



NOTICE

Notice is hereby given that 13th Annual General Meeting (AGM) of the Members of **SHREE TIRUPATI BALAJEE FIBC LIMITED** is scheduled to be held on Thursday, 29th day of September, 2022 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 Madhya Pradesh, shall be deemed as the venue for the AGM 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 Standalone Financial Statement of the Company for the financial year ended 31st March, 2022 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, 2022 and the reports of Auditors thereon as on that date;

2. To appoint a Director in place of Shri Sakul Grover (DIN: 06863528) Director, who is liable to retire by rotation and being eligible offers himself for re-appointment:

"RESOLVED THAT in accordance with the provisions of Section 152 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013, **Shri Sakul Grover (DIN: 06863528)** who retires by rotation at this meeting and being eligible, offers himself for re-appointment."

SPECIAL BUSINESS:

3. 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, as per Regulations 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 members of the company be and are hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with following entities mentioned in table below 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 2022-23, 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	Common Directors	Upto Rs. 100/- crore
2	Jagannath Plastics Private Limited	Common Directors and Members	Upto Rs. 100/- crore
3	Shree Tirupati Balajee Agro Trading Company Private Limited	Common Directors and Members	Upto Rs. 400/- crore
4	Stable Textile Private Limited	Relatives of Director is Members	Upto Rs. 100/- crore
5	Aon Textiles Private Limited	Relatives of Director is Directors and Members	Upto Rs. 100/- crore
6	Ever Bags Packaging Private Limited	Common Director and Relatives of Director is Director and Members	Upto Rs. 50/- crore

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

4. To approve the re-appointment of Shri Hatim Badshah (DIN: 05118272), as the Independent Director for the second term of 5 (five) consecutive years

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

"RESOLVED THAT pursuant to the provisions of sections 149, 150, 152, 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the



applicable provisions of the SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), Shri Hatim Badshah (DIN: 05118272), who was appointed as an Independent Director of the Company and hold office as such upto 09th June, 2022 and being eligible for re-appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five (5) consecutive years with effect from 10th June, 2022 to 09th June, 2027.”

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution."

5. To approve the appointment of Shri Yash Khemchandani (DIN: 08923669) as a Non-Executive Independent Director.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2015 read with Schedule IV of the Companies Act, 2013 and the provisions of the SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Yash Khemchandani (DIN: 08923669), who was appointed by the Board as an Additional Director under the category of Non-Executive Independent Director w.e.f. 10th June, 2022, in terms of Section 161 of the Companies Act, 2013 and Article of Association of the Company and a declaration has been received from him confirming that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for a term of 5 (Five) Consecutive Years w.e.f. 10th June, 2022 to 09th June, 2027 and he shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution."

6. To approve the re-appointment of Shri Binod Kumar Agarwal (DIN:00322536) as Managing Director of the company.

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

"RESOLVED THAT pursuant to the provisions of Sections 2(54), 117, 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules made thereunder read with Schedule V to the Act and Regulation 17(6)(e) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory amendment, modification or re-enactment thereof, for the time being in force), Shri Binod Kumar Agarwal (DIN: 00322536), as recommended by the Nomination and Remuneration Committee, be and is hereby re-appointed as Managing Director of the Company for a period of five (5) years with effect from 17th July, 2022 to 16th July, 2027 on the following terms and conditions:

CATEGORY A:

(a) Salary and Remuneration- NIL

(b) Gratuity- NIL

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as in its absolute discretion, may consider necessary, expedient or desirable and to vary, modify the terms and conditions and to settle any question, or doubt that may arise in relation thereto and any of the directors of the company be and are hereby authorized to sign and file DIR - 12 with the Registrar of Companies, Ministry of corporate Affairs, and do all other deeds, things and acts that are necessary to the re-appointment of Shri Binod Kumar Agarwal (DIN: 00322536) as Managing Director of the company."

Date: 30th August, 2022
Place: Pithampur (Dhar)

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)- 454774 Madhya Pradesh

Vipul Goyal
Company Secretary &
Compliance Officer
FCS 10223

**NOTES:**

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated 08th April, 2020, Circular No.17/2020 dated 13th April, 2020 and Circular No. 20/2020 dated 05th May, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. 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 MCA Circulars dated 08th April, 2020, 13th April, 2020 and 05th May, 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 e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the 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 to atleast 1000 members on first come first served basis. This will not include 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. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated 08th April, 2020, generally, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the Company. Since this AGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members is not available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto. However, the Institutional/Corporate Shareholders are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13th April, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.tirupatibalajee.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated 08th April, 2020 and MCA Circular No. 17/2020 dated 13th April, 2020 and MCA Circular No. 20/2020 dated 05th May, 2020.
8. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020, General Circular No. 02/2021 Dt. 13th Jan, 2021, General Circular No. 19/2021 Dt. 8th Dec, 2021 & 21/2021 dated 14th Dec, 2021 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2022, or become due in the year 2022, to conduct their AGMs on or before 31.12.2022, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 dated 05.05.2020.
9. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
10. 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/reappointment at this Annual General Meeting ("AGM") is also annexed.

11. 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.
12. The Board of Directors has appointed M/s Ritesh Gupta & Co., Company Secretaries, Indore (ICSI Membership No. F5200 & CP No. 3764) as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
13. 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 (02) days of passing of the resolutions at the AGM of the Company.

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- i. The voting period begins on **Monday, 26th day of September, 2022 at 09.00 A.M. (IST)** and ends on **Wednesday, 28th day of September, 2022 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 **Thursday, 22nd day of September, 2022** 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. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:



TYPE OF SHAREHOLDERS	LOGIN METHOD
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDEAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDEAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants(DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.



Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

LOGIN TYPE	HELPDESK DETAILS
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- v. Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form:-
 - a) The shareholders should log on to the e-voting website www.evotingindia.com.
 - b) Click on "Shareholders" module.
 - c) Now enter your User ID-
 - (i) For CDSL: 16 digits beneficiary ID,
 - (ii) For NSDL: 8 Character DPID followed by 8 Digits Client ID,
 - (iii) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - d) Next enter the Image Verification as displayed and Click on Login.
 - e) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - f) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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.

- vi. After entering these details appropriately, click on "SUBMIT" tab.
- vii. 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.
- viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix. Click on the EVSN for the relevant **Shree Tirupati Balajee FIBC Limited** on which you choose to vote.
- x. 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.



- xi. Click on the "**RESOLUTIONS FILE LINK**" if you wish to view the entire Resolution details.
- xii. 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.
- xiii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xv. 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.
- xvi. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xvii. **Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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 mandatory 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 (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING AREAS UNDER:

- 1) The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
- 2) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- 3) Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- 4) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- 5) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 6) 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.
- 7) 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 (seven) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at company email ids@tirupatibalajee.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 (seven) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at company email ids@tirupatibalajee.com. These queries will be replied to by the company suitably by email.
- 8) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.



- 9) Only those shareholders, who are 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 available during the AGM.
- 10) 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.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

- 1) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
- 2) For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
- 3) For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

**Date: 30th August, 2022
Place: Pithampur (Dhar)**

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)- 454774 Madhya Pradesh

Vipul Goyal
Company Secretary &
Compliance Officer
FCS 10223

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

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	Common Directors	Upto Rs. 100/- crore
2	Jagannath Plastics Private Limited	Common Directors and Members	Upto Rs. 100/- crore
3	Shree Tirupati Balajee Agro Trading Company Private Limited	Common Directors and Members	Upto Rs. 400/- crore
4	Stable Textile Private Limited	Relatives of Director is Members	Upto Rs. 100/- crore
5	Aon Textiles Private Limited	Relatives of Director is Directors and Members	Upto Rs. 100/- crore
6	Ever Bags Packaging Private Limited	Common Director and Relatives of Director is Director and Members	Upto Rs. 50/- 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 Directors or key managerial personnel or Relatives of Directors who is related, if any	<ol style="list-style-type: none"> 1. Shri Binod Kumar Agarwal 2. Shri Ranjan Kumar Mohapatra 3. Shri Sakul Grover 4. Smt. Vinita Agarwal and Smt. Chanchal Agarwal Daughters of Shri Binod Kumar Agarwal and Shri Anant Agarwal Son of Shri Binod Kumar Agarwal.
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.

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

Your Directors recommend passing of the resolution as set out at item no. 3 of this Notice as an Ordinary Resolution.

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.



ITEMNO. 4

Shri Hatim Badshah (DIN: 05118272) was appointed as a Non-Executive Independent Director of the company on 10th June, 2017 for a period of 5 (Five) years and his term is expired on 09th June, 2022. After taking into account the performance evaluation during his first term of five years and considering the knowledge, expertise and experience and the contribution made by Shri Hatim Badshah (DIN: 05118272), the Nomination and Remuneration Committee has considered and recommended to the board for the re-appointment of Shri Hatim Badshah (DIN: 05118272) for the second term of 5 (Five) years. He is eligible for reappointment and has desired his willingness to be re-appointed for a second term of 5 (Five) years as a Non-Executive Independent Director of the company and has given his consent for re-appointment and declaration of Independency. Therefore, the board of directors, re-appointed him, subject to the approval of the members of the company, as a Non-Executive Independent Director for a Second term of 5 (Five) years with effect from 10th June, 2022 up to 09th June, 2027 by way of resolution passed by circulation dated 07th June, 2022 and he shall not be liable to retire by rotation.

Brief profile of Shri Hatim Badshah (DIN: 05118272) proposed to be re-appointed as Independent Director including nature of his expertise and shareholding in the Company, etc. is mentioned in '*Annexure-I*' to the Notice pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.

Your Directors recommend passing of the resolution as set out at **item no. 4** of this Notice as a **Special Resolution**.

The aforesaid director may be deemed to be interested in the resolution to the extent of the fee for attending the meetings as may be payable, if any, in the Company. Save and except the above, none of the other Directors/Key Managerial Personnel/their relatives are in any way, concerned or interested, financially or otherwise, in the resolution.

ITEMNO. 5

It is being recommended by the Nomination and Remuneration Committee that an Additional Director in the capacity of Non-executive Independent Director shall be appointed by the Board of Directors to fulfill the requirements of Section 149 of the Companies act, 2013 read with Regulation 16(1)(b) & 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Based on the recommendation received from the aforesaid committee and in view of his knowledge skills and expertise, the board of directors appointed Shri Yash Khemchandani (DIN: 08923669), subject to the approval of the members of the company, as a Non-Executive Independent Director for a term of 5 (Five) years with effect from 10th June, 2022 up to 09th June, 2027 by way of resolution passed by circulation dated 07th June, 2022 and he shall not be liable to retire by rotation.

Aforesaid Independent Director proposed for appointment is not disqualified to act as a Director in terms of section 164 of the Act and other applicable laws and has given his consent to act as a Director. The Company has also received declaration from him stating that he meets the criteria of independence as prescribed under section 149(6) of the Act and under the SEBI (LODR) Regulations, 2015. In the opinion of the Board, he fulfils the criteria of independency and the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and the SEBI (LODR) Regulation, 2015 and further he is also registered under the Independent Directors Databank maintained by IICA.

Brief profile of Shri Yash Khemchandani (DIN: 08923669) proposed to be appointed as Independent Director including nature of his expertise and shareholding in the Company, etc. is mentioned in '*Annexure-I*' to the Notice pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.

Your Directors recommend passing of the resolution as set out at **item no. 5** of this Notice as a **Special Resolution**.

The aforesaid director may be deemed to be interested in the resolution to the extent of the fee for attending the meetings as may be payable, if any, in the Company. Save and except the above, none of the other Directors/Key Managerial Personnel/their relatives are in any way, concerned or interested, financially or otherwise, in the resolution.

**ITEM NO. 6**

Shri Binod Kumar Agarwal (DIN: 00322536) was appointed as the Managing Director of the company for a period of Five years from 17th July, 2017 to 16th July, 2022. Accordingly, in terms of the provisions of Sections 2(54), 117, 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules made thereunder read with Schedule V to the Act and Regulation 17(6)(e) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and considering the knowledge, rich and varied experience of Shri Binod Kumar Agarwal (DIN: 00322536) in packaging industry, the overall performance of the Company during his tenure, the Board of Directors in its meeting held on 04th July, 2022, and on recommendation of the Nomination and Remuneration Committee, has approved the re-appointment of Shri Binod Kumar Agarwal (DIN: 00322536) as Managing Director of the Company for another term of five (5) years with effect from 17th July, 2022 to 16th July, 2027, subject to the approval of members of the Company.

Shri Binod Kumar Agarwal (DIN: 00322536) has given his consent to act as Managing Director of the Company and he is eligible for re-appointment as Managing Director as he fulfills the conditions as specified under Section 197 of the Act and Part I of Schedule V to the Act. Further, as per the intimation/declaration received by the Company, Shri Binod Kumar Agarwal (DIN: 00322536) is not disqualified for re-appointment as Director under Section 164 of the Act.

Brief profile of Shri Binod Kumar Agarwal (DIN: 00322536) proposed to be appointed as Managing Director including nature of his expertise and shareholding in the Company, etc. is mentioned in '*Annexure-I*' to the Notice pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.

Your Directors recommend passing of the resolution as set out at **item no. 6** of this Notice as a **Special Resolution**.

None of the Directors or Key Managerial Personnel of the Company, either directly or through their relatives except Shri Binod Kumar Agarwal (DIN: 00322536) and his relatives, are in any way, concerned or interested, whether financially or otherwise, in the resolution set out at item no. 6 of this Notice.

Date: 30th August, 2022
Place: Pithampur (Dhar)

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)- 454774 Madhya Pradesh

Vipul Goyal
Company Secretary &
Compliance Officer
FCS 10223



'Annexure-I'

BRIEF PROFILE AND PARTICULARS OF THE DIRECTOR SEEKING APPOINTMENT/ RE-APPOINTMENT IN THE ENSUING ANNUAL GENERAL MEETING**Annexure to Item No. 2 of the Notice:**

Name of Director	SAKUL GROVER
Designation	NON-EXECUTIVE DIRECTOR
Director Identification Number (DIN)	06863528
Date of Birth	08/02/1990
Date of Appointment (previous)	10/06/2017
Expertise Experience in specific functional areas	He has an experience of more than five years in the field of FIBC operations & Productions.
Qualification	Bachelor of Engineering from University of Pune & Master in Management with specialization in Marketing from Chetana's Institute of Management & Research from Mumbai.
No. & % of Equity Shares held	1,00,332 & 0.99 % equity shares
List of outside Company's directorship held	1. Shree Tirupati Balajee Agro Trading Company Private Limited 2. Jagannath Plastics Private Limited 3. Honourable Packaging Private Limited 4. STB International Private Limited
Chairman / Member of the Committees of the Board of Directors of Shree Tirupati Balajee FIBC Limited	1. Audit Committee 2. Stakeholders' Relationship Committee 3. Nomination and Remuneration Committee 4. Corporate Social Responsibility Committee
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- Member
Disclosures of relationships between directors inter-se.	Not related to any Directors of the Company

Annexure to Item No. 4 of the Notice:

Name of Director	HATIM BADSHAH
Designation	INDEPENDENT DIRECTOR
Director Identification Number (DIN)	05118272
Date of Birth	09/09/1976
Date of Appointment (previous)	10/06/2017
Expertise Experience in specific functional areas	He has the knowledge, expertise and experience in the field of Finance and Accounts. He is an invaluable counselor to the Board of Directors and to the management of the Company and is giving valuable guidance as an Independent Director from last 5 years.
Qualification	He is a qualified Chartered Accountant by profession and is a member of the Institute of Chartered Accountants of India.
No. & % of Equity Shares held	NIL
List of outside Company's directorship held	NIL
Chairman / Member of the Committees of the Board of Directors of Shree Tirupati Balajee FIBC Limited	1. Audit Committee: Chairman 2. Nomination & Remuneration Committee: Chairman 3. Stakeholders Relationship Committee: Chairman 4. Corporate Social Responsibility Committee : Member
Chairman / Member of the Committees of the Board, Directors of other Companies in which he is director.	NIL
Disclosures of relationships between directors inter-se.	Not related to any Directors of the Company

**Annexure to Item No. 5 of the Notice:**

Name of Director	YASH KHEMCHANDANI
Designation	INDEPENDENT DIRECTOR
Director Identification Number (DIN)	08923669
Date of Birth	30/03/1997
Date of Appointment (previous)	NA
Expertise Experience in specific functional areas	He has the knowledge, expertise and experience in the field of Company Law, SEBI regulations and matters related to any other laws as may be applicable on the companies.
Qualification	He is a qualified Company Secretary by profession and is a member of the Institute of Company Secretaries of India.
No. & % of Equity Shares held	NIL
List of outside Company's directorship held	Koyna Enterprises Private Limited
Chairman / Member of the Committees of the Board of Directors of Shree Tirupati Balajee FIBC Limited	1. Audit Committee: Member 2. Nomination & Remuneration Committee: Member 3. Stakeholders Relationship Committee: Member
Chairman / Member of the Committees of the Board, Directors of other Companies in which he is director.	NIL
Disclosures of relationships between directors inter-se.	Not related to any Directors of the Company

Annexure to Item No. 6 of the Notice:

Name of Director	BINOD KUMAR AGARWAL
Designation	MANAGING DIRECTOR
Director Identification Number (DIN)	00322536
Date of Birth	04/02/1964
Date of Appointment (previous)	17/07/2017
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 35 years in packaging business.
Qualification	Bachelor's degree in Science (Engineering) in the branch of chemical from Regional Engineering College, Rourkela
No. & % of Equity Shares held	3,54,000 & 3.49% equity shares.
List of outside Company's directorship held	1. Jagannath Plastics Private Limited 2. Honourable Packaging Private Limited 3. Shree Tirupati Balajee Agro Trading Company Private Limited 4. STB International Private Limited 5. BKK Polyproducts Private Limited 6. Ever Bags Packaging Private Limited 7. STB Industrial Development Cluster Association 8. Mass Industrial Development Cluster Association
Chairman / Member of the Committees of the Board of Directors of Shree Tirupati Balajee FIBC Limited	Corporate Social Responsibility Committee : Chairman
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
Disclosures of relationships between directors inter-se.	Not related to any Directors of the Company