

KILPEST INDIA LIMITED

BHOPAL

CIN:L24211MP1972PLC001131

FORTY SIXTH ANNUAL REPORT AND ACCOUNTS 2017-2018

BOARD OF DIRECTORS	: MR. R.K. DUBEY CHAIRMAN & MANAGING DIRECTOR
	MR. D.K. DUBEY } WHOLETIME MR. N.K. DUBEY } DIRECTOR
	SMT. MITHALA DUBEY } DIRECTOR
	CA. SHABBAR HUSAIN } INDEPENDENT MR. ABDUL MOIN KHAN } DIRECTOR
COMPANY SECRETARY	: MRS NAVNEET KAUR
BANKERS	: STATE BANK OF INDIA PANCHANAN BHAWAN BRANCH, T.T. NAGAR, BHOPAL (M.P.)
AUDITORS	: M/S 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 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 BIOTEH 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. 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 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 iepf.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 and under "Investor Relations" Section on the website of the Company, 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 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
- (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 (Electronic Voting Event Number) for the relevant <KILPEST INDIA LTD> on which you choose to vote.
- (iv) 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.
- (v) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (vi) 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.
- (vii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (viii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (ix) 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.
- (x) 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.
- (xi) 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.
- (xii) 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.

18. General instructions/ information for Members for voting on the Resolutions:

- a) Facility of voting through Poll paper shall be made available at the AGM. Members attending the AGM, who have not already cast their vote by remote e-voting shall be able to exercise their right at the AGM.

- b) Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM, but shall not be entitled to vote again at the AGM.
- c) A Member can vote either by remote e-voting or at the AGM. If a Member votes by both the modes, then the votes cast through remote e-voting shall prevail and the votes cast at the AGM shall be considered invalid.
- d) The voting rights of the shareholders shall be in proportion to their share of the paid-up equity share capital of the Company as on 18th September, 2018 ('Cut-Off Date').
- e) Members/ Proxies should the enclosed Attendance Slip duly filled in, for attending the Annual General Meeting, along with their copy of the Annual Report. Copies of the Annual Report will not be distributed at the Meeting.
- f) Electronic copy of the Annual Report for 2017-18 is being sent to all Members whose email addresses are registered with the Depository Participants for communication purposes, unless any Member has requested for a hard copy of the same.

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

Item No.4

This explanatory statement is provided though not required as per Section 102 of the Act.

At the 45th Annual General Meeting (AGM) of the Company held on 25th September 2017, M/S Baheti & Co., Chartered Accountants (Firm Registration No. 006287C) have been appointed as the Statutory Auditors to hold the office till the conclusion of the 50th Annual General Meeting. In terms of the Provisions of the Companies Act, 2013, it is necessary to get the appointment ratified by the Shareholders at every Annual General Meeting until the expiry of the period of appointment. In view of the above, the Board of Directors recommends the ratification of M/S Baheti & Co., Chartered Accountants (Firm Registration No. 006287C) as the Statutory Auditors of the Company as mentioned at Item No. 04 to the AGM Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the Resolution.

The Board recommends the resolution for approval of the members by way of Ordinary Resolution.

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 60,000 p.m. along with the benefit of Provident Fund, from M's Kilpest India Limited, Holding Company.

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 was working as its Director of the Company since 12-11-2010 without any salary for five years until last year when the following Salary and Perquisite were approved in the AGM dt 25-09-2017 (AGM of M/s Kilpest India Limited, Holding Company)

- 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

Mr. Dharendra Dubey, Director of M/s 3B BLACKBIO BIOTECH INDIA LIMITED provided dedicated and meritorious services and significant contribution to the overall growth of the Company. Therefore the Board is of the view that the existing remuneration in respect of Mr. Dharendra Dubey, Director of the Company may not be sufficient enough to justify his hard work and the efforts put-in by him, therefore the approval of the members of the Company is sought for revision in the remuneration as provided in the resolution no. 5.

The Board in view of their contribution to the Company's growth, business and the qualification and experience he holds and on recommendation of Nomination and Remuneration Committee and Audit Committee, (vide meeting dt 23-05-18) of M/s Kilpest India Limited, Holding Company is of the view that 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 which is as follows:

Salary and Perquisite:

- 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

As per the provision of Schedule V of the Companies Act, 2013, Resolution is required to be passed for payment of managerial remuneration; therefore approval of the members by way of Resolution is sought for revision in payment of remuneration as provided in the resolution no. 5, additional information to be given to Members in terms of Secretarial Standards on General Meetings (SS-2), are given in Annexure to the AGM Notice.

As per the proviso to Section 102(2) of the Companies Act, 2013, it is clarified that the proposed Resolution(s) does not relate to or affect any other Company.

Information required to be disclosed Schedule V of the Companies Act, 2013 is as follows:

- (i) The proposed remuneration has been approved by Nomination and Remuneration Committee of M/s Kilpest India Limited, Holding Company and the Board of M/s 3B Blackbio Biotech India Limited
- (ii) The Company, M/s 3B Blackbio Biotech India Limited has not defaulted in repaying any of its debts or interest payable for a continuous period of thirty days in the preceding financial year before the date of revision.
- (iii) Resolution is being passed at the forthcoming Annual General Meeting for revision of the remuneration.

The above salary to be paid by M/s 3B Blackbio Biotech India Limited will be over and above current salary of Rs 60,000 per month drawn from M/s Kilpest India Limited, Holding Company

The proposal is to seek the Shareholders' approval for the fixation of Mr. Dhirendra Dubey remuneration in M/s 3B Blackbio Biotech India Limited. As the present salary drawn by Mr. Dhirendra Dubey is less and not commensurate to the required salary standards and it is well below the prescribed limit under section 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 same has already been approved in the Board meeting of M/s 3B Blackbio Biotech India Limited dt 23-05-2018 and now, is subject to approval of shareholders of M/s Kilpest India Limited, Holding Company in Annual Ordinary General Meeting dt 25-09-2018 for approving revision in payment of remuneration.

Mr. Dhirendra 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 a nodal officer for the starting of the Subsidiary Company i.e. M/s 3B BLACKBIO BIOTECH INDIA LIMITED right from beginning and was working as its Director of the Company since 12-11-2010 without any salary for five years until last year when the following Salary and Perquisite were approved in the AGM dt 25-09-2017 (AGM of M/s Kilpest India Limited, Holding Company)

- 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

Mr. Nikhil Kuber Dubey, Director of M/s 3B BLACKBIO BIOTECH INDIA LIMITED provided dedicated and meritorious services and significant contribution to the overall growth of the Company. Therefore the Board is of the view that the existing remuneration in respect of Mr. Nikhil Kuber Dubey, Director of the Company may not be sufficient enough to justify his hard work and the efforts put-in by him, therefore the approval of the members of the Company is sought for revision in the remuneration as provided in the resolution no. 6.

The Board in view of their contribution to the Company's growth, business and the qualification and experience he holds and on recommendation of Nomination and Remuneration Committee and Audit Committee, (vide meeting dt 23-05-18) of M/s Kilpest India Limited, Holding Company is of the view that 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 which is as follows:

Salary and Perquisite:

- 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

As per the provision of Schedule V of the Companies Act, 2013, Resolution is required to be passed for payment of managerial remuneration; therefore approval of the members by way of Resolution is sought for revision in payment of remuneration as provided in the resolution no. 6 , additional information to be given to Members in terms of Secretarial Standards on General Meetings (SS-2), are given in Annexure to the AGM Notice.

As per the proviso to Section 102(2) of the Companies Act, 2013, it is clarified that the proposed Resolution(s) does not relate to or affect any other Company.

Information required to be disclosed under Schedule V of the Companies Act, 2013 is as follows:

- (i) The proposed remuneration has been approved by Nomination and Remuneration Committee of M/s Kilpest India Limited, Holding Company and the Board of M/s 3B Blackbio Biotech India Limited
- (ii) The Company, M/s 3B Blackbio Biotech India Limited has not defaulted in repaying any of its debts or interest payable for a continuous period of thirty days in the preceding financial year before the date of revision.
- (iii) A Resolution is being passed at the forthcoming Annual General Meeting for revision of the remuneration.

The above salary to be paid by M/s 3B Blackbio Biotech India Limited will be over and above current salary of Rs 60,000 per month drawn from M/s Kilpest India Limited, Holding Company

The proposal is to seek the Shareholders' approval for the fixation of Mr. Nikhil Kuber Dubey remuneration in M/s 3B Blackbio Biotech India Limited. As the present salary drawn by Mr. Nikhil Kuber Dubey is less and not commensurate to the required salary standards and it is well below the prescribed limit under section 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 same has already been approved in the Board meeting of M/s 3B Blackbio Biotech India Limited dt 23-05-2018 and now ,is subject to approval of shareholders of M/s Kilpest India Limited, Holding Company in Annual Ordinary General Meeting dt 25-09-2018 for approving revision in payment of remuneration.

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

DETAILS UNDER REGULATION 36(3) AND SS-2 OF SECRETARIAL STANDARDS ON GENERAL MEETING REGARDING APPOINTMENT OR RE-APPOINTMENT OF THE DIRECTORS AND/OR FIXATION OF REMUNERATION AT THE FORTHCOMING ANNUAL GENERAL MEETING of M/s KILPEST INDIA LIMITED, HOLDING COMPANY.

Name of the Director	Mr. Nikhil Kuber Dubey
Category	Executive, Promoter
Date of Birth	07/11/1970
Date of First Appointment	11/08/1993
Qualifications	B.Sc
Brief Profile and Expertise in Specific functional Area	Mr. Nikhil Kuber Dubey aged 47 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.
List of other Directorships held in Public Limited Companies	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
Shareholding as on 31-03-2018	264880 Equity Shares
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.
Membership, Chairman of Committees in the Outside Companies	Nil
Remuneration last drawn	Rs. 7.20 Lacs Per Annum
Relationship with other Directors/KMP etc	Son of Mr. R.K. Dubey, Managing Director and Mrs. Mithla Dubey, Director and Brother of Mr. Dharendra Dubey, Whole-Time Director

INFORMATION PURSUANT TO SS-2 OF SECRETARIAL STANDARDS ON GENERAL MEETING REGARDING APPOINTMENT OR RE-APPOINTMENT OF THE DIRECTORS AND/OR FIXATION OF REMUNERATION AT THE FORTHCOMING ANNUAL GENERAL MEETING of M/s 3B BLACKBIO BIOTECH INDIA LIMITED, SUBSIDIARY COMPANY.

Name of the Director	Mr. Nikhil Kuber Dubey	Mr. Dharendra Dubey
Category	Executive, Promoter	Executive, Promoter
Date of Birth	07/11/1970	29/04/1967
Date of First Appointment	12/11/2010	12/11/2010
Qualifications	B.Sc	B.Sc
Brief Profile and Expertise in Specific functional Area	Mr. Nikhil Kuber Dubey aged 47 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. Dharendra Dubey aged 51 years is Whole Time Director of the Company, is an entrepreneur. He is looking after the Marketing, R&D, Administration and procurement. He has been associated with the Company since 2010 as Promoter Director. Spanning 30 years experience, Shri Dharendra Dubey has hands-on wide experience in Biotechnology & Molecular Diagnostic industry in Marketing, R&D, & Day to Day business running. Shri Dharendra Dubey devotes whole time attention to the management of the commercial affairs of the company. He is responsible for the day to day administration of the company and carries out his duties as entrusted to him from time to time by the Board of Directors.
List of other Directorships held in Public Limited Companies	M/s Kilpest India Limited.	M/s Kilpest India Limited.
Chairman/ Member of committees of the Board of Companies of which he is a director	Nil	Nil
Shareholding as on 31-03-2018	Nil	Nil
Number of Meeting of Board attended during the year and other directorship etc.	11	11
Membership, Chairman of Committees in the Outside Companies	Nil	Nil
Remuneration last drawn	Rs. 4.00 Lacs Per Annum	Rs. 4.00 Lacs Per Annum
Relationship with other Directors/KMP etc	Brother of Mr. Dharendra Dubey, Whole-Time Director	Brother of Mr. Nikhil Kuber Dubey, Whole-Time Director

STATEMENT PURSUANT TO PROVISION TO SCHEDULE V (PART II SECTION II (A) (CLAUSE IV)) OF THE COMPANIES ACT, 2013 for M/s 3B BLACKBIO BIOTECH INDIA LIMITED, SUBSIDIARY COMPANY.

I. GENERAL INFORMATION

1	Nature of Industry	<p>DIAGNOSTIC KITS/PATHOLOGICAL ENZYME INDUSTRY: The Company working for the development of PCR Enzymes, Ready to use PCR Mastermix, PCR reagents and Molecular Diagnostic (MDx) based kits for Tuberculosis (MTB), HIV, Human Papilloma Virus (HPV), Hepatitis B (HBV) and Hepatitis C (HCV). Supported by a leading and highly innovative R&D portfolio, it also intends to improve and provide customized solutions by cooperating closely with leading National and Global companies, hospitals and R&D centers while the Company's proprietary product is TRUPCR® BCR-ABL1 Kit.</p> <p>The TRUPCR® BCR-ABL1 Kit is a first unique Innovative product as it detects and quantifies all three transcripts (M, m, μ) responsible for CML, ALL & AML. This is first kit to be calibrated with two international reference materials WHO and ERM (European Reference material) and is highly sensitive to detect up to deep molecular response 5 (5 log reductions of disease from baseline), helping clinician to decide on further drug therapy.</p> <p>M/s 3B BlackBio's R&D team is involved in designing, development & validation of PCR assays which are appreciated very well across various prestigious Government/Private diagnostic laboratories of the country, and company has successfully introduced more than 25 assays during last 4 years. Keeping in mind Govt. of India vision to eradicate TB from India by 2022 company has developed TRUPCR® Rifampicin Resistant MTB Detection Kit which identifies TB along with its drug resistance status (MDR TB), which also has been successfully launched after validation at ICMR institute NIRT Chennai.</p>		
2	Date of commencement of commercial production	12-11-2010		
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable		
4	Financial performance based on given indicators.	The Financial Results for the last three years are as follows:		
		Particulars	2017-18	2016-17
			(Rs In Lakhs)	(Rs In Lakhs)
		Sales	838.19	315.89
		PBT	394.71	112.57
		PAT	290.61	90.20
		Dividend proposed/Paid	70%	-
5	Export Performance and Net Foreign Exchange Collection	Nil		
6	Foreign investments or collaborators, if any	Nil		

II. INFORMATION ABOUT THE APPOINTEE/EXISTING MANAGERIAL PERSONNEL TO WHOM INCREASED REMUNERATION IS PROPOSED:

		Mr. Dharendra Dubey, Whole Time Director	Mr. Nikhil Kuber Dubey, Whole Time Director
1.	Background Details	Mr. Dharendra Dubey aged 51 years is Whole Time Director of the Company, is an entrepreneur. He is looking after the Marketing, R&D, Administration and procurement.	Mr. Nikhil Kuber Dubey aged 47 years is Whole Time Director of the Company. He is looking after Finance, Banking and Taxation. He has successfully attended several programmes for organization business leadership.
2.	Past Remuneration	Rs. 4.00 Lacs Per Annum as approved by Shareholders of M's KILPEST INDIA LIMITED, Holding Company vide AGM dt 25-09-2017	Rs. 4.00 Lacs Per Annum as approved by Shareholders of M's KILPEST INDIA LIMITED, Holding Company vide AGM dt 25-09-2017
3.	Recognition or awards.	Nil	Nil
4.	Job Profile and his suitability.	As per (1) above	As per (1) above
5.	Remuneration proposed.	As set out in the resolution at Item No. 05 of the Notice of the AGM.	As set out in the resolution at Item No. 06 of the Notice of the AGM.
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin).	The remuneration proposed to be paid to the Director is very less as compared with the remuneration being paid for similar assignments in the industry.	The remuneration proposed to be paid to the Director is very less as compared with the remuneration being paid for similar assignments in the industry.
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with managerial persons, if any.	Beside the Remuneration Proposed no pecuniary relationship with the Company except that Mr. Nikhil Kuber Dubey, Whole Time Director is the brother of Mr. Dharendra Dubey.	Beside the Remuneration Proposed no pecuniary relationship with the Company except that Mr. Dharendra Dubey, Whole Time Director is the brother of Mr. Nikhil Kuber Dubey

III. OTHER INFORMATION:

1.	Reasons of inadequate profits	Nil
2.	Steps taken or proposed to be taken for improvement	The Company has been consistently operating at higher levels. Further the Company has taken several initiatives like improvement of efficiency parameters, and building a formidable branding position, which is likely to hold the Company in good stead for coming years.
3.	Expected increase in productivity and profits in measurable terms	The current market size for next generation diagnostics (including molecular diagnostics) in India will be between Rs. 700 – Rs. 800 crores and growing around 15%. The profits are also likely to increase alongside with the production

IV. DISCLOSURE

1.	Remuneration Package	The detailed remuneration proposed has been mentioned in resolution No. 5 and 6 each of the AGM Notice.
2.	Details of Fixed Component and performance linked incentives along with the performance criteria.	The detailed remuneration proposed has been mentioned in resolution No. 5 and 6 each of the AGM Notice.
3.	Service Contracts, Notice Period, Severance fees etc.	For 5 years. Notice period-30 days
4.	Stock Option Details if any.	N.A

DIRECTORS' REPORT

Dear Members,

The Board of Directors hereby submits the report of the business and operations of your Company, for the financial year ended March 31, 2018

FINANCIAL RESULTS:

The Company's financial performance for the year ended 31st March, 2018 is summarized below:

(Rs. in Lakhs)			
Sr. No.	Particulars	Year 2017-18	Year 2016-17
I	Sales Turnover	1577.19*	1300.65**
II	Profit before Depreciation	86.30	57.55
	Less: Depreciation	29.41	30.41
III	Profit before Tax (PBT)	56.89	27.14
	Less: Provision for Tax	4.89	4.14
IV	Net Profit after Tax	52.00	23.00

*Net of GST

**Net of Excise

OVERVIEW OF COMPANY'S PERFORMANCE FOR THE YEAR 2017-2018:

The Company's Sales for the FY 2017-18 stood at Rs 1577.19 lac slightly higher by 21.26% as compared to FY 2016-17 which was Rs 1300.65 lac. The Net Profit stands at Rs 52.00 lac which is substantially higher by 126.09% as compared to last year which was Rs 23.00 lac.

Agrochemical Industry continues to face challenges from erratic monsoon, lower farm gate prices for some crops, debt laden farmers. This year to add to the problems, the raw material prices started to increase since beginning of FY 2017-18, along with shortage of products specially synthetic pyrethroids, and all these made the year tough. Still company could close the year well due to prudent controls, by product diversification continued focus of exports and public health business and cost cutting measures.

Coming year would also be challenging however the company should be able to ward off the ill effects of above narrated issue by prudent management places.

Subsidiary :

The subsidiary has made great achievements in terms of sales & profits, however now onwards with increased base numbers the growth will not be in 3 digits. However 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 respect/trust in the market, and the company is regarded by big labs as a reliable solution provider at par to the foreign exchange.

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. In times to come this Subsidiary would become a market leader. Subsidiary (Molecular Diagnostic Business) sales grew by 142.35% and EBITDA grew from Rs 150.57 lac to Rs 433.13 lac ; NP grew from Rs 90.20 lac to Rs 290.60 lac.

PUBLIC DEPOSITS:

No deposits have been accepted from public during the financial year 2017-18

DIVIDEND:

Although the profit is less, the directors still recommend a dividend of 5% (Re 0.50 per fully paid up equity shares of Rs 10/- each) for the financial year ended 31st March 2018, just to reward shareholders patience. The dividend payout is subject to approval of members at the ensuing Annual General Meeting.

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.

Consideration amount received against issue of Preferential Allotment of Convertible Warrants is also transferred to Reserves and Surplus as shown in Schedule "B" of Balance Sheet.

EXPANSION:

The Company has taken steps to consolidate the production for achieving the economies of scale. However, the Company has not taken up any major expansion during the year under review.

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 31st March 2018.

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 as on 31st March, 2018 was RS 6, 40, 81,000. During the year under review, the Company has not issued any Equity shares.

PREFERENTIAL ALLOTMENT OF CONVERTIBLE WARRANTS IN M/S KILPEST INDIA LIMITED, HOLDING COMPANY

Pursuant to the special resolution passed at the Extra - Ordinary General Meeting of the Company held on Monday, December 18, 2017 your company allotted 11, 00,000 numbers of warrants convertible into Equity Shares on Preferential Basis on December 26, 2017 to non promoter on preferential basis at an issue price of Rs 85 per warrant (Inclusive of Rs 75 towards share premium) to:

S.No	Name of Allottee (s)	No. of Warrants Allotted	Category
1	M/s Own Leasing and Finance Private Limited	550000	Non-Promoter
2	Mr. Varun Daga	550000	Non-Promoter

Warrant is convertible into one equity share within a period of 18 months from the date of allotment. The Allottees have paid around 47.05% of the exercise price of the Warrants at the time of subscription. The Warrants can be exercised anytime within 18 months of allotment of the Warrants. Upon exercise of the right to subscribe for equity share, the warrant holders shall be liable to make the payment of balance sum towards subscription to each equity share, as may be applied. The amount paid against the Warrants shall be adjusted/ set off against the issue price of resultant equity shares. In the event that any Warrant is not exercised within 18 months of allotment, the subscription price paid will be forfeited.

INCREMENT IN SALARY OF MR. DHIRENDRA DUBEY, DIRECTOR FROM M/S 3B BLACKBIO BIOTECH INDIA LIMITED, SUBSIDIARY COMPANY

Mr. Dharendra Dubey 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 until last year when the following Salary and Perquisite were approved in the AGM dt 25-09-2017 (AGM of M/s Kilpest India Limited, Holding Company)

- 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

Mr. Dharendra Dubey, Director of M/s 3B BLACKBIO BIOTECH INDIA LIMITED has provided dedicated and meritorious services and significant contribution to the overall growth of the Company. Therefore the Board is of the view that the existing remuneration in respect of Mr. Dharendra Dubey, Director of the Company may not be sufficient enough to justify his hard work and the efforts put-in by him, therefore the Board has approved a new level of remuneration which is sufficient to attract and retain the right calibre of members needed to run the Company successfully which is as follows:

Salary and Perquisite:

- 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

The above salary to be paid by M/s 3B Blackbio Biotech India Limited will be over and above current salary of Rs 60,000 per month drawn from M/s Kilpest India Limited, Holding Company

The payment of remuneration has been approved in the Board Meeting of the company dt 23-05-18 Nomination and Remuneration Committee and Audit Committee, (vide meeting dt 23-05-18) of M/s Kilpest India Limited, Holding Company

INCREMENT IN SALARY OF MR. NIKHIL KUBER DUBEY, DIRECTOR FROM M/S 3B BLACKBIO BIOTECH INDIA LIMITED, SUBSIDIARY COMPANY

Mr. Nikhil Kuber Dubey 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 until last year when the following Salary and Perquisite were approved in the AGM dt 25-09-2017 (AGM of M/s Kilpest India Limited, Holding Company)

- 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

Mr. Nikhil Kuber Dubey, Director of M/s 3B BLACKBIO BIOTECH INDIA LIMITED has provided dedicated and meritorious services and significant contribution to the overall growth of the Company. Therefore the Board is of the view that the existing remuneration in respect of Mr. Nikhil Kuber Dubey, Director of the Company may not be sufficient enough to justify his hard work and the efforts put-in by him, therefore the Board has approved a new level of remuneration which is sufficient to attract and retain the right calibre of members needed to run the Company successfully which is as follows:

Salary and Perquisite:

- 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

The above salary to be paid by M/s 3B Blackbio Biotech India Limited will be over and above current salary of Rs 60,000 per month drawn from M/s Kilpest India Limited, Holding Company

The payment of remuneration has been approved in the Board Meeting of the company dt 23-05-18 Nomination and Remuneration Committee and Audit Committee, (vide meeting dt 23-05-18) of M/s Kilpest India Limited, Holding Company

PREFERENTIAL ALLOTMENT OF CONVERTIBLE WARRANTS IN M/S 3B BLACKBIO BIOTECH INDIA LIMITED, SUBSIDIARY COMPANY

Pursuant to the provisions of section 42, 62(1)(c) and other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification thereto or re-enactment thereof for the time being in force) (the "Act"), the Articles of Association of the Company and special resolution passed at the Extra - Ordinary General Meeting of the Company held on Monday, December 18, 2017 M/S 3B BLACKBIO BIOTECH INDIA LIMITED, SUBSIDIARY COMPANY allotted 4, 00,000 numbers of warrants convertible into Equity Shares on Preferential Basis on December 30, 2017 to Promoters and Non Promoter on preferential basis at an issue price of Rs 100.00 (Rs 10/- face value and Rs 90 towards premium) determined on the basis of valuation report in terms of applicable provisions of Companies Act, 2013, to the following:

S.No.	Name of Allottee (s)	No. of Warrants Allotted	Category
1	M/s Kilpest India Limited, Holding Company	3,00,000	Promoter
2	Mr. Dharendra Dubey	40,000	*Promoter
3	Mr. Nikhil Kuber Dubey	10,000	*Promoter
4	Mr. Prateek Goel	50,000	Non Promoter

*Director/Promoter of M/s KILPEST INDIA LIMITED, Holding Company.

One Share Warrant is convertible into one equity share within a period of 12 months from the date of allotment. . The Allottees have paid around 25% of the exercise price of the Warrants at the time of subscription. The Warrants can be exercised anytime within 12 months of allotment of the Warrants. Provided that where the allotment of securities is not completed within 12 months from the date of passing of the special resolution, another special resolution shall be passed for the company to complete such allotment thereafter.

M/S 3B BLACKBIO BIOTECH INDIA LIMITED, SUBSIDIARY COMPANY RECEIVED NATIONAL AWARD GIVEN TO MSME'S FOR THE YEAR 2018

M/s 3B BlackBio Biotech India Ltd, received National Award of Rs. 15 Lakhs (Rupees Fifteen Lakhs Only/-) on 11-05-2018, given to MSMEs for the year 2018, for "Successfully Commercialized A Product Based on Indigenous Technology", from the Hon'ble President of India. The company was selected as the winner of MSME National Awards 2018 under Category B for the "Successful commercialization of a technology based product" for TRUPCR® BCR-ABL1 Kit (proprietary product).

The award was organised by the Technology Development Board, Department of Science and Technology, Govt. of India, in connection with the 20th Technology Day on 11th May 2018 at Vigyan Bhavan, New Delhi.

The TRUPCR® BCR-ABL1 Kit is a first unique Innovative product as it detects and quantifies all three transcripts (M, m, μ) responsible for CML, ALL & AML. This is first kit to be calibrated with two international reference materials WHO and ERM (European Reference material) and is highly sensitive to detect up to deep molecular response 5 (5 log reductions of disease from baseline), helping clinician to decide on further drug therapy.

M/s 3B BlackBio's R&D team is involved in designing, development & validation of PCR assays which are appreciated very well across various prestigious Government/Private diagnostic laboratories of the country, and company has successfully introduced more than 25 assays during last 4 years. Keeping in mind Govt. of India vision to eradicate TB from India by 2022 company has developed TRUPCR® Rifampicin Resistant MTB Detection Kit which identifies TB along with its drug resistance status (MDRTB), which also has been successfully launched after validation at ICMR institute NIRT Chennai.

DIRECTORS:

During the year under review, the Company designated Mr. Nikhil Kuber Dubey, Whole Time Director of the company as CFO w.e.f. May 23, 2018 under Companies Act, 2013.

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

All Independent Directors have given declaration that they meet the criteria of independence as prescribed under the provisions of the Companies Act, 2013 read with schedules and rules issued as well as Listing Regulations.

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 2017-18.

Management Discussion and Analysis Report for the year 2017-18 as stipulated under SEBI Listing Regulations, is presented in a separate section forming part of Annual Report.

CORPORATE GOVERNANCE:

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

INTERNAL FINANCIAL CONTROLS:

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

RISK MANAGEMENT:

Risk management comprises all the organizational rules and actions for early identification of risks in the course of doing business and the management of such risks.

This robust Risk Management framework seeks to create transparency, minimize adverse impact on business objectives and enhance the Company's competitive advantage.

The heads of various Departments are responsible with respect to the process of identifying key risks associated with the business. There are no risks which in the opinion of the Board threaten the existence of your Company.

The Company has adopted a Risk Management Policy pursuant to Section 134 of the Companies Act, 2013.

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 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 subsidiaries, prepared form part of the Annual Report and are reflected in the Consolidated Financial Statements of the Company.

The annual Financial Statements of the subsidiaries and related detailed information will be kept at the Registered Office of the Company, as also at the registered offices of the respective Subsidiary Companies and will be available to investors seeking information at any time. They are also available on the website of the Company.

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 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 2017-18.

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.

AUDITORS:

At the AGM of the Company held last year, pursuant to the provisions of the Companies Act, 2013 and the Rules made there under, M/s Baheti & Co, Chartered Accountants (Firm Registration No. 006287C), were appointed as Statutory Auditors of the Company from the conclusion of the 45th AGM held on 25th September, 2017 till the conclusion of the 50th AGM to be held in the year 2022, subject to ratification of their appointment at every AGM, if so required under the Act. M/s Baheti & Co has submitted a certificate confirming that their appointment is in accordance with Section 139 read with Section 141 of the Act.

The Audit Report of M/s Baheti & Co on the Financial Statements of the Company for the Financial Year 2017-18 is a part of the Annual Report. The Report does not contain any qualification, reservation, adverse remark or disclaimer.

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 31st March 2018 does not contain any qualification, reservation or adverse remark.

SECRETARIAL AUDITOR:

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, Practising Company Secretary to undertake the Secretarial Audit of the Company for the year ended 31st March, 2018. The Secretarial Audit Report for the Financial Year ended 31st March, 2018 is annexed as Annexure IV and does not contain any qualification, reservation, adverse remark or disclaimer

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 has appointed Mr. Rahul Jain, Chartered Accountant to conduct internal audit reviews for the Company.

INDIAN ACCOUNTING STANDARDS (IND AS)

The Company has adopted Ind AS with effect from 1st April 2017 with a transition date of 1st April 2016. Accordingly, results for the year ended 31st March 2018 have been prepared in accordance with Ind AS prescribed under Section 133 of the Companies Act, 2013 and other GAAP in India. Previous periods figures have been restated as per Ind AS to make them comparable.

Secretarial Standards of ICSI

The Company is in compliance with the Secretarial Standards i.e SS-1, SS-2 issued by the Institute of Company Secretaries of India and approved by the Central Government.

INVESTOR EDUCATION AND PROTECTION FUND:

During the year, the Company was not required to transfer any amount to the Investor Education and Protection Fund.

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 and under "Investor Relations" Section on the website of the Company, www.kilpest.com

UNCLAIMED DIVIDENDS/ SHARES TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND

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.

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').

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

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.

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 March 31, 2018 was 48.

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 and Regulation 19 of the Listing Regulations (Including any statutory modification(s) or re-enactment(s) for the time being in force).

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.

NOMINATION AND REMUNERATION COMMITTEE

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

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.

MEETINGS OF THE BOARD

Fourteen 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 23rd March 2018.

CONSERVATION OF ENERGY, 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 31st March 2018 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.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

Details of Loans, Guarantees and Investments covered under the Provisions of Section 186 of the Companies Act, 2013 are given in the accompanying Financial Statements.

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.

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. Details relating to CSR Committee.
2. 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.
3. No company/companies have become/ceased to be subsidiaries, JVs or Associate companies during the year.
4. Details relating to issue of Equity Shares with Differential Rights, Sweat Equity, ESOS etc.
5. Details relating to disclosure in respect of voting rights not exercised directly by the employees in respect of shares to which the scheme relates.
6. Particulars of contracts or arrangements with related parties referred to in subsection (1) of section 188
7. Details regarding cost audit

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:

The Statement of the Directors' Responsibility on Annual Accounts of the Company referred to in clause (c) of subsection (3) of Section 134 of the Companies Act, 2013 shall state that-

1. That in preparation of annual accounts, the applicable accounting standards had been followed along with proper explanation relating to 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.

ACKNOWLEDGEMENT:

Your Directors wish to express their grateful appreciation for the cooperation and continued support received from Bankers, Financial Institutions, Government agencies, Shareholders, Vendors, Customers and Society at large. Your directors also take on record, their appreciation for contribution and hard work of Executives, Employees and Workers.

FOR AND ON BEHALF OF THE BOARD

PLACE: BHOPAL

R. K. DUBEY

DATE: 23/05/2018

CHAIRMAN & MANAGING DIRECTOR

**ANNEXURE-I TO DIRECTORS' REPORT
FORM MGT-9
EXTRACT OF ANNUAL RETURN**

As on the financial year ended on 31st March 2017

[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	7C, INDUSTRIAL AREA, GOVINDPURA, BHOPAL-462023 (MP) PH-0755-2586536,2586537 E-mail-kilpest@bsnl.in
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. BSTATE, 1ST FLOOR, MAKWANA ROAD, MAROLNAKA, 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

Sl 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	95.38	2(87)

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

(i) Category Wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year (01.04.2017)				No. of Shares held at the end of the year (31.03.2018)				% change during the year
	Demat	Physical	Total	% of Total Shars	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	243500	0	243500	3.80	243500	0	243500	3.80	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	12.81	820700	0	820700	12.81	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	535050	0	535050	8.35	535050	0	535050	8.35	0.00
DIRECTORS	1183022	0	1183022	18.46	1183122	0	1183122	18.46	0.00
SUB TOTAL (A) (1)	2782272	0	2782272	43.42	2782372	0	2782372	43.42	0.00
(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)	2782272	0	2782272	43.42	2782372	0	2782372	43.42	0.00

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
SUB TOTAL (B)(1):	0	0	0	0.00	0	0	0	0.00	0.00
(2) Non Institutions									
a) Bodies corporate									
i) Indian	937367	9000	946367	14.77	494527	9000	503527	7.86	-6.91
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	1111858	247900	1359758	21.22	1119547	234500	1354047	21.13	-0.09
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	1070019	54000	1124019	17.54	1386745	54000	1440745	22.48	4.94
c) Others (specify)									

Clearing Member	19386	0	19386	0.30	4726	0	4726	0.07	-0.23
NON RESIDENT INDIAN CORPORATE BODIES	0	0	0	0	0	0	0	0	0
Non Resident Indians(INDIVIDUALS)	176298	0	176298	2.75	322683	0	322683	5.04	2.28
SUB TOTAL (B)(2):	3314928	310900	3625828	56.58	3328228	297500	3625728	56.58	0.00
Total Public Shareholding (B)= (B)(1)+(B)(2)	3314928	310900	3625828	56.58	3328228	297500	3625728	56.58	0.00
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	6097200	310900	6408100	100.00	6110600	297500	6408100	100.00	0.00

(ii) Share Holding Of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year (01.04.2017)			Shareholding at the end of the year (31.03.2018)			% change in share holding during the year
		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	
1	ANAMIKA DUBEY	14000	0.22	0	14000	0.22	0	0.00
2	MITHLA DUBEY	297350	4.64	0	297350	4.64	0	0.00
3	MADHULIKA DUBEY	29000	0.45	0	29000	0.45	0	0.00
4	SANTOSH KUMAR DUBEY	26200	0.41	0	26200	0.41	0	0.00
5	NIKHIL KUBER DUBEY	264780	4.13	0	264880	4.13	0	0.00
6	MITHALA LABORATORIES PRIVATE LIMITED	820700	12.81	0	820700	12.81	0	0.00
7	RAM KUBER DHIRENDRA KUMAR	194700	3.04	0	194700	3.04	0	0.00
8	RAM KUBER DUBEY	568820	8.88	0	568820	8.88	0	0.00
9	MAHESH KUMAR UPADHYAY	24500	0.38	0	24500	0.38	0	0.00
10	SANJAY KUMAR DUBEY	155100	2.42	0	155100	2.42	0	0.00
11	DHIRENDRA KUBER DUBEY	349422	5.45	0	349422	5.45	0	0.00
12	RAJESH KUMAR DUBEY	37700	0.59	0	37700	0.59	0	0.00
	Total	2782272	43.42	0	2782372	43.42	0	0.00

(iii) Change In Promoters' Shareholding (Specify If There Is No Change)

Sl. No	Name	Shareholding at the beginning of the year 01.04.2017		Transactions during the year			Cumulative shareholding during the year 31.03.18	
		No. of shares held	No. of shares held	Date of transaction	Reason	No. of shares	No of shares held	% of total shares of the company
1	ANAMIKA DUBEY	14000	0.22				14000	0.22
				AT THE END OF THE YEAR			14000	0.22
2	MITHLA DUBEY	297350	4.64				297350	4.64
				AT THE END OF THE YEAR			297350	4.64
3	MADHULIKA DUBEY	29000	0.45				29000	0.45
				AT THE END OF THE YEAR			29000	0.45
4	SANTOSH KUMAR DUBEY	26200	0.41				26200	0.41
				AT THE END OF THE YEAR			26200	0.41
5	NIKHIL KUBER DUBEY	264780	4.13				264780	4.13
				19/01/2018	Reconciliation of Pool Account	100	264880	4.13
				AT THE END OF THE YEAR			264880	4.13
6	MITHALA LABORATORIES PRIVATE LIMITED	820700	12.81				820700	12.81
				AT THE END OF THE YEAR			820700	12.81

7	RAM KUBER DHIRENDRA KUMAR	194700	3.04				194700	3.04
				AT THE END OF THE YEAR			194700	3.04

8	RAM KUBER DUBEY	568820	8.88				568820	8.88
				AT THE END OF THE YEAR			568820	8.88

9	MAHESH KUMAR UPADHYAY	24500	0.38				24500	0.38
				AT THE END OF THE YEAR			24500	0.38

10	SANJAY KUMAR DUBEY	155100	2.42				155100	2.42
				AT THE END OF THE YEAR			155100	2.42

11	DHIRENDRA KUBER DUBEY	349422	5.45				349422	5.45
				AT THE END OF THE YEAR			349422	5.45

12	RAJESH KUMAR DUBEY	37700	0.59				37700	0.59
				AT THE END OF THE YEAR			37700	0.59

(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 (01.04.17 to 31.03.18)	
		No. of Shares at the beginning (01.04.18)/ End of the year (31.03.18)	% of total share of the Company				No. of Shares	% of total shares of the Company
1	LENUS FINVEST PRIVATE LIMITED	605545	9.45	01-04-17				
				11-08-17	-68366	Sell	537179	8.38
				18-08-17	-52050	Sell	485129	7.57
				01-12-17	-75000	Sell	410129	6.4
			410129	6.4	31-03-18			
2	HEMANT GUPTA	68936	1.08	01-04-17				
				07-04-17	6966	Buy	75902	1.18
				14-04-17	22471	Buy	98373	1.54
				21-04-17	1627	Buy	100000	1.56
				28-04-17	6000	Buy	106000	1.65
				12-05-17	-1000	Sell	105000	1.64
				09-06-17	-7532	Sell	97468	1.52
				16-06-17	2532	Buy	100000	1.56
				30-06-17	10000	Buy	110000	1.72
				23-02-18	2599	Buy	112599	1.76
				02-03-18	5916	Buy	118515	1.85
				09-03-18	17103	Buy	135618	2.12
				16-03-18	11724	Buy	147342	2.3
				23-03-18	2192	Buy	149534	2.33
				30-03-18	11420	Buy	160954	2.51
		160954	2.51	31-03-18				
3	KAMAL GADALAY	85593	1.34	01-04-17				

				07-04-17	2000	Buy	87593	1.37
				21-04-17	5000	Buy	92593	1.44
				28-04-17	30000	Buy	122593	1.91
				05-05-17	8740	Buy	131333	2.05
				02-06-17	-29	Sell	131304	2.05
				07-07-17	-1304	Sell	130000	2.03
				15-09-17	5000	Buy	135000	2.11
				10-11-17	-2000	Sell	133000	2.08
		133000	2.08	31-03-18				
4	ALPNA VARSHNEY	0	0	01-04-17				
				21-07-17	8665	Buy	8665	0.14
				28-07-17	10000	Buy	18665	0.29
				04-08-17	15119	Buy	33784	0.53
				11-08-17	43700	Buy	77484	1.21
				18-08-17	7516	Buy	85000	1.33
				15-09-17	5000	Buy	90000	1.4
				27-10-17	4650	Buy	94650	1.48
				31-10-17	350	Buy	95000	1.48
				16-02-18	8500	Buy	103500	1.62
				23-02-18	17985	Buy	121485	1.9
				02-03-18	4270	Buy	125755	1.96
				16-03-18	1903	Buy	127658	1.99
		127658	1.99	31-03-18				
5	ANKUSH KEDIA	0	0	01-04-17				
				17-11-17	22432	Buy	22432	0.35
				24-11-17	2228	Buy	24660	0.38
				08-12-17	39278	Buy	63938	1
				12-01-18	1062	Buy	65000	1.01
				30-03-18	43000	Buy	108000	1.69
		108000	1.69	31-03-18				
6	EMILY BOSCO MENEZES	78500	1.23	01-04-17				
					No movement during the year			
		78500	1.23	31-03-18				

7	UDAY R SHAH (HUF)	0	0	01-04-17				
				28-04-17	4500	Buy	4500	0.07
				12-05-17	900	Buy	5400	0.08
				11-08-17	7100	Buy	12500	0.2
				18-08-17	31900	Buy	44400	0.69
				25-08-17	2000	Buy	46400	0.72
				01-09-17	13000	Buy	59400	0.93
				15-09-17	500	Buy	59900	0.93
				22-09-17	9400	Buy	69300	1.08
				31-10-17	9000	Buy	78300	1.22
				17-11-17	-4655	Sell	73645	1.15
				09-03-18	-11000	Sell	62645	0.98
				16-03-18	13500	Buy	76145	1.19
				23-03-18	-3285	Sell	72860	1.14
		72860	1.14	31-03-18				
8	SURESH GADALEY	0	0	01-04-17				
				28-04-17	46761	Buy	46761	0.73
				05-05-17	9857	Buy	56618	0.88
				19-05-17	5000	Buy	61618	0.96
				02-06-17	4861	Buy	66479	1.04
				13-10-17	6850	Buy	73329	1.14
				01-12-17	-1000	Sell	72329	1.13
				22-12-17	600	Buy	72929	1.14
				29-12-17	1038	Buy	73967	1.15
				19-01-18	2000	Buy	75967	1.19
				02-03-18	33	Buy	76000	1.19
		76000	1.19	31-03-18				
9	AMIT CHANDER	71600	1.12	01-04-17				
				09-06-17	1400	Buy	73000	1.14
				14-07-17	700	Buy	73700	1.15
				21-07-17	500	Buy	74200	1.16
		74200	1.16	31-03-18	0			
10	SHRI PARASRAM HOLDINGS PVT.LTD.	71850	1.12	01-04-17				
				07-04-17	241	Buy	72091	1.12
				14-04-17	-241	Sell	71850	1.12
				21-04-17	500	Buy	72350	1.13
				28-04-17	-71000	Sell	1350	0.02

				05-05-17	1000	Buy	2350	0.04
				12-05-17	561	Buy	2911	0.05
				19-05-17	-1083	Sell	1828	0.03
				26-05-17	-385	Sell	1443	0.02
				02-06-17	689	Buy	2132	0.03
				09-06-17	900	Buy	3032	0.05
				16-06-17	-476	Sell	2556	0.04
				23-06-17	-51	Sell	2505	0.04
				30-06-17	-671	Sell	1834	0.03
				07-07-17	2	Buy	1836	0.03
				21-07-17	-357	Sell	1479	0.02
				28-07-17	-600	Sell	879	0.01
				11-08-17	-179	Sell	700	0.01
				01-09-17	-200	Sell	500	0.01
				15-09-17	7101	Buy	7601	0.12
				22-09-17	-101	Sell	7500	0.12
				29-09-17	200	Buy	7700	0.12
				06-10-17	-2150	Sell	5550	0.09
				13-10-17	-50	Sell	5500	0.09
				27-10-17	-5000	Sell	500	0.01
				31-10-17	150	Buy	650	0.01
				03-11-17	-88	Sell	562	0.01
				08-12-17	38	Buy	600	0.01
				12-01-18	50	Buy	650	0.01
				19-01-18	-25	Sell	625	0.01
				02-02-18	-125	Sell	500	0.01
				16-02-18	70	Buy	570	0.01
				23-02-18	-70	Sell	500	0.01
				23-03-18	150	Buy	650	0.01
				30-03-18	-150	Sell	500	0.01
		500	0.01	31-03-18				
11	STOCKTALK SPRIVATE LIMITED	67000	1.05	01-04-17				
				07-04-17	-26501	Sell	40499	0.63
				14-04-17	-5499	Sell	35000	0.55
				21-04-17	-30000	Sell	5000	0.08
				28-04-17	-5000	Sell	0	0
		0	0	31-03-18				

12	JAINAM UDAY SHAH	0	0	01-04-17				
				02-06-17	277	Buy	277	0
				16-06-17	3800	Buy	4077	0.06
				18-08-17	7000	Buy	11077	0.17
				25-08-17	2000	Buy	13077	0.2
				01-09-17	16463	Buy	29540	0.46
				08-09-17	21600	Buy	51140	0.8
				15-09-17	4500	Buy	55640	0.87
				27-10-17	9000	Buy	64640	1.01
				09-03-18	-13500	Sell	51140	0.8
				16-03-18	11000	Buy	62140	0.97
		62140	0.97	31-03-18				
13	ASHOKKUM AR AGRAWAL	43000	0.67	01-04-17				
				14-04-17	3821	Buy	46821	0.73
				21-04-17	7500	Buy	54321	0.85
				28-04-17	1800	Buy	56121	0.88
				05-05-17	-16121	Sell	40000	0.62
				02-06-17	-2223	Sell	37777	0.59
				09-06-17	-5000	Sell	32777	0.51
				16-06-17	-777	Sell	32000	0.5
				23-06-17	1030	Buy	33030	0.52
				07-07-17	-1203	Sell	31827	0.5
				14-07-17	-16827	Sell	15000	0.23
				11-08-17	-15000	Sell	0	0
				18-08-17	10000	Buy	10000	0.16
				08-09-17	4000	Buy	14000	0.22
				29-09-17	-12000	Sell	2000	0.03
				27-10-17	-2000	Sell	0	0
				19-01-18	11000	Buy	11000	0.17
				02-02-18	4503	Buy	15503	0.24
				16-02-18	-2000	Sell	13503	0.21
				23-02-18	-1100	Sell	12403	0.19
				09-03-18	-1403	Sell	11000	0.17
				23-03-18	-1000	Sell	10000	0.16
		10000	0.16	31-03-18				
14	RAM PYARE TRIPATHI	43056	0.67	01-04-17				

				25-08-17	145	Buy	43201	0.67
				01-09-17	-3000	Sell	40201	0.63
				08-09-17	-6000	Sell	34201	0.53
		34201	0.53	31-03-18				
15	DURGESH SHUKLA	37786	0.59	01-04-17				
				28-04-17	-2900	Sell	34886	0.54
				01-09-17	-1500	Sell	33386	0.52
		33386	0.52	31-03-18				

(v) Shareholding of Directors & 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	Mr.RAM KUBER DUBEY, Managing Director				
	At the beginning of the year- 01.04.2017	568820	8.88	568820	8.88
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	NIL	NIL	NIL	NIL
	At the end of the year-31.03.2018	568820	8.88		
2	Mr. DHIRENDRA KUBER DUBEY, Whole Time Director				
	At the beginning of the year- 01.04.2017	349422	5.45	349422	5.45
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	NIL	NIL	NIL	NIL
	At the end of the year-31.03.2018	349422	5.45		
3	Mr. NIKHIL KUBER DUBEY, Whole Time Director				
	At the beginning of the year- 01.04.2017	264780	4.13	264880	4.13
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	NIL	NIL	NIL	NIL
	At the end of the year-31.03.2018	264880	4.13		
4	Mrs. MITHALA DUBEY, Director				
	At the beginning of the year- 01.04.2017	297350	4.64	297350	4.64
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	NIL	NIL	NIL	NIL
	At the end of the year-31.03.2018	297350	4.64		

5	Mr. SHABBAR HUSSAIN, Independent Director*				
	At the beginning of the year- 01.04.2017	2500	0.04	2500	0.04
	Date wise increase/decrease in Promoters Share holding 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-31.03.2018	2500	0.04		
6	Mrs. NAVNEET KAUR, Company Secretary				
	At the beginning of the year- 01.04.2017	0	0	0	0
	Date wise increase/decrease in Promoters Share holding 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-31.03.2018	0	0		
7	Mr. ABDUL MOIN KHAN, Independent Director*				
	At the beginning of the year- 01.04.2017	3300	0.05	3300	0.05
	Date wise increase/decrease in Promoters Share holding 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-31.03.2018	3300	0.05		

VI. INDEBTNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment (Rs in lacs)				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year				
i) Principal Amount	551.80	243.29	0	795.09
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	551.80	243.29	0	795.09
Change in Indebtedness during the financial year				
Additions	887.39	252.06	0	1139.45
Reduction	1074.44	280.46	0	1354.90
Net Change	187.05	28.40	0	215.45
Indebtedness at the end of the financial year				
i) Principal Amount	364.75	214.89	0	579.64
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	364.75	214.89	0	579.64

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(Rs. In Lacs)

Sl. No.	Particulars of Remuneration	Name of the MD/WTD/Manager			Total Amount
		Mr. RAM KUBER DUBEY	Mr. DHIRENDRA DUBEY	Mr. NIKHIL KUBER DUBEY	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax, 1961.	7.80	7.20	7.20	22.20
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	0.00	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	0.00
2	Stock option	0.00	0.00	0.00	0.00
3	Sweat Equity	0.00	0.00	0.00	0.00
4	Commission	0.00	0.00	0.00	0.00
	as % of profit	0.00	0.00	0.00	0.00
	others (specify)	0.00	0.00	0.00	0.00
5	Others, please specify SITTING FEES INTEREST	0.49	0.49	0.45	1.43
		3.43	1.50	0.25	5.18
	Total (A)				28.81

B. Remuneration to other directors:
(Rs in lacs)

Sl. No	Particulars of Remuneration	Name of the Directors		Total Amount
1	Independent Directors	Mr. SHABBAR HUSAIN	Mr. ABDUL MOIN KHAN	
	(a) Fee for attending board committee meetings	0.49	0.25	0.74
	(b) Commission	0	0	0
	(c) Others, please specify	0	0	0
	Total (1)			0.74
2	Other Non Executive Directors	Mrs. MITHALA DUBEY		
	(a) Fee for attending board committee meetings	0.49		0.49
	(b) Commission	0		0
	(c) Others, please specify. INTEREST	3.28		3.28
	Total (2)	0		3.77
	Total (B)=(1+2)	0		4.51
	Total Managerial Remuneration			33.32

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

(Rs. In Lacs)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total
1	Gross Salary	CFO & W.T.D	Company Secretary	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.		Navneet Kaur 2.52	2.52
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961			
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961			
2	Stock Option			
3	Sweat Equity			
4	Commission as % of profit			
	others, specify			
5	Others, please specify			
	Total			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)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
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 has been 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 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

(Pursuant to first proviso 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	01/04/2017 to 31/03/2018
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	6,27,5000
5.	Reserves & surplus	2,55,36,136
6.	Total assets	5,74,88,492
7.	Total Liabilities	2,56,77,356
8.	Investments	NIL
9.	Turnover	7,65,04,495
10.	Profit before taxation	3,94,70,572
11.	Provision for taxation	1,04,09,620
12.	Profit after taxation	2,90,60,952
13.	Proposed Dividend	43,92,500
14.	% of shareholding	95.38%

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

- Names of subsidiaries which are yet to commence operations = NA
- Names of subsidiaries which have been liquidated or sold during the year - NA

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, 2017)

[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 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 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 31st March, 2018, 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 31st March, 2018 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, 1992
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, Not Applicable.
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999.
 - (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 2009 (Not Applicable)
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998. 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.
 - j) Minimum Wages Act, 1948, M.W(C) Rules, 1950
 - k) Child Labour (P&R) Act 1986 & Rules.
 - l) Air (Prevention and Control of Pollution) Act 1981
 - m) Water (Prevention and Control of Pollution) Act 1974
 - o) Payment of Wages Act 1936
 - p) Employees State Insurance Act 1948
 - q) Employees PF & Miscellaneous Provisions Act 1952
 - r) Contract Labour (Regulation & Abolition) Act 1970
 - s) Bureau of Indian Standards Act.
 - t) Industrial Disputes Act, 1947
 - u) Indian Contract Act, 1872
 - v) Environment Protection Act, 1986 and other environmental laws
 - w) Payment of Gratuity Act, 1972
 - x) 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.
- (ii) The Listing Agreements entered into by the Company with BSE Limited.

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
Date: 23rd MAY 2018

To,
The Members,
M/s Kilpest 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. 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
Date: 23rd MAY 2018
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 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. Replacing all old bulbs with CFL.
- (b) 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.
- (c) 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 ENERGY POWER AND FUEL CONSUMPTION

	Year ended 31-03-2018	Year ended 31-03-2017
1 Electricity		
a) Purchased		
Units (KWH)	1,72,874	1,79,663
Total Amount (Rs.)	13.94,554	15,61,913
Average Rate/Unit (Rs.)	8.06	8.69
b) Own Generation		
i) Through Diesel generator		
Units (KWH)	11.0	23.6
Units/Ltr. of Diesel	1.0	1.0
Cost/Unit (Rs.)	62.94	59.93
ii) Through Steam Turbine Generator	NA	NA
2 Coal	NA	NA
3 Fuel Furnace Oil + Light 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) Development of antifungal biocontrol agent *Bacillus subtilis* for management of fungal borne diseases of agriculturally important crops.
- f) Production of liquid protein hydrolysate plant growth stimulator and fertilizer.
- g) Development of new parameters PCR based rapid disease diagnosis methods and kits.
- h) Development of mosquito larvicidal formulation based on *Bacillus thuringiensis*.

2 Benefits derived as a result of the above R&D:

- a) New method for production of *Trichoderma viride* through solid state fermentation was adopted for cultivation as a result of which sales volume was increased.
- b) Method for production of Gibberellic acid from *Fusarium moniliforme* is standardized.
- c) Complete process for production and extraction of antifungal compounds from actinomycetes has been optimized.
- d) An effective antifungal formulation based on *Bacillus subtilis* is ready for commercial production.
- e) Production of Liquid protein hydrolysate was stated and presently being commercialized as *Fytozyme*.
- f) Mosquito larvicidal formulation based on *Bacillus thuringiensis* was standardized.
- g) Chelated microfertilizer (Zinc-EDTA) has been development followed by field trials.
- h) PCR based disease diagnosis has already been started at our Research Center.

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

	31-03-2018	31-03-2017
a) Capital	0	0
b) Recurring	22,56,439	20,04,345
c) Total	22,56,439	20,04,345
d) Total R&D expenditure as a percentage of total turnover	1.43%	1.54%

TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

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

A. FOREIGN EXCHANGE EARNINGS AND OUTGO

		2017-2018	2016-2017
1	Foreign Exchange Earnings	2,01,63,638	1,69,90,866
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. Ram Kuber Dubey	3.41	
		02.	Mr. Dharendra Dubey	3.15	
		03.	Mr. Nikhil Kuber Dubey	3.15	
		04.	Mr. Shabbar Husain	0.21	
		05.	Mrs. Mithla Dubey	1.65	
		06.	Mr. Abdul MoIn Khan	0.11	
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. Ram Kuber Dubey	Managing Director	NIL
		02.	Mr. Dharendra Dubey	Whole Time Director	NIL
		03.	Mr. Nikhil Kuber Dubey	Whole Time Director	NIL
		04.	Mr. Shabbar Husain	Director	NIL
		05.	Mr. Abdul MoIn Khan	Director	NIL
		06.	Mrs. Mithla Dubey	Director	NIL
		07.	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 31st March 2018.	48			
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 Last 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 2017-18.
2. Median remuneration of the company for all its employees is Rs. 2,28,702.00 for the F.Y 2017-18.
3. The median remuneration of those employees has been taken who has worked for the whole F.Y 2017-18.

REPORT ON CORPORATE GOVERNANCE

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

Effective Corporate Governance practices constitute the very strong foundation on which successful commercial enterprises can be built. 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. The company strongly believes that good Corporate Governance is a pre-requisite for enhancing shareholders long term value. 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 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

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

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 Companies
			Chairmanship	Membership	
Shri Ram Kuber Dubey DIN: 00872672	Chairman & Mg. Director	NIL	NIL	NIL	NIL
Shri Dharendra Dubey DIN: 01493040	Executive Director	NIL	NIL	3	NIL
Shri Nikhil Kuber Dubey DIN: 00538049	Executive Director	NIL	NIL	2	NIL
Smt. Mithla Dubey DIN: 03597415	Addl. Director	NIL	NIL	NIL	NIL
CA Shabbar Husain DIN: 02423696	Non Executive Independent Director	NIL	3	3	NIL
Shri. Abdul Moïn Khan DIN: 07918067	Non Executive Independent Director	NIL	NIL	1	NIL

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 2017-18.

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 Board members are provided with necessary documents/brochures, reports and internal policies to enable them to familiarize with the Company's procedures and practices.

Meetings of Independent Directors: One meeting of Independent Directors was held during the year on 23rd March 2018. All the Independent Directors were present at the meeting.

(ii) Meeting of the Board of Directors:-

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

The Board of directors provides the strategic direction and thrust to the operations of the company. During the period under review, 14 Board Meetings were held; on 29th May 2017, 28th June 2017, 31st July 2017, 17th August 2017, 25th August 2017, 11th September 2017, 21st September 2017, 4th November 2017, 11th November 2017, 22nd November 2017, 26th December 2017, 9th January 2018, 9th February 2018 and 23rd March 2018. The Forty Fifth Annual General Meeting was held on 25th September, 2017.

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 30-09-2016
1	Shri Ram Kuber Dubey	14	Yes
2	Shri Dharendra Dubey	14	Yes
3	Shri Nikhil Kuber Dubey	13	Yes
4	CA Shabbar Husain	13	Yes
5	Smt. Mithla Dubey	14	Yes
6	Shri. Abdul Moin Khan	6	Yes

C. DETAILS OF REMUNERATION PAID TO DIRECTORS DURING THE PERIOD ENDED ON 31ST MARCH, 2018.

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 Ram Kuber Dubey	49000	7,80,000	-
2	Shri Dharendra Dubey	49000	7,20,000	83,808
3	Shri Nikhil Kuber Dubey	45500	7,20,000	-
4	CA Shabbar Husain	49000	-	-
5	Smt. Mithla Dubey	49000	-	-
6	Shri. Abdul Moin Khan	24500	-	-

D. COMMITTEES OF THE BOARD :

(i) Audit Committee

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

- Shri Shabbar Husain - Chairman, Non-Executive, Independent Director (Chartered Accountant)
- Shri Nikhil Kuber Dubey - Whole Time Director
- Shri Dharendra Dubey - 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. All possible measures have been taken by Committee to ensure the independence and objectivity of the independent auditors. During the period under review five meetings of the committee were held i.e. 29th May 2017, 29th July 2017, 11th September 2017, 11th November 2017, 9th February 2018 and the Directors were present in these meetings. The Managing Director, Statutory Auditors and Internal Auditors attend the meetings of the Committee. The Chairman of the Audit

Committee was present at the last AGM held on 25th September 2017.

(ii) Stakeholders Relationship Committee

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

Name of Member	Status
Shri Shabbar Husain	Chairman
Shri Dharendra Dubey	Member
Shri Nikhil Kuber Dubey	Member

Terms of Reference

The committee is charged with the responsibility to look into the redressal of the shareholders' complaints in respect of any matter including transfer of shares non-receipt of Annual Report, non-receipt of declared dividends, dematerialization of shares, IPO refunds and complaints, approve issue of duplicates and renewed share certificate, etc. 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 delegates regularly attend to share transfer formalities at least once in every 15 days.

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 total number of complaints received and replied to the satisfaction of shareholders during the year under review, was NIL. No request for dematerialization was pending for approval as on 31st March, 2018.

iii) NOMINATION AND REMUNERATION COMMITTEE

The Committee is 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 Nomination & Remuneration Committee met on 28.08.2017 .The Chairman of the Nomination and Remuneration Committee was present at the last AGM held on 25th September 2017

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. 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 with in the overall limits prescribed under the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Other than sitting fees, no other remuneration was paid to Non-Executive Directors for the year 2017-18. The Non- Executive Independent Director's 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 calibre 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 :-

Name of Member	Status
Shri Shabbar Husain	Chairman
Shri Abdul Moin Khan	Member
Shri Dharendra Dubey	Member

E. 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:-

Annual General Meeting (AGM)	Venue	Date	Special Resolution Passed
43 rd	M/s Kilpest India Ltd., Regd. Office, 7-C, Industrial Area, Govindpura, Bhopal-462023 at 11:30 AM	30-09-2015	-
44 th	-do-	30-09-2016	-
45 th	-do-	25-09-2017	-
EGM	M/s Kilpest India Ltd., Regd. Office, 7-C, Industrial Area, Govindpura, Bhopal-462023 at 11:30 AM	18-12-2017	1.Preferential Issue of warrants convertible into equity shares to Promoters/Non Promoters 2.Issue of Convertible Warrants Equity Shares to Promoters and Non Promoters on Preferential Basis in M/s 3B Blackbio Biotech India Limited , Subsidiary Company 3.Investment of Rs 30,000,000 in Share Warrants of M's 3B Blackbio Biotech India Limited , Subsidiary Company

F. DISCLOSURES

- i) There are no transactions of material nature with Directors/Promoters or any related entity, which will have any potential conflict with the interests of the company at large.

The Directors have disclosed their interest in relation to Interest Income to them & their relatives,

The details were put in the Board meeting dated 23rd May 2018.

- 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.

- iii) Whistle Blower Policy

The Company has a Vigil Mechanism and Whistle Blower Policy under which the employees are free to report violations of applicable laws and regulations and code of conduct. Company affirm that it has not denied any personnel access to the audit committee and company has provided protection to "whistle blowers" from unfair termination and other unfair or prejudicial employment practices.

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.

iv) 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.

G. MEANS OF COMMUNICATIONS

Financial Results

- 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 quarterly unaudited

financial results and annual audited financial results are published in Financial Express (Mumbai edition) and Swadesh (Bhopal edition)

- 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.

H. GENERAL SHAREHOLDERS INFORMATION

i) Annual General Meeting:

Day, Date, Time and : Tuesday, 25th September, 2018 at 11.30 AM
Venue : 7-C, Industrial Area, Govindpura, Bhopal- 462 023

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 19TH September 2018 to 25th September 2018 (both days inclusive).

iv) Dividend Payment Date

The dividend, if declared shall be paid/credited on or after Wednesday, 3rd October 2018

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

Year(s)	Percentage (%)	In Rs Per Share (FV-Rs10)	Dividend Amount (Rs. In Crores)
2012-13	Nil	Nil	Nil
2013-14	Nil	Nil	Nil
2014-15	Nil	Nil	Nil
2015-16	Nil	Nil	Nil
2016-17	3%	Re 0.30	1906200

iv) Share Transfer System:

In compliance of SEBI requirement, Share transfers are entertained, both under Demat Form and Physical Form. Physical shares for transfer are duly transferred within a period of 15-20 days from the date of receipt the documents if found in order. The Shareholder's Committee of the Company meets regularly to review and approve transfer proposals. No shares in physical form have been transferred during the period ended 31st March, 2018.

Registrar & Transfer Agents : M/s Adroit Corporate Services Pvt. Ltd, Mumbai

ISIN Number for Equity: INE994E01018

NSDL & CDSL Share Warrants convertible into equity shares: INE994E13013

v) Investor Services- queries / complaints during the period ended 31st March, 2018

During the period from 1/4/2017 to 31/3/2018 no queries / complaints / requests were received by the Company from the shareholders and investors.

Outstanding GDRs/ADRs/Warrants/Convertible Instruments and their impact on Equity:

DEMAT ISIN : Convertible Warrants: INE994E13013

The Company has allotted 11,00,000 convertible share warrants ("Warrants") at Rs 85 per warrant - (Rupees Eighty Five only) per Warrant for an aggregate consideration of Rs 9,35,00,000 (Rupees Nine Crore Thirty Five Lakh only) and entitling the Warrant holder(s), being non-promoters, to convert the Warrants into equivalent numbers of Equity Shares in one or more tranches within eighteen months from the date of allotment of Warrants (i.e. 26th December 2017) in accordance with provisions of Chapter VII of the SEBI ICDR Regulations or subject to other applicable laws and regulations as may be prevailing at the time of allotment of Warrants - conversion of Warrants into Equity Shares. The paid up capital of the company shall increase to the extent of warrants allotted after conversion of the same into equity.

During the financial year 2017-18, the Company has not issued Global Depository Receipts or American Depository Receipts.

J. Reconciliation of Share Capital:

As stipulated by SEBI, 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.

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.

N. 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.

During the Year, the Company was not required to transfer any amount to the Investor Education and Protection Fund.

L. 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.

vi) 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 2017-18.

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

vii) Stock Market Data (At BSE)

Monthly High/Low during each month of 2017-2018 on Bombay Stock Exchange.

Month	High(Rs.)	Low(Rs.)
April 2017	53.25	34.15
May 2017	54.05	39.95
June 2017	56.65	33.50
July 2017	54.90	39.00
August 2017	58.00	46.05
September 2017	78.15	56.00
October 2017	93.75	72.60
November 2017	124.55	74.70
December 2017	124.55	94.95
January 2018	169.40	107.00
February 2018	156.20	125.60
March 2018	155.90	123.20

viii) **Distribution of Share Holding (As on 31st March, 2018)**

No. of Shares	Shareholders		Shares	
	Number	% of total Holders	Number	% of Total Capital
UPTO - 100	805	39.33	53370	0.83
101 - 500	644	31.46	227071	3.54
501 -1000	223	10.89	192678	3.01
1001 -2000	134	6.55	213379	3.33
2001 -3000	62	3.03	160792	2.51
3001 -4000	28	1.37	97560	1.52
4001 - 5000	24	1.17	110581	1.73
5001 - 10000	56	2.74	418301	6.53
10001 -20000	35	1.71	487672	7.61
20001 -50000	19	0.93	545732	8.52
50001 &Above	17	0.83	3900964	60.88
TOTAL	2047	100.00	6408100	100.00

IX) **Dematerialization of Shares as on 31st March, 2018**

Particulars	No. of Share Holders	No. of Shares	% of shares
No. of Shareholders in Physical Mode	461	297500	4.64
No. of Shareholders in Electronic Mode	1586	6110600	95.36
Total	2047	6408100	100.00

Particulars	National Depository Limited (NSDL)		Securities Central Depository Services (I) Limited (CDSL)	
	2017-18	2016-17	2017-18	2016-17
Number of Shares Dematerialized	1550660	1587428	4559940	4509772
Number of Shares Rematerialized	NIL	NIL	NIL	NIL

X) **Shares held by Independent Directors as on 31st March, 2018.**

S.No.	Name	No. of Shares
1	SHABBAR HUSAIN	2500
2	ABDUL MOIN KHAN	3300

XI. Categories of equity shareholders as on 31st March, 2018

Categories	Number of Shares	%
DIRECTORS RELATIVES(PROMOTER)	535050	8.35
PROMOTORS(PROMOTER)	243500	3.80
CLEARING MEMBER	4726	0.07
NON RESIDENT INDIANS(INDIVIDUALS)	322683	5.04
CORPORATE BODIES(PROMOTER)	820700	12.81
CORPORATE BODIES	495527	7.73
NON RESIDENT INDIAN CORPORATE BODIES	8000	0.12
DIRECTORS(PROMOTER)	1183122	18.46
RESIDENT INDIVIDUALS	2794792	43.61
	6408100	100.00

XII. Top Ten Equity Shareholders of the Company as on 31st March 2018:

S.No.	Name of the Shareholder	Number of Equity Shares held	Percentage of holding
1	MITHALA LABORATORIES PRIVATE LIMITED	820700	12.81
2	RAM KUBER DUBEY	519820	8.11
3	LENUS FINVEST PRIVATE LIMITED	410129	6.40
4	DHIRENDRA KUBER DUBEY	349422	5.45
5	MITHLA DUBEY	297350	4.64
6	NIKHIL KUBER DUBEY	264880	4.13
7	RAM KUBER DHIRENDRA KUMAR	194700	3.04
8	HEMANT GUPTA	160954	2.51
9	SANJAY KUMAR DUBEY	155100	2.42
10	KAMAL GADALAY	133000	2.08

XIII) Plant Location:

7-C, Industrial Area, Govindpura, Bhopal - 462 023 (M.P.)

XIV) Address for Correspondence for Shareholders :

REGD.OFFICE	REGISTRAR & TRANSFER AGENT
Kilpest India Limited	M/s Adroit Corporate Services Pvt.Ltd,
7-C, Industrial Area	19/20, Jafferbhoy Industrial Estate,
Govindpura,	1st Floor,Makwana Road, Marol Naka,
BHOPAL - 462 023 (MP)	Andheri (E), MUMBAI- 400 059

I. DECLARATION / CERTIFICATION

a) **CODE OF CONDUCT :** 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 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 31st March 2018.

DECLARATION BY MANAGING DIRECTOR ON CODE OF CONDUCT

I, R.K.Dubey, Chairman & Managing Director of Kilpest India Ltd, do hereby declare that a formal Code of Conduct has been laid down by the Board of Directors of Kilpest India Ltd, which has been made applicable to all the Directors and Senior Managers of the Company. The Code of Conduct has been affirmed to by all the Directors and Senior Managers of the Company. The said code of conduct has been posted on the Website of the Company www.kilpest.com

Place : Bhopal

Date : 23rd May, 2018

R. K. DUBEY

CHAIRMAN & MG.DIRECTOR

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

(a) Industry structure and developments

Agrochemical

India is the fourth largest global producer of agrochemicals after USA, Japan and China. The industry size was to the tune of USD 4.4 billion in FY15 and is expected to grow at 7.5% per annum to reach USD 6.3 billion by FY20. Approximately 50% of the demand comes from domestic consumers and the rest from exports. Global population is expected to cross 9 billion by 2050. Rising population has led to increasing food demand. India is the second most populous country in the world, with its population estimated to grow over time. To meet the food and nutrition needs of a growing population requires a sustainable approach that puts thrust on increasing productivity against a background of lower yields and decreasing farm sizes. It requires a push from all stakeholders - the farmer, the government and the industry collectively, so that the changing needs of the nation are met.

Increasing demand of food grains for the growing population and declining farmlands have intensified pressure for improving farm yields and reducing crop losses due to pest attacks. Agrochemicals play an immensely important role in agriculture and food security. The agrochemicals industry comprises of insecticides, weedicides, fungicides, plant growth promoters and regulators, fumigants and rodenticides as the major product segments. The industry is highly competitive and dynamic but fragmented. The Industry continues to grow in size; due to increase in use of Agro chemicals by farmers due to awareness, increase in farm gate prices of produce and also government schemes emphasis to farmers to increase yield per acre, and due to intensive farming of Pest prone crops like cotton, Chili, Paddy, Soyabean etc.

However, due to global warming and changing weather, erratic monsoon the industry trend becomes uncertain at times.

Molecular Diagnostic Kits Business

Life Sciences market has been growing at a reasonable pace. But now, with more emphasis on research by Govt. and also private companies, the molecular research market shall continue to expand.

For Molecular Diagnostic Market it's 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 launch of cheaper indigenous kits and setting up 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 years. In regard to this matter our subsidiary company's project has scaled up well and its diagnostics kits of several parameters are in good demand among the customers.

Molecular Diagnostics Performance

3B BlackBio BiotechIndia Ltd., an Indo-Spanish joint venture in the area of biotechnology molecular diagnostics (PCR based kits) achieved this growth through new and existing tests in diagnostics segment which caters to infectious diseases and oncology markets. Whereas there has been steady growth in the existing portfolio of infectious diseases markets, a surge in revenues has been observed with newly launched tests in oncology market. Unlike infectious diseases tests which are season dependent, oncology segment offers a steady growth throughout the year. Additionally, infectious disease segment attracts huge competition from foreign as well as domestic players; on the other hand oncology segment is still a new and upcoming segment with few serious competitors.

Adding to the results we have observed high growth in oncology segment in addition to steady growth in our existing portfolio of infectious diseases tests. We are launching more tests in the coming FY' 18-19 which will add to our growth.

On customer relations, we are now trusted and preferred business partners with national hospitals and labs. We are also getting enquiries from overseas. We are confident of expanding to international markets which could be as early as coming FY' 18-19.

On building internal strength of the organization we are looking at our current growth which comes from our customer's trust, we have invested into R & D infrastructure and have hired some new talents to increase production capacities.

Further to above, 3B BlackBio's R&D under advanced stage of development are very strong, key parameters from Oncology to Blood Screening Kits have been successfully launched in the course of the year and are being marketed under registered Brand TRU PCR.

With all these parameters fully commercialized in 2018-19 the top line and bottom line will show a speedy growth.

(b) Outlook & Opportunities

Industry offer good 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.,

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.

Life Sciences market offer good opportunity with increased emphasis on research by Govt. and also private companies, the molecular research market shall continue to expand.

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 launch of cheaper 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 Infections sector which are being demanded by the existing customers.

(c) Risk and concerns

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

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 there supplier and brand establishing by word of mouth. Thus, one needs to survive for a long time period in this market to reap the rewards.

(d) 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.

(e) Discussion on financial performance with respect to operational performance

Agrochemical Industry is facing challenging times currently due to back to back drought year and tough market conditions. Crop yields have been impacted and farmer's net realization is also affected badly. The Company's Sales for the FY 2017-18 stood at Rs 1577.19 lac slightly higher by 21.26% as compared to FY 2016-17 which was Rs 1300.65

lac. The Net Profit stands at Rs 52.00 lac which is substantially higher by 126.09% as compared to last year which was Rs 23.00 lac.

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. In times to come this subsidiary would become a market leader. Molecular Diagnostic Business sales grew by sales grew by 142.35% and EBITDA grew from Rs 150.57 lac to Rs 433.13 lac ; NP grew from Rs 90.20 lac to Rs 290.60 lac.

(f) 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. The industrial relations at both the units have remained quite cordial with total dedicated efforts from employees.

The total number of employees as on 31st March, 2018 was 48.

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members
Kilpest India Limited

We have examined the compliance of conditions of Corporate Governance by Kilpest India Limited, for the year ended on 31st March 2018, as stipulated in applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Regulations").

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examinations were limited to procedures and implementation thereof, adopted by the Company for ensuring compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in applicable provisions of the Regulations.

We further state that such compliance is neither an assurance as to future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place : Bhopal
Date : 23rd May, 2018

For BAHETI & Co.
Chartered Accountants

(DEEPAK BAHETI)
PARTNER
Firm Registration No. 006287C
Membership No. 075063

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 March 31, 2018, the Statement of Profit and Loss, Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

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 and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these (Standalone) financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under section 143(11) of the Act.

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Board of Directors, as well as evaluating the overall presentation of the standalone financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

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 Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2018, and its Profit and its Cash Flow for the year ended on that date.

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 accounts 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 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 Accounting Standards specified under section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e. On the basis of written representations received from the directors as on March 31, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018 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

Place: Bhopal.
Date: 23-05-2018

"Annexure A" to the Independent Auditors' Report

Referred to in paragraph 1 under the heading 'Report on Other Legal & Regulatory Requirement' of our report of even date to the financial statements of the Company for the year ended March 31, 2018:

- 1) In respect of its fixed assets:
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets on the basis of available information.
 - (b) The Fixed Assets have been physically verified by the management at reasonable intervals. In our opinion the frequency of verification is reasonable having regard to the size of the company and nature of the assets. To the best of our knowledge, no material discrepancies have been noticed on such verification.
 - (c) The title deeds of immovable properties are held in the name of the company.
- 2)
 - (a) The inventory of finished goods and raw and packing materials and store and spare parts has been physically verified during the year by the management. In our opinion, the frequency of such verification is reasonable.
 - (b) In our opinion and according to the information and explanations given to us, the procedure for the physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business. To the best of our knowledge, no material discrepancies have been noticed on such verification.
 - (c) In our opinion and according to the information and explanation given to us, the Company is maintaining proper records of inventory. The discrepancies noticed on verification, between the physical stocks and the books records were not material and same have been properly dealt within the books of accounts.
- 3) In respect of the loans, secured or unsecured, granted by the Company to companies, firms, Limited Liability Partnership or other parties covered in the register maintained under section 189 of the companies Act, 2013. Company has given interest free unsecured advance payable on demand to one company and also has given advance to its subsidiary company.
 - a) In our opinion and according to the information given to us, the terms and conditions of the loans given by the company are prima facie, not prejudicial to the interest of the company.
 - b) The schedule of repayment of principal and payment of interest has been stipulated and repayments of principal amounts and/or receipts of interest have been regular as per stipulations.
 - c) There are no overdue amounts as at the year-end in respect of both principal and interest.
- 4) The Company has given Corporate Guarantee in favor of bankers for loans provided to its subsidiary.
- 5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- 6) In our opinion and according to the information and explanations given to us, the central Government has not prescribed the maintenance of cost records under section 148(1) of the Companies Act, 2013.
- 7) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities applicable to it.
- 8) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks, financial Institutions and Government.
- 9) In our opinion and according to the information and explanations given to us by the management, the company has not raised moneys by way of initial public offer or further public offer. Monies raised by debt instruments and term Loans during the year have been applied by the Company for the purpose for which they were raised.

- 10) In our opinion and according to the information and explanation given to us, that no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.
- 11) In our opinion and according to the information and explanation given to us, the Company has paid /provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act 2013.
- 12) The Company is not a Nidhi Company. Therefore, the provisions of clause (xii) of the Order of Paragraph 3 of the order are not applicable to the Company.
- 13) In our opinion and according to the explanation given to us all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details of related party transactions have been disclosed in the Financial Statements as required by the applicable accounting standards.
- 14) During the year the company has made preferential allotment of convertible warrants to non promoter numbering to 11, 00,000 warrants @ Rs. 85 - each. Amount paid up till 31-03-2018 was Rs. 4, 40, 00,000.-. The company has complied with the requirements of Section 42 of the Companies Act 2013 for allotment of warrants.
- 7) In our opinion and according to the information and explanation given to us, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order is not applicable to the Company.
- 8) In our opinion and according to the information and explanation provided to us Company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order is not applicable to the Company.

For BAHETI & CO.
Chartered Accountants
Firm's registration No: 006287C

Deepak Baheti
PARTNER
Membership No: 075063

Place: Bhopal
Date: 23-05-2018

"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, 2018 in conjunction with our audit of the 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 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 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 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, 2018, 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

Place: Bhopal
Date: 23-05-2018

KILPEST INDIA LIMITED

FORTY SIXTH ANNUAL REPORT 2017-2018

Standalone Balance Sheet as at 31st March, 2018

Particulars	Schedule	STANDALONE	
		As at 31/03/2018	As at 31/03/2017
ASSETS			
Non-current assets			
(a) Property, Plant and Equipment	H	23,013,651.00	25,824,276.00
(b) Capital work-in-progress	H	1,500,000.00	500,000.00
(c) Financial Assets		-	-
(i) Investments	I	13,485,100.00	5,985,100.00
(ii) Loans	J	1,649,795.00	7,396,137.00
Total Non-Current Assets:		39,648,546.00	39,705,513.00
Current assets			
(a) Inventories	K	31,166,950.00	32,887,426.00
(b) Financial Assets			
(i) Trade receivables	L	141,599,155.00	132,097,605.00
(ii) Cash and cash equivalents	M	3,311,286.00	4,264,116.00
(iii) Bank balances other than (ii) above	M	2,967,000.00	-
(c) Other current assets	N	41,321,891.00	34,001,630.00
Total Current Assets		220,366,282.00	203,250,777.00
Total Assets		260,014,828.00	242,956,290.00
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share capital	A	63,835,500.00	63,810,500.00
(b) Other Equity	B	92,407,550.00	46,607,551.00
LIABILITIES			
Non-current liabilities			
(a) Financial Liabilities:			
(i) Borrowings	C	23,023,314.00	26,175,616.00
(b) Deferred tax liabilities (Net)		6,527,491.00	6,753,634.00
Total Non-Current Liabilities		185,793,855.00	143,347,301.00
Current liabilities			
(a) Financial Liabilities:			
(i) Borrowings	D	34,941,501.00	53,334,182.00
(ii) Trade payables	E	33,054,602.00	41,052,764.00
(iii) Other financial liabilities (other than those specified in item (c))			
(b) Other current liabilities	F	2,149,471.00	2,427,741.00
(c) Provisions	G	4,075,399.00	2,794,302.00
(d) Current Tax Liabilities (Net)			
Total Current Liabilities		74,220,973.00	99,608,989.00
Total Equity and Liabilities		260,014,828.00	242,956,290.00

Summary of Significant Accounting Policies "S"

The accompanying notes are integral parts of the financial Statement.

For and behalf of the Board Directors

(D.K.DUBEY)
Whole Time Director

(R.K.DUBEY)
Chairman & Mg. Director

As Per our annexed report of even date

For Baheti & Co.
Chartered Accountants

(N.K.DUBEY)
Whole Time Director

(DEEPAK BAHETI)
PARTNER

(NAVNEET KAUR)
Company Secretary

Place: Bhopal
Dated: 23rd May, 2018

Firm Registration No.: 006287C
Membership No.: 075063

KILPEST INDIA LIMITED

FORTY SIXTH ANNUAL REPORT 2017-2018

Profit & Loss Statement for the year ended 31st March 2018

Particulars	Schedule	For the year ended 31 st March 2018	For the year ended 31 st March 2017
CONTINUING OPERATIONS			
Revenue			
Revenue From Operations		15,77,18,636	14,21,74,347
Other Income		42,54,418	26,65,742
TOTAL REVENUE		16,19,73,054	14,48,40,089
Expenses :			
Cost of material and components consumed	O	10,24,58,696	7,75,81,870
Changes in inventories of Finished Goods	P	25,02,806	(24,66,760)
Excise Duty on Sale of Goods		20,96,000	1,21,08,873
Employee benefit expenses	Q	1,52,59,213	1,71,58,662
Finance cost		65,83,098	75,21,749
Depreciation		29,41,480	30,41,103
Other Expenses	R	2,44,42,210	2,71,81,029
TOTAL EXPENSES		15,62,83,503	14,21,26,526
Profit Before Exceptional & Extraordinary items & Tax		56,89,551	27,13,563
Exceptional items		--	--
Profit Before Tax		56,89,551	27,13,563
Less:- Provisional For Income Tax			
Current tax		(7,15,340)	(4,01,468)
Deferred tax charge		2,26,143	(12,850)
Profit for the Period		52,00,354	22,99,245
Other Comprehensive Income/Loss		--	--
Total Comprehensive Income for the Period		52,00,354	22,99,245
Proposed Dividend		(31,79,500)	(19,06,200)
Tax on Dividend		(2,20,855)	(3,88,102)
Add:-Balance Of Profit Brought forward From Previous Year		3,91,67,141	3,91,62,198
BALANCE CARRIED TO BALANCE SHEET		4,09,67,140	3,91,67,141

Summary of Significant Accounting Policies "S"

The accompanying notes are integral parts of the financial Statement.
For and behalf of the Board Directors

(D.K.DUBEY)
Whole Time Director

(N.K.DUBEY)
Whole Time Director

(NAVNEET KAUR)
Company Secretary

(R.K.DUBEY)
Chairman & Mg. Director

As Per our annexed report of even date

For Baheti & Co.
Chartered Accountants

(DEEPAK BAHETI)
Partner

Place :-Bhopal
Dated : 23rd May, 2018

Firm Registration No.: 006287C
Membership No.: 075063

KILPEST INDIA LIMITED

FORTY SIXTH ANNUAL REPORT 2017-2018

Cash flow statement for the financial year 2017-18

Particulars	2017-2018	2016-2017
(A). Cash flow from operating activities:-		
Net profit before tax & extra ordinary items.	56,89,551	27,13,563
Adjustment for:		
Depreciation	29,41,480	30,41,103
Interest paid	65,83,098	75,21,749
Profit on Sale of Fixed Assets	—	(6,985)
Operating profit before working capital changes	1,52,14,129	1,32,69,430
Adjustment for:		
Inventories	17,20,476	(52,15,226)
Trade & other receivables	(1,68,21,811)	(19,59,284)
Trade payables & other liabilities	(69,95,335)	(33,10,626)
Cash generated from operations	(2,20,96,670)	(1,04,85,136)
Income tax paid	(7,15,340)	(4,01,468)
Net Cash Used/ Available From Operating Activities(a)	(2,28,12,010)	(1,08,86,604)
(B). Cash Flow From Investing Activities:-		
Purchase/ Sale of Fixed assets	(11,30,855)	(18,97,790)
Acquisition of investment	(75,00,000)	(42,75,000)
Increase / Decrease in long term loans & advances	57,46,342	67,38,125
Net Cash Used in Investing Activities-(b)	(28,84,513)	5,65,335
(C). Cash flow from financing activities:-		
Increase in share capital	25,000	—
Preferential Warrant Account	4,40,00,000	—
Increase/Decrease in bank borrowings	(1,83,92,681)	46,95,240
Proceeds from other borrowings	(31,52,302)	22,59,177
Interest paid	(65,83,098)	(75,21,749)
Equity Dividend & Corporate Dividend Tax Paid	(34,00,355)	(22,94,302)
Net Cash From Financing Activities-(c)	1,24,96,564	(28,61,634)
Net increase/decrease in cash & cash equivalent a+b+c	20,14,170	86,527
Cash & cash equivalents as at 1st April 2017 opening balance	42,64,116	41,77,589
Cash & Cash Equivalents as at 31st March 2018 ClosingBalance	62,78,286	42,64,116

Note: - (i) Figures in brackets are outflows.
(ii) Previous year figures have been regrouped wherever necessary.

(D.K.DUBEY)
Whole Time Director

(R.K.DUBEY)
Chairman & Mg. Director

As Per our annexed report of even date

(N.K.DUBEY)
Whole Time Director

For Baheti & Co.
Chartered Accountants

(NAVNEET KAUR)
Company Secretary

(DEEPAK BAHETI)
Partner

Place :-Bhopal
Dated : 23rd May, 2018

Firm Registration No.: 006287C
Membership No.: 075063

KILPEST INDIA LIMITED

FORTY SIXTH ANNUAL REPORT 2017-2018

Schedules annexed to and forming part of the Balance sheet as on 31st March 2018

Particulars	As at 31 st March 2018	As at 31 st March 2017
<u>Schedule "A"</u>		
<u>CAPITAL</u>		
<u>AUTHORIZED SHARE CAPITAL</u>		
1,50,00,000 Equity share (1,50,00,000 Equity share of Rs.10 each)	15,00,00,000	15,00,00,000
Issued Subscribed & Paid-up 64,08,100 Equity shares of Rs.10/-each	6,40,81,000	6,40,81,000
Less:-Calls in Arrears 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.	2,45,500	2,70,500
TOTAL	6,38,35,500	6,38,10,500
<u>SCHEDULE "B"</u>		
<u>RESERVES AND SURPLUS</u>		
Share Premium Account Balance as per last year	58,52,556	58,52,556
Add:-during the year	—	—
	58,52,556	58,52,556
PREFERENTIAL WARRANT ACCOUNT	4,40,00,000	
<u>CAPITAL RESERVE</u>		
Credit linked capital subsidy Balance as per Last year	9,37,000	9,37,000
Add:- Received during the year	—	—
	9,37,000	9,37,000
<u>GENERAL RESERVE</u>		
Balance as per last year	6,50,854	6,50,854
<u>PROFIT & LOSS ACCOUNT</u>		
Balance of Profit & Loss Account	4,09,67,140	3,91,67,141
TOTAL	9,24,07,550	4,66,07,551
<u>SCHEDULE 'C'</u>		
<u>LONG TERM BORROWINGS</u>		
(a) Term Liability		
(i) Vehicle Loan from SBI	7,59,204	9,08,030
(ii) Loan Under RMA Scheme from NSIC	—	47,15,568
(iii) Vehicle Loan from ICICI	7,74,843	9,38,570
	15,34,047	65,62,168
(b) Deposit (un-secured)		
(i) From Directors	2,14,89,267	1,96,13,448
(ii) From Other	—	—
	2,14,89,267	1,96,13,448
TOTAL	2,30,23,314	2,61,75,616

KILPEST INDIA LIMITED

FORTY SIXTH ANNUAL REPORT 2017-2018

Particulars	As at 31st March 2018	As at 31st March 2017
<u>SCHEDULE 'D'</u>		
<u>SHORT TERM BORROWINGS</u>		
(A) Loans Repayable on Demand		
(i) From bank		
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	3,49,41,501	4,37,51,701
Adhoc Limit from SBI	---	50,27,898
(B) Stand by line of Credit from SBI secured against Plant & Machinery & Book Debts	---	45,54,583
TOTAL	3,49,41,501	5,33,34,182
<u>SCHEDULE 'E'</u>		
<u>TRADE PAYABLE</u>		
(I) Sundry creditors for goods supplied/services	3,30,54,602	4,10,52,764
TOTAL	3,30,54,602	4,10,52,764
<u>SCHEDULE 'F'</u>		
<u>OTHER CURRENT LIABILITIES</u>		
Unpaid/Unclaimed Dividend	3,150	3,150
Taxes payable/Sales Tax Payable	5,92,415	4,53,955
Trade deposit	5,36,716	5,36,636
Income tax deducted at source	1,47,260	1,82,830
Other outstanding liabilities	8,69,930	12,51,170
TOTAL	21,49,471	24,27,741
<u>SCHEDULE 'G'</u>		
<u>SHORT TERM PROVISIONS</u>		
(I) Provision for income tax	6,75,000	5,00,000
(ii) Proposed Dividend	31,79,500	19,06,200
(iii) Tax on Proposed Dividend	2,20,899	3,88,102
TOTAL	40,75,399	27,94,302
<u>SCHEDULE 'I'</u>		
<u>NON-CURRENT INVESTMENTS</u>		
(i) SUBSIDIARY- UNQUOTED	59,85,000	59,85,000
59,85,00 Equity Share (Previous Year 1,71,000 EquityShare) of Rs.10/- Each -fully Paid-up in 3B BLACKBIO BIOTECH INDIA LIMITED, BHOPAL		
(ii) Preference Share Warrant of 3B Black Bio Biotech India Ltd.	75,00,000	
(iii) OTHER -UNQUOTED	100	100
One Equity Share (Previous Year One Equity Share) of Rs.10/- Each -fully Paid-up in GOVINDPURA AUDYOGIK KSHETRA PRADUSHAN NIVARAN KENDRA, BHOPAL		
TOTAL	1,34,85,100	59,85,100

KILPEST INDIA LIMITED

FORTY SIXTH ANNUAL REPORT 2017-2018

SCHEDULED 'H'
FIXED ASSETS-TANGIBLE

Schedules annexed to and forming part of the balance Sheet as on 31st March 2018

S. No.	Particulars	GROSS BLOCK							DEPRECIATION				NET BLOCK		
		Gross. Block As on 01-4-2017	Addition during the year	Sale/ Transfers During the Year	Total Assets As on 31-3-2018	Total Depreciation Upto 31-3-2017	Provided For the Year	Dep. Adjustment	Total Depreciation Upto 31-3-2018	As on 31-3-2018	As on 31-3-2017	Total Depreciation Upto 31-3-2018	As on 31-3-2018	As on 31-3-2017	
1	2	3	4	5	6	7	8	9	10	11	12	11	12		
1	Leasehold land	1540000	-	-	1540000	-	-	-	-	1540000	1540000	1540000	1540000		
2	Freehold land	3090650	-	-	3090650	-	-	-	-	3090650	3090650	3090650	3090650		
3	Factory Building	3554811	-	-	3554811	2761599	112688	-	2874287	680524	793212	680524	793212		
4	Office Building	593290	-	-	593290	231213	9374	-	240587	352703	362077	352703	362077		
5	R & D Building	10415331	-	-	10415331	2386053	164562	-	2550616	7864715	8029278	7864715	8029278		
6	R & D Equipment	10793633	-	-	10793633	4550561	1025395	-	5759566	5217677	6243072	5217677	6243072		
7	Plant & Machinery	9680571	47500	-	9728071	7031550	615787	-	7647337	2080734	2649021	2080734	2649021		
8	Pollution Control Equipment	740405	-	-	740405	385730	46868	-	432598	307807	354675	307807	354675		
9	Electric Installations	516171	-	-	516171	489122	1240	-	490362	25809	27049	25809	27049		
10	Laboratory Equipments	3241809	-	-	3241809	3201521	-	-	3201521	40288	40288	40288	40288		
11	Air-conditioners & Refrigerators	546375	52328	-	598703	396630	37898	-	434527	164176	149745	164176	149745		
12	Generator	588960	-	-	588960	563866	-	-	563866	25094	25094	25094	25094		
13	Vehicles	6728306	-	-	6728306	4854654	799323	-	5653977	1074329	1873652	1074329	1873652		
14	Office Equipments & Machinery	604888	-	-	604888	574638	-	-	574638	30250	30250	30250	30250		
15	Computers	1249216	25339	-	1274555	1220034	-	-	1220034	54521	29182	54521	29182		
16	Furniture & Fixtures	964904	5688	-	970592	916659	5403	-	922062	48530	48245	48530	48245		
17	R & D Furniture & Fixtures	939967	-	-	939967	520700	89297	-	609997	329970	419267	329970	419267		
18	Tubewell	159469	-	-	159469	79960	30299	-	110259	49210	79509	49210	79509		
19	R & D Computer	51800	-	-	51800	49604	-	-	49604	2196	2196	2196	2196		
20	CCTV	52880	-	-	52880	15066	3347	-	18413	34467	37814	34467	37814		
21	Capital WTP	500000	1000000	-	1500000	0	-	-	0	1500000	500000	1500000	500000		
	TOTAL	5,65,53,436	11,30,855	0	5,76,84,291	3,02,29,160	29,41,480	0	3,31,70,640	2,45,13,651	2,63,24,276	2,45,13,651	2,63,24,276		
	Figure for the Previous year	5,51,67,645	32,18,390	18,32,600	5,65,53,436	2,77,07,042	30,41,103	5,18,985	3,02,29,160	2,63,24,276	2,74,60,604	2,63,24,276	2,74,60,604		

KILPEST INDIA LIMITED

FORTY SIXTH ANNUAL REPORT 2017-2018

Particulars	As at 31st March 2018	As at 31st March 2017
<u>SCHEDULE 'J'</u>		
<u>LONG TERM LOANS AND ADVANCES</u>		
(I) Deposits unsecured ,considered goods	16,49,795	73,96,137
TOTAL	16,49,795	73,96,137
<u>SCHEDULE 'K'</u>		
<u>INVENTORIES</u>		
(At cost except otherwise stated-as valued, verified and certified by the Management)		
(i) Raw Materials	1,10,60,205	95,11,225
(ii) Packing Materials	66,40,669	72,09,037
(iii) Miscellaneous Stock	3,52,267	5,50,549
(iv) Finished Goods	1,31,13,809	1,56,16,615
(At cost or market price whichever is lower)		
TOTAL	3,11,66,950	3,28,87,426
<u>SCHEDULE 'L'</u>		
<u>TRADE RECEIVABLES</u>		
(A) Trade receivables outstanding for a period less than six months from the date they are due for Payment		
(i) Secured, considered goods	--	--
(ii) Unsecured, considered goods	9,65,00,325	8,54,48,775
(iii) Doubtful	--	--
Less:- Allowance for bad and Doubtful Debts	9,65,00,325	8,54,48,775
(B) Trade receivables outstanding for a period exceeding six months from the date they are due for Payment		
(i) Secured, considered goods	--	--
(ii) Unsecured, considered goods	4,50,98,830	4,66,48,830
(iii) Doubtful	--	--
Less:- Allowance for bad and Doubtful Debts	4,50,98,830	4,66,48,830
TOTAL	14,15,99,155	13,20,97,605
<u>SCHEDULE 'M'</u>		
<u>CASH AND CASH EQUIVALENTS</u>		
(A) Balance with banks:		
(I) Earmarked Bank Balances		
Unpaid dividend	10,720	10,720
(II) Bank Balances held as margin money or as security against		
(i) Letter of Credits	3,25,000	6,71,204
(ii) Other Commitments Guarantee Margin	5,16,070	8,78,095
(III) Other Bank Balances		
(i) Other including balances in current account	10,24,202	6,02,487
(IV) FDR	21,84,607	10,25,659
(V) Security Deposit with Various Agencies	14,07,409	--
(B) Cash on hand	8,10,278	10,75,951
TOTAL	62,78,286	42,64,116

KILPEST INDIA LIMITED

FORTY SIXTH ANNUAL REPORT 2017-2018

Particulars	As at 31st March 2018	As at 31st March 2017
<u>SCHEDULE 'N'</u>		
<u>SHORT TERM LOANS & ADVANCES</u>		
(A) Unsecured, considered good		
(i) Advance Income tax	3,86,883	2,05,926
(ii) Balances with Excise & sales tax Authorities	55,204	84,133
(iii) Others	4,08,79,804	3,37,11,571
(Advances for goods purchase, prepaid expenses & other trade advances)		
TOTAL	4,13,21,891	3,40,01,630
<u>SCHEDULE 'O'</u>		
<u>COST OF MATERIALS CONSUMED</u>		
(A) Chemicals & other raw materials	8,67,92,348	6,21,22,207
(B) Soapstone & other raw materials	35,14,201	35,81,682
(A) Packing material consumed	1,21,52,147	1,18,77,981
TOTAL	10,24,58,696	7,75,81,870
<u>SCHEDULE 'P'</u>		
<u>CHANGES IN INVENTORIES OF FINISHED GOODS</u>		
(Increase)/ decrease in inventories:		
Inventories at the end of the year		
Finished goods	1,31,13,809	1,56,16,615
Inventories at the beginning of the year		
Finished goods	1,56,16,615	1,31,49,855
TOTAL	25,02,806	(24,66,760)
<u>SCHEDULE 'Q'</u>		
<u>EMPLOYEE BENEFITS EXPENSES</u>		
Salary and wages	1,42,49,728	1,56,29,315
Contribution to Provident & other funds	10,09,485	15,29,347
TOTAL	1,52,59,213	1,71,58,662

KILPEST INDIA LIMITED

FORTY SIXTH ANNUAL REPORT 2017-2018

Particulars	As at 31st March 2018	As at 31st March 2017
<u>SCHEDULE 'R'</u>		
<u>OTHER EXPENSES</u>		
Power , fuel & water	16,07,838	15,76,587
Repairs to :		
Buildings	58,321	1,20,356
Plant & Machinery	1,64,899	1,22,284
Others	2,26,735	3,96,282
Insurance	1,58,923	1,24,033
Rent	2,05,000	5,000
Rates, Taxes & Duties	4,94,339	5,88,256
Auditors, remuneration	40,000	40,000
Carriage outward	36,86,899	36,26,369
R&D Expenses		
Salary & other allowances	20,64,192	18,38,606
Consumption of stores	1,89,617	1,04,815
Other expenses	2,630	60,924
Legal & Professional Fess	8,99,068	6,19,410
Selling, Distribution & Sales Promotion Expenses	21,99,420	27,38,809
Miscellaneous expenses	1,24,44,329	1,52,19,298
TOTAL	2,44,42,210	2,71,81,029

KILPEST INDIA LIMITED, BHOPAL

Schedule 'S'

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS

A. SIGNIFICANT ACCOUNTING POLICIES :

1. General

1. Basis of Accounting :

The financial statements are prepared on a going concern basis under the historical cost convention on the accrual basis of accounting, in accordance with the Indian Generally Accepted Accounting Principles (GAAP) and comply with the Accounting Standards specified under section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 to the extent applicable, as adopted consistently by the company.

2. Revenue Recognition :

Sales comprise sale of goods inclusive of Excise Duty and VAT/Central Sales Tax and are net of allowances for discounts, rate differences and leakages.

"Goods and Services Tax" (GST) has been introduced w.e.f. 1st July 2017. Consequently excise duty, Value Added Tax (VAT), Central Sales Tax (CST), Entry Tax, Service Tax etc have been replaced with GST.

3. Fixed Assets :

In order to relate them more closely to current replacement values, all the fixed assets acquire up to 31st March, 1993 were revalued as on that date and are accordingly carried at revalued figures. Fixed assets acquired after 31st March, 1993 are stated at cost inclusive of freight, taxes and incidental expenses related thereto.

4. 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.

5. Inventories :-

- i) Finished products produced by the Company are carried at lower cost or market value.
- ii) Raw materials, 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.

6. Investments :-

Investments classified as Long Term Investments are stated at cost.

7. Contingent Liabilities :-

Contingent liabilities are not provided for and are disclosed by way of notes.

8. Employees' Retirement Benefits.

- i) Company's contributions to Provident Fund are charged to Profit & Loss Account.
- ii) Gratuity is accounted for as and when the same is paid.

9. Deferred Tax is accounted for by computing the tax effect of timing difference which arise during the year and reverse subsequent periods.

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 realised 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, T.T. Nagar Branch, Bhopal is Rs. 8,41,070 (Previous year Rs. 15,49,299)		
5.	Contingent Liabilities :	2017-2018	2016-2017
	i) Guarantees given on behalf of the Company by Company's bankers	51,57,920	82,19,699
	ii) Letters of Credit for purchase of raw materials	10,75,275	18,31,311
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. Nil (Previous Year Rs. Nil)	
	b) Revenue Expenditure	Rs. 22,56,439 (Previous Year Rs. 20,04,345)	
8.	DIRECTORS' REMUNERATION	2017-2018	2016-2017
	Remuneration	22,20,000	22,20,000
	Other benefits	8,46,101	5,33,701
	Sitting fees	2,66,000	1,75,000
		<u>33,32,101</u>	<u>29,28,701</u>

9 (A) Break-up of Major Raw Materials Consumed :

Particulars	2017-2018	2016-2017
Raw Materials		
Chemical & Other raw materials	8,67,92,348	6,21,22,207
Soap stone & other raw materials	35,14,201	35,81,682
Components, packing material etc.	1,21,52,147	1,18,77,981
TOTAL	10,24,58,696	7,75,81,870

(B) Break-up of Sales

Particulars	2017-2018	2016-2017
(a) Pesticides & Micro Fertilizer / Bio Fertilizer	15,77,18,636	13,00,65,474
TOTAL	15,77,18,636	13,00,65,474

(C) Break-up of closing & Opening value of inventories

Particulars	Closing Inventory		Opening Inventory	
	2017-2018	2016-2017	2017-2018	2016-2017
(a) Pesticides & Micro-Fertilizer/ Bio- Fertilizer	1,31,13,809	1,56,16,615	1,56,16,615	1,31,49,855
TOTAL	1,31,13,809	1,56,16,615	1,56,16,615	1,31,49,855

(D) Earnings in Foreign Exchange :

Particulars	2017-2018	2016-2017
(On account of Export Sale.)		
a) at FOB Basis	2,01,63,638	1,69,90,866
b) at CIF Basis	—	—

(E) Expenditure in Foreign Currency:

Particulars	2017-2018	2016-2017
1. Traveling 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:-

Particulars	2017-2018		2016-2017	
	Amount	%	Amount	%
i) Imported	—	—	—	—
ii) Indigenous	9,03,06,549	100	6,57,03,889	100
Total	9,03,06,549	100	6,57,03,889	100

2. Stores, Spare Parts and Components

Particulars	2017-2018		2016-2017	
	Amount	%	Amount	%
i) Imported	—	—	—	—
ii) Indigenous	1,21,52,147	100	1,18,77,981	100
Total	1,21,52,147	100	1,18,77,981	100

10. The AS-17 issued by The Institute of Chartered Accountants of India, regarding Segment Reporting is applicable as the Company is formulating only agro-chemical based products.

11. Related Party Disclosures as per AS-18, issued by The Institute of Chartered Accountants of India, for the year ended on 31st March, 2017 :-

(A) Relationships:

(i) Key Management Personnel & Relatives:-

- (a) Shri Ram Kuber Dubey, C & MD
- (b) Shri Dharendra Dubey, Whole-time Director
- (c) Shri Nikhil Dubey, Whole-time Director
- (d) Smt. Mithala Dubey
- (e) Smt. Anarika Dubey
- (f) Smt. Madhulika Dubey

- ii) 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	In relation to Item No.			
	A (i) above		2017-18	2016-2017
	2017-2018	2016-2017		
(I) Interest Paid	8,79,726	3,96,740	=	=
(ii) Salary & other benefits	24,12,500	25,41,664	=	=
(iii) Outstanding payable as on 31st March, 2018	2,14,89,267	1,94,63,448	-	=

12. Statement showing calculation of Earnings PerShare as per AS-20 issued by The Institute of Chartered Accountants of India :-

Particulars	2017-2018	2016-2017
Profit after Tax	52,00,354	22,99,245
Weighted average number of Equity Shares of Rs.10/- each	63,81,050	63,81,050
Earnings Per Share (Re)	0.81	0.36

(D.K.DUBEY)
Whole Time Director

(R.K.DUBEY)
Chairman & Mg. Director

For Baheti & Co.
Chartered Accountants

(N.K.DUBEY)
Whole Time Director

(DEEPAK BAHETI)
Partner

(NAVNEET KAUR)
Company Secretary

Firm Registration No.: 006287C
Membership No.: 075063

Place : Bhopal
Dated : 23rd May, 2018

KILPEST INDIA LIMITED

CIN: L24211MP1972PLC001131

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

45th Annual General Meeting

ATTENDANCE SLIP

1. Name(s) of Member(s) :
Including joint holders, if any

2. Registered address of the Sole/
First named Member

3. No. of Shares held :

4. DP IN No. & Client ID No./
Registered Folio No. :

1. I/We hereby record my/our presence at the 45th ANNUAL GENERAL MEETING of the company held on Tuesday 25th September, 2018.
2. Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance (ifly signed).

Signature of the Shareholder/Proxy holder present: _____

Note: Please cut here and bring the above Attendance slip to the meeting.

ELECTRONIC VOTING

Your E-voting user ID and password are provided below:

E-voting Event Number(EVEN)	User ID	Password

Note: The voting period starts from 9:00 AM, Saturday, 22nd September, 2018 and will end at 5:00 PM on Monday, 24th September, 2018.

Thereafter, the voting module shall be disabled by CDSL.

KILPEST INDIA LIMITED

CIN: L24211MP1972PLC001131

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

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

Proxy form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):.....

Registered address:.....

E-mail Id:.....Folio No/ DPID and Client ID:.....

I/We, being the Member(s) ofof shares of the above named company, hereby appoint

1. Name:E-mail ID:.....

Address:.....or failing him/her.

Signature

2. Name:E-mail ID:.....

Address:.....or failing him/her.

Signature

as my/our proxy to attend and vote for me/us and on my/our behalf at the 46th Annual General Meeting of the Company, to be held on Tuesday, the 25th day of September, 2018 at 11:30 a.m. at the Registered Office of the Company and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Resolution No.	Description	For*	Against*
1	To receive, consider and adopt the financial statements of the Company for the year ended 31st March, 2018		
2	To approve declared dividend of 5%, on equity shares for the financial year 2017-18.		
3	To appoint a Director in place of Mr. Nikhil Kubej Dubey (DIN: 00538049), who retires by rotation and being eligible, offers himself for re-appointment.		
4	To ratify the appointment of statutory auditors of the Company and to fix their remuneration.		
5	To consider, approve and revise remuneration of Mr. Dhirendra Dubey (DIN: 01493040), whole time director of the company in its subsidiary, M/s 3B Blackbio Biotech India Limited		
6	to consider, approve and revise remuneration of Mr. Nikhil Dubey (DIN: 00538049), whole time director of the company in its subsidiary, M/s 3B Blackbio Biotech India Limited		

Signed this day of 2018

Affix
SignatureRevenue.....
Stamp

Note:

1. Please put a 'X' in the Box in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all to resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
2. A 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 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.
3. This form of Proxy, to be effective, should be deposited at the Registered Office of the Company, not less than 48 hours before the time for holding the Meeting.

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 collectively referred to as group ('the company') which comprise the Consolidated Balance Sheet as at March 31, 2018, the Consolidated Statement of Profit and Loss, Consolidated Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information herein after referred to as the consolidated financial statements.

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 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

Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

While conducting the audit we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the rules made there under.

We conducted our audit of consolidated financial statements in accordance with the standards on auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. 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. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the holding company's board of directors, as well as evaluating the overall presentation of consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

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 Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the group as at March 31, 2018, and its consolidated Profit and its consolidated Cash Flow for the year ended on that date.

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, 2018 taken on record by the Board of Directors, none of the directors of group companies is disqualified as on March 31, 2018 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.
 - ii. The group does 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 Holding company and subsidiary company.
 - h. During the year the company, M/s KILPEST INDIA LIMITED has made preferential allotment of convertible warrants to non promoter numbering to 11, 00,000 warrants @Rs. 85/- each. Amount paid up till 31-03-2018 was Rs. 4, 40, 00,000/- . The company has complied with the requirements of Section 42 of the Companies Act 2013 for allotment of warrants.
 - i. During the year the company M/s 3B BLACKBIO BIOTECH INDIA LIMITED has made preferential allotment of convertible warrants to promoters, promoter group entities and non promoter numbering to 4, 00,000 warrants @ Rs. 100/- each. Amount paid up till 31-03-2018 was Rs. 1, 07, 50,000/- . The company has complied with the requirements of Section 42 of the Companies Act 2013 for allotment of warrants.

For BAHETI & CO.
Chartered Accountants
Firm's registration No: 006287C

Deepak Baheti
PARTNER
Membership No: 075063

Place: Bhopal
Date: 23-05-2018

"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, 2018 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on March 31, 2018. 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 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 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, 2017, 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

Place: Bhopal

Date: 23.05.2018

KILPEST INDIA LIMITED

FORTY SIXTH ANNUAL REPORT 2017-2018

Consolidated Balance Sheet as at 31st March, 2018

Particulars	Schedule	CONSOLIDATED	
		As at 31/03/2018	As at 31/03/2017
ASSETS			
Non-current assets			
(a) Property, Plant and Equipment	H-1	33,718,627.00	27,737,510.00
(b) Capital work-in-progress	H-1	1,500,000.00	500,000.00
(c) Other Intangible assets	H-2	3,774,032.00	5,032,042.00
(l) Investments	I	100.00	100.00
(III) Loans	J	1,649,795.00	1,739,795.00
Total Non-Current Assets		40,642,554.00	35,009,447.00
Current assets			
(a) Inventories	K	36,718,290.00	40,075,349.00
(b) Financial Assets			
(i) Trade receivables	L	164,799,928.00	142,291,946.00
(ii) Cash and cash equivalents	M	12,878,747.00	4,291,601.00
(iii) Bank balances other than (iii) above	M	2,967,000.00	-
(iv) Loans	N	123,500.00	-
(d) Other current assets	N	45,888,302.00	34,836,329.00
Total Current Assets		263,375,767.00	221,495,225.00
Total Assets		304,018,321.00	256,504,672.00
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share capital	A	63,835,500.00	63,810,500.00
Equity Attributable to Owners of the Co.	B	120,013,531.00	48,288,019.00
Non-Controlling Interest		1,470,156.00	371,426.00
LIABILITIES			
Non-current liabilities			
(a) Financial Liabilities			
(i) Borrowings	C	23,023,314.00	29,389,430.00
(b) Deferred tax liabilities (Net)		8,797,468.00	6,811,750.00
Total Non-Current Liabilities		217,139,969.00	148,671,125.00
Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	D	34,941,501.00	57,500,233.00
(ii) Trade payables	E	34,844,796.00	42,758,104.00
(b) Other current liabilities	F	2,325,705.00	2,635,713.00
(c) Provisions	G	14,766,350.00	4,939,497.00
Total Current Liabilities		88,878,352.00	107,833,547.00
Total Equity and Liabilities		304,018,321.00	256,504,672.00

Summary of Significant Accounting Policies "S"

The accompanying notes are integral parts of the financial Statement.

For and behalf of the Board Directors

(D.K.DUBEY)
Whole Time Director

(R.K.DUBEY)
Chairman & Mg. Director

(N.K.DUBEY)
Whole Time Director

(NAVNEET KAUR)
Company Secretary

As Per our annexed report of even date

For Baheti & Co.
Chartered Accountants

(DEEPAK BAHETI)
PARTNER

Place: Bhopal
Dated : 23rd May, 2018

Firm Registration No.: 006287C
Membership No.: 075063

KILPEST INDIA LIMITED

FORTY SIXTH ANNUAL REPORT 2017-2018

Consolidated Profit & Loss Statement for the year ended 31st march 2018

Particulars	Schedule	For The Year ended 31st March 2018	For The Year ended 31st March 2017
I. INCOME			
Revenue From Operations		23,42,23,130	17,37,42,823
Other Income		27,54,418	26,86,742
TOTAL		23,69,77,548	17,64,29,565
EXPENSES:			
Cost of material and components consumed	O	12,25,07,203	8,62,62,139
Changes in inventories of Finished Goods	P	25,02,806	(24,66,760)
Excise Duty on Sale of Goods	Q	20,96,000	1,21,08,873
Employee benefit expenses		2,10,66,431	2,01,97,648
Finance cost		72,99,652	98,40,131
Depreciation	R	45,67,100	45,21,938
Other Expenses		3,17,78,232	3,19,94,122
TOTAL EXPENSES		19,18,17,424	16,24,58,091
Profit Before Exceptional & Extraordinary items & Tax		4,51,60,124	1,39,71,474
Exceptional items		--	--
Profit Before Tax		4,51,60,124	1,39,71,474
Tax expenses			
Current tax		(89,13,099)	(25,87,242)
Deferred tax charge		(19,85,718)	(65,290)
Profit for the Period		3,42,61,307	1,13,18,942
Other Comprehensive Income/Loss		--	--
Total Comprehensive Income for the Period		3,42,61,307	1,13,18,942
Proposed Dividend		(75,72,000)	(19,06,200)
Tax on dividend		(11,15,065)	(3,88,102)
Add:-Balance Of Profit Brought forward From Previous Year		4,09,29,035	3,19,04,395
BALANCE CARRIED TO BALANCE SHEET		6,65,03,277	4,09,29,035

Summary of Significant Accounting Policies "S"

The accompanying notes are integral parts of the financial Statement.
For and behalf of the Board Directors

(R.K.DUBEY)
Chairman & Mg. Director

(D.K.DUBEY)
Whole Time Director

(N.K.DUBEY)
Whole Time Director

Place: Bhopal
Dated : 23rd May, 2018

(NAVNEET KAUR)
Company Secretary

As Per our annexed report of even date

For Baheti & Co.
Chartered Accountants

(DEEPAK BAHETI)
PARTNER

Firm Registration No.: 006287C
Membership No.: 075063

KILPEST INDIA LIMITED

FORTY SIXTH ANNUAL REPORT 2017-2018

Consolidated cash flow statement for the financial year 2018

Particulars	2017-2018	2016-2017
(A). Cash flow from operating activities:		
Net profit before tax & extra ordinary items.	4,51,60,124	1,39,71,474
Adjustment for:		
Depreciation	45,67,100	45,21,938
Interest paid	72,99,652	98,40,131
Profit on Sales of Fixed Assets	--	(6,985)
Operating profit before working capital changes	5,70,26,876	2,83,26,558
Adjustment for:		
Inventories	33,57,059	(72,67,234)
Trade & other receivable	(3,36,83,445)	(87,50,369)
Trade payable & other liabilities	16,03,537	(30,32,760)
Cash generated from operations	(2,87,22,859)	(1,90,50,363)
Income tax paid	(89,13,099)	(25,87,242)
Net cash used/available from	(3,76,35,958)	(2,16,37,605)
(B). Cash Flow From Investing Activities:-		
Purchase of Fixed assets	(1,02,90,207)	(30,51,553)
Increase/Decrease in long term loans & advances	90,000	(10,61,875)
Net Cash Used in Investing Activities-b	(1,02,00,207)	(41,13,428)
(C). Cash Flow From Financing Activities:-		
Increase in share capital	25,000	--
Preferential Warrant Account	4,72,50,000	--
Increase / Decrease in bank borrowing	(2,35,01,725)	68,46,394
Proceeds from other borrowings	(54,23,123)	27,31,906
Interest paid	(72,99,652)	(98,40,131)
Equity Dividend & Corporate Dividend tax Paid	(86,87,065)	(22,94,302)
Net cash from financing activities-(c)	23,63,435	(25,56,133)
Net increase/decrease in cash & cash equivalent a+b+c	1,15,54,146	19,391
Cash & cash equivalents as at 1st April 2017 opening balance	42,91,601	42,72,210
Cash & Cash equivalents as at 31st march 2018 closing balance	1,58,45,747	42,91,601

Note:- (i) Figures in brackets are outflows.
(ii) Previous year figures have been regrouped wherever necessary.

(R.K.DUBEY)
Chairman & Mg. Director

(D.K.DUBEY)
Whole Time Director

(N.K.DUBEY)
Whole Time Director

As Per our annexed report of even date

For Baheti & Co.
Chartered Accountants

(DEEPAK BAHETI)
PARTNER

Place: Bhopal
Dated : 23rd May, 2018

(NAVNEET KAUR)
Company Secretary

Firm Registration No.: 006287C
Membership No.: 075063

KILPEST INDIA LIMITED

FORTY SIXTH ANNUAL REPORT 2017-2018

Schedules annexed to and forming part of the consolidated Balance Sheet as on 31st March, 2018

Particulars	As at 31st March 2018	As at 31st March 2017
Schedule 'A'		
CAPITAL		
Authorized Share Capital		
1,50,00,000 Equity share (1,50,00,000 Equity share of Rs.10 each)	<u>15,00,00,000</u>	<u>15,00,00,000</u>
Issued Subscribed & Paid-up		
64,08,100 Equity shares (previous year 64,08,100 equity shares) of Rs.10/-each	6,40,81,000	6,40,81,000
Less:-Calls in Arrears 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.	2,45,500	2,70,500
TOTAL	6,38,35,500	6,38,10,500
SCHEDULE 'B'		
RESERVE AND SURPLUS		
share premium Account Balance as per last year	58,52,556	58,52,556
Add :- during the year	4,72,50,000	—
PREFERENTIAL WARRANT ACCOUNT		
CAPITAL RESERVE		
Balance as per last year	9,37,000	9,37,000
Received during the year	9,37,000	—
GENERAL RESERVE		
Balance as per last year	6,50,854	6,50,854
PROFIT & LOSS ACCOUNT		
Balance of profit & loss account	6,65,03,277	4,09,29,035
Less : Minority interest in net Profit of subsidiary 3B BlackBio Biotech India limited	<u>11,80,156</u>	<u>81,399</u>
TOTAL	12,00,13,531	4,82,88,046
SCHEDULE 'C'		
LONG TERM BORROWINGS		
(a) Term Liability		
(i) Vehicle Loan from SBI	759,204	9,08,030
(ii) Loan Under RMA Scheme from NSIC	—	47,15,568
(iii) Deposits (Others)	—	14,74,527
(iv) Vehicle Loan from ICICI	7,74,843	9,38,570
(v) SBI Term Loan	<u>15,34,047</u>	<u>6,30,440</u>
(b) Deposit (un-secured)		
(i) From Directors	2,14,89,267	2,07,22,295
(ii) From Other	—	—
TOTAL	2,30,23,314	2,93,89,430

KILPEST INDIA LIMITED

FORTY SIXTH ANNUAL REPORT 2017-2018

Particulars	As at 31st March 2018	As at 31st March 2017
<u>SCHEDULE 'D'</u>		
<u>SHORT TERM BORROWING</u>		
(A) Loan repayable on demand		
(i) From Bank	3,49,41,501	4,37,51,701
(a) 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		
(b) Cash Credit from State Bank of India secured by hypothecation of inventories and book debts	--	41,66,051
(C) Adhoc Limit from SBI	--	50,27,898
(B) Stand by line of Credit from SBI secured against Plant & Machinery & Book Debts	--	45,54,583
TOTAL	3,49,41,501	5,75,00,233
<u>SCHEDULE 'E'</u>		
<u>TRADE PAYABLES</u>		
(I) Sundry creditors for goods supplied/service	3,48,44,796	4,27,58,104
TOTAL	3,48,44,796	4,27,58,104
<u>SCHEDULE 'F'</u>		
<u>OTHER CURRENT LIABILITIES</u>		
Unpaid/ Unclaimed Dividend	3,150	3,150
Taxes payable	6,18,749	5,80,331
Trade deposit	5,36,716	5,36,636
Income tax deducted at source	2,64,100	2,37,866
other outstanding liabilities	9,02,990	12,77,730
TOTAL	23,25,705	26,35,713
<u>SCHEDULE 'G'</u>		
<u>SHORT TERM PROVISIONS</u>		
(I) Provision for income tax	87,22,596	26,45,195
(ii) Proposed Dividend	53,75,750	19,06,200
(iii) Tax on Proposed Dividend	6,68,004	3,88,102
TOTAL	1,47,66,350	49,39,497
<u>SCHEDULE 'I'</u>		
<u>NON-CURRENT INVESTMENTS</u>		
(I) OTHER -UNQUOTED	100	100
One Equity Share (Previous Year One Equity Share) of Rs.10/- Each -fully Paid-up in GOVINDPURA AUDYOGIK KSHETRA PRADUSHAN NIVARAN KENDRA BHOPAL		
TOTAL	100	100

KILPEST INDIA LIMITED

FORTY SIXTH ANNUAL REPORT 2017-2018

SCHEDULE 'H-1'

FIXED ASSETS- TANGIBLE

Schedules annexed to and forming part of the consolidated balance sheet 31st March 2018

S. No.	Particulars	GROSS BLOCK					DEPRECIATION					NET BLOCK		
		Gross. Block As on 01-4-2017	Addition during the year	Sale/ Transfers During the Year	Total Assets As on 31-03-2018	Total Depreciation Upto 31-03-2017	Provided For the Year	Dep. Adjustment	Total Depreciation Upto 31-03-2018	As on 31-03-2018	AS ON 31-03-2017			
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	3554811			3554811	2761599	112688		2874287	680524	793212			
4	Office Building	593290			593290	231213	9374		240587	352703	362077			
5	R & D Building	10415331			10415331	2386053	164562		2550616	7864715	8029278			
6	R & D Equipment	10793633			10793633	4550561	1025395		5575956	5217677	6243072			
7	Plant & Machinery	9680571	47500		9728071	7031550	615787		7647337	2080734	2649021			
8	Pollution Control Equipment	740405			740405	385730	46868		432598	307807	354675			
9	Electric Installations	516171			516171	489122	1240		490362	25809	27049			
10	Laboratory Equipments	3241809			3241809	3201521	0		3201521	40288	40288			
11	Air-conditioners & Refrigerators	546375	52328		598703	396630	37898		434527	164176	149745			
12	Generator	588960			588960	563866	0		563866	25094	25094			
13	Veehicles	6728306			6728306	4854654	799323		5653977	1074329	1873652			
14	Office Equipments & Machinery	604888			604888	574638	0		574638	30250	30250			
15	Computers	1249216	25339		1274555	1220034	0		1220034	54521	29182			
16	Furniture & Fixtures	964904	5688		970592	916659	5403		922062	48530	48245			
17	R & D Furniture & Fixtures	939967			939967	520700	89297		609997	329970	419267			
18	TubeWell	159469			159469	79960	30299		110259	49210	79509			
19	R & D Computer	51800			51800	49604	0		49604	2196	2196			
20	CCTV	52880			52880	15066	3347		18413	34467	37814			
21	Capital WTP	500000	1000800		1500800	0	0		0	1500000	500000			
22	Electric Installations	58831			58831	19264	5589		24853	33978	39567			
23	Equipments	437811	27826		465637	332736	88207		420943	44694	105075			
24	Furniture & Fixtures	194398	51610		246008	70204	19901		90105	155903	124194			
25	Computers	180150	289048		469198	173993	27994		201986	267212	6158			
26	Lab Equipments	1781575	0		1781575	143335	173199		316534	1465041	1638240			
27	R&D Equipments	0	8790868		8790868	0	52720		52720	8738148	0			
	TOTAL	59206201	10290207	0	69496408.00	30968692	3309090	0	34277782	35218627	28237509			
	Figure for the Previous year	53657491	3262157	253000	56666648	25415402	2808346	0	28223748	28442899	28242089			

SCHEDULE 'H-2'

FIXED ASSETS- INTANGIBLE

Schedules annexed to and forming part of the consolidated balance sheet as on 31st March 2018

1	Technology Fees	7548063			7548063	2516021	1258011	0	3774032	3774032	5032042
	TOTAL	7548063	0	0	7548063	2516021	1258011	0	3774032	3774032	5032042
	Figure for the Previous year	7548063	0	0	7548063	1258011	1258011	0.00	2516022	5032041	6290052

KILPEST INDIA LIMITED

FORTY SIXTH ANNUAL REPORT 2017-2018

Particulars	As at 31st March 2018	As at 31st March 2017
<u>SCHEDULE 'J'</u>		
<u>LONG TERM LOAN AND ADVANCES</u>		
(I) Deposit-unsecured, considered goods	16,49,795	17,39,795
TOTAL	16,49,795	17,39,795
<u>SCHEDULE 'K'</u>		
<u>INVENTORIES</u>		
(At cost except otherwise stated-as valued, verified and certified by the Management)		
(i) Raw Materials	1,10,60,205	95,11,225
(ii) Packing Materials	66,40,669	72,09,037
(iii) Miscellaneous Stock	3,52,267	5,50,549
(iv) Finished Goods	1,86,65,149	2,28,04,538
(At cost or market price whichever is lower)		
TOTAL	3,67,18,290	4,00,75,349
<u>SCHEDULE 'L'</u>		
<u>TRADE RECEIVABLES</u>		
(A) Trade receivables outstanding for a period less than six months from the date they are due for payment		
(i) Secured, considered goods	—	—
(ii) Unsecured, considered goods	11,94,91,167	9,53,28,240
(ii) Doubtful	—	—
Less:- Allowance for bad and Doubtful Debts	—	—
	11,94,91,167	9,53,28,240
(B) Trade receivables outstanding for a period exceeding six months from the date they are due for Payment		
(i) Secured, considered goods	—	—
(ii) Unsecured, considered goods	4,53,08,761	4,69,63,706
(ii) Doubtful	—	—
Less:- Allowance for bad and Doubtful Debts	—	—
	4,53,08,761	4,69,63,706
TOTAL	16,47,99,928	14,22,91,946
<u>SCHEDULE 'M'</u>		
<u>CASH AND CASH EQUIVALENTS</u>		
(A) Balance with banks:		
(I) Earmarked Bank Balances		
Unpaid dividend bank account	10,720	10,720
(II) Bank Balances held as margin money or as security against		
(i) Letter of Credit	3,25,000	6,71,204
(ii) Other Commitments Gaurantee Margin	5,16,070	8,78,095
(III) Other Bank Balances		
(i) Other including balances in current account	30,04,681	6,13,208
(IV) FDR	97,69,748	10,25,659
(V) Security Deposit with Various Agencies	14,07,409	—
(B) Cash on hand	8,12,119	10,92,715
TOTAL	1,58,45,747	42,91,601

KILPEST INDIA LIMITED

FORTY SIXTH ANNUAL REPORT 2017-2018

Schedules annexed to and forming part of the consolidated Balance Sheet as on 31st March, 2018

Particulars	As at 31st March 2018	As at 31st March 2017
<u>SCHEDULE 'N'</u>		
<u>SHORT - TERM LOAN AND ADVANCES</u>		
Unsecured , considered goods		
- Advances Income Tax	44,03,181	4,55,926
- Balances with Excise and Sales Tax Authorities	6,05,247	1,66,088
- Other :	4,10,03,374	3,42,14,315
(Advance for goods purchase prepaid expenses & other trade advances)		
TOTAL	4,60,11,802	3,48,36,329
<u>SCHEDULE 'O'</u>		
<u>COST OF MATERIALS CONSUMED</u>		
Chemicals & other raw materials	10,68,40,855	7,08,02,476
Soapstone & other raw materials	35,14,201	35,81,682
Stores & other materials	1,21,52,147	1,18,77,981
TOTAL	12,25,07,203	8,62,62,139
<u>SCHEDULE 'P'</u>		
<u>CHANGES IN INVENTORIES OF FINISHED GOODS</u>		
(Increase) / decrease in inventories:		
Inventories at the end of the year		
Finished goods	1,31,13,809	1,56,16,615
Inventories at the beginning of the year		
Finished goods	1,56,16,615	1,31,49,855
TOTAL	25,02,806	(24,66,760)
<u>SCHEDULE 'Q'</u>		
<u>EMPLOYEE BENEFITS EXPENSES</u>		
Salary and wages	2,00,56,946	1,86,68,301
Contribution to Provident & other funds	10,09,485	15,29,347
TOTAL	2,10,66,431	2,01,97,648

KILPEST INDIA LIMITED

FORTY SIXTH ANNUAL REPORT 2017-2018

Particulars	As at 31st March 2018	As at 31st March 2017
<u>SCHEDULE 'R'</u>		
<u>OTHER EXPENSES</u>		
Power , fuel & water	19,87,838	18,61,587
Repairs to :	58,321	1,20,356
Buildings	4,01,091	2,27,867
Plant & Machinery	2,26,735	4,11,570
Others		
Insurance	1,81,235	1,36,539
Rent	2,81,000	2,61,000
Rates, Taxes & Duties	7,16,200	28,48,564
Director Remuneration & sitting fees	6,28,000	
Auditors, remuneration	65,000	63,000
Carriage outward	41,09,708	38,89,016
R&D Expenses		
Salary & other allowances	20,64,192	18,38,606
Consumption of stores	1,89,617	1,04,815
Other expenses	4,05,874	1,80,161
Legal & Professional Fess	12,06,386	7,14,661
Selling, Distribution & Sales Promotion Expenses	25,87,479	29,52,953
Miscellaneous expenses	1,66,69,557	1,63,83,427
TOTAL	3,17,78,233	3,19,94,122

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 95.38% 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 31st March 2018.
- 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. 1st 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 inclusive of VAT, CST, 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 31st March, 1993 were revalued as on that date and are accordingly carried at revalued figures. Fixed assets tangible/intangible acquired after 31st 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.

C. 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, T. T. Nagar Branch, Bhopal is Rs 8,41,070 (Previous year Rs 15,49,299).

5. Contingent Liabilities:

Particulars	2017-2018	2016-2017
I) Guarantees given on behalf of the Company by Company's bankers	51,57,920	82,19,699
II) Letters of Credit for purchase of raw materials	10,75,275	18,31,311

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 NIL (Previous Year NIL)
- b) Revenue Expenditure Rs 22,56,439 (Previous Year Rs 20,04,345)

8. DIRECTORS REMUNERATION

	2017-2018	2016-2017
Remuneration	30,20,000	22,20,000
Other Benefits	15,82,923	5,33,701
Sitting Fees	2,66,000	1,75,000

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 31st March,2018:-

(A) Relationships:

I. Key Management Personnel & Relatives:-

- a) Shri Ram Kuber Dubey, C & MD
- b) Shri Dharendra Dubey, Whole-time Director
- c) Shri Nikhil Dubey, Whole-time Director
- d) Smt. Mithala Dubey
- e) Smt. Anamika Dubey
- f) Smt. Madhulika Dubey

II. 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.	In relation to Item No. -			
	A(i) above			
	2017-2018	2016-2017	2017-2018	2016-2017
D) Interest Paid	11,56,487	23,42,854	-	-
II) Salary & other benefits	39,69,664	25,41,664	-	-
III) Outstanding payable as on 31st March,2018	2,14,89,267	2,75,31,462	-	-

11. Statement showing calculation of Earnings Per Share as per AS-20 issued by The Institute of Chartered Accountants of India:-

Particulars	2017-2018	2016-2017
Profit after Tax	3,42,61,307	1,13,18,942
Weighted average number of	63,83,550	63,81,050
Equity Shares of Rs 10/- each	5.37	1.72
Earnings Per Share (Re)		

As per our annexed report of even date

(R.K. DUBEY)
Chairman & Mg. Director

Baheti & Co.
Chartered Accountants

(D.K.DUBEY)
Whole Time Director

(DEEPAK BAHETI)

(N.K.DUBEY)
Whole Time Director

Partner
Firm Registration No: 006287C
Membership No: 075063

Place: Bhopal
Date: 23rd May, 2018

To,
 Adroit Corporate Services Pvt. Ltd
 Unit: KILPEST INDIA LIMITED
 17-20, Jafferbhoy Ind. Estate,
 1st Floor, Makwana Road,
 Marol Naka, Andheri (E), Mumbai 400059, India.

Updation of Shareholder Information

I/ We request you to record the following information against our Folio No.:

General Information:

Folio No.:	
Name of the first named Shareholder:	
PAN: *	
CIN/ Registration No.: * (applicable to Corporate Shareholders)	
Tel No. with STD Code:	
Mobile No.:	
Email Id:	

*Self attested copy of the document(s) enclosed

Bank Details:

IFSC: (11 digit)	MICR: (9 digit)
Bank A/c Type:	Bank A/c No.: *
Name of the Bank:	
Bank Branch Address:	

* A blank cancelled cheque is enclosed to enable verification of bank details.

I/ We hereby declare that the particulars given above are correct and complete. If the transaction is delayed because of incomplete or incorrect information, I/ We would not hold the Company/ RTA responsible. I/ We undertake to inform any subsequent changes in the above particulars as and when the changes take place. I/ We understand that the above details shall be maintained by you till I/We hold the securities under the above mentioned Folio No.

Place:

.....

Date:

Signature of Sole First holder

**Statement pursuant to Section 129 of the Companies Act, 2013,
relating to Subsidiary Companies**

1. Name of the Subsidiary : 3B BlackBio Biotech India Ltd.
2. Financial year of the subsidiary company ended on : 31.03.2018
3. Date from which it became Subsidiary : 12.11.2010
4. (a) Number of shares held by Kilpest India Ltd. (Holding Company) the financial year of the Subsidiary : 5,98,500 equity shares of Rs. 10/-
(b) Extent of share holding interest of Holding Company at the end of financial year of the subsidiary : 95.38%
5. The Net aggregate amount of the Subsidiary's Profit/ (Losses) so far as it concerns the members of the Holding Company not dealt with the Holding Company's accounts.
(i) For the financial year ended 31st March 2018 : 2,43,55,980
(ii) For the previous year : 16,80,494
6. The Net aggregate amount of the Profit of the Subsidiary which has been dealt with in the accounts of the Holding Company.
(i) For the financial year ended 31 March 2018 : NIL
(ii) For the previous year : NIL
7. Material changes between the end of the Financial Year of the Subsidiary and the Holding Company's financial year. : N.A.

(R.K.DUBEY)
Managing Director

For Baheti & Co.
Chartered Accountants

(D.K. DUBEY)
Director

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

(N.K. DUBEY)
Director

Place: Bhopal
Dated : 23rd May, 2018