



India's Leading Agri Bio-Tech Company

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ANNUAL REPORT 2017

AN ISO 9001 : 2008 CERTIFIED COMPANY

KILPEST INDIA LIMITED

BHOPAL

CIN:L24211MP1972PLC001131

FORTY FIFTH ANNUAL REPORT AND ACCOUNTS 2016-2017

BOARD OF DIRECTORS	: MR. R.K. DUBEY CHAIRMAN & MANAGING DIRECTOR
	MR. D.K. DUBEY } WHOLETIME MR. N.K. DUBEY } DIRECTOR
	SMT. MITHALA DUBEY } ADDL. DIRECTOR
	CA. SHABBAR HUSAIN } INDEPENDENT DIRECTOR
COMPANY SECRETARY	: MRS NAVNEET KAUR
BANKERS	: STATE BANK OF INDIA PANCHANAN BHAWAN BRANCH, T.T. NAGAR, BHOPAL (M.P.)
AUDITORS	: M/S R.C. BAHETI & CO. CHARTERED ACCOUNTANTS BHOPAL
REGISTERED OFFICE AND FACTORY	: 7-C, INDUSTRIAL AREA, GOVINDPURA, BHOPAL - 462 023
LUCKNOW SALES DEPOT	: D-1207, HIMALAYA MARG, INDIRA NAGAR, LUCKNOW.
RAIPUR SALES DEPOT	: 71/12, GURUTEG BAHADUR NAGAR, OPP. NAYA GURUDWARA, RAVIGRAM, RAIPUR.
CUTTACK SALES DEPOT	: APCO MARKETING, FRIENDS COLONY, CUTTACK
REGISTRAR & TRANSFER AGENTS	: 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 FORTY FIFTH ANNUAL GENERAL MEETING of KILPEST INDIA LIMITED, will be held at the Registered office of the Company at 7-C, Industrial Area, Govindpura, Bhopal 462 023 on Monday, the 25th September, 2017 at 11.30 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2017 together with the Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. D. K. Dubey (DIN: 01493040) who retires by rotation and being eligible, offers himself for re-appointment.
3. To approve declared dividend of 3%, on equity shares for the financial year 2016-17.

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 31st March 2017, at the rate of Re 0.30 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 shareholders to those shareholders whose names appear on the register of members as on the date of Book Closing."

4. To appoint Statutory Auditors of the Company and fix their remuneration.
To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and The Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/S Baheti & Co. , Chartered Accountants (Firm Registration No. 006287C), be and is hereby appointed as Auditors of the Company in place of the retiring auditors M/S R.C. Baheti & Co. Chartered Accountants, Firm Registration No. 403034C, to hold office from the conclusion of this Annual General Meeting ('AGM') till the conclusion of the Fiftieth(50th) AGM to be held in 2022 (subject to ratification of their appointment at every AGM, if so required under the Act), at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.

SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to the provisions of Section 197 read with applicable provisions of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re enactment thereof), applicable clauses of the Articles of Association of the Company, consent of the members of company be and is hereby accorded for consideration and fixation of remuneration of Mr. Dharendra Dubey, (DIN: 01493040), Whole Time Director of the 3B BLACKBIO BIOTECH INDIA LIMITED , (remuneration from 3B BLACKBIO BIOTECH INDIA LIMITED ,a subsidiary of the company) , on the following terms and conditions including remuneration as mentioned below:

Salary & Perquisites:

- 1 Basic Salary: Rs.50, 000/- per month w.e.f. August 1, 2017.
- 2 Commission: Not exceeding 1(one) percent of net profit w.e.f. financial year 2017-2018

"FURTHER RESOLVED THAT the Board of Directors of the Company, and/or 3B Blackbio Biotech India Limited be and are hereby severally authorized to review and determine from time to time, the terms and conditions of appointment, including his remuneration at its discretion, and to do all such necessary acts, deeds, matters and things as are required to be done in this regard."

"FURTHER RESOLVED THAT the salary to be paid by M/s 3B Blackbio Biotech India Limited will be over and above current salary of Rs 60000 per month drawn from M/s Kilpest India Limited"

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

"RESOLVED THAT pursuant to the provisions of Section 197 read with applicable provisions of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company , consent of the members of company be and is hereby accorded for consideration and fixation of remuneration of Mr. Nikhil Dubey, (DIN: 00538049), Whole Time Director of the 3B BLACKBIO BIOTECH INDIA LIMITED, (remuneration from 3B BLACKBIO BIOTECH INDIA LIMITED ,a subsidiary of the company) on the following terms and conditions including remuneration as mentioned below:

Salary & Perquisites:

- 1 Basic Salary: Rs.50, 000/- per month w.e.f. August 1, 2017.
- 2 Commission: Not exceeding 1(one) percent of net profit w.e.f. financial year 2017-2018

"FURTHER RESOLVED THAT the salary to be paid by M/s 3B Blackbio Biotech India Limited will be over and above current salary of Rs 60000 per month drawn from M/s Kilpest India Limited"

"FURTHER RESOLVED THAT the Board of Directors of the Company, and/or 3B Blackbio Biotech India Limited be and are hereby severally authorized to review and determine from time to time, the terms and conditions of appointment, including his remuneration at its discretion, and to do all such necessary acts, deeds, matters and things as are required to be done in this regard."

7. To appoint Mr. Abdul Moin Khan as Independent Director of the Company.

To consider and, if thought fit, to pass, with or without modification, the following resolution as a 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 Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Abdul Moin Khan (DIN 07918067), who has submitted a declaration of independence under Section 149(6) of the Companies Act, 2013 and is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 signifying his intention to propose

Mr. Abdul Moïn Khan as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years from 26th September 2017 upto 25th September 2022 and whose office shall not be liable to retire by rotation."

BY ORDER OF THE BOARD OF DIRECTORS

(R.K. DUBEY)
CHAIRMAN & MG. DIRECTOR

Place: Bhopal
Dated: 29th May 2017

Registered Office:
7-C, Industrial Area,
Govindpura, Bhopal-462 023.
CIN: L24211MP1972PLC001131
Ph: 91-755-2586536/2586537
Fax : 91-755-2580438 Website: www.kilpest.com
Email: kilpest@bsnl.in / kilpestopl@yahoo.co.in / dkdkilpest@yahoo.co.in

NOTES

1. THE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 SETTING OUT ALL MATERIAL FACTS IS ANNEXED HERETO.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
3. The Register of Members and share transfer books of the company will remain closed from Tuesday, 19th September 2017 to Monday, 25th September, 2017 both days inclusive.
4. Members are requested to notify immediately to the Company any change in their address.
5. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company or their respective Depository are requested to do so, with M/s Adroit Corporate Services Pvt. Ltd/Depositories.
6. Members may also note that the Notice of the 45th Annual General Meeting and the Annual Report for 2016-17 will also be available on the Company's website www.kilpest.com. The Notice of AGM shall also be available on the website of CDSL www.evotingindia.com.
7. 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 Tuesday 3rd October 2017 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 18th September 2017;
 - 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 18th September 2017.
8. Details under Regulation 36(3) of the Listing Regulations and SS-2 in respect of the directors seeking appointment/ re-Appointment at the Annual General Meeting (AGM), forms integral part of the Notice. The directors have furnished their requisite declarations for their appointment/ re-appointment.
9. To Support the 'Green initiative', the Members who have not registered their e-mail addresses are requested to register the same with the RTI/Depositories.

10. During the year, the Company was not required to transfer any amount to the Investor Education and Protection Fund.
11. Pursuant to provisions of section 124 (6) of Companies Act, 2013 all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the company in the name of INVESTOR EDUCATION AND PROTECTION FUND. Therefore, in context to same and with reference to IEPF General Circular No 06/2017 dt 29-05-2017 the due date for transfer of shares to IEPF authority stands extended and our company is waiting for new guidelines and the fresh dates for the transfer of such shares to IEPF Authority.
12. 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 30.09.2016 (date of last Annual General Meeting) on website of the Company, as also with Ministry of Corporate Affairs.
13. E-voting: In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your company is pleased to offer E-voting facility to the Members of the Company to exercise their right to vote by electronic means in respect of items contained in the notice. The Company has engaged the Services of Central Depository Services (India) Limited (CDSL) for providing e voting facilities. E-voting is optional and a member may physically vote at the Annual General Meeting at their Discretion.
14. The Company has appointed Mr. P.K. Rai, Practising Company Secretary, to act as the scrutinizer, for conducting the scrutiny of the votes cast.
 - The E-voting facility will be available during the following voting period after which the portal will be blocked and shall not be available for E-voting. Once the vote on a resolution is cast by any member, he/she shall not be allowed to change it subsequently.
 - Commencement of E-voting Friday 22nd September 2017, 09:00 A.M.
 - End of E-voting Sunday 24th September 2017, 05:00 P.M.
 - The cut-off date for the purpose of E-voting is Monday, 18th September, 2017. The voting rights of members shall be in proportion to their equity shareholding in the paid up equity share capital of the company as on cut-off date.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 22/09/2017 at 09:00 A.M. and ends on 24/09/2017 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 of 18/09/2017 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) The shareholders should log on to the e-voting website www.evotingindia.com

- (iv) Click on "Shareholders" tab.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details Or Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> If both details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <KILPEST INDIA LTD> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If 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.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non-Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be mailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

The results declared along with the Scrutinizer's Report shall be placed on the Company's website and shall also be communicated to BSE Limited where the shares of the Company are listed.

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

Item No.4

M/S R.C. Baheti & Co. Chartered Accountants, Firm Registration No. 403034C have been the Auditors of the Company since very long.

As per the third provision to Section 139(2) of the Companies Act, 2013 ('the Act'), a transition period of three years from the commencement of the Act is provided to every Company, existing on or before the commencement of the Act to comply with the requirements of appointment of a new Auditor in place of the existing Auditors. In view of the above, M/S R.C. Baheti & Co. Chartered Accountants are proposed to be appointed as auditors of the Company is up to the conclusion of the forthcoming Annual General Meeting ('AGM').

In view of above, M/S R.C. Baheti & Co. Chartered Accountants, term as auditors is up to the conclusion of the forthcoming Annual General Meeting ('AGM'). Therefore, In accordance with the provisions of Section 139 of the Act M/s Baheti & Company, Chartered Accountants (Firm Registration No. 006287C) are proposed to be appointed as the Auditors of the Company for a period of 5 years, commencing from the conclusion of this AGM till the conclusion of the 50th AGM of the Company to be held in 2022, subject to ratification of their appointment at every AGM, if so required under the Act.

M/s Baheti & Company, have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act. Members are requested to approve its appointment and authorize the Board of Directors to fix their remuneration.

The Board commends the Ordinary Resolution set out at Item No.4 of the Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution at Item No.4 of the Notice.

Item No. 5

Mr. Dharendra Dubey has been working as Whole Time Director in M/s Kilpest India Limited since 01-07-1995 (Date of First Appointment), presently he is drawing a salary of Rs 60000 p.m. along with the benefit of Provident Fund from Kilpest India Ltd.

He has been a nodal officer for the starting of the Subsidiary Company i.e. M/s 3B BLACKBIO BIOTECH INDIA LIMITED right from beginning and has been working as its Director of the Company since 12-11-2010 without any salary for five years.

As the present salary drawn by Mr. Dharendra Dubey is less and not commensurate to the required salary standards and it is well below the prescribed limit under section 197 read with applicable provisions of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), therefore the Nomination and Remuneration committee at its meeting held on 28th August, 2017 decided that Mr. Dharendra Dubey who has been working for its Subsidiary, M/s 3B Blackbio Biotech India Limited since its incorporation, wants to justify his hard work and the efforts put-in by him. The proposed level and make-up of new remuneration is sufficient to attract and retain the right calibre of members needed to run the Company successfully. The Nomination and Remuneration committee has approved the payment of below remuneration also from M/s 3B Blackbio Biotech India Limited as detailed below:

Salary and Perquisite:

- 1 Basic Salary: Rs.50, 000/- per month w.e.f. August 1, 2017.
- 2 Commission: Not exceeding 1(one) percent of net profit w.e.f. financial year 2017-2018

The above salary to be paid by M/s 3B Blackbio Biotech India Limited will be over and above current salary of Rs 60000 per month drawn from M/s Kilpest India Limited

The present proposal is to seek the Shareholders' approval for the fixation of Mr. Dharendra Dubey remuneration in M/s 3B Blackbio Biotech India Limited. The payment of remuneration has already been approved in the Board meeting of M/s 3B Blackbio Biotech India Limited dt 08-08-2017 and is subject to approval of shareholders of M/s 3B Blackbio Biotech India Limited in Extra Ordinary General Meeting dt 06-09-2017 now, the Board, proposes to seek approval of the Shareholders of the Company, M/s Kilpest India Limited approving the payment of remuneration.

Mr. Dharendra Dubey is interested in the above resolution and has given disclosure of interest pursuant to section 184 of the Companies Act, 2013.

Item No. 6

Mr. Nikhil Kuber Dubey has been working as Whole Time Director in M/s Kilpest India Limited since 11-08-1993 (Date of First Appointment), presently he is drawing a salary of Rs 60000 p.m. along with the benefit of Provident Fund from Kilpest India Ltd.

He has been associated with the Subsidiary Company i.e. M/s 3B BLACKBIO BIOTECH INDIA LIMITED right from beginning and has been working as its Director of the Company since 12-11-2010 without any salary for five years.