



KILPEST INDIA LIMITED

REGD. OFFICE & FACTORY :

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

Tel : 91-755 2586536, 2586537

FAX NO. : 91-755 2580438

E-mail : kilpest@bsnl.in

Visit us at : www.kilpest.com

kilpestbpl@yahoo.co.in

CIN : L24211MP1972PLC001131

To,
The Manager,
Department of Listing operations,
BSE Limited,
P.J.Towers,Dalal Street
Mumbai-400001

Subject: Submission of Application pursuant to scheme of Amalgamation under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, (LODR Regulations)

Please find the following attached documents required to be submitted for approval under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, (LODR Regulations) pursuant to scheme of 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"

Sr. No.	Documents to be submitted alongwith application under Regulation 37 of the LODR Regulations	Page Nos.
1.	Certified true copy of the resolution passed by the Board of Directors of the company approving the scheme.	1-3
2.	Certified copy of the draft Scheme of Amalgamation / Arrangement, etc. proposed to be filed before the NCLT.	4-28
3.	Valuation report from Independent Chartered Accountant, as applicable, as per Para I(A)(4) of Annexure I of SEBI Circular no. CFD/DIL/3/CIR/2017/21 dated March 10, 2017. The valuation report shall be as per the format given in Annexure I	29-46
4.	Report from the Audit Committee recommending the draft scheme taking into consideration, inter alia, the valuation report at sr. no. 3 above	47-48
5.	Fairness opinion by Independent SEBI Registered Merchant Banker	49-53
6.	Shareholding pattern of all the Companies pre and post Amalgamation / Arrangement as per the format provided under Regulation 31 of the LODR Regulations.	54-66
7.	Shareholding pattern of all the Companies pre and post Amalgamation / Arrangement in Word Format as given in Annexure II	67-69
8.	Pre and Post Amalgamation/ Arrangement number of Shareholders in all the companies in the format as provided in Annexure III	70
9.	Audited financials of the transferee/resulting and transferor/demerged companies for the last 3 financial years (financials not being more than 6 months old) as per Annexure IV . Alongwith the Limited Review Report of the auditor, for	71-74



	unaudited figures for quarter ended 30 th Sept '20.	
10.	Statutory Auditor's Certificate confirming the compliance of the accounting treatment etc. as specified in Para (I)(A) (5)(a) of Annexure I of SEBI Circular no.CFD/DIL3/CIR/2017/21 dated March 10, 2017, as per the format given in Annexure II of aforesaid SEBI circular. Format given in Annexure V	75
11.	Detailed Compliance Report as per the format specified in Annexure IV of SEBI circular dated March 10, 2017 duly certified by the Company Secretary, Chief Financial Officer and the Managing Director, confirming compliance with various regulatory requirements specified for schemes of arrangement and all accounting standards (format attached as Annexure VI).	76
12.	Complaint report as per Annexure III of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017(To be submitted within 7 days of expiry of 21 days from the date of uploading of Draft Scheme and related documents on Exchange's website). Format given in Annexure VII)	77
13.	If as per the company, approval from the Public shareholders through e-voting, as required under Para (I)(A)(9)(a) of Annexure I of SEBI Circular no.CFD/DIL3/CIR/2017/21 dated March 10, 2017, is not applicable then as required under Para (I)(A)(9)(c) of said SEBI circular, submit the following: a) An undertaking certified by the auditor clearly stating the reasons for non-applicability of Sub Para 9(a) b) Certified copy of Board of Director's resolution approving the aforesaid auditor certificate.	NA
14.	If pursuant to scheme the allotment of shares is proposed to be made to a selected group of shareholders or to the shareholders of unlisted companies, pricing certificate from the Statutory Auditor of the listed company as per Provisions of SEBI(ICDR) Regulations is to be provided. [Kindly refer Reg.158 of SEBI (ICDR) Regulations. The relevant date for determining the price shall be the date of approval of the scheme by the BOD of the company.]	NA
15.	Name of the Designated Stock Exchange (DSE) for the purpose of coordinating with SEBI. Certified true copy of the resolution passed by the Board of Directors, in case BSE is DSE.	BSE Limited
16.	Brief details of the transferee resulting and transferor/demerged companies as per format enclosed at Annexure VIII .	78-81
17.	Brief details of the Board of Directors and Promoters of transferee/resulting and transferor/demerged companies as per format enclosed at Annexure IX	82-83
18.	Net-worth certificate (excluding Revaluation Reserve) together with related workings pre and post scheme for the transferee and / or resulting company.	84-85
19.	Capital evolution details of the transferee/resulting and transferor/demerged companies as per format enclosed at Annexure X .	86-87
20.	Confirmation by the Managing Director/ Company Secretary as per format enclosed as Annexure XI .	88-89
21.	Annual Reports of all the listed transferee resulting/demerged etc. companies involved and audited financial of all the unlisted transferor/demerged/resulting/etc. companies for the last financial year.	Attached



22.	<p>a) Processing fee (non-refundable) will be payable to BSE as below, through <u>Online Payment Gateway (via Net Banking Facility) in Listing Centre portal</u>-Details given in <u>Annexure XII</u></p> <p>Rs.1,80,000/- plus GST as applicable, where one entities/companies are Merged or one new company formed due to De-merger</p> <p>Rs.2,00,000/- plus GST as applicable, where more than one entity/company is Merged or more than one new company formed due to De-merger.</p> <p>b) Processing fee (non-refundable) payable to SEBI will be as below, through RTGS/NEFT/IMPS as per details given in <u>Annexure XII</u> or through DD favoring <u>"Securities and Exchange Board of India"</u> payable at Mumbai'</p> <p>As per amendment in Regulation 37, the listed entity shall pay a fee to SEBI at the rate of 0.1% of the paid-up share capital of the listed / transferee / resulting company, whichever is higher, post sanction of the proposed scheme, subject to a cap of Rs.5,00,000.</p>	
23.	In case of scheme of demerger, additional documents as per <u>Annexure XIII</u> are to be submitted	N.A
24.	<p>a) In case NCRPS / NCDs are proposed to be issued to the shareholders of the listed entity and are to be listed, the company shall submit an undertaking signed by CS / MD of the company as per format attached in <u>Annexure XIV</u> confirming compliance with the requirements of SEBI circular dated May 26, 2017.</p> <p>b) In case a new unlisted company is seeking listing pursuant to scheme of arrangement but at least 25% of the post scheme paid up capital of the unlisted company does not comprise of shares allotted to the public shareholders in the listed transferor / demerged entity, the company shall submit the compliance with the requirements of SEBI circular Ref: CFD/DIL3/CIR/2017/105 dated September 21, 2017 by CS/MD and statutory auditor of the company.</p>	N.A
25	<p>If there are any pending dues / fines / penalties imposed by SEBI, Stock Exchanges and Depositories, submit a 'Report on the Unpaid Dues' which shall contain the details of such unpaid dues in the format given in Annexure B of SEBI circular <u>SEBI/HO/CFD/DIL1/CIR/P/2019/192</u> dated September 12, 2019 which is also attached as <u>Annexure XV</u></p> <p>[Note: In case there are no pending dues as mentioned above, please confirm the same]</p>	90
26	<p>Name & Designation of the Contact Person</p> <p>Telephone Nos. (landline & mobile)</p> <p>Email ID.</p>	<p>Dhirendra Dubey, Director.</p> <p>Phone No. : 0755-2586536, 9425010270.d.dubey@kilpest.com</p>

For KILPEST INDIA LIMITED

Dhirendra Dubey
Director
DIN: 01493040



24/02/2021