

Date: 28/09/2022

To,

The Board of Directors

Kilpest India Limited

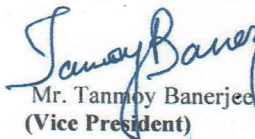
7C, Industrial Area Govindpura, Bhopal- 462023 Madhya Pradesh, India

**SUBJECT: AMALGAMATION BETWEEN 3B BLACKBIO BIOTECH INDIA LIMITED (TRANSFEROR COMPANY) WITH KILPEST INDIA LIMITED (TRANSFeree COMPANY)**

THE ENCLOSED ABRIDGED PROSPECTUS HAS BEEN PREPARED BY THE COMPANIES IN TERMS OF PARA 3(A) OF PART I (A) OF THE SEBI CIRCULAR CFD/DIL3/CIR/2017/21 DATED MARCH 10, 2017 FOR THE AMALGAMATION BETWEEN 3B BLACKBIO BIOTECH INDIA LIMITED (TRANSFEROR COMPANY) WITH KILPEST INDIA LIMITED (TRANSFeree COMPANY) AND THEIR RESPECTIVE SHAREHOLDERS UNDER SECTIONS 230 TO 232 OF THE COMPANIES ACT, 2013 AS APPROVED BY THE BOARD OF DIRECTORS OF THE RESPECTIVE COMPANIES IN THEIR MEETINGS HELD ON 27<sup>TH</sup> DECEMBER, 2021. IN THIS RESPECT WE CONFIRM:

- a. The abridged prospectus for The amalgamation between 3B Blackbio Biotech India Limited (Transferor Company) with Kilpest India Limited (Transferee Company) contains all the applicable information about the Companies as specified in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2018 as amended up to date.
- b. Accuracy and adequacy of the abridged prospectus of the above Companies.

Yours faithfully,  
For Capitalsquare Advisors Private Limited

  
Mr. Tannoy Banerjee  
(Vice President)



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**CAPITAL SQUARE ADVISORS PRIVATE LIMITED**

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**IN THE MATTER OF ABRIDGED PROSPECTUS, MEMORANDUM CONTAINING  
INFORMATION FOR KILPEST INDIA LIMITED (THE 'COMPANY')**

THIS ABRIDGED PROSPECTUS IS IN THE NATURE OF INFORMATION MEMORANDUM IN TERMS OF SEBI CIRCULAR CFD/DIL3/CIR/2017/21 DATED MARCH 10, 2017 FOR THE DRAFT SCHEME OF AMALGAMATION BETWEEN 3B BLACKBIO BIOTECH INDIA LIMITED (TRANSFEROR COMPANY) WITH KILPEST INDIA LIMITED (TRANSFeree COMPANY) AND THEIR RESPECTIVE SHAREHOLDERS UNDER SECTIONS 230 TO 232 OF THE COMPANIES ACT, 2013 AS APPROVED BY THE BOARD OF DIRECTORS OF THE COMPANY IN THEIR MEETING HELD ON 27<sup>TH</sup> DECEMBER, 2021.

THIS ABRIDGED PROSPECTUS CONTAINS 4 (FOUR) PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES

You may also download the copy of the draft Scheme Of Amalgamation approved by the Board of Directors of the Companies, this Abridged Prospectus and other documents in connection to the Scheme of Amalgamation from the websites of Stock Exchanges or Kilpest India Limited i.e.; [www.bseindia.com](http://www.bseindia.com); [www.kilpest.com](http://www.kilpest.com);

**Kilpest India Limited**

**Registered office:** 7C, Industrial Area Govindpura, Bhopal- 46202 3Madhya Pradesh, India.

**Contact Person:** Ms Navneet Kaur .Telephone: 0755-2586536

Email:[kilpest@bsnl.in](mailto:kilpest@bsnl.in)/[cs@kilpest.com](mailto:cs@kilpest.com)

CIN:L24211MP1972PLC001131

Website:[www.kilpest.com](http://www.kilpest.com)

**PROMOTERS OF THE COMPANY**

1. Rajesh Kumar Dubey
2. Mahesh Kumar Upadhyay
3. Santosh Kumar Dubey
4. Sanjay Kumar Dubey
5. Mithala Laboratories Private Limited
6. Dharendra Dubey
7. Njkhil Kuber Dubey
8. Mithla Dubey
9. Madhulika Dubey
10. Ram Kumar Dharendra Kumar ( HUF)
11. Anamika Dubey

**SCHEME OF AMALGAMATION**

The Board of Directors of the Company at its meeting held on 27<sup>th</sup> December, 2021 has approved the draft Scheme of Amalgamation with 3BBlackBio Biotech India Limited (Transferor Company) with Kilpest India Limited (Transferee Company) and their respective shareholders under sections 230 to 232 of the Companies Act, 2013.

In Consideration of the Merger, Kilpest India Limited shall without any further act or deed, issue and allot 833 (EightHundredThirtyThree Only) fully paid-up equity shares of Rs 10/- (Rupees TenOnly) each for every 100Equity shares of Rs. 10/- (Rupees Ten only) held by the shareholders of 3BBlackBio Biotech India Limited, holding fully paid-up equity shares and whose names appear in the Register of Members of the 3BBlackBio Biotech India Limited on the Record Date or to such of their respective heirs, executors, administrators, assignees, or other legal representatives or other successors in title as may be recognized by the Board of Directors of the 3BBlackBio Biotech India Limited.



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The Scheme of Amalgamation is subject to approval from the Stock Exchanges, SEBI, National Company Law Tribunal (NCLT), Shareholders and Creditors of all the Companies and other regulatory authorities' i.e. Regional Director (Ministry of Corporate Affairs) – Western Region, Official Liquidator of High Court, Registrar of Companies and Other Authorities, as may be applicable.

**ELIGIBILITY FOR THE SCHEME OF AMALGAMATION- SECTIONS 230 TO 232 OF THE COMPANIES ACT, 2013.**

**GENERAL RISKS**

General Risks are not applicable as no invitation is made to the public to subscribe to the shares of 3BBlackBio Biotech India Limited nor are the shares of 3BBlackBio Biotech India Limited being offered for sale to the public. It is a Scheme of Amalgamation wherein the shareholders of 3BBlackBio Biotech India Limited shall be discharged consideration in the form of shares of Kilpest India Limited against the transfer and vesting of business of the transferor companies with the transferee Company.

<b>PROMOTERS OF OUR COMPANY</b>
Mr. NikhilKuber Dubey, aged 51years and having a vast experience of more than 2 decades.
Mr. Dhirendra Dubey, aged 55 years and having vast experience of more then 2 decades.
Kilpest India Limited.is a Company incorporated under the Companies Act, 1956 The Company is an ISO certified company and has representation in India in the field of agriculture business comprising Crop Protection Products and Public Health Products, Bio products, Micro-Nutrients and Mix fertilizers
M/s 2Bblackbio,S.L. Spain is , A Biotech company and initial subscriber.
<b>3B BLACKBIO BIOTECH INDIA LIMITED IS NOT A LISTED COMPANY</b>

**BUSINESS OVERVIEW**

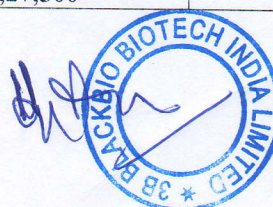
The company is engaged in the business of manufacturer in the field of RT-PCR and NGS based Molecular Diagnostic kits, engaged in design,development , manufacturing and commercialization of PCR based Molecular Diagnostic kits,PCR enzymes & PCR reagents.

**BOARD OF DIRECTORS**

Sr. No	Name of Director	Designation	Experience including current/ past position held in other forms
1	NikhilKuber Dubey	Director	Experience of 2 decades , Director in Kilpest India Ltd sine 1993,Director in 3B BlackBio since 2010.
2	Dhirendra Dubey	Director	Experience of more then 2 decades, Director in Kilpest India Ltd since 1995, appointed C&MD in Kilpest in 2020,Director in 3B BlackBio in 2020.
3	Shabbar Husain	Director	Qualified Chartered Accountants with an experience of more then 3 decades, Independent Director in both companies.

**SHAREHOLDING PATTERN**

Sr. No	Particulars	Pre Issue number of Shares	% Holding of Pre Issue
1	Kilpest India Limited	8,98,500	87.45
2	2B Blackbio, S.L.Spain	29,000	2.82
3	Nikhil Kuber Dubey	10,000	0.97
4	Dhirendra Dubey	40,000	3.89
5	PrateekGoel	50,000	4.87
	<b>Total</b>	<b>10,27,500</b>	<b>100</b>



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## AUDITED FINANCIALS

Amount in Rs. In Lacs

Particular	31 <sup>st</sup> March, 2022	31 <sup>st</sup> March, 2021
Income From Operation	6682.78	21421.35
Total Income	7358.89	21705.61
Net Profit/(Loss) Before Tax And Extraordinary Items	4239.75	14995.18
Net Profit/(Loss) After Tax And Extraordinary Items	3182.96	11216.13
Equity Share Capital	102.75	102.75
Reserve And Surplus	15071.73	12819.45
Net Worth	15174.48	12922.20
Earning Per Share (Rs.)	309.78	1091.59
Return On Net Worth (%)	20.98	86.79
Net Asset Value Per Share (Rs.)	1476.84	1257.64

Since the Company has no subsidiaries, the consolidated financials are not applicable

### INTERNAL RISK FACTORS

There are no major internal risks involved as no Equity Shares of the Company are proposed to be sold or offered pursuant to this Abridged Prospectus.

### SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTIONS

**A. Total number of outstanding litigations against the Company and amount involved**

There are two appeals filed by the company pending before Income Tax authorities and the amount involved is Rs 105.50 lacs.

**B. Brief details of top 5 material outstanding litigations against the Company and amount involved.**

Sr. No	Particulars	Litigations filed by	Current Status	Amount Involved
01	Appeal before CIT (A), faceless.	Company	Pending	6.26 lacs
02	Appeal before CIT(A), faceless.	Company	Pending	99.24 lacs

**C. Regulatory Actions, If any – disciplinary action taken by SEBI or Stock exchanges against the Promoters/ Group Companies in last 5 Financial years including outstanding action, if an:**

Not Applicable.

**D. Brief details of outstanding Criminal Proceedings against Promoters: -NA-**




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## DECLARATION BY THE COMPANY

We hereby declare that on term as of clause A. 3(a) of Annexure I of SEBI Circular No. CFD/DIL3/CIR/2017/21, all applicable information pertaining to 3B BlackBio Biotech India Limited in the format for Abridged Prospectus as provided in part D of Schedule VIII of SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2009 as the case may be, have been complied with. We further certify that all statements made in this Abridged Prospectus are true and correct.

For 3BBlackbioBiotech Limited

  
Nikhil Kuber Dubey.  
Director

