



KILPEST INDIA LIMITED

REGD. OFFICE & FACTORY :

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

Tel : (91-755) 2586536, 2586537, 2586439

FAX NO. : (91-755) 2580438

Email : kilpest@bsnl.in

kilpestbpl@yahoo.co.in

visit us at : www.kilpest.com

CIN : L24211MP1972PLC001131

CERTIFIED TRUE COPY OF THE RESOLUTION BY THE BOARD OF KILPEST INDIA LIMITED AT THEIR MEETING HELD ON MONDAY, DECEMBER 27, 2021 AT 1:30 PM AT REGISTERED OFFICE OF THE COMPANY SITUATED AT 7 C, INDUSTRIAL AREA, GOVINDPURA, BHOPAL 462 023, MADHYA PRADESH.

CONSIDER AND APPROVE DRAFT SCHEME OF AMALGAMATION BETWEEN 3B BLACKBIO BIOTECH INDIA LIMITED ("TRANSFEROR COMPANY") AND KILPEST INDIA LIMITED ("TRANSFEREE COMPANY")

After deliberate discussions the following resolutions were passed:

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and enabling clauses of the Memorandum of Association of the Company and subject to the approval of shareholders of the Company, National Company Law Tribunal (NCLT), Indore Bench or such other competent authority as may be applicable, the draft Scheme of Amalgamation of 3B Blackbio Biotech India Limited ("**Transferor Company/ 3B Blackbio**") with Kilpest India Limited ("**Transferee Company/ Kilpest**") and their respective shareholders ("**the Scheme**") as placed before the meeting be and is hereby approved, subject to modifications, if any, as may be imposed by any regulatory authority or the shareholders of the Company or the National Company Law Tribunal.

RESOLVED FURTHER THAT for the purpose of amalgamation BSE Limited is our Designated Stock Exchange.

RESOLVED FURTHER THAT the share exchange ratio for the purpose of the amalgamation be 8.33 equity shares of INR 10/- each fully paid up of Kilpest India Limited to be issued for every 1 equity share of INR 10/- each fully paid up of 3B Blackbio Biotech India Limited.

RESOLVED FURTHER THAT the Board do take on record the appointed date for the said Scheme of Amalgamation as April 01, 2020 or such other date as the NCLT may direct or approve under the relevant provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of amalgamation of 3B Blackbio into Kilpest, based on the valuation report of Ms. Rashmi Shah, Registered Valuer, Mumbai being Valuer appointed for the purpose of the scheme, is accepted and approved by the board.

RESOLVED FURTHER THAT the Fairness Opinion Report on the Share Exchange / Entitlement Ratio dated 27-12-2021 of M/s. Capital Square Advisors Private Limited., Category-I, Merchant Banker, as placed before the Board be and is hereby noted and accepted.

RESOLVED FURTHER THAT the certificate of statutory auditor of the company i.e. M/s. Baheti & Co., Chartered Accountants, to the effect that the scheme is in compliance with applicable Accounting Standards specified by the Central Government of in Section 133 of the Companies Act, 2013, as placed before the Board be and is hereby noted and accepted.

RESOLVED FURTHER THAT report of the Audit Committee dated 27-12-2021 recommending the draft Scheme, taking into consideration, inter alia, the valuation

report, fairness opinion and the aforesaid certificate from Statutory Auditor, as placed before the Board be and is hereby accepted and approved.

RESOLVED FURTHER THAT Mr. Dharendra Dubey, Managing Director or Mr. Nikhil Kuber Dubey, Whole Time Director or Mrs. Navneet Kaur, Company Secretary & Compliance Officer of the Company, for the purpose of giving effect to this resolution, be and are hereby severally authorized to make such alterations and/or changes in the Scheme as may be expedient or necessary for satisfying the requirement or conditions imposed by NCLT, shareholders or any regulatory authority provided prior approval of Board of Directors shall be obtained for making any material changes in the said Scheme as approved in the Board Meeting.

RESOLVED FURTHER THAT Mr. Dharendra Dubey, Managing Director and Mr. Nikhil Kuber Dubey, Whole Time Director, be and are hereby severally authorized to take all necessary steps.

1. to make modifications, amendments, revisions, edits and all other actions as may be required to finalize the Scheme;
2. to file necessary applications with the Central/State government, Securities and Exchange Board of India ("SEBI"), BSE Limited ("BSE/ Stock Exchange") or anybody, authority or agency and to obtain sanction or approval to any provisions of the Scheme or for giving effect thereto;
3. to file applications with the NCLT or such other competent authority for directions to hold or to exempt the holding of meetings of the shareholders and for creditors and/or such other classes as may be concerned with the said Scheme and where necessary to take steps to convene and hold such meetings as per the directions of the NCLT to give effect to the Scheme;
4. to file petitions for confirmation of the Scheme with the NCLT or such other competent authority;
5. to file affidavits, petitions, pleadings, applications or any other proceedings incidental or deemed necessary or useful in connection with the above proceedings and to engage Counsels, Advocates, Solicitors, Chartered Accountants and other professionals and to sign and execute vakalatnama wherever necessary or incidental to the said proceedings for obtaining confirmation by the NCLT to the said Scheme and for giving effect to the Scheme;
6. take all steps as may be required, including without limitation for obtaining approvals and/or consents of the shareholders, creditors, banks, financial institutions, Stock Exchanges, SEBI and other regulatory authorities or entities or agencies as may be applicable from time to time in that regard;
7. to settle any question or difficulty that may arise and give any directions necessary with regard to the implementation of the above Scheme, and to give effect to the above resolution;
8. to make any alterations/changes to the Scheme as may be expedient or necessary which does not materially change the substance of the Scheme, particularly for satisfying the requirements or conditions imposed by the Central/State Government or the NCLT or shareholders or by the Stock Exchanges where the shares of the Company are listed or any other authority;
9. to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority or as may be suo moto decided by the Board in its absolute discretion;
10. to take all steps necessary or incidental and considered appropriate with regard to the above applications or petitions and implementation of the orders passed thereon and generally for putting through the Scheme and completing the same;

11. to sign all applications, petitions, documents, or to issue public advertisement and notices relating to the Scheme or delegate such authority to another person by a valid Power of Attorney;
12. to do all further acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto;
13. to take all such actions and steps in the above matter, as may be required from time to time to give effect to the above resolutions including resolving the difficulties, if any, as and when arises.

RESOLVED FURTHER THAT any Director or the Secretary & Compliance Officer of the Company be and is hereby authorized to sign any copy of this resolution as a certified true copy thereof and furnish the same to whomsoever concerned."

//CERTIFIED TO BE TRUE COPY//
For Kilpest India Limited

A handwritten signature in blue ink is positioned to the left of a circular blue stamp. The stamp contains the text "KILPEST INDIA LIMITED" around the top inner edge, "KILPEST" in the center, and "BHO PAL" around the bottom inner edge.

DHIRENDRA DUBEY
MANAGING DIRECTOR
DIN: 01493040

Place: Bhopal
Date: 27/12/2021