



KILPEST INDIA LIMITED

REGD. OFFICE & FACTORY :

7-C, INDUSTRIAL AREA, GOVINDPURA, BHOPAL - 462 023 (INDIA)

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CIN : L24211MP1972PLC001131

ANNEXURE VIII

Brief particulars of the Kilpest Private Limited and 3B Blackbio Biotech India Limited companies

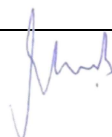

Particulars	Transferee/ Resulting Company	Transferor/ Demerged Company
Name of the company	Kilpest India Limited	3B Blackbio Biotech India Limited
Date of Incorporation & details of name changes, if any	27 th May, 1972	12 th November, 2010
Registered Office	7C, Industrial Area, Govindpura , Bhopal, MP-462023	7C, Industrial Area, Govindpura , Bhopal, MP-462023
Brief particulars of the scheme	Scheme of Amalgamation is presented under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 & the Rules framed thereunder including any statutory modifications or re-enactments thereof, if any, for the amalgamation of 3B BLACKBIO BIOTECH INDIA LIMITED (Company Registration No.: 024717 and having CIN:U24232MP2010PTC024717) defined as "the Transferor Company" with KILPEST INDIA LIMITED (Company Registration No.: 001131 and having CIN: L24211MP1972PLC001131) defined as "the Transferee Company" and in compliance with the conditions relating to "Amalgamation" as specified u/s 2(1B) of the Income Tax Act, 1961	
Rationale for the scheme	The Amalgamated Company will have greater efficiency in overall business including economies of scale, cash flow management of the amalgamated entity and unfettered access to cash flow generated by the combined business which can be deployed more efficiently for the purpose of development of businesses of the companies and their growth opportunities, eliminate inter corporate dependencies, minimize the administrative compliances, etc. resulting in maximisation of shareholders value	
Date of resolution passed by the Board of Director of the company approving the scheme	17 th September 2020/8 th March 2021	17 th September 2020/8 th March 2021
Date of meeting of the Audit Committee in which the draft scheme has been	17 th September 2020/8 th March 2021	17 th September 2020/8 th March 2021



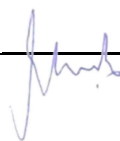

approved		
Appointed Date	1 st April, 2020	1 st April, 2020
Name of Exchanges where securities of the company are listed	BSE Limited	Unlisted
Nature of Business	The Transferee Company intends to integrate the operations of the Transferor Company with itself as a part of restructuring process by taking over the manufacturing unit along with its business know-how, market reach, all the tangible and intangible assets	The Transferor Company is engaged in the business engaged in the business of manufacturer in the field of RT-PCR based Molecular Diagnostic Kits, engaged in design, development, manufacturing and commercialization of PCR based Molecular Diagnostic kits, PCR Enzymes & PCR Reagents. The Transferee Company is major shareholder, holding 87.45 % of the issued, subscribed and paid up equity share capital of the Transferor Company. The Transferee Company is engaged in the business as manufacturers of ofagro-chemicals and is into manufacturing, dealing of pesticides, insecticides, fertilizers etc.
Capital before the scheme (No. of equity shares as well as capital in rupees)	75,08,100 Equity Shares(face value of Rs 10 each) Total capital: Rs. 7,50,81,000/- (Rupees Seven Crore Fifty Lakh Eighty One Thousand only)	10,27,500 Equity Shares (face value of Rs 10 each) Total capital: Rs.1,02,75,000/-` (Rupees One Crore Two Lakh Seventy Five Thousand only)
No. of shares to be issued	10,74,570 (face value of Rs 10 each)	Nil
Cancellation of shares on account of cross holding, if any	8,98,500 (Kilpest India Limited , holding company, holds 8,98,500 shares in its subsidiary company, 3B BlackBio Biotech India Limited, therefore after amalgamation these shares will get cancelled)	NIL (3B BlackBio Biotech India Limited, subsidiary company has no holding in its holding company , Kilpest India Limited , therefore no question of cancellation of shares arises)
Capital after the scheme (No. of equity shares as well as capital in rupees)	85,82,670 equity shares (No. of equity shares) (face value of Rs 10 each) Rs 8,58,26,700 (capital in rupees) (Rupees Eight Crore Fifty Eight Lakh Twenty Six Thousand Seven Hundred only)	NIL




Net Worth	(Rs. In crores)				(Rs. In crores)			
Pre	20.78				17.07			
Post	120.96				NA			
Valuation by independent Chartered Accountant – Name of the valuer/valuer firm and Regn no.	Bhavesh Rathod & Co. Chartered Accountants, Registered Valuer – SFA A/101, Shelter CHSL , CSC Road, Dahisar East, Mumbai 400068 Email- info@cabhavesh@gmail.com M.No.119158							
Methods of valuation and value per share arrived under each method with weight given to each method, if any.	1. Asset Approach 2. Market Approach - Comparable Company Market (CCM) Multiple Method 3. Income Approach - Discounted Cash Flow Method (DCF)				1. Asset Approach 2. Market Approach - Comparable Company Market (CCM) Multiple Method 3. Income Approach - Discounted Cash Flow Method (DCF)			
	Valuation Methodology: In the instant case, based on the nature of business of the Company, availability of data and generally acceptable valuation methodologies, we have valued the Equity Shares of using the Comparable Company Multiple, Volume weighted average price and DCF method. NAV method is not considered for transferee company as it derived is major value from the investments in unlisted company. And also, in transferor company Net Asset value is not substantial.(Refer Note 1 for details)							
Fair value per shares	Rs.425.37				Rs 3542.75			
Exchange ratio	8.33:1 (For every 1 share of 3B BlackBio Biotech India Limited 8.33 shares of Kilpest India Limited will be issued.)							
Name of Merchant Banker giving fairness opinion	CapitalSquare Advisory Private Limited							
Shareholding pattern	Pre		Post		Pre		Post	
	No. of Shares	% of Shares	No. of Shares	% of holding	No. of Shares	% of holding	No. of Shares	% of holding
Promoter	28,79,448	38.35	35,37,518	41.23	9,77,500	95.13	0	0
Public	46,28,652	61.65	50,45,152	58.78	50,000	4.87	0	0
Custodian	-	-	-	-	-	-	-	-
TOTAL	75,08,100	85,82,670	85,82,670	100.00	10,27,500	100.00	0	0
No of shareholders	Pre		Post		Pre		Post	
	6539		6541		5		0	
Names of the Promoters (with PAN	Name		PAN		Name		PAN	

nos.)	SANTOSH KUMAR DUBEY	AKFPD1643R	NIKHIL KUBER DUBEY	AEHPD1606G
	RAJESH KUMAR DUBEY	AKDPD4855B	DHIRENDRA DUBEY	AEHPD4920K
	SANJAY KUMAR DUBEY	ACSPD5214D	KILPEST INDIA LIMITED	AABCK3873D
	MAHESH KUMAR UPADHYAY	AAEPU8603M	2B BLACKBIO, S.L. SPAIN	-
	MITHALA LABORATORIES PRIVATE LIMITED	AAHCM1785C		
	DHIRENDRA KUBER DUBEY	AEHPD4920K		
	NIKHIL KUBER DUBEY	AEHPD1606G		
	RAM KUBER DUBEY	ADSPD2662C		
	MITHLA DUBEY	ADSPD2660A		
	ANAMIKA DUBEY	AKFPD1636E		
	MADHULIKA DUBEY	AKDPD4071F		
	RAM KUBER DHIRENDRA KUMAR	AADHR2191G		
Names of the Board of Directors (with and nos.)	Name	PAN	Name	PAN
	NIKHIL KUBER DUBEY (DIN-00538049)	AEHPD1606G	NIKHIL KUBER DUBEY (DIN-00538049)	AEHPD1606G
	RAM KUBER DUBEY (DIN- 00872672)	ADSPD2662C	DHIRENDRA DUBEY (DIN-01493040)	AEHPD4920K
	DHIRENDRA DUBEY (DIN- 01493040)	AEHPD4920K	SHABBAR HUSAIN (DIN-02423696)	AAKPH6677A
	SHABBAR HUSAIN (DIN- 02423696)	AAKPH6677A		
	MITHLA DUBEY (DIN- 03597415)	ADSPD2660A		
	ABDUL MOIN KHAN (DIN- 07918067)	AGVPK4238M		
Please specify relation among the companies	M/s 3B BLACKBIO BIOTECH INDIA LIMITED is the Subsidiary of M/s KILPEST INDIA LIMITED		M/s KILPEST INDIA LIMITED is the Holding Company of M/s 3B BLACKBIO BIOTECH INDIA LIMITED	




involved in the scheme, if any		
Details regarding change in management control in listed or resulting company seeking listing if any	NA	

Note 1)

Valuation Methodology Adopted

	Kilpest India Limited	3B Blackbio Biotech India Limited
Valuation Method		
Net Asset Value (*)	Not Applied	Not Applied
Comparable Company Multiple (**)	Applied	Applied
Discounted Cash Flow (***)	Applied	Applied

(*) Net Asset Value method is not considered for transferee company as it derived is major value from the investments in unlisted company. And also, in transferor company Net Asset value is not substantial.

(**) Comparable Companies Multiple Method has been considered comparing similar listed companies in the industry.

(***) DCF Method has been considered based on the financials projections provided by the management.

