



KILPEST INDIA LIMITED

Regd 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)

CIN: L24211MP1972PLC001131

NOTICE

NOTICE be and is hereby given that Extra Ordinary General Meeting (“EGM”) of the Members of M/s KILPEST INDIA LIMITED (the “Company”) will be held on Tuesday , 16th February , 2021 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. To Appoint of Shri. Dharendra Dubey (DIN: 01493040) as Managing Director

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 196,197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, and relevant rules made there under , including any statutory modifications or re-enactments thereof, and subject such other consents and permissions as may be necessary in this regard , and subject to such consents, approval, permissions, and as are agreed to by the Board of Directors, the consent of the members be and is hereby accorded to the appointment of Shri. Dharendra Dubey as Chairman cum Managing Director of the Company, for the period of 5 (five) years with effect from 30th December 2020 to 29th November 2025, whose office shall not be liable to determination by retirement of directors by rotation and on such terms and conditions as stated below:

- Salary: Rs. 60,000/- P.M

Perquisites:

In addition to salary the following perquisites shall be paid subject to ceiling of the annual salary.

CATEGORY A

1. House Rent Allowance:

House Rent Allowance as per Company Rules

2. Medical Reimbursement:

Medical Reimbursement for self and family, subject to ceiling of one month's Basic Salary in a year

3. Leave Travel concession

Leave Travel concession for self and family, once in every year for travel anywhere In India. Family means the spouse, children and dependent parents.

4.Club fees:

Annual Membership Fees, subject to ceiling of one month's Basic Salary

5.Electricity and Gas:

Electricity and Gas on actual.

**CATEGORY B**

The following perquisites shall also be paid

1. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service
2. Encashment of Leave at the rate of basic salary at the end of each calendar year

**CATEGORY C**

1. Free use of Company's Car with driver for company's business and free telephone facility at the residence. These will not be considered as perquisites.

RESOLVED FURTHER THAT Board of Directors and/ or Nomination & Remuneration Committee is hereby further authorized to alter and vary the terms and conditions from time to time including designation, without any further reference to the Company in General Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

BY ORDER OF THE BOARD OF DIRECTORS

-Sd/-

(NIKHIL KUBER DUBEY)

CHAIRMAN & WHOLETIME DIRECTOR

Place: Bhopal

Dated: 30th December 2020

**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. Electronic copy of the EGM notice is being sent to all Members whose email addresses are registered with the Depository Participants for communication purposes, unless any Member has requested for a hard copy of the same.
8. . 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
9. Members holding shares in dematerialised form are requested to ensure that addresses furnished by them to their respective Depository Participants are correct and up-to-date, so that the correspondence from company could reach them promptly. However, the Members holding shares in physical form may notify the same to the Adroit Corporate Services Private Limited, Registrar & Share Transfer Agent ('RTA') of the Company
10. The Company has appointed Shri. P.K. Rai, Practising Company Secretary, to act as the scrutinizer, for conducting the scrutiny of the votes cast.
11. Any person who acquires shares of the Company and becomes the member of the Company after sending of this Notice and holding shares as of the cut-off date, may obtain the log in id and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). However, if he /she is already registered with CDSL for remote e-voting then he/she can use his /her existing user id and password.
12. 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.

After the conclusion of voting at the EGM, the scrutinizer shall, immediately first count the votes cast at the EGM, thereafter unblock the votes cast through remote e-voting Thereafter, Scrutinizer shall give a consolidated report, specifying the total votes cast in favour or against. The results declared shall be available on the website of the Company ([www.kilpest.com](http://www.kilpest.com)). The results shall simultaneously be communicated to the Stock Exchanges.

12. Any person who acquires shares of the Company and becomes the member of the Company after sending of this Notice and holding shares as of the cut-off date, may obtain the log in id and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). However, if he /she is already registered with CDSL for remote e-voting then he/she can use his /her existing user id and password.

BY ORDER OF THE BOARD OF DIRECTORS  
-Sd/-  
(NIKHIL KUBER DUBEY)  
CHAIRMAN & WHOLETIME DIRECTOR

Place: Bhopal  
Dated: 30th December 2020

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 No. 1

Shri. Ram Kuber Dubey (DIN: 00872672), ex- Chairman cum Managing Director of the Company expired on 06-12-2020. He was 80 and was keeping ill for some time. The directorship of Late Shri. Ram Kuber Dubey ended on the date of his demise i.e. 06-12-2020. He will always be remembered for his invaluable contributions and his kind Devotion to the Company which is unaccountable and unforgettable.

Therefore, on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of your company in its meeting held on 30-12-2020 has approved the appointment and terms of remuneration of Shri. Dhirendra Dubey as the managing director of the company for a period of five years.

Shri. Dhirendra Dubey aged 53 years is Whole Time Director of the Company, is an entrepreneur. He joined the company as an Whole Time Director w.e.f. 01/07/1995 and since then has been contributing to the growth and development of the company. He is looking after the Marketing, R&D and Administration. He has been associated with the Company as Promoter Director. Spanning 25 years experience, Shri. Dhirendra Dubey has hands –on wide experience in Agrochemical, Biotechnology & Molecular Diagnostic industry in Marketing, R&D, & Day to Day business running.

Shri. Dhirendra Dubey was re-appointed as a Whole Time Director of the company M/s Kilpest India Ltd. Vide AGM 25<sup>th</sup> September, 2019 with effect from 1<sup>st</sup> May 2019 to 30<sup>th</sup> April 2024 and was drawing a salary of Rs 60,000/- P.M. After the demise of Shri. Ram Kuber Dubey, his father, there is only a change in his designation from Whole Time Director of the company to Chairman cum Managing Director of the company while all the terms and conditions including his salary of Rs 60000 / p.m. along with the benefit of Provident Fund, remain the same.

He has also been a nodal officer for the starting of the Subsidiary Company i.e. M/s 3B BLACKBIO BIOTECH INDIA LIMITED right from beginning and is working as its Director of the Company since 12-11-2010. Shri. Dhirendra Dubey, Director of M/s 3B BlackBio Biotech India Limited, subsidiary company is drawing salary from M/s 3B BlackBio Biotech India Limited, subsidiary company on the following terms and conditions as mentioned below:

1	Basic Salary: Rs.1, 50, 000/- per month w.e.f. May 1, 2019 ( approved in AGM dt 25-09-2019 )
2	Commission: Not exceeding 1.5(one and a half ) percent of net profit w.e.f. financial year 2020-2021

Therefore, the salary paid to Shri. Dharendra Dubey from M/s 3B Blackbio Biotech India Limited is over and above the current salary of Rs 60,000 per month drawn from M/s Kilpest India Limited, Holding Company.

The Board of Directors strongly believes the induction of Shri. Dharendra Dubey as the Managing Director of the company will greatly help the company to further its growth in the coming period.

Shri. Dharendra Dubey is eligible for appointment as a managing director under the provisions of Companies Act, 2013 and rules made thereunder. In terms of section 152, Shri. Dharendra Dubey has consented to act as the Managing Director of the company, if so appointed.

Accordingly, consent of the members is sought for passing the resolution as set out in item no. 1 for appointment of Shri. Dharendra Dubey as Chairman cum Managing Director of the Company, for the period of 5 (five) years with effect from 30th December 2020 to 29th November 2025.

Shri. Dharendra Dubey , being an appointee , and his relatives are deemed to be interested in the said resolution. Save and except Mr. Nikhil Kuber Dubey, brother and Mrs. Mithala Dubey, mother, none of the Directors and Key Managerial Personnel of the company and their relatives is concerned or interested, or otherwise in the above resolution.

The Board commends the above Resolution as set out in item no. 1 of the Extra-Ordinary General Meeting for the approval of the members.

**THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

- (i)The voting period begins on 13/02/2021 at 09:00 A.M. and ends on 15/02/2021 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 09/02/2021 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” module.
  - (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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

(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 e-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:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number obtained from RTA.</li></ul>
Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"><li>If both the 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 (v).</li></ul>

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 shareholders 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 LIMITED> 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 a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xviii)If a 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”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote 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).

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**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 Tuesday, the 16<sup>th</sup> day of February, 2021 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	To appoint of Mr. Dharendra Dubey (DIN: 01493040) as Managing Director of the company for the period of 5 (five) years with effect from 30th December 2020 to 29th November 2025.		

Signed this..... day of..... 20....

Signature of shareholder

Signature of Proxy holder(s)

Affix

Revenue Stamp

**Note:**

1. 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.
2. 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.
3. 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.



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EXTRA ORDINARY GENERAL MEETING ON 16<sup>th</sup> FEBRUARY, 2021

**ATTENDANCE SLIP**

<b>1.</b>	<b>Name(s) of Member(s)</b>	<b>:</b>
	<b>Including joint holders, if any</b>	
<b>2.</b>	<b>Registered address of the Sole/</b>	<b>:</b>
	<b>First named Member</b>	
<b>3.</b>	<b>No. of Shares held</b>	<b>:</b>
<b>4.</b>	<b>DP IN No. &amp; Client ID No./</b>	<b>:</b>
	<b>Registered Folio No.</b>	

1. I hereby record my presence at the EXTRA ORDINARY GENERAL MEETING of the company held on Tuesday, 16<sup>th</sup> February, 2021
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.

-----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, Saturday, 13<sup>th</sup> February, 2021 and will end at 5:00 PM on Monday, 15<sup>th</sup> February, 2021.

Thereafter, the voting module shall be disabled by CDSL.

## Route Map For EGM Venue

