

India's Leading Agri Bio-Tech Company

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**A TRADITION OF QUALITY SINCE 46 YEARS**



**AN ISO 9001 : 2008 CERTIFIED COMPANY**

# ANNUAL REPORT 2018

**AGROCHEMICALS**

**R&D**

**RESEARCHED BIOPRODUCTS**

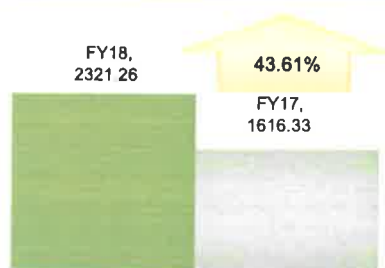
**MOLECULAR ENZYMES**

**MOLECULAR DIAGNOSTIC KITS**

**CONTRACT RESEARCH**



## Financial Highlights- Consolidated (FY18)



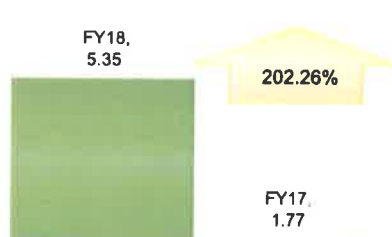
Revenue



PAT



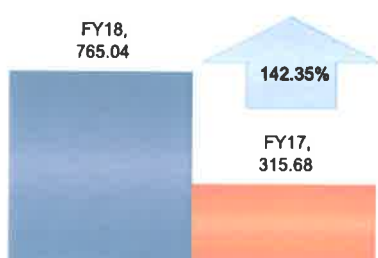
PBT



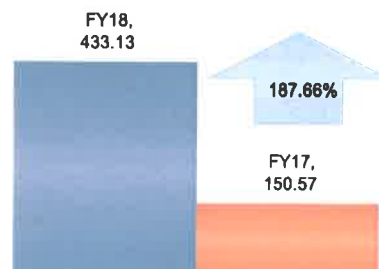
EPS

Rs. In Lakhs

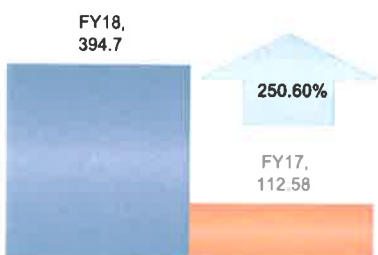
## Financial Highlights- 3B BlackBio Biotech (FY18)



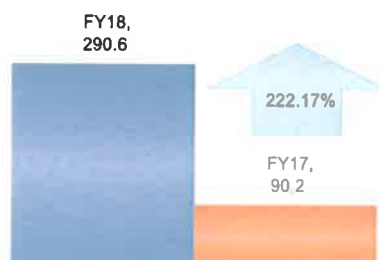
Revenue



EBITDA



PBT



PAT

Rs. In Lakhs



# KILPEST INDIA LIMITED

## BHOPAL

CIN:L24211MP1972PLC001131

### FORTY SIXTH ANNUAL REPORT AND ACCOUNTS 2017-2018

<b>BOARD OF DIRECTORS</b>	<b>: MR. R.K. DUBEY</b> CHAIRMAN & MANAGING DIRECTOR
	MR. D.K. DUBEY MR. N.K. DUBEY
	} WHOLETIME DIRECTOR
	SMT. MITHALA DUBEY      DIRECTOR
	CA. SHABBAR HUSAIN MR. ABDUL MOIN KHAN
	} INDEPENDENT DIRECTOR
<b>COMPANY SECRETARY</b>	<b>: MRS NAVNEET KAUR</b>
<b>BANKERS</b>	<b>: STATE BANK OF INDIA</b> PANCHANAN BHAWAN BRANCH, T.T. NAGAR, BHOPAL (M.P.)
<b>AUDITORS</b>	<b>: M/S BAHETI &amp; CO.</b> CHARTERED ACCOUNTANTS BHOPAL
<b>REGISTERED OFFICE AND FACTORY</b>	<b>: 7-C, INDUSTRIAL AREA,</b> GOVINDPURA, BHOPAL - 462 023
<b>LUCKNOW SALES DEPOT</b>	<b>: D-1207, HIMALAYA MARG,</b> INDIRA NAGAR, LUCKNOW.
<b>RAIPUR SALES DEPOT</b>	<b>: 71/12, GURUTEG BAHADUR NAGAR,</b> OPP. NAYA GURUDWARA, RAVIGRAM, RAIPUR.
<b>CUTTACK SALES DEPOT</b>	<b>: APCO MARKETING, FRIENDS COLONY,</b> CUTTACK
<b>REGISTRAR &amp; TRANSFER AGENTS</b>	<b>: M/s. ADROIT CORPORATE SERVICES PVT. LTD.</b> 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 SIXTH 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 Tuesday the 25th September, 2018 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 financial year ended 31st March, 2018 together with the Reports of Board of Directors and Auditors thereon.
2. 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.
3. To approve declared dividend of 5%, on equity shares for the financial year 2017-18.

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 2018, at the rate of Re 0.50 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."

4. Ratification of appointment of Statutory Auditors and fixing their remuneration

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

"RESOLVED THAT in accordance with the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 (if any) and the rules made there under (Including any statutory modification(s) or re-enactment thereof for the time being in force), pursuant to recommendations of the Audit Committee and Board of Director and pursuant to the resolution passed by the members at the AGM held on 25th September 2017, the approval of the Members be and is hereby accorded to the ratification of the appointment of M/S Baheti & Co. , Chartered Accountants (Firm Registration No. 006287C) as Auditors of the Company to hold office from the conclusion of this Annual General Meeting ('AGM') until the conclusion of next Annual General Meeting 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 and 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, and recommendation of the Nomination and Remuneration Committee and Audit Committee of M/s Kilpest India Limited, Holding Company and other requisite approvals, if any, the approval of the members be and is hereby accorded for revision in the remuneration of Mr. Dharendra Dubey, (DIN: 01493040), Whole Time Director of the M/s 3B BLACKBIO BIOTECH INDIA LIMITED ,(remuneration from M/s 3B BLACKBIO BIOTECH INDIA LIMITED, subsidiary of the company ) w.e.f 01st May 2018, on the following terms and conditions including remuneration as mentioned below:

**Salary & Perquisites:**

- 1 Basic Salary: Rs. 1,00,000/- per month w.e.f. May 1, 2018.
- 2 Commission: Not exceeding 1(one) percent of net profit w.e.f. financial year 2017-2018

"RESOLVED FURTHER THAT the salary to be paid by M/s 3B BLACKBIO BIOTECH INDIA LIMITED, will be over and above current salary of Rs 60,000 (Sixty Thousand) per month drawn by him from M/s Kilpest India Limited,

Holding Company"

"RESOLVED FURTHER THAT the Board of Directors of the Company, and/or M/s 3B BLACKBIO BIOTECH INDIA Subsidiary Company and/or Nomination and Remuneration Committee of M/s Kilpest India Limited, Holding Company are hereby further authorized to alter and vary the terms and conditions from time to time including designation subject to the applicable provisions of the Companies Act, 2013 and within the overall limits approved by the Shareholders of the Company."

"RESOLVED FURTHER THAT Mr. Nikhil Kuber Dubey, Director of M/s 3B BlackBio Biotech India Limited be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the forgoing resolution."

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 and 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, and recommendation of the Nomination and Remuneration Committee and Audit Committee of M/s Kilpest India Limited, Holding Company and other requisite approvals, if any, the approval of the members be and is hereby accorded for revision in the remuneration of Mr. Nikhil Kuber Dubey, (DIN: 00538049), Whole Time Director of the M/s 3B BLACKBIO BIOTECH INDIA LIMITED, (remuneration from M/s 3B BLACKBIO BIOTECH INDIA LIMITED, subsidiary of the company ) w.e.f 01st May 2018, on the following terms and conditions including remuneration as mentioned below:

**Salary & Perquisites:**

- 1 Basic Salary: Rs.1, 00, 000/- per month w.e.f. May 1, 2018.
- 2 Commission: Not exceeding 1(one) percent of net profit w.e.f. financial year 2017-2018

"RESOLVED FURTHER THAT the salary to be paid by M/s 3B BLACKBIO BIOTECH INDIA LIMITED, will be over and above current salary of Rs 60,000 (Sixty Thousand) per month drawn by him from M/s Kilpest India Limited, Holding Company"

"RESOLVED FURTHER THAT the Board of Directors of the Company, and/or M/s 3B BLACKBIO BIOTECH INDIA Subsidiary Company and/or Nomination and Remuneration Committee of M/s Kilpest India Limited, Holding Company are hereby further authorized to alter and vary the terms and conditions from time to time including designation subject to the applicable provisions of the Companies Act, 2013 and within the overall limits approved by the Shareholders of the Company."

"RESOLVED FURTHER THAT Mr. Dharendra Dubey, Director of M/s 3B BlackBio Biotech India Limited be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the forgoing resolution."

BY ORDER OF THE BOARD OF DIRECTORS

(R. K. DUBEY)

Place: Bhopal  
Dated: 23rd May 2018  
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 / kilpestbpl@yahoo.co.in/dkdkilpest@yahoo.co.in

CHAIRMAN & MG. DIRECTOR

## 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 companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
3. A route map giving directions to reach the venue of the 46th Annual General Meeting is given at the end of the Notice.
4. The Register of Members and share transfer books of the company will remain closed from Wednesday, 19th September 2018 to Tuesday, 25th September, 2018 both days inclusive.
5. Members are requested to notify immediately to the Company any change in their address.
6. Members desirous of getting any information on Accounts or other items of Agenda are requested to forward his/her queries to the Company at least three working days prior to the date of Annual General Meeting so as to enable the Management to keep information ready.
4. 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.
5. Pursuant to Section 72 of the Companies Act, 2013 read with rule 19(1) of the Rules made thereunder, Shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form-SH-13, which is also available on the website of the M/s Adroit Corporate Services Pvt. Ltd
6. Members may also note that the Notice of the 46th Annual General Meeting and the Annual Report for 2017-18 will also be available on the Company's website [www.kilpest.com](http://www.kilpest.com). The Notice of AGM shall also be available on the website of CDSL [www.evotingindia.com](http://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 Wednesday 3rd October 2018 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 2018;
  - 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 2018;
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. Unclaimed Dividends:

- a) Members are hereby informed that under the Act, the Company is obliged to transfer any money lying in the Unpaid Dividend Account, which remains unpaid or unclaimed for a period of seven years from the date of such transfer to the Unpaid Dividend Account, to the credit of the Investor Education and Protection Fund ('the Fund') established by the Central Government.
- b) Members are also requested to note that, pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended) ('IEPF Rules'), the Company is also obliged to transfer all shares on which dividend has not been paid or claimed for seven consecutive years or more to the Demat Account of the IEPF Authority notified by the Ministry of Corporate Affairs ('IEPF Demat Account').
- c) Members who have not yet encashed their dividend warrant(s) for the financial year ended 31st March, 2011 and for any subsequent financial year, are requested to make their claims to the Company without any delay, to avoid transfer of their dividend/ shares to the Fund/ IEPF Demat Account
- d) It may be noted that unclaimed dividend for the financial year 2010-11 declared on 30th September, 2011, can be claimed by the Members by 31st October, 2018.
- e) Members/ claimants whose unclaimed dividend have been transferred to the IEPF Fund, as the case may be, may claim the shares or apply for refund by making an application to the IEPF Authority in Form IEPF- 5 (available on [icpf.gov.in](http://icpf.gov.in)) along with requisite fee as decided by the IEPF Authority from time to time. The Member/ Claimant can file only one consolidated claim in a financial year as per the IEPF Rules.

11. Details of Unclaimed Dividend on Website

In order to help Members to ascertain the status of dividends, the Company has uploaded the information in respect of unclaimed dividends for the financial year ended 31st March, 2011 and subsequent years on the website of Investor Education and Protection Fund, [www.iepf.gov.in](http://www.iepf.gov.in) and under "Investor Relations" Section on the website of the Company, [www.kilpest.com](http://www.kilpest.com)

The Securities and Exchange Board of India ('SEBI') has mandated the submission of Permanent Account Number ('PAN') by every participant in the securities market. Members holding shares in electronic form are requested to submit their PAN details to their respective Depository Participants. Members holding shares in physical form are requested to submit their PAN details to the Company or its RTA

12. Important Updation of Members' Details:

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Act requires the Company/ Share Registrars and Transfer Agents to record additional details of Members, including their PAN details, email address, bank details for payment of dividend, etc. A form for capturing the additional details is appended at the end of this Annual Report. Members holding shares in physical form are requested to submit the filled in form to the Company or our RTA. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.

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 as amended from time to time 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. Mr. P.K. Rai, Practising Company Secretary, have been appointed by the Board of Directors of the Company as Scrutinizer for scrutinizing the remote e-voting process as well as voting through Poll paper at the AGM, in a fair and transparent manner.

15. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the AGM, and thereafter unblock the votes cast through remote e-voting, in the presence of at least two (2) witnesses not in the employment of the Company.

16. The Scrutinizer will collate the votes cast at the AGM and votes downloaded from the e-voting system and make, not later than twenty four hours from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.

17. The Chairman or the person authorized by him in writing shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the result of the voting. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website [www.kilpest.com](http://www.kilpest.com) and on the website of CDSL immediately after their declaration, and communicated to the Stock Exchanges where the Company's shares are listed, viz. BSE Ltd.

- 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 Saturday 22nd September 2018, 09:00 A.M.
- End of E-voting Monday 24th September 2018, 05:00 P.M.
- The cut-off date for the purpose of E-voting is Tuesday, 18th September, 2018. 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 22/09/2018 at 09:00 A.M. and ends on 24/09/2018 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 18/09/2018 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](http://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](http://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"> <li>● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the sequence number in the PAN field.</li> <li>● 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.</li> </ul>
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"> <li>● 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).</li> </ul>