



NOTICE

Notice is hereby given that 11th Annual General Meeting of the Members of **SHREE TIRUPATI BALAJEE FIBC LIMITED** is scheduled to be held on Wednesday, 16th day of December, 2020 at 11:30 A.M. through Video Conferencing (VC) / Other Audio Visual Means (OAVM) for which purposes registered office of the company situated at Plot No. A.P.-14 (Apparel Park), SEZ Phase-II, Industrial Area Pithampur-454774 (M.P.), shall be deemed as the venue for the Meeting and the proceedings of the AGM shall be deemed to be made thereat, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt:

- a) the Audited Financial Statement of the Company for the financial year ended March 31st, 2020 and the reports of the Board of Directors and Auditors thereon as on that date;
- b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2020 and the Report of Auditors thereon as on that date;

2. To appoint a Director in place of Shri Binod Kumar Agarwal (DIN: 00322536) Chairman and Managing Director, who is liable to retire by rotation and being eligible offers himself for re-appointment:

3. To appoint as the Statutory Auditors of the Company for a term of 5 (five) years and to fix their remuneration and to consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), **M/s M.S. Dahiya & Co., Chartered Accountants (F.R. No. 013855C)** be and is hereby appointed as the Statutory Auditors of the Company in place of the retiring auditors **M/s ABN & Co., Chartered Accountants (F.R. No. 004447C)**, (whose term will be completed on the conclusion of the ensuing Annual General Meeting), to hold office for a term of **5 (five)** consecutive years from the conclusion of this Annual General Meeting until the conclusion of the 16th Annual General Meeting of the Company to be held in the calendar year 2025 at such remuneration as may be approved by the Audit Committee and the Board of Directors in consultation with the Auditors, plus applicable taxes and reimbursement of travel and out-of-pocket expenses.”

SPECIAL BUSINESS:

4. Appointment of Ms. Priyanka Sengar (DIN 08943198) as an Independent Director:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV of the Companies Act, 2013 together with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable Regulations of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Ms. Priyanka Sengar (DIN: 08943198) who was appointed as Additional Independent Director of the company w.e.f. 10th November, 2020 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years commencing from 10th November, 2020 upto 09th November, 2025, not liable to retire by rotation.”

“**RESOLVED FURTHER THAT** for the purposes of giving effect to the above resolution, any of the director of the Company, be and is hereby authorized to file all required filings under applicable statutes, laws and regulations, including appointment of director with the ROC and perform all such acts, deeds and things as may be required under applicable statutes, laws and regulations.”

5. Approval for Related Party Transactions

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party transaction(s), the approval of Shareholders be and are hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with **Honourable Packaging Private Limited, Jagannath Plastics Private Limited and Shree Tirupati Balajee Agro Trading Company Private Limited**, with respect to sale, purchase or supply of any goods or material and/or for selling or otherwise disposing of or buying property of any kind, on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value as mentioned in table below for the financial year 2020-21, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.



Sr. No.	Name of related parties	Relationship	Maximum Value Transaction per annum entity
1	Honourable Packaging Private Limited	One of the Director is a Director and Member	Upto Rs. 20/- crore
2	Jagannath Plastics Private Limited		Upto Rs. 20/- crore
3	Shree Tirupati Balajee Agro Trading Company Private Limited		Upto Rs. 100/- crore

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts and take steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

Date: 10th November, 2020
Place: Pithampur

By Orders of the Board of Directors

Shree Tirupati Balajee FIBC Limited
 CIN: L25202MP2009PLC022526
 Regd. Office: Plot No. A.P.-14 (Apparel Park),
 SEZ Phase-II, Industrial Area
 Pithampur (Dist. Dhar) M.P. 454774

Vipul Goyal
Company Secretary &
Compliance Officer
FCS 10223

NOTES:

- In view of severe outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs (MCA), and Securities and Exchange Board of India (SEBI) have permitted the Companies to conduct their Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) during the calendar year 2020.
- In view of MCA General Circular No. 20/2020 dated 05th May, 2020 read with General Circular No. 14/2020 dated 08th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020, Circular of SEBI dated 12th May, 2020 and other applicable circulars issued by the SEBI and MCA in this regard, the 11th Annual General Meeting (AGM) will be conducted through Video Conferencing or Other Audio Visual Means, as permitted. Hence, physical attendance of the Members to the AGM venue is not required and the members can attend and participate in the ensuing AGM through VC/OAVM.
- As physical presence of members is dispensed with, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. Hence, proxy form and attendance slip are not annexed herewith. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
- Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
- Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the company on their e-mail ID cs@tirupatibalajee.com.
- In compliance with the above Circulars of MCA and SEBI, the Annual Report 2019-20, Notice of the 11th AGM, and instructions for e-voting are being sent only through electronic mode to those members whose email addresses are registered with the Company / depository participant(s).
- Electronic copy of the Annual Report is being sent to all Members whose email IDs are registered with the Company / Depository Participants (DP) for communication purposes. Members who have not got their email id registered with the Company are requested to inform your email id to the Company or its RTA in case of physical holding and in case of demat holding update your email id with the depository participant. Investors may also download the Annual Report of the Company from the website of the Company www.tirupatibalajee.com or website of Stock Exchange as well.
- The Annual General Meeting notice will be available on the website of the Company www.tirupatibalajee.com under the investor section.
- The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special



Business at the meeting, is annexed hereto. The relevant details, pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting ("AGM") is also annexed.

10. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
11. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
12. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated, are provided.
13. The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, 09th day of December, 2020 to Wednesday, 16th day of December, 2020 (both days inclusive) in the terms of the provisions of the Companies Act, 2013 and the Listing Agreement for the purpose of the Annual General Meeting.
14. The voting rights of member(s) shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date i.e. Wednesday, 09th day of December, 2020. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. Wednesday, 09th day of December, 2020 only shall be entitled to avail the facility of remote e-voting. A person who is not member as on the cut-off date should treat this notice for information purpose only.
15. Members desirous of getting any information about the accounts and operations of the Company or for redressal of their grievances/queries, are requested to address their queries to the Company Secretary of the Company at least seven days in advance of the meeting so that the information required may be made readily available at the meeting.
16. Non-resident Indian members are requested to inform the Company or its RTA or to the concerned DPs, as the case may be, immediately:
 - The change in the residential status on return to India for permanent settlement.
 - The particulars of the NRE Account with a Bank in India, if not furnished earlier.
17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts.
18. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08th, 2020, April 13th, 2020 and May 05th, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by CDSL.
19. The facility for voting through electronic voting system shall also be made available at the meeting and members attending the meeting who have not already casted their vote by remote e-voting shall be able to exercise their right at the meeting.
20. The Members can join the AGM through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for all members including large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.



21. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
22. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of notice through email and holding shares as of cut-off date i.e.- Wednesday, 09th day of December, 2020 may obtain the login ID and password by sending a request at 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 for casting the vote.
23. The Board of Directors has appointed CS Ritesh Gupta, Company Secretary in Whole Time Practice (ICSI Membership No. FCS-5200 CP No. 3764) as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
24. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website at www.tirupatibalajee.com and shall be communicated to the stock exchange as well within two (2) days of passing of the resolutions at the AGM of the Company.
25. The remote e-Voting module on the day of the AGM shall be disabled by CDSL for voting after the conclusion of the Meeting.
26. Voting through electronic means.
The Company is pleased to offer e-voting facility for the members to enable them to cast their votes electronically. If a member has opted for e-voting, then he/she should not vote physically and vice-a-versa.
The instructions for members for voting electronically are as under:-
 - i. The voting period begins on Sunday, 13th day of December, 2020 at 09.00 A.M. (IST) and ends on Tuesday, 15th day of December, 2020 at 05.00 P.M. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Wednesday, 09th day of December, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - ii. Log on to the e-voting website www.evotingindia.com
 - iii. Click on Shareholders
 - iv. 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.
 - v. Next enter the Image Verification as displayed and Click on Login.
 - vi. If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - vii. If you are a first time user follow the steps given below:

	For Members 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) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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. 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).



- viii. After entering these details appropriately, click on “SUBMIT” tab.
- ix. 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.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for the relevant Shree Tirupati Balajee FIBC Limited on which you choose to vote.
- xii. 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.
- xiii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiv. 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.
- xv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvii. If Demat account holder has forgotten the changed password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. **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, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- xix. Note for Non – Individual Shareholders and Custodians

Non-Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodian are required to log on to 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 emailed to 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 mailed to 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.

Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@tirupatibalajee.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, NM Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

27. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
28. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
29. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
30. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
31. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at company email id. These queries will be replied to by the company suitably by email.
32. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

33. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
34. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
35. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
36. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

Date: 10th November, 2020
Place: Pithampur

By Orders of the Board of Directors

Shree Tirupati Balajee FIBC Limited
CIN: L25202MP2009PLC022526
Regd. Office: Plot No. A.P.-14 (Apparel Park),
SEZ Phase-II, Industrial Area
Pithampur (Dist. Dhar) M.P. 454774

Vipul Goyal
Company Secretary &
Compliance Officer
FCS 10223

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.****ITEM NO. 3**

The term of **M/s ABN & Co., Chartered Accountants (F.R. No. 004447C)** as statutory auditors of the company will be completed on the conclusion of the ensuing Annual General Meeting. Accordingly, as per the provisions of Section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), The Board of Directors of the Company has recommended, appointment of **M/s M.S. Dahiya & Co., Chartered Accountants (F.R. No. 013855C)** as statutory auditors of the company, for a period of 5 (five) years, commencing from the conclusion of 11th AGM till the conclusion of the 16th AGM.

M/s M.S. Dahiya & Co., Chartered Accountants (F.R. No. 013855C) have given their consent to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3) (g) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item No. 3 of the notice.

The Board recommends passing of the resolution as set out at Item No. 3 to be passed as an ordinary resolution.

ITEM NO. 4

Pursuant to the provisions of Section 149 and 152 of the Companies Act, 2013 and to further strengthen the Board of Directors, on the recommendation of Nomination and Remuneration Committee, your Directors have appointed Ms. Priyanka Sengar (DIN: 08943198), as an Additional Independent Director of the Company w.e.f. 10.11.2020. Your Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Ms. Priyanka Sengar (DIN: 08943198) for the office of Director of the Company. Ms. Priyanka Sengar (DIN: 08943198) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. It is proposed, as recommended by Nomination and Remuneration Committee of the Board, to appoint Ms. Priyanka Sengar (DIN: 08943198) as an Independent Director of the Company to hold office for a consecutive period of 5 (five) years till commencing from 10th November, 2020 upto 09th November, 2025, not liable to retire by rotation.

The Company has received a declaration from Ms. Priyanka Sengar (DIN: 08943198) that She is not debarred to be appointed as Director from any of the regulatory authority and She meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act. She holds valid certificate of registration in data bank of Indian Institute of Corporate Affairs. She possesses appropriate skills, experience and knowledge and in the opinion of the Board, She fulfills the conditions for her appointment as an Independent Director as specified in the Act and the Listing Regulations.

Ms. Priyanka Sengar (DIN: 08943198) (aged about 31 years) is a qualified Company Secretary and Graduate in Commerce from Jiwaji University, Gwalior (M.P.). She has an experience of working as a Company Secretary in listed companies of around 3.5 Years. She also gained wide experience in Legal, Administration and training.

Ms. Priyanka Sengar (DIN: 08943198) does not hold any shares of the Company. Keeping in view her expertise and knowledge, it will be in the interest of the Company to appoint her as an Independent Director. Copy of the draft letter of appointment of Ms. Priyanka Sengar (DIN: 08943198) as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

Your Directors recommend passing of the resolution as set out at item no. 4 of this Notice as an Ordinary Resolution.

ITEM NO. 5

Section 188 of the Companies Act, 2013 read with rules 15 and 16 of Companies (Meetings of Board and its Powers) Rules, 2014 prescribe certain procedure for approval of related party transactions. The proviso to section 188 also states that nothing in section 188(1) will apply to the material related party transactions which may be entered into by the company in its ordinary course of business and at arm's length basis.

All the proposed transactions put up for approval are in ordinary course of business and at arm's length, the following contracts / arrangements / transactions are material in nature and require the approval of the shareholders of the Company by ordinary resolution:



Sr. No.	Name of related parties	Relationship	Maximum Value Transaction per annum entity
1	Honourable Packaging Private Limited	Private Companies in which Shri Binod Kumar Agarwal & Smt. Sunita Agrawal are Directors and members.	Upto Rs. 20/- crore
2	Jagannath Plastics Private Limited		Upto Rs. 20/- crore
3	Shree Tirupati Balajee Agro Trading Company Private Limited		Upto Rs. 100/- crore

The other related information as envisaged under Companies (Meetings of Board and its Powers) Rules, 2014 and amendments thereto and the Company's Related Party Transaction Policy are furnished hereunder:

Name of the Related Party	As per table above
Name of the Director or key managerial personnel who is related, if any	Shri Binod Kumar Agarwal & Smt. Sunita Agrawal
The nature, material terms, monetary value and particulars of the contract or arrangement	To sale and purchase of fabric and other ancillary items, jumbo bags etc. based on business requirements of the Company from time to time and shall be in Ordinary course of business and at arms' length basis. No specific agreement was executed for that purposes.
Any other information relevant or important for the members to take a decision on the proposed resolution	Shri Binod Kumar Agarwal & Smt. Sunita Agrawal are common directors in the related companies.

The above contracts/arrangements/transactions were approved by the Audit Committee at its meetings by omnibus approval and recommended to the Board of Directors.

The Directors and Key managerial personnel of the Company deemed to be concerned or interested financially or otherwise in the resolution to the extent of their shareholdings as may be allotted to them time to time.

Your Directors recommend passing of the resolution as set out at item no. 5 of this Notice as an Ordinary Resolution.

Date: 10th November, 2020
Place: Pithampur

By Orders of the Board of Directors

Shree Tirupati Balajee FIBC Limited
 CIN: L25202MP2009PLC022526
 Regd. Office: Plot No. A.P.-14 (Apparel Park),
 SEZ Phase-II, Industrial Area
 Pithampur (Dist. Dhar) M.P. 454774

Vipul Goyal
Company Secretary &
Compliance Officer
FCS 10223



BRIEF PROFILE AND PARTICULARS OF THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT IN THE ENSUING ANNUAL GENERAL MEETING

Annexure to Item No. 2 & 4 of the Notice:

Name of Directors	BINOD KUMAR AGARWAL	PRIYANKA SENGAR
Designation	MANAGING DIRECTOR	ADDITIONAL INDEPENDENT DIRECTOR
Director Identification Number (DIN)	00322536	08943198
Date of Birth	04/02/1964	12/10/1989
Date of Appointment (previous)	06/09/2010	10/11/2020
Expertise Experience in specific functional areas	He is the founder of the Company successfully guiding its operations since inception. He has an experience of more than 33 years in packaging business.	She has experience of 3.5 years of working as Company Secretary in Listed Companies. She has knowledge of Company Law, SEBI (LODR) etc.
Qualification	Bachelor's degree in Science (Engineering) in the branch of chemical from Regional Engineering College, Rourkela	Qualified Company Secretary and Bachelor's degree in Commerce from Jiwaji University, Gwalior (M.P.)
No. & % of Equity Shares held	2.37 %, holding 2,40,000 equity shares as at 31 st March, 2020.	NIL
List of outside Company's directorship held	1) STB International Private Limited 2) Shree Tirupati Balajee Agro Trading Company Private Limited 3) Jagannath Plastics Private Limited 4) Honourable Packaging Private Limited	NIL
Chairman / Member of the Committees of the Board of Directors of Shree Tirupati Balajee FIBC Limited	Corporate Social Responsibility Committee : Chairman	NIL
Chairman / Member of the Committees of the Board, Directors of other Companies in which he is director.	Shree Tirupati Balajee Agro Trading Company Private Limited Corporate Social Responsibility Committee : Chairman	NIL
Disclosures of relationships between directors inter-se.	Husband of Smt. Sunita Agrawal, Non-Executive Director of the company.	NA