



ANNUAL REPORT 2023



3B BlackBio Biotech India Ltd

An ISO 13485:2016 Certified Company

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Performance Highlights – Consolidated FY 2022-23



(CONSOLIDATED)



(CONSOLIDATED)



(CONSOLIDATED)



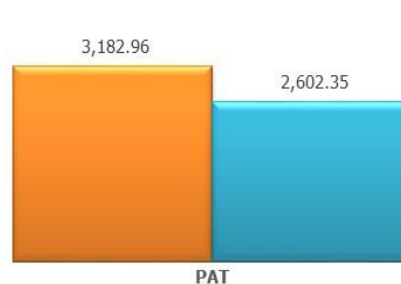
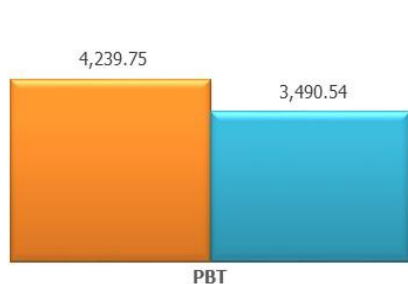
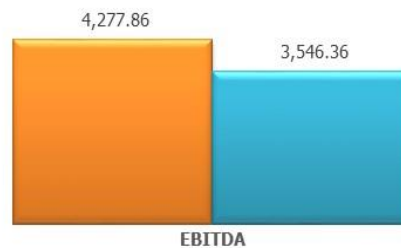
(CONSOLIDATED)

Rs. In Lakhs

FY 2021-22

FY 2022-23

Financial Highlights – FY 22-23 – 3B BlackBio Biotech India Limited



Rs. In Lakhs.

COVID Sale in FY 21-22 was INR 4029.80 Lakhs whereas in FY 22-23 it is INR 420.01 Lakhs only. So the Non-COVID Sales is growing on an extensive pace.

Message from the Chairman

Dear Shareholders,

The Covid pandemic and geopolitical developments including the ongoing conflict in East Europe has elevated global economic uncertainty. Inflation driven by supply chain disruptions has impacted the economies across the world and the steps undertaken by the central banks for macroeconomic stability through tight monetary and fiscal policies has further dented consumer confidence across the world. According to the report, the advanced economies are expected to be the most affected by the slowdown, while emerging markets and developing economies may experience a less pronounced impact.

TRUPCR® assays from our subsidiary company M/s 3B BlackBio Biotech India Limited have been well-accepted in over 35 countries across UK and Europe, Middle East, APAC, LATAM and United States of America. We have added few more countries across South-East Asia and Middle-East through our channel partners. We are working to add more channel partners across various countries to increase our global reach. Post Covid the number of Molecular diagnostic labs and the manufacturers have increased globally, still 3B BlackBio is well positioned to face the competition with its excellent product range, customer support and highly appreciated quality product.

We are also in the process of getting our products registered in the countries where there is a good demand as per the respective medical devices regulations which will allow us easy access and preference in those markets.

The Board of Directors has recommended a dividend of Rs. 2.50 per equity share of Rs. 10.00/- face value for the Shareholders' approval at the forthcoming Annual General Meeting.

As I reflect back on the year, I would like to convey special thanks to our supply and trade partners whose efforts made sure that our products were available at the right time and place.

With a defined strategy and a talented and engaged team to support its execution, we are confident in continuing this growth trajectory to meet our future growth targets, and to deliver long-term shareholder value.

Finally, I would like to thank all our employees, customers, stakeholders and associates and wish them every success in their lives.

JAI HIND

Shri Dharendra Dubey
Chairman & Managing Director

KILPEST INDIA LIMITED
BHOPAL
CIN: L24211MP1972PLC001131
FIFTY FIRST ANNUAL REPORT AND ACCOUNTS 2022-23

| | | |
|--|---|---|
| BOARD OF DIRECTORS | : | MR. DHIRENDRA DUBEY (CHAIRMAN & MANAGING DIRECTOR) |
| | | MR. N.K. DUBEY (WHOLE TIME DIRECTOR) |
| | | SMT. MITHILA DUBEY (DIRECTOR) |
| | | CA. SHABBAR HUSAIN MR. ABDUL MOIN KHAN MR. HARIHAR PRASAD THAPAK |
| | | } INDEPENDENT DIRECTOR |
| COMPANY SECRETARY | : | MRS. NAVNEET KAUR |
| BANKERS | : | STATE BANK OF INDIA SME BRANCH, GOVINDPURA, BHOPAL |
| AUDITORS | : | M/S. BAHETI & CO. CHARTERED ACCOUNTANTS BHOPAL. |
| REGISTERED OFFICE | : | 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 |
| 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 FIFTY-FIRST ANNUAL GENERAL MEETING of the members of KILPEST INDIA LIMITED will be held on Friday, 22nd September 2023 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 31st March 2023 together with the Report of the Board of Directors and the Auditors thereon; and to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2023 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted".

2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2023 along with the Auditors thereon and to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2023 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

3. To appoint a Director in place of Mrs. Mithla Dubey (DIN: 03597415) who retires by rotation and being eligible, offers herself for re-appointment and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mrs. Mithla Dubey (DIN: 03597415) who retires by rotation at this meeting and being eligible, be and is hereby re-appointed as the Director of the Company."

4. To approve the declared dividend of 25%, on equity shares for the financial year 2022-23.

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

"RESOLVED THAT pursuant to the approval and further recommendation made by the Board of Directors, dividend for the year ended 31st March 2023, 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."

SPECIAL BUSINESS:

5. Re-appointment of Mr. Nikhil Kuber Dubey (DIN: 00538049) as Whole Time Director

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

"RESOLVED that pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force (collectively referred as 'the Act'), and based on the recommendation of Nomination & Remuneration Committee and the Board of Directors, Articles of Association of the Company, the approval of the members of the Company be and is hereby accorded for the re-appointment of Mr. Nikhil Kuber Dubey, (DIN: 00538049) as Whole Time Director of the Company, for a period of 5 (five) years with effect from 1st May 2024 to 30th April 2029, on such terms and conditions as stated below:

- Salary: Rs. 60,000/- P.M

Perquisites:

In addition to salary the following perquisites shall be paid subject to ceiling of the annual salary.

CATEGORY A

- i) House Rent Allowance:
House Rent Allowance as per Company Rules
- ii) Medical Reimbursement:
Medical Reimbursement for self and family, subject to ceiling of one month's Basic Salary in a year
- iii) Leave Travel concession:
Leave Travel concession for self and family, once in every year for travel anywhere in India. Family means the spouse, children and dependent parents.
- iv) Club fees:
Annual Membership Fees, subject to ceiling of one month's Basic Salary
- v) Electricity and Gas:
Electricity and Gas on actual.

CATEGORY B

The following perquisites shall also be paid

- i) Contribution to Provident Fund, Super Annuation Fund or Annuity Fund to the extent of these either singly or put together are not taxable under the Income Tax Act, 1961
- ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service
- iii) Encashment of Leave at the rate of basic salary at the end of each calendar year
- iv) Bonus payable as per Company Rule

CATEGORY C

- i) Free use of Company's Car with driver for company's business and free telephone facility at the residence. These will not be considered as perquisites

RESOLVED FURTHER THAT the remuneration paid to Mr. Nikhil Kuber Dubey will remain same i.e., Rs. 60,000/- per month (Rupees Sixty Thousand per Month) from M/s Kilpest India Limited.

RESOLVED FURTHER THAT the Board of Directors (including its Nomination and Remuneration Committee thereof) be and is hereby authorized to modify the terms and conditions of appointment / remuneration or the scale or any other perquisites payable within the limit permitted as they may deem fit and proper from time to time;

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.

- 6. Revision in remuneration (salary and commission) of Mr. Dharendra Dubey, (DIN: 01493040), Director of M/s 3B BlackBio Biotech India Limited, Subsidiary Company

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

“RESOLVED THAT pursuant to the provisions of Section 197, 198 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, pursuant to recommendation of the Nomination and Remuneration Committee of M/s Kilpest India Limited, Holding Company and subject to other requisite approvals, if any, the approval of the members be and is hereby accorded for revision in remuneration (salary and commission) payable to Mr. Dharendra Dubey, (DIN: 01493040), Director of the company, on the following terms and conditions as mentioned below:

Salary & Perquisites:

| | |
|---|---|
| 1 | Basic Salary: Rs. 2,50,000/- Per Month w.e.f. 1 st April 2023 |
| 2 | Commission: Not exceeding two (2) percent of Net Profit w.e.f. Financial Year 2023-24 |

“RESOLVED FURTHER THAT the total remuneration payable in any financial year by way of salary, perquisites, commission and other allowances shall not exceed the overall limit of five percent (5%) of the net profits of the Company as applicable to each of the Whole time Director, Managing Director or Manager of the Company and/or ten percent (10%) of the net profits of the Company for all Whole-time Director, Managing Director or Manager in accordance with the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V including any statutory amendments, modifications or re-enactment thereof, as may be made thereto and for the time being in force ”

“RESOLVED FURTHER THAT the revision in the remuneration paid by M/s 3B BlackBio Biotech India Limited, Subsidiary Company to Mr. Dharendra Dubey, (DIN: 01493040), Director of the company, is subject to approval of the shareholders in the ensuing Annual General Meeting of the Company of the FY 2022-23”

“RESOLVED FURTHER THAT the revision in the remuneration (salary and commission) paid by M/s 3B BlackBio Biotech India Limited, Subsidiary Company will be over and above current salary of Rs. 60,000/- (Rupees Sixty Thousand) per month drawn by Mr. Dharendra Dubey 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 Limited, 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.”

- Revision in remuneration (commission and salary) of Mr. Nikhil Kuber Dubey, (Din: 00538049), Director of M/s 3B BlackBio Biotech India Limited, Subsidiary Company

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

“RESOLVED THAT pursuant to the provisions of Section 197, 198 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, pursuant to recommendation of the Nomination and Remuneration Committee of M/s Kilpest India Limited, Holding Company and subject to other requisite approvals, if any, the approval of the members be and is hereby accorded for revision in remuneration (salary and commission) payable to Mr. Nikhil Kuber Dubey, (DIN: 00538049), Director of the company, on the following terms and conditions as mentioned below:

Salary & Perquisites:

| | |
|---|---|
| 1 | Basic Salary: Rs. 2,50,000/- Per Month w.e.f. 1 st April 2023 |
| 2 | Commission: Not exceeding two (2) percent of Net Profit w.e.f. Financial Year 2023-24 |

“RESOLVED FURTHER THAT the total remuneration payable in any financial year by way of salary, perquisites, commission and other allowances shall not exceed the overall limit of five percent (5%) of the net profits of the Company as applicable to each of the Whole -time Director, Managing Director or Manager of the Company and/or ten percent (10%) of the net profits of the Company for all Whole -time Director, Managing Director or Manager in accordance with the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V including any statutory amendments, modifications or re-enactment thereof, as may be made thereto and for the time being in force ”

“RESOLVED FURTHER THAT the revision in the remuneration paid by M/s 3B BlackBio Biotech India Limited, Subsidiary Company to Mr. Nikhil Kuber Dubey, (DIN: 00538049), Director of the company, is subject to approval of the shareholders in the ensuing Annual General Meeting of the Company of the FY 2022-23”

“RESOLVED FURTHER THAT the revision in remuneration (salary and commission) paid by M/s 3B BlackBio Biotech India Limited, Subsidiary Company will be over and above current salary of Rs. 60,000/- (Rupees Sixty Thousand) per month drawn by Mr. Nikhil Kuber Dubey 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 Limited, 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.”

8. ALTERATION OF NAME CLAUSE CONTAINED IN THE MEMORANDUM OF ASSOCIATION:

“RESOLVED THAT pursuant to the provisions of Section 4 read with Section 13 of the Companies Act, 2013, and the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013, and provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force), to the extent applicable, subject to approval of the Registrar of Companies, the name of the Company be and is hereby changed from KILPEST INDIA LIMITED to 3B BLACKBIO DX LIMITED, and the name KILPEST INDIA LIMITED be substituted by the new name 3B BLACKBIO DX LIMITED in due course wherever it appears in the Memorandum of Association, Articles of Association Documents, documents etc.

RESOLVED FURTHER THAT the Name Clause being Clause I in the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

“Clause I: The Name of the Company is 3B BLACKBIO DX LIMITED.”

RESOLVED FURTHER THAT pursuant to the Section 14 of the Companies Act, 2013, the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

RESOLVED FURTHER THAT Mr. Nikhil Kuber Dubey (DIN: 00538049) and Mr. Dhirendra Dubey (DIN: 01493040), Directors of the company be and are hereby authorized singly or jointly to do all necessary acts and deeds in relation to make the above referred amendment effective and also authorized to sign necessary forms with the Registrar of the Companies, Madhya Pradesh.”

BY ORDER OF THE BOARD OF DIRECTORS

(DHIRENDRA DUBEY)
CHAIRMAN & MG. DIRECTOR
DIN:01493040
Place: Bhopal
Dated: 11th August 2023

Registered Office:
7-C, Industrial Area,
Govindpura, Bhopal-462 023.
CIN: L24211MP1972PLC001131
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