

Ref.:

Date :

FORM NO.MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2023

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

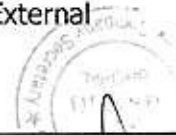
To,
The Members,
M/s Kilpest India Ltd,
7-C, Industrial Area,
Govindpura,
BHOPAL – 462023

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, 2023, 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, 2023 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, 2015;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, (Not Applicable)
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. (Not Applicable)
- (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 2021 (Not Applicable)
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018.(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.
- g) Minimum Wages Act, 1948, M.W(C) Rules, 1950
- h) Child Labour (P&R) Act, 1986 & Rules.
- i) Air (Prevention and Control of Pollution) Act, 1981
- j) Water (Prevention and Control of Pollution) Act, 1974
- k) Payment of Wages Act, 1936
- l) Employees State Insurance Act, 1948
- m) Employees PF & Miscellaneous Provisions Act, 1952
- n) Contract Labour (Regulation & Abolition) Act, 1970
- o) Bureau of Indian Standards Act.
- p) Industrial Disputes Act, 1947
- q) Indian Contract Act, 1872
- r) Environment Protection Act, 1986 and other environmental laws
- s) Payment of Gratuity Act, 1972
- t) Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.
- u) Medical device rules, 2017



We have also examined compliance with the applicable clauses of the following:

(i) (i) Secretarial Standards pursuant to Section 118(10) of the Act, issued by the Institute of Company Secretaries of India.

(ii) Listing Agreements entered into by the Company with BSE Limited as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,

We have also examined the records of 3B BLACKBIO BIOTECH INDIA LIMITED, the material subsidiary of the Company.

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

PEER REVIEW NUMBER :S2008MP825500

UDIN: F006313E000788314

Date:- 11th August 2023

Place: Bhopal



PK RAI
M.Com, LLB, PCS, IP

P.K. RAI & ASSOCIATES

PRACTISING COMPANY SECRETARIES

Ref.:

Date :

To,

The Members,
M/s Kilpest India Ltd,
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.



Date

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
PEER REVIEW NUMBER :S2008MP825500
UDIN:

Date:- 11th August 2023
Place: Bhopal

Director's Responsibility

- 1. Our responsibility is to express an opinion on financial statements and procedures followed by the company with respect to accounting records.
- 2. We believe that audit evidence and information obtained from management is adequate and appropriate for us to provide a basis for our opinion.
- 3. Where ever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.