

**KILPEST INDIA LIMITED**

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

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**CIN: L24211MP1972PLC001131**

**NOTICE**

**NOTICE** is hereby given that Extra Ordinary General Meeting of the Members of **M/s KILPEST INDIA LIMITED** will be held on **Monday , 18<sup>th</sup> December , 2017** at **11:30 A.M.** at its Registered Office at 7-C, Industrial Area, Govindpura, Bhopal -462023 to transact the following business as a special business.

**SPECIAL BUSINESS****1. PREFERENTIAL ISSUE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES TO PROMOTERS/NON PROMOTERS**

To consider and if thought fit, to pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION**:

**"RESOLVED THAT** pursuant to the provisions of Section 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and the applicable Rules there under (the "Act") and any applicable subsisting Sections of the Companies Act, 1956, as amended, and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to and in accordance with any other applicable law or regulation in India, the provisions of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "SEBI ICDR Regulations"), the Listing Regulations of the stock exchanges where the shares of the Company are listed and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India ("GOI"), the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI") and the stock exchanges where the shares of the Company are listed ("Stock Exchanges") and subject to requisite approvals, consents, permissions and/or sanctions, if any, of the GOI, the SEBI, the Stock Exchanges and other appropriate statutory, regulatory or other authority and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting any such approvals, consents, permissions, and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee which the Board may have constituted or may hereinafter constitute to exercise one or more of its powers including the powers conferred hereunder), the consent of the Company, be and is hereby accorded to the Board to create, offer, issue and allot:

1294000 Warrants having an option to apply for equity shares of face value of Rs 10/- each on a preferential basis at an issue price to be determined in accordance with Regulation 76 of the SEBI ICDR Regulations to the following persons in the manner as mentioned herein below:

1. 194000 Equity Shares of face value of Rs 10/- each to Mr. Ram Kuber Dubey , Promoter
2. 550000 Equity Shares of face value of Rs 10/- each to M/s Own Leasing and Finance Private Limited, Non Promoter
3. 550000 Equity Shares of face value of Rs 10/- each to Mr. Varun Daga , Non Promoter”

“RESOLVED FURTHER THAT the relevant date, as per Regulation 71 of the SEBI ICDR Regulations for the determination of issue price of the Warrants to be allotted to Mr. Ram Kuber Dubey, M/s Own Leasing and Finance Private Limited and Mr. Varun Daga (“Proposed Allottees”) pursuant to the preferential issue is fixed as 18th November, 2017 i.e. 30 days prior to the date of passing of special resolution to approve the Proposed preferential issue in terms of Section 62(1) (c) of the Act.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of equity shares upon exercise/conversion of such Warrants on or before the expiration of 18 months in accordance with Regulation 75 of the SEBI ICDR Regulations in one or more tranches.”

“RESOLVED FURTHER THAT the issue and allotment of equity shares arising out of exercise of option attached to Warrants, to the Proposed Allottees, shall be on the following terms and conditions:

- a) The Warrants shall be allotted within a period of 15 days from the date of passing of this resolution.
- b) Pursuant to Regulation 74(4) of the SEBI ICDR Regulations, the Equity shares to be allotted pursuant to exercise/conversion of Warrants, shall only be made in dematerialised form;
- c) The price of each equity share to be issued in lieu of the Warrants will be calculated in accordance with the provisions of Regulation 76(1) of Chapter VII of the SEBI ICDR Regulations on the basis of the relevant date being the date i.e. 30 days prior to the date of passing of special resolution to approve the proposed preferential issue;
- d) The amount to be paid on warrant shall be equivalent to at least 25% of the price to be determined in terms of Regulation 77 of the SEBI ICDR Regulations which shall be paid against each Warrant at the time of allotment of Warrants and the balance consideration i.e. 75% shall be paid at the time of allotment of equity shares pursuant to exercise of option against each such Warrant;
- e) The consideration for allotment of warrants and equity shares arising out of exercise of option attached to Warrants shall be paid to the Company from the Bank Account of the Proposed Allottee;
- f) In case the option to subscribe to equity shares against such Warrants is not exercised by the Proposed Allottee within eighteen months from the date of their respective allotment, the consideration paid by the Proposed Allottee in respect of such Warrants shall be forfeited by the Company as provided under regulation 77(4) of SEBI ICDR Regulations;
- g) The equity shares allotted pursuant to exercise of options attached to Warrants issued on preferential basis shall remain locked-in from such date and for such periods as specified under Chapter VII of the SEBI ICDR Regulations; and
- h) The entire pre-preferential allotment shareholding of the Proposed Allottees, if any, shall be locked-in from the Relevant date up to a period of six months from the date of trading approval granted by the Stock Exchange for the equity shares allotted pursuant to such Warrants as specified under Chapter VII of the SEBI ICDR Regulations.”

“RESOLVED FURTHER THAT equity shares to be allotted upon exercise/conversion of Warrants shall rank paripassu in all respects including as to dividend, with the existing fully paid up equity shares of the Company,

subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, at its discretion deem necessary, desirable or expedient to effect issue or allotment of equity shares pursuant to exercise of the Warrants, issue of offer letter, making necessary filings with the stock exchanges and listing of the said equity shares allotted upon conversion of warrants with the Stock Exchange(s) as appropriate and to resolve and settle all questions and difficulties that may arise in the proposed issue and allotment of any of the said Warrants and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by the above resolutions to any director or directors or to any committee of directors or any other officer or officers of the Company to give effect to the aforesaid resolution.”

## **2. ISSUE OF CONVERTIBLE WARRANTS/ EQUITY SHARES TO PROMOTER AND NON PROMOTERS ON PREFERENTIAL BASIS IN M/S 3B BLACKBIO BIOTECH INDIA LIMITED, SUBSIDIARY COMPANY.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION**:

- “RESOLVED THAT 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, the Consent of the Members of the Company be and is hereby accorded to authorize the Board of Directors(including any committee constituted thereof) of the Subsidiary Company, M/s 3B BlackBio Biotech India Limited to offer and issue Equity Shares of Rs. 10/- each for cash at a price of Rs 100.00 (Rs 10/- face value and Rs 90 towards premium)determined on the basis of valuation report of a registered valuer under the applicable provisions of Companies Act, 2013, on preferential basis through private placement, to the following:

S.No.	Name	Number of Equity Shares	Category
1	M/s Kilpest India Limited, Holding Company	300000	Promoter
2	Mr. Dharendra Dubey	40000	*Promoter
3	Mr. Nikhil Kuber Dubey	10000	*Promoter
4	Mr. Prateek Goel	50000	Non Promoter

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

“FURTHER RESOLVED THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to take such steps and to do all such other acts, deeds, matters and things and accept any alteration(s) or amendment(s) or correction(s) or modification(s) as it may deem fit and appropriate and give such directions/ instructions as may be necessary to settle any question, difficulty or doubt that may arise in this regard.”

### **3. INVESTMENT OF Rs 30,000,000 IN SHARE WARRANTS OF M/S 3B BLACKBIO BIOTECH INDIA LIMITED, SUBSIDIARY COMPANY.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION**:

**"RESOLVED THAT** pursuant to the provisions of section 186 and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification thereto or re-enactment thereof for the time being in force)(the "Act"), the Articles of Association of the Company, the Consent of the Members of the Company be and is hereby accorded to invest Rs 30,000,000 (Rupees Three Crores) in share warrants of M/s 3B Blackbio Biotech India Limited, Subsidiary Company to infuse funds in Subsidiary, to accelerate growth of M/s 3B BlackBio Biotech India Limited, (Subsidiary Company), meeting its growth objectives and use funds in working capital requirement."

**"RESOLVED FURTHER THAT** M/s KILPEST INDIA LIMITED for the purpose of giving effect to the aforesaid resolution, will take 3,00,000 (Three lakh) share warrants in its subsidiary company, M/s 3B BLACKBIO BIOTECH INDIA LIMITED at a price of Rs 100.00 (Rs 10/- face value and Rs 90 towards premium) determined on the basis of valuation report of a registered valuer under the applicable provisions of Companies Act, 2013 and make necessary investment as per the stipulated Payment terms."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to take such steps and to do all such other acts, deeds, matters and things and accept any alteration(s) or amendment(s) or correction(s) or modification(s) as it may deem fit and appropriate and give such directions/ instructions as may be necessary to settle any question, difficulty or doubt that may arise in this regard."

BY ORDER OF THE BOARD OF DIRECTO

-Sd/-

(RAM KUBER DUBEY)

CHAIRMAN & MANAGING DIRECTOR

Place: Bhopal

Dated: 22<sup>nd</sup> November 2017

#### **NOTES:**

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ('Act') relating to the Special Business to be transacted at the Extra-Ordinary General Meeting ('EGM') is annexed hereto and forms part of the Notice.

**2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

**PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY AT ANY TIME BUT NOT LESS THAN 48 HOURS BEFORE THE TIME OF THE EGM. A FORMAT OF PROXY FORM IS ENCLOSED. PROXIES SUBMITTED ON BEHALF OF COMPANIES,**

**SOCIETIES, ETC. TO ATTEND AND VOTE AT THE EGM ON THEIR BEHALF MUST BE SUPPORTED BY CERTIFIED COPY OF THE BOARD RESOLUTION/ AUTHORITY LETTER, AS APPLICABLE.**

3. A person can act as a proxy on behalf of members not exceeding 50 (fifty) in number and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. Members are requested to bring their attendance slip to the EGM Venue.
5. Attendance Slip, Proxy Form along-with the route map showing directions to reach the venue of the EGM is enclosed herewith.
6. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
7. The Notice of an Extra Ordinary General Meeting will be sent through email to those members who have opted to receive electronic communication or who have registered their email addresses with the Company/ Depository Participants. The notice is also available on our website, i.e. [www.kilpest.com](http://www.kilpest.com). The members may obtain a physical copy of the notice, by sending a request to the Company Secretary at Company's Registered Address or sending a request on the email
8. The Company has appointed Mr. P.K. Rai, Practising Company Secretary, to act as the scrutinizer, for conducting the scrutiny of the votes cast.
9. In compliance with provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI), the Company is pleased to provide its members the facility to exercise their right to vote at the EGM by electronic means from a place other than the venue of the EGM ('remote e-voting').

For this purpose, the Company has availed the e-Voting Services provided by CDSL.

The complete details of instructions for e-voting are as provided below:

The facility for voting through ballot paper shall also be available at the EGM and the members attending the EGM who have not cast their vote through remote e-voting shall be able to cast their vote at the EGM.

Members who would have already cast their vote through remote e-voting shall be entitled to attend the EGM but shall not have the right to vote again at EGM.

BY ORDER OF THE BOARD OF DIRECTORS

-Sd/-

(RAM KUBER DUBEY)

CHAIRMAN & MANAGING DIRECTOR

Place: Bhopal

Dated: 22<sup>nd</sup> November 2017

**EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 (the Act)**

The following statement sets out the material facts concerning the special business mentioned in the accompanying Notice.

### Item Nos. 1

The Company is in need of funds to:

- (1) Pay off Debt with aim to make Company "Zero Debt" in future.
- (2) Infuse funds in Subsidiary, to accelerate growth of M/s 3B BlackBio Biotech India Limited, Subsidiary Company
- (3) Upgrade R & D , Formulation plants of Company.
- (4) Use funds in working capital requirement.

It was therefore thought expedient to raise the funds through issue of warrants / equity shares to promoter and Non promoters on preferential basis.

The Board of Directors has therefore decided to issue and offer 194000 warrants on preferential basis to Mr. Ram Kuber Dubey of Promoter Group and 1100000 Equity Shares on Preferential basis to identified persons namely Mr. Varun Daga and M/s Own Leasing and Finance Private Limited, Non-Promoters at a price of Rs 85.00 (Rupees Eighty Five only), determined in accordance with SEBI ICDR Regulations subject to necessary approvals as may be required in his regard .Warrants and Equity Shares shall be allotted within 15 days from the date of passing of special resolution.

### Salient features of the preferential issue of Warrants are as under:

The proposed issue and allotment of Warrants, on a preferential basis, shall be governed by the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("ICDR Regulations") and the Companies Act, 2013 read with rules made thereunder ("Act").

Without generality to the above, the salient features of the preferential issue of Warrants are as under:

- The "**Relevant Date**" as per the ICDR Regulations for determining the minimum price for the preferential issue of Warrants is November 18, 2017, which is 30 days prior to the date of the shareholders' meeting to be held on December 18, 2017.

- The minimum price as per the pricing formula prescribed under the ICDR Regulations for the preferential issue of Warrants is Rs. 85.00/- (Rupees Eighty Five only), being higher of

- (a) the average of the high and low of the volume weighted average price at the Bombay Stock Exchange of India Limited for 26 weeks prior to the relevant date viz. Rs. 61.23./- (Rupees Sixty One and Paise Twenty Three only), and

- (b) the average of the high and low of the volume weighted average price at the Bombay Stock Exchange of India Limited for 2 weeks prior to the relevant date viz. Rs. 84.39/- (Rupees Eighty Four and Paise Thirty Nine only) The issue price of the Warrants is Rs. 85.00/- (Rupees Eighty Five only) per warrant which is above the aforesaid minimum price.

- 25% of the consideration for preferential issue of Warrants shall be received by the Company prior to the allotment of said warrants

- The Warrants shall be exercised within a period of 18 (eighteen) months from the date of their allotment, in one or more tranches.

· At the time of exercise, the Warrant Holder shall pay the balance 75% of the consideration payable in respect of the Warrants so being exercised.

• Post conversion of the Warrants, the paid-up equity share capital would be Rs. 77, 02,100 /- (Rupees Seventy Seven Lakh Twenty One Hundred only) and Rs. 970, 50,000/- (Rupees Nine Hundred Seventy Lakh Fifty Thousand only) shall be transferred to Securities Premium Account, on the assumption that entire 1294000 Warrants will be subscribed by Warrant Holder and converted into equity shares by the Company on application being made by the Warrant Holder to that effect.

• The Company has not made any preferential issue of securities in this financial year, other than the proposed issue of Warrants as stated in this notice.

• The Warrant Holder has not sold any equity shares during the six months preceding the Relevant Date. The Warrant Holder has not subscribed to any warrants of the Company during last one year.

Pursuant to the provisions of section 62 (1) (c) of Companies Act, 2013, preferential allotment of Warrants and Shares needs to be approved by the shareholders by passing special resolution.

In terms of Regulation 73 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 ('SEBI ICDR Regulations'), the following disclosures are made.

#### **1. Objects of the Preferential Issue of Warrants / Shares**

The Objects of the proposed preferential issue of Warrants/ Shares are:

- (1) Pay off Debt with aim to make Company "Zero Debt" in future.
- (2) Infuse funds in Subsidiary, to accelerate growth of M/s 3B BlackBio Biotech India Limited, (Subsidiary Company)
- (3) To upgrade R & D & Formulation plants of Company.
- (4) To use funds in working capital requirement.

#### **2. The proposal of the promoters, directors or key management personnel of the Company to subscribe to the offer**

Shri Ram Kuber Dubey of promoter group intends to subscribe to the preferential issue of 194000 Warrants.

#### **3. The proposal of the non promoters to subscribe to the offer**

Mr. Varun Daga and M/s Own Leasing and Finance Private Limited intend to subscribe to the preferential issue of 1100000 equity shares.

#### **4. Relevant Date**

Relevant date for the purpose of calculation of the price of the Warrants is 18th November, 2017, being 30 days prior to the date of the Extra Ordinary General Meeting to approve the proposed preferential issue in accordance with SEBI ICDR Regulations.

#### **5. Basis or justification of price**

The price will be determined in accordance with the provisions of Chapter VII of SEBI ICDR Regulations. Since the Company is listed on Bombay Stock Exchange Ltd., the trading volume of securities of the Company on the stock exchanges has been considered to determine the higher trading volume for computation of price.

The proposed allotment of Warrants and Equity Shares shall be made at the price which is computed as per pricing formula specified under regulation 76 of SEBI ICDR Regulations.

#### **6. Undertaking by the Company**

The Company hereby undertakes that:

(a) It would re-compute the price of the Warrants and Equity Shares mentioned above in accordance with SEBI ICDR Regulations, wherever it is required to do so;

(b) If the amount payable on account of the re-computation of the price is not paid by the Proposed Allottees within the time specified under SEBI ICDR Regulations, the specified securities/Warrants shall continue to be locked-in till the time such amount is paid by the Proposed Allottees.

### **7 Terms of Warrants/Equity Shares to be issued to the Proposed Allottee (Promoter)**

(a) At any time after the allotment of Warrants but on or before expiry of 18 (eighteen) months from the date of allotment of Warrants, the Proposed Allottees shall be entitled, in one or more tranches, to apply for and obtain allotment of equal number of equity share for each of such warrant, as would be calculated at the price which is computed as per pricing formula specified under regulation 76 of SEBI ICDR Regulations.

(b) An amount equivalent to 25% of the total consideration shall be payable at the time of subscription of Warrants.

(c) Upon exercise of the right to subscribe for equity share, the warrant holders shall be liable to make the payment of balance sum (being 75% of the issue price) 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.

(d) Upon receipt of payment as above the Board (or the committee authorized by the Board) shall allot one equity share per warrant by appropriating ₹ 10/- towards equity share capital and balance amount paid against each warrant towards share premium.

(e) In the event of entitlement attached to warrant to subscribe for equity shares is not exercised within the period of 18 months from the date of allotment, the same shall lapse and the amount paid on the Warrants shall stand forfeited.

(f) The Warrants by itself does not give to the holders thereof any rights of the shareholders of the Company.

(g) The equity shares to be issued and allotted by the Company on exercise/conversion of Warrants in the manner aforesaid shall be in de-materialized form and subject to the Memorandum and Articles of Association of the Company and shall rank paripassu in all respects with the then existing equity shares of the Company and be listed on the stock exchanges where the equity shares of the Company are listed.

### **8. Proposed time within which preferential issue of Warrants shall be completed**

As required under the ICDR Regulations, the preferential issue of Warrants shall be completed, within a period of 15 days from the date of passing of the special resolution contained in this Notice. Provided that where the allotment on preferential basis is pending on account of pendency of any approval of such allotment from any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of receipt of last such approvals.

### **9. Change in control, if any, in the Company consequent to the preferential issue**

As a result of the proposed issue of Warrants on a preferential basis, and upon conversion of the Warrants, there will be no change in the control of the Company.

### **10. Terms of Equity Shares to be issued to the Proposed Allottees(Non Promoter)**

(a) Price of Equity shares would be calculated at the price which is computed as per pricing formula specified under regulation 76 of SEBI ICDR Regulations.



(b) 100% of consideration amount shall be payable at the time subscription of Equity shares.

(c) Upon receipt of payment as above the Board (or the committee authorized by the Board) shall allot equity share of Rs 10/- each which shall be adjusted towards equity share capital and balance amount paid against each share towards share premium.

(d) The equity shares to be issued and allotted by the Company in the manner aforesaid shall be in dematerialized form and subject to the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with the then existing equity shares of the Company and be listed on the stock exchanges where the equity shares of the Company are listed.

**11. Identity of the natural persons who are the ultimate beneficial owners of the shares/warrants proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of pre and post preferential issue capital that may be held by them**

S.No.	Name & PAN of Allottee	Address	Category	Natural persons who are the ultimate beneficial owners	No. of warrants proposed to be allotted	Pre-issue Shareholding		Post-issue Shareholding*	
						No of Shares	%	No of Shares	%
1	Mr. Ram Kuber Dubey ADSPD2662C	NO.1, NADIR COLONY OPP RCE SHAMLA HILLS BHOPAL 462001 MP IN	Promoter / Promoter Group	Mr. Ram Kuber Dubey	194000	568820	8.88	762820	9.90
2	M/s Own Leasing and Finance Private Limited AAACO0760C	818, Maker Chambers V, 221, Nariman Point, Mumbai 400021	Non- Promoter	Mr. Charandeep Singh	550000	0	0	550000	7.14
3	Mr Varun Daga AHNPD2386C	DAGA HOUSE, KOTHI BAZAR, BETUL, BETUL 460001	Non- Promoter	Mr Varun Daga	550000	0	0	550000	7.14

\*Assuming 100% conversion of warrants

## 12. Lock-in Period

(i) The warrants allotted on a preferential basis and the equity shares to be allotted pursuant to exercise of options attached to warrants, shall be subject to 'lock-in' in accordance with the ICDR Regulations.

(ii) The entire pre-preferential shareholding of Warrant Holder, if any, shall also be locked-in as per Regulation 78 of the ICDR Regulations.

## 13. The shareholding pattern of the Company before and after the preferential issue of Warrants

Shareholding pattern before and after the proposed preferential issue of Warrants is as follows:

Sr. No.	Category of Shareholder Investor	Pre Issue (as on 30.09.2017)		Conversion of Warrants into equity		Post –Issue shareholding (After exercise/conversion of Warrants into equity)	
		*No of Shares	% of shareholding	No of Shares	% of shareholding	No of Shares	% of shareholding
A.	Promoter's Holding						
1	Indian						
(a)	Individuals/HUFs						
	MAHESH KUMAR UPADHYAY	24500	0.38	0	0	24500	0.32
	RAJESH KUMAR DUBEY	37700	0.59	0	0	37700	0.49
	SANJAY KUMAR DUBEY	155100	2.42	0	0	155100	2.01
	SANTOSH KUMAR DUBEY	26200	0.41	0	0	26200	0.34
(b)	Central Govt./State Govt.	0	0	0	0	0	0
©	Financial Institutions/Banks	0	0	0	0	0	0
a.	Any Other						
d(1)	Bodies Corporate						
	MITHALA LABORATORIES PRIVATE LIMITED	820700	12.81	0	0	820700	10.66
d(2)	Directors Relatives						
	ANAMIKA DUBEY	14000	0.22	0	0	14000	0.18
	MADHULIKA DUBEY	29000	0.45	0	0	29000	0.38
	MITHLA DUBEY	297350	4.64	0	0	297350	3.86
	RAM KUBER DHIRENDRA KUMAR	194700	3.04	0	0	194700	2.53
d(3)	Directors						
	DHIRENDRA KUBER DUBEY	349422	5.45	0	0	349422	4.54
	NIKHIL KUBER DUBEY	264780	4.13	0	0	264780	3.44
	RAM KUBER DUBEY	568820	8.88	194000	3.03	762820	9.90
2	<b>Foreign</b>	0	0	0	0	0	0
(a)	Individuals(NRI/Foreign Individuals)	0	0	0	0	0	0
(b)	Government	0	0	0	0	0	0
(c)	Institutions	0	0	0	0	0	0
(d)	Foreign Portfolio Investor	0	0	0	0	0	0
(e)	Any Other(specify)	0	0	0	0	0	0

	<b>SUB-TOTAL (A)</b>	<b>2782272</b>	<b>43.42</b>	<b>194000</b>	<b>3.03</b>	<b>2976272</b>	<b>38.65</b>
<b>B.</b>	<b>Non Promoters Holding</b>						
1	<b>Institutions</b>						
(a)	Mutual Funds	0	0	0	0	0	0
(b)	Venture Capital Funds	0	0	0	0	0	0
(c)	Alternate Investments Funds	0	0	0	0	0	0
(d)	Foreign Venture Capital Investors	0	0	0	0	0	0
(e)	Foreign Portfolio Investors	0	0	0	0	0	0
(f)	Financial Institutions/Banks	0	0	0	0	0	0
(g)	Insurance Companies	0	0	0	0	0	0
(h)	Provident Funds / Pension Funds	0	0	0	0	0	0
(i)	Any other (specify)	0	0	0	0	0	0
2	<b>Central Government/State Government(s)/ President of India</b>						
(a)	Central Govt./State Govt.	0	0	0	0	0	0
3	<b>Non-Institutions</b>						
(a)	<b>Individual</b>						
(ai)	Ind-Hold nominal shr capital upto Rs.2L	1826830	28.51	0	0	1826830	23.72
(a ii)	Ind-Hold nominal shr capital in excess of Rs.2L	908418	14.18	550000	7.14	1458418	18.93
(b)	NBFCs Registered with RBI	0	0	0	0	0	0
(c)	Employees Trusts	0	0	0	0	0	0
(d)	Overseas Depositories (holding DRs) (balancing figure)	0	0	0	0	0	0
(e)	<b>Any Other</b>						
e(1)	Bodies Corporate	649738	10.14	550000	7.14	1199738	15.58
e(2)	Clearing member	4402	0.07	0	0	4402	0.06
e(3)	NRIs	228440	3.56	0	0	228440	2.96
e(4)	NRI Corp Bodies	8000	0.12	0	0	8000	0.10
	<b>SUB-TOTAL (B)</b>	<b>3625828</b>	<b>56.58</b>	<b>1100000</b>	<b>14.28</b>	<b>4725828</b>	<b>61.35</b>
	<b>TOTAL (A)+(B)</b>	<b>6408100</b>	<b>100.00</b>	<b>1294000</b>	<b>17.31</b>	<b>7702100</b>	<b>100.00</b>

\* Pre Issue shareholding as on 30.09.2017

#### 14. Other Disclosures

•The Board, in its meeting held on November 22, 2017 has approved the issuance of Warrants on preferential basis to the Warrant Holder in the manner stated hereinabove, subject to the approval of members and other approvals, as may be required.

•A copy of the certificate from M/s. Baheti & Co., Chartered Accountants, Statutory Auditors of the Company, certifying that the above preferential issue of Warrants is made in accordance with the applicable provisions of the ICDR Regulations, will be open for inspection at the at the Registered Office and Corporate Office of the Company during working hours between 9.30 a.m. and 1.00 p.m. on all working days up to the date of the EGM. Copies of the above mentioned Statutory Auditor's certificate shall also be laid before the EGM.

•Pursuant to the provisions of Section 42 and section 62 of the Companies Act, 2013 read with Rules frame there under and Regulation 72(1) (a) of SEBI (ICDR) Regulations, the above preferential issue requires approval of its shareholders by way of a Special Resolution.

•Except Mr. Ram Kuber Dubey, Managing Director and their relatives to the extent of their shareholding, none of the Directors and Key managerial persons (KMPs) are in any way concerned or interested in the resolution.

## Item Nos. 2

M/s 3B BlackBio Biotech India Limited, Subsidiary Company, is bringing out Issue of Preferential Offer for Warrants convertible into equity shares for 400000 warrants which is prepared to be taken as below:

S.No.	Name	Number of Equity Shares	Category
1	M/s Kilpest India Limited , Holding Company	300000	Promoter
2	Mr. Dharendra Dubey	40000	*Promoter
3	Mr. Nikhil Kuber Dubey	10000	*Promoter
4	Mr. Prateek Goel	50000	Non Promoter

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

Mr. Dharendra Dubey and Mr. Nikhil Kuber Dubey have been involved with the subsidiary company in its day to day working since its inception and are responsible for bringing the subsidiary company to a successful point with their hard work and planning today. They both also invested their substantial personal savings in subsidiary company in initial years when the going was tough financially in both the company's i.e. in M/s KILPEST INDIA LIMITED and in its Subsidiary Company, M/s 3B BLACKBIO BIOTECH INDIA LIMITED, accordingly they both are subscribing for this small stake.

Mr. Prateek Goel who has an experience of 10 yrs in Molecular Diagnostic Industry, left his Multinational Job & associated with M/s 3B BlackBio Biotech India Limited in 2013 heading marketing portfolio. He has put in his hard efforts and has been instrumental in the success of the company to this point, with extensive coverage of Indian Market as on date, accordingly he is subscribing for this small stake.

## Item Nos. 3

M/s 3B BlackBio Biotech India Ltd, Subsidiary Company is working for the development of PCR Enzymes, Ready to use PCR Mastermix, PCR reagents and Molecular Diagnostic (MDx) based kits for Tuberculosis (MTB), MDR-TB, BCR-ABL, PML RARA, JAK-2, Human Papilloma Virus (HPV), Hepatitis B (HBV) and Hepatitis C (HCV) and other assays. 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 Diagnostic Labs, hospitals and R&D centers. Therefore sufficient funds are needed to be infused in Subsidiary, to accelerate its growth, meeting its objectives and use funds in working capital requirement.

Accordingly, its decided that M/s KILPEST INDIA LIMITED will take 3, 00,000(Three lakh) share warrants in its subsidiary company, M/s 3B BLACKBIO BIOTECH INDIA LIMITED at a price of Rs 100.00 (Rs 10/- face value

and Rs 90 towards premium) determined on the basis of valuation report of a registered valuer under the applicable provisions of Companies Act, 2013 and make necessary investment as per the stipulated Payment terms.

This investment of M/s KILPEST INDIA LIMITED, Holding Company in its subsidiary company i.e. M/s 3B BlackBio Biotech India Limited, is well within the prescribed limits of section 186 and other applicable provisions, if any of the Companies Act, 2013. The company i.e. M/s KILPEST INDIA LIMITED, Holding Company shall be utilizing funds received from issue of Preferential Warrants for this purpose.

BY ORDER OF THE BOARD OF DIRECTORS

Place: Bhopal

-Sd/-

Dated: 22<sup>nd</sup> November, 2017

(RAM KUBER DUBEY)

CHAIRMAN & MANAGING DIRECTOR

**The instructions for shareholders voting electronically are as under:**

(i) The remote e-voting period begins on 15<sup>th</sup> December, 2017 at 09:00 A.M. and ends on 17<sup>th</sup> December, 2017 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 11<sup>th</sup> December, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)

(iv) Click on "Shareholders" tab.

(v) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(vi) Next enter the Image Verification as displayed and Click on Login.

(vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  •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

	<p>number in the PAN field.</p> <ul style="list-style-type: none"> <li>●In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details Or Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>●If both details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

(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 for the relevant <KILPEST INDIA LTD> on which you choose to vote.

(xiii) 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.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) 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.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xviii) 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.

(xix) 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.

(xx) 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](http://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](mailto: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](mailto: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.

(xxi) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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.

**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](http://www.kilpest.com)  
Email: [kilpest@bsnl.in](mailto:kilpest@bsnl.in) / [kilpestbpl@yahoo.co.in](mailto:kilpestbpl@yahoo.co.in) / [dkdkilpest@yahoo.co.in](mailto:dkdkilpest@yahoo.co.in)

**EXTRA ORDINARY GENERAL MEETING ON 18th DECEMBER, 2017**

**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 hereby record my presence at the EXTRA ORDINARY GENERAL MEETING of the company held on Monday 18<sup>th</sup> December, 2017.
2. Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly signed.

Signature of the Shareholder/Proxy holder present \_\_\_\_\_

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

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**ELECTRONIC VOTING**

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

<b>E-voting Event Number(EVEN)</b>	<b>User ID</b>	<b>Password</b>

Note: The voting period starts from 9:00 AM, Friday, 15<sup>th</sup> December, 2017 and will end at 5:00 PM on Sunday, 17<sup>th</sup> December, 2017.

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](mailto:kilpest@bsnl.in) / [kilpestbpl@yahoo.co.in](mailto:kilpestbpl@yahoo.co.in) / [dkdkilpest@yahoo.co.in](mailto: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) of .....of 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 Extra Ordinary General Meeting of the Company, to be held on Monday, the 18<sup>th</sup> day of December, 2017 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	PREFERENTIAL ISSUE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES TO PROMOTERS/NON PROMOTERS		
2	ISSUE OF CONVERTIBLE WARRANTS/ EQUITY SHARES TO PROMOTER 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.		

Signed this ..... day of..... 2017

Affix  
Signature .....Revenue.....  
Stamp

**Note:**

- 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 the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- 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.
- 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.

# Route Map of EGM Venue

