., Chartered Accountants (Firm Registration No. 006287C), were appointed as Statutory Auditors of the Company from the conclusion of the 45<sup>th</sup> AGM till the conclusion of the 50<sup>th</sup> AGM to be held in the year 2022.

The Audit Report of M/S Baheti & Co on the Financial Statements of the Company for FY 2021-22 forms part of this Annual Report. The Report does not contain any qualification, reservation, adverse remark or disclaimer.

The Board of Directors of the Company at its Meeting held on 10<sup>th</sup> August 2022, based on the recommendation of the Audit Committee, re-appointed M/S Baheti & Co., as the Statutory Auditors of the Company pursuant to Section 139 of the Act for a second term of five (5) consecutive years i.e. from the conclusion of the 50<sup>th</sup> AGM till the conclusion of the 55<sup>th</sup> AGM to be held in the year 2027, subject to approval by the Members at the ensuing 50<sup>th</sup> AGM of the Company.

Accordingly, an Ordinary Resolution proposing the re-appointment of M/S Baheti & Co., as the Statutory Auditors of the Company for a second term of five (5) consecutive years is set out in the Notice of the 50<sup>th</sup> AGM forming part of this Annual Report. The Company has received their written consent along with the eligibility certificate confirming that they satisfy the criteria provided under Section 141 of the Act and that the re-appointment, if made, shall be in accordance with the applicable provisions of the Act and rules framed thereunder.

#### **AUDITORS' REPORT**

The Report given by the Auditors on the financial statements of the Company is part of the Annual Report. The Auditor's Report for the financial year ended 31<sup>st</sup> March 2022 does not contain any qualification, reservation or adverse remark.

## **SECRETARIAL AUDITOR AND SECRETARIAL AUDIT REPORT:**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company had appointed M/s P.K. Rai & Associates, Practicing Company Secretary to undertake the Secretarial Audit of the Company for the year ended 31<sup>st</sup> March, 2022. The Secretarial Audit Report for the Financial Year ended 31<sup>st</sup> March, 2022 is annexed as Annexure IV and does not contain any qualification, reservation, adverse remark or disclaimer

As per amended SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in addition to the above mentioned Secretarial Audit Report, listed company is also required to obtain an Annual Secretarial Compliance Report from a Practicing Company Secretary w.r.t the compliances of all applicable SEBI Regulations, amendments, circulars or guidelines etc. by the Company. Accordingly, the same has been obtained and filed with the concerned Stock Exchanges.

## **INTERNAL AUDITORS**

Pursuant to the provisions of Section 138 of the Companies Act, 2013 and the Companies (Accounts) Rules, 2014, the Board of Directors of the Company had appointed Mr. Rahul Jain, Chartered Accountant to conduct internal audit for the Company for FY 2021-22.

## **REPORTING OF FRAUDS BY AUDITORS**

During the year under review, the Statutory Auditors and Secretarial Auditors have not reported any instances of frauds committed in the Company by its Officers or Employees, to the Audit Committee under Section 143(12) of the Companies Act, 2013, details of which needs to be mentioned in this Report.

## **INDIAN ACCOUNTING STANDARDS (IND AS)**

The Financial Statements have been prepared in accordance with Indian Accounting Standards ('Ind AS') as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 and other relevant provisions of the Act.

## **SECRETARIAL STANDARDS OF ICSI**

The Directors have devised proper systems and processes for complying with the requirements of applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems were adequate and operating effectively.

## **TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND**

### **a) Transfer of unclaimed dividend**

Members are hereby informed that under the Act, the Company is required to transfer the dividend which remains unpaid or unclaimed for a period of seven consecutive years or more, to the credit of the Investor Education and Protection Fund ('the IEPF'). Accordingly, Members whose dividend remains unpaid or unclaimed for the financial year ended 31<sup>st</sup> March, 2017 and for any subsequent financial year(s) are requested to make their claims to the Company or RTA without any delay, to avoid transfer of their dividend/shares to the Fund/IEPF Demat Account.

### **b) Transfer of shares to IEPF**

In terms of Section 124(6) of the Companies Act, 2013, shares on which dividend remains unpaid or unclaimed for a period of seven consecutive years or more shall be credited to the Demat Account of Investor Education and Protection Fund Authority (IEPFA). Upon transfer of such shares, all benefits, if any, accruing on such shares shall also be

credited to such Demat Account and the voting rights on such shares shall remain frozen till the rightful owner claims the shares.

The details of unpaid dividend(s) along with its due dates for transfer to IEPF Is provided under the Corporate Governance report annexed with the Annual Report.

c) Claim from IEPF Authority

Members/Claimants whose dividend remained unclaimed/unpaid has been transferred to the IEPF Fund, he may apply for refund by making an application to the IEPF Authority in e-Form IEPF- 5 (available on [www.iepf.gov.in](http://www.iepf.gov.in)) along with requisite fee as decided by the IEPF Authority from time to time. No claim shall lie against the Company in respect of the dividend so transferred.

d) Details of unclaimed dividend on the website

Pursuant to provisions of Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded details of unpaid and unclaimed amounts lying as on 22.09.2021 (date of last Annual General Meeting) on website of the Company, as also with Ministry of Corporate Affairs

## **HUMAN RESOURCE MANAGEMENT**

Our Employees are most valuable assets of the Company. We encourage innovation, meritocracy and the pursuit of excellence. We have setup a scalable recruitment and human resources management process, which enables us to attract and retain employees. Cordial employee relations were maintained throughout the year in the Company. The directors express their appreciation for the contribution made by employees to operations of the Company during the year.

## **DISCLOSURE RELATING TO REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND PARTICULAR OF EMPLOYEES**

Number of Employees as on 31<sup>st</sup> March 2022 was 47.

The remuneration paid to the Directors is in accordance with the Nomination and Remuneration Policy formulated in accordance with Section 178 of the Companies Act, 2013.

The information required pursuant to Section 197 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, in respect of the Directors/employees of the Company is set out in Annexure-VI to this report.

## **AUDIT COMMITTEE**

The details pertaining to composition of audit committee are included in the Corporate Governance Report, which forms part of this report.

There have been no instances during the year when recommendations of the Audit Committee were not accepted by the Board.

## **NOMINATION AND REMUNERATION COMMITTEE**

The Nomination and Remuneration Committee comprises of directors namely Mr. Shabbar Husain, Mrs. Mithla Dubey and Mr. Abdul Moin Khan.

The NRC is responsible for developing competency requirements for the Board based on the industry and strategy of the Company. The NRC reviews and evaluates the profiles of potential candidates for appointment of Directors and meets them prior to making recommendations of their nomination to the Board. On the recommendation of the NRC, the Board has adopted and framed a Remuneration Policy.

The Company's Policy relating to appointment of Directors, payment of Managerial Remuneration, Directors' qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013 is furnished as Annexure II and forms part of this Report.

## **CORPORATE SOCIAL RESPONSIBILITY**

With the enactment of the Companies Act, 2013 and the Companies (Corporate Social Responsibility) Rules, 2014 read with various clarifications issued by the Ministry of Corporate Affairs, every Company having the net worth of ₹500 crores or more or turnover of ₹1000 crores or more net profit of ₹5 crores during any financial year have to spend at least 2% of the average net profit of the Company made during the three immediately preceding financial years.

As the Net profit of the company had crossed Rs. 5 cr. during the immediately preceding financial year i.e. on 31<sup>st</sup> March, 2022 the provisions of CSR i.e. Corporate Social Responsibility become applicable.

Our company will be complying with the same from Financial Year 2022-23.

The Company has adopted a Corporate Social Responsibility Policy as required under section 135 of the Companies Act, 2013 for the activities covered under Schedule VII of the Act. The CSR Policy may be accessed on the Company's website i.e. [www.kilpest.com](http://www.kilpest.com).

## **RELATED PARTY TRANSACTIONS**

Your Company has historically adopted the practice of undertaking related party transactions only in the ordinary and normal course of business and at arm's length as part of its philosophy of adhering to highest ethical standards, transparency, and accountability.

All related party transactions that were entered with your Company, during the financial year were on arm's length basis and were in the ordinary course of the business. In terms of the Act, there were no materially significant related party transactions entered into by your Company with its Promoters, Directors and Key Managerial Personnel, or other designated persons, which may have a potential conflict with the interest of your Company at large, except as stated in the Financial Statements. Hence, the disclosure of related party transactions as required under Section 134(3)(h) of the Companies Act, 2013 in Form AOC 2 is not applicable to your Company.

## **MEETINGS OF THE BOARD**

Regular meetings of the Board are conducted to discuss and approve various strategies, policies, financial matters and such other businesses.

Twelve meetings of the Board of Directors were held during the year. For further details, please refer to report on Corporate Governance of this Annual Report.

Details of the composition of the Board and its Committees and of the Meetings held and attendance of the Directors at such Meetings, are provided in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Act and the Listing Regulations.

Further a separate meeting of the Independent Directors of the Company was also held on 9<sup>th</sup> February 2022.

## **TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

A statement giving details of Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo, as stipulated under Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, is set out herewith as Annexure V to this Report.

## **EXTRACT OF ANNUAL RETURN**

The details forming part of the extract of the Annual Return as on 31<sup>st</sup> March 2022 in form MGT-9 in accordance with Section 92(3) of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, are set out herewith as Annexure I to this Report.

Further pursuant to Section 92(3) of the Act and Rule 12 of the Companies (Management and Administration) Rules, 2014 read with Section 134(3)(a) of the Act, the Annual Return in Form MGT-7 as on 31<sup>st</sup> March 2022 is available on the Company's website at [www.kilpest.com](http://www.kilpest.com)

## **PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS**

During the year under review, the Company has not made any investment. Further, the Company has not given any loans or corporate guarantee or provided any security during the year.

Accordingly, the Company is exempt from the provisions of Section 186 of the Act with regards to Loans, Guarantees and Investments.

## **FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS**

The Board members are provided with necessary documents/brochures, reports and internal policies to enable them to familiarize with the Company's procedures and practices. The details of such familiarization programmes for Independent Directors are posted on the website of the Company and can be accessed at <http://www.kilpest.com/investors.html>

## **INSURANCE**

The assets of Company are adequately insured against loss of fire, riot, earthquake, flood etc. and other risks which are considered necessary by the Management.

## **MATERIAL CHANGES & COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRING AFTER BALANCE SHEET.**

No material changes and commitments affecting the financial position of the company occurred between the ends of this financial year to which these financial statements relate on the date of this report.

## **GREEN INITIATIVES**

In commitment to keep in line with the Green Initiatives and going beyond it, electronic copy of the Notice of 50<sup>th</sup> Annual General Meeting of the Company including the Annual Report for FY 2021-22 are being sent to all Members whose e-mail addresses are registered with the Company / Depository Participant(s).

## **UPDATION OF EMAIL IDS FOR RECEIVING NOTICES / DOCUMENTS IN ELECTRONIC MODE:**

Shareholders who have not registered their email addresses with the Company are requested to register their email addresses with the Company to enable the Company to deliver notices /documents through e-mode. Shareholders

holding their shares in demat mode also have an option to register their email addresses with their depository, through their depository participant.

## **GENERAL**

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. No significant or material orders were passed by the Regulators or Courts of Tribunals which impact the going concern status and Company's operations in future.
2. No company/companies have become/ceased to be subsidiaries, JVs or Associate companies during the year.
3. Details relating to issue of Equity Shares with Differential Rights, Sweat Equity, ESOS etc.
4. Details relating to disclosure in respect of voting rights not exercised directly by the employees in respect of shares to which the scheme relates.
5. Details regarding cost audit
6. No applications were made or any proceedings were pending against the Company under the Insolvency and Bankruptcy Code, 2016

## **No Default**

The company has not defaulted in payment of interest and/or repayment of loans to any of the financial institutions and/or banks during the year under review.

Your Directors further state that during the year under review, there was no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

## **DIRECTORS' RESPONSIBILITY STATEMENT**

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the Internal, Statutory and Secretarial Auditors, including audit of the internal financial controls over financial reporting by the Statutory Auditors and the reviews performed by Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during FY 2021-22.

The Statement of the Directors' Responsibility on Annual Accounts of the Company referred to in Sections 134(3)(c) and 134(5) of the Companies Act, 2013 shall state that –

1. that in preparation of annual accounts, the applicable accounting standards have been followed and there are no material departures;
2. that directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of profits and loss of the Company for that period;
3. that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding assets of the Company and for preventing and detecting fraud and other irregularities;

4. that the directors had prepared Annual Accounts on a going concern basis; and
5. the directors, have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
6. the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

#### **PROVISION OF VOTING BY ELECTRONIC MEANS THROUGH REMOTE EVOTING AND EVOTING AT THE AGM**

Your Company is providing E-voting facility as required under section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015. The ensuing AGM will be conducted through Video Conferencing/ OVAM and no physical meeting will be held and your company has make necessary arrangements with CDSL to provide facility for remote e-voting and e-voting at AGM. The details regarding e-voting facility is being given with the notice of the Meeting.

#### **ACKNOWLEDGEMENT**

The Directors hereby acknowledge the dedicated and loyal services rendered by the employees of the Company during the year. They would also like to place on record their appreciation for the continued co-operation and support received by the Company during the year from bankers, financial institutions, Government authorities, business partners, shareholders and other stakeholders without whom the overall satisfactory performance would not have been possible. The Directors look forward to continuance of the supportive relations and assistance in the future.

The Directors deeply regret the losses suffered due to the Covid-19 pandemic and place on record their sincere appreciation to all the front-line workers and those who have gone beyond their duties in battling against the pandemic.

PLACE: BHOPAL  
DATE: 10/08/2022

FOR AND ON BEHALF OF THE BOARD

DHIRENDRA DUBEY  
CHAIRMAN & MANAGING DIRECTOR



## **ANNEXURE-I TO DIRECTORS' REPORT**

### **FORM MGT-9**

### **EXTRACT OF ANNUAL RETURN**

**As on the financial year ended on 31<sup>st</sup> March 2022**

[Pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

#### **I. REGISTRATION & OTHER DETAILS:**

I	CIN	L24211MP1972PLC001131
II	Registration Date	27-05-1972
III	Name of the Company	KILPEST INDIA LIMITED
IV	Category/Sub-category of the Company	COMPANY LIMITED BY SHARES
V	Address of the Registered office & contact details	7 C, INDUSTRIAL AREA, GOVINDPURA, BHOPAL-462023 (MP) PH-0755-2586536,2586537 <a href="mailto:E-mail-kilpest@bsnl.in">E-mail-kilpest@bsnl.in</a>
VI	Whether listed Company	YES
VII	Name, Address & contact details of the Registrar & Transfer Agent, if any.	ADROIT CORPORATE SERVICES PVT. LTD. 17-20, JAFFERBHOY IND. ESTATE, 1 <sup>ST</sup> FLOOR, MAKWANA ROAD, MAROL NAKA, ANDHERI (E), MUMBAI 400059, INDIA

#### **II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the Company shall be stated

SL No	Name & Description of main products / services	NIC Code of the Product /Service	% to total turnover of the Company
1	Manufacture of pesticides and other agrochemical products	2021	100%

#### **III. PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES**

SI No	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	M/S 3B BLACKBIO BIOTECH INDIA LIMITED 7-C, INDUSTRIAL AREA, GOVINDPURA, BHOPAL-462023.	U24232MP2010PTC024717	SUBSIDIARY	87.45	2(87)

**IV. SHAREHOLDING PATTERN: (Equity Share Capital Breakup as % to total Equity)**

Category of Shareholders	No. of Shares held at the beginning of the year (01.04.2021)				No. of Shares held at the end of the year (31.03.2022)				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	93500	0	93500	1.25	93500	0	93500	1.25	0.00
b) Central Govt. or State Govt.	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corporate	820700	0	820700	10.93	820700	0	820700	10.93	0.00
d) Bank/FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any other	0	0	0	0.00	0	0	0	0.00	0.00
DIRECTORS RELATIVES	245700	0	245700	3.27	245700	0	245700	3.27	0.00
DIRECTORS	1719548	0	1719548	22.90	1725448	0	1725448	22.98	0.08
SUB TOTAL (A) (1)	2879448	0	2879448	38.35	2885348	0	2885348	38.43	0.08
(2) Foreign									
a) NRI- Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any other...	0	0	0	0.00	0	0	0	0.00	0.00
SUB TOTAL (A) (2)	0	0	0	0.00	0	0	0	0.00	0.00
Total Shareholding of Promoter (A)=(A)(1)+(A)(2)	2879448	0	2879448	38.35	2885348	0	2885348	38.43	0.08
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
C) Central govt.	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt.	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Fund	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIIS	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Foreign Portfolio Investors	82631	0	82631	1.10	122913	0	122913	1.64	0.54
Alternative Investment Fund	0	0	0	0.00	6067	0	6067	0.08	0.08
SUB TOTAL (B)(1):	82631	0	82631	1.10	128980	0	128980	1.72	0.62

i) Indian	758048	8000	766048	10.20	788338	8000	796338	10.61	0.40
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs.1 lakhs	1959734	123000	2082734	27.74	1905328	114500	2019828	26.90	-0.84
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	1396933	27000	1423933	18.97	1314206	27000	1341206	17.86	-1.10
c) Others (specify)									
Directors	2600	0	2600	0.03	2600	0	2600	0.03	0.00
Clearing Member	35546	0	35546	0.47	21518	0	21518	0.29	-0.19
Investor Education And Protection Fund	37208	0	37208	0.50	37208	0	37208	0.50	0.00
Non Resident Indians(INDIVIDUALS)	197952	0	197952	2.64	148119	0	148119	1.97	-0.66
Hindu Undivided Family (Huf)	0	0	0	0.00	126955	0	126955	1.69	1.69
<b>SUB TOTAL (B)(2):</b>	<b>4388021</b>	<b>158000</b>	<b>4546021</b>	<b>60.55</b>	<b>4344272</b>	<b>149500</b>	<b>4493772</b>	<b>59.85</b>	<b>-0.70</b>
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>4470652</b>	<b>158000</b>	<b>4628652</b>	<b>61.65</b>	<b>4473252</b>	<b>149500</b>	<b>4622752</b>	<b>61.57</b>	<b>-0.08</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Grand Total (A+B+C)</b>	<b>7350100</b>	<b>158000</b>	<b>7508100</b>	<b>100.00</b>	<b>7358600</b>	<b>149500</b>	<b>7508100</b>	<b>100.00</b>	<b>0.00</b>

(ii) Shareholding of Promoters

S.No.	Shareholder's Name	Shareholding at the beginning of the year (01.04.2021)			Shareholding at the beginning of the year (31.03.2022)			
		No. of Shares	% of total shares of the company	% of shares pledged / encumbered to total shares	No. of Shares	% of total shares of the company	% of shares pledged / encumbered to total shares	% change in share holding during the year
1	ANAMIKA DUBEY	22000	0.29	0.00	22000	0.29	0.00	0.00
2	MITHLA DUBEY	1059770	14.12	0.00	1059770	14.12	0.00	0.00
3	MADHULIKA DUBEY	29000	0.39	0.00	29000	0.39	0.00	0.00
4	SANTOSH KUMAR DUBEY	26200	0.35	0.00	26200	0.35	0.00	0.00
5	NIKHIL KUBER DUBEY	272380	3.63	0.00	274780	3.66	0.00	0.03
6	MITHALA	820700	10.93	0.00	820700	10.93	0.00	0.00

	LABORATORIES PRIVATE LIMITED							
7	RAM KUBER DHIRENDRA KUMAR	194700	2.59	0.00	194700	2.59	0.00	<b>0.00</b>
8	MAHESH KUMAR UPADHYAY	24500	0.33	0.00	24500	0.33	0.00	<b>0.00</b>
9	SANJAY KUMAR DUBEY	5100	0.07	0.00	5100	0.07	0.00	<b>0.00</b>
10	DHIRENDRA DUBEY	387398	5.16	0.00	390898	5.21	0.00	<b>0.05</b>
11	RAJESH KUMAR DUBEY	37700	0.50	0.00	37700	0.50	0.00	<b>0.00</b>
	<b>Total</b>	<b>2879448</b>	<b>38.35</b>	<b>0.00</b>	<b>2885348</b>	<b>38.43</b>	<b>0.00</b>	<b>0.08</b>

(iii) Change in Promoter's Shareholding (Specify If There Is No Change)

Sl. No	Name	Shareholding at the beginning of the year 01.04.2021		Transactions during the year			Cumulative shareholding during the year 31.03.2022	
		No. of shares held	% of total shares of the company	Date of Transaction	Reason	No. of shares	No of shares held	% of total shares of the company
1	ANAMIKA DUBEY	22000	0.29				22000	0.29
				AT THE END OF THE YEAR			22000	0.29

2	MITHLA DUBEY	1059770	14.12				1059770	14.12
				AT THE END OF THE YEAR			1059770	14.12

3	MADHULIKA DUBEY	29000	0.39				29000	0.39
				AT THE END OF THE YEAR			29000	0.39

4	SANTOSH KUMAR DUBEY	26200	0.35				26200	0.35
				AT THE END OF THE YEAR			26200	0.35

5	NIKHIL KUBER DUBEY	272380	3.63				272380	3.63
				26/11/2021	Buy	2400	274780	3.66
				AT THE END OF THE YEAR			274780	3.66

6	MITHALA LABORATORIES	820700	10.93				820700	10.93
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	PRIVATE LIMITED							
				AT THE END OF THE YEAR			820700	10.93

7	RAM KUBER DHIRENDRA KUMAR	194700	2.59				194700	2.59
				AT THE END OF THE YEAR			194700	2.59

8	MAHESH KUMAR UPADHYAY	24500	0.33				24500	0.33
				AT THE END OF THE YEAR			24500	0.33

9	SANJAY KUMAR DUBEY	5100	0.07				5100	0.07
				AT THE END OF THE YEAR			5100	0.07

10	DHIRENDRA DUBEY	387398	5.16				387398	5.16
				26/11/2021	Buy	2000	389398	5.19
				24/12/2021	Buy	1003	390401	5.20
				31/12/2021	Buy	497	390898	5.21
				AT THE END OF THE YEAR			390898	5.21

11	RAJESH KUMAR DUBEY	37700	0.50				37700	0.50
				AT THE END OF THE YEAR			37700	0.50

**(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)**

Sl. No.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative shareholding during the year (01.04.21 to 31.03.22)	
		No. of Shares at the beginning (01.04.21) / End of the year (31.03.22)	% of total share of the Company				No. of Shares	% of total shares of the Company
1	VARUN DAGA	450000	5.99	01/04/2021				
				No movement during the year				
		450000	5.99	31/03/2022				
2	OWN INFRACON PRIVATE LIMITED	445000	5.93	01/04/2021				
				No movement during the year				
		445000	5.93	31/03/2022				
3	MAJ NAVRAJ SINGH GREWAL	210000	2.80	01/04/2021				
				17/12/2021	2600	Buy	212600	2.83
				24/12/2021	3400	Buy	216000	2.88
				28/01/2022	2000	Buy	218000	2.90
				25/02/2022	2000	Buy	220000	2.93
				04/03/2022	1000	Buy	221000	2.94
		221000	2.94	31/03/2022				
4	LENUS FINVEST PRIVATE LIMITED	147549	1.97	01/04/2021				
				30/07/2021	6500	Buy	154049	2.05
				20/08/2021	8500	Buy	162549	2.16
				27/08/2021	975	Buy	163524	2.18
				03/09/2021	-3000	Sell	160524	2.14
				05/11/2021	4300	Buy	164824	2.20
				12/11/2021	-1302	Sell	163522	2.18
				19/11/2021	-448	Sell	163074	2.17
				03/12/2021	-1500	Sell	161574	2.15
				07/01/2022	-5000	Sell	156574	2.09
				14/01/2022	5000	Buy	161574	2.15
				18/02/2022	1109	Buy	162683	2.17
		162683	2.17	31/03/2022				
5	SCG & CO LLP	61807	0.82	01/04/2020				
				30/04/2021	22061	Buy	83868	1.12
				07/05/2021	19921	Buy	103789	1.38
				21/05/2021	12000	Buy	115789	1.54
				28/05/2021	1931	Buy	117720	1.57
				30/06/2021	10204	Buy	127924	1.70
				25/03/2022	-14560	Sell	113364	1.51
		113364	1.51	31/03/2022				

6	AMIT CHANDER	76501	1.02	01/04/2021				
					No movement during the year			
		76501	1.02	31/03/2022				
7	ARK GLOBAL EMERGING COMPANIES LP	37153	0.49	01/04/2021				
				18/06/2021	-16000	Sell	21153	0.28
				09/07/2021	-7000	Sell	14153	0.19
				19/11/2021	30000	Buy	44153	0.59
				10/12/2021	22000	Buy	66153	0.88
		66153	0.88	31/03/2022				
8	JAINAM UDAY SHAH	43800	0.58	01/04/2021				
				21/05/2021	-36000	Sell	7800	0.10
				23/07/2021	9000	Buy	16800	0.22
				10/09/2021	27000	Buy	43800	0.58
				10/12/2021	450	Buy	44250	0.59
				17/12/2021	-450	Sell	43800	0.58
				14/01/2022	360	Buy	44160	0.59
				18/02/2022	11700	Buy	55860	0.74
				25/02/2022	2400	Buy	58260	0.78
				11/03/2022	-1800	Sell	56460	0.75
		56460	0.75	31/03/2022				
9	DESERET MUTUAL EMPLOYEE PENSION PLAN TRU	0	0.00	01/04/2021				
				04/03/2022	4723	Buy	4723	0.06
				11/03/2022	16225	Buy	20948	0.28
				18/03/2022	32052	Buy	53000	0.71
		53000	0.71	31/03/2022				
10	RAM DATT SINGH TOMAR	48600	0.65	01/04/2021				
				30/06/2021	-500	Sell	48100	0.64
				17/09/2021	-200	Sell	47900	0.64
				24/12/2021	-500	Sell	47400	0.63
		47400	0.63	31/03/2022				
11	PRATEEK GOEL	42200	0.56	01/04/2021				
				26/11/2021	1885	Buy	44085	0.59
				03/12/2021	350	Buy	44435	0.59
		44435	0.59	31/03/2022				
12	SEVEN CANYONS STRATEGIC INCOME FUND	41718	0.56	01/04/2021				
				09/07/2021	-19000	Sell	22718	0.30
				11/02/2022	-22718	Sell	0	0.00
		0	0.00	31/03/2022				



(v) Shareholding of Directors and KMP

Sl. No	For Each of the Directors & KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No of shares	% of total shares of the Company
1	<b>Mr. DHIRENDRA DUBEY, Managing Director</b>				
	At the beginning of the year- 01.04.2021	387398	5.16	387398	5.16
	Bought during the year (Date wise detail mentioned at point no. iii above)	3500	0.05	390898	5.21
	At the end of the year-31.03.2022			390898	5.21
2	<b>Mr. NIKHIL KUBER DUBEY, Whole Time Director</b>				
	At the beginning of the year- 01.04.2021	272380	3.63	272380	3.63
	Date wise increase/decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment / transfer / bonus / sweat equity etc)	2400	0.03	274780	3.66
	At the end of the year-31.03.2022			274780	3.66
3	<b>Mrs. MITHALA DUBEY, Director</b>				
	At the beginning of the year- 01.04.2021	1059770	14.12	1059770	14.12
	Transmitted during the year (Date wise detail mentioned at point no. iii above)	0	0.00	0	0.00
	At the end of the year-31.03.2022			1059770	14.12
4	<b>Mr. SHABBAR HUSSAIN, Independent Director</b>				
	At the beginning of the year- 01.04.2021	2500	0.03	2500	0.03
	Date wise increase/decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment / transfer / bonus / sweat equity etc)	0	0	0	0
	At the end of the year-31.03.2022			2500	0.03
5	<b>Mrs. NAVNEET KAUR, Company Secretary</b>				
	At the beginning of the year- 01.04.2021	0	0	0	0
	Date wise increase/decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment / transfer / bonus / sweat equity etc)	0	0	0	0
	At the end of the year-31.03.2022			0	0
6	<b>Mr. ABDUL MOIN KHAN, Independent Director</b>				
	At the beginning of the year- 01.04.2021	100	0.00	100	0.00
	Bought during the year 23-11-2021 to 27-11-2021	770	0.01	870	0.01
	At the end of the year-31.03.2022			870	0.01

## V. INDEBTNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment (Rs in Lakhs)				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtness at the beginning of the financial year</b>				
i) Principal Amount	98.63	101.75	0	200.38
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	98.63	101.75	0	200.38
<b>Change in Indebtedness during the financial year</b>	0			
Additions	2450.13	63.87	0	2514.00
Reduction	2378.47	81.65	0	2460.12
<b>Net Change</b>	71.66	17.78	0	53.88
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	170.29	83.97	0	254.26
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	170.29	83.97	0	254.26

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole time director and/or Manager:

(Rs. In Lakhs)

Sl. No.	Particulars of Remuneration	Name of the MD/WTD/Manager		Total Amount
		Mr. DHIRENDRA DUBEY	Mr. NIKHIL KUBER DUBEY	
1	<b>Gross salary</b>			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax, 1961.	7.20	7.20	14.40
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	0.00	0.00	0.00
	(c ) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0.00	0.00	0.00
2	Stock option	0.00	0.00	0.00
3	Sweat Equity	0.00	0.00	0.00
4	Commission	0.00	0.00	0.00
	as % of profit	0.00	0.00	0.00
	others (specify)	0.00	0.00	0.00
5	Others, please specify <b>SITTING FEES</b>	0.30	0.30	0.30
	<b>INTEREST</b>	--	--	--
	<b>Total (A)</b>			14.70

**B. Remuneration to other directors:**

(Rs. In Lakhs)

Sl. No	Particulars of Remuneration	Name of the Directors		
1	Independent Directors	Mr. SHABBAR HUSAIN	Mr. ABDUL MOIN KHAN	Total Amount
	(a) Fee for attending board committee meetings	0.30	0.00	0.30
	(b) Commission	0.00	0.00	0.00
	(c ) Others, please specify	0.00	0.00	0.00
	<b>Total (1)</b>			0.30
2	Other Non Executive Directors	Mrs. MITHALA DUBEY		
	(a) Fee for attending board committee meetings	0.30	0.00	0.30
	(b) Commission	0.00	0.00	0.00
	(c ) Others, please specify.		0.00	
	<b>INTEREST</b>	7.07		7.07
	<b>Total (2)</b>	7.37	0.00	7.37
	<b>Total (B)=(1+2)</b>	0.00	0.00	7.67
	<b>Total Managerial Remuneration</b>			22.37

**C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD:**

(Rs. In Lakhs)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total
1	Gross Salary	CFO & W.T.D	Company Secretary	
			Navneet Kaur	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.		2.52	2.52
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961		0.00	0.00
	(c ) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961		0.00	0.00
2	Stock Option		0.00	0.00
3	Sweat Equity		0.00	0.00
4	Commission		0.00	0.00
	as % of profit		0.00	0.00
	others, specify		0.00	0.00
5	Others, please specify		0.00	0.00
	<b>Total</b>			2.52

**VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority (RD / NCLT / Court)	Appeal made if any (give details)
<b>A. COMPANY</b>					
Penalty					
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty					
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty					
Punishment					
Compounding					

## **ANNEXURE-II TO DIRECTORS' REPORT**

### **Nomination and Remuneration Policy of Kilpest India Limited**

#### **I. PREAMBLE**

In terms of the provisions of the Companies Act, 2013 and applicable provisions of SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, (earlier old listing agreement) the Company has formulated "Nomination and Remuneration Policy." This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management was formulated by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company.

#### **II. OBJECTIVE**

The Key Objectives of the Committee would be:

- a) To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- b) To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation.
- c) To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.

#### **III. DEFINITIONS**

"Board" means Board of Directors of the Company.

"Company" means "**KILPEST INDIA LIMITED.**"

"Independent Director" means a director referred to in Section 149(6) of the Companies Act, 2013.

"Key Managerial Personnel" (KMP) means

- (i) Chief Executive Officer or the Managing Director or the Manager,
- (ii) Company Secretary,
- (iii) Whole-time Director,
- (iv) Chief Financial Officer and
- (v) Such other officer as may be prescribed.

"Nomination and Remuneration Committee" shall mean a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and the Listing Agreement.

"Policy or This Policy" means, "Nomination and Remuneration Policy."

"Remuneration" means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961.

#### **IV. INTERPRETATION**

Terms that have not been defined in this Policy shall have the same meaning assigned to them in the Companies Act, 2013, Listing Agreement and/or any other SEBI Regulation(s) as amended from time to time.

## **V. GUIDING PRINCIPLES**

The Policy ensures that:

- The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully.
- Relationship of remuneration to performance is clear and meets appropriate performance benchmarks and
- Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

## **VI. ROLE OF THE COMMITTEE**

The role of the Committee inter alia will be the following:

- a) To formulate a criteria for determining qualifications, positive attributes and independence of a Director.
- b) Formulate criteria for evaluation of Independent Directors and the Board.
- c) Identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- d) To carry out evaluation of every Director's performance.
- e) To recommend to the Board the appointment and removal of Directors and Senior Management
- f) To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- g) Ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- h) To devise a policy on Board diversity.
- i) To carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification, as may be applicable.
- j) To perform such other functions as may be necessary or appropriate for the performance of its duties.

## **VII. APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT**

Appointment criteria and qualifications:

1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his/her appointment.
2. A person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient/satisfactory for the concerned position.

Term / Tenure:

1. Managing Director/Whole-time Director/Manager (Managerial Person):
  - The Company shall appoint or re-appoint any person as its Managerial Person for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.
2. Independent Director:
  - An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
  - No Independent Director shall hold office for more than two consecutive terms, but such independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

- At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed Company or such other number as may be prescribed under the Act.

**Evaluation:**

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management at regular interval (yearly).

**Removal:**

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made there under or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management subject to the provisions and compliance of the said Act, rules and regulations.

**Retirement:**

The Director, KMP and Senior Management shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

**VIII. PROVISIONS RELATING TO REMUNERATION OF MANAGERIAL PERSON, KMP AND SENIOR MANAGEMENT**

**General:**

1. The remuneration/compensation/commission (if any) etc. to Managerial Person, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration/compensation/commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
2. The remuneration and commission to be paid to Managerial Person shall be as per the statutory provisions of the Companies Act, 2013, and the rules made there under for the time being in force.
3. Increments to the existing remuneration/compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Managerial Person. Increments will be effective from the date mentioned in the resolution as approved by the Shareholders in respect of Managerial Person.
4. Where any insurance is taken by the Company on behalf of its Managerial Person, KMP and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

**Remuneration to Managerial Person, KMP and Senior Management:**

**1. Fixed pay:**

Managerial Person, KMP and Senior Management shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee in accordance with the statutory provisions of the Companies Act, 2013, and the rules made there under for the time being in force. The break-up of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

**2. Minimum Remuneration:**

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managerial Person in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the prior approval of the Central Government.

3. Provisions for excess remuneration:

If any Managerial Person draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

**Remuneration to Non-Executive/Independent Director:**

1. Remuneration/Commission:

The remuneration/commission shall be in accordance with the statutory provisions of the Companies Act, 2013, and the rules made there under for the time being in force.

2. Sitting Fees:

The Non-Executive/Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

3. Stock Options:

An Independent Director shall not be entitled to any stock option of the Company.

**IX. DEVIATIONS FROM THIS POLICY**

Deviations on elements of this policy in extraordinary circumstances, when deemed necessary in the interests of the Company, will be made if there are specific reasons to do so in an individual case.

## **ANNEXURE-III TO DIRECTORS' REPORT**

### **Form AOC-1**

(Pursuant to first provision to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

**Statement containing salient features of the financial statement of subsidiaries/associate companies / joint ventures**

### **Part "A": Subsidiaries**

(Information in respect of each subsidiary to be presented with amounts in Rs.)

Sl. No.	Particulars	Details
1.	Name of the subsidiary	3B BlackBio Biotech India Limited
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	01/04/2021 to 31/03/2022
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	INR N.A.
4.	Share capital	1,02,75,000
5.	Reserves & surplus	150,71,73,316
6.	Total assets	164,08,87,104
7.	Total Liabilities	12,34,38,788
8.	*Investments	92,63,93,209
9.	Turnover	66,82,77,963
10.	Profit before taxation	42,39,75,385
11.	Provision for taxation	9,81,85,522
12.	Profit after taxation	31,82,96,023
13.	** Dividend	8,73,37,500
14.	% of shareholding	87.45%

\*Excluding FDs with various banks

\*\*Final Dividend FY 2020-21 Rs 10,275,000.00

Interim Dividend FY 2021-22 Rs 77,062,500.00

**Notes:** The following information shall be furnished at the end of the statement:

### **Part "B": Associates and Joint Ventures**

**Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures**

There are no associate companies and joint ventures during the current financial year.



## **ANNEXURE-IV TO DIRECTORS' REPORT**

### **FORM NO.MR-3 SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2022**

Pursuant to Section 204(1) of the Companies Act, 2013 and rule no. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

To,  
The Members,  
**M/s Kilpest India Ltd,**  
7-C, Industrial Area,  
Govindpura,  
BHOPAL – 462023

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Kilpest India Ltd**, (hereinafter called the “Company”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2022, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2022 according to the provisions of:

1. The Companies Act, 2013 (‘the Act’) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, (Not Applicable)
  - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, (Not Applicable)

- f) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations 2021 (Not Applicable)
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018. (Not Applicable)
6. Other Laws applicable to the Company;
- a) The Hazardous Wastes (Management and Handling) Rules, 1989
  - b) The Insecticide Act, 1968
  - c) Factories Act, 1948 and Rules made there under
  - d) Payment of Bonus Act, 1965 & Rules, 1965
  - e) Maternity Benefit Act, 1961 & Rules
  - f) Employees Compensation Act, 1923 & Rules.
  - g) Minimum Wages Act, 1948, M.W(C) Rules, 1950
  - h) Child Labour (P&R) Act, 1986 & Rules.
  - i) Air (Prevention and Control of Pollution) Act, 1981
  - j) Water (Prevention and Control of Pollution) Act, 1974
  - k) Payment of Wages Act, 1936
  - l) Employees State Insurance Act, 1948
  - m) Employees PF & Miscellaneous Provisions Act, 1952
  - n) Contract Labour (Regulation & Abolition) Act, 1970
  - o) Bureau of Indian Standards Act
  - p) Industrial Disputes Act, 1947
  - q) Indian Contract Act, 1872
  - r) Environment Protection Act, 1986 and other environmental laws
  - s) Payment of Gratuity Act, 1972
  - t) Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
  - u) Medical device rules, 2017

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with BSE Limited.

We have also examined the records of 3B BLACKBIO BIOTECH INDIA LIMITED, the material subsidiary of the Company.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes. All the decisions have been taken unanimously and no dissent recorded.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, there are no specific events / actions having a major bearing on the Company's affairs in pursuance of the laws, rules, regulations, guidelines, standards, etc, referred to above.

**For P.K. Rai & Associates**  
**Practicing Company Secretary**

**CS PRAVEEN KUMAR RAI**  
**M.No: 6313**  
**C.P.No. 3779**  
**UDIN: F006313D000773134**

**Date:- 10<sup>th</sup> August 2022**  
**Place: Bhopal**

To,  
The Members,  
**M/s Kilpest India Ltd,**  
7-C, Industrial Area,  
Govindpura,  
BHOPAL – 462023

Our Secretarial Audit Report of even date is to be read along with this letter.

#### **Management's Responsibility**

1. It is the responsibility of the management of the company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

#### **Auditor's Responsibility**

2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the company with respect to secretarial compliances.
3. We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
4. Where ever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.

#### **Disclaimer**

5. The secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company

**For P.K. Rai & Associates**  
**Practicing Company Secretary**

**CS PRAVEEN KUMAR RAI**  
**M.No: 6313**  
**C.P.No. 3779**  
**UDIN: F006313D000773134**

**Date:- 10<sup>th</sup> August 2022**  
**Place: Bhopal**

**FORM NO.MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2022**

Pursuant to Section 204(1) of the Companies Act, 2013 and Rule no. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

To,  
The Members,  
**3B BLACKBIO BIOTECH INDIA LIMITED**  
7-C, Industrial Area,  
Govindpura,  
BHOPAL – 462023

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **3B Blackbio Biotech India Limited**, (hereinafter called the “Company”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2022, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2022 according to the provisions of:

1. The Companies Act, 2013 (‘the Act’) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowing
5. Other Laws applicable to the Company;
  - a) The Hazardous Wastes (Management and Handling) Rules 1989;
  - b) Payment of Bonus Act 1965, & Rules, 1965
  - c) Maternity Benefit Act 1961 & Rules
  - d) Employees Compensation Act, 1923 & Rules.
  - e) Minimum Wages Act, 1948, M.W(C) Rules, 1950
  - f) Child Labour (P&R) Act 1986 & Rules.
  - g) Payment of Wages Act 1936
  - h) Employees PF & Miscellaneous Provisions Act 1952
  - i) Industrial Disputes Act, 1947
  - j) Indian Contract Act, 1872
  - k) Environment Protection Act, 1986 and other environmental laws
  - l) Payment of Gratuity Act, 1972
  - m) Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act 2013

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes. All the decisions have been taken unanimously and no dissent recorded.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, there are no specific events / actions having a major bearing on the Company's affairs in pursuance of the laws, rules, regulations, guidelines, standards, etc, referred to above.

**For P.K. Rai & Associates**  
**Practicing Company Secretary**

**CS PRAVEEN KUMAR RAI**  
**M.No: 6313**  
**C.P.No. 3779**  
**UDIN: F006313D000773301**

**Date:- 10<sup>th</sup> August 2022**  
**Place: Bhopal**

To,  
The Members,  
**3B BLACKBIO BIOTECH INDIA LIMITED**  
7-C, Industrial Area,  
Govindpura,  
BHOPAL – 462023

Our Secretarial Audit Report of even date is to be read along with this letter.

**Management's Responsibility**

1. It is the responsibility of the management of the company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

**Auditor's Responsibility**

2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the company with respect to secretarial compliances.
3. We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
4. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.

**Disclaimer**

5. The secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company

**For P.K. Rai & Associates**  
**Practicing Company Secretary**

**CS PRAVEEN KUMAR RAI**  
**M.No: 6313**  
**C.P.No. 3779**  
**UDIN: F006313D000773301**

**Date:- 10<sup>th</sup> August 2022**  
**Place: Bhopal**

## **ANNEXURE-V TO DIRECTORS' REPORT**

Particulars of Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo required under the Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies(Accounts) Rules, 2014.

### **A. CONSERVATION OF ENERGY**

(a) Energy conservation measures taken:

The Company is conscious of the need for energy conservation and striving to explore possibilities of reducing energy consumption in all the areas of operations including office premises as well as its manufacturing facilities.

The Company has further accelerated its efforts to conserve energy and has been able to achieve results this year also.

Some of the measures implemented are:

- (i) Planned production for maximum utilization of services.
  - (ii) Stoppage of utilities when not required.
  - (iii) Installation of items/ equipments which will consume less energy, optimization of non-working day consumption
  - (iv) Reduced the consumption of Paper usage. Promoted soft copy record instead of hard copy, using both sides of the paper for writing purpose, no printouts were taken unless it was essential & monitoring of consumption of paper.
  - (v) Reuse of reflux-distillation water being used for testing/analysis of product in the laboratory.
  - (vi) Conversion of existing light fittings to LED light fittings have been completed in all areas so that improve energy saving & safety also
- (b) Steps taken by the Company for utilising alternate sources of energy  
Company is planning to install 40 KWP solar power plant to reduce/minimize the use of non-renewable Energy source.
- (c) Additional investments and proposals being implemented for reduction of energy consumption:  
(i) Elimination of heat losses in air- conditioning areas and all AC's kept at 24° C.
- (d) Total energy consumption and energy consumption per unit of production as per FORM A hereunder:

### **FORM A FORM FOR DISCLOSURE OF PARTICULARS WITH REGARD TO CONSUMPTION OF ENERGYPOWER AND FUEL CONSUMPTION**

	Year ended 31-03-2022	Year ended 31-03-2021
1 Electricity		
a) Purchased		
Units (KWH)	1,68,327	2,03,598
Total Amount (Rs.)	9,02,632	12,53,869
Average Rate/Unit (Rs.)	5.36	6.16
b) Own Generation		
i) Through Diesel Generator		
Units (KWH)	1920	204
Units/Ltr. of Diesel	1.0	1.0
Cost/Unit (Rs.)	43.08	65.71
ii) Through Steam Turbine / Generator		
2 Coal	NA	NA
3 Fuel Furnace Oil + Light	NA	NA
Diesel Oil	NA	NA
Quantity (KL)	NA	NA
Total Amount (Rs.)	NA	NA
Average Rate/KL (Rs.)	NA	NA
4 Others/Internal Generation	NA	NA

### **CONSUMPTION PER UNIT OF PRODUCTION**

Products (with details) Unit	Since the company manufactures several
Electricity Furnace Oil	formulations and having regard to the records and
Coal(specify quality)	and other books maintained by the company, it is
Others (Specify)	impracticable to apportion the utilities.



**TECHNOLOGY ABSORPTION**  
**EFFORTS MADE IN TECHNOLOGY ABSORPTION**

**FORM B**  
**FORM FOR DISCLOSURE OF PARTICULARS WITH REGARD TO ABSORPTION**

**RESEARCH & DEVELOPMENT**

1. Specific areas in which R&D carried out by the company:
  - a) Standardization of new protocol for large scale cultivation of antagonistic fungus *Trichoderma viride* through solid state fermentation.
  - b) Optimization of production of Gibberellic acid from *Fusarium moniliforme* through solid state fermentation.
  - c) Production, isolation, purification and characterization of novel antifungal compounds from *Streptomyces* species.
  - d) Production of miticidal compounds (avermectins) from *Streptomyces* species through submerged fermentation.
  - e) Production of liquid protein hydrolysate plant growth stimulator and fertilizer.
  - f) Development of new PCR based disease diagnosis kits.
  - g) Development of mosquito larvicidal formulation based on *Bacillus thuringiensis*.
  - h) Development of Rapid Diagnostic Kits based on Antigen/Antibody.
2. Benefits derived as a result of the above R&D:
  - i. New method for production of *Trichoderma viride* through solid state fermentation was adopted for cultivation as a result of which sales volume was increased.
  - ii. Method for production of Gibberellic acid from *Fusarium moniliforme* is standardized.
  - iii. Complete process for production and extraction of antifungal compounds from actinomycetes has been optimized.
  - iv. An effective antifungal formulation based on *Bacillus subtilis* is ready for commercial production.
  - v. Production of Liquid protein hydrolysate was stated and presently being commercialized as Fytozyme.
  - vi. Mosquito larvicidal formulation based on *Bacillus thuringiensis* was standardized.
  - vii. Chelated microfertilizer (Zinc-EDTA) has been development followed by field trials.
  - viii. PCR based disease diagnosis has already been started at our Research Center.
  - ix. Company has commercialized several PCR based Diagnostic Kits.
3. Future plan of action:
  - a) Commercialization of Gibberellic acid based products for crops.
  - b) Commercialization of *Bacillus subtilis* based fungal antagonistic formulation for crops.
  - c) Commercialization of mosquito larvicidal formulation based on *Bacillus thuringiensis israelensis*.
  - d) Establishment of joint venture with national and international companies for making rapid progress in biotechnology.

4. Expenditure on R&D

		<b>31-03-2022</b>	<b>31-03-2021</b>
a)	Capital	50,79,199	0
b)	Recurring	25,77,274	22,65,543
c)	Total	76,56,473	22,65,543
d)	Total R&D expenditure as a percentage of total turnover	4.93%	1.58 %

## TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

1. Efforts, in brief, made towards technology : Innovations made in manufacturing processes.  
absorption, adaptation and innovation : New Products launched  
: Existing Products improved.
2. Benefits derived as a result : Improved productivity and process efficiencies.  
of the above efforts : Sales volume increased.  
: Customer trust company's products.  
: Brand image improved.
3. There is no imported technology involved this year.

Total foreign exchange used

## B. FOREIGN EXCHANGE EARNINGS AND OUTGO

		2021-22	2020-21
1	Foreign Exchange Earnings	5,46,69,307	3,66,32,961
2	Foreign Exchange Outgo	NIL	NIL

## ANNEXURE-VI TO DIRECTORS' REPORT

Information required under Section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

I	Ratio of the remuneration of each director to the median remuneration of the employees of the Company for the Financial Year	S.No	Name of Director(s)	Ratio of Remuneration of Each Director to the Median Remuneration	
		01.	Mr. Dharendra Dubey	3.70	
		02.	Mr. Nikhil Kuber Dubey	3.70	
		03.	Mr. Shabbar Husain	0.15	
		04.	Mrs. Mithla Dubey	3.78	
		05.	Mr. Abdul Moin Khan	0.00	
II	Percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the Financial Year.	S.No	Name of KMP		Increase (in %)
		01.	Mr. Dharendra Dubey	Managing Director	NIL
		02.	Mr. Nikhil Kuber Dubey	Whole Time Director	NIL
		03.	Mr. Shabbar Husain	Director	NIL
		04.	Mr. Abdul Moin Khan	Director	NIL
		05.	Mrs. Mithla Dubey	Director	NIL
06.	Mrs. Navneet kaur	Company Secretary	NIL		
III	Percentage increase in the median remuneration of employees in the financial year.	NIL			
IV	Number of permanent employees on the rolls of the Company as on 31 <sup>st</sup> March 2022	47			
V	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	No increase during the Financial Year.			
VI	Key Parameters for any variable component of remuneration availed by the directors	NIL			
VII	Affirmation that the remuneration is as per the remuneration policy of the Company.	The remuneration is as per the Nomination and Remuneration Policy for the Directors, Key Managerial Personnel and other employees of the Company, formulated pursuant to the provisions of section 178 of the Companies Act, 2013.			

### Notes:

1. The Remuneration of Independent Directors is sitting fees paid to them for the financial year 2021-22.
2. Median remuneration of the company for all its employees is Rs.194797 for the F.Y 2021-22.
3. The median remuneration of those employees has been taken who has worked for the whole F.Y 21-22.

## **REPORT ON CORPORATE GOVERNANCE**

### **A. COMPANY'S PHILOSOPHY ON THE CODE OF CORPORATE GOVERNANCE:**

Corporate Governance is the system by which Companies are directed and controlled by the Management in the best interest of the Shareholders and others. The Company's philosophy on the Code of Governance is based on the belief that effective Corporate Governance Practices constitute a strong foundation on which successful commercial enterprises are built to last. Corporate Governance is essentially a system by which companies are governed and controlled by the management under the direction and supervision of the Board in the best interest of all the stakeholders. It is not mere compliance of laws, rules and regulations, but also the application of best management practices and adherence to the highest ethical principles in all its dealings, to achieve the objects of the Company, enhance stakeholder value and discharge its social responsibility. The company strongly believes that good Corporate Governance is a pre-requisite for enhancing shareholders long term value. The Company lays great emphasis on a corporate culture of conscience, integrity, fairness, transparency, accountability and responsibility for efficient and ethical conduct of its business. The Board considers itself as the trustee of its Shareholders. Our Board exercises its fiduciary responsibilities in widest sense of the term. During the period under review, the Board continued its pursuit by adopting and monitoring of corporate strategies, prudent business plans, major risks and ensuring that the company pursues policies and procedures to satisfy its social, legal and ethical responsibilities. The Company's Corporate Governance structure ensures timely implementations of plans and adequate disclosures as well as fair dealings with stakeholders' interests thereby ensuring highest standards of business ethics and integrity.

The Company has adopted a Code of Conduct for its employees including the Managing Director and Whole Time Directors. The Board of Directors is at the core of our Corporate Governance practice and oversees how the management serves and protects long-term interest of all our stakeholders. We believe that an active, well-informed and independent Board is necessary to ensure the highest standards of corporate governance. It is well recognized that an effective Board is a pre-requisite for strong and effective corporate governance.

### **B. BOARD OF DIRECTORS**

The Board of Directors of the Company is the highest governance authority within the management structure of the Company. The Board of Directors is the apex body constituted by shareholders, for overseeing the Company's overall functioning. Further, the Board of Directors of the Company is totally committed to the best practices for effective Corporate Governance.

The Board of Directors, along with its Committees, provides leadership and guidance to the management and directs and supervises the performance of the Company, thereby enhancing stakeholders' value. The Board has a fiduciary duty in ensuring that the rights of all stakeholders are protected.

In terms of Company's Corporate Policy, all statutory and other significant and material information are placed before the Board to enable it to discharge its responsibilities of supervision, control and direction. The Company has an active, diverse, experienced and a well-informed Board. The Company currently has a right mix of Directors on the Board who possess the requisite experience in general corporate management, finance and other allied fields which enable them to contribute effectively to the Company in their capacity as Directors of the Company. Profile of the Directors is available on the Company's website [www.kilpest.com](http://www.kilpest.com).

None of the Directors on the Board is a Member of more than 10 Committees and Chairperson of more than 5 Committees. The necessary disclosures regarding committee positions have been made by all the Directors.

i. Composition and category of Directors

Name of Director	Designation / Category	No. of Directorship in other Public Companies	In Committees of the Company		In Committees of the other Public Company	Relationship inter-se directors
			Chairmanship	Membership		
Shri Dharendra Dubey DIN: 01493040	Chairman & Managing Director	NIL	NIL	NIL	NIL	Related to Nikhil Kuber Dubey, Mithla Dubey
Shri Nikhil Kuber Dubey DIN: 00538049	Executive Director	NIL	NIL	2	NIL	Related to Dharendra Dubey, Mithla Dubey
Smt. Mithla Dubey DIN: 03597415	Director	NIL	NIL	2	NIL	Related to Dharendra Dubey, Nikhil Kuber Dubey
CA Shabbar Husain DIN: 02423696	Non Executive Independent Director	NIL	3	3	NIL	-
Shri.Abdul Moin Khan DIN: 07918067	Non Executive Independent Director	NIL	NIL	2	NIL	-

Detailed profile of the Directors is available on the Company's website <http://www.kilpest.com/investors.html>.

### Independent Directors

Independent Directors play a vital role in the governance processes of the Board by enhancing corporate credibility and governance standards. Their increased presence in the boardroom has been hailed as a harbinger for striking a right balance between individual, economic and social interests. All Independent Directors of the Company have been appointed as per the provisions of the Act and the SEBI Listing Regulations.

In the opinion of the Board, the Independent Directors fulfil the conditions of independence specified in the Act and the SEBI Listing Regulations and are independent of the Management. The appointment/re-appointment of Independent Directors is carried out in a structured manner in accordance with the provisions of the Act and the SEBI Listing Regulations. The Charter of the Nomination and Remuneration Committee ('NRC') provides for identification of candidates based on certain laid down criteria and takes into consideration the need for diversity of the Board and accordingly makes its recommendations to the Board.

They are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act along with rules framed thereunder. In terms of Regulation 25(8) of SEBI Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and that they are independent of the management.

### **Evaluation of Board Effectiveness:**

In terms of applicable provisions of the Companies Act, 2013 read with Rules framed there under and provisions of Listing Regulations and on the recommendation of Nomination and Remuneration Committee, the Board of Directors has put in place a process to formally evaluate the effectiveness of the Board, its Committees along with performance evaluation of each Director carried out on an annual basis. Accordingly, the annual performance of the Board, its committees and each Director was carried out for the Financial Year 2021-2022.

Criteria for evaluation of individual Directors include aspects such as professional qualifications, prior experience, especially experience relevant to the Company, knowledge and competency, fulfilment of functions, ability to function as a team, initiative, availability and attendance, commitment, contribution, integrity, independence and guidance/support to management outside Board/ Committee Meetings. In addition, the Chairman is also evaluated on key aspects of his role, including effectiveness of leadership and ability to steer meetings, impartiality, ability to keep shareholders' interests in mind and effectiveness as Chairman.

Criteria for evaluation of the Committees of the Board include mandate and composition; effectiveness of the Committee; structure of the Committee; regularity and frequency of meetings, agenda, discussion and dissent, recording of minutes and dissemination of information; independence of the Committee from the Board; contribution to decisions of the Board; effectiveness of meetings and quality of relationship of the Committee with the Board and management.

### **Familiarization programmes for Board Members:**

The Company has an orientation programme upon induction of new Directors, as well as other initiatives to update Directors on a continuous basis. The Board members are provided with necessary documents/brochures, reports and internal policies to enable them to familiarize with the Company's procedures and practices.

The Company also has an ongoing familiarization programme for its Independent Directors, with the objective of familiarizing them with the Company, its operations, strategies and business model, nature of the industry and environment in which it operates, functions, policies and procedures of the Company and its subsidiaries, the regulatory environment applicable to it, projects undertaken by the Company and also the roles, rights and responsibilities of Independent Directors so as to gain a clear understanding of their roles, rights and responsibilities for the purpose of contributing significantly towards the growth of the Company. The Board is provided with all the documents required and/or sought by them to have a good understanding of the Company, its business model and various operations and the industry of which it is a part.

The details of such familiarization programmes for Independent Directors are posted on the website of the Company and can be accessed at <http://www.kilpest.com/investors.html>.

**Meetings of Independent Directors:** One meeting of Independent Directors was held during the year on 9<sup>th</sup> February 2022. All the Independent Directors were present at the meeting. At the Meeting, the Independent Directors:

- Reviewed the performance of Non-Independent Directors and the Board as a whole;
- Reviewed the performance of the Chairman of the Company, taking into account the views of the Director and Non-Executive Directors; and
- Assessed the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

### Skills, Expertise and Competencies of the Board:

The Board of the Company comprises eminent personalities and leaders in their respective fields for achieving the objectives of the Company while operating effectively, responsibly and sustainably. These Members bring in the required skills, competence and expertise to the Board.

Pursuant to provisions of Listing Regulations, given below is the list of core skills, expertise/competencies that the Company's Board has identified as particularly valuable to the effective oversight and functioning of the Company:

- **Leadership Experience & Business Dynamics:** Leadership experience in managing companies, understanding of business dynamics, across various markets, industry experience including its entire value chain and regulatory jurisdictions.
- **Strategy and Planning:** Appreciation of long-term trends, strategic choices and experience in guiding and leading management teams to make decisions in uncertain environments. Experience in Human Resources and Communication.
- **Corporate Governance:** Experience in developing good governance practices, serving the best interests of all stakeholders, maintaining board and management accountability, building long-term effective stakeholder engagements and driving corporate ethics and values.

A chart or matrix setting out the skills/expertise/competence of the Directors is given below:

Area of Expertise	Leadership Experience & Business Dynamics	Strategy and Planning	Corporate Governance	Technical Knowledge
Availability of Expertise with the Board	√	√	√	√
Dhirendra Dubey	√	√	√	√
Nikhil Kuber Dubey	√	√	√	√
Mithla Dubey	√	√	√	√
Shabbar Hussain	√	√	√	√
Abdul Moin Khan	√	√	√	√

Confirmation as regards independence of Independent Directors: In the opinion of the Board of Directors of the Company, the existing Independent Directors fulfils the conditions specified in the SEBI Listing Regulations and are Independent of the Management.

Reasons for resignation of Independent Director before the expiry of term, if any: Not Applicable

ii) Board procedure:-

The annual calendar of the Board and Committee Meetings is agreed upon at the beginning of the year. The agenda is circulated well in advance to the Board/Committee Members along with comprehensive background information forming part of the agenda to enable the Board and Committees to arrive at appropriate decisions. The Company Secretary tracks and monitors the Board and Committee proceedings to ensure that the Terms of Reference/Charters are adhered to, decisions are properly recorded in the minutes and actions on the decisions are tracked thereby enriching the effectiveness of the Meetings.

The Terms of Reference/Charters are amended and updated from time to time in order to keep the functions and role of the Board and its Committees at par with the changing statutes. Meeting effectiveness is ensured through clear agenda, circulation of agenda material in advance, detailed presentations at the meetings and tracking of action taken reports at

every meeting. Additionally, based on the agenda, meetings are attended by members of the senior leadership as invitees, which bring in the requisite accountability and also provides developmental inputs.

The Board meets at regular intervals to discuss and decide on business strategies/policies and review financial performance of the Company.

At Board Meetings, the Managing Director apprises the Board on the overall performance of the Company to enable the Board to discharge its responsibilities. The Board also, inter alia, reviews the strategy, annual business plan and capital expenditure budgets, quarterly, half-yearly and annual financial results, compliance reports on all laws applicable to the Company, people process matters, minutes of Board Meetings of subsidiaries and minutes of Meetings of Committees of the Board. In addition, the Board is kept informed of all major events. The Board reviews the performance of the Company vis-à-vis budgets/targets. The gap between two Meetings did not exceed 120 days and the Meetings were conducted in compliance with all applicable laws. The necessary quorum was present for all the Board Meetings.

The Board of directors provides the strategic direction and thrust to the operations of the company. During the period under review, 12 Board Meetings were held; on 31<sup>st</sup> May 2021, 23<sup>rd</sup> June 2021, 29<sup>th</sup> July 2021, 2<sup>nd</sup> August 2021, 8<sup>th</sup> September 2021, 22<sup>nd</sup> September 2021, 29<sup>th</sup> September 2021, 11<sup>th</sup> November 2021, 24<sup>th</sup> November 2021, 1<sup>st</sup> December 2021, 27<sup>th</sup> December 2021 and 9<sup>th</sup> February 2022. The Forty Ninth Annual General Meeting ('e-AGM') of the Company for the Financial Year ('FY') 2020-21 was held on 22<sup>nd</sup> September 2021 through video conferencing ('VC')/other audio visual means ('OAVM') in accordance with the relevant circulars issued by the Ministry of Corporate Affairs ('MCA') and SEBI. The Directors of the Company were present at the 49<sup>th</sup> AGM.

Attendance of each Director at Board Meeting and Annual General Meeting (AGM) was as follows:-

S.No.	Name of Director	No. of Board Meetings attended	Attendance at AGM held on 22-09-2021
1	Shri Dharendra Dubey	12	Yes
2	Shri Nikhil Kuber Dubey	12	Yes
3	CA Shabbar Husain	12	Yes
4	Smt. Mithla Dubey	12	Yes
5	Shri. Abdul Moin Khan	12	No

### C. CODE OF CONDUCT

The Code of Conduct reflects the Company's core values, identifies corporate responsibilities towards its stakeholders and obliges the Management to comply with the fundamental guidelines when exercising their authority, both within and outside the organization.

The Company has adopted for its Board of Directors and Senior Management which is available on the website of the Company at [www.kilpest.com](http://www.kilpest.com)

As on 31<sup>st</sup> March 2022, all the Board Members and Senior Management of the Company have affirmed compliance with their respective Codes of Conduct. A declaration to this effect duly signed by the Managing Director forms part of this Report. The Company has also received a confirmation from the Non-Executive Directors and Independent Directors regarding compliance of the Code for the year under review.

Apart from receiving remuneration that they are entitled to under the Act as Non-Executive Directors and reimbursement of expenses incurred in the discharge of their duties, none of the Non-Executive Directors had any other material pecuniary relationship or transactions with the Company, its Subsidiary, Promoters, Directors, Senior Management during the three immediately preceding financial years or during the current financial year.



Senior Management of the Company have made disclosures to the Board confirming that there are no material financial and/or commercial transactions between them and the Company that could have potential conflict of interest with the Company at large.

#### **D. DETAILS OF REMUNERATION PAID TO DIRECTORS DURING THE PERIOD ENDED ON 31<sup>st</sup> MARCH, 2022**

The Non-Executive Directors are paid sitting fees for attending each meeting of the Board of Directors and Committees thereof. The details of the sitting fees paid during the period to the Non-Executive Directors and the remuneration paid to the Executive Directors are given below:

S.No.	Name of Director	Sitting fees (Incl. committee meetings)	Salaries & Allowances etc	Cont. to Provident & Superannuation Funds
1	Shri Dharendra Dubey	30000	7,20,000	83,808
2	Shri Nikhil Kuber Dubey	30000	7,20,000	-
3	CA Shabbar Husain	30000	-	-
4	Smt. Mithla Dubey	30000	-	-
5	Shri.Abdul Moin Khan	-		

#### **Retirement Policy for Directors**

As per the retirement age policy adopted by the Company, the Managing and Executive Directors retire at the age of 65 years. The retirement age for Non-Independent Non-Executive Directors is 70 years and for Independent Directors is 75 year as per the Governance Guidelines on Board Effectiveness.

#### **Succession Planning**

The NRC works with the Board on the leadership succession plan to ensure orderly succession in appointments to the Board and in the senior management. The Company strives to maintain an appropriate balance of skills and experience, within the organization and the Board, in an endeavour to introduce new perspectives, whilst maintaining experience and continuity.

#### **E. COMMITTEES OF THE BOARD:**

Given below is the composition and the terms of reference of various Board constituted Committees, inter alia including the details of meetings held during the year. The Company Secretary acts as the secretary for all Board constituted Committees. The Chairperson of each Committee briefs the Board on significant discussions at its meetings. During the financial year all recommendations made by the various Committees have been accepted by the Board.

##### **(i) AUDIT COMMITTEE**

The Company's Audit Committee consists of following directors:-

Sl. No.	Names of Members	Designation	Category of Director
1	Shabbar Husain	Chairman	Independent, Non-Executive (Chartered Accountant)
2	Abdul Moin Khan	Member	Non-Executive, Independent
3	Nikhil Kuber Dubey	Member	Whole Time Director

The Primary objective of Committee is to monitor and provide effective supervision of Management's financial reporting process to ensure accurate and timely disclosures, with highest level of transparency, integrity and quality of financial reporting. The Audit Committee also exercises the role and powers entrusted upon by the Board of Directors from time to time and as mandated under the applicable rules / regulations / laws. All possible measures have been taken by Committee to ensure the independence and objectivity of the independent auditors. During the period under review seven meetings of the committee were held i.e. 23<sup>rd</sup> June 2021, 29<sup>th</sup> July 2021, 29<sup>th</sup> September 2021, 11<sup>th</sup>

November 2021, 24<sup>th</sup> November 2021, 27<sup>th</sup> December 2021 and 9<sup>th</sup> February 2022 and the Directors were present in these meetings. The Managing Director, Statutory Auditors and Internal Auditors attend the meetings of the Committee. The Company Secretary acts as the secretary to the Audit Committee. The Chairman of the Audit Committee was present at the e-AGM held on 22nd September 2021. Its terms of reference, inter alia, include the following:

- (a) To recommend the appointment/re-appointment of the statutory auditors, internal auditors, secretarial auditors and cost auditors and to review their performance.
- (b) To review reports of the internal auditors and decide about the scope of work.
- (c) To review the financial statements and to seek clarifications etc. from the Statutory/ Internal Auditors.
- (d) To review the adequacy of internal control system.
- (e) To review with the management the annual/ half-yearly/ quarterly financial statement.
- (f) To review the transactions entered with related parties.
- (g) Perform other activities consistent with the Company's Memorandum and Articles, the Companies Act, 2013 and other Governing Laws and referred by the Board of Directors.
- (h) Carrying out any other function as may be referred to the Committee by the Board.
- (i) Authority to review / investigate into any matter covered by Section 177 of the Companies Act, 2013 and matters specified in Part C of Schedule II of the Listing Regulations.

The Audit Committee reviewed the key audit findings covering operational, financial and compliance areas, internal financial controls and financial reporting systems, related party transactions, functioning of the whistle blower Mechanism. The minutes of each Audit Committee Meeting are placed at the next Meeting of the Board after they are confirmed by the Committee. The Audit Committee acts as a link between the Management, Statutory Auditors, Internal Auditors and the Board of Directors and oversees the financial reporting process.

## (ii) **STAKEHOLDERS RELATIONSHIP COMMITTEE**

The Company's Stakeholders Relationship Committee consists of following directors:-

Sl. No.	Names of Members	Designation	Category of Director
1	Shabbar Husain	Chairman	Independent, Non-Executive (Chartered Accountant)
2	Mithla Dubey	Member	Non-Executive
3	Nikhil Kuber Dubey	Member	Whole Time Director

## **Terms of Reference**

The Stakeholders Relationship Committee ('SRC') looks into various aspects of interest of shareholders. The Committee ensures cordial investor relations, oversees the mechanism for redressal of investors' grievances and specifically looks into various aspects of interest of shareholders. The Committee specifically looks into redressing shareholders'/investors' complaints/ grievances pertaining to share transfers/transmission, non-receipts of annual reports, non-receipt of declared dividend and other allied complaints. The Committee oversees performance of the Registrar and Share Transfer Agents of the Company relating to investor services and recommends measures for improvement. The terms of reference of the SRC, inter alia, include:

- Review statutory compliance relating to all security holders
- Review measures taken for effective exercise of voting rights by shareholders
- Oversee compliances in respect of dividend payments and transfer of unclaimed amounts to the Investor Education and Protection Fund

- Oversee compliances in respect of transfer of shares to the Investor Education and Protection Fund in accordance with the provisions of the Act and Rules made thereunder, as applicable from time to time
- Review the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company
- Review movements in shareholding and ownership structures of the Company
- Ensure setting of proper controls, review adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agents and oversee performance of the Registrar and Share Transfer Agents
- Recommend measures for overall improvement of the quality of investor services

The Committee is authorized to delegate its powers to officers and employees of the Company and / or of the Company's Registrar and Share Transfer Agent.

The Secretarial Department of the Company and Registrar & Share Transfer Agent i.e Adroit Corporate Services Pvt. Ltd, Mumbai, attend all grievances of the shareholders directly or through SEBI (SCORE), Stock Exchange etc. Further continuous efforts are made to ensure that grievances are expeditiously redressed to the complete satisfaction of the investors.

There was no complaint pending at beginning and at close of the year.

#### **Compliance Officer**

The Company has designated Mrs. Navneet Kaur as its Compliance Officer.

The Committee met four times during the year i.e. 23<sup>rd</sup> June 2021, 29<sup>th</sup> July 2021, 11<sup>th</sup> November 2021 and 9<sup>th</sup> February 2022. Number of Complaints received and resolved during the year: 0(Zero). There was no complaint pending at beginning and at close of the year.

The total number of complaints received and replied to the satisfaction of shareholders during the year under review, was 0(Zero). No request for dematerialization was pending for approval as on 31<sup>st</sup> March, 2022

The Company has taken various investor-friendly activities viz. encouraging investors to register their email ids, option for registration of email address for the limited purpose of receiving Annual Report and e-Voting credentials for the e-AGM in view of the restrictions imposed by the Covid-19 pandemic, activities and initiatives during the e-AGM.

Pursuant to the SEBI Circulars dated 3<sup>rd</sup> November 2021 and 14<sup>th</sup> December 2021 issued for common and simplified norms for processing investor's service request and norms for furnishing PAN, KYC details and Nomination details, the Company has sent individual letters to its shareholders holding shares in physical form for furnishing the KYC details to comply with the KYC requirements.

#### **(iii) NOMINATION AND REMUNERATION COMMITTEE**

The Nomination and Remuneration Committee ('NRC') functions in accordance with Section 178 of the Act, SEBI Listing Regulations and its Charter as adopted by the Board. The NRC is responsible for evaluating the balance of skills, experience, independence, diversity and knowledge on the Board and for drawing up selection criteria, ongoing succession planning and appointment procedures for both internal and external appointments. Further, the Committee is also responsible for formulating policies as to remuneration, performance evaluation, Board diversity, etc. in line with the Act and the Listing Regulations.

The Committee is also responsible for recommending to the Board of Directors to review and / or determine and recommend the remuneration package of the Directors of the Company based on performance and keeping in view

applicable provisions of the Companies Act, 2013 and to perform such other functions as may be necessary or appropriate for the performance of its duties that the Board may decide from time to time.

The terms of reference of the NRC, inter alia, include:

- Recommend to the Board the setup and composition of the Board, including formulation of the criteria for determining qualifications, positive attributes and independence of a Director
- Evaluate the balance of skills, knowledge and experience on the Board and prepare a description of the role and capabilities required of an independent director
- Recommend to the Board the appointment or re-appointment of Directors, KMPs and executive team and support the Board for review and refresh of the Committees
- Carry out the evaluation of every Director's performance and support the Board and Independent Directors in the evaluation of the performance of the Board, its Committees and individual Directors
- Oversee the performance review process for the KMP and executive team with the view that there is an appropriate cascading of goals and targets across the Company
- On an annual basis, recommend to the Board the remuneration payable to Directors, KMP and executive team of the Company

The Nomination & Remuneration Committee met on 9<sup>th</sup> February 2022. The Chairman of the Nomination and Remuneration Committee was present at the e- AGM held on 22<sup>nd</sup> September 2021.

**Remuneration Policy:** The Company's philosophy for remuneration of Directors, KMP and all other employees is based on the commitment of fostering a culture of leadership with trust. The Company has adopted a Policy for remuneration of Directors, KMP and other employees, which is aligned to this philosophy. It is designed to create a high-performance culture. It enables the Company to attract, retain and motivate employees to achieve results. The Company's Remuneration Policy is provided in the Board's Report.

#### **Non-Executive/Independent Directors' remuneration:**

The Non-Executive Directors are paid sitting fees for each meeting of the Board of Directors attended by them of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. As at 31<sup>st</sup> March 2022, the Company was paying sitting fees to Non-Executive Directors. Other than sitting fees, no other remuneration has been paid to Non-Executive Directors for the year 2021-22. The Non-Executive Independent Directors do not have any material pecuniary relationship or transaction with the Company.

#### **Executive Directors' Remuneration:**

The appointment and payment of remuneration to Executive Directors including Managing and Whole Time Directors is governed by recommendation of Nomination & Remuneration Committee. The remuneration policy is directed towards rewarding performance, based on review of achievements. It is aimed at attracting and retaining high caliber talent.

Presently Company does not have a scheme for grant of stock options or performance linked incentives for its directors

The Company's Nomination and Remuneration Committee consists of following directors:-

Sl. No.	Names of Members	Designation	Category of Director
1	Shabbar Husain	Chairman	Independent, Non-Executive (Chartered Accountant)
2	Abdul Moin Khan	Member	Independent, Non-Executive
3	Mithla Dubey	Member	Non-Executive

#### **Review of Performance and Compensation to Senior Management:**

The Nomination and Remuneration Committee reviews the performance of the senior management of the Company. The Committee ensures that the remuneration to the Key Managerial Personnel and Senior Management involves balanced fixed pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

#### **Service Contracts, Notice Period and Severance Fees:**

The employment of Managing Director/Whole Time Directors shall terminate automatically in the event of his ceasing to be a Director of the Company in the General Meeting and/or in the event of his resignation as a Director of the Company and subsequent resignation by the Board and no severance fees is payable to the Managing Director. Notice period shall be as per the appointment letter/contract entered at the time of joining.

#### **F. GENERAL BODY MEETING:**

Particulars of the last Three Annual General Meeting (AGM) of the company have been held at the following places in the last three years:-

<b>General Meeting (AGM/EGM)</b>	<b>Venue</b>	<b>Date</b>	<b>No. of Special Resolution Passed</b>
47 <sup>th</sup> AGM	M/s Kilpest India Ltd., Regd. Office, 7-C, Industrial Area, Govindpura, Bhopal-462023 at 11:30 AM	25-09-2019	4
48 <sup>th</sup> AGM	Meeting held through Video Conferencing ("VC")/ other Audio- Visual Means ("OAVM")	25-09-2020	1
EGM	M/s Kilpest India Ltd., Regd. Office, 7-C, Industrial Area, Govindpura, Bhopal-462023 at 11:30 AM	16-02-2021	1
49 <sup>th</sup> AGM	Meeting held through Video Conferencing ("VC")/ other Audio- Visual Means ("OAVM")	22-09-2021	0

All resolutions moved at the last AGM were passed by the requisite majority of shareholders.

No Extraordinary General Meeting of the Members was held during the year. During the year under review, no resolution was put to vote through Postal Ballot. Further, no special resolution is being proposed to be passed through Postal Ballot.

#### **G. DISCLOSURES**

- i) All related party transactions which were entered into during FY 2021- 22 were on an arm's length basis and in the ordinary course of business under the Act.

All related party transactions during FY 2021-22 were entered with the approval of the Audit Committee pursuant to provisions of Act. The details of such transactions were placed before the Audit Committee for noting/review, on a quarterly basis.

During the year under review, there were no materially significant related party transactions entered into by the Company with Promoters, Directors, KMPs, Senior Management or other designated persons which may have a potential conflict with the interest of the Company at large.

Related Party Disclosures as per AS-18, issued by the Institute of Chartered Accountants of India, for the year ended on 31<sup>st</sup> March 2022

A. Relationships:

i. Key Managerial Personnel and Relatives:-

- a) Shri Dharendra Dubey, Chairman & Managing Director
- b) Shri Nikhil Kuber Dubey, Whole Time Director
- c) Smt. Mithla Dubey, Director
- d) Smt. Anamika Dubey
- e) Smt. Madhulika Dubey

ii. Enterprises over which key managerial personnel and/or their relatives have significant influence:

- a) M/s Ram Kumar Dharendra Kumar HUF

B. Transactions during the year with related parties in normal course of business and balances at the end of the financial year

Particulars	In relation to item No.	
	A (i) above	
	2021-2022	2020-2021
I) Interest Paid	7,07,314	6,74,201
II) Salary & Other benefits	16,23,808	22,98,661
III) Outstanding Payable as on 31 <sup>st</sup> March, 2022	83,03,183	1,03,37,997

- ii) There is no non-compliance by the company or any penalties, structures imposed by the Stock Exchange, SEBI, or any other statutory authority on any matter related to capital markets, during the last three years/period.

There is no pecuniary or business relationship between the Independent Directors and the Company, except for the sitting fees payable to them for the Board Meeting(s) attended. A declaration to this effect is also submitted by all the Independent Directors at the beginning of each financial year.

## SUBSIDIARY COMPANIES

Regulation 16 of the Listing Regulations defines a material subsidiary as a subsidiary, whose income or net worth exceeds 10% of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year. During the year under review, the Company has one unlisted material subsidiary incorporated in India, namely, **M/s 3B BLACKBIO BIOTECH INDIA LIMITED**.

In addition to the above, Regulation 24 of the SEBI Listing Regulations requires that at least one Independent Director on the Board of Directors of the listed entity shall be a Director on the Board of Directors of an unlisted material subsidiary, whether incorporated in India or not. Accordingly, one Independent Director was appointed on the Board of an unlisted material subsidiary.

The Company's Audit Committee reviews the consolidated financial statements of the Company as well as the financial statements of the subsidiaries including the investments made by the subsidiaries. The minutes of the Board Meetings, along with a report of the significant transactions and arrangements of the unlisted subsidiaries of the Company are periodically placed before the Board of Directors of the Company.

Related Party Disclosures as per AS-18, issued by the Institute of Chartered Accountants of India, for the year ended on 31<sup>st</sup> March 2022

**A. Relationships:**

**i. Key Managerial Personnel and Relatives:-**

- a) Shri Dharendra Dubey, Chairman & Managing Director
- b) Shri Nikhil Kuber Dubey, Whole Time Director
- c) Smt. Mithla Dubey, Director
- d) Smt. Anamika Dubey
- e) Smt. Madhulika Dubey

**ii. Enterprises over which key managerial personnel and/or their relatives have significant influence:**

- a) M/s Ram Kumar Dharendra Kumar HUF

**B. Transactions during the year with related parties in normal course of business and balances at the end of the financial year**

Particulars	In relation to item No.	
	A (i) above	
	2021-2022	2020-2021
I) Interest Paid	7,07,314	6,74,201
II) Salary & Other benefits	1,57,61,122	4,07,53,531
III) Outstanding Payable as on 31 <sup>st</sup> March, 2021	1,04,52,633	1,45,07,997

**C. Shri Prateek Goel, Proprietor Vivid Global Technologies, New Delhi (Shareholder of subsidiary company M/s. 3B BlackBio Biotech India Limited), holding 4.87% Shares**

**Transactions during the year with related parties in normal course of business**

Transaction Type	(01/04/2021 to 31/03/2022)	(01/04/2020 to 31/03/2021)
Sale of Goods	57,92,09,742	126,00,66,431
Sale of Fixed Assets	-	11,50,000
Packaging & Forwarding Charges Collected	-	18,400
Purchase of Goods	69,68,283	2,62,056
Purchase of Fixed Assets	23,10,000	54,95,000
Commission on sales	-	11,04,33,557
Discount Allowed	1,31,42,018	25,24,000

**Compliance status with mandatory and non-mandatory requirements pursuant to the provisions of Listing Regulations:-**

**Mandatory Requirements:** As per the Regulation 15 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the corporate governance provisions mentioned in regulations 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V are not applicable to the Company based on the paid up equity share capital and net worth criteria of the Company. However the Company is complying with most of the Corporate Governance requirements on voluntary basis as a good secretarial practice and to create long term shareholder's value and enhances interest of other stakeholders.

In addition to the above the Company has complied with the following non-mandatory requirements:

- The Internal Auditor directly reports to the Audit Committee.
- The financial statements of the Company are with unmodified audit opinion.

iii) Whistle Blower Policy

The Company has a Vigil Mechanism and a Whistle blower Policy in place to enable its Directors, employees and its stakeholders to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics Policy. The Policy provides for adequate safeguards against victimisation of employees who avail of the mechanism and also provide for direct access to the Chairperson of the Audit Committee. It is affirmed that no personnel of the Company has been denied access to the Audit Committee.

iv) **MANAGEMENT DISCUSSION AND ANALYSIS:**

A detailed report on the Management's discussion and analysis is provided in the Management's Discussion and Analysis section of the Annual Report.

v) **DISCLOSURE REGARDING APPOINTMENT OR RE-APPOINTMENT OF DIRECTORS**

Mr. Nikhil Kuber Dubey, retiring by rotation and being eligible, offered himself for re-appointment at the ensuing Annual General Meeting, particulars of him, seeking re-appointment are given in the Explanatory Statement to the Notice of the Annual General Meeting ('AGM') forming part of this Integrated Annual Report.

Mr. Abdul Moin Khan was appointed as an Independent Director of the Company by the members at the 45th Annual General Meeting of the Company held on 25<sup>th</sup> September 2017 for a period of five consecutive years commencing from 26<sup>th</sup> September 2017 up to 25<sup>th</sup> September 2022.

As per Section 149 of the Act, an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of up to five consecutive years on the Board of a Company. Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company at its meeting held on 10<sup>th</sup> August, 2022 recommended for approval of the members, the re-appointment of above Independent Director for second term of five consecutive years commencing from 26<sup>th</sup> September, 2022 up to 25<sup>th</sup> September, 2027. The above Independent Director is eligible for re-appointment as an Independent Director and has offered himself for re-appointment.

The Board of Directors has, by a resolution passed at its meeting held on 10<sup>th</sup> August 2022, recommended to the shareholders that Mr. Harihar Prasad Thapak be appointed as an Independent Director of the Company for a term of five years from 23<sup>rd</sup> September 2022.

A notice, in writing, under Section 160 of the Companies Act, 2013 has been received from a Member of the Company signifying his intention to propose Mr. Harihar Prasad Thapak as a candidate for the office of Independent Director.

Mr. Harihar Prasad Thapak is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has consented to act as Director of the Company. The Company has also received declaration from him that he meets the criteria of independence as prescribed both under Section 149 (6) of the Act and under Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR).

In the opinion of the Board, he fulfils the conditions specified in the Act and the rules made thereunder and also under the SEBI LODR for appointment as Independent Director and is independent of the Management.

vi) Details of utilization of funds raised through preferential allotment or qualified institutions placement:

The Company has not raised any funds through Preferential Allotment or Qualified Institutional Placement.



vii) Confirmation by the Board of Directors acceptance of recommendation of mandatory committees:

In terms of the amended SEBI Listing Regulations, the Board of Directors of the Company confirms that during the year under review, it has accepted all recommendations received from its mandatory committees.

viii) Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

Number of complaints filed during the Financial Year 2021-22	NIL
Number of complaints disposed of during the Financial Year 2021-22	NIL
Number of complaints pending as on the end of Financial Year 2021-22	NIL

ix) Certificate on non-disqualification of Directors:

Mr. Praveen Kumar Rai of M/S P.K. Rai & Associates, Practicing Company Secretary has issued a certificate confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by SEBI/Ministry of Corporate Affairs or any such statutory authority.

x) Details of total fees paid to the Statutory Auditor of the Company:

The details of the total fees paid to Statutory Auditors of the Company during the Financial Year ended 31<sup>st</sup> March 2022 is Rs. 50,000/-

xi) Details of non-compliance with requirements of corporate governance:

As per the Regulation 15 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the corporate governance provisions mentioned in regulations 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V are not applicable to the Company based on the paid up equity share capital and net worth criteria of the Company. However the Company has incorporated the Corporate Governance Report in its Annual Report as a good secretarial practice and to create long term shareholder's value and enhances interest of other stakeholders.

xii) Details of compliance with corporate governance requirements:

As per the Regulation 15 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the corporate governance provisions mentioned in regulations 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V are not applicable to the Company based on the paid up equity share capital and net worth criteria of the Company. However the Company has incorporated the Corporate Governance Report in its Annual Report as a good secretarial practice and to create long term shareholder's value and enhances interest of other stakeholders.

xiii) Equity shares in the suspense account: NIL

xiv) Accounting treatment in preparation of Financial Statements:

The Financial Statements have been prepared in accordance with Indian Accounting Standards ('Ind AS') as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 and other relevant provisions of the Act.

xv) Secretarial Audit and other certificates:

- M/s P.K.Rai & Associates, Practicing Company Secretaries have conducted the Secretarial Audit of the Company for FY 2021-22. Their Audit Report confirms that the Company has complied with its Memorandum and Articles of Association, the applicable provisions of the Act and the Rules made thereunder, Listing Regulations, applicable SEBI Regulations and other laws applicable to the Company. The Secretarial Audit Report forms part of the Board's Report.
  - Pursuant to Regulation 40(9) of the SEBI Listing Regulations, a yearly certificate has been issued as on 31<sup>st</sup> March 2022 by, Company Secretary in Practice, certifying due compliance of share transfer formalities by the Company
  - In accordance with the SEBI Circular dated 8<sup>th</sup> February 2019 read with Regulation 24A of the SEBI Listing Regulations, the Company has obtained an Annual Secretarial Compliance Report from M/s P.K.Rai & Associates, Practicing Company Secretaries, confirming compliances with all applicable SEBI Regulations, Circulars and Guidelines for the year ended 31<sup>st</sup> March 2022
- xvi) Policy on Material Subsidiaries: The Company has adopted a Policy on Material Subsidiaries and the same is displayed on the Company's website i.e. [www.kilpest.com](http://www.kilpest.com)
- xvii) **Green Initiative:** As a responsible corporate citizen, the Company welcomes and supports the 'Green Initiative' undertaken by the Ministry of Corporate Affairs, Government of India, enabling electronic delivery of documents including the Annual Report, quarterly and half-yearly results, amongst others, to the Members at their e-mail addresses previously registered with the Depository Participants ('DPs') and Registrar and Transfer Agent ('RTA'). Members who have not registered their e-mail addresses so far are requested to do the same. Those holding shares in demat form can register their e-mail address with their concerned DPs. Members who hold shares in physical form are requested to register their e-mail addresses with the RTA by sending a letter duly signed by the first/sole holder quoting Folio Number.
- xviii) Loans and advances in the nature of loans to firms/companies in which Directors are interested:

The Company has not given any loans or advances to any firm / company in which its Directors are interested.

## H. MEANS OF COMMUNICATIONS

- i. The quarterly and the half yearly results, published in the format prescribed by the Listing Regulations read with the Circular issued there under, are approved and taken on record by the Board of Directors of the Company within one month of the close of the relevant quarter. The approved results are forthwith uploaded on the designated portals of the Stock Exchanges where the Company's shares are listed viz., BSE Online Portal of BSE Ltd. (BSE). The results are also published within the time stipulated under the SEBI Listing Regulations in newspapers viz. in Business Standard (Mumbai edition) and Swadesh (Bhopal edition) and also displayed on the Company's website, [www.kilpest.com](http://www.kilpest.com).
- ii. The Company publishes the audited annual results within the stipulated period of sixty days from the close of the financial year as required by the Listing Regulations. The annual audited results are also uploaded on BSE Online Portal of BSE respectively, published in the newspapers and displayed on the Company's website.
- iii. Official news releases and presentations made to investors are uploaded on BSE Online Portal of BSE respectively.
- iv. The quarterly Shareholding Pattern and Corporate Governance Report of the Company are filed with BSE through BSE Online Portal. The Shareholding Pattern is also displayed on the Company's website under the "Investor" section.
- v. Material events or information, as detailed in Regulation 30 of the Listing Regulations, are disclosed to the Stock Exchanges by filing them with BSE through BSE Online Portal.

- vi. Comprehensive information about the Company, its business and operations and press releases can be viewed on the Company's website. The "Investor Relations" section on the website gives information relating to financial results, annual reports, shareholding pattern and presentations made.
- vii. Material events or information as detailed in Regulation 30 of the Listing Regulations are disclosed to the Stock Exchanges by filing them with BSE through BSE Online Portal.
- viii. The Company has uploaded the names of the members and their details of the unclaimed dividend on its website. The members can claim the same.

## I. GENERAL SHAREHOLDERS INFORMATION

The Company is registered with the Registrar of Companies, Gwalior, Madhya Pradesh. The Corporate Identification Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L24211MP1972PLC001131.

### i. Annual General Meeting:

Day, Date, Time and : Thursday, 22<sup>nd</sup> September, 2022 at 11.30 AM

Venue : through Video Conferencing (VC)/Other Audio Visual means (OAVM)

### ii. Financial Calendar:

The Company follows April-March financial year. The unaudited financial results for first, second (half yearly) and third quarter are generally published in July, October and January respectively. Annual audited financial results are published in June.

### iii. Date of Book Closure:

The Company's Register of Members and Share Transfer Books shall remain closed from 16<sup>th</sup> September 2022 to 22<sup>nd</sup> September 2022 (both days inclusive).

### iv. Dividend Payment Date – On or after 3<sup>rd</sup> October 2022

Details of the Dividend Declared and Paid by the Company for the Last Five Years.

Financial Year(s)	Percentage (%)		Dividend Per Share (in Rs) (FV-Rs10)		Dividend Amount (Rs)	
	Interim	Final	Interim	Final	Interim	Final
2014-15		Nil		Nil		Nil
2015-16		Nil		Nil		Nil
2016-17		3%		Re 0.30		19,06,200
2017-18		5%		Re 0.50		31,79,500
2018-19		5%		Re 0.50		31,95,650
2019-20	7%		Re 0.70		52,32,150	
2020-21		10%		Re 1.00		74,76,900
2021-22	80%		Rs 8.00		5,98,15,200	

### v. Share Transfer System:

In accordance with Regulation 40 of the SEBI Listing Regulations, as amended, the Company has stopped accepting any fresh transfer requests for securities held in Physical form. Accordingly, securities of listed companies can be transferred only in dematerialized form.

Dematerialization of holdings will, inter alia, curb fraud in physical transfer of securities by unscrupulous entities and improve ease, convenience and safety of transactions for investors.

Further, SEBI has, vide its circular dated 25<sup>th</sup> January 2022, mandated companies to issue its securities in demat form only while processing various service requests such as issue of duplicate share certificates, sub-division, consolidation, transmission, etc. to enhance ease of dealing in securities markets by investors. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the

Company's website at [www.kilpest.com](http://www.kilpest.com). In view of the aforesaid, Members who are holding shares in physical form are hereby requested to convert their holdings in electronic mode to avail various benefits of dematerialisation.

Registrar & Transfer Agents: M/s Adroit Corporate Services Pvt. Ltd, Mumbai  
ISIN Number for: Equity - INE994E01018  
NSDL & CDSL  
Corporate Identification Number: L24211MP1972PLC001131

vi. Investor Services - queries / complaints during the period ended 31<sup>st</sup> March, 2022  
During the period from 1/4/2021 to 31/3/2022 no queries / complaints / requests were received by the Company from the shareholders and investors.

vii. Outstanding GDRs/ADRs/Warrants/Convertible Instruments and their impact on Equity:  
The Company does not have any outstanding GDRs/ADRs/Warrants/Convertible Instruments as on 31st March 2022.

viii. Commodity price risk or foreign exchange risk and hedging activities:  
The Company does not have any exposure to commodity price risk. The Company manages commodity and foreign exchange risk as per its policies.

ix. Credit Rating:  
The Company requested "Care Ratings Ltd" to withdraw its external rating assigned to the bank facilities of the company, which saves cost to the company. A letter to this effect has been received by the company on 14<sup>th</sup> March 2019, issued by CARE Ratings Ltd. Company continues to utilize the bank credit facilities as a valued customer and the withdrawal was suo-moto initiated due to non-requirement by bank, as stated above and cost saving reasons.

#### **J. RECONCILIATION OF SHARE CAPITAL:**

As stipulated by SEBI, a qualified Practicing Chartered Accountant carries out the Reconciliation of Share Capital Audit to reconcile the total admitted capital with Depositories (i.e. with the NSDL and CDSL) and in physical form, tallying with the admitted, issued/paid-up capital and listed capital. This audit is carried out every quarter and the Report thereon is submitted to the Stock Exchange and is placed before the Board of Directors for their noting. The audit confirms that the total issued/paid-up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialised form (held with NSDL and CDSL).

#### **K. DIVIDEND POLICY:**

Dividends, other than interim dividend(s), are to be declared at the Annual General Meetings of shareholders based on the recommendation of the Board of Directors. Generally, the factors that may be considered by the Board of Directors before making any recommendations for dividend includes, without limitation, the Company's future expansion plans and capital requirements, profits earned during the fiscal year, cost of raising funds from alternate sources, liquidity position, applicable taxes including tax on dividend, as well as exemptions under tax laws available to various categories of investors from time to time and general market conditions. The Board of Directors may also from time to time pay interim dividend(s) to shareholders.

#### **L. TRANSFER OF UNCLAIMED/UNPAID AMOUNTS TO THE INVESTOR EDUCATION AND PROTECTION FUND (IEPF):**

Pursuant to Section 124 and other applicable provisions, if any, of the Companies Act, 2013, all unclaimed/unpaid dividend, application money, debenture interest and interest on deposits as well as the principal amount of debentures and deposits, as applicable, remaining unclaimed/unpaid for a period of seven years from the date they became due for payment, in relation to the Company shall be transferred to the Investor Education and Protection Fund.

The following table contains the information relating to outstanding dividend amount as on 31<sup>st</sup> March 2022 and the proposed dates of transfer the same to IEPF.

Financial Year	Dividend Per Share		Date of Declaration		Proposed date of transfer to IEPF	
	Interim	Final	Interim	Final	Interim	Final
2016-17		Re. 0.30		September 25, 2017		October 1,2024
2017-18		Re. 0.50		September 25, 2018		October 1,2025
2018-19		Re. 0.50		September 25, 2019		October 1,2026
2019-20	Re. 0.70		March 12, 2020		March 26, 2027	
2020-21		Re. 1.00		September 22, 2021		September 29,2028
2021-22	Rs 8.00		September 22,2021		September 29,2028	

#### **M. COMPANY'S POLICY ON PROHIBITION OF INSIDER TRADING:**

The Company has also formulated a Policy for prohibition of Insider Trading to deter the insider trading in the securities of the Company based on the unpublished price sensitive information. The policy envisages procedures to be followed and disclosures to be made while dealing in the securities of the Company.

#### **N. OTHER COMMUNICATION TO SHAREHOLDERS DURING THE YEAR:**

Furnishing of PAN, KYC details and Nomination details by physical shareholders: Pursuant to SEBI Circulars dated 3<sup>rd</sup> November 2021 and 14<sup>th</sup> December 2021, the Company has sent a communication to its physical shareholders for furnishing details of PAN, email address, mobile number, bank account details and nomination details.

Folios wherein any of the above cited details/documents are not available, on or after 1<sup>st</sup> April 2023, or any such date as may be prescribed, shall be frozen as per the aforesaid Circulars.

#### **O. STOCK EXCHANGE INTIMATIONS**

All price-sensitive information and matters that are material to shareholders are disclosed to the respective Stock Exchanges where the securities of the Company are listed. All submissions to the Exchanges including Shareholding Pattern are made through the respective electronic filing systems. Material events or information as detailed in Regulation 30 of the SEBI Listing Regulations are disseminated on the Stock Exchange by filing them with BSE Limited ('BSE') through BSE Listing centre.

#### **P. COMPANY'S WEBSITE**

In order to make the corporate website user-friendly with a great communication mix and enable ease of navigation and better accessibility to the information, the Company has redesigned its corporate website wherein comprehensive information such as the Company's business and operations, policies, stock exchange intimations, press releases, etc. can be accessed. The 'Investors' tab on the website provides information relating to financial performance, annual reports, corporate governance reports, policies, general meetings, details of unclaimed dividend and shares transferred to IEPF.

#### **Q. REGISTRATION OF EMAIL ADDRESS:**

Registration of email address for the limited purpose of receiving the credentials for remote e-Voting along with the Annual Report 2021-22 at the AGM: Members whose email addresses are not registered and who wish to receive the credentials for remote e-Voting and the Notice of the 50th AGM along with the Annual Report 2021-22 can send their requests to the Company at [cs@kilpest.com](mailto:cs@kilpest.com)

- Listing on Stock Exchanges:

The Company's Equity Shares are currently listed with the BSE Limited, Mumbai. The Company has paid the listing fees to these Stock Exchanges for the year 2021-22

Stock Codes: KILPEST 532067  
Stock Exchanges: Bombay Stock Exchange Ltd,  
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001

- Stock Market Data (At BSE)

Monthly High/Low during each month of 2021-22 on Bombay Stock Exchange.

Month	High(Rs.)	Low(Rs.)
April 2021	489.90	285.10
May 2021	485.00	395.00
June 2021	725.00	381.00
July 2021	767.85	590.00
August 2021	659.00	467.00
September 2021	545.00	437.35
October 2021	524.75	414.00
November 2021	495.00	405.00
December 2021	496.85	410.05
January 2022	537.85	405.00
February 2022	468.80	316.10
March 2022	438.00	340.00

- Share Price Performance in comparison to broad based indices- BSE Sensex as on 31<sup>st</sup> March, 2022

	BSE (% Change)	
	KILPEST	Sensex
<b>F.Y 2021-22</b>	19.44%	17.45%

- Distribution of Share Holding (As on 31<sup>st</sup> March, 2022)

No. of Shares	Shareholders		Shares	
	Number	% of total Holders	Number	% of Total Capital
UPTO – 100	13436	79.83	404323	5.39
101 - 500	2581	15.33	624891	8.32
501 - 1000	387	2.30	299675	3.99
1001 - 2000	218	1.30	320830	4.27
2001 - 3000	66	0.39	171270	2.28
3001 - 4000	36	0.21	127912	1.70
4001 - 5000	20	0.12	91011	1.21
5001 - 10000	37	0.22	259237	3.45
10001 - 20000	18	0.11	263929	3.52
20001 - 50000	18	0.11	564462	7.52
50001 & Above	14	0.08	4380560	58.34
<b>TOTAL</b>	<b>16,831</b>	<b>100.00</b>	<b>7508100</b>	<b>100.00</b>

- Dematerialization of Shares as on 31<sup>st</sup> March, 2022

Particulars	No. of Share Holders	No. of Shares	% of shares
No. of Shareholders in Physical Mode	323	149500	1.99
No. of Shareholders in Electronic Mode	16508	7358600	98.01
<b>Total</b>	<b>16831</b>	<b>7508100</b>	<b>100.00</b>

Particulars	National Securities Depository Limited (NSDL)		Central Depository Services (I) Limited (CDSL)	
	2021-22	2020-21	2021-22	2020-21
Number of Shares Dematerialized	2363222	2576747	4995378	4773353
Number of Shares Rematerialized	NIL	NIL	NIL	NIL

- Shares held by Directors as on 31<sup>st</sup> March, 2022

S.No.	Name	No. of Shares
1	DHIRENDRA DUBEY	390898
2	NIKHIL KUBER DUBEY	274780
3	MITHLA DUBEY	1059770
4	SHABBAR HUSAIN	2500
5	ABDUL MOIN KHAN	870

- Categories of equity shareholders as on 31<sup>st</sup> March, 2022

Categories	Number of Shares	%
DIRECTORS RELATIVES(PROMOTER)	245700	3.27
PROMOTORS(PROMOTER)	93500	1.25
CLEARING MEMBER	21518	0.29
NON RESIDENT INDIANS(INDIVIDUALS)	148119	1.97
CORPORATE BODIES(PROMOTER)	820700	10.93
CORPORATE BODIES	796338	10.61
DIRECTORS	3370	0.04
DIRECTORS(PROMOTER)	1725448	22.98
RESIDENT INDIVIDUALS	3360264	44.76
INVESTOR EDUCATION AND PROTECTION	37208	0.50
FOREIGN PORTFOLIO INVESTORS	122913	1.64
ALTERNATIVE INVESTMENT FUND	6067	0.08
HINDU UNDIVIDED FAMILY (HUF)	126955	1.69
	<b>7508100</b>	<b>100.00</b>

- Top Ten Equity Shareholders of the Company as on 31<sup>st</sup> March 2022:

S.No.	Name of the Shareholder	Number of Equity Shares held	Percentage of Holding
1	MITHLA DUBEY	1059770	14.12
2	MITHALA LABORATORIES PRIVATE LIMITED	820700	10.93
3	VARUN DAGA	450000	5.99
4	OWN INFRACON PRIVATE LIMITED	445000	5.93
5	DHIRENDRA DUBEY	390898	5.21
6	NIKHIL KUBER DUBEY	274780	3.66
7	MAJ NAVRAJ SINGH GREWAL	221000	2.94
8	RAM KUBER DHIRENDRA KUMAR	194700	2.59
9	LENUS FINVEST PRIVATE LIMITED	162683	2.17
10	SCG & CO LLP	113364	1.51

- Plant Location:  
7-C, Industrial Area, Govindpura, Bhopal - 462 023 (M.P.)
- Address for Correspondence for Shareholders:

REGD.OFFICE  
Kilpest India Limited  
7-C, Industrial Area  
Govindpura,  
BHOPAL - 462 023 (MP)

REGISTRAR & TRANSFER AGENT  
M/s Adroit Corporate Services Pvt. Ltd,  
19/20, Jafferbhoy Industrial Estate,  
1st Floor, Makwana Road, Marol Naka,  
Andheri (E), MUMBAI- 400 059

## **R. DECLARATION / CERTIFICATION**

- a) CODE OF CONDUCT: Code of Conduct reflects the core values of the Company. It gives guidance and support needed for ethical conduct of business and compliance of laws. The Board has laid down a Code of Conduct applicable to all the Directors and Senior Managers of the Company. Necessary certification to this effect is appended to this Corporate Governance Report.
- b) CEO/CFO Certification: As per requirements of Corporate Governance Code, the Managing Director and Chief Financial Officer have furnished the necessary Certificate to the Board of Directors with respect to financial statements and Cash Flow statements for the year ended 31<sup>st</sup> March 2022.

## **DECLARATION BY MANAGING DIRECTOR ON CODE OF CONDUCT**

I, Dharendra Dubey, Chairman & Managing Director of Kilpest India Ltd, do hereby declare that all the members of Board of Directors and Senior Management Personnel have affirmed compliance with Code of Conduct, as applicable to them, in respect of the financial year 2021-22.

DHIRENDRA DUBEY

Place: BHOPAL  
Date: 10-08-2022

CHAIRMAN & MANAGING DIRECTOR



**Certification by Chairman & Managing Director and Chief Financial Officer**

To,  
The Board of Directors  
Kilpest India Limited  
Bhopal

As per the Regulation 15 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the corporate governance provisions mentioned in regulations 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V are not applicable to the Company based on the paid up equity share capital and net worth criteria of the Company. However, the Company has incorporated the same in its Annual Report as a good secretarial practice and to create long term shareholder's value and enhances interest of other stakeholders.

We hereby certify that on the basis of the review of the financial statements and the cash flow statement for the financial year ended 31<sup>st</sup> March, 2022 and that to the best of our knowledge and belief:

1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;

We hereby certify that, to the best of our knowledge and belief, no transactions entered into during the year by the Company are fraudulent, illegal or violative of the Company's Code of Conduct.

We accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems pertaining to financial reporting and have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.

We have indicated to the Auditors and the Audit Committee:

1. There has not been any significant change in internal control over financial reporting during the year under reference;
2. There has not been any significant changes in accounting policies during the year under reference; and
3. We are not aware of any instance during the year of significant fraud with involvement therein, if any, of the management or an employee having a significant role in the internal control system over financial reporting.

**For Kilpest India Limited**

Place: Bhopal

Dhirendra Dubey

Nikhil Kuber Dubey

Date: 10/08/2022

(Chairman & Managing Director)  
DIN: 01493040

(CFO & Executive Director)  
DIN: 00538049

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

### Economic Overview

#### Global Economy

Compounding the damage from the COVID-19 pandemic, the Russian invasion of Ukraine has magnified the slowdown in the global economy, which is entering what could become a protracted period of feeble growth and elevated inflation, according to the World Bank's latest Global Economic Prospects report.

Global growth is projected to slow from an estimated 6.1% in 2021 to 3.6% in 2022 and 2023. Among emerging markets and developing economies, growth is also projected to fall from 6.6% in 2021 to 3.4% in 2022.

#### Indian Economy

FY 2021-22 turned out to be another challenging year for the Indian Economy. The Second Wave of COVID-19 hit India in April 2021 and it lasted until the end of June 2021 that witnessed the highest number of active cases and death toll. The second wave proved to be far more fatal than the first. With localized lockdowns and restrictions in the country, the businesses in general were impacted and many lives were disrupted. The respective state governments are imposing restrictions as they are witnessing surges in the COVID-19 cases.

Even though delayed, the nation-wide vaccination programme has proved to be a huge success. In fact, the nation-wide vaccination drive played a key role in minimizing the impact of otherwise deadlier third wave in India.

Even as economic prospects started looking up, the country was hit hard by the third wave with new cases rising exponentially across major cities and halting the recovery momentum. Just as the third wave had abated in India, geopolitical tensions in Europe sparked off a fresh round of uncertainty in the operating environment.

The Government of India continued to make determined efforts by way of several path-breaking initiatives across healthcare, social welfare & infrastructure to support the economy during these turbulent times to accelerate the pace of resumption of economic activities over the year. The National Statistical Office in its second advance estimates pegged India's GDP growth for FY 2021-22 at 8.9%, a bit lower than 9.2% estimated in its first advance estimates and 6.6% contraction reported during the COVID19 pandemic-hit FY 2020-21. . Worsening supply bottlenecks, high crude prices rising inflation risks caused by Russia's invasion of Ukraine could have a negative impact on growth. The Economic Survey 2021-22 projects the economy to grow by 8-8.5% in FY 2022-23. The Asian Development Bank earlier stated in its Outlook 2022 that India is likely to maintain its position as the fastest-growing major economy with a growth rate of 7.5% for 2022-23 on strong investment prospects.

#### India Outlook

Agriculture is an important sector of Indian economy as it contributes about 16% to the total GDP and provides employment to around 58% of the population. Agriculture and allied sectors are projected to grow by 3.3% in FY 2021-22, same as FY 2020-21.

In FY 2023, domestic tailwinds from strong liquidity among farmers, remunerative crop prices and expectations of another year of normal monsoon are likely to be the key drivers in sustaining healthy double-digit growth in the Indian Agchem industry. Furthermore, the rural spend by Central and State Governments has been budgeted to increase 11.3% in FY 2023, up from 3.1% growth in FY 2022.

## 1. Industry Structure and Developments

### Agrochemical

The agrochemical industry in India is an essential part of the Indian economy with more than 80,000 goods available for downstream industries such as automotive, textiles, pharmaceuticals, personal care, construction and engineering, food production and processing, and so on. Agriculture accounts for 20.2% of India's gross value added (GVA).

Agri-input companies faced a number of challenges in FY 2022, owing to erratic rainfall that damaged crops and impacted pesticide use during Kharif (1HFY22). The spiralling input costs due to the sharp rise in prices of basic chemicals and intermediates led to pressure on margins for agrochemical manufacturers. Exports business fared quite well for the domestic agrochemical companies during FY 2022. However, agrochemical companies faced margin pressure due to global supply chain disruption.

According to the Food and Agriculture Organization (FAO) an increasing population creates a rising demand for food products. Agrochemicals are highly important in obtaining high yields of crops and are necessary to prevent pests and diseases in the field. According to the India Council of Agriculture Research (ICAR) scientists, nearly 30-35% of annual crop yield in India is lost because of pests. To tackle these problems and to increase production, the use of crop protection chemicals is bound to increase. Agrochemicals also play a vital role in the growth of crops, showing improved performance and noticeable results. Supplying adequate plant nutrients is essential for the healthy growth and production capacity of plants.

### Molecular Diagnostic Kits Business

On 3<sup>rd</sup> November 2021, 3B BlackBio Biotech India Limited, the subsidiary of Kilpest India Limited entered into a Joint Venture Agreement with its European Distributor, HS Biolabs Limited based in Manchester, United Kingdom. With this Joint Venture, 3B BlackBio became the major shareholder of HS Biolabs Limited and thereby forming its European subsidiary by acquiring 70% shares in the new subsidiary for GB£1,015,000.00. HS Biolabs Limited has been rebranded as TRUPCR® Europe Ltd.

The initial investment is being used for set up of separate facilities for R&D and production, sales & marketing team to cover Europe, R&D and production Team, expand the marketing efforts in the European region & for getting TRUPCR Europe Limited certified as Manufacturing Site-II under ISO 13485:2016. The new subsidiary will enable us to manufacture TRUPCR® Kits in the UK which would boost our product acceptability and reach, especially within Europe.

The subsidiary company participated in Medlab Middle-East 2022 held in Dubai during 24<sup>th</sup> – 27<sup>th</sup> January 2022 that garnered a lot of interest from various end-users and prospective partners for our products. We were able to meet and engage in discussions about prospective business opportunities in the Middle-East and African region. We are now materializing the discussions from the meetings to maximize the revenue from International Business.

On 2<sup>nd</sup> February 2022, the subsidiary company 3B BlackBio Biotech India Limited got the ISO 13485:2016 Accreditation by BSI, UK. BSI is among the most respected and reputable management systems certification bodies in the world and are accredited by around 20 local and international bodies.

The Rapid Kit manufacturing plant of the subsidiary is ready for trial runs & we are optimizing the products in R&D which have market potential, other than COVID Testing Kits. On 2<sup>nd</sup> February 2022, after extensive efforts by the company, our "TRURAPID® COVID-19 Ag Test" has been approved by ICMR (Indian Council of Medical Research). COVID Rapid Antigen Test is ready and ICMR approved, but demand is very less at present with very low realization. Considering this fact, we will start the production of Dengue NS1, Dengue IGM/IGG to cater to the current season and keep on adding products as and when they are ready from the R&D.

In the Year 2021-22, the subsidiary company focused on expanding our international business. As of now, our products have been well-accepted in more than 25 countries across the world. With the export restriction removed in the 2nd quarter of FY 21-22, we fast paced our marketing strategy for the international customers which is evident from the figures of exports done. In 2021-22, the total export of Molecular Diagnostic Kits increased to Rs.618.60 Lakhs from Rs. 197.69 Lakhs in the Year 2020-21.

The subsidiary has made great achievements in terms of sales & profits, the molecular diagnostic business shall continue to grow well for few years from now; with new product addition (with continuous R & D efforts), new customer addition, and venturing into export markets. Your Company's products command a very good brand image in the market, and the company is regarded by prominent labs as a reliable solution provider at par to the foreign multinational.

The Subsidiary company has become a market leader in India. Subsidiary (Molecular Diagnostic Business) sales came down to Rs. 6682.78 lakhs from Rs. 21421.35 Lakhs and EBITDA came down to Rs. 4277.86 Lakhs from Rs. 15036.71 Lakhs; PAT came down to Rs. 3182.96 Lakhs from Rs. 11215.08 Lakhs, which was mainly due to a drastic reduction in the COVID kits prices. The figures of Year 2020-21 cannot be compared due to COVID-19 revenue which was a one-time event.

## **2. Outlook & Opportunities**

Industry offer moderate opportunity for growth, due to increase in use of Agro chemicals by farmers and due to intensive farming of Pest prone crops like cotton, Chili, Paddy, Soyabean etc., subject to vagaries of monsoon.

Good export potential to adjoining countries exists, which has to be tapped and company is continuously getting new products registered in these countries to encash this opportunity.

For Molecular Diagnostic Market it is in the nascent stage in India and lot needs to be done to put molecular diagnosis in the routine diagnostic protocol, like awareness, development of infrastructure etc. Currently, the molecular diagnostic market is dominated by multinationals and highly metro centric. But with the launch of economical indigenous kits and putting of new PCR diagnostic centers in smaller towns, the reach to people will increase along with awareness, which will spark huge growth potential in coming year. The subsidiary company's business has scaled up well and its diagnostics kits of several parameters are in good demand among the customers. 3B BlackBio Biotech India Limited will soon be launching further new diagnostics kits in Oncology and Infectious diseases which are being demanded by the existing customers.

As COVID effect the install base of RT-PCR Systems had increased substantially. But in this year, we will know which labs will continue to work and which will not. So there is a possibility of increasing our footprints globally which we are already doing by expanding our reach to the international markets.

## **3. Discussion on Financial Performance with Respect to Operational Performance / Segment-Wise or Product-Wise Performance**

Agrochemical Industry is facing challenging times currently due to tough market conditions. Crop yields have been impacted and farmer's net realization is also affected badly. The Company's Revenues for the FY 2021-22 stood at Rs 1552.30 Lakhs slightly higher by 8.12% as compared to FY 2020-21 which was Rs 1435.69 Lakhs. The Net Profit stands at Rs 800.74 Lakhs which is substantially higher by 366.03% as compared to last year which was Rs 171.82 Lakhs, which was mainly on account of spending dividend income of Rs 763.73 Lakhs received from Subsidiary Company.

To ward off the risk of monsoon and dropping agro-products prices, the company has been increasing its focus on Public Health Business and Export. These two areas will help in warding off the risks associated with agricultural business.

However, this year hopefully the agricultural business will do well as several forecasts have predicted good monsoon. This year will end the back to back drought faced from the last three years by the industry.

The Subsidiary has made a wide range of diagnostic kits ranging from infectious diseases to oncology, which are being accepted by big names customers in diagnostic market. The Subsidiary company has become a market leader in India. The Subsidiary company has become a market leader in India. Subsidiary (Molecular Diagnostic Business) sales came down to Rs. 6682.78 Lakhs\* from Rs. 21421.35 Lakhs and EBITDA came down to Rs. 4277.86 Lakhs\* from Rs. 15036.71 Lakhs; PAT came down to Rs. 3182.96 Lakhs\* from Rs. 11215.08 Lakhs, which was mainly due to a drastic reduction in the COVID kits prices.

**\* The figures of Year 2020-21 cannot be compared due to COVID-19 revenue which was a one-time event.**

#### Financial Performance (Standalone)

S.No.	Particulars	2021-22	2020-21	% change
<b>I</b>	Sales Turnover	1552.30*	1435.69*	8.12
<b>II</b>	Profit before Depreciation	875.36	228.49	283.11
	Less: Depreciation	29.05	20.09	44.60
<b>III</b>	Profit before Tax (PBT)	846.30	208.40	306.09
	Less: Provision for Tax	45.57	36.58	24.58
<b>IV</b>	Net Profit after Tax	800.74	171.82	366.03

#### Financial Performance (Consolidated)

S.No.	Particulars	2021-22	2020-21	% change
<b>I</b>	Sales Turnover	8064.61*	22674.18*	(64.43)
<b>II</b>	Profit before Depreciation	4389.50	15265.21	(71.25)
	Less: Depreciation	67.17	61.62	(9.01)
<b>III</b>	Profit before Tax (PBT)	4322.33	15203.59	(71.57)
	Less: Provision for Tax	1102.36	3816.69	(71.11)
<b>IV</b>	Net Profit after Tax	3219.97	11386.90	(71.72)

\*Net of GST

## 4. Risks & Concerns

The Industry is depended on monsoon and pest attack. With global warming weather pattern is becoming unpredictable, which is a risk.

Agrochemical sector is monsoon dependent, but as your company is covering a wide geographic area and multiple crop products this vagary is warded off to quite a lot extent.

To some extent the ill effect can be ward off by focusing on irrigated areas, institutional business / warehousing corporation / public health program / exports.

Development of Molecular diagnostic market / Life Sciences is a slow process, as it requires investments to create new set ups / convince existing customers with free samples to switch their suppliers and brand establishing by word of mouth. Thus, one needs to exist for a long time period in this market to reap the rewards.

## 5. Threats

S.No.	Threats	Description	Impact on	Mitigation Measures
a.	COVID-19	<ul style="list-style-type: none"> <li>• Disruption in economic activity, which led to unprecedented market volatility</li> </ul>	<ul style="list-style-type: none"> <li>• Day-to-day business operations</li> <li>• Profitability</li> <li>• Revenue</li> <li>• Customer demand</li> <li>• Lack of raw material</li> </ul>	<ul style="list-style-type: none"> <li>• Proactive inventory, production and supply chain management</li> <li>• Prepared plans and measures to ensure business continuity</li> <li>• Arranged alternatives for work that cannot be done remotely</li> <li>• Aligning operations in accordance with government's restrictions</li> </ul>
b.	Environmental Health and Safety	<ul style="list-style-type: none"> <li>• Changes in EHS rules and regulations</li> <li>• Explosion and fire hazards</li> <li>• Failure of mechanical, process safety and pollution control equipment</li> <li>• Contamination, chemical spills and other discharges or release of toxic or hazardous substances</li> </ul>	<ul style="list-style-type: none"> <li>• Reputation</li> <li>• Market share</li> <li>• Regulatory shut down</li> <li>• Imposition of fine/penalty</li> </ul>	<ul style="list-style-type: none"> <li>• Staying updated on proposed changes in environmental laws</li> <li>• Proactive planning to adjust with the anticipated EHS changes</li> <li>• Ensure adequate allocation and up gradation of safety tools</li> <li>• Ensure regular checks for spills and chemical discharge</li> <li>• Develop robust awareness initiatives, foster EHS focused culture</li> </ul>
c.	Changes in market dynamics	<ul style="list-style-type: none"> <li>• New market entrants</li> <li>• Change in marketing strategy by competitors</li> <li>• Increase in competitive intensity</li> <li>• Emerging and disruptive technologies/marketing practices viz. genetically modified/hybrid seeds, digitisation, biotechnology, organic farming, online sale of crop protection products, and so on</li> </ul>	<ul style="list-style-type: none"> <li>• Revenues</li> <li>• Profitability</li> <li>• Market share</li> <li>• Reputation</li> <li>• Obsolescence</li> <li>• Sustainability</li> <li>• Day-to-day business operations</li> </ul>	<ul style="list-style-type: none"> <li>• Wide product portfolio to address varying customer needs globally</li> <li>• Broader and less concentrated customer base in every country</li> <li>• High intensity regular farmer and customer engagement to understand evolving requirements</li> <li>• Gathering relevant and top-notch market intelligence</li> <li>• Continuous investment in latest technologies</li> <li>• Partnerships with players with expertise in newer technologies</li> </ul>
d.	Regulatory changes	<ul style="list-style-type: none"> <li>• Increased regulatory oversight and adverse changes to regulations in key markets</li> <li>• These changes can impact operations at the front-end (ban on sale/reduced usage of products) as well as back-end (ban/restrictions on manufacturing)</li> </ul>	<ul style="list-style-type: none"> <li>• Revenues</li> <li>• Profitability</li> <li>• Market share</li> <li>• Reputation</li> <li>• Obsolescence</li> <li>• Sustainability</li> <li>• Day-to-day business operations</li> </ul>	<ul style="list-style-type: none"> <li>• Stay abreast of proposed changes in regulations</li> <li>• Organized planning to fine-tune and adjust product portfolio in accordance with anticipated changes</li> </ul>

e.	Climatic conditions	<ul style="list-style-type: none"> <li>• Frequent weather changes- drought, dry weather, and floods</li> </ul>	<ul style="list-style-type: none"> <li>• Revenues</li> <li>• Profitability</li> </ul>	<ul style="list-style-type: none"> <li>• Efficient and agile supply chain capabilities enabling requisite and timely adjustments to product supplies depending on weather conditions</li> </ul>
f.	Liquidity	<ul style="list-style-type: none"> <li>• Capital market volatilities could impact our capital access</li> </ul>	<ul style="list-style-type: none"> <li>• Profitability</li> <li>• Day-to-day business operations</li> <li>• Cash flows</li> </ul>	<ul style="list-style-type: none"> <li>• Regular monitoring of cash flows across business units and putting in place early warning systems to address liquidity issues well in time</li> <li>• Ensure sufficient credit lines are in place across subsidiaries in the required currency</li> </ul>
g.	Tax	<ul style="list-style-type: none"> <li>• There could be diverse interpretations of these regulations</li> </ul>	<ul style="list-style-type: none"> <li>• Profitability</li> <li>• Cash flows</li> <li>• Reputation</li> <li>• Day-to-day business operations</li> </ul>	<ul style="list-style-type: none"> <li>• Regular monitoring of the tax framework and ensuring compliance of respective tax rules and regulations</li> <li>• Keeping abreast on key proposals for changes in local tax regulations</li> </ul>

## 6. Internal control Systems and their adequacy:

The company has an elaborate system of internal controls to ensure optimal utilization of company's resources and protection thereof, facilitating accurate and speedy compilation of accounts and management information reports and compliance with laws and regulations. The company has a well-defined organization structure, authority levels and internal guidelines and rules for conducting business transactions. The internal Auditors' and company's internal audit department conduct regular audits to ensure adequacy of internal control system, adherence to management instruction and compliance with laws and regulations of the country as well as to suggest improvements.

## 7. Human Resources

The Company firmly believes that Human Resources and knowledge capital are vital for business success and creating value for stakeholders. The Company recognizes the fact that people drive business success, strengthening its efforts to build leadership at all levels. It emphasizes on the freedom to express views, competitive pay structure, performance-based reward system and growth opportunities and internal job opportunities, critical assignments within the organization for career options for the employees. The industrial relations at both the units have remained quite cordial with total dedicated efforts from employees.

The total number of employees as on 31<sup>st</sup> March, 2022 was 47.

## 8. Details of Significant Changes (i.e. change of 25% or more as compared to the immediately previous financial year) in Key Financial Ratios, alongwith Detailed Explanations therefore, including:

Sr. No.	Ratios	FY 2021-22	FY 2020-21	Explanation for significant change
a.	Debtors Turnover	1.09	1.02	-NA-
b.	Inventory Turnover	5.84	5.31	-NA-
c.	Interest Coverage Ratio	28.55	2.89	Profit increased during the year
d.	Current Ratio	4.12	4.98	-NA-
e.	Debt Equity Ratio	0.11	0.09	-NA-
f.	Operating Profit Margin (%)	57.08	17.51	Profit increased during the year
g.	Net Profit Margin (%)	51.58	11.97	Profit increased during the year

**9. Details of any Change in Return on Net Worth as Compared to the Immediately Previous Financial Year alongwith a Detailed Explanation thereof:**

Sr. No.	Ratios	FY 2021-22	FY 2020-21	Explanation for significant change
a..	Return on Net Worth (%)	33.46	7.59	Profit increased during the year

**Note:** Previous period/Year figures have been regrouped/rearranged, wherever deemed necessary.

**10. Cautionary Statement:**

The Management Discussion and Analysis report containing your Company's objectives, projections, estimates and expectation may constitute certain statements, which are forward looking within the meaning of applicable laws and regulations. The statements in this management discussion and analysis report could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operation include raw material availability and prices, cyclical demand and pricing in the Company's principal markets, changes in the governmental regulations, tax regimes, forex markets, economic developments within India and the countries with which the Company conducts business and other incidental factors.



## AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To,  
The Members  
Kilpest India Limited  
Bhopal

We have examined the compliance of the conditions of Corporate Governance by Kilpest India Limited, for the year ended on 31<sup>st</sup> March 2022, as stipulated in applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Regulations').

As per the Regulation 15 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the corporate governance provisions mentioned in regulations 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V are not applicable to the Company based on the paid up equity share capital and net worth criteria of the Company. However the Company is complying with most of the Corporate Governance requirements on voluntary basis as a good secretarial practice and to create long term shareholder's value and enhances interest of other stakeholders.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and the Management, we certify that the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on 31<sup>st</sup> March 2022 are not applicable to the company.

Place: Bhopal  
Date: 10-08-2022

For BAHETI & Co.,  
Chartered Accountants

(DEEPAK BAHETI)  
PARTNER  
Firm Registration No. 006287C  
Membership No. 075063  
UDIN: 22075063APWDWA5256

## INDEPENDENT AUDITOR'S REPORT

To,

The Members of Kilpest India Limited

### Report on the Standalone Financial Statements

We have audited the accompanying Standalone Financial Statements of Kilpest India Limited ('the company') which comprise the Balance Sheet as at 31<sup>st</sup> March 2022, the Statement of Profit and Loss, (including Other Comprehensive income), Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March 2022, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

### Basis of Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section, of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Standalone Financial Statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the 'ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion on the Standalone Financial Statements.

### Key Audit Matter

Key audit matters are those matters that in our professional judgement were of most significance in our audit of the Standalone Financial Statements of the current year. These matters were addressed in the context of our audit of the financial statement as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to communicate in our report.

### Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Director's are responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibility for the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Standalone Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Standalone Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Standalone Financial Statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report

because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Report on Other Legal and Regulatory Requirements

- 1) As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
- 2) As required by section 143 (3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge belief were necessary for the purpose of our audit.
  - b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of accounts.
  - d. In our opinion, the aforesaid Standalone Financial Statements comply with the Indian Accounting Standards specified under section 133 of the Act. read with of the Companies (Accounts) Rules, 2015 as amended.
  - e. On the basis of written representations received from the directors as on 31<sup>st</sup> March 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
  - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company does not have any pending litigations which would impact its financial position.
    - ii. The Company did not have any long- term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

### For BAHETI & CO.

Chartered Accountants

Firm's registration No: 006287C

### Deepak Baheti

PARTNER

Membership No: 075063

UDIN: 22075063AJSLEP4170

Place: Bhopal.

Date: 27-05-2022

## **“Annexure A” to the Independent Auditors’ Report**

### **Property, Plant and Equipment and Intangible Assets**

(A) The company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment.

(B) The Company has maintained proper records showing full particulars of Intangible assets.

Property, Plant and Equipment have been physically verified by the management at reasonable intervals; No material discrepancies were noticed on such verification.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the standalone financial statements are held in the name of the Company.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, plant and equipment (including Right-of-use assets) or Intangible assets or both during the year.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

### **Inventory and other current assets**

Physical verification of inventory has been conducted at reasonable intervals by the management.

### **Investment, Loans or Advances by Company**

The company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained u/s 189 of the companies Act-2013.

The Company has not granted any loans, secured or unsecured, to firms, limited liability partnerships or any other parties during the year.

(A) Based on the audit procedures carried on by us and as per the information and explanations given to us, the Company has not granted any loans to subsidiaries, joint ventures and associates.

(B) Based on the audit procedures carried on by us and as per the information and explanations given to us, the Company has not granted loans to a party other than subsidiaries, joint ventures and associates.

In our opinion and according to the information and explanations given to us. The rate of interest and other terms and conditions for such loans are not prima facie prejudicial to the interest to the company.

In respect of loans granted, repayment of the principal amount is as stipulated and payment of interest have been regular.

There is no overdue amount of loans granted to companies, firms or other parties listed in the register maintained under section 189 of the companies Act, 2013.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan given falling due during the year, which has been renewed or extended or fresh loans given to settle the overdues of existing loans given to the same party.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not given any loans either repayable on demand or without specifying any terms or period of repayment.

#### **Loan to Directors and Investment by the Company**

While doing transaction for loans, investments, guarantees, and security provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.

#### **Deposits Accepted by the Company**

The company has not accepted any Deposits.

#### **Maintenance of Cost records**

To the best of our knowledge and as explained, the Central Government has not prescribed maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013 for the products of the company.

#### **Statutory Dues**

The company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income tax, duty of customs, GST, cess and any other statutory dues applicable to it.

#### **Disclosure of Undisclosed Transactions**

According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year.

#### **Loans or Other Borrowings**

The company has not defaulted in repayment of dues to financial institution, bank or debenture holders.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.

According to the information and explanations given to us by the management, the Company has not obtained any term loans. Accordingly, clause 3(ix)(c) of the Order is not applicable

According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds have been raised on short-term basis by the Company. Accordingly, clause 3(ix)(d) of the Order is not applicable.

According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(e) of the Order is not applicable.

According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(f) of the Order is not applicable.

#### **Money raised by IPO, FPOs**

The company has not raised any money by way of initial public offer or further public offer {including debt instruments) and term loans. Hence this clause is not applicable.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.

### **Reporting of Fraud During the Year**

Based on our audit procedures and the information and explanation made available to us no such fraud noticed or reported during the year.

According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

There were no whistle blower complaints received by the Company during the year while determining the nature, timing and extent of our audit procedures.

### **Compliance by Nidhi Company Regarding Net Owned Fund to Deposits Ratio**

As per information and records available with us The Company is not Nidhi Company.

### **Related party transactions**

Yes, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.

### **Internal audit system**

Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

We have considered the internal audit reports of the Company issued till date for the period under audit.

### **Non cash transactions**

The company has not entered into any non-cash transactions with directors or persons connected with him.

### **Requirement of Registration under 45-IA of Reserve Bank of India Act, 1934**

The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.

The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.

According to the information and explanations provided to us during the course of audit, the Group does not have any CIC. Accordingly, the requirements of clause 3(xvi)(d) are not applicable.

### **Cash Losses**

The Company has not incurred cash losses in the current and in the immediately preceding financial year.

### **Consideration of outgoing auditors**

There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.

**Material uncertainty in relation to realization of financial assets and payment of financial liabilities**

According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

**Compliance of CSR**

With the enactment of the Companies Act, 2013 and the Companies (Corporate Social Responsibility) Rules, 2014 read with various clarifications issued by the Ministry of Corporate Affairs, every Company having the net worth of ₹500crores or more or turnover of ₹1000 crores or more net profit of ₹5 crores during any financial year have to spend at least 2% of the average net profit of the Company made during the three immediately preceding financial years.

As the Net profit of the company had crossed Rs 5 cr. during the immediately preceding financial year i.e. on 31st March, 2022 the provisions of CSR i.e. Corporate Social Responsibility become applicable. Hence, the company is in process of complying with the same from Financial Year 2022-23.

**Compliance with approved Scheme(s) of Arrangements**

The Company has received the approval from BSE vide their "Observation Letter" dated 3rd February, 2022 for amalgamation with 3B BlackBio Biotech India Ltd.(Subsidiary Company), since the BSE and SEBI approvals have obtained, and further the company applied for the petition for amalgamation with NCLT for the scheme of amalgamation on 9th May, 2022.

The process of amalgamation has started and Company is likely to get the confirmation from NCLT shortly. The company is working for faster approval of the amalgamation scheme with 3B BlackBio Biotech India Ltd.(Subsidiary Company)

**For BAHETI & CO.**

Chartered Accountants

Firm's registration No: 006287C

**Deepak Baheti**

PARTNER

Membership No: 075063

UDIN: 22075063AJSLEP4170

**Place: Bhopal.**

**Date: 27-05-2022**



**“Annexure B” to the Independent Auditor’s Report of even date on the Standalone Financial Statements of Kilpest India Limited****Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of Kilpest India Limited (“the Company”) as of March 31, 2022 in conjunction with our audit of the standalone Standalone Financial Statements of the Company for the year ended on that date.

**Management’s Responsibility for Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the Guidance note) issued by the Institute of Chartered Accountants of India”. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Standalone Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion and best of the information and according to the explanations given to us the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, based on internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

### **For BAHETI & CO.**

Chartered Accountants

Firm's registration No: 006287C

### **Deepak Baheti**

PARTNER

Membership No: 075063

UDIN: 22075063AJSLEP4170

**Place: Bhopal.**

**Date: 27-05-2022**

**M/S KILPEST INDIA LIMITED**  
**STANDALONE BALANCE SHEET AS AT 31<sup>ST</sup> MARCH 2022**

<b><u>PARTICULARS</u></b>	<b>Schedule</b>	<b>As at <u>31-Mar-22</u></b>	<b>As at <u>31-Mar-21</u></b>
<b>ASSETS</b>			
<b><u>NON-CURRENT ASSETS</u></b>			
Property, Plant, Equipment	H	3,22,60,760.00	1,97,34,925.00
Capital Work in Progress	H	11,26,500.00	13,42,100.00
Financial Assets			
(a) Investments	I	3,59,85,100.00	3,59,85,100.00
(b) Loans	J	26,50,815.00	26,30,295.00
<b>Total Non-Current Assets</b>		<b>7,20,23,175.00</b>	<b>5,96,92,420.00</b>
<b><u>CURRENT ASSETS</u></b>			
Inventories	K	2,66,00,905.00	2,70,50,089.00
Financial Assets			
(a) Trade Receivables	L	14,34,56,235.00	14,08,51,385.00
(b) Cash and Cash Equivalents	M	1,55,15,896.00	1,44,07,755.00
(c) Bank Balances other than (b) above	M	30,08,505.00	26,80,463.00
Other Current Assets	N	5,54,07,612.00	4,41,73,896.00
<b>Total Current Assets</b>		<b>24,39,89,153.00</b>	<b>22,91,63,588.00</b>
<b>TOTAL ASSETS</b>		<b>31,60,12,328.00</b>	<b>28,88,56,008.00</b>
<b>EQUITY AND LIABILITIES</b>			
<b><u>EQUITY</u></b>			
Equity Share Capital	A	7,49,18,200.00	7,49,15,700.00
Other Equity	B	16,43,79,249.00	15,15,97,831.00
<b>Total Equity</b>		<b>23,92,97,449.00</b>	<b>22,65,13,531.00</b>
<b><u>NON-CURRENT LIABILITIES</u></b>			
Financial Liabilities			
(a) Borrowings	C	83,97,179.00	1,01,75,636.00
Deferred Tax Liability		90,54,413.00	61,94,165.00
<b>Total Non-Current Liabilities</b>		<b>1,74,51,592.00</b>	<b>1,63,69,801.00</b>
<b><u>CURRENT LIABILITIES</u></b>			
Financial Liabilities			
(a) Borrowings	D	1,69,04,284.00	9,862,697.00
(b) Trade Payables	E	3,54,27,242.00	2,94,49,454.00
(c ) Other Financial Liabilities		-	-
Other Current Liabilities	F	54,21,761.00	3,028,525.00
Provisions	G	15,10,000.00	36,32,000.00
<b>Total Current Liabilities</b>		<b>5,92,63,287.00</b>	<b>4,59,72,676.00</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>31,60,12,328.00</b>	<b>28,88,56,008.00</b>

Summary of Significant Accounting Policies "S"  
The accompanying notes are integral parts of the financial statement.  
**For and behalf of the Board of Directors**

**As per our annexed report of even date**

**D.K. DUBEY**  
(Chairman & Mg. Director)  
DIN : 01493040

**N.K. DUBEY**  
(Whole Time Director)  
DIN : 00538049

**FOR BAHETI & CO.**  
Chartered Accountants

**NAVNEET KAUR**  
(Company Secretary)  
ACS No. 29130  
Place: Bhopal  
Date : 27/05/2022

**DEEPAK BAHETI**  
(Partner)  
Firm Registration No. : 006287C  
Membership No. 075063  
UDIN : 22075063AJSLEP4170

**M/S KILPEST INDIA LIMITED**  
**STANDALONE STATEMENT OF PROFIT AND LOSS ACCOUNT**  
**FOR THE PERIOD 01.04.2021 TO 31.03.2022**

<u>Particulars</u>	<u>Schedule</u>	<u>For the year ended</u> <u>31<sup>st</sup> March 2022</u>	<u>For the year ended</u> <u>31<sup>st</sup> March 2021</u>
<b><u>INCOME</u></b>			
<b>Revenue</b>			
Revenue From Operations		15,52,30,391.00	14,35,69,364.00
Other Income		10,09,28,722.00	3,72,38,971.00
<b>TOTAL INCOME (I)</b>		<b>25,61,59,113.00</b>	<b>18,08,08,335.00</b>
<b>EXPENSES:</b>			
Cost of material and components consumed	<b>O</b>	10,01,69,235.00	9,08,94,532.00
Purchase of Stock in Trade		1,70,47,240.00	1,82,86,302.00
Changes in Inventories of Finished Goods	<b>P</b>	26,37,235.00	35,05,733.00
Employee Benefit Expenses	<b>Q</b>	1,57,53,831.00	1,63,53,377.00
Finance Cost		10,63,918.00	22,83,409.00
Depreciation and Amortization Expenses		29,05,471.00	20,09,085.00
Other Expenses	<b>R</b>	3,19,51,922.00	2,66,35,622.00
<b>TOTAL EXPENSES (II)</b>		<b>17,15,28,852.00</b>	<b>15,99,68,060.00</b>
Profit Before Tax (I-II)		8,46,30,261.00	2,08,40,275.00
Tax Expenses			
Current Year		15,10,000.00	36,32,000.00
Earlier Years		1,86,495.00	3,59,516.00
Deferred Tax Charge		28,60,248.00	3,33,326.00
<b>PROFIT FOR THE YEAR</b>		<b>8,00,73,518.00</b>	<b>1,71,82,085.00</b>
<b>Other Comprehensive Income / Loss</b>		0.00	0.00
<b>Total Comprehensive Income</b>		<b>8,00,73,518.00</b>	<b>1,71,82,085.00</b>
Add:- Balance of Profit Brought Forward from Previous Year		6,01,57,421.00	4,29,75,336.00
<b>BALANCE CARRIED TO BALANCE SHEET</b>		<b>14,02,30,939.00</b>	<b>6,01,57,421.00</b>

Summary of Significant Accounting Policies "S"

The accompanying notes are integral parts of the financial statement.

**For and behalf of the Board of Directors**

**As per our annexed report of even date**

**D.K. DUBEY**  
(Chairman & Mg. Director)  
DIN : 01493040

**N.K. DUBEY**  
(Whole Time Director)  
DIN : 00538049

**FOR BAHETI & CO.**  
Chartered Accountants

**NAVNEET KAUR**  
(Company Secretary)  
ACS No. 29130  
Place: Bhopal  
Date : 27/05/2022

**DEEPAK BAHETI**  
(Partner)  
Firm Registration No. : 006287C  
Membership No. 075063  
UDIN : 22075063AJSLEP4170

**KILPEST INDIA LIMITED**  
REGD.OFFICE: 7-C, INDUSTRIAL AREA, GOVINDPURA, BHOPAL-462 023  
CIN: L24211MP1972PLC001131

STANDALONE AUDITED STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2022

	For the year Ended 31 <sup>st</sup> March 2022	For the year Ended 31 <sup>st</sup> March 2021
	AUDITED	AUDITED
<b><u>CASH FLOW FROM OPERATING ACTIVITIES</u></b>		
Net Profit Before Tax & Extra-Ordinary Items	8,46,30,261.00	2,08,40,275.00
<b>Adjustments for:</b>		
Depreciation	29,05,471.00	20,09,085.00
Interest Paid	10,63,918.00	22,83,409.00
Operating Profit before working capital changes	<b>8,85,99,650.00</b>	<b>2,51,32,769.00</b>
<b>Adjustments for:</b>		
Inventories	4,49,184.00	51,19,511.00
Trade and other Receivables	(1,38,38,566.00)	(23,38,330.00)
Trade Payables and Other Liabilities	62,49,024.00	39,72,481.00
Cash generated from operations	<b>8,14,59,292.00</b>	<b>3,18,86,431.00</b>
Income tax paid	(16,96,495.00)	(39,91,516.00)
<b>Net Cash used/ available from Operating Activities (A)</b>	<b>7,97,62,797.00</b>	<b>2,78,94,915.00</b>
<b><u>CASH FLOW FROM INVESTING ACTIVITIES</u></b>		
Purchase / Sale of Fixed Assets	(1,52,15,706.00)	(14,34,033.00)
Acquisition of Investment	0.00	0.00
Increase/Decrease in Long term Loan and Advances	(20,520.00)	(3,09,240.00)
<b>Net Cash Used in Investing Activities (B)</b>	<b>(1,52,36,226.00)</b>	<b>(17,43,273.00)</b>
<b><u>CASH FLOW FROM FINANCING ACTIVITIES</u></b>		
Increase in share capital	2,500.00	2,700.00
Investment Subsidy received	0.00	15,00,000.00
Increase/Decrease in bank borrowings	70,41,587.00	(1,07,13,762.00)
Decrease in other borrowings	(17,78,457.00)	(44,50,660.00)
Interest Paid	(10,63,918.00)	(22,83,409.00)
Equity Dividend Paid	(6,72,92,100.00)	0.00
<b>Net Cash From Financing activities (C )</b>	<b>(6,30,90,388.00)</b>	<b>(1,59,45,131.00)</b>
<b>Net Increase /Decrease in Cash &amp; Cash equivalents (A+B+C)</b>	<b>14,36,183.00</b>	<b>1,02,06,511.00</b>
Cash & Cash equivalents as at 1st April opening balance	1,70,88,218.00	68,81,707.00
<b>Cash &amp; Cash equivalents as at 31st March closing balance</b>	<b>1,85,24,401.00</b>	<b>1,70,88,218.00</b>

Note:

(i) Figures in brackets are outflows.

(ii) Previous year figures have been regrouped wherever necessary.

**For and behalf of the Board of Directors**

**As per our annexed report of even date**

**D.K. DUBEY**  
(Chairman & Mg. Director)  
DIN : 01493040

**N.K. DUBEY**  
(Whole Time Director)  
DIN : 00538049

**FOR BAHETI & CO.**  
Chartered Accountants

**NAVNEET KAUR**  
(Company Secretary)  
ACS No. 29130  
Place: Bhopal  
Date : 27/05/2022

**DEEPAK BAHETI**  
(Partner)  
Firm Registration No. : 006287C  
Membership No. 075063  
UDIN : 22075063AJSLEP4170

**Schedules annexed to and forming part of the Balance sheet as on 31<sup>st</sup> March 2022**

Particulars	As at 31.03.2022		As at 31.03.2021	
<b>SCHEDULE 'A'</b>				
<b>EQUITY SHARE CAPITAL</b>	No. of Shares		No. of Shares	
<b><u>AUTHORIZED SHARE CAPITAL</u></b>				
Equity share of Rs.10 each	15000000	<b><u>15,00,00,000</u></b>	15000000	<b><u>15,00,00,000</u></b>
<b><u>Issued Subscribed &amp; Paid-up</u></b>				
Equity share of Rs.10 each	7508100	7,50,81,000.00	7508100	7,50,81,000.00
Fully Paid up				
Less : Call in Arrears		1,62,800.00		1,65,300.00
Out of above , 7,50,000 bonus share of Rs.10/- each were allotted during the year 1994-95 by capitalization of Revaluation Reserve and General Reserve.				
<b>TOTAL</b>		<b>7,49,18,200.00</b>		<b>7,49,15,700.00</b>

<b>SCHEDULE 'B'</b>				
<b>RESERVES AND SURPLUS</b>				
<b>Share Premium Account</b>				
Share as per last year	8,83,52,556.00		8,83,52,556.00	
Add:-during the year	0.00	8,83,52,556.00	0.00	8,83,52,556.00
<b><u>CAPITAL RESERVE</u></b>				
<b>Credit linked capital subsidy</b>				
Balance as per Last year	24,37,000.00		9,37,000.00	
Add:- Received during the year	0.00	24,37,000.00	<u>15,00,000.00</u>	24,37,000.00
(Subsidy on P & M Received from M.P. State Govt.)				
<b><u>GENERAL RESERVE</u></b>				
Balance as per last year		6,50,854.00		6,50,854.00
<b><u>PROFIT &amp; LOSS ACCOUNT</u></b>				
Opening Balance : 6,01,57,421.00				
Profit for the Year: 8,00,73,518.00				
Dividend Paid : (6,72,92,100.00)		7,29,38,839.00		6,01,57,421.00
<b>TOTAL</b>		<b>16,43,79,249.00</b>		<b>15,15,97,831.00</b>

<b>SCHEDULE 'C'</b>				
<b>LONG TERM BORROWINGS</b>				
(a) Deposit (un-secured)				
(i) From Directors	83,97,179.00		1,01,75,636.00	
(ii) From Other	0.00	83,97,179.00	0.00	1,01,75,636.00
<b>TOTAL</b>		<b>83,97,179.00</b>		<b>1,01,75,636.00</b>

Particulars	As at 31.03.2022	As at 31.03.2021
<b><u>SCHUDULED 'D'</u></b>		
<b><u>SHORT TERM BORROWINGS</u></b>		
<b>(A) Loans Repayable on Demand</b>		
(i) From bank	1,47,04,284.00	98,62,697.00
Cash Credit from State Bank of India secured by hypothecation of inventories &book debts and further secured by first charge on land & building both present andfuture and hypothecation of machineries		
(i) SBI Stand by Line of Credit (SLC)	22,00,000.00	0.00
<b>TOTAL</b>	<b>1.69,04,284.00</b>	<b>98,62,697.00</b>

**SCHEDULE 'E' TRADE PAYABLE**

(I) Sundry creditors for goods supplied/services	3,54,27,242.00	2,94,49,454.00
<b>TOTAL</b>	<b>3,54,27,242.00</b>	<b>2,94,49,454.00</b>

**SCHEDULE 'F'**

**OTHER CURRENT LIABILITIES**

Unpaid/Unclaimed Dividend	19,20,641.00	6,82,030.00
Taxes payable/Sales Tax Payable	24,58,431.00	15,99,007.00
Income tax deducted at source	1,54,322.00	93,342.00
Other outstanding liabilities	8,88,367.00	6,54,146.00
<b>TOTAL</b>	<b>54,21,761.00</b>	<b>30,28,525.00</b>

**SCHEDULE 'G'**

**SHORT TERM PROVISIONS**

(I) Provision for income tax	15,10,000.00	36,32,000.00
<b>TOTAL</b>	<b>15,10,000.00</b>	<b>36,32,000.00</b>

**SCHEDULE 'I'**

**NON-CURRENT INVESTMENTS**

(i) SUBSIDIARY- UNQUOTED 8,98,500 Equity Share (Previous Year 5,98,500 EquityShare) of Rs.10/- Each -fully Paid-up in 3B BLACKBIO BIOTECH INDIA LIMITED,BHOPAL	3,59,85,000.00	3,59,85,000.00
(ii) OTHER –UNQUOTED One Equity Share (Previous Year One Equity Share) ofRs.10/- Each -fully Paid-up in GOVINDPURA AUDYOGIK KSHETRA PRADUSHAN NIVARAN KENDRA, BHOPAL	100.00	100.00
<b>TOTAL</b>	<b>3,59,85,100.00</b>	<b>3,59,85,100.00</b>

# KILPEST INDIA LIMITED

## SCHEDULE 'H'

### FIXED ASSETS - TANGIBLE

Schedules annexed to and forming part of the Balance Sheet as on 31<sup>st</sup> March 2022

Gross Block					Depreciation				Net Block		
S.No	Particulars	Gross Block as on 01-04-2021	Addition during the year	Sale / Transfer during the year	Total Assets as on 31-3-2022	Total Depreciation upto 31-03-2021	Provided for the year	Dep. Adjustment	Total Depreciation upto 31-03-2022	As on 31-3-2022	As on 31-3-2021
1	2	3	4	5	6	7	8	9	10	11	12
1	Leasehold land	1540000			1540000	0	0		0	1540000	1540000
2	Freehold land	3090650			3090650	0	0		0	3090650	3090650
3	Factory Building	5676186	1663924		7340110	3282135	232681		3514817	3825293	2394051
4	Office Building	2093290	47335		2140625	268771	9374		278145	1862480	1824519
5	R & D Building	10455441	985855		11441296	3046204	180772		3226976	8214320	7409237
6	R & D Equipment	10793633	3963910		14757543	8652142	1401967		10054108	4703435	2141491
7	Plant & Machinery	9804818	15500		9820318	9314577	14725		9329302	491016	490241
8	Pollution Control Equipment	740405			740405	573201	46868		620068	120337	167204
9	Electric Installations	543857	178171		722028	516664	45849		562513	159515	27193
10	Laboratory Equipments	3241809	8285146		11526955	3201521	786841		3988362	7538593	40288
11	Air-conditioners & Refrigerators	598703	52812		651515	548221	41241		589462	62053	50482
12	Generator	588960			588960	563866	0		563866	25094	25094
13	Vehicles	6728306			6728306	6391891	0		6391891	336415	336415
14	Office Equipments & Machinery	604888			604888	574638	0		574638	30250	30250
15	Computers	1332098			1332098	1265493	0		1265493	66605	66605
16	Furniture & Fixtures	982292	28994		1011286	922062	38660		960722	50564	60230
17	R & D Furniture & Fixtures	939967	129434		1069401	877887	101593		979480	89921	62080
18	Tubewell	159469			159469	151495	0		151495	7974	7974
19	R & D Computer	51800			51800	49604	0		49604	2196	2196
20	CCTV	52880	24525		77405	28455	4900		33355	44050	24425
21	Capital WIP	1286400	1126500	1286400	1126500	0	0		0	1126500	1286400
	<b>TOTAL</b>	<b>61305852</b>	<b>16502106</b>	<b>1286400</b>	<b>76521558</b>	<b>40228827</b>	<b>2905471</b>	<b>0</b>	<b>43134298</b>	<b>33387260</b>	<b>21077025</b>
	<b>Figures for the previous year</b>	<b>59871819</b>	<b>1118714</b>	<b>0</b>	<b>59871819</b>	<b>38219742</b>	<b>2154970</b>	<b>0</b>	<b>38219742</b>	<b>21652077</b>	<b>21652077</b>



Particulars	As at 31.03.2022	As at 31.03.2021
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**SCHEDULE 'J'**

**LONG TERM LOANS AND ADVANCES**

(I) Deposits unsecured ,considered goods	26,50,815.00	26,30,295.00
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<b>TOTAL</b>	<b>26,50,815.00</b>	<b>26,30,295.00</b>
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**SCHEDULE 'K'**

**INVENTORIES**

(At cost except otherwise stated as valued,  
Verified and certified by the Management)

(i) Raw Materials	1,12,69,796.00	93,69,244.00
(ii) Packing Materials	49,89,972.00	47,36,489.00
(iii) Miscellaneous Stock	4,82,831.00	4,48,815.00
(iv) Finished Goods	98,58,306.00	1,24,95,541.00

(At cost or market price whichever is lower)

<b>TOTAL</b>	<b>2,66,00,905.00</b>	<b>2,70,50,089.00</b>
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**SCHEDULE 'L'**

**TRADE RECEIVABLES**

(A) Trade receivables outstanding for a period less than  
six months from the date they are due for Payment

(i) Secured, considered goods	0.00	0.00
(ii) Unsecured, considered goods	10,35,32,607.00	9,95,67,757.00
(iii) Doubtful	0.00	0.00

Less:- Allowance for bad and Doubtful Debts

(B) Trade receivables outstanding for a period exceeding  
six months from the date they are  
due for Payment

i. Secured, considered goods	0.00	0.00
ii. Unsecured, considered goods	3,99,23,628.00	4,12,83,628.00
iii. Doubtful	0.00	0.00

Less:- Allowance for bad and Doubtful Debts

<b>TOTAL</b>	<b>14,34,56,235.00</b>	<b>14,08,51,385.00</b>
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**SCHEDULE 'M'**

**CASH AND CASH EQUIVALENTS**

(A) Balance with banks:

(I) Earmarked Bank Balances -Unpaid dividend	19,46,499.00	7,07,888.00
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(II) Bank Balances held as margin money or as  
security against

(i) Letter of Credits	0.00	0.00
(ii) Other Commitments Guarantee Margin (One Time BG Limit)	76,24,400.00	81,74,570.00
(iii) Other Commitments Guarantee Margin	30,08,505.00	30,08,505.00

(III) Other Bank Balances

(i) Other including balances in current account	7,98,067.00	6,95,132.00
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(IV) FDR	0.00	12,63,585.00
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(V) Security Deposit with Various Agencies	29,98,183.00	26,80,463.00
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(B) Cash on hand	21,48,747.00	5,58,075.00
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<b>TOTAL</b>	<b>1,85,24,401.00</b>	<b>1,70,88,218.00</b>
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Particulars	As at 31.03.2022	As at 31.03.2021
<b><u>SCHEDULE 'N'</u></b>		
<b><u>SHORT TERM LOANS &amp; ADVANCES</u></b>		
(A) Unsecured, considered good		
(i) Advance Income tax	99,90,185.00	35,24,293.00
(ii) Balances with Excise & GST Authorities	1,01,65,596.00	57,62,507.00
(iii) Others	3,52,51,831.00	3,48,87,096.00
(Advances for goods purchase, prepaid expenses & other trade advances)		
<b>TOTAL</b>	<b>5,54,07,612.00</b>	<b>4,41,73,896.00</b>

PARTICULARS	For the year ended 31.03.2022	For the year ended 31.03.2021
<b><u>SCHEDULE 'O'</u></b>		
<b><u>COST OF MATERIALS CONSUMED</u></b>		
Chemicals, Soapstone, & Packing Material Consumed	10,01,69,235.00	9,08,94,532.00
<b>TOTAL</b>	<b>10,01,69,235.00</b>	<b>9,08,94,532.00</b>

<b><u>SCHEDULE 'P'</u></b>		
<b><u>CHANGES IN INVENTORIES OF FINISHED GOODS</u></b>		
<b>(Increase)/ decrease in inventories:</b>		
Inventories at the end of the year	98,58,306.00	1,24,95,541.00
Finished goods		
Inventories at the beginning of the year	1,24,95,541.00	1,60,01,274.00
Finished goods		
<b>TOTAL</b>	<b>26,37,235.00</b>	<b>35,05,733.00</b>

<b><u>SCHEDULE 'Q'</u></b>		
<b><u>EMPLOYEE BENEFITS EXPENSES</u></b>		
Salary and wages	1,48,63,490.00	1,53,83,755.00
Contribution to Provident & other funds	8,90,341.00	9,69,622.00
<b>TOTAL</b>	<b>1,57,53,831.00</b>	<b>1,63,53,377.00</b>

<b>PARTICULARS</b>	<b>For the year ended 31.03.2022</b>	<b>For the year ended 31.03.2021</b>
<b><u>SCHEDULE 'R'</u></b>		
<b>OTHER EXPENSES</b>		
Power , fuel & water	9,02,632.00	12,53,869.00
Repairs to :		
Buildings	9,76,007.00	2,68,222.00
Plant & Machinery	3,88,819.00	1,59,042.00
Others	47,395.00	1,80,627.00
Insurance	2,50,179.00	2,49,881.00
Rent	2,30,000.00	3,16,000.00
Rates, Taxes & Duties	11,65,031.00	8,52,212.00
Auditors, remuneration	50,000.00	50,000.00
Carriage outward	44,56,764.00	52,37,926.00
R&D Expenses		
Salary & other allowances	24,83,816.00	18,75,900.00
Consumption of stores	18,039.00	4,323.00
Other expenses	75,419.00	3,85,320.00
Legal & Professional Fess	9,95,242.00	10,42,934.00
Selling, Distribution & Sales Promotion Expenses	40,02,605.00	37,58,618.00
Miscellaneous expenses	1,59,09,974.00	1,10,00,748.00
<b>TOTAL</b>	<b>3,19,51,922.00</b>	<b>2,66,35,622.00</b>

**KILPEST INDIA LIMITED, BHOPAL****Schedule 'S'****SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS****A. General****1. Basis of Preparation**

The financial statements have been prepared on the accrual basis and historical cost basis. There are certain financial assets and liabilities which are required to be measured at fair value amount. The financial statements of the Company have been prepared to comply with the Indian Accounting Standard ('Ind AS'), including the rules notified under relevant provisions Companies Act, 2013.

**2. Use of Estimates**

The presentation of financial statements in conformity with generally accepted accounting principles requires the management to make estimates and assumption that affect the reported amounts of assets & liabilities, expenses and disclosure of contingent liabilities. Such estimates and assumption are based on the management's evaluation of relevant facts and circumstances as on the date of financial statements.

**3. Summary of Significant Accounting Policies****(a) Property, plant and equipment**

Property, plant and equipment are stated at cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment loss. Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, as intended by the Management. The Company depreciates property, plant and equipment over their estimated useful lives using the straight-line method. The estimated useful lives of assets are as follows:

Electrical Equipment's	10 years
Equipment's	5 Years
Furniture	10 Years
Computer(including computers used in R&D) <sup>(1)</sup>	3 Years
Lab Equipment's	10 Years
R&D Equipment's <sup>(1)</sup>	10 Years

<sup>(1)</sup>Based on technical evaluation, the Management believes that the useful lives as given above best represent the period over which the Management expects to use these assets. Hence, the useful lives for these assets is different from the useful lives as prescribed under Part C of Schedule II of the Companies Act, 2013.

**(b) Intangible Assets**

Intangible Assets are stated at cost of acquisition net of recoverable taxes less accumulated amortization and impairment loss, if any. Intangible assets comprising of Technology fees amortized over the period of 6 years.

**(c) Inventories**

Inventories are valued at Cost.

**(d) Impairment of non-financial Assets-**

Impairment is reviewed and recognized in the event changes and circumstances indicate that the carrying amount of any property, plant and equipment and intangible assets or group of assets, called cash generating units (CGU) is not recoverable. Difference between the carrying amounts and recoverable value shall be recognized as an impairment loss in the Statement of Profit & Loss.

**(e) Employee Benefits**

**Short Term Employee Benefits**

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognized as an expense during the period when employees render the services.

**Post-Employment Benefits**

As per information provided to us few employees completed the specified period of service hence provision is made for gratuity.

**(f) Tax Expenses**

Tax Expenses comprises current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income tax Act, 1961 enacted in India and tax laws prevailing in respective tax jurisdiction where the company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date.

Tax is recognized in the Statement of Profit and Loss, except to the extent that it relates to items recognized in the comprehensive income or in equity. In which case, the tax is also recognized in other comprehensive income or equity.

**(g) Foreign Currencies Transactions**

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transaction.

**(h) Revenue recognition**

Revenue is recognized on completion of Sales of goods or rendering services. Sale is exclusive of GST and packing and forwarding charges collected from customers.

**(i) Financial instruments**

**Accounting policy**

Initial recognition:

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are accounted for at trade date.

Subsequent measurement:

a. Non-derivative financial instruments

(i) Financial assets carried at amortized cost: A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

(ii) Financial assets at fair value through other comprehensive income: A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The Company has made an irrevocable election for its investments which are classified as equity instruments to present the subsequent changes in fair value in other comprehensive income based on its business model.

(iii) Financial assets at fair value through profit or loss: A financial asset which is not classified in any of the above categories is subsequently fair valued through profit or loss.

(iv) Financial liabilities: Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination which is subsequently measured at fair value through profit or loss. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

Derecognition of financial instruments:

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

Fair value of financial instruments:

In determining the fair value of its financial instruments, the Company uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis, available quoted market prices and dealer quotes. All methods of assessing fair value result in general approximation of value, and such value may never actually be realized.

#### (j) Depreciation

Depreciation on property, plant and equipment is provided using straight line method based on useful life of the assets prescribed in Schedule II to the Companies Act, 2013. The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively.

#### B. NOTES TO ACCOUNTS:

1. Previous year figures have been recast and regrouped wherever necessary.
2. In the opinion of the Board, the Current Assets, Loans and Advances are approximately of the value stated if realized in the ordinary course of business. The provisions of all known liabilities is adequate and not in excess of the amount reasonably necessary.
3. The provision for Income Tax has been made as per the provisions of the Income Tax Act, 1961
4. Amount held in margin accounts with State Bank Of India, Panchanan Bhawan Branch, Bhopal & with State Bank of India SME Branch Bhopal is Rs 1,06,32,905 (Previous year Rs 1,11,83,075 ).
5. Contingent Liabilities:

Particulars	2021-2022	2020-2021
I) Guarantees given on behalf of the Company by Company's bankers	4,65,89,496	5,07,34,646
II) Letters of Credit for purchase of raw materials	-NIL-	-NIL-

6. Amount payable to SSI Units exceeding Rs One Lakh beyond a period of 30 days could not be mentioned as necessary information from all the parties are yet to be received.
7. Expenditure on Scientific Research:-
  - a) Capital Expenditure – Rs 5,07,91,99 (Previous Year Rs NIL)
  - b) Revenue Expenditure – Rs 25,77,274 (Previous Year Rs 22,65,543)

#### 8. DIRECTORS REMUNERATION

	2021-2022	2020-2021
Remuneration	14,40,000	19,60,000
Other Benefits	7,91,122	7,58,009
Sitting Fees	1,30,000	1,05,000
	<b>23,61,122</b>	<b>28,23,009</b>

#### 9. (A) Break-up of Major Raw Materials Consumed

Particulars	2021-2022	2020-2021
<b>Raw Materials</b>		
Chemical, Soapstone & Packing Material Consumed	10,01,69,235	9,08,94,532
<b>TOTAL</b>	<b>10,01,69,235</b>	<b>9,08,94,532</b>

(B) Break-up of Sales:

Particulars	2021-2022	2020-2021
a) Pesticides & Micro Fertilizer/Bio Fertilizer	15,52,30,391	14,35,69,364
<b>TOTAL</b>	<b>15,52,30,391</b>	<b>14,35,69,364</b>

(C) Break-up of Closing & Opening value of inventories:

Particulars	Closing Inventory		Opening Inventory	
	2021-2022	2020-2021	2021-2022	2020-2021
Pesticides & Micro Fertilizer/Bio Fertilizer	98,58,306	1,24,95,541	1,24,95,541	1,60,01,274
<b>TOTAL</b>	<b>98,58,306</b>	<b>1,24,95,541</b>	<b>1,24,95,541</b>	<b>1,60,01,274</b>

(D) Earnings in Foreign Exchange:

Particulars	2021-2022	2020-2021
On account of Export Sale 1		
a) At FOB Basis	5,57,56,707	3,66,32,961
b) At CIF Basis		

(E) Expenditure in Foreign Currency:

Particulars	2021-2022	2020-2021
1. Travelling Expenses	-	-
2. Other Expenses	-	-
3. CIF Value of Imports of raw materials, component and finished goods.	-	-
4. Imports of Capital Goods	-	-

(F) Value of Raw materials, Stores, Spare Parts and Components consumed:

1. Raw Materials, Stores, Spare Parts

Components & Packing Material Consumed

Particulars	2021-2022		2020-2021	
	Amount	%	Amount	%
i. Imported	-	-	-	-
ii. Indigenous	10,01,69,235	100	9,08,94,532	100
<b>Total</b>	<b>10,01,69,235</b>	<b>100</b>	<b>9,08,94,532</b>	<b>100</b>

2. The AS17 issued by The Institute of Chartered Accountants of India, regarding Segment Reporting is not applicable as the Company is formulating only agro-chemical based products.

3. Related Party Disclosures as per AS-18, issued by The Institute of Chartered Accountants of India, for the year ended on 31<sup>st</sup> March, 2022 :-

- (A) Relationships:
- I. Key Management Personnel & Relatives:-
- Shri Dharendra Dubey, Chairman & Managing Director
  - Shri Nikhil Dubey, Whole-time Director
  - Smt. Mithala Dubey, Director
  - Smt. Anamika Dubey
  - Smt. Madhulika Dubey
- II. Enterprises over which key management personnel and/or their relatives have significant influence:-
- M/s Ram Kumar Dharendra Kumar HUF:
  - Transactions during the year with related parties in normal course of business and balances at the end of the financial year.

Particulars	In relation to Item No.	
	A(i) above	
	2021-2022	2020-2021
I) Interest Paid	7,07,314	6,74,201
II) Salary & other benefits	16,23,808	22,98,661
III) Outstanding payable as on 31 <sup>st</sup> March,2022	83,03,183	1,03,37,997

4. Statement showing calculation of Earnings Per Share as per AS-20 issued by The Institute of Chartered Accountants of India:-

Particulars	2021-2022	2020-2021
Profit after Tax	8,00,73,518	1,71,82,085
Weighted average number of Equity Shares of Rs 10/- each	74,91,820	74,91,570
Earnings Per Share (Re)	10.69	2.29

5. Details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios(Standalone), along with detailed explanations is explained below:

Sr. No.	Ratios	FY 2021-22	FY 2020-21	Deviation in percentage	Explanation for significant change
a.	Current Ratio	4.12	4.98	17.41 %	-NA-
b.	Debt-Equity Ratio	0.11	0.09	19.52 %	-NA-
c.	Debt Service Coverage Ratio	28.55	2.89	887.53 %	Profit increased during the year
d.	Return on Equity Ratio	0.34	0.08	334.55 %	Profit increased during the year
e.	Inventory turnover Ratio	5.84	5.31	9.95 %	-NA-
f.	Trade Receivables Turnover Ratio	1.09	1.02	7.39 %	-NA-
g.	Trade Payables Turnover Ratio	3.17	3.17	0.03 %	-NA-
h.	Net Capital Turnover Ratio	0.84	0.78	7.22 %	-NA-
i.	Net Profit Ratio	51.58	11.97	331.02 %	Profit increased during the year
j.	Return on Capital Employed	0.33	0.10	250.58 %	Profit increased during the year
k.	Return on Investment	33.46	7.59	341.13 %	Profit increased during the year



The formulae used in the computation of the above ratios are as follows:

S no	Ratio	Formula
a.	Current Ratio	Current Assets/Current Liabilities
b.	Debt-Equity Ratio	Long Term borrowing & Short Term Borrowings /Total Equity
c.	Debt Service Coverage Ratio	Profit before Interest & Exceptional items/Finance Cost together with principal repayment of long term borrowings
d.	Return on Equity Ratio	Profit after tax/Average Total Equity
e.	Inventory turnover Ratio	Revenue from operations/Inventories
f.	Trade Receivables Turnover Ratio	Revenue from operations/Avg Trade receivables
g.	Trade Payables Turnover Ratio	Net Credit Purchases (Material Consumed + Change in inventory of finished goods)/Average Trade payables
h.	Net Capital Turnover Ratio	Revenue from operations/Working Capital (CA-CL)
i.	Net Profit Ratio	Profit After Tax/Revenue from operations
j.	Return on Capital Employed	EBIT/Total Assets - Total Current Liability
k.	Return on Investment	Net Profit/Total Equity

Note: Previous period/Year figures have been regrouped / rearranged, wherever deemed necessary.

**D.K. DUBEY**  
(Chairman & Mg. Director)  
DIN : 01493040

**N.K. DUBEY**  
(Whole Time Director)  
DIN : 00538049

**FOR BAHETI & CO.**  
Chartered Accountants

**NAVNEET KAUR**  
(Company Secretary)  
ACS No. 29130  
Place: Bhopal  
Date : 27/05/2022

**DEEPAK BAHETI**  
(Partner)  
Firm Registration No. : 006287C  
Membership No. 075063  
UDIN : 22075063AJSLEP4170

## **INDEPENDENT AUDITOR'S REPORT**

To,

The Members of Kilpest India Limited

### **Report on the Consolidated Financial Statements**

We have audited the accompanying Consolidated financial statements of Kilpest India Limited holding company and its subsidiary, namely, 3B BlackBio Biotech India Limited collectively referred to as group ('the company') which comprise the Consolidated Balance Sheet as at 31<sup>st</sup> March 2022, the Consolidated Statement of Profit and Loss, (including Other Comprehensive income), Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March 2022, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

### **Basis of Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated financial statements section, of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Consolidated financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the 'ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion on the financial statements.

### **Key Audit Matter**

Key audit matters are those matters that in our professional judgement were of most significance in our audit of the Consolidated financial statements of the current year. These matters were addressed in the context of our audit of the financial statement as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to communicate in our report.

### **Management's Responsibility for the Consolidated Financial Statements**

The Holding Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Consolidated financial statements that give a true and fair view of the Consolidated financial position, Consolidated financial performance and Consolidated cash flows of the group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act.

The respective board of directors of the companies included in the group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the group and for preventing and detecting frauds and other irregularities selection and application of appropriate accounting policies, making judgments and estimates that are reasonable and prudent, and the design, Implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records relevant to the preparation and presentation of the Consolidated financial statements that give a true and fair view and are free from material misstatements, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the board of directors of the holding company as aforesaid.

### **Auditor's Responsibility for the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the Consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Other Matters:**

We did not audit the financial statements/ financial information of M/s 3B BlackBio Biotech India Ltd ( Subsidiary Company ), whose financial statements/ financial information reflect total assets of Rs 192,09,14,431.00 as at 31 March 2022, total revenue from operations of Rs 80,64,61,114.00 and total net (profit) after tax of Rs 32,19,97,042.00 and net cash outflows of Rs 61,880,051.00 whose financial statements/ financial information have not been audited by us. These financial statements/ financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, jointly controlled entities and associates, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, insofar as it relates to the aforesaid subsidiaries, jointly controlled entities and associates, is based solely on the reports of the other auditors.

### Report on Other Legal and Regulatory Requirements

1) As required by section 143 (3) of the Act, we report to the extent applicable that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements.
- b. In our opinion proper books of account as required by law have been kept by the Company relating to preparation of consolidated financial statements so far as it appears from our examination of those books;
- c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account maintained for the purpose of preparations of the consolidated financial statements.
- d. In our opinion, the aforesaid Consolidated financial statements comply with the Accounting Standards prescribed under section 133 of the Act.
- e. On the basis of written representations received of group companies from the directors as on March 31, 2022 taken on record by the Board of Directors, none of the directors of group companies is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Group and operating effectiveness of such controls, refer to our separate Report in “**Annexure A**” which is based on the auditor’s report of the holding company and the subsidiary company incorporated in India.
- g. With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The group does not have any pending litigations which would impact its consolidated financial position.

The group does not have any long- term contracts including derivative contracts for which there were any material foreseeable losses.

### For BAHETI & CO.

Chartered Accountants

Firm’s registration No: 006287C

**Deepak Baheti**

PARTNER

Membership No: 075063

UDIN: 22075063AJSLEP4170

**Place: Bhopal.**

**Date: 27-05-2022**

**“Annexure A” to the Independent Auditor’s Report of even date on the Consolidated financial statements of Kilpest India Limited**

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of Kilpest India Limited holding company and its subsidiary collectively referred to as group (“the Company”) as of March 31, 2022 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on March 31, 2022. We have audited the internal financial controls over financial reporting of Kilpest India Limited herein referred to as holding company and its subsidiary incorporated in India as of that date.

**Management’s Responsibility for Internal Financial Controls**

The respective Board of Director’s of the Holding Company and its Subsidiary are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by these entities considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the Guidance note) issued by the Institute of Chartered Accountants of India”. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Group’s internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, to the best of our information and explanation given to us the Group has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, based on internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note.

### **For BAHETI & CO.**

Chartered Accountants

Firm's registration No: 006287C

### **Deepak Baheti**

PARTNER

Membership No: 075063

UDIN: 22075063AJSLEP4170

**Place: Bhopal.**

**Date: 27-05-2022**

**M/S KILPEST INDIA LIMITED**  
**CONSOLIDATED BALANCE SHEET AS AT 31<sup>ST</sup> MARCH 2022**

<b><u>PARTICULARS</u></b>	<b>Schedule</b>	<b>As at <u>31-Mar-2022</u></b>	<b>As at <u>31-Mar-2021</u></b>
<b>ASSETS</b>			
<b><u>NON-CURRENT ASSETS</u></b>			
Property , Plant , Equipments	H-1	6,61,01,934.00	4,99,70,684.00
Capital Work in Progress	H-1	11,26,500.00	13,42,100.00
Financial Assets			
(a) Investments	I	92,63,93,309.00	58,81,37,677.00
(b) Other Financial Assets	J	10,91,37,817.00	10,91,37,817.00
Other Non-Current Assets	K	27,51,932.00	28,32,530.00
<b>Total Non-Current Assets</b>		<b>110,55,11,492.00</b>	<b>75,14,20,808.00</b>
<b><u>CURRENT ASSETS</u></b>			
Inventories	L	7,43,46,381.00	4,87,42,465.00
Financial Assets			
(a) Trade Receivables	M	29,97,87,977.00	34,78,74,061.00
(b) Cash and Cash Equivalents	N	3,33,32,193.00	1,98,89,610.00
(c) Bank Balances other than (b) above	N	25,55,83,707.00	33,09,06,341.00
Loans	O	8,36,417.00	9,82,764.00
Other Current Assets	O	15,15,16,264.00	43,54,22,927.00
<b>Total Current Assets</b>		<b>81,54,02,939.00</b>	<b>118,38,18,168.00</b>
<b>TOTAL ASSETS</b>		<b>192,09,14,431.00</b>	<b>193,52,38,976.00</b>
<b>EQUITY AND LIABILITIES</b>			
<b><u>EQUITY</u></b>			
Equity Share Capital	A	7,49,18,200.00	7,49,15,700.00
Equity attributable to Owners of the Co.	B	145,53,30,806.00	124,55,98,223.00
Non-Controlling Interest		19,05,11,759.00	16,22,34,964.00
<b>Total Equity</b>		<b>172,07,60,765.00</b>	<b>148,27,48,887.00</b>
<b><u>NON-CURRENT LIABILITIES</u></b>			
Financial Liabilities			
(a) Borrowings	C	83,97,179.00	1,01,75,636.00
(b) Other Non-Current Liability		17,519.00	2,93,148.00
Deferred Tax Liability		2,27,30,559.00	1,23,76,472.00
<b>Total Non-Current Liabilities</b>		<b>3,11,45,257.00</b>	<b>2,28,45,256.00</b>
<b><u>CURRENT LIABILITIES</u></b>			
Financial Liabilities			
(a) Borrowings	D	1,69,04,284.00	98,62,697.00
(b) Trade Payables	E	3,54,27,242.00	2,94,52,842.00
(c ) Other Financial Liabilities	F	25,75,780.00	6,23,500.00
Other Current Liabilities	F	1,44,05,581.00	30,28,525.00
Provisions	G	9,96,95,522.00	38,66,77,269.00
<b>Total Current Liabilities</b>		<b>16,90,08,409.00</b>	<b>42,96,44,833.00</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>192,09,14,431.00</b>	<b>193,52,38,976.00</b>

Summary of Significant Accounting Policies "S"

The accompanying notes are integral parts of the financial statement.

**For and behalf of the Board of Directors**

**As per our annexed report of even date**

**D.K. DUBEY**  
(Chairman & Mg. Director)  
DIN : 01493040

**N.K. DUBEY**  
(Whole Time Director)  
DIN : 00538049

**FOR BAHETI & CO.**  
Chartered Accountants

**NAVNEET KAUR**  
(Company Secretary)  
ACS No. 29130  
Place: Bhopal  
Date : 27/05/2022

**DEEPAK BAHETI**  
(Partner)  
Firm Registration No. : 006287C  
Membership No. 075063  
UDIN : 22075063AJSLEP4170

**M/S KILPEST INDIA LIMITED**  
**CONSOLIDATED STATEMENT OF PROFIT AND LOSS**  
**FOR THE PERIOD 01.04.2021 TO 31.03.2022**

<u>Particulars</u>	<u>Schedule</u>	<u>For the year ended March 31, 2022</u>	<u>For the year ended March 31, 2021</u>
<b>INCOME</b>			
Revenue from Operations		80,64,61,114.00	226,74,18,226.00
Other Income		6,90,34,095.00	2,89,16,406.00
<b>TOTAL INCOME (I)</b>		<b>87,54,95,209.00</b>	<b>229,63,34,632.00</b>
<b>EXPENSES</b>			
Cost of raw material and components consumed	P	30,67,26,311.00	50,75,88,811.00
Purchase of Stock in Trade		1,02,99,027.00	31,38,526.00
Change in Inventory of Finished Goods	Q	(815,867.00)	49,76,347.00
Employee benefits expenses	R	3,56,26,395.00	4,66,94,134.00
Finance cost		10,63,918.00	22,83,409.00
Depreciation and amortization expenses		67,16,993.00	61,62,243.00
Other expenses	S	8,36,45,286.00	20,51,32,429.00
<b>TOTAL EXPENSE (II)</b>		<b>44,32,62,063.00</b>	<b>77,59,75,899.00</b>
Profit Before Tax (I-II)		43,22,33,146.00	152,03,58,733.00
Add: Exceptional Item(profit on sale of Fixed Asset)		0.00	0.00
Tax Expenses			
Current tax		9,96,95,522.00	37,78,38,392.00
Earlier Years		1,86,495.00	10,35,419.00
Deferred tax		1,03,54,087.00	-2,794,442.00
<b>PROFIT FOR THE YEAR</b>		<b>32,19,97,042.00</b>	<b>113,86,90,480.00</b>
<b>Other Comprehensive Income/Loss</b>		<b>0.00</b>	<b>1,04,914.00</b>
<b>Total Comprehensive Income</b>		<b>32,19,97,042.00</b>	<b>113,87,95,394.00</b>
Add: Balance of Profit Brought Forward from Previous Year		130,61,03,157.00	16,73,07,763.00
<b>BALANCE CARRIED TO BALANCE SHEET</b>		<b>162,81,00,199.00</b>	<b>130,61,03,157.00</b>

Summary of Significant Accounting Policies "S"

The accompanying notes are integral parts of the financial statement.

**For and behalf of the Board of Directors**

**As per our annexed report of even date**

**D.K. DUBEY**  
(Chairman & Mg. Director)  
DIN : 01493040

**N.K. DUBEY**  
(Whole Time Director)  
DIN : 00538049

**FOR BAHETI & CO.**  
Chartered Accountants

**NAVNEET KAUR**  
(Company Secretary)  
ACS No. 29130  
Place: Bhopal  
Date : 27/05/2022

**DEEPAK BAHETI**  
(Partner)  
Firm Registration No. : 006287C  
Membership No. 075063  
UDIN : 22075063AJSLEP4170



**KILPEST INDIA LIMITED**  
REGD.OFFICE: 7-C, INDUSTRIAL AREA, GOVINDPURA, BHOPAL-462 023  
CIN: L24211MP1972PLC001131

CONSOLIDATED AUDITED STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2022

Particulars	For the year Ended 31 <sup>st</sup> March 2022	For the year Ended 31 <sup>st</sup> March 2021
	Audited	Audited
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit Before Tax & Extra-Ordinary Items	43,22,33,146.00	1,52,03,58,733.00
<b>Adjustments for:</b>		
Depreciation	67,16,993.00	61,62,243.00
Interest Paid	10,63,918.00	22,83,409.00
<b>Operating Profit before working capital changes</b>	44,00,14,057.00	1,52,88,04,385.00
<b>Adjustments for:</b>		
Inventories	(2,56,03,916.00)	(80,31,200.00)
Trade and other Receivables	33,21,39,093.00	(52,54,81,730.00)
Trade Payables and Other Liabilities	(26,76,78,011.00)	35,87,77,734.00
Cash generated from operations	47,88,71,223.00	13,54,069,189.00
Income tax paid	(10,56,12,580.00)	(37,88,73,811.00)
<b>Net Cash used/ available from Operating Activities (A)</b>	<b>37,32,58,643.00</b>	<b>97,51,95,378.00</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase / Sale of Fixed Assets	(2,26,32,643.00)	(1,67,88,881.00)
Acquisition of Investment	(33,82,55,632.00)	(68,52,75,394.00)
Dividend Received	7,63,72,500.00	0.00
Increase/Decrease in other non-current assets	80,598.00	(5,11,475.00)
<b>Net Cash Used in Investing Activities (B)</b>	<b>(28,44,35,177.00)</b>	<b>(70,25,75,750.00)</b>
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>		
Increase in share capital	2,500.00	2,700.00
Investment Subsidy received	0.00	15,00,000.00
Increase/Decrease in bank borrowings	70,41,587.00	(1,07,13,762.00)
Decrease in other borrowings	(17,78,457.00)	(44,50,660.00)
Decrease/Increase in Other Non-Current Liability	(2,75,629.00)	2,91,183.00
Interest Paid	(10,63,918.00)	(22,83,409.00)
Equity Dividend Paid	(15,46,29,600.00)	0.00
<b>Net Cash From Financing activities (C )</b>	<b>(15,07,03,517.00)</b>	<b>(1,56,53,948.00)</b>
<b>Net Increase /Decrease in Cash &amp; Cash equivalents (A+B+C)</b>	<b>(6,18,80,051.00)</b>	<b>25,69,65,680.00</b>
Cash & Cash equivalents as at 1st April opening balance	35,07,95,951.00	9,38,30,271.00
<b>Cash &amp; Cash equivalents as at 31st March closing balance</b>	<b>28,89,15,900.00</b>	<b>35,07,95,951.00</b>

Note:

- (i) Figures in brackets are outflows.  
(ii) Previous year figures have been regrouped wherever necessary.

**For and behalf of the Board of Directors**

**As per our annexed report of even date**

**D.K. DUBEY**  
(Chairman & Mg. Director)  
DIN : 01493040

**N.K. DUBEY**  
(Whole Time Director)  
DIN : 00538049

**FOR BAHETI & CO.**  
Chartered Accountants

**NAVNEET KAUR**  
(Company Secretary)  
ACS No. 29130  
Place: Bhopal  
Date : 27/05/2022

**DEEPAK BAHETI**  
(Partner)  
Firm Registration No. : 006287C  
Membership No. 075063  
UDIN : 22075063AJSLEP4170

**Schedules annexed to and forming part of the Balance sheet as on 31<sup>st</sup> March 2022**

Particulars		As at 31.03.2022		As at 31.03.2021
<b>SCHEDULE 'A'</b>				
<b>EQUITY SHARE CAPITAL</b>	No. of Shares		No. of Shares	
<b><u>AUTHORIZED SHARE CAPITAL</u></b>				
Equity share of Rs.10 each	15000000	<b><u>15,00,00,000</u></b>	15000000	<b><u>15,00,00,000</u></b>
<u>Issued Subscribed &amp; Paid-up</u>				
Equity share of Rs.10 each	7508100	7,50,81,000.00	7508100	7,50,81,000.00
Fully Paid up				
Less : Call in Arrears		1,62,800.00		1,65,300.00
Out of above , 7,50,000 bonus share of Rs.10/- each were allotted during the year 1994-95 by capitalization of Revaluation Reserve and General Reserve.				
<b>TOTAL</b>		<b>7,49,18,200.00</b>		<b>7,49,15,700.00</b>
<b>SCHEDULE 'B'</b>				
<b>RESERVES AND SURPLUS</b>				
Share Premium Account				
Share as per last year	9,29,37,382.00		9,29,37,382.00	
Add:-during the year	<u>0.00</u>	9,29,37,382.00	<u>0.00</u>	9,29,37,382.00
<b><u>CAPITAL RESERVE</u></b>				
Credit linked capital subsidy				
Balance as per Last year	24,37,000.00		9,37,000.00	
Add:- Received during the year	<u>0.00</u>	24,37,000.00	<u>15,00,000.00</u>	24,37,000.00
(Subsidy on P & M Received from M.P. State Govt.)				
<b><u>GENERAL RESERVE</u></b>				
Balance as per last year		6,50,854.00		6,50,854.00
<b><u>PROFIT &amp; LOSS ACCOUNT</u></b>				
Balance of Profit & Loss Account	154,40,07,621.00		130,59,98,243.00	
Less: Minority Interest in Net Profit of				
Subsidiary 3B Black Bio Biotech India Ltd.	<u>18,47,02,051.00</u>	135,93,05,570.00	<u>15,64,25,256.00</u>	114,95,72,987.00
<b>TOTAL</b>		<b>145,53,30,806.00</b>		<b>124,55,98,223.00</b>
<b>SCHEDULE 'C'</b>				
<b>LONG TERM BORROWINGS</b>				
(a) Deposit (un-secured)				
(i) From Directors	83,97,179.00		1,01,75,636.00	
(ii) From Other	<u>0.00</u>	83,97,179.00	<u>0.00</u>	1,01,75,636.00
<b>TOTAL</b>		<b>83,97,179.00</b>		<b>1,01,75,636.00</b>

Particulars	As at 31.03.2022	As at 31.03.2021
<b><u>SCHUDULE 'D'</u></b>		
<b><u>SHORT TERM BORROWINGS</u></b>		
<b>(A) Loans Repayable on Demand</b>		
(i) From bank	1,47,04,284.00	98,62,697.00
Cash Credit from State Bank of India secured by hypothecation of inventories & book debts and further secured by first charge on land & building both present and future and hypothecation of machineries		
(i) SBI Stand by Line of Credit (SLC)	22,00,000.00	0.00
<b>TOTAL</b>	<b>1,69,04,284.00</b>	<b>98,62,697.00</b>
<b><u>SCHEDULE 'E' TRADE PAYABLE</u></b>		
(I) Sundry creditors for goods supplied/services	3,54,27,242.00	2,94,52,842.00
<b>TOTAL</b>	<b>3,54,27,242.00</b>	<b>2,94,52,842.00</b>
<b><u>SCHEDULE 'F'</u></b>		
<b><u>OTHER CURRENT LIABILITIES</u></b>		
Unpaid/Unclaimed Dividend	19,20,641.00	6,82,030.00
Unpaid/Unclaimed Dividend of Subsidiary	25,75,780.00	6,23,500.00
Taxes payable/Sales Tax Payable	28,43,860.00	16,74,774.00
Income tax deducted at source	11,11,240.00	9,91,452.00
Other outstanding liabilities	85,29,840.00	85,19,146.00
<b>TOTAL</b>	<b>1,69,81,361.00</b>	<b>1,24,90,902.00</b>
<b><u>SCHEDULE 'G'</u></b>		
<b><u>SHORT TERM PROVISIONS</u></b>		
(I) Provision for income tax	9,96,95,522.00	37,78,38,392.00
<b>TOTAL</b>	<b>9,96,95,522.00</b>	<b>37,78,38,392.00</b>
<b><u>SCHEDULE 'I'</u></b>		
<b><u>NON-CURRENT INVESTMENTS</u></b>		
(i) OTHER –UNQUOTED	100.00	100.00
One Equity Share (Previous Year One Equity Share) of Rs.10/- Each -fully Paid-up in GOVINDPURA AUDYOGIK KSHETRA PRADUSHAN NIVARAN KENDRA, BHOPAL		
(ii) Tax Free Bonds	10,07,02,883.00	6,81,36,214.00
(iii) Fixed Maturity Plan Securities	16,80,70,699.00	10,31,47,867.00
(iv) Liquid Mutual Funds	55,37,21,327.00	41,68,53,496.00
(v) Joint venture by subsidiary	10,38,98,300.00	0.00
<b>TOTAL</b>	<b>92,63,93,309.00</b>	<b>58,81,37,677.00</b>
<b><u>SCHEDULE 'J'</u></b>		
<b><u>OTHER FINANCIAL ASSETS</u></b>		
HDFC STDR	10,91,37,817.00	10,91,37,817.00
(more than 12 months from the date of Balance Sheet)		
<b>TOTAL</b>	<b>10,91,37,817.00</b>	<b>10,91,37,817.00</b>

**KILPEST INDIA LIMITED**  
**SCHEDULE 'H-1'**  
**FIXED ASSETS - TANGIBLE**

Schedules annexed to and forming part of the Balance Sheet as on 31<sup>st</sup> March 2022

Gross Block					Depreciation				Net Block		
S.No	Particulars	Gross Block as on 01-04-2021	Addition during the year	Sale / Transfer during the year	Total Assets as on 31-3-2022	Total Depreciation upto 31-03-2021	Provided for the year	Dep. Adjustment	Total Depreciation upto 31-03-2022	As on 31-3-2022	As on 31-3-2021
1	2	3	4	5	6	7	8	9	10	11	12
1	Leasehold land	1540000			1540000	0	0		0	1540000	1540000
2	Freehold land	3090650			3090650	0	0		0	3090650	3090650
3	Factory Building	5676186	1663924		7340110	3282135	232681		3514817	3825293	2394051
4	Office Building	2093290	47335		2140625	268771	9374		278145	1862480	1824519
5	R & D Building	10455441	985855		11441296	3046204	180772		3226976	8214320	7409237
6	R & D Equipment	10793633	3963910		14757543	8652142	1401967		10054108	4703435	2141491
7	Plant & Machinery	9804818	15500		9820318	9314577	14725		9329302	491016	490241
8	Pollution Control Equipment	740405			740405	573201	46868		620068	120337	167204
9	Electric Installations	543857	178171		722028	516664	45849		562513	159515	27193
10	Laboratory Equipments	3241809	8285146		11526955	3201521	786841		3988362	7538593	40288
11	Air-conditioners & Refrigerators	598703	52812		651515	548221	41241		589462	62053	50482
12	Generator	588960			588960	563866	0		563866	25094	25094
13	Vehicles	6728306			6728306	6391891	0		6391891	336415	336415
14	Office Equipments & Machinery	604888			604888	574638	0		574638	30250	30250
15	Computers	1332098			1332098	1265493	0		1265493	66605	66605
16	Furniture & Fixtures	982292	28994		1011286	922062	38660		960722	50564	60230
17	R & D Furniture & Fixtures	939967	129434		1069401	877887	101593		979480	89921	62080
18	Tubewell	159469			159469	151495	0		151495	7974	7974
19	R & D Computer	51800			51800	49604	0		49604	2196	2196
20	CCTV	52880	24525		77405	28455	4900		33355	44050	24425
21	Capital WIP	1286400	1126500	1286400	1126500	0	0		0	1126500	1286400
22	Electrical Equipments	593138	219092	0	812230	84692	65970	0.00	150662	661569	508446.49
23	Equipments	535648	0	0	535648	463467	18589	0.00	482056	53592	72181
24	Furniture	564664	616488	0	1181152	174368	66344	0.00	240712	940439	390296.11
25	Computer	1031549	344264	0	1375813	656053	97854	0.00	753907	621906	375495.63
26	Computer(R&D)	286577	0	0	286577	159725	90749	0	250474	36103	126852
27	Lab Equipments	1878723	0	0	1878723	847686	188353	0	1036039	842684	1031036
28	R&D Equipments	31623008	6237094	0	37860102	4857266	3220305	0	8077571	29782531	26765742
29	Plant & Machinery	1000388	0	0	1000388	34678	63358	0	98036	902351	965709
	<b>TOTAL</b>	<b>98819546</b>	<b>23919043</b>	<b>1286400</b>	<b>121452190</b>	<b>47506762</b>	<b>6716993</b>	<b>0</b>	<b>54223755</b>	<b>67228435</b>	<b>51312784</b>
	<b>Figures for the previous year</b>	<b>82030665</b>	<b>19980182</b>	<b>3191300</b>	<b>98819546</b>	<b>42602530</b>	<b>4904232</b>	<b>0</b>	<b>47506762</b>	<b>51312784</b>	<b>39428135</b>

**SCHEDULE – 'H-2'**

**FIXED ASSETS – INTANGIBLE**

Schedules annexed to and forming part of the Balance Sheet as on 31<sup>st</sup> March 2022

1	Technology Fees	7548063	0	0	7548063	7548063	0	0	7548063	0	0
	<b>TOTAL</b>	<b>7548063</b>	<b>0</b>	<b>0</b>	<b>7548063</b>	<b>7548063</b>	<b>0</b>	<b>0</b>	<b>7548063</b>	<b>0</b>	<b>0</b>
	<b>Figures of Previous Year</b>	<b>7548063</b>	<b>0</b>	<b>0</b>	<b>7548063</b>	<b>6290053</b>	<b>1258011</b>	<b>0</b>	<b>7548063</b>	<b>0</b>	<b>1258011</b>

Particulars	As at 31.03.2022	As at 31.03.2021
<b><u>SCHEDULE 'K'</u></b>		
<b><u>LONG TERM LOANS AND ADVANCES</u></b>		
(I) Deposits unsecured ,considered goods	27,51,932.00	28,32,530.00
<b>TOTAL</b>	<b>27,51,932.00</b>	<b>28,32,530.00</b>
<b><u>SCHEDULE 'L'</u></b>		
<b><u>INVENTORIES</u></b>		
(At cost except otherwise stated as valued, Verified and certified by the Management)		
(i) Raw Materials	5,36,22,855.00	2,91,22,305.00
(ii) Packing Materials	49,89,972.00	47,36,489.00
(iii) Miscellaneous Stock	4,82,831.00	4,48,815.00
(iv) Finished Goods	1,52,50,723.00	1,44,34,856.00
(At cost or market price whichever is lower)		
<b>TOTAL</b>	<b>7,43,46,381.00</b>	<b>4,87,42,465.00</b>
<b><u>SCHEDULE 'M'</u></b>		
<b><u>TRADE RECEIVABLES</u></b>		
(A) Trade receivables outstanding for a period less than six months from the date they are due for Payment		
(i) Secured, considered goods	0.00	0.00
(ii) Unsecured, considered goods	25,94,29,549.00	30,49,75,964.00
(iii) Doubtful	0.00	0.00
Less:- Allowance for bad and Doubtful Debts		
(B) Trade receivables outstanding for a period exceeding six months from the date they are due for Payment		
i. Secured, considered goods	0.00	0.00
ii. Unsecured, considered goods	4,03,58,428.00	4,28,98,097.00
iii. Doubtful	0.00	0.00
Less:- Allowance for bad and Doubtful Debts		
<b>TOTAL</b>	<b>29,97,87,977.00</b>	<b>34,78,74,061.00</b>
Particulars	As at 31.03.2022	As at 31.03.2021
<b><u>SCHEDULE 'N'</u></b>		
<b><u>CASH AND CASH EQUIVALENTS</u></b>		
(A) Balance with banks:		
(I) Earmarked Bank Balances -Unpaid dividend	45,42,279.00	13,51,388.00
(II) Bank Balances held as margin money or as security against		
(i) Letter of Credits	0.00	0.00
(ii) Other Commitments Guarantee Margin	1,14,77,405.00	1,13,67,575.00
(III) Other Bank Balances		
(i) Other including balances in current account	1,80,45,539.00	55,72,858.00
(IV) FDR	24,91,34,922.00	32,86,61,463.00
(V) Security Deposit with Various Agencies	29,98,183.00	26,80,463.00
(B) Cash on hand	27,17,572.00	11,62,204.00
<b>TOTAL</b>	<b>28,89,15,900.00</b>	<b>35,07,95,951.00</b>

Particulars	As at 31.03.2022	As at 31.03.2021
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**SCHEDULE 'O'**

**SHORT TERM LOANS & ADVANCES**

(A) Unsecured, considered good		
(i) Advance Income tax	10,36,43,209.00	38,33,65,309.00
(ii) Balances with Excise & GST Authorities	1,08,10,828.00	64,31,176.00
(iii) Others	3,78,98,644.00	4,66,09,206.00
(Advances for goods purchase, prepaid expenses & other trade advances)		

<b>TOTAL</b>	<b>15,23,52,681.00</b>	<b>43,64,05,691.00</b>
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PARTICULARS	For the year ended 31.03.2022	For the year ended 31.03.2021
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**SCHEDULE 'P'**

**COST OF MATERIALS CONSUMED**

Chemicals, Soapstone, & Packing Material Consumed	30,67,26,311.00	50,75,88,811.00
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<b>TOTAL</b>	<b>30,67,26,311.00</b>	<b>50,75,88,811.00</b>
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**SCHEDULE 'Q'**

**CHANGES IN INVENTORIES OF FINISHED GOODS**

**(Increase)/ decrease in inventories:**

Inventories at the end of the year	1,52,50,723.00	1,44,34,856.00
Finished goods		
Inventories at the beginning of the year	1,44,34,856.00	1,94,11,203.00
Finished goods		

<b>TOTAL</b>	<b>(815867.00)</b>	<b>49,76,347.00</b>
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PARTICULARS	For the year ended 31.03.2022	For the year ended 31.03.2021
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**SCHEDULE 'R'**

**EMPLOYEE BENEFITS EXPENSES**

Salary and wages	3,47,36,054.00	4,57,24,512.00
Contribution to Provident & other funds	8,90,341.00	9,69,622.00

<b>TOTAL</b>	<b>3,56,26,395.00</b>	<b>4,66,94,134.00</b>
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<b>PARTICULARS</b>	<b>For the year ended 31.03.2022</b>	<b>For the year ended 31.03.2021</b>
<b><u>SCHEDULE'S'</u></b>		
<b>OTHER EXPENSES</b>		
Power , fuel & water	22,81,714.00	23,86,044.00
Repairs to :		
Buildings	9,76,007.00	2,68,222.00
Plant & Machinery	4,79,009.00	4,46,132.00
Others	6,27,328.00	5,62,630.00
Insurance	2,91,281.00	8,24,077.00
Rent	2,30,000.00	3,16,000.00
Rates, Taxes & Duties	18,66,545.00	21,70,654.00
Director Commission	98,00,000.00	3,48,00,000.00
Auditors, remuneration	1,50,000.00	1,50,000.00
Carriage outward	1,25,73,508.00	1,20,08,438.00
R&D Expenses		
Salary & other allowances	24,83,816.00	18,75,900.00
Consumption of stores	18,039.00	4,323.00
Other expenses	36,19,621.00	25,09,035.00
Legal & Professional Fess	30,31,744.00	19,11,654.00
Selling, Distribution & Sales Promotion Expenses	46,73,544.00	44,18,047.00
Miscellaneous expenses	4,05,43,130.00	14,04,81,273.00
<b>TOTAL</b>	<b>8,36,45,286.00</b>	<b>20,51,32,429.00</b>

## **KILPEST INDIA LIMITED, BHOPAL**

### **Schedule 'S'**

## **SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS ON THE CONSOLIDATED ACCOUNTS**

### **Notes on Consolidated Accounts**

#### **A. BASIS OF CONSOLIDATION**

The Consolidated Financial Statement relate to M/s Kilpest India Limited and its Subsidiary Company M/s 3B BlackBio Biotech India Limited in which the Parent Company holds 87.45% voting rights.

##### **a) Basis of Accounting**

- i) The financial statement of subsidiary company used in consolidation is drawn up to same reporting date as of the company i.e. for the year ended 31<sup>st</sup> March 2022.
- ii) The financial statements of the group have been prepared in accordance with the applicable accounting standards in India and generally accepted accounting policies.

##### **b) Principles of Consolidation**

The consolidated financial statements have been prepared on the following basis:

- i) The financial statement of the company and its subsidiary have been consolidated on line-by line basis adding together the book value of like items of assets, liabilities after eliminating intra group balances and intra group transactions and unrealized profit if any as per Accounting Standard (AS-21) Consolidated Financial Statements.
- ii) The consolidated financial statements are presented, in the same format as that adopted by the company for its separate financial statements.
- iii) Minority interest in the net assets of subsidiary consists of the amount of equity after deducting the amount of net loss attributable to minority.

#### **B. SIGNIFICANT ACCOUNTING POLICIES:**

##### **1. General**

##### **Accounting Convention**

The financial statements are prepared under the historical cost convention on accrual basis and comply with Accounting Standards referred to in Section 133 of the Companies Act, 2013 read with rule 7 of Companies Act (Accounts) Rules 2014 to the extent applicable, as adopted consistently by the company.

##### **2. Use of Estimates**

The presentations of financial statements are in conformity with the generally accepted accounting principles which require the management to make estimates and assumptions that affect the reported amounts of assets and liabilities, expenses and disclosure of contingent liabilities. Such estimates and assumptions are based on the management's evaluation of relevant facts and circumstances as on date of financial statements. The actual outcome may diverge from these estimates.

"Goods and Services Tax" (GST) has been introduced w.e.f. 1<sup>st</sup> July 2017. Consequently excise duty, Value Added Tax (VAT), Central Sales Tax (CST), Entry Tax, Service Tax etc have been replaced with GST.

##### **3. Revenue Recognition**

Revenue is recognized on completion of sales of goods or rendering services. Sale is exclusive of GST and packing and forwarding charges collected from customers.

##### **4. Foreign Currency Transactions**

Foreign currency transactions are recorded at the exchange rate prevailing on that date of transaction.

##### **5. Fixed Assets**

In order to relate them more closely to current replacement values, all the fixed assets acquired up to 31<sup>st</sup> March, 1993 were revalued as on that date and are accordingly carried at revalued figures. Fixed assets tangible/intangible acquired after 31<sup>st</sup> March, 1993 are stated at cost inclusive of freight, taxes and incidental expenses related thereto.



## 6. Depreciation

- I) Depreciation has been calculated on straight line method at the rates provided in Schedule II to the Companies Act, 2013
- II) Depreciation on additions during the year has been provided for full year.
- III) No depreciation /Amortization have been provided on Intangible assets related to subsidiary.

## 7. Inventories

- I) Finished products produced by the Company are carried at lower cost or market value.
- II) Raw material, Packing Materials and Stores and Spare Parts are carried at cost.
- III) Cost is arrived at mainly on a 'First in First out' basis and is inclusive of freight and expenses incurred.

## 8. Investments:-

Investments classified as Long Term Investments are stated at cost.

## NOTES TO ACCOUNTS:

1. Previous year figures have been recast and regrouped wherever necessary.
2. In the opinion of the Board, the Current Assets, Loans and Advances are approximately of the value stated if realized in the ordinary course of business. The provision of all known liabilities is adequate and not in excess of the amount reasonably necessary.
3. The provision for Income Tax has been made as per the provisions of the Income Tax Act, 1961
4. Amount held in margin accounts with State Bank Of India, Panchanan Bhawan Branch, Bhopal and with State Bank of India SME Branch Bhopal is Rs 1,14,77,405 (Previous year Rs 1,13,67,575).
5. Contingent Liabilities:

Particulars	2021-2022	2020-2021
I) Guarantees given on behalf of the Company by Company's bankers	4,74,33,996	5,09,19,646
II) Letters of Credit for purchase of raw materials	-NIL-	-NIL-

6. Amount payable to SSI Units exceeding Rs One Lakh beyond a period of 30 days could not be mentioned as necessary information from all the parties are yet to be received.
7. Expenditure on Scientific Research:-
  - a) Capital Expenditure Rs 1,95,98,827 (Previous Year NIL)
  - b) Revenue Expenditure Rs 22,65,543 (Previous Year Rs 22,65,543)

## 8. DIRECTORS REMUNERATION

	2021-2022	2020-2021
Remuneration	50,40,000	55,60,000
Other Benefits	1,05,91,122	3,55,58,009
Sitting Fees	1,30,000	1,05,000

9. The AS17 issued by The Institute of Chartered Accountants of India, regarding Segment \*Reporting is applicable as the Company is formulating only agro-chemical based products.

10. Related Party Disclosures as per AS-18, issued by The Institute of Chartered Accountants of India, for the year ended on 31<sup>st</sup> March, 2022 :-

- (B) Relationships:
- III. Key Management Personnel & Relatives:-
  - f) Shri Dharendra Dubey, Chairman & Managing Director
  - g) Shri Nikhil Dubey, Whole-time Director
  - h) Smt. Mithala Dubey, Director
  - i) Smt. Anamika Dubey
  - j) Smt. Madhulika Dubey

- IV. Enterprises over which key management personnel and/or their relatives have significant influence:-
  - a) M/s Ram Kumar Dharendra Kumar HUF:

B) Transactions during the year with related parties in normal course of business and balances at the end of the financial year.

Particulars	In relation to Item No.	
	A(i) above	
	2021-2022	2020-2021
IV) Interest Paid	7,07,314	6,74,201
V) Salary & other benefits	1,57,61,122	4,07,53,531
VI) Outstanding payable as on 31 <sup>st</sup> March, 2022	1,04,52,633	1,45,07,997

C) Shri Prateek Goel, Proprietor Vivid Global Technologies, New Delhi (Shareholder of subsidiary company M/s. 3B BlackBio Biotech India Limited), Holding 4.87% Shares.

Transactions during the year with related parties in normal course of business

Transaction Type	(01/04/2021 31/03/2022)	to (01/04/2020 31/03/2021)
Sale of Goods	57,92,09,742	126,00,66,431
Sale of Fixed Assets	-	11,50,000
Packaging & Forwarding Charges Collected.	-	18,400
Purchase of Goods	69,68,283	2,62,056
Purchase of Fixed Assets	23,10,000	54,95,000
Commission on sales	-	11,04,33,557
Discount Allowed	1,31,42,018	25,24,000

11. Statement showing calculation of Earnings Per Share as per AS-20 issued by The Institute of Chartered Accountants of India:-

Particulars	2021-2022	2020-2021
Profit after Tax	32,19,97,042	113,87,95,394
Weighted average number of Equity Shares of Rs 10/- each	74,91,820	74,91,570
Earnings Per Share (Re)	43.40	152.01

12. details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios(Consolidated),along with detailed explanations is explained below:

Sr. No.	Ratios	FY 2021-22	FY 2020-21	Deviation in percentage	Explanation for significant change
a.	Current Ratio	4.82	2.76	75.10 %	Current Liabilities decreases
b.	Debt-Equity Ratio	0.01	0.01	0	-NA-
c.	Debt Service Coverage Ratio	113.66	169.43	32.92 %	Earning for the year reduced
d.	Return on Equity Ratio	0.20	1.25	83.89 %	Earning for the year reduced
e.	Inventory turnover Ratio	10.85	46.52	76.68 %	Decreases in Gross revenue
f.	Trade Receivables Turnover Ratio	2.49	8.29	69.95 %	Decreases in Gross revenue
g.	Trade Payables Turnover Ratio	9.43	16.18	41.71 %	Decrease in Trade Payable
h.	Net Capital Turnover Ratio	1.25	3.01	58.50 %	Decreases in Gross revenue
i.	Net Profit Ratio	39.93	50.22	20.50 %	-NA-
j.	Return on Capital Employed	0.25	1.01	75.54 %	Earning for the year reduced
k.	Return on Investment	18.71	76.80	75.63 %	Earning for the year reduced

The formulae used in the computation of the above ratios are as follows:

S no	Ratio	Formula
a.	Current Ratio	Current Assets/Current Liabilities
b.	Debt-Equity Ratio	Long Term borrowing & Short Term Borrowings /Total Equity
c.	Debt Service Coverage Ratio	Profit before Interest & Exceptional items/Finance Cost together with principal repayment of long term borrowings
d.	Return on Equity Ratio	Profit after tax/Average Total Equity
e.	Inventory turnover Ratio	Revenue from operations/Inventories
f.	Trade Receivables Turnover Ratio	Revenue from operations/Avg Trade receivables
g.	Trade Payables Turnover Ratio	Net Credit Purchases (Material Consumed + Change in inventory of finished goods)/Average Trade payables
h.	Net Capital Turnover Ratio	Revenue from operations/Working Capital (CA-CL)
i.	Net Profit Ratio	Profit After Tax/Revenue from operations
j.	Return on Capital Employed	EBIT/Total Assets - Total Current Liability
k.	Return on Investment	Net Profit/Total Equity

Note: Previous period/Year figures have been regrouped / rearranged, wherever deemed necessary.

**D.K. DUBEY**  
(Chairman & Mg. Director)  
DIN : 01493040

**N.K. DUBEY**  
(Whole Time Director)  
DIN : 00538049

**FOR BAHETI & CO.**  
Chartered Accountants

**NAVNEET KAUR**  
(Company Secretary)  
ACS No. 29130  
Place: Bhopal  
Date : 27/05/2022

**DEEPAK BAHETI**  
(Partner)  
Firm Registration No. : 006287C  
Membership No. 075063  
UDIN : 22075063AJSLEP4170

## Form ISR – 1

(-SEBI circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 03, 2021 on Common and Simplified Norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination)

### REQUEST FOR REGISTERING PAN, KYC DETAILS OR CHANGES / UPDATION THEREOF

[For Securities (Shares / Debentures / Bonds, etc.) of listed companies held in physical form]

A. I / We, request you to Register / Change / Update the following (Tick ✓ relevant box) Date : / /

<input type="checkbox"/> PAN	<input type="checkbox"/> Signature	<input type="checkbox"/> Mobile Number
<input type="checkbox"/> Bank details	<input type="checkbox"/> Registered Address	<input type="checkbox"/> E-mail address

B. Security and KYC Details [ to be filled in by the First Holder ]

Name of the Issuer Company	Folio No(s)	
Face value of Securities	Number of Securities	
Distinctive number of Securities (Optional)	From	To
E-mail Address		
Mobile Number		
Serial No	{ } << Kindly write the Serial no as printed in KYC Form	

C. I/We are submitting documents as per Table below (tick✓ as relevant, refer to the instructions):

Name(s) of the Security holder(s) in Capital as per PAN	PAN	PAN Linked to Aadhar -Y/N Tick any one [✓] *
Copies of PAN of all the Holder(s) duly self-attested with date to be enclosed with this Form.		
1.		Yes / No
2.		Yes / No
3.		Yes / No
4.		Yes / No

Note: \* PAN shall be valid only if it is linked to Aadhar by March 31, 2022, or any other date as may be specified by CBDT.

Bank Account Details of First Holder		
Name of the Bank & Branch	IFSC	
Bank A/c No.	Tick any one [✓]- Acct type <input type="checkbox"/> Savings <input type="checkbox"/> Current <input type="checkbox"/> NRO <input type="checkbox"/> NRE <input type="checkbox"/> Any other [ ]	

Note: Original cancelled cheque leaf bearing the name of the first holder is mandatory, failing which first security holder shall submit copy of bank passbook / statement attested by the Bank for registering the Bank Account details.

Demat Account Number	16 digit DP/CL [ ]
----------------------	--------------------

Also provide Client Master List (CML) of your Demat Account, provided by the Depository Participant.

Authorization: I / We authorise you (RTA) to update the above PAN and KYC details in my / our above folio(s) (use Separate Annexure if extra space is required) in which I / we are the holder(s). [ strike off what is not applicable ]

Declaration: All the above facts and documents enclosed are true and correct.

First Holder	Joint Holder - 1	Joint Holder - 2	Joint Holder - 3
Signature			
Name			
Address			
PIN			

Note: If the address mentioned above differs from the address registered with the Company, you are requested to record the new address by submitting the documents as specified in point (3) overleaf.

I/We are submitting documents as per Table below (tick✓ as relevant, refer to the instructions):

No.	✓	Document/Information/Details	Instruction/Remark
1	<input type="checkbox"/>	PAN of (all) the (joint) holder(s)	PAN copies of all the holder(s) duly self-attested with date to be enclosed. PAN shall be valid only if it is linked to Aadhar by March 31, 2022, or any date as may be specified by the CBDT. For Exemptions / Clarifications on PAN, please refer to Objection Memo as specified in SEBI circular.
2	<input type="checkbox"/>	Demat Account Number	Provide Client Master List (CML) of your Demat Account, provided by the Depository Participant.
3	<input type="checkbox"/>	Proof of Address of the first Holder	<p>Provide self attested copy of any ONE of the documents, issued by a Govt. Authority, only if there is change in the address;</p> <ul style="list-style-type: none"> <li><input type="checkbox"/> Client Master List (CML) of your Demat Account, provided by the Depository Participant.</li> <li><input type="checkbox"/> Valid Passport/ Registered Lease or Sale Agreement of Residence/ Driving License/Flat Maintenance Bill*</li> <li><input type="checkbox"/> Utility bills like Telephone Bill (only land line), Electricity bill or Gas bill - Not more than 3 months old.</li> <li><input type="checkbox"/> Identity card (with Photo) / document with address, issued by Central/State Government and its Departments, Statutory / Regulatory Authorities, Public Sector Undertakings, Scheduled Commercial Banks, Public Financial Institutions.</li> <li><input type="checkbox"/> For FII / sub account, Power of Attorney given by FII / sub-account to the Custodians (which are duly notarized and / or apostilled or consularised) that gives the registered address should be taken.</li> <li><input type="checkbox"/> The proof of address in the name of the spouse*</li> </ul> <p>* Kindly provide additional self-attested copy of Identity Proof of the holder/ claimant.</p>
4	<input type="checkbox"/>	Bank details	Provide the latest copy of the bank statement with details of bank name, branch, account number and IFSC or Original cancelled cheque leaf bearing the name of first holder. Alternatively, Bank details available in the CML as enclosed will be updated in the folio.
5	<input type="checkbox"/>	E-mail address	As mentioned on Form ISR-1, alternatively the E-mail address available in the CML as enclosed will be updated in the folio.
6	<input type="checkbox"/>	Mobile	As mentioned on Form ISR-1, alternatively the mobile number available in the CML as enclosed will be updated in the folio.
7	<input type="checkbox"/>	Specimen Signature	Provide banker's attestation of the signature of the holder(s) as per Form ISR – 2 and Original cancelled cheque leaf bearing the name of the first holder.
8	<input type="checkbox"/>	Nomination	<p><b>Submit Form(s) as per any ONE of the following options.</b></p> <ul style="list-style-type: none"> <li><input type="checkbox"/> SH-13 For First Time Nomination</li> <li><input type="checkbox"/> SH-14 For Change in Existing Nomination</li> <li><input type="checkbox"/> <u>SH-14 and ISR-3</u> For Cancellation of existing Nomination and to "Opt-Out"</li> <li><input type="checkbox"/> <u>ISR-3 To "OPT-Out"</u> of Nomination or if No-Nomination is required</li> </ul>

Note: All the above forms are also available on the website of the RTA.



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