



**SHREE TIRUPATI
BALAJEE FIBC LTD.**



11th ANNUAL REPORT
2019-20

Chairman's Message



Dear Shareholders,

We are pleased to present you the details of events that have occurred in the financial year 2019-20 through our Annual Report for the year. Challenges are a way of life. Coping with them and proving your resilience in face of adversity is what makes you stand apart. We believe that we now stand in the position of achieving what we had set out to do. Your company has world class manufacturing facilities which are now fully commissioned. As a fully certified food grade facility we have built in capabilities which very few in the world have.

The unprecedented disruptions and challenges posed by the COVID-19 have aggravated the global community's hardship. The nation-wide lockdown was effective from the midnight of 24th March, 2020. However, the company resumed its operations partially within few days after getting requisite permission from concern authorities and is now fully operational with all measures necessary for safety and welfare of the employees have been taken. Your Company, as an exporter, had a negative effect. Your Company has spent Rs. 26,53,222/- towards its CSR liability during the COVID-19 crisis.

*Due to global brand image of **TIRUPATI**, your Company's has high export order demand leading us to believe that your company is far better placed to serve its Global customers now. In order to expand its export market in new geographical areas, your company is planning to increase its production capacity by way of expanding its plant located at Pithampur, District Dhar, (MP). Further your company has also incorporated its wholly owned subsidiary in the name and style of "**STB International Private Limited**" which will enhance the working capacity of the company.*

I would like to thank our Board of Directors and the whole team of TIRUPATI for their commitment and service during these tough times. Most importantly, I would like to acknowledge the overwhelming trust and support of statutory authorities like NSE, SEBI, NSDL, CDSL, RTA and our clients, Business associates, suppliers and all other stakeholders who are providing value-added services to the company. I hereby extend my gratitude towards all our shareholders for their faith and confidence in the company. We look forward to create more milestones going ahead.

Regards

Binod Kumar Agarwal
Chairman & Managing Director



CORPORATE INFORMATION

BOARD OF DIRECTORS

Shri Binod Kumar Agarwal
Shri Ranjan Kumar Mohapatra
Smt. Sunita Agrawal
Shri Sakul Grover
Shri Mahendra Kumar Bhagat
Shri Hatim Badshah

: Chairman and Managing Director
: Joint Managing Director
: Non-Executive Director
: Non-Executive Director
: Independent Director
: Independent Director

AUDIT COMMITTEE

Shri Hatim Badshah
Shri Mahendra Kumar Bhagat
Smt. Sunita Agrawal

: Independent Director- Chairman
: Independent Director- Member
: Non-Executive Director- Member

STAKEHOLDER'S RELATIONSHIP COMMITTEE

Shri Hatim Badshah
Shri Mahendra Kumar Bhagat
Smt. Sunita Agrawal

: Independent Director - Chairman
: Independent Director - Member
: Non-Executive Director- Member

NOMINATION AND REMUNERATION COMMITTEE

Shri Hatim Badshah
Shri Mahendra Kumar Bhagat
Smt. Sunita Agrawal

: Independent Director- Chairman
: Independent Director- Member
: Non-Executive Director- Member

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Shri Binod Kumar Agarwal
Smt. Sunita Agrawal
Shri Hatim Badshah

: Managing Director - Chairman
: Non-Executive Director- Member
: Independent Director- Member

CHIEF FINANCIAL OFFICER

Shri Hamza Hussain

COMPANY SECRETARY & COMPLIANCE OFFICER

Shri Vipul Goyal

NAME OF THE STOCK EXCHANGE

(Where the Company's Shares Listed)
NSE LIMITED –EMERGE PLATFORM
Exchange Plaza, 5th Floor, Plot no. C/1,
G Block, Bandra Kurla Complex,
Bandra(E) Mumbai 400 051 (M.H.)
Scrip Id: TIRUPATI

REGISTERED OFFICE

Plot No. A.P.-14 (Apparel Park), SEZ
Phase-II, Industrial Area Pithampur
PIN-454774 (Madhya Pradesh)
CIN: L25202MP2009PLC022526
Tel : +91 731- 4217400
Email: cs@tirupatibalajee.com
Website: www.tirupatibalajee.com

REGISTRAR & SHARE TRANSFER AGENT:

Bigshare Services Private Limited
E-3, Ansa Industrial Estatesaki Vihar Road
Sakinaka Mumbai MH 400072
Tel : +91-22-6263 8200 - Fax: +91-22-6263 8299
Email: mohan@bigshareonline.com
Website : www.bigshareonline.com

STATUTORY AUDITORS

M/s ABN & Company
Chartered Accountants
223, Milinda Manor II Floor,
2, R.N.T. Marg
Indore MP 452001

SECRETARIAL AUDITORS

M/s Ritesh Gupta & Co.
G-1, 56 Anil Nagar, MR-9 Road,
Indore MP 452008

CORPORATE OFFICE

321 Rafeal Tower,
8/2, Old Palasia, Indore
PIN-452016 MP

BANKERS

Bank of India

575/1, M. G. Road,
Indore MP 452001

Axis Bank Ltd.

Kamal Palace1, Y. N. Road
Indore MP 452001

SIDBI

Commerce House, 1st Floor,
7 Race Course Road,
New Palasia, Indore MP 452001



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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

**BOARDS' REPORT**

To,
The Member's
SHREE TIRUPATI BALAJEE FIBC LIMITED

Your Directors take pleasure in presenting the 11th Annual Report together with the Standalone and Consolidated audited financial statements for the year ended March 31st, 2020.

SUMMARISED PROFIT AND LOSS ACCOUNT**(Rs. in Lakhs)**

Particulars	Standalone		Consolidated	
	Year ended on			
	31.03.2020	31.03.2019	31.03.2020	31.03.2019
Revenue from Operations (Net)	11,108.04	12,071.35	11,108.04	-
Other Income	14.21	6.01	14.21	-
Total Income	11,122.25	12,077.36	11,122.25	-
Profit Before Exceptional and Extraordinary Items and Tax	431.68	747.30	431.42	-
Prior Period Adjustments	0.49	21.41	0.49	-
Profit Before tax	431.19	725.89	430.93	-
Less:- Current tax	75.93	160.00	75.93	-
Deferred Tax	4.44	117.52	4.44	-
(MAT Credit Entitlement)	(7.13)	(178.86)	(7.13)	-
Profit After Tax (PAT)	357.95	627.23	357.69	-
Earnings per share (in Rupees)	3.53	6.19	3.53	-

COVID - 19

The outbreak of COVID-19 and the full closure of your company's operations from the 25th of March, 2020 affected the year end performance. For the Company, the focus immediately shifted to ensuring the health and well-being of all employees and on minimizing disruption to services for all our customers globally. The outbreak of novel Corona virus (COVID-19) has impacted the business operations of the company by way of interruption in production activities, supply chain and availability of manpower. However, your company resumed its operations partially within few days of lockdown after getting requisite permission from concern authorities, gradually ramping up over the last few months and are glad to report that it is now fully operational.

The company has a good order book for export and domestic market. So, the company does not envisage any major impact on its operation. However, the cost of operation is increased due to social distancing norms, strict procedure of sanitation and other related overhead expenses. The pandemic has resulted in increase in transport cost of employees and other transportation expenses. The Plant is operating with complete compliance of all directives related to maintaining of Social Distancing and mandatory to wear face mask and have proper sanitizations.

Your Directors wish to place on record their appreciation to the Company's employees, suppliers, customers & Government authorities for their selfless efforts which helped your Company reach normalcy in operations within a few weeks of the lockdown. The ownership and responsiveness shown by all the stakeholders was unparalleled and is a testimony of the spirit and legacy of your Company. All steps necessary for the safety and welfare of the employees have been taken and the management remains committed to keep that as a top priority. We shall review the long term impact of the pandemic and take all steps necessary to adapt itself to the emerging changes and the new normal.

PROVISION OF VOTING BY ELECTRONIC MEANS THROUGH REMOTE E-VOTING AND E-VOTING AT THE AGM:

Your Company is providing e-voting facility including remote e-voting and e-voting at AGM under section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015. The details regarding e-Voting facility including remote e-voting and e-voting at AGM is being given with the notice of the Meeting.

Further, in view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated 08th April, 2020, Circular No. 17/2020 dated 13th April, 2020 issued by the Ministry of Corporate Affairs (MCA) followed by Circular No. 20/2020 dated 05th May, 2020, physical attendance of the Members to the AGM venue is not required and Annual General Meeting (AGM) is to be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members are requested to attend and participate in the ensuing AGM through VC/OAVM only.

STATE OF THE COMPANY'S AFFAIRS & REVIEW OF OPERATIONS:

The Company is carrying business of manufacturer, producers, processors, importers, exporters, buyers and sellers of FIBC, Bulk Bags, Poly Tarpaulin, Woven Sacks/Bags, Box Bags, PP/HDPE Fabric, Liner and Flexible Packaging etc. from its Plants located at Pithampur, District Dhar, (MP).



Due to global brand image of TIRUPATI, your Company's has high export order demand leading us to believe that your company is far better placed to serve its Global customers now. In order to expand its export market in new geographical areas, your company is planning to increase its production capacity by way of expanding its plant located at Pithampur, District Dhar, (MP).

Further your company has also incorporated its wholly owned subsidiary in the name and style of "STB International Private Limited" on 20th November, 2019. However, the said subsidiary is yet to commence business activities.

ACHIEVEMENTS:

Receipt of BRC Certificate (Grade A) for Company's situated at Pithampur

Company's situated at Plot No. A.P.-14 (Apparel Park), SEZ Phase-II, Industrial Area Pithampur MP 454774 has achieved "Grade A" Certificate for meeting the requirements as set out in the BRC Global Standard for Packaging and Packaging Materials Issue 05th, July 2015, for separate clean room facilities situated at Unit for manufacturing of packaging material to be used for food and non food application. The BRC Certificate was issued on 13th December, 2019 and is valid upto 26th December, 2020.

CREDIT RATING:

ICRA dated 20th November, 2019 have affirmed the following ratings to the bank loan facilities of Rs. 36.00 Crores availed by the Company:

Total Bank Loan Facilities Rated	Rs. 36.00 Crore
Long term - Fund-based	[ICRA]BBB (Stable)
Unallocated Limits	[ICRA]BBB (Stable)/ A3+

DIVIDEND:

The Company is in regular expansion mode and also upgrading its existing properties. Therefore in order to fund new projects/upgradation, therefore your Board has not recommended any dividend for the financial year March 31st, 2020.

DIRECTORS' RESPONSIBILITY STATEMENT:

To the best of the knowledge and belief and according to the information and explanations obtained by them, your Directors confirm the following statements in terms of Section 134(3) (C) of the Companies Act, 2013:

- That in the preparation of the annual accounts for the year ended 31st March, 2020, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- That in such accounting policies as mentioned in Notes to the Financial Statements have been selected and applied consistently. Judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2020.
- That they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safe guarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- That they have prepared the Annual Accounts on a going concern basis;
- That they have laid down internal financial controls for the company and such internal financial controls were adequate and were operating effectively.
- That they have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

SHARE CAPITAL:

The paid up Equity Share Capital of the Company as on 31st March, 2020 was Rs. 10,13,00,400/- (Rupees Ten Crore Thirteen Lakh and Four Hundred only) divided into 1,01,30,040 (One Crore One Lakh Thirty Thousand and Forty) Equity Shares of Rs. 10/- (Rupees Ten only) each. During the year under review, the Company has not issued equity shares or shares with differential voting rights or granted stock options or sweat equity shares.

TRANSFER TO RESERVES:

There is no requirement for transfer of the profit to the general reserves, therefore to provide an open ended opportunity to utilize the profits towards the Company's activities, during the year under review the Board have not considered appropriate to transfer any amount to the general reserves.

DEPOSITS:

Your Company has not accepted deposit from the public falling within the ambit of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 and there were no remaining unclaimed deposits as on 31st March, 2020. Further, the Company has not accepted any deposit or loans in contravention of the provisions of the Chapter V of the Companies Act, 2013 and the Rules made there under.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

Your Company has not made any Loan or given any Guarantee under Section 186 of the Companies Act, 2013. However, the details of Investments are given under note to the Financial Statements

CSR INITIATIVES:

In terms of Section 135 and Schedule VII of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility) Rules, 2014 the Board of Directors of your Company has constituted a CSR Committee. CSR Committee of the Board has developed a CSR Policy and the same has been uploaded on the Company's Website:

<http://www.tirupatibalajee.com/media/1004/corporate-social-responsibility.pdf>

Annual report on CSR as required under rule 8(1) of the Companies (Corporate Social Responsibility) Rules, 2014 is annexed with this report as "Annexure A".

OCCUPATIONAL HEALTH & SAFETY (OH&S):

This initiative involved positive engagement of personnel on the plant at every level. With regard to contractor safety, two key areas of focus were identified, namely Facility Management for the contractors' employees and Equipment, Tools & Material Management. The Facility Management initiative was implemented to ensure adequate welfare facilities for contract labor such as washrooms with bathing facilities, rest rooms, availability of drinking water etc. The Equipment, Tools & Material Management Program ensured that the tools used by contractors were safe. The process of screening of contractors was made more stringent to ensure that the contractors were aligned with the Company's objectives to ensure 'Zero Harm'.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has in place a Policy for prevention of Sexual Harassment at the workplace in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee (ICC) has been set up to redress the Complaint received regarding sexual harassment. There was no case of sexual harassment reported during the year under review.

RISK MANAGEMENT POLICY AND INTERNAL CONTROL ADEQUACY:

The Company follows the risk management policy wherein the management keeps an eagle eye view on the markets, both domestic and foreign, related to the products, the Company manufactures and the raw materials required. The management also monitors the socio-economic changes worldwide and the changes in the currency fluctuation to minimize the risks.

The Board members are regularly informed about the potential risks, their assessment and minimization procedures. The Board frames a plan for elimination / minimization of the risk and further lays out the steps for implementing and monitoring of the risk management plan.

There are no risks which in the opinion of the Board are of the nature that can threaten the existence of the Company. However, the risk inter-se that is generally dealt in regular course of business and has to be taken care of is fluctuations in foreign exchange rates and raw material prices.

The detailed Risk Management Policy has been uploaded on Company's Website:

<http://www.tirupatibalajee.com/media/1007/risk-management-policy.pdf>

Implementation of the Scheme

The functional managers at all locations will be responsible for identifying and assessing the risks within their areas of responsibilities and actions agreed beforehand to resolve such risks. They will report for any new risk or changes in the existing risk to the Managing Director. The Board and the senior executives of the Company will oversee the implementation of the policy and review the same periodically; the Board will be updated on key risks faced by the Company and the mitigating actions taken to resolve them.

INTERNAL FINANCIAL CONTROL & ITS EFFECTIVENESS:

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is defined. The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of the Internal Control System and suggests improvements to strengthen the same. To maintain its objectivity and independence, the Internal Auditor reports to the Chairman of the Audit Committee of the Board. Based on the report of internal audit function, Company undertakes corrective action in their respective areas and thereby strengthens the controls. Recommendations along with corrective actions thereon are presented to the Audit Committee of the Board and accordingly implementation has been carried out by the Company.

VIGIL MECHANISM/WHISTLE BLOWER POLICY:

The Company has a vigil mechanism named Vigil Mechanism/Whistle Blower Policy to deal with instance of fraud and mismanagement, if



any. The details of the Vigil Mechanism Policy are annexed to the Board's Report as "Annexure B" and are also posted on the website of the Company.

<http://www.tirupatibalajee.com/media/1184/vigil-mechanismwhistle-blower-policy.pdf>

SUBSIDIARY, ASSOCIATE AND JOINT VENTURE AND AUDITED FINANCIAL STATEMENTS OF THE COMPANY:

STB International Private Limited has become wholly owned subsidiary of your Company during the financial year 2019-20 under review.

A statement containing the salient features of the financial statements of subsidiary company as prescribed under the first proviso to sub-section (3) of Section 129 of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014 is attached with financial statements as "Annexure C". The particulars of performance of financial position of the aforesaid subsidiary are provided as part of the consolidated financial statements.

The Company does not have any associate or joint venture during the year 2019-20 as well as none of the Companies which have become or ceased to be its associate or joint venture during financial year.

BOARD OF DIRECTORS, THEIR MEETINGS & KEY MANAGERIAL PERSONNEL (KMPs):

1) Composition of Board of Directors as on 31.03.2020

The Board of directors are comprising of total 06 (Six) Directors, which includes 02 (Two) Independent and 01 (One) Women director. The Board members are highly qualified with the varied experience in the relevant field of the business activities of the Company, which plays significant roles for the business policy and decision making process and provide guidance to the executive management to discharge their functions effectively.

2) Board Independence

Our definition of 'Independence' of Directors is derived from Regulation 16 of SEBI (LODR) Regulations, 2015 and Section 149(6) of the Companies Act, 2013. The Company is having following Independent Directors;

1. Shri Mahendra Kumar Bhagat (DIN: 01400781)
2. Shri Hatim Badshah (DIN: 05118272)

As per provisions of the Companies Act, 2013, Independent Directors were appointed for a term of 05 (five) consecutive years, who shall be eligible for re-appointment by passing of a special resolution by the Company and shall not be liable to retire by rotation.

3) Declaration by the Independent Directors

The Independent Directors have given declaration of Independence in the first board meeting stating that they meet the criteria of independence as mentioned under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further that the Board is of the opinion that all the independent directors fulfill the criteria as laid down under the Companies Act, 2013 during the year 2019-20 as well as the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Independent Directors have complied with the Code for Independent Directors as prescribed in Schedule IV to the Act. Further as per the provisions of Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015 as amended from time to time; the directors are not aware of any circumstance or situation, which exists or may be reasonable anticipated that could impair or impact his ability to discharge his duties with an objective independent judgement and without any external influence and that he/she is independent of the management.

4) Directors seeking re-appointment at the ensuing Annual General Meeting

In accordance with the provisions of the Companies Act, 2013 and in terms of the Articles of Association of the Company, Shri Binod Kumar Agarwal (DIN: 00322536), Chairman and Managing Director of the Company is liable to retire by rotation and being eligible offers himself for re-appointment.

5) Changes in Directors and Key Managerial Personnel

There was no change in the composition of Directors and Key Managerial Personnel during the Financial Year 2019-20.

6) Number of Meetings of the Board

The Board meets at regular intervals to discuss and decide on Company's business policy and strategy apart from other Board business. The notice of Board meeting is given well in advance to all the Directors. The Agenda of the Board meeting is circulated to all the Directors as per the provisions of Companies Act, 2013 and rules made thereunder. The Agenda for the Board meetings includes detailed notes on the items to be discussed at the meeting to enable the Directors to take an informed decision.

The Board meets 06 (Six) times in the Financial Year 2019-20 viz., on 10th May, 2019; 08th August, 2019; 09th October, 2019; 08th November, 2019; 06th January, 2020 and 24th March, 2020. The maximum interval between any two meetings did not exceed 120 days.

7) Separate Meeting of Independent Directors



As stipulated by the Code of Conduct for Independent Directors under the Companies Act, 2013, a separate meeting of the Independent Directors of the Company was held on 06th January, 2020 to review the performance of Non-Independent Directors and the entire Board. The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and its' Committees which is necessary to effectively and reasonably perform and discharge their duties.

8) Annual evaluation by the Board

The evaluation framework for assessing the performance of Directors comprises of the following key areas:

- Attendance of Board Meetings and Committee Meetings
- Quality of contribution to Board deliberations
- Strategic perspectives or inputs regarding future growth of Company and its performance
- Providing perspectives and feedback going beyond information provided by the management
- Commitment to shareholders and other stakeholders interest

The evaluation involves self-evaluation by the Board Members and subsequently assessment by the Board of Directors. A member of the Board will not participate in the discussion of his/her evaluation.

COMMITTEES OF THE BOARD:

The Company has following Four Committees as follows:

1) Audit Committee

The Company has constituted Audit Committee as per section 177 of the Companies Act 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; the terms of reference of Audit Committee are broadly in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Companies Act, 2013. The Audit Committee comprises of the following Members as on 31st March, 2020.

Name of Director	Nature of Directorship	Designation in the Committee
Shri Hatim Badshah	Non-Executive & Independent Director	Chairman
Shri Mahendra Kumar Bhagat	Non-Executive & Independent Director	Member
Smt. Sunita Agrawal	Non-Executive Director	Member

2) Nomination and Remuneration Committee

The Company has constituted a Nomination and Remuneration Committee in accordance with the section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; The Nomination and Remuneration Committee comprises of the following Members as on 31st March, 2020.

Name of Director	Nature of Directorship	Designation in the Committee
Shri Hatim Badshah	Non-Executive & Independent Director	Chairman
Shri Mahendra Kumar Bhagat	Non-Executive & Independent Director	Member
Smt. Sunita Agrawal	Non-Executive Director	Member

The Policy of the Company on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under section 178(3), is uploaded on company's website.
<http://www.tirupatibalajee.com/media/1009/nomination-and-remuneration-policy.pdf>

3) Stakeholders' Relationship Committee

The Company has constituted a Stakeholders' Relationship Committee in accordance with the section 178 (5) of the Companies Act, 2013 and Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has constituted a shareholder/investors grievance committee ("Stakeholders Relationship Committee") to redress complaints of the shareholders. The Stakeholders' Relationship Committee comprises the following Members as on 31st March, 2020:

Name of Director	Nature of Directorship	Designation in the Committee
Shri Hatim Badshah	Non-Executive & Independent Director	Chairman
Shri Mahendra Kumar Bhagat	Non-Executive & Independent Director	Member
Smt. Sunita Agrawal	Non-Executive Director	Member



4) Corporate Social Responsibility (CSR) Committee

Company has constituted a CSR Committee in accordance with the provisions of section 135 of Companies Act, 2013. The CSR Committee comprises the following Members:

Name of Director	Nature of Directorship	Designation in the Committee
Shri Binod Kumar Agarwal	Managing Director	Chairman
Shri Hatim Badshah	Non-Executive & Independent Director	Member
Smt. Sunita Agrawal	Non-Executive Director	Member

RELATED PARTY TRANSACTIONS:

All Related Party Transactions that were entered into during the Financial Year 2019-20 were on Arm's Length Basis and were in the Ordinary Course of business. There are no materially significant Related Party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

All Related Party Transactions were approved by the Audit Committee and the Board. The details are attached in Form AOC-2 as “**Annexure D**”

The Company has developed Related Party Transactions Policy which was approved by the Board for purpose of identification and monitoring of such transactions.

The RPT Policy as approved by the Board is available on the Company's website
<http://www.tirupatibalajee.com/media/1006/policy-for-related-party-transactions-rpts.pdf>

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:

There are no significant material orders passed by the Regulators/Courts which would impact the going concern status of the Company and its future operations.

AUDITORS, THEIR REPORT & COMMENTS BY THE MANAGEMENT:

1) Statutory Auditors

In terms of the provisions of section 139 of the Act read with the Companies (Audit and Auditors) Rules, 2014, an audit firm can hold office as statutory auditor for two terms of five consecutive years i.e. for a maximum period of ten years.

M/s ABN & Co., Chartered Accountants (F.R. No. 004447C), Indore were re-appointed as the Statutory Auditors of the Company for a term of 05 (five) years commencing from the conclusion of 06th Annual General Meeting of the Company to the conclusion of 11th Annual General Meeting and their appointment was ratified. Therefore, they need to be rotate at the conclusion of the ensuing annual general meeting by another auditor in their place.

The Audit Committee of the Board and the Board of Directors has recommended the appointment of **M/s. M.S. Dahiya & Co., Chartered Accountants (F.R. No. 013855C)** as the statutory auditors of the Company in place of the existing auditors **M/s ABN & Co., Chartered Accountants (F.R. No. 004447C)** Indore, to hold office for one term of 05 (five) years commencing from conclusion of the ensuing 11th Annual General Meeting upto the conclusion of the 16th Annual General Meeting of the Company to be held in calendar year 2025.

The Company has received a certificate from **M/s. M.S. Dahiya & Co., Chartered Accountants (F.R. No. 013855C)** to the effect that their appointment, if made, shall be in compliance with the provisions of section 139 and 141 of the Companies Act, 2013 and they also hold valid certificate of peer review issue by the Institute of Chartered Accountants of India as required under the SEBI (LODR) Regulations, 2015.

The Auditors Report and the Notes on Standalone and Consolidated financial statement for the year 2019-20 referred to in the Auditor's Report are self-explanatory does not contain any qualification, reservation or adverse remark and do not call for any further comments.

2) Secretarial Audit

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed **M/s Ritesh Gupta & Co., (FCS: 5200 & COP: 3764) Company Secretaries**, Indore, to undertake the Secretarial Audit of the Company for the financial year 2019-20.

The Secretarial Audit Report in Form MR-3 is self-explanatory and therefore do not call for any explanatory note and the same is annexed herewith as “**Annexure E**”. Your Board is pleased to inform that there is no such observation made by the Auditors in their report which needs any explanation by the Board.

The Board of Directors at their Meeting, have re-appointed **M/s Ritesh Gupta & Co., (FCS: 5200 & COP: 3764) Company Secretaries**, Indore, to undertake the Secretarial Audit for Financial Year 2020-21.



3) Cost Audit

The Provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit & Auditors) Rules, 2014 relating to the cost audit are not applicable to the Company during the financial year.

DISCLOSURE FOR FRAUDS AGAINST THE COMPANY:

In terms of the provisions of section 134(3) of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 no frauds were reported by the Auditors to Audit Committee/Board during the year under review. Further that there were no frauds committed against the Company and persons who are reportable under section 141(12) by the Auditors to the Central Government. Also, there were no non-reportable frauds during the year 2019-20.

CORPORATE GOVERNANCE:

The Company is listed on the NSE Emerge and exempted from provisions of corporate governance as per Regulation 15 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Hence no Corporate Governance Report is required to be disclosed with Annual Report. It is pertinent to mention that the Company follows majority of the provisions of the corporate governance voluntarily.

CODE OF CONDUCT:

Regulation 17(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 requires listed companies to lay down a Code of Conduct for its directors and senior management, incorporating duties of directors as laid down in the Companies Act, 2013. The Company has adopted a Code of Conduct for all Directors and Senior Management of the Company and same has been hosted on the website of the company.

<http://www.tirupatibalajee.com/media/1002/code-of-conduct-for-board-of-directors-kmps-and-senior-management.pdf>

CONSOLIDATED FINANCIAL STATEMENTS:

In accordance with the applicable provisions of the Companies Act, 2013 and rules made thereunder read with Indian Accounting Standards specified under the Companies (Indian Accounting Standards), Rules, 2015, the Consolidated Financial Statements of the Company as of and for the year ended 31st March, 2020, forms a part of the Annual Report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, is annexed herewith as “Annexure F”.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR AND THE DATE OF THIS REPORT:

The outbreak of the novel corona virus pandemic (Covid-19) is causing significant discrepancies in economic activities, except that and as stated in the relevant places from the 31st March, 2020 till the date of this Boards Report, there are no material changes which may affect the financial position of the Company.

EXTRACT OF ANNUAL RETURN:

As provided under Section 134(3)(a) of the Companies Act, 2013 and pursuant to the notification issued by the Ministry of Corporate Affairs on 28th August, 2020 related to disclosure of the Weblink of website where Form no. MGT-9 is placed and further the amendment made in Rule 12(1) Companies (Management and Administration) Rules, 2014 on dated 28th August, 2020 by insertion of the Provision related to disclosure of MGT-9 in Board Report and on Website. The company has placed Form no. MGT-9 on the website of the company at the following link: <http://www.tirupatibalajee.com/media/1193/extract-of-annual-return-mgt-9-2019-20.pdf>

RATIO OF THE REMUNERATION OF EACH DIRECTOR TO THE MEDIAN EMPLOYEE'S REMUNERATION AND PARTICULARS OF EMPLOYEES:

Details pursuant to provision of section 197(12) of Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the details are given in the “Annexure G”.

During the year, none of the employees received remuneration in excess of the limit prescribed under Section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and amendment thereof.

INDUSTRIAL RELATIONS:

During the year under review your Company enjoyed cordial relationship with workers and employees at all levels.

PREVENTION OF INSIDER TRADING:

In view of the SEBI (Prohibition of Insider Trading) Regulation, 2015 the Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated person of the Company.



The Code requires Trading Plan, pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company's shares by the Directors and the designated person while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed.

SECRETARIAL STANDARDS OF ICSI:

The Secretarial Standards as specified by the Institute of Company Secretaries of India for Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) came into effect from 01st July 2015. The Company is in compliance with the same.

ACKNOWLEDGEMENTS:

Your Directors thank the various Central and State Government Departments, Organizations and Agencies for the continued help and co-operation extended by them. The Directors also gratefully acknowledge support of the NSE Ltd. Lead Manager, Share Transfer Agent and other intermediaries of the Public Issue of the Company and also to all stakeholders of the Company viz. customers, members, dealers, vendors, bankers and other business partners for the excellent support received from them during the year. The Directors place on record their sincere appreciation to all employees of the Company for their unstinted commitment and contribution to the Company.

For and on behalf of the Board

Date: 10th November, 2020
Place: Pithampur (Dhar)

Binod Kumar Agarwal
Chairman & Managing Director
DIN:00322536

**ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES**

1. **A brief outline of the Company's CSR policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.**

Corporate Social Responsibility (CSR) forms an important part of the “Tirupati” overall philosophy of giving back to the society. The Company is committed to bring about positive changes in the society it operates.

As per the provisions of the Companies Act, 2013 and rules framed thereunder, the Company has formulated its CSR Policy with the vision to actively contribute to spreading education by promoting education, enhancing vocation skills especially among children and livelihood enhancement project, protecting environment and conservation of natural resources, public health and rural development, etc. The CSR Policy is uploaded and disclosed on the website of the Company and may be accessed through the web link <http://www.tirupatibalajee.com/media/1004/corporate-social-responsibility.pdf>

2. **Composition of the CSR Committee:**

1.	Shri Binod Kumar Agarwal	Chairman	Managing Director
2.	Smt. Sunita Agrawal	Member	Non-Executive Director
3.	Shri Hatim Badshah	Member	Independent Director

3. **Average net profit of the Company for last three financial years:**

Financial Year	Profit (in Rupees)
2018-19	7,25,89,267
2017-18	6,38,50,304
2016-17	3,63,88,544
TOTAL	17,28,28,115
Average of above said Profit	5,76,09,372
2% of Average Profit	11,52,187

4. **Prescribed CSR Expenditure (2% of the amount as mentioned in item 3 above):**

The Company was required to spend Rs. 11,52,187/- towards CSR during the Financial Year 2019-20 and the Company is carrying the unspent amount of Rs. 9,00,907/- for previous years. Therefore, the company was required to spend a total aggregate of Rs. 20,53,094/- upto 31st March, 2020. However, Company has incurred expenditure of Rs. 26,800/- towards the CSR activities till 31st March, 2020.

5. **Details of CSR spend for the financial year**

- Total amount to be spent during the financial year 2019-20: Rs. 20,53,094/-
- Unspent amount: Rs. 20,26,294/-
- Manner in which the amount spent during the financial year is detailed below:

Sr. No.	Project/Activities	Sector	Location	Amount outlay/budget on project or programwise	Amount spent on the project/activities	Cumulative expenditure upto reporting period	Amount spent direct or through implementing agency
1.	Promoting Education	Education of socially and economically backward people	Indore MP	1,00,000/-	26,800/-	26,800/-	Directly

6. **Reason for Unspent Amount:** - During the financial year Company has spent Rs. 26,800/- out of total Rs. 20,53,094/- (Rs. 11,52,187/- for FY 2019-20 and Rs. 9,00,907/- of FY 2018-19 unspent amount) and the Company could not spend the remaining balance amount as the Company was in the process of identification of the suitable Projects and place for proper utilization of the CSR amount and need more time for verification of various proposal received from Implementing Agencies. Company is fully committed & dedicated towards its Social Responsibility. The balance amount would be spent in the next financial years.

NOTE:

Company has spent the Rs. 26,53,222/- towards CSR liability in COVID-19 related activities after the end of financial year 31st March, 2020 upto the date of this board report.

7. The CSR Committee of the Board of Directors hereby confirms that implementation and monitoring is fully in accordance with the CSR Policy of the Company. The amount spent under CSR activities was fully complied with CSR objective and Policy of the Company. The said contribution does not violate any provision of the Companies Act, 2013 and Rules made there under.

For and on behalf of the Board

Date: 10th November, 2020
Place: Pithampur (Dhar)

Binod Kumar Agarwal
Chairman & Managing Director
DIN:00322536



VIGIL MECHANISM / WHISTLE BLOWER POLICY

Under Regulation 22 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

1. PREFACE:

- 1.1. Section 177 of the Companies Act, 2013 requires every listed company and such class or classes of companies, as may be prescribed to establish a vigil mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed. The Company has adopted a Code of Conduct for Directors and Senior Management Executives (“the Code”), which lays down the principles and standards that should govern the actions of the Company and its employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. Such a vigil mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and also make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases.
- 1.2. In the Rules under Companies Act, 2013, among others, a company which has borrowed money from banks and public financial institutions in excess of Rs.50 crore need to have a vigil mechanism.
- 1.3. Under these circumstance **SHREE TIRUPATI BALAJEE FIBC LIMITED**, being a Limited Company proposes to establish a Whistle Blower Policy/ Vigil Mechanism and to formulate a policy for the same.

2. DEFINITIONS:

- 2.1. “**Alleged wrongful conduct**” shall mean violation of law, Infringement of Company’s rules, misappropriation of monies, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority”.
- 2.2. “**Audit Committee**” means a Committee constituted by the Board of Directors of the Company in accordance guidelines of Companies Act, 2013.
- 2.3. “**Board**” means the Board of Directors of the Company.
- 2.4. “**Company**” means the company, “Shree Tirupati Balajee FIBC Limited” and all its offices.
- 2.5. “**Code**” means Code of Conduct for Directors and Senior Management Executives adopted by Shree Tirupati Balajee FIBC Limited.
- 2.6. “**Employee**” means all the present employees and whole time Directors of the Company (Whether working in India or abroad).
- 2.7. “**Protected Disclosure**” means a concern raised by an employee or group of employees of the Company, through a written communication and made in good faith which discloses or demonstrates information about an unethical or improper activity under the title “**SCOPE OF THE POLICY**” with respect to the Company. It should be factual and not speculative or in the nature of an interpretation / conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.
- 2.8. “**Subject**” means a person or group of persons against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.
- 2.9. “**Vigilance and Ethics Officer**” means an officer appointed to receive protected disclosures from whistle blowers, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the Whistle Blower the result thereof.
- 2.10. “**Whistle Blower**” is an employee or group of employees who make a Protected Disclosure under this Policy and also referred in this policy as complainant.

3. POLICY OBJECTIVES:

- 3.1. The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. A Vigil (Whistle Blower) mechanism provides a channel to the employees and Directors to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Codes of conduct or policy. The mechanism provides for adequate safeguards against victimization of employees and Directors to avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases.
- 3.2. This neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations against people in authority and / or colleagues in general.

4. SCOPE OF THE POLICY:

This Policy covers malpractices and events which have taken place / suspected to have taken place, misuse or abuse of authority, fraud or



suspected fraud, violation of company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is affected and formally reported by whistle blowers concerning its employees.

5. ELIGIBILITY:

All Employees of the Company are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company.

6. RECEIPT AND DISPOSAL OF PROTECTED DISCLOSURES:

- 6.1. All Protected Disclosures should be reported in writing by the complainant as soon as possible after the Whistle Blower becomes aware of the same so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English or in Hindi.
- 6.2. The Protected Disclosure should be submitted in a closed and secured envelope and should be super scribed as “Protected disclosure under the Whistle Blower policy”. Alternatively, the same can also be sent through email with the subject “Protected disclosure under the Whistle Blower policy”. If the complaint is not super scribed and closed as mentioned above, it will not be possible for the Audit Committee to protect the complainant and the protected disclosure will be dealt with as if a normal disclosure. In order to protect identity of the complainant, the Vigilance and Ethics Officer will not issue any acknowledgement to the complainants and they are advised neither to write their name / address on the envelope nor enter into any further correspondence with the Vigilance and Ethics Officer. The Vigilance and Ethics Officer shall assure that in case any further clarification is required he will get in touch with the complainant.
- 6.3. Anonymous / Pseudonymous disclosure shall not be entertained by the Vigilance and Ethics Officer.
- 6.4. The Protected Disclosure should be forwarded under a covering letter signed by the complainant. The Vigilance and Ethics Officer / Chairman of the Audit Committee as the case may be, shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure.
- 6.5. All Protected Disclosures should be addressed to the Vigilance and Ethics Officer of the Company or to the Chairman of the Audit Committee in exceptional cases.
The contact details of the Vigilance and Ethics Officer
Shri Hatim Badshah (the Chairman of Audit Committee):
Email: hatim_ca786@yahoo.com
- 6.6. Protected Disclosure against the Vigilance and Ethics Officer should be addressed to the Chief Financial Officer of the Company.
Chief Financial Officer of the Company
Shri Hamza Hussain (CFO)
Email: hamza.hussain@tirupatibalajee.com
- 6.7. On receipt of the protected disclosure the Vigilance and Ethics Officer/Chairman of the Audit Committee, as the case may be, shall make a record of the Protected Disclosure and also ascertain from the complainant whether he was the person who made the protected disclosure or not. He shall also carry out initial investigation either himself or by involving any other Officer of the Company or an outside agency before referring the matter to the Audit Committee of the Company for further appropriate investigation and needful action. The record will include:
 - a) Brief facts;
 - b) Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
 - c) Whether the same Protected Disclosure was raised previously on the same subject;
 - d) Details of actions taken by Vigilance and Ethics Officer for processing the complaint
 - e) Findings of the Audit Committee
 - f) The recommendations of the Audit Committee/ other action(s).
- 6.8. The Audit Committee, if deems fit, may call for further information or particulars from the complainant.

7. INVESTIGATION:

- 7.1. All protected disclosures under this policy will be recorded and thoroughly investigated. The Audit Committee may investigate and may at its discretion consider involving any other Officer of the Company and/ or an outside agency for the purpose of investigation.
- 7.2. The decision to conduct an investigation is by itself not an accusation and is to be treated as a neutral fact finding process.
- 7.3. Subject(s) will normally be informed in writing of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
- 7.4. Subject(s) shall have a duty to co-operate with the Audit Committee or any of the Officers appointed by it in this regard.



- 7.5. Subject(s) have a right to consult with a person or persons of their choice, other than the Vigilance and Ethics Officer / Investigators and/or members of the Audit Committee and/or the Whistle Blower.
- 7.6. Subject(s) have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with and witness shall not be influenced, coached, threatened or intimidated by the subject(s).
- 7.7. Unless there are compelling reasons not to do so, subject(s) will be given the opportunity to respond to material findings contained in the investigation report. No allegation of wrong doing against a subject(s) shall be considered as maintainable unless there is good evidence in support of the allegation.
- 7.8. Subject(s) have a right to be informed of the outcome of the investigations. If allegations are not sustained, the Subject should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.
- 7.9. The investigation shall be completed normally within 90 days of the receipt of the protected disclosure and is extendable by such period as the Audit Committee deems fit.

8. DECISION AND REPORTING:

- 8.1. If an investigation leads the Vigilance and Ethics Officer / Chairman of the Audit Committee to conclude that an improper or unethical act has been committed, the Vigilance and Ethics Officer / Chairman of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as he may deem fit. It is clarified that any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.
- 8.2. The Vigilance and Ethics Officer shall submit a report to the Chairman of the Audit Committee on a regular basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.
- 8.3. In case the Subject is the Chairman/CEO of the Company, the Chairman of the Audit Committee after examining the Protected Disclosure shall forward the protected disclosure to other members of the Audit Committee if deemed fit. The Audit Committee shall appropriately and expeditiously investigate the Protected Disclosure.
- 8.4. If the report of investigation is not to the satisfaction of the complainant, the complainant has the right to report the event to the appropriate legal or investigating agency.
- 8.5. A complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the subject to the Vigilance and Ethics Officer or the Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

9. SECRECY / CONFIDENTIALITY:

- 9.1. The complainant, Vigilance and Ethics Officer, Members of Audit Committee, the Subject and everybody involved in the process shall:
- 9.2. Maintain confidentiality of all matters under this Policy
- 9.3. Discuss only to the extent or with those persons as required under this policy for completing the process of investigations.
- 9.4. Not keep the papers unattended anywhere at any time
- 9.5. Keep the electronic mails / files under password.

10. PROTECTION:

- 10.1. No unfair treatment will be meted out to a Whistle Blower by virtue of his/ her having reported a Protected Disclosure under this policy. The company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blowers. Complete protection will, therefore, be given to Whistle Blowers against any unfair practice like retaliation, threat or intimidation of termination / suspension of service, disciplinary action, transfer, demotion, refusal of promotion or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties / functions including making further Protected Disclosure. The company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. Thus if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.
- 10.2. A Whistle Blower may report any violation of the above clause to the Chairman of the Audit Committee, who shall investigate into the same and recommend suitable action to the management.

A Whistle Blower may report any violation of the above clause to the Chairman of the Audit Committee, who shall investigate into the same and recommend suitable action to the management.



10.3. The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. The identity of the complainant will not be revealed unless he himself has made either his details public or disclosed his identity to any other office or authority. In the event of the identity of the complainant being disclosed, the Audit Committee is authorized to initiate appropriate action as per extant regulations against the person or agency making such disclosure. The identity of the Whistle Blower, if known, shall remain confidential to those persons directly involved in applying this policy, unless the issue requires investigation by law enforcement agencies, in which case members of the organization are subject to subpoena.

10.4. Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

10.5. Provided however that the complainant before making a complaint has reasonable belief that an issue exists and he has acted in good faith. Any complaint not made in good faith as assessed as such by the Audit Committee shall be viewed seriously and the complainant shall be subject to disciplinary action as per the Rules / certified standing orders of the Company. This policy does not protect an employee from an adverse action taken independent of his disclosure of unethical and improper practice etc. unrelated to a disclosure made pursuant to this policy.

11. ACCESS TO CHAIRMAN OF THE AUDIT COMMITTEE

The Whistle Blower shall have right to access Chairman of the Audit Committee directly in exceptional cases and the Chairman of the Audit Committee is authorized to prescribe suitable directions in this regard.

12. COMMUNICATION

A whistle Blower policy cannot be effective unless it is properly communicated to employees. Employees shall be informed through by publishing in notice board and the website of the company.

13. RETENTION OF DOCUMENTS

All Protected disclosures in writing or documented along with the results of Investigation relating thereto, shall be retained by the Company for a period of 7 (seven) years or such other period as specified by any other law in force, whichever is more.

14. AMENDMENT

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the Employees and Directors unless the same is notified to them in writing.



“Annexure C”

FORM AOC-1**(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)****Part “A”: Subsidiaries****Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures****(Information in respect of each subsidiary to be presented with amounts in Rs.)**

Sr. No.	Particulars	
1	Name of Subsidiary	STB International Private Limited
2	The date since when subsidiary was acquired	20.11.2019
3	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	N.A.
4	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of . foreign subsidiaries	N.A.
5	Share capital	1,00,000
6	Reserves & surplus	(26,000)
7	Total assets	75,000
8	Total Liabilities	75,000
9	Total Investments	-
10	Turnover	-
11	Profit/Loss before taxation	(26,000)
12	Provision for taxation	-
13	Profit/Loss after taxation	(26,000)
14	Proposed Dividend	Nil
15	% of shareholding	100%

Notes: The following information shall be furnished at the end of the statement:

- Names of the subsidiary which are yet to commence operations : **NIL**
- Names of subsidiary which have been liquidated or sold during the year : **NIL**

Part “B”: Associates and Joint Ventures**Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures**

- The Company does not have any associate or joint venture during the year 2019-20 as well as none of the Companies which have become or ceased to be its associate or joint venture during financial year.

For and on behalf of the Board

Date: 10th November, 2020
Place: Pithampur (Dhar)

Binod Kumar Agarwal
Chairman & Managing Director
DIN:00322536



“Annexure D”

Form No. AOC-2

(As per “the Act” and rule made thereunder)

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the “the Act” including certain arm’s length transactions under third proviso thereto

1. DETAILS OF CONTRACTS OR ARRANGEMENTS OR TRANSACTIONS NOT AT ARM’S LENGTH BASIS:

- | | |
|---|----|
| (a) Name(s) of the related party and nature of relationship - | NA |
| (b) Nature of contracts/arrangements/transactions - | NA |
| (c) Duration of the contracts / arrangements/transactions- | NA |
| (d) Salient terms of the contracts or arrangements or transactions including the value, if any: - | NA |
| (e) Date(s) of approval by the Board, if any: - | NA |
| (f) Amount paid as advances, if any: - | NA |

2. DETAILS OF MATERIAL CONTRACTS OR ARRANGEMENT OR TRANSACTIONS AT ARM’S LENGTH BASIS:

Sr. No.	Name of Related Parties	Nature of Relationship	Nature of Transactions	Amount Paid
1	Shri Tirupati Balajee Agro Trading Co. Private Limited	Common Director/ relative	Sales	8,76,753
2	Shri Tirupati Balajee Agro Trading Co. Private Limited	Common Director/ relative	Purchase	62,04,75,582
3	Shri Tirupati Balajee Agro Trading Co. Private Limited	Common Director/ relative	Job Work	53,71,493
4	Shri Tirupati Balajee Agro Trading Co. Private Limited	Common Director/ relative	Capital Goods Purchase	60,000
5	Honourable Packaging Private Limited	Common Director/ relative	Sales	1,24,97,000
6	Jagannath Plastics Private Limited	Common Director/ relative	Sales	50,39,232
7	Jagannath Plastics Private Limited	Common Director/ relative	Purchase	11,03,52,086

(a) Salient terms of the contracts or arrangements or transactions including the value, if any

Terms of the contract confirm to the prevailing market rates and all the care has been taken to ensure reasonability of prices as compared to the prevailing rates in the market better quality products and timely supplies.

(b) Justification for entering into such contracts or arrangements or transactions

It is ensured that the contract with the Contracting party is advantageous to the Company and its shareholders. The Company intends to ensure following aspects by dealing with contracting parties:

(c) Date(s) of approval by the Board: All the quarterly meetings held during the Financial Year 2019-20.**(d) Date on which the Ordinary resolution was passed in general meeting as required under first proviso to section 188: NA****3. THE DETAILS OF ALL RELATED PARTY TRANSACTIONS AS PER ACCOUNTING STANDARD 18 HAVE BEEN DISCLOSED IN NOTES TO ACCOUNTS OF FINANCIAL STATEMENT.**

For and on behalf of the Board

Date: 10th November, 2020
Place: Pithampur (Dhar)

Binod Kumar Agarwal
Chairman & Managing Director
DIN:00322536



“Annexure E”

FORM No. MR-3**SECRETARIAL AUDIT REPORT**

**[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

For the financial year ended 31st March, 2020

To,
The Members,
Shree Tirupati Balajee FIBC Limited
Plot no. A.P-14 (Apparel Park),
SEZ Phase-II, Industrial Area,
Pithampur (M.P)-454774

I have conducted the secretarial audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by **SHREE TIRUPATI BALAJEE FIBC LIMITED (CIN: L25202MP2009PLC022526)** (hereinafter called “**The Company**”). Secretarial audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended 31st March, 2020 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company on test basis for the financial year ended 31st March, 2020 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under.
- (v) The provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (vi) The Company has identified and confirmed the following law as being applicable specifically to the Company:
 - The Environmental (Protection) Act, 1986;
 - Special Economic Zones Act, 2005;
 - Legal Metrology Act, 2009

I have relied on the representation made by the Company and its officers for the system and processes formed by the Company to monitor and ensure compliances under the other applicable laws specifically applicable to the Company.

- (vii) I have also examined compliance with the applicable clauses of the following:-
 - Secretarial Standard-1 pertaining to Board Meetings, Secretarial Standard-2 pertaining to General Meetings issued by the Institute of Company Secretaries of India.
 - Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as applicable on SME Listed companies.



I report that the equity shares of the company are listed on SME Board of National Stock Exchange of India (Emerge) and the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') are not applicable to the Company during the financial year under report-

- a. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- b. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- c. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- d. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- e. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999.

I further report that during the period under review, the Company has complied with the provisions of the Act, Rules, Regulations Guidelines, Standards, etc. mentioned above.

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notices were given to all directors to schedule the Board Meetings and Committee Meetings. Agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

I further report that, compliances of applicable financial, cost and tax laws has not been reviewed in this audit since the same have been subject to review by statutory financial auditor and other designated professionals.

All decisions were carried through. The dissenting members' views, if any, were captured and recorded as part of the minutes.

I further report that based on the information, representation, clarifications and reports provided by the Company, it's Board of directors, designated officers and authorized representatives during the conduct of audit. I further report that, adequate systems and processes and control mechanism exist in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable Laws, Rules and Regulations, guidelines and happening of the events etc. to the Company.

I further report that event/ actions having a major bearing in the affairs of the Company during the period under the report as below:-

- **STB International Private Limited becomes the wholly owned Subsidiary of the Company during the financial year.**

**For Ritesh Gupta & Co.
Company Secretaries**

**Date: 10/11/2020
Place: Indore**

**Ritesh Gupta
CP: 3764 | FCS:5200
UDIN:F005200B001209458**

Note: This report to be read with our letter of even date which is annexed as '**Annexure-A**' and forms part of this report.



‘Annexure-A’ to the Secretarial Audit Report

To,
The Members,
SHREE TIRUPATI BALAJEE FIBC LIMITED

My report of even date is to be read along with this letter.

1. Maintenance of Secretarial and other statutory records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practice and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. The compliances of subsidiaries companies not been reviewed in this audit assignment.
5. I have not carried out the physical verification of any records due to prevailing conditions of COVID 2019 in the country. Wherever required, I have obtained the management representation about the compliance of laws, rules and regulations and happenings of events etc.
6. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of Management. My examination was limited to the verification of procedures on test basis.
7. The Secretarial Audit report is neither an assurance as to the future liability of the Company nor of the efficiency of effectiveness with which the management has conducted the affairs of the Company.

**For Ritesh Gupta & Co.
Company Secretaries**

**Date: 10/11/2020
Place: Indore**

**Ritesh Gupta
CP: 3764 | FCS:5200
UDIN:F005200B001209458**



“Annexure F”

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO

[Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014]

(A) CONSERVATION OF ENERGY			
I	the steps taken or impact on conservation of energy;	The Company continued its drive towards the conservation of energy in all the areas of its operations by improving operational efficiency and reducing energy. Additionally, while undertaking modernisation and technological upgradation of production facilities, due consideration is also given in selection of plant and machinery which conforms to the best in class energy conservation parameters.	
II	the steps taken by the company for utilizing alternate sources of energy;	The Company has already installed DG Set as a standby power arrangement and for alternate source of energy.	
III	the capital investment on energy conservation equipment's	NIL	
(B) TECHNOLOGY ABSORPTION			
I	the efforts made towards technology absorption	The Company always adopts the latest technology while purchasing the plant and machinery. The Company is making continuous efforts for the technological advancement. The Company is taking following steps on regular basis. 1. Quality Upgradation. 2. Productivity enhancement. 3. Better quality control management.	
II	the benefits derived like product improvement, cost reduction, product development or import substitution	It has reduced the cost of production and helped in improvement in quality to sustain in the competitive market.	
III	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)	NA	
	(a) the details of technology imported	NA	
	(b) the year of import	NA	
	(c) whether the technology been fully absorbed	NA	
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	NA	
IV	the expenditure incurred on Research and Development	NIL	
(C) FOREIGN EXCHANGE EARNINGS AND OUTGO (in Lakhs)			
		2019-20	2018-19
I	The Foreign Exchange earned in terms of actual inflows during the year;	10,166.14	11,202.38
II	And the Foreign Exchange outgo during the year in terms of actual outflows.	45.26	112.45

For and on behalf of the Board

Date: 10th November, 2020
Place: Pithampur (Dhar)

Binod Kumar Agarwal
Chairman & Managing Director
DIN:00322536



“Annexure G”

PARTICULARS OF EMPLOYEES

[As per section 197(12) read with the Rule 5 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

I. The Ratio of remuneration of each Director to the median remuneration of all the employee of the company for the Financial Year:

Sr. No.	Name	Designation	% Increase in Remuneration	Ratio to Median Remuneration
1	Ranjan Kumar Mohapatra	Joint Managing Director	NIL	7.63:1
2	Hamza Hussain	Chief Financial Officer	14.99%	9.38:1
3	Vipul Goyal	Company Secretary & Compliance Officer	11.43%	6.07:1

ii. **The percentage increase in the remuneration of each Director, CFO & Company Secretary or manager, if any in the financial year:**

As stated above in item no. (I).

iii. **Percentage decrease in the median remuneration of employees in the financial year –:**

The remuneration of Median employee was Rs. 1,15,740 during the year 2019-20 as compared to Rs. 1,65,360 in the previous year. The decrease in the remuneration of Median Employee was 30.00% during financial year under review.

iv. **Number of permanent employees on the rolls of company –**

As on 31st March, 2020 the total number of employees on roll was: 461.

v. **Affirmation that the remuneration is as per the remuneration policy of the company:**

The Company affirms that remuneration is as per the remuneration policy of the Company.

vi. **Particulars of the top 10 employee in respect of the remuneration drawn during the year 2019-20 are as under.**

Sr. No.	Name of Employee	Designation of the employee	Remuneration received	Nature of employment, whether contractual or otherwise	Whether any such employee is a relative of any director or manager of the company and if so, name of such director or manager	Remarks
1	Naval Jain	Sr. Manager (Finance)	18,08,694.00	Permanent	No	-
2	Rajaram Kashyap	Sr. Manager	13,06,855.00	Permanent	No	-
3	Hamza Hussain	CFO	10,85,578.00	Permanent	No	-
4	Ranjan Kumar Mohapatra	MD	8,82,985.00	Permanent	No	-
5	Vipul Goyal	CS	7,02,015.00	Permanent	No	-
6	Akshay Kothari	HR	5,24,081.00	Permanent	No	-
7	Manoranjn Rout	Assistant Manager	5,09,387.00	Permanent	No	-
8	Pushpendra Patel	Assistant Manager	4,90,145.00	Permanent	No	-
9	Ganesh Pawar	Manager	4,58,297.00	Permanent	No	-
10	Sanjay Pal	Manager	4,35,532.00	Permanent	No	-

For and on behalf of the Board

Date: 10th November, 2020
Place: Pithampur (Dhar)

Binod Kumar Agarwal
Chairman & Managing Director
DIN:00322536



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

FORWARD-LOOKING STATEMENTS

The report contains forward-looking Statements, identified by words like ‘plans’, ‘expects’, ‘will’, ‘anticipates’, ‘believes’, ‘intends’, ‘projects’, ‘estimates’ and so on. All statements that address expectations or projections about the future, but not limited to the Company’s strategy for growth, product development, market position, expenditures and financial results, are forward-looking statements. Since these are based on certain assumptions and expectations of future events, the Company cannot guarantee that these are accurate or will be realized. The Company’s actual results, performance or achievements could thus differ from those projected in any forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any such statements on the basis of subsequent developments, information or events. The Company disclaims an obligation to update these forward-looking statements, except as may be required by law.

INDUSTRY

The plastic industry plays a vital role in the Indian economy, given its linkage to multiple sectors that utilize plastic. It employs about 4 million people and comprises more than 30,000 processing units. The Indian plastic industry produces and exports a wide range of raw materials, plastic-molded extruded goods, polyester films, molded / soft luggage items, writing instruments, plastic woven sacks and bags, polyvinyl chloride (PVC), leather cloth and sheeting, packaging, consumer goods, sanitary fittings, electrical accessories, laboratory / medical surgical ware, tarpaulins, laminates, fishnets, travel ware, and others.

The unprecedented outbreak of COVID-19 impacted the global economy and human life, making it a very challenging environment for all business. The changes forced upon people by the pandemic are likely to last for some time and has established ways of doing business which is leading to changes in the way we work.

Indian plastic exporters are aggressively looking to grab China’s share in the global market as developed countries have started looking for an alternative supply source. India has set a target of increasing its global market share, in terms of plastic exports, from 1% to possibly 2%. The Indian government is weighing all possible options to attract foreign investments into the country. Further, several Government initiatives such as ‘Atmanirbhar Bharat’ are opening up opportunities for accelerated growth in the plastic industry.

COMPANY OVERVIEW

Your Company is one of the leading industrial bulk packaging solution providers in the world. Its manufacturing facilities situated at Pithampur, Dhar follow high quality and contamination conscience standard of the International Food and Pharmaceutical Grade Industry requirements and are certified to abide by global benchmarks, delivering superior quality products to customers across the globe. Our global business spread across more than 100 countries which accounts to more than 90% of the company total revenue.

The outbreak of COVID-19 has affected countries globally leading to its declaration by WHO as a Global Pandemic on 11th of March, 2020. Your Company, as an exporter, had a negative effect. The full closure of the Company’s operations from the 22nd of March due to Country wide lock down affected the year’s end performance. However, the company resumed its operations partially within few days of lockdown and is now fully operational with all measures necessary for safety and welfare of the employees have been taken. Being present in packaging for “Essential Items” helped bringing the normalcy faster.

Your Company was able to successfully manage immediate challenges of re-establishing normalcy in business operations and is in the process of assessing the long-term implications and opportunities that may emerge from this situation.

STRENGTH & OPPORTUNITIES

The Company has wide range of products in its basket which caters to the customers across the globe. Your Company’s customer base is spread across the globe with presence in countries like USA, UK, France, Canada, Australia, Germany, Italy, Spain, New Zealand, etc. Your Company is having BIS Certification for separate clean room facilities and is a Reputed global manufacturer of world-class Flexible Intermediate Bulk Containers (FIBC) and a pioneer exporter. The Company supplies to various industries like agriculture, construction, food, bulk packaging, chemical, cement and food grade bags. The strong Industry relation is core strength of the Company. The Company focuses on quality and customer satisfaction to maintain long term relationship and to procure repeat orders. We have integrated in-house capabilities to market, distribute and retail our conceptualized products. We also have team of experienced, highly professional and skilled manpower to maintain space and remain competitive in today’s changing market place.

We understand the customer needs, market trends mapping and provide value for money products and our enhanced capacity with superior structuring of manufacturing capabilities meet the additional demand in the packing industry.

Your Company is now all set to utilize its improved infrastructure and increased capacities for better results in the coming years and is continuously diversifying our revenue stream by exploring new geographical area and adding product categories to existing customer base which will contribute to the performance of the Company.

**WEAKNESS AND THREATS**

Volatility of currency is a major threat. Being a labour oriented industry with high requirement of skilled labour, shortage of labour is a major risk associated with the sector, however the Company has put in place adequate system to monitor labour requirement and have already implemented skilled development training program. Competition from new players within and outside the country is also posing the threat for the company

Our Company operates under several statutory and regulatory permits, licenses and approvals. Our inability to obtain, renew or maintain the statutory and regulatory licenses permits and approvals required to operate our business may have a material adverse effect on our business & operations.

Quality of our product is key aspect to sustain in the Market. Any failure to maintain the quality of the product may affect adversely to our business. Downward Economic growth and Global downturns have affected the performance and may put pressure on margins.

INTERNAL CONTROL

The Company has a requisite system of internal controls which are regularly evaluated, tested & revisited by the Management and the Internal Auditors. Further, the report of the Internal Auditors is reviewed by the Top Management and the Audit Committee. All efforts are being made to make the internal control systems more effective.

SEGMENT WISE REPORTING

The Company has identified its business segment as Primary Reportable Segment. There is no other Primary Reportable Segment and as such Segment wise reporting is not given.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED:

The Company believes and considers Human Resources as a vital asset for the growth of the Company. The response of the employees of the Company during COVID crisis was extraordinary and the management place on record their appreciation to the Company's employees for their selfless efforts which helped your Company to reach normalcy in operations within a few weeks of the lock-down. The Company emphasizes its People Development Processes and strives to upgrade skill sets to motivate the workforce to contribute towards organization goals.

RISKS AND CONCERNS

The Company follows the risk management policy wherein the management keeps an eagle eye view on the markets, both domestic and foreign, related to the products, the Company manufactures and the raw materials required. The management also monitors the socio-economic changes worldwide and the changes in the currency fluctuation to minimize the risks. An additional risk arising out of the COVID 19 pandemic cannot be ruled out which may lead to a possible future lockdown or temporary closure.

The Company has issued various awareness notes and also made a team to train other employees throughout the Company. The management continues to monitor the situation closely and follow all directives of the administration to ensure the safety and welfare of our employees which remains primary concern of your Company.

CAUTIONARY STATEMENT

Statement in this Management's Discussion and Analysis detailing the Company's objectives, projections, estimates, estimates, expectations or predictions are "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include global and Indian demand-supply conditions, finished goods prices, feedstock availability and prices, cyclical demand and pricing in the Company's principal markets, changes in Government regulations, tax regimes, economic developments within India and the countries within which the Company conducts business and other factors such as litigation and labour negotiations.

For and on behalf of the Board

Date: 10th November, 2020
Place: Pithampur (Dhar)

Binod Kumar Agarwal
Chairman & Managing Director
DIN:00322536



**STANDALONE FINANCIAL
STATEMENTS
OF
SHREE TIRUPATI BALAJEE FIBC LIMITED
FOR THE FINANCIAL YEAR
2019-20**



INDEPENDENT AUDITOR'S REPORT

To
The Members of
M/S. SHREE TIRUPATI BALAJEE FIBC LIMITED

Report on the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of **SHREE TIRUPATI BALAJEE FIBC LIMITED** ("the Company"), which comprise the balance sheet as at 31st March 2020, and the statement of Profit and Loss, and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, and profit and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance Report, and Shareholder Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either



intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of

assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(I) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures in the standalone financial statements made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our Auditors' Report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our Auditors' Report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our Auditors' Report unless law or

regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the **Annexure "A"** a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.



- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
- c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies 7(Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on 31st March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “**Annexure B**”.
- g) With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended : In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Notes to the financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There are no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Company.

For ABN & Co.

Chartered Accountants

FRN : 004447C

(B.M. Bhandari)

Partner

M. No.071232

UDIN : 20071232AAAABK1686

Place: Indore

Date: 30th July 2020

**ANNEXURE-A TO THE INDEPENDENT AUDITORS' REPORT**

[Referred to in paragraph 1 under the heading of “report on other legal and regulatory requirements” in the Independent Auditor’s Report of even date to the members of **M/S. SHREE TIRUPATI BALAJEE FIBC LIMITED** for the year ended March 31, 2020]

- (i) a. The proper records showing full particulars including quantitative details and situation of the fixed assets are being maintained by the Company.
- b. All the fixed assets have been physically verified by the management during the year, which in our opinion is reasonable having regard to the size of the company and the nature of its assets. As per information and explanations given to us, no material discrepancies were noticed on such verification.
- c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) The inventory of the Company has been physically verified by the management, during the year at reasonable intervals. In our opinion, the frequency of verification is reasonable, the discrepancies noticed on physical verification of inventory, as compared to book records were not material and have been properly dealt with in the books of account.
- (iii) The Company has not granted loan to any parties covered in the register maintained under section 189 of the Companies Act, 2013 therefore paragraph (iii)(a), (iii)(b) & (iii)(c) are not applicable to the company.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments, guarantees and security made.
- (v) In our opinion and according to the information & explanations given to us, the company has not accepted any deposits during the year as per directives issued by Reserve Bank of India and provisions of section 73 to 76 or any other relevant provisions of Companies Act and Rules framed there under.
- (vi) The provisions of sub-section (1) of section 148 of the Act are not applicable to the Company as the Central Government of India has not specified the maintenance of cost records for any of the products of the Company. Accordingly, the provisions stated in paragraph 3 (vi) of the Order are not applicable to the Company.
- (vii) a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, employees’ state insurance, income tax, sales tax, service tax, duty of customs, value added tax, GST, cess and any other statutory dues which were applicable to it, have been regularly deposited with the appropriate authorities and there are no undisputed statutory dues as mentioned above, payable for a period of more than six months from the date they become payable.
- b. According to the information and explanations given to us, there are no dues of income tax, wealth tax, sales tax, duty of customs and cess, GST and any other statutory dues which were applicable to it which have not been deposited with the appropriate authorities on account of any dispute expect following.

Nature of Statute	Nature of the dues	Period to which the amount relates	Amount in Rs.	Forum where the dispute is pending
SalesTax	Regular assessment	A.Y. 2015-2016	5,56,665/-	Addl. Commissioner, Commercial Tax Department
Entry Tax	Regular assessment	A.Y. 2015-2016	41,814/-	Addl. Commissioner, Commercial Tax Department
Entry Tax	Regular assessment	A.Y. 2016-2017	20,560/-	Addl. Commissioner, Commercial Tax Department

- (viii) According to the records of the company, examined by us and the information & explanations given to us, the Company has not defaulted in repayment of dues to financial institutions, banks or debenture holders during the year.
- (ix) According to the records of the company, examined by us and the information & explanations given to us, term loan taken have been applied for the purposes for which they were raised.
- (x) During the course of our audit, examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees.



- (xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided managerial remuneration to Managing director during the year which was within the limits mandate by the provisions of section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For ABN & Co.
Chartered Accountants
FRN : 004447C

(B.M. Bhandari)
Partner
M. No.071232
UDIN : 20071232AAAABK1686

Place: Indore
Date: 30th July 2020



ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF SHREE TIRUPATI BALAJEE FIBC LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **SHREE TIRUPATI BALAJEE FIBC LIMITED** ("the Company") as of 31 March 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting,

assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

- 1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- 2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- 3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any



evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For ABN & Co.

Chartered Accountants

FRN : 004447C

(B.M. Bhandari)

Partner

M. No.071232

UDIN : 20071232AAAABK1686

Place: Indore

Date: 30th July 2020

**STANDALONE BALANCE SHEET AS AT 31ST MARCH, 2020**

CIN:- L25202MP2009PLC022526

(Amount in Rupees)

Particulars	Note No.	As at 31.03.2020	As at 31.03.2019
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	2	101,300,400	101,300,400
(b) Reserves and Surplus	3	328,090,759	292,295,625
		429,391,159	393,596,025
(2) Non-Current Liabilities			
(a) Long-Term Borrowings	4	33,576,225	38,747,310
(b) Deferred Tax Liabilities (Net)		6,442,268	5,998,213
(c) Other Long Term Liabilities		-	-
(d) Long-Term Provisions	5	6,588,396	5,154,404
		46,606,889	49,899,927
(3) Current Liabilities			
(a) Short-Term Borrowings	6	277,366,794	214,124,079
(b) Trade Payables	7		
Dues of micro enterprises and small enterprises		-	-
Dues of creditors other than micro enterprises and small enterprises		32,892,414	67,511,819
(c) Other Current Liabilities	8	26,664,331	27,595,144
(d) Short-Term Provisions	9	5,985,086	3,600,231
		342,908,625	312,831,273
Total		818,906,673	756,327,225
II. ASSETS			
(1) Non-current assets			
(a) Property, Plant and Equipment			
Tangible Assets	10	120,544,808	125,927,835
Capital Work in Progress		16,788,554	-
Intangible Assets Under development		9,012,403	8,667,403
		146,345,765	134,595,238
(b) Non-Current Investments	11	100,000	-
(c) Deferred Tax Assets (Net)		-	-
(d) Long Term Loans and Advances	12	92,814,096	67,200,000
(e) Other Non-Current Assets	13	4,448,677	2,340,998
		243,708,538	204,136,236
(2) Current assets			
(a) Current Investments		-	-
(b) Inventories	14	231,914,582	215,036,447
(c) Trade Receivables	15	97,887,994	130,096,710
(d) Cash and Cash Equivalents	16	22,391,586	12,376,730
(e) Short-Term Loans and Advances	17	223,003,973	194,681,102
		575,198,135	552,190,989
Total		818,906,673	756,327,225

The accompanying notes are an integral part of the financial statements 1

As per our report of even date

for and on behalf of

M/s ABN & CO.

Chartered Accountants

FRN : 004447C

For and on behalf of the Board of Directors

Binod Kumar Agarwal

Managing Director

DIN: 00322536

Sunita Agrawal

Director

DIN: 00322594

B.M. Bhandari

Partner

M.No. 071232

Hamza Hussain

Chief Financial Officer

Vipul Goyal

Company Secretary

M. No. - F10223

Place: Pithampur (Dhar)

Dated: 30/07/2020

**STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2020**

CIN:- L25202MP2009PLC022526

(Amount in Rupees)

Particulars	Note No.	31.03.2020	31.03.2019
I. Revenue From Operations (Net)	18	1,110,803,988	1,207,135,209
II. Other Income	19	1,421,084	600,913
III. Total Revenue (I +II)		1,112,225,072	1,207,736,122
IV. Expenses:			
Cost of Materials Consumed	20	739,550,603	837,722,135
Purchase of Stock-in-Trade	-	-	-
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	21	(19,838,233)	(66,557,534)
Employee Benefit Expense	22	80,151,365	77,157,368
Financial Costs	23	22,399,850	23,036,052
Depreciation and Amortization Expense	10	10,301,460	9,626,109
Other Expenses	24	236,491,747	252,021,284
Total Expenses		1,069,056,792	1,133,005,413
V. Profit Before Exceptional and Extraordinary Items and Tax (III - IV)		43,168,279	74,730,709
VI. Prior Period Adjustments		49,233	2,141,442
VII. Profit Before tax (V - VI)		43,119,046	72,589,267
VIII. Tax Expense:			
(1) Current Tax		7,593,000	16,000,000
(2) Deferred Tax		444,055	11,752,345
(3) MAT Credit Entitlement		(713,143)	(17,886,272)
IX. Profit/(Loss) for the Period (VII - VIII)		35,795,134	62,723,194
X. Earning Per Equity Share:	25		
(1) Basic		3.53	6.19
(2) Diluted		3.53	6.19

The accompanying notes are an integral part of the financial statements 1

As per our report of even date

for and on behalf of

M/s ABN & CO.

Chartered Accountants

FRN : 004447C

B.M. Bhandari

Partner

M.No. 071232

Place: Pithampur (Dhar)

Dated: 30/07/2020

For and on behalf of the Board of Directors

Binod Kumar Agarwal

Managing Director

DIN: 00322536

Sunita Agrawal

Director

DIN: 00322594

Hamza Hussain

Chief Financial Officer

Vipul Goyal

Company Secretary

M. No. - F10223

**STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH, 2020**

CIN:- L25202MP2009PLC022526

(Amount in Rupees)

Particulars	Year Ended	
	As at 31.03.2020	As at 31.03.2019
A Cash Flows from Operating Activities		
Net Profit after Tax Expenses and Extra-ordinary Items	35,795,134	62,723,194
Adjustments for :		
Add:-		
Current Year Tax Expenses	7,593,000	16,000,000
Deferred Tax Expenses	444,055	11,752,345
Prior Period Adjustments	49,233	2,141,442
MAT Credit Entitlement	(713,143)	(17,886,272)
Net Profit Before Tax and Extraordinary Item	43,168,279	74,730,709
Depreciation	10,301,460	9,626,109
Interest and Financial Cost	22,399,850	23,036,052
Increase in Provision for Gratuity	1,433,992	2,138,131
Less:-		
Other Income	(1,421,084)	(600,913)
Operating Profit Before Working Capital Changes	75,882,497	108,930,088
Adjustments for :		
Add:-		
Decrease/(Increase) in Trade Receivable	32,208,716	31,676,953
Increase/(Decrease) in Other Current Liabilities	(930,813)	(1,423,295)
Decrease/(Increase) in Inventory	(16,878,135)	(83,640,776)
Increase/(Decrease) in Trade Payable	(34,619,405)	44,486,524
Increase/(Decrease) in Provision	2,384,854	(17,317,410)
Inflow/(Outflow) from Short Term Loans and Advances	(28,322,870)	(51,508,269)
Decrease/(Increase) in Other Non Current Assets	(2,107,680)	1,080,000
Cash Generated from Operation	27,617,164	32,283,816
Less: Extra Ordinary Items	49,233	2,141,442
Less: Tax Paid During the Year	7,593,000	16,000,000
Add:- MAT Credit Entitlement	(713,143)	(17,886,272)
Net Cash from Operating Activities	20,688,074	32,028,646
B Cash Flows from Investing Activities		
Inflow/(Outflow) from Purchase/Sale of Fixed Assets	(4,918,432)	(9,254,937)
Inflow/(Outflow) from Change in CWIP	(17,133,554)	(3,840,000)
Inflow from Interest & Other Income	1,421,084	600,913
Inflow/(Outflow) from Non Current Investment	(100,000)	-
Inflow/(Outflow) from Long Term Loans and Advances	(25,614,096)	-
Net Cash from Investing Activities	(46,344,998)	(12,494,024)
C Cash Flows from Financing Activities		
Net Inflow/(Outflow) from Long Term Borrowings	(5,171,085)	3,007,891
Net Inflow/(Outflow) from Short Term Borrowings	63,242,715	5,290,297
Outflow from Interest Paid	(22,399,850)	(23,036,052)
Net Cash from Financing Activities	35,671,780	(14,737,863)
Net Increase in Cash & Cash Equivalents(A+B+C)	10,014,857	4,796,759
Cash & Cash Equivalents as at the beginning of the year	12,376,730	7,579,970
Cash & Cash Equivalents as at the end of the year	22,391,586	12,376,730

The accompanying notes are an integral part of the financial statements

As per our report of even date

for and on behalf of

M/s ABN & CO.

Chartered Accountants

FRN : 004447C

B.M. Bhandari

Partner

M.No. 071232

Place: Pithampur (Dhar)

Dated: 30.07.2020

1

For and on behalf of the Board of Directors

Binod Kumar Agarwal

Managing Director

DIN: 00322536

Hamza Hussain

Chief Financial Officer

Sunita Agrawal

Director

DIN: 00322594

Vipul Goyal

Company Secretary

M. No. - F10223

**1. NOTES TO THE FINANCIAL STATEMENTS:-****Summary of Significant Accounting Policies:-****1.1 Corporate Information**

Shree Tirupati Balajee FIBC Limited ('the Company'), is a public Company domiciled in India. Its shares are listed in SME Platform of National stock exchange of India. The Company is engaged in manufacturing of HDPE/PP Woven Sacks and Flexible Intermediate Bulk Containers (FIBC's). Manufacturing unit is located at Pithampur Sector-2 (SEZ) in Madhya Pradesh. The Company is having investment in wholly owned subsidiary company name STB International Pvt. Ltd.

1.2. Basis of Preparation

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified). Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or are vision to an existing accounting standard requires a change in the accounting policy hitherto in use with those of previous year.

1.3 Use of Estimates

The preparation of the financial statements in conformity with Indian GAAP requires the management to make estimates and assumptions considered in the reported amount of assets and liabilities (including contingent liabilities) and the reported income and expenditure during the year. The management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the difference between the actual results and the estimates as are recognized in the period in which the results are known / materialize.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current/ non-current classification of assets and liabilities.

1.4 Tangible Assets

All fixed assets are stated at historical cost, less accumulated depreciation. Historical cost comprises the purchase price and all direct costs attributable to bring the assets to its working condition for intended use.

Subsequent expenditure relating to fixed assets is capitalized only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

1.5 Intangible assets

An intangible asset is recognized when it is probable that the future economic benefits attributable to the asset will flow to the enterprise and where its cost can be reliably measured. Intangible assets are stated at cost of acquisition less accumulated amortization and impairment loss, if any. Cost comprises the purchase price and any cost attributable to bringing the assets to its working condition for its intended use which includes taxes, freight, and installation and allocated incidental expenditure during construction/ acquisition and exclusive of GST credit or other tax credit available to the Company.

Subsequent expenditure relating to intangible assets is capitalized only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

1.6 Depreciation

Depreciation has been provided based on life assigned to each assets in accordance with schedule II of the companies Act, 2013.

1.7 Amortization of Intangible assets

Amortization of intangible assets has been calculated on straight line basis at the following rates, based on management estimates, which in the opinion of the management are reflective of the estimated useful lives of the Intangible assets.

Amortization on addition to intangible assets is provided on pro-rata basis from the subsequent month of the assets are ready for intended use. Amortization on sale/discard from intangible assets is provided upto the previous month of sale, deduction or discard of intangible assets as the case may be.

1.8 Assets taken on lease

- (i) Operating leases – where the Company is a lessee
Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Rentals and all other expenses in respect of assets taken on lease are debited to statement of Profit and Loss.
- (ii) Finance leases - where the company is a lessee N.A.

1.9 Foreign currency translation

The Company has opted for accounting the exchange differences arising on reporting of foreign currency monetary items in line with Companies (Accounting Standards) Amendment Rules, 2011 relating to Accounting Standards 11.

**1.10 Borrowing Cost**

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognized in Statement of Profit and Loss in the period in which they are incurred.

1.11 Inventories

Finished goods are measured at cost or net realizable value whichever is lower, finished goods is lying at factory as well as different locations for Job Work. Cost of finished goods comprises of cost of purchase, cost of conversion and other cost/benefits including manufacturing overhead incurred in bringing them to their respective present location & condition. Cost of Raw Material, Work in Progress, Store & Spares, Packing Material is determined at FIFO Basis.

1.12 Investments

Trade Investment are the Investment made to enhance the Company's business interests. Investment either classified as current or long term based on management intention. Current investments are carried at lower of cost and fair value/quoted in each investment individually. Long terms investments are carried at cost less provisions recorded to recognize any decline, other than temporary, in the carrying value of each investment. The Company has made investment in its wholly owned subsidiary company name STB International Pvt. Ltd.

1.13 Impairment of Tangible Assets

The Management periodically assesses using, external and internal sources, whether there is an indication that an asset may be impaired. An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the Profit & Loss account in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

1.14 Revenue Recognition

Sales revenue is recognized when property in the goods with all significant risk and rewards as well as the effective control of goods usually associated with ownership are transferred to the buyer and are recorded net of trade discounts, rebates, Value Added Tax, Goods and Service Tax and gross of Excise Duty.

Subsidy, Claims and refunds due from Government authorities and parties, through receivable / refundable are not recognized in the accounts, if the amount thereof is not ascertainable. These are accounted for as and when ascertained or admitted by the concerned authorities / parties in favor of the Company.

- **Revenue from sale of services**

Income from services are recognized as and when the services are rendered. The Company collects service tax/GST on behalf of the government and, therefore, it is not an economic benefit flowing to the Company. Hence, it is excluded from revenue.

- **Interest Income**

Interest Income is recognized on a time proportion basis taking into account the amount outstanding and applicable interest rate.

1.15 Provision, Contingent Liabilities and Contingent Assets

Provision is recognized in the accounts when there is a present obligation as a result of past event(s) and it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Contingent liabilities are disclosed unless the possibility of outflow of resources is remote. Contingent assets are neither recognized nor disclosed in the financial statements.

1.16 Cash Flow Statement

Cash flows are reported using indirect method. The cash flows from operating, financing and investing activities of the company are segregated based on the available information.

1.17 Retirement and other Employee Benefits

- **Defined contribution plan**

The Company makes defined contribution to Government Employee Provident Fund, Employee Deposit Linked Insurance, Employee state insurance and labour welfare funds which are recognised in the Statement of Profit and Loss on accrual basis. The Company has no further obligations under these plans beyond its monthly contributions.



- **Defined benefit plan - Gratuity**

The Company provides for retirement benefits in the form of Gratuity. Benefits payable to eligible employees of the Company with respect to gratuity, a defined benefit plan is accounted for on the basis of an actuarial valuation as at the Balance Sheet date. In accordance with the Payment of Gratuity Act, 1972, the plan provides for lump sum payments to vested employees on retirement, death while in service or on termination of employment an amount equivalent to 15 days basic salary for each completed year of service. Vesting occurs upon completion of five years of service.

1.18 Cash and cash equivalents

Cash and cash equivalents include cash in hand, demand deposits with banks, other short term highly liquid investments with original maturities of three months or less.

1.19 Income Taxes

Tax expense for the period comprises of current Income tax & deferred tax and Minimum Alternate Tax.

Current Income Tax provision has been determined on the basis of relief, deductions available under the Income Tax Act.

Deferred Tax is recognized for all timing differences between the book profit and tax profit subject to the consideration of prudence, applying the tax rates that have been substantially enacted as of the reporting date.

Minimum alternate tax (MAT) paid in a year is charged to the statement of Profit and Loss as current tax.

In the year in which the company recognizes MAT credit as an asset in accordance with the Guidance note on Accounting for credit Available in respect of Minimum Alternate Tax under the Income-tax Act, 1961, the said asset is created by way of credit to the Statement of Profit and Loss and shown as "MAT Credit Entitlement."

The company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward.

The company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the Company does not have convincing evidence during the specified period.

1.20 Earnings per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Company's earnings per share is the net profit for the period after deducting preference dividends and any attributable tax thereto for the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

1.21 Government grants and subsidies

Grants and subsidies from the government are recognised when there is reasonable assurance that (i) the Company will comply with the conditions attached to them, and (ii) the grant/subsidy will be received.

When the grant or subsidy related to revenue, it is netted off from respective expenditure on a systematic basis in the Statement of Profit and Loss over the periods necessary to match them with the related costs, which they are intended to compensate. Where the grant is related to an asset, it is recognised as deferred income and released to income in equal amounts over the expected useful life of the related asset.

1.22 Segment reporting

The accounting policies adopted for segment reporting are in conformity with the accounting policies adopted for the Company. The Company's operating businesses are organized and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. The analysis of geographical segments is based on the areas in which major operating divisions of the Company operate.

Further, inter-segment revenue have been accounted for based on the transaction price agreed to between segments which is primarily market based. Unallocated items include general corporate income and expense items, which are not allocated to any business segment.

However, the company has no separate business and geographical segments to be reported.



(Amount in Rupees)

2 Share Capital		As at 31.03.2020	As at 31.03.2019
	Equity Share Capital :		
	Authorised Share capital : 11,000,000 Equity Shares of Rs.10/- Each (Previous Year 11,000,000 Equity Shares of Rs. 10/- Each)	110,000,000	110,000,000
	Issued, Subscribed & fully paid-up Share Capital : 10,130,040 Equity Shares of Rs.10/- each (Fully Paid up) (Previous Year 10,130,040 Equity Shares of Rs. 10/- Each)	101,300,400	101,300,400
a.	Reconciliation of Number of Shares		
	Equity Shares :	No. of Shares	No. of Shares
	Balance as at the beginning of the year	10,130,040	10,130,040
	Add : Fresh Shares Issued	-	-
	Balance As at the end of the year	10,130,040	10,130,040
b.	Terms/Rights attached to equity Shares		
	Equity Shares: The company has one class of equity shares having par value of Rs.10 per share. Each share holder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.		
c.	Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company.	No. of Shares	% of Shares
1.	Suhana Tradelinks Private Limited	2,803,536 27.68%	2,803,536 27.68%
2.	Nageshwar Vinimay Private Limited	1,395,000 13.77%	1,395,000 13.77%
3.	Sky Logistics Private Limited	900,000 8.88%	900,000 8.88%
4.	Jagannath Plastics Private Limited	900,000 8.88%	900,000 8.88%
5.	Anant Trexim Private Limited	900,000 8.88%	900,000 8.88%
3 Reserves and Surplus			
	Securities Premium		
	Balance as at the beginning of the year	73,020,067	73,020,067
	Add : Premium on share issued during the year	-	-
	Balance as at the end of the year	73,020,067	73,020,067
	Capital Reserves		
	Balance as at the beginning of the year	3,000,000	3,000,000
	Add : Capital Subsidy	-	-
	Balance as at the end of the year	3,000,000	3,000,000
	Surplus in the Statement of Profit and Loss		
	Balance as per Last Financial Statements	216,275,558	153,552,363
	Profit for the Year	35,795,134	62,723,194
	Balance as at the end of the year	252,070,692	216,275,558
	Total	328,090,759	292,295,625



(Amount in Rupees)

4 Long-term borrowings		As at 31.03.2020	As at 31.03.2019
	Term Loan		
	Secured		
	Term Loans from Banks :		
	Axis Bank Term Loan	2,102,645	26,083,088
	Axis Bank Foreign Currency Term Loan	24,352,937	-
	Bank of India Car Loan	1,787,684	-
	SIDBI	17,812,500	29,062,500
	Unsecured Loan		
	From HDFC Bank	1,451,721	2,604,780
	From IDFC Bank	3,928,747	-
	Less:- Current Maturities of Long term Borrowings (Refer Note No. 8)	(17,860,009)	(19,003,059)
	Total	33,576,225	38,747,310
4.1	Nature of Security and Terms of Repayment for Secured Borrowings		
	Nature of Security	Terms of Repayment	
A	<u>Axis Bank Term Loan (Indian Currency Loan / Foreign Currency Term Loan) :</u>		
a.	Exclusive charge over the entire Plant & Machineries & other movable Fixed Assets of the Company situated at Plot No. A.P. -14 (Apparel Park), SEZ Phase-II, Industrial area, Pithampur, MP-454774 financed by Axis Bank. First pari passu charge by way of EM of factory Land & Building (leasehold) from MPIDC (earlier known as MPAKVN) and Pari passu charge by way of pledge on Bank TDR with Bank of India.		
b.	Secured by personal guarantee of Directors of the Company namely Mr Binod Kumar Agrawal and Mrs Sunita Agrawal and Corporate guarantee given by M/s Anant Trexim Private Limited, M/s Nageshwar vinimay Private Limited, and M/s Suhana Tradelinks Private Limited.		
c.	24 Quarterly Instalments of Rs 16.50 Lacs each commenced from April 2018. Rate of Interest is "1 Year MCLR+2.00% for Indian Currency Loan and 6 month EURIBOR+400 BPS p.a. for Foreign Currency Term Loan".		
B	<u>SIDBI Term Loan:</u>		
a.	Secured by second charge over the factory land leased for 30 years from MPAKVN, Indore Ltd. & Factory building erected on it, situated at plot no. 14, Apparel Park, SEZ Phase 2, Pithampur, Distt- Dhar, (M.P).		
b.	Secured by second charge by way of Hypothecation of all movable assets, both present & future, including machineries, electrical installation, furniture & fixtures, office equipment and other movables fixed assets of the Company, situated at Plot No. A.P. -14 (Apparel Park), SEZ Phase-II, Industrial area, Pithampur, MP-454774.		
c.	Secured by second charge by way of Hypothecation of all the current assets including stock & book debts etc. of the Company, both present & future.		
d.	Personal guarantee of directors of the Company namely Mr. Binod Kumar Agarwal, Mrs. Sunita Agarwal & Mr. Ranjan Kumar Mahapatra.		
e.	48 Equal Monthly Instalments of Rs. 9.375 Lacs commenced from 10.11.2017, Rate of Interest @ 15.00 % PA.		
C	<u>BOI Car Loan:</u>		
a.	Secured by way of Hypothecation of TOYOTA Car.		
b.	60 Equal Monthly Instalments of Rs. 36,511. Rate of Interest @ 8.85 % PA.		
5 Long-term provisions			
	Provision for Employee Benefits (Gratuity)	6,588,396	5,154,404
	Total	6,588,396	5,154,404
6 Short-Tems Borrowings			
	Secured Loans		
	Working Capital Loans :		
	- Bank of India	164,951,073	149,500,650
	- Axis Bank	84,956,228	29,990,018
	- Yes Bank (Temporary Overdraft against FDR) Post Shipment Credit	10,729,701	-
	- Yes Bank	16,729,791	34,633,411
	Total	277,366,794	214,124,079



(Amount in Rupees)

6.1	Working Capital Loans (BOI & Axis Bank) : a. Primary: First pari passu charge by way of hypothecation on entire stock comprising Raw Material, Stock in Process, Finished Goods and Debtors (present & future) of the company with Bank of India. b. Collateral: First parri passu charge by way of EM of factory land & Building(leasehold) from MPIDC (earlier known as MPAKVN) , Indore & Factory building erected on it situated at plot no.14, Apparel park, SEZ phase-2, Indore, pithampur, Dist-Dhar admeasuring area 22995 Sq. Mt. First pari passu charge by way of pledge on Bank TDR with Bank of India. For Axis Bank Only Extension of charge over the entire plant & machineries & other movable fixed assets of the Company financed by Axis Bank. c. Guarantors : Personal guarantee of Mr. Binod Kumar Agrawal & Mrs. Sunita Agrawal and Corporate Guarantee of M/s Anant Trexim Private Limited, M/s Nageshwar Vinimay Private Limited & M/s Suhana Tradelinks Private Limited.		
6.2	Post Shipment Credit(Yes Bank): a. Primary : Exclusive charge by way of hypothecation on debtors discounted by the Bank. b. Collateral : Equitable mortgage of property located at 102, Prosperity Tower, Plot no.1/2, Diamond Colony, Race Course Road, Indore. c. Guarantors : Personal guarantee of Mr. Binod Kumar Agrawal & Mrs. Sunita Agrawal, Mr. Satish Kumar Grover and Mrs. Ranjana Grover and Corporate Guarantee of M/s Anant Trexim Private Limited., M/s Nageshwar Vinimay Private Limited & M/s Suhana Tradelinks Private Limited. Temporary overdraft facility (Yes Bank) : Temporary overdraft facility availed against FDR of Rs. 1.50 Cr		
7	Trade Payables	As at 31.03.2020	As at 31.03.2019
	Dues of micro enterprises and small enterprises	-	-
	"Dues of creditors other than micro enterprises and small enterprises"	32,892,414	67,511,819
	Total	32,892,414	67,511,819
7.1	Micro, Small and Medium Enterprises Development Act, 2006:- In the absence of information from all suppliers of their status being small/micro enterprises, all the units are classified into other.		
8	Other current liabilities		
	Current maturities of long term debt (Refer Note. 4)	17,860,009	19,003,059
	Security Deposit from Debtors	753,700	691,713
	Other payables	8,050,622	7,900,372
	Total	26,664,331	27,595,144
8.1	Other payables include Statutory Liabilities		
9	Short-term provisions		
	Provision for Income Tax	5,368,477	1,682,418
	Provision for Expenses	384,015	144,000
	Provision for Interest	232,594	1,773,813
	Total	5,985,086	3,600,231
9.1	Provision for Income Tax is net of Advance Tax and TDS		



Note 10 Fixed Assets & Depreciation

Name of the Asset	GROSS BLOCK				DEPRECIATION			NET BLOCK	
	Total Cost as at 01.04.2019	Additions During the Year	Deletion During the Year	Total Cost as at 31.03.2020	Total up to 31.03.2019	For the year	Total up to 31.03.2020	WDV as at 31.03.2020	WDV as at 31.03.2019
Land	18,396,000	-	-	18,396,000	-	-	-	18,396,000	18,396,000
Buildings	97,578,119	-	-	97,578,119	20,398,234	3,079,781	23,478,015	74,100,104	77,179,885
Plant & Machinery	70,086,544	1,082,463	-	71,169,007	46,331,763	4,457,882	50,789,645	20,379,362	23,754,781
Electrical Installation	6,582,836	-	-	6,582,836	3,659,369	868,606	4,527,975	2,054,861	2,923,467
Computer & Software	3,439,644	1,349,859	-	4,789,503	2,227,101	1,120,245	3,347,346	1,442,157	1,212,543
Furniture and Fixture	3,131,552	98,500	-	3,230,052	1,167,252	316,597	1,483,849	1,746,203	1,964,300
Motor Cycle	152,220	-	-	152,220	118,442	24,102	142,544	9,677	33,778
Office Equipment	1,276,942	5,500	-	1,282,442	813,861	151,371	965,232	317,210	463,081
Motor Car	-	2,382,110	-	2,382,110	-	282,876	282,876	2,099,234	-
TOTAL	200,643,857	4,918,432	-	205,562,289	74,716,022	10,301,460	85,017,481	120,544,808	125,927,835
Previous Year Figures	191,388,920	9,254,937	-	200,643,857	65,089,912	9,626,109	74,716,022	125,927,835	126,299,009
Software Under Process	8,667,403	345,000	-	9,012,403	-	-	-	9,012,403	8,667,403
Capital Work in Progress	-	16,788,554	-	16,788,554	-	-	-	16,788,554	-



(Amount in Rupees)

11	Non Current investments	As at 31.03.2020	As at 31.03.2019
	Trade Investment		
	Investment in Shares of STB International Pvt Ltd (Unquoted) (Fully owned Subsidiary Company)	100,000	-
	Total	100,000	-
12	Long Term Loans and Advances		
	(Unsecured, Considered Good)		
	Long Term Deposit to Related Party	6,72,00,000	6,72,00,000
	Advance for Plot MPAKVN	25,614,096	-
	Total	92,814,096	67,200,000
13	Other Non-Current Assets		
	Security Deposits	4,448,677	2,340,998
	Total	4,448,677	2,340,998
14	Inventories		
	Raw Materials	30,844,075	34,286,412
	Work in Progress	144,019,883	124,956,285
	Finished Goods	48,435,693	47,661,059
	Stores and Spares	8,614,931	8,132,691
	Total	231,914,582	215,036,447
15	Trade Receivables		
	(Unsecured, Considered Good)		
	Exceeding Six Months	6,309,818	7,034,645
	Others	91,578,176	123,062,065
	Total	97,887,994	130,096,710
16	Cash and Bank Balances		
	Cash & Cash Equivalents:		
	Cash on Hand	46,057	59,444
	Balances in Current a/c with Scheduled Banks	4,804,133	9,775,890
	Others (gold coin)	41,396	41,396
	Other Bank Balances:		
	Fixed Deposits with Scheduled Banks.	17,500,000	2,500,000
	Total	22,391,586	12,376,730
16.1	Above mentioned Fixed Deposit is held as Collateral Security with Bank of India & Yes Bank		
17	Short Term Loans and Advances		
	(Unsecured, Considered Good)		
	Balance with Revenue Authorities	529,263	687,584
	Prepaid Expenses	560,555	65,492
	MAT Credit Entitlement	18,599,415	17,886,272
	Others	203,314,740	176,041,755
	Total	223,003,972	194,681,102
17.1	Other short term loans and advance include advance given to suppliers.		
18	Revenue from Operations		
	(a) Sale of Product		
	Sale of Products (Indigenous)	18,975,894	14,058,551
	Sale of Products (Export)	1,036,434,810	1,141,597,565
	Total	1,055,410,704	1,155,656,116
	(b) Other operating revenues		
	Export Incentive (Focus Market/MEIS scheme)	24,553,251	48,291,522
	Foreign Exchange Fluctuation on Export Sale	30,840,033	3,187,572
	Total	55,393,284	51,479,094
	TOTAL (a+b)	1,110,803,988	1,207,135,209
19	Other Income		
	Interest Income	1,376,833	600,913
	Rate & Quantity Difference	44,251	-
	Total	1,421,084	600,913



(Amount in Rupees)

20 Cost of Material Consumed		As at 31.03.2020	As at 31.03.2019
	Opening Stock	34,286,412	17,622,053
	Add: Purchases	736,108,265	854,386,494
	Total	770,394,678	872,008,547
	Less: Closing Stock	30,844,075	34,286,412
	Raw Material Consumed	739,550,603	837,722,135
	Imported	3,354,737	6,746,641
	% of Consumption	0.46	0.79
Indigenous	728,188,728	847,639,853	
% of Consumption	99.54	99.21	
21 Changes In Inventories of Finished Goods, Stock-In-Process and Stock-In-Trade			
	Inventories at Close		
	Finished Goods	48,435,693	47,661,059
	Semi Finished Goods	144,019,883	124,956,285
	Total	192,455,576	172,617,344
	Inventories at Commencement		
	Finished Goods	47,661,059	18,113,204
	Semi Finished Goods	124,956,285	87,946,606
	Total	172,617,344	106,059,809
(Increase)/Decrease In Inventories		(19,838,233)	(66,557,534)
22 Employee Benefits Expense			
	Salaries and Wages	73,871,990	72,477,636
	PF and ESI Contribution of Employer	6,279,375	4,679,732
	Total	80,151,365	77,157,368
22.1	As per Accounting Standard 15 “Employee benefits”, the disclosures as defined in the Accounting Standard are given below:		
a)	Short Term Employee Benefits		
	All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages, and short term compensated absences, etc. are recognized in the period in which the employee renders the related services.		
b)	Long Term Benefits		
	Defined Contribution Plans :		
	The Employee State Insurance Scheme and Contributory Provident Fund administered by Provident Fund Commissioner are defined contribution plans. The Company’s contribution paid/payable under the schemes is recognized as expense in the profit and loss account during the period in which the employee renders the related service.		
	Employers Contribution to Provident Fund & ESI	6,279,375	4,679,732
	Defined Benefit plans :		
a.	The company has made a provision for gratuity of Rs. 65,88,396/- on the basis of Actuarial Valuation Report.		
b.	Employee benefits in the form of defined contribution plan and defined benefit plans (gratuity and leave encashment) are not payable to Managing Director and Directors of the company.		
23 Financial Costs			
	Interest Expenses	17,834,889	17,998,578
	Bank Charges	4,564,961	5,037,473
	Total	22,399,850	23,036,052



(Amount in Rupees)

24 Other Expenses		As at 31.03.2020	As at 31.03.2019
Manufacturing Expenses :			
Consumption of Stores and Spare Parts & Others(Indigenous)		25,092,033	23,769,712
Energy Cost		5,603,924	5,121,142
Repair & Maintenance Charges		896,308	707,871
Processing Charges		131,993,417	146,513,362
Water Expenses & Others		1,202,517	1,419,399
Total		164,788,199	177,531,486
Administrative Expenses :			
Annual Lease Rent		459,900	459,900
Audit Fees		245,000	160,000
Repair & Maintenance Charges		1,317,222	793,567
Insurance Charges		1,618,972	682,478
Legal / Professional Charges		1,750,664	3,530,348
Listing Fees		135,275	89,092
Membership Fees & Subscription		439,772	637,629
Office & General Expenses		1,907,068	1,737,556
Conveyance Expenses		7,278,828	7,308,508
Rates, Rent & Taxes		1,602,845	237,598
CSR Expenses		26,800	-
Bad Debts		-	2,953,498
Total		16,782,346	18,590,174
Selling & Distribution Expense :			
Clearing, Handling & Forwarding Charges and Others		9,795,717	13,349,809
Freight Outward		37,976,328	37,645,805
ECGC Insurance Premium		2,096,250	1,886,625
Sales Commission		1,355,531	523,434
Rate, Rebate & Shortage		1,243,769	1,489,248
Other Charges		2,453,607	1,004,704
Total		54,921,202	55,899,624
Total		236,491,747	252,021,284
24.1 Payment to Auditors			
Audit Fees		175,000	125,000
Tax Audit Fees		70,000	35,000
Certification Fees		-	20,000
Management Consultancy Services		-	145,000
Total		245,000	325,000
25 Earning Per Share			
i	Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders	35,795,134	62,723,194
ii	Weighted Average no. of Equity Shares	10,130,040	10,130,040
iii	Basic Earning Per Share	3.53	6.19
iv	Diluted Earning Per Share	3.53	6.19
v	Face Value per Equity Share	10	10



(Amount in Rupees)

26 Related Party Disclosures		
In accordance with accounting standard 18 “Related Party Disclosure” issued by the Institute of Chartered Accountant of India, the Company has compiled the required information is as under :- Key Management Personnel Mr. Binod Kumar Agrawal Mr. Ranjan Kumar Mohapatra Mrs. Sunita Agarwal Mr. Sakul Grover Mr. Mahendra Kumar Bhagat Mr. Hatim Badshah Mr. Hamza Hussain Mr. Vipul Goyal Companies over which Key Management Personnel or their relatives are able to exercise significant influence and with whom there was transaction during the year Shree Tirupati Balajee Agro Trading Co. Private Limited Jagannath Plastics Private Limited Honourable Packaging Private Limited		
Transactions with related Parties		
Nature of Transactions	Associates/Key Management Personnel	Associates/Key Management Personnel
	31.03.2020	31.03.2019
Sale of Goods	18,412,985	13,502,472
Purchase of Raw Material	730,827,668	801,013,290
Job work charges paid	5,371,493	4,902,939
Purchase of Capital Goods	60,000	-
Remuneration	2,678,077	2,468,992
27 Pursuant to Accounting Standard 28 “Impairment of Assets” issued by the Institute of Chartered Accountants of India, the company has reviewed its carrying cost of assets with value in use (determined based on future earnings) and Net realizable value on an approximate basis. Based on such review, the management is of the view that in the current financial year, Provision for impairment of assets is not considered necessary.		
28 Various items included under the head Current Assets, Loan & Advances, as well as Current Liabilities are subject to confirmation / reconciliation.		
29 In the opinion of the Management, the value on realization of loans and advances, and other current assets will be at least equal to the amounts stated in the books of accounts, if realized in the ordinary course of the business.		
30 Amortization of lease hold land is not being done as the same is on perpetual lease.		
31 Segment Reporting		
a) Business Segment: The Company is mainly engaged in the business of manufacturing of HDPE/PP Woven Sacks Fabric. All other activities of the Company revolve around the main business and as such there is no separate reportable business segment.		
b) Geographical Segment: Since all the operations of the Company are conducted within India as such there is no separate reportable geographical segment.		



(Amount in Rupees)

32 Contingent Liabilities & Commitments		As at 31.03.2020	As at 31.03.2019
Entry Tax (F.Y. 2016-17)		20,560	20,560
Sales Tax (F.Y. 2015-16)		556,665	556,665
Entry Tax (F.Y. 2015-16)		41,814	41,814
33 Deferred Tax :			
The Deferred Tax Liability of Rs 6,442,268 (Previous year Deferred Tax Liability Rs. 5,998,213) Consist of timing difference on account of depreciation as per Companies Act, 2013 and as per Income Tax Act, 1961.			
34 Corporate Social Responsibility (CSR) :			
The Company was required to spend Rs. 11,52,187/- towards CSR during the Financial Year 2019-2020 and the Company is carrying the unspent amount of Rs. 9,00,907/- for previous year. Therefore, the Company was required to spend a total aggregate of Rs. 20,53,094/- upto 31 st March, 2020. However, Company has incurred expenditure of Rs. 26,800/- towards the CSR activities till 31st March, 2020.			
35 Value of Imports			
Raw Material		3,294,597	6,746,641
	Total	3,294,597	6,746,641
36 Expenditure in Foreign Exchange		1,232,074	4,497,874
37 Earning in Foreign Exchange			
Value of Export (F.O.B. Basis)		1,016,613,600	1,120,238,212
38 Information with regard to other matters specified in Schedule III to the Companies Act, 2013, is either nil or not applicable to the Company for the year. Previous period figures have been recasted/ restated to confirm to the current period. Figures have been rounded off to the nearest Rupee.			

For and on behalf of
M/s ABN & CO.
Chartered Accountants
FRN : 004447C

B.M. Bhandari
Partner
M.No. 071232

Place: Pithampur (Dhar)
Dated: 30/07/2020

For and on behalf of the Board of Directors

Binod Kumar Agarwal
Managing Director
DIN: 00322536

Sunita Agrawal
Director
DIN: 00322594

Hamza Hussain
Chief Financial Officer

Vipul Goyal
Company Secretary
M. No. - F10223



**CONSOLIDATED FINANCIAL
STATEMENTS
OF
SHREE TIRUPATI BALAJEE FIBC LIMITED
FOR THE FINANCIAL YEAR
2019-20**



INDEPENDENT AUDITOR'S REPORT

To
The Members of
M/S. SHREE TIRUPATI BALAJEE FIBC LIMITED

Report on the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of **SHREE TIRUPATI BALAJEE FIBC LIMITED** ("the Company"), which comprise the balance sheet as at 31st March 2020, and the statement of Profit and Loss, and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, and profit and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance Report, and Shareholder Information, but does not include the consolidated financial statements and our auditor's report thereon. Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Consolidated Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible



for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of

assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(I) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures in the consolidated financial statements made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our Auditors' Report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our Auditors' Report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our Auditors' Report unless law or

regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books



- c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies 7(Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on 31st March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “**Annexure A**”.
- g) With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended : In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its consolidated financial statements – Refer Notes to the financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There are no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Company.

For ABN & Co.
Chartered Accountants
FRN : 004447C

(B.M. Bhandari)
Partner
M. No.071232
UDIN : 20071232AAAABL3779

Place: Indore
Date: 30th July 2020



ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF SHREE TIRUPATI BALAJEE FIBC LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **SHREE TIRUPATI BALAJEE FIBC LIMITED** ("the Company") as of 31 March 2020 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

- 1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- 2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- 3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated financial statements.

**Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For ABN & Co.

Chartered Accountants

FRN : 004447C

(B.M. Bhandari)

Partner

M. No.071232

Place: Indore

Date: 30th July 2020

**CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2020**

CIN:- L25202MP2009PLC022526

(Amount in Rupees)

Particulars	Note No.	As at 31.03.2020	As at 31.03.2019
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	2	101,300,400	-
(b) Reserves and Surplus	3	328,064,759	-
		429,365,159	-
(2) Non-Current Liabilities			
(a) Long-Term Borrowings	4	33,576,225	-
(b) Deferred Tax Liabilities (Net)		6,442,268	-
(c) Other Long Term Liabilities		-	-
(d) Long-Term Provisions	5	6,588,396	-
		46,606,889	-
(3) Current Liabilities			
(a) Short-Term Borrowings	6	277,366,794	-
(b) Trade Payables	7		-
Dues of micro enterprises and small enterprises		-	-
Dues of creditors other than micro enterprises and small enterprises		32,892,414	-
(c) Other Current Liabilities	8	26,664,331	-
(d) Short-Term Provisions	9	5,986,086	-
		342,909,625	-
Total		818,881,673	-
II. ASSETS			
(1) Non-Current Assets			
(a) Property, Plant and Equipment			
Tangible Assets	10	120,544,808	-
Capital Work in Progress		16,788,554	-
Intangible Assets Under development		9,012,403	-
		146,345,765	-
(b) Non-Current Investments		-	-
(c) Deferred Tax Assets (Net)		-	-
(d) Long Term Loans and Advances	11	92,814,096	-
(e) Other Non-Current Assets	12	4,448,677	-
		243,608,538	-
(2) Current Assets			
(a) Current Investments		-	-
(b) Inventories	13	231,914,582	-
(c) Trade Receivables	14	97,887,994	-
(d) Cash and Cash Equivalents	15	22,466,586	-
(e) Short-Term Loans and Advances	16	223,003,973	-
		575,273,135	-
Total		818,881,673	-

The accompanying notes are an integral part of the financial statements

1

**As per our report of even date
for and on behalf of
M/s ABN & CO.
Chartered Accountants
FRN : 004447C**

B.M. Bhandari
Partner
M.No. 071232

Place: Pithampur (Dhar)
Dated: 30/07/2020

For and on behalf of the Board of Directors

Binod Kumar Agarwal
Managing Director
DIN: 00322536

Sunita Agrawal
Director
DIN: 00322594

Hamza Hussain
Chief Financial Officer

Vipul Goyal
Company Secretary
M. No. - F10223

**CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2020**

CIN:- L25202MP2009PLC022526

(Amount in Rupees)

Particulars	Note No.	As at 31.03.2020	As at 31.03.2019
I. Revenue From Operations (Net)	17	1,110,803,988	-
II. Other Income	18	1,421,084	-
III. Total Revenue (I +II)		1,112,225,072	-
IV. Expenses:			
Cost of Materials Consumed	19	739,550,603	-
Purchase of Stock-in-Trade	-		
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	20	(19,838,233)	-
Employee Benefit Expense	21	80,151,365	-
Financial Costs	22	22,399,850	-
Depreciation and Amortization Expense	10	10,301,460	-
Other Expenses	23	236,517,747	-
Total Expenses		1,069,082,792	-
V. Profit Before Exceptional and Extraordinary Items and Tax (III - IV)		43,142,279	-
VI. Prior Period Adjustments		49,233	-
VII. Profit Before tax (V - VI)		43,093,046	-
VIII. Tax Expense:			
(1) Current Tax		7,593,000	-
(2) Deferred Tax		444,055	-
(3) MAT Credit Entitlement		(713,143)	-
IX. Profit/(Loss) for the Period (VII - VIII)		35,769,134	-
X. Earning Per Equity Share:	24		
(1) Basic		3.53	-
(2) Diluted		3.53	-

The accompanying notes are an integral part of the financial statements

1

As per our report of even date
for and on behalf of
M/s ABN & CO.
Chartered Accountants
FRN : 004447C

B.M. Bhandari
Partner
M.No. 071232

Place: Pithampur (Dhar)
Dated: 30/07/2020

For and on behalf of the Board of Directors

Binod Kumar Agarwal
Managing Director
DIN: 00322536

Hamza Hussain
Chief Financial Officer

Sunita Agrawal
Director
DIN: 00322594

Vipul Goyal
Company Secretary
M. No. - F10223

**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH, 2020**

CIN:- L25202MP2009PLC022526

(Amount in Rupees)

Particulars	Year ended 31.03.2020	Year ended 31.03.2019
A Cash Flows from Operating Activities		
Net Profit after Tax Expenses and Extra-ordinary Items	35,769,134	-
Adjustments for :		
Add:-		
Current Year Tax Expenses	7,593,000	-
Deferred Tax Expenses	444,055	-
Prior Period Adjustments	49,233	-
MAT Credit Entitlement	(713,143)	-
Net Profit Before Tax and Extraordinary Item	43,142,279	-
Depreciation	10,301,460	-
Interest and Financial Cost	22,399,850	-
Increase in Provision for Gratuity	1,433,992	-
Less:-		
Other Income	(1,421,084)	-
Operating Profit Before Working Capital Changes	75,856,497	-
Adjustments for :		
Add:-		
Decrease/(Increase) in Trade Receivable	32,208,716	-
Increase/(Decrease) in Other Current Liabilities	(930,813)	-
Decrease(Increase) in Inventory	(16,878,135)	-
Increase/(Decrease) in Trade Payable	(34,619,405)	-
Increase/(Decrease) in Provision	2,385,854	-
Inflow/(Outflow) from Short Term Loans and Advances	(28,322,870)	-
Decrease/(Increase) in Other Non Current Assets	(2,107,680)	-
Cash Generated from Operation	27,592,164	-
Less: Extra Ordinary Items	49,233	-
Less: Tax Paid During the Year	7,593,000	-
Add:- MAT Credit Entitlement	(713,143)	-
Net Cash from Operating Activities	20,663,074	-
B Cash Flows from Investing Activities		
Inflow/(Outflow) from Purchase/Sale of Fixed Assets	(4,918,432)	-
Inflow/(Outflow) from Change in CWIP	(17,133,554)	-
Inflow from Interest & Other Income	1,421,084	-



(Amount in Rupees)

Particulars	Year ended 31.03.2020	Year ended 31.03.2019
Inflow/(Outflow) from Long Term Loans and Advances	(25,614,096)	-
Net Cash from Investing Activities	(46,244,998)	-
C Cash Flows from Financing Activities		
Net Inflow/(Outflow) from Long Term Borrowings	(5,171,085)	-
Net Inflow/(Outflow) from Short Term Borrowings	63,242,715	-
Outflow from Interest Paid	(22,399,850)	-
Net Cash from Financing Activities	35,671,780	-
Net Increase in Cash & Cash Equivalents(A+B+C)	10,089,857	-
Cash & Cash Equivalents as at the beginning of the year	12,376,730	-
Cash & Cash Equivalents as at the end of the year	22,466,586	-

The accompanying notes are an integral part of the financial statements

As per our report of even date

for and on behalf of

M/s ABN & CO.

Chartered Accountants

FRN : 004447C

B.M. Bhandari

Partner

M.No. 071232

Place: Pithampur (Dhar)

Dated: 30.07.2020

1

For and on behalf of the Board of Directors

Binod Kumar Agarwal

Managing Director

DIN: 00322536

Sunita Agrawal

Director

DIN: 00322594

Hamza Hussain

Chief Financial Officer

Vipul Goyal

Company Secretary

M. No. - F10223

**1. NOTES TO THE FINANCIAL STATEMENTS:-****Summary of Significant Accounting Policies:-****1.1. Basis of Preparation**

These Consolidated financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) and in accordance with Accounting Standard 21 under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified). Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or are vision to an existing accounting standard requires a change in the accounting policy hit her to in use with those of previous year.

1.2 Use of Estimates

The preparation of the financial statements in conformity with Indian GAAP requires the management to make estimates and assumptions considered in the reported amount of assets and liabilities (including contingent liabilities) and the reported income and expenditure during the year. The management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the difference between the actual results and the estimates as are recognized in the period in which the results are known / materialize.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current/ non-current classification of assets and liabilities.

1.3 Tangible Assets

All fixed assets are stated at historical cost, less accumulated depreciation. Historical cost comprises the purchase price and all direct costs attributable to bring the assets to its working condition for intended use.

Subsequent expenditure relating to fixed assets is capitalized only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

1.4 Intangible assets

An intangible asset is recognized when it is probable that the future economic benefits attributable to the asset will flow to the enterprise and where its cost can be reliably measured. Intangible assets are stated at cost of acquisition less accumulated amortization and impairment loss, if any. Cost comprises the purchase price and any cost attributable to bringing the assets to its working condition for its intended use which includes taxes, freight, and installation and allocated incidental expenditure during construction/ acquisition and exclusive of GST credit or other tax credit available to the Company.

Subsequent expenditure relating to intangible assets is capitalized only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

1.5 Depreciation

Depreciation has been provided based on life assigned to each assets in accordance with schedule II of the companies Act, 2013.

1.6 Amortization of Intangible assets

Amortization of intangible assets has been calculated on straight line basis at the following rates, based on management estimates, which in the opinion of the management are reflective of the estimated useful lives of the Intangible assets.

Amortization on addition to intangible assets is provided on pro-rata basis from the subsequent month of the assets are ready for intended use. Amortization on sale/discard from intangible assets is provided upto the previous month of sale, deduction or discard of intangible assets as the case may be.

1.7 Assets taken on lease

- (i) Operating leases – where the Company is a lessee
Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Rentals and all other expenses in respect of assets taken on lease are debited to statement of Profit and Loss.
- (ii) Finance leases – where the company is a lessee **N.A.**

1.8 Foreign currency translation

The Company has opted for accounting the exchange differences arising on reporting of foreign currency monetary items in line with Companies (Accounting Standards) Amendment Rules, 2011 relating to Accounting Standards 11.

1.9 Borrowing Cost

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.



General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognized in Statement of Profit and Loss in the period in which they are incurred.

1.10 Inventories

Finished goods are measured at cost or net realizable value whichever is lower, finished goods is lying at factory as well as different locations for Job Work. Cost of finished goods comprises of cost of purchase, cost of conversion and other cost/benefits including manufacturing overhead incurred in bringing them to their respective present location & condition. Cost of Raw Material, Work In Progress, Store & Spares, Packing Material is determined at FIFO Basis.

1.11 Impairment of Tangible Assets

The Management periodically assesses using, external and internal sources, whether there is an indication that an asset may be impaired. An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the Profit & Loss account in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

1.12 Revenue Recognition

Sales revenue is recognized when property in the goods with all significant risk and rewards as well as the effective control of goods usually associated with ownership are transferred to the buyer and are recorded net of trade discounts, rebates, Value Added Tax, Goods and Service Tax and gross of Excise Duty.

Subsidy, Claims and refunds due from Government authorities and parties, through receivable / refundable are not recognized in the accounts, if the amount thereof is not ascertainable. These are accounted for as and when ascertained or admitted by the concerned authorities / parties in favor of the Company.

Revenue from sale of services

Income from services are recognized as and when the services are rendered. The Company collects service tax/GST on behalf of the government and, therefore, it is not an economic benefit flowing to the Company. Hence, it is excluded from revenue.

Interest Income

Interest Income is recognized on a time proportion basis taking into account the amount outstanding and applicable interest rate.

1.13 Provision, Contingent Liabilities and Contingent Assets

Provision is recognized in the accounts when there is a present obligation as a result of past event(s) and it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Contingent liabilities are disclosed unless the possibility of outflow of resources is remote. Contingent assets are neither recognized nor disclosed in the financial statements.

1.14 Cash Flow Statement

Cash flows are reported using indirect method. The cash flows from operating, financing and investing activities of the company are segregated based on the available information.

1.15 Retirement and other Employee Benefits

Defined contribution plan

The Company makes defined contribution to Government Employee Provident Fund, Employee Deposit Linked Insurance, Employee state insurance and labour welfare funds which are recognised in the Statement of Profit and Loss on accrual basis. The Company has no further obligations under these plans beyond its monthly contributions.

Defined benefit plan - Gratuity

The Company provides for retirement benefits in the form of Gratuity. Benefits payable to eligible employees of the Company with respect to gratuity, a defined benefit plan is accounted for on the basis of an actuarial valuation as at the Balance Sheet date. In accordance with the Payment of Gratuity Act, 1972, the plan provides for lump sum payments to vested employees on retirement, death while in service or on termination of employment an amount equivalent to 15 days basic salary for each completed year of service. Vesting occurs upon completion of five years of service.

1.16 Cash and cash equivalents

Cash and cash equivalents include cash in hand, demand deposits with banks, other short term highly liquid investments with original maturities of three months or less.

**1.17 Income Taxes**

Tax expense for the period comprises of current Income tax & deferred tax and Minimum Alternate Tax.

Current Income Tax provision has been determined on the basis of relief, deductions available under the Income Tax Act.

Deferred Tax is recognized for all timing differences between the book profit and tax profit subject to the consideration of prudence, applying the tax rates that have been substantially enacted as of the reporting date.

Minimum alternate tax (MAT) paid in a year is charged to the statement of Profit and Loss as current tax.

In the year in which the company recognizes MAT credit as an asset in accordance with the Guidance note on Accounting for credit Available in respect of Minimum Alternate Tax under the Income-tax Act, 1961, the said asset is created by way of credit to the Statement of Profit and Loss and shown as "MAT Credit Entitlement."

The company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward.

The company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the Company does not have convincing evidence during the specified period.

1.18 Earnings per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Company's earnings per share is the net profit for the period after deducting preference dividends and any attributable tax thereto for the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

1.19 Government grants and subsidies

Grants and subsidies from the government are recognised when there is reasonable assurance that (i) the Company will comply with the conditions attached to them, and (ii) the grant/subsidy will be received.

When the grant or subsidy related to revenue, it is netted off from respective expenditure on a systematic basis in the Statement of Profit and Loss over the periods necessary to match them with the related costs, which they are intended to compensate. Where the grant is related to an asset, it is recognised as deferred income and released to income in equal amounts over the expected useful life of the related asset.

1.20 Segment reporting

The accounting policies adopted for segment reporting are in conformity with the accounting policies adopted for the Company. The Company's operating businesses are organized and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. The analysis of geographical segments is based on the areas in which major operating divisions of the Company operate.

Further, inter-segment revenue have been accounted for based on the transaction price agreed to between segments which is primarily market based. Unallocated items include general corporate income and expense items, which are not allocated to any business segment.

However, the company has no separate business and geographical segments to be reported



(Amount in Rupees)

2 Share Capital		As at 31.03.2020	As at 31.03.2019
	Equity Share Capital :		
	Authorised Share capital : 11,000,000 Equity Shares of Rs. 10/- Each (Previous Year 11,000,000 Equity Shares of Rs. 10/- Each)	110,000,000	-
	Issued, Subscribed & fully paid-up Share Capital : 10,130,040 Equity Shares of Rs. 10/- each (Fully Paid up) (Previous Year 10,130,040 Equity Shares of Rs. 10/- Each)	101,300,400	-
a.	Reconciliation of Number of Shares		
	Equity Shares :	No. of Shares	No. of Shares
	Balance as at the beginning of the year	10,130,040	-
	Add : Fresh Shares Issued	-	-
	Balance As at the end of the year	10,130,040	-
b.	Terms/Rights attached to equity Shares Equity Shares: The company has one class of equity shares having par value of Rs.10 per share. Each share holder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.		
c.	Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company.	No. of Shares	% of Shares
	1. Suhana Tradelinks Private Limited	2,803,536	-
		27.68%	-
	2. Nageshwar Vinimay Private Limited	1,395,000	-
		13.77%	-
	3. Sky Logistics Private Limited	900,000	-
		8.88%	-
	4. Jagannath Plastics Private Limited	900,000	-
		8.88%	-
	5. Anant Trexim Private Limited	900,000	-
		8.88%	-
3 Reserves and Surplus			
	Securities Premium		
	Balance as at the beginning of the year of parent company	73,020,067	-
	Add : Premium on share issued during the year	-	-
	Balance as at the end of the year	73,020,067	-
	Capital Reserves		
	Balance as at the beginning of the year of parent company	3,000,000	-
	Add : Capital Subsidy	-	-
	Balance as at the end of the year	3,000,000	-
	Surplus in the Statement of Profit and Loss		
	Balance as per Last Financial Statements of parent company	216,275,558	-
	Profit for the Year	35,769,134	-
	Balance as at the end of the year	252,044,692	-
	Total	328,064,759	-



(Amount in Rupees)

4 Long-term borrowings		As at 31.03.2020	As at 31.03.2019
	Term Loan		
	Secured		
	Term Loans from Banks :		
	Axis Bank Term Loan	2,102,645	-
	Axis Bank Foreign Currency Term Loan	24,352,937	-
	Bank of India Car Loan	1,787,684	-
	SIDBI	17,812,500	-
	Unsecured Loan		
	From HDFC Bank	1,451,721	-
	From IDFC Bank	3,928,747	-
	Less:- Current Maturities of Long term Borrowings (Refer Note No. 8)	(17,860,009)	-
	Total	33,576,225	-
4.1	Nature of Security and Terms of Repayment for Secured Borrowings		
	Nature of Security	Terms of Repayment	
A	<u>Axis Bank Term Loan (Indian Currency Loan / Foreign Currency Term Loan) :</u>		
	a. Exclusive charge over the entire Plant & Machineries & other movable Fixed Assets of the Company situated at Plot No. A.P. -14 (Apparel Park), SEZ Phase-II, Industrial area, Pithampur, MP-454774 financed by Axis Bank. First pari passu charge by way of EM of factory Land & Building (leasehold) from MPIDC (earlier known as MPAKVN) and Pari passu charge by way of pledge on Bank TDR with Bank of India.		
	b. Secured by personal guarantee of Directors of the Company namely Mr Binod Kumar Agrawal and Mrs Sunita Agrawal and Corporate guarantee given by M/s Anant Trexim Private Limited, M/s Nageshwar vinimay Private Limited, and M/s Suhana Tradelinks Private Limited.		
	c. 24 Quarterly Instalments of Rs 16.50 Lacs each commenced from April 2018. Rate of Interest is "1 Year MCLR+2.00% for Indian Currency Loan and 6 month EURIBOR+400 BPS p.a. for Foreign Currency Term Loan".		
B	<u>SIDBI Term Loan:</u>		
	a. Secured by second charge over the factory land leased for 30 years from MPAKVN, Indore Ltd. & Factory building erected on it, situated at plot no. 14, Apparel Park, SEZ Phase 2, Pithampur, Distt- Dhar, (M.P).		
	b. Secured by second charge by way of Hypothecation of all movable assets, both present & future, including machineries, electrical installation, furniture & fixtures, office equipment and other movables fixed assets of the Company, situated at Plot No. A.P. -14 (Apparel Park), SEZ Phase-II, Industrial area, Pithampur, MP-454774.		
	c. Secured by second charge by way of Hypothecation of all the current assets including stock & book debts etc. of the Company, both present & future.		
	d. Personal guarantee of directors of the Company namely Mr. Binod Kumar Agarwal, Mrs. Sunita Agarwal & Mr. Ranjan Kumar Mahapatra.		
	e. 48 Equal Monthly Instalments of Rs. 9.375 Lacs commenced from 10.11.2017, Rate of Interest @ 15.00 % PA.		
C	<u>BOI Car Loan:</u>		
	a. Secured by way of Hypothecation of TOYOTA Car.		
	b. 60 Equal Monthly Instalments of Rs. 36,511. Rate of Interest @ 8.85 % PA.		
5 Long-term provisions			
	Provision for Employee Benefits (Gratuity)	6,588,396	-
	Total	6,588,396	-



(Amount in Rupees)

6	Short-Term Borrowings	As at 31.03.2020	As at 31.03.2019
	Secured Loans		
	Working Capital Loans :		
	- Bank of India	164,951,073	-
	- Axis Bank	84,956,228	-
	- Yes Bank (Temporary Overdraft against FDR)	10,729,701	-
	Post Shipment Credit		
	- Yes Bank	16,729,791	-
	Total	277,366,794	-
6.1	Working Capital Loans (BOI & Axis Bank) :		
	a. Primary: First pari passu charge by way of hypothecation on entire stock comprising Raw Material, Stock in Process, Finished Goods and Debtors (present & future) of the company with Bank of India.		
	b. Collateral: First pari passu charge by way of EM of factory land & Building(leasehold) from MPIDC (earlier known as MPAKVN) , Indore & Factory building erected on it situated at plot no.14, Apparel park, SEZ phase-2, Indore, pithampur, Dist-Dhar admeasuring area 22995 Sq. Mt. First pari passu charge by way of pledge on Bank TDR with Bank of India.		
	For Axis Bank Only Extension of charge over the entire plant & machineries & other movable fixed assets of the Company financed by Axis Bank.		
	c. Guarantors : Personal guarantee of Mr. Binod Kumar Agrawal & Mrs. Sunita Agrawal and Corporate Guarantee of M/s Anant Trexim Private Limited, M/s Nageshwar Vinimay Private Limited & M/s Suhana Tradelinks Private Limited.		
6.2	Post Shipment Credit (Yes Bank):		
	a. Primary : Exclusive charge by way of hypothecation on debtors discounted by the Bank.		
	b. Collateral : Equitable mortgage of property located at 102, Prosperity Tower, Plot no.1/2, Diamond Colony, Race Course Road, Indore.		
	c. Guarantors : Personal guarantee of Mr. Binod Kumar Agrawal & Mrs. Sunita Agrawal, Mr. Satish Kumar Grover and Mrs. Ranjana Grover and Corporate Guarantee of M/s Anant Trexim Private Limited., M/s Nageshwar Vinimay Private Limited & M/s Suhana Tradelinks Private Limited		
	Temporary overdraft facility (Yes Bank) : Temporary overdraft facility availed against FDR of Rs. 1.50 Cr		
7	Trade Payables		
	Dues of micro enterprises and small enterprises	-	-
	"Dues of creditors other than micro enterprises and small enterprises"	32,892,414	-
	Total	32,892,414	-
7.1	Micro, Small and Medium Enterprises Development Act, 2006:-		
	In the absence of information from all suppliers of their status being small/micro enterprises, all the units are classified into other.		
8	Other current liabilities		
	Current maturities of long term debt (Refer Note. 4)	17,860,009	-
	Security Deposit from Debtors	753,700	-
	Other payables	8,050,622	-
	Total	26,664,331	-
8.1	Other payables includes Statutory Liabilities		
9	Short-term provisions		
	Provision for Income Tax	5,368,477	-
	Provision for Expenses	385,015	-
	Provision for Interest	232,594	-
	Total	5,986,086	-
9.1	Provision for Income Tax is net of Advance Tax and TDS		



Note 10 Fixed Assets & Depreciation

Name of the Asset	GROSS BLOCK				DEPRECIATION			NET BLOCK	
	Total Cost as at 01.04.2019	Additions During the Year	Deletion During the Year	Total Cost as at 31.03.2020	Total up to 31.03.2019	For the year	Total up to 31.03.2020	WDV as at 31.03.2020	
Land	18,396,000	-	-	18,396,000	-	-	-	18,396,000	
Buildings	97,578,119	-	-	97,578,119	20,398,234	3,079,781	23,478,015	74,100,104	
Plant & Machinery	70,086,544	1,082,463	-	71,169,007	46,331,763	4,457,882	50,789,645	20,379,362	
Electrical Installation	6,582,836	-	-	6,582,836	3,659,369	868,606	4,527,975	2,054,861	
Computer & Software	3,439,644	1,349,859	-	4,789,503	2,227,101	1,120,245	3,347,346	1,442,157	
Furniture and Fixture	3,131,552	98,500	-	3,230,052	1,167,252	316,597	1,483,849	1,746,203	
Motor Cycle	152,220	-	-	152,220	118,442	24,102	142,544	9,677	
Office Equipment	1,276,942	5,500	-	1,282,442	813,861	151,371	965,232	317,210	
Motor Car	-	2,382,110	-	2,382,110	-	282,876	282,876	2,099,234	
TOTAL	200,643,857	4,918,432	-	205,562,289	74,716,022	10,301,460	85,017,481	120,544,808	
Previous Year Figures	191,388,920	9,254,937	-	200,643,857	65,089,912	9,626,109	74,716,022	125,927,835	
Software Under Process	8,667,403	345,000	-	9,012,403	-	-	-	9,012,403	
Capital Work in Progress	-	16,788,554	-	16,788,554	-	-	-	16,788,554	



(Amount in Rupees)

11	Long Term Loans and Advances	As at 31.03.2020	As at 31.03.2019
	(Unsecured, Considered Good)		
	Long Term Deposit to Related Party	6,72,00,000	-
	Advance for Plot MPAKVN	25,614,096	-
	Total	92,814,096	-
12	Other Non-Current Assets		
	Security Deposits	4,448,677	-
	Total	4,448,677	-
13	Inventories		
	Raw Materials	30,844,075	-
	Work in Progress	144,019,883	-
	Finished Goods	48,435,693	-
	Stores and Spares	8,614,931	-
	Total	231,914,582	-
14	Trade Receivables		
	(Unsecured, Considered Good)		
	Exceeding Six Months	6,309,818	-
	Others	91,578,176	-
	Total	97,887,994	-
15	Cash and Bank Balances		
	Cash & Cash Equivalents:		
	Cash on Hand	46,057	-
	Balances in Current a/c with Scheduled Banks	4,879,133	-
	Others (gold coin)	41,396	-
	Other Bank Balances:		
	Fixed Deposits with Scheduled Banks.	17,500,000	-
	Total	22,466,586	-
15.1	Above mentioned Fixed Deposit is held as Collateral Security with Bank of India & Yes Bank		
16	Short Term Loans and Advances		
	(Unsecured, Considered Good)		
	Balance with Revenue Authorities	529,263	-
	Prepaid Expenses	560,555	-
	MAT Credit Entitlement	18,599,415	-
	Others	203,314,740	-
	Total	223,003,973	-
16.1	Other short term loans and advance include advance given to suppliers.		
17	Revenue from Operations		
	(a) Sale of Product		
	Sale of Products (Indigenous)	18,975,894	-
	Sale of Products (Export)	1,036,434,810	-
	Total	1,055,410,704	-
	(b) Other operating revenues		
	Export Incentive (Focus Market/MEIS scheme)	24,553,251	-
	Foreign Exchange Fluctuation on Export Sale	30,840,033	-
	Total	55,393,284	-
	TOTAL (a+b)	1,110,803,988	-
18	Other Income		
	Interest Income	1,376,833	-
	Rate & Quantity Difference	44,251	-
	Total	1,421,084	-



(Amount in Rupees)

19 Cost of Material Consumed		As at 31.03.2020	As at 31.03.2019
	Opening Stock	34,286,412	-
	Add: Purchases	736,108,265	-
	Total	770,394,678	-
	Less: Closing Stock	30,844,075	-
	Raw Material Consumed	739,550,603	-
	Imported	3,354,737	-
	% of Consumption	0.46	-
	Indigenous	728,188,728	-
	% of Consumption	99.54	-
20 Changes In Inventories of Finished Goods, Stock-In-Process and Stock-In-Trade			
	Inventories at Close		
	Finished Goods	48,435,693	-
	Semi Finished Goods	144,019,883	-
	Total	192,455,576	-
	Inventories at Commencement		
	Finished Goods	47,661,059	-
	Semi Finished Goods	124,956,285	-
	Total	172,617,344	-
(Increase)/Decrease In Inventories		(19,838,233)	-
21 Employee Benefits Expense			
	Salaries and Wages	73,871,990	-
	PF and ESI Contribution of Employer	6,279,375	-
	Total	80,151,365	-
21.1	As per Accounting Standard 15 “Employee benefits”, the disclosures as defined in the Accounting Standard are given below:		
	a) Short Term Employee Benefits		
	All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages, and short term compensated absences, etc. are recognized in the period in which the employee renders the related services.		
	b) Long Term Benefits		
	Defined Contribution Plans :		
	The Employee State Insurance Scheme and Contributory Provident Fund administered by Provident Fund Commissioner are defined contribution plans. The Company’s contribution paid/payable under the schemes is recognized as expense in the profit and loss account during the period in which the employee renders the related service.		
	Employers Contribution to Provident Fund & ESI	6,279,375	-
	Defined Benefit plans :		
	a. The company has made a provision for gratuity of Rs. 65,88,396/- on the basis of Actuarial Valuation Report.		
	b. Employee benefits in the form of defined contribution plan and defined benefit plans (gratuity and leave encashment) are not payable to Managing Director and Directors of the company.		
22 Financial Costs			
	Interest Expenses	17,834,889	-
	Bank Charges	4,564,961	-
	Total	22,399,850	-



(Amount in Rupees)

23 Other Expenses		As at 31.03.2020	As at 31.03.2019
	Manufacturing Expenses :		
	Consumption of Stores and Spare Parts & Others(Indigenous)	25,092,033	-
	Energy Cost	5,603,924	-
	Repair & Maintenance Charges	896,308	-
	Processing Charges	131,993,417	-
	Water Expenses & Others	1,202,517	-
	Total	164,788,199	-
	Administrative Expenses :		
	Annual Lease Rent	459,900	-
	Audit Fees	246,000	-
	Repair & Maintenance Charges	1,317,222	-
	Insurance Charges	1,618,972	-
	Legal / Professional Charges	1,750,664	-
	Listing Fees	135,275	-
	Membership Fees & Subscription	439,772	-
	Office & General Expenses	1,907,068	-
	Conveyance Expenses	7,278,828	-
	Rates, Rent & Taxes	1,602,845	-
	CSR Expenses	26,800	-
	Bad Debts	-	-
	Pre-incorporation Expenses	25,000	-
	Total	16,808,346	-
	Selling & Distribution Expense :		
	Clearing, Handling & Forwarding Charges and Others	9,795,717	-
	Freight Outward	37,976,328	-
	ECGC Insurance Premium	2,096,250	-
	Sales Comission	1,355,531	-
	Rate, Rebate & Shortage	1,243,769	-
	Other Charges	2,453,607	-
	Total	54,921,202	-
	Total	236,517,747	-
23.1	Payment to Auditors		
	Audit Fees	176,000	-
	Tax Audit Fees	70,000	-
	Certification Fees	-	-
	Mangement Consultancy Services	-	-
	Total	246,000	-
24 Earning Per Share			
i	Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders	35,795,134	-
ii	Weighted Average no. of Equity Shares	10,130,040	-
iii	Basic Earning Per Share	3.53	-
iv	Diluted Earning Per Share	3.53	-
v	Face Value per Equity Share	10	-



(Amount in Rupees)

25	The Current Financial year 2019-20 is the first year of Subsidiary company hence comparative figures of previous year of consolidated results has not been provided.		
26	Related Party Disclosures		
	In accordance with accounting standard 18 “ Related Party Disclosure” issued by the Institute of Chartered Accountant of India, the Company has compiled the required information is as under :- Key Management Personnel Mr. Binod Kumar Agrawal Mr. Ranjan Kumar Mohapatra Mrs. Sunita Agarwal Mr. Sakul Grover Mr. Mahendra Kumar Bhagat Mr. Hatim Badshah Mr. Hamza Hussain Mr. Vipul Goyal Companies over which Key Management Personnel or their relatives are able to exercise significant influence and with whom there was transaction during the year Shree Tirupati Balajee Agro Trading Co. Private Limited Jagannath Plastics Private Limited Honourable Packaging Private Limited		
	Transactions with related Parties	Associates/Key Management Personnel	Associates/Key Management Personnel
	Nature of Transactions	31.03.2020	31.03.2019
	Sale of Goods	18,412,985	-
	Purchase of Raw Material	730,827,668	-
	Job work charges paid	5,371,493	-
	Purchase of Capital Goods	60,000	-
	Remuneration	2,678,077	-
27	Pursuant to Accounting Standard 28 “ Impairment of Assets” issued by the Institute of Chartered Accountants of India, the company has reviewed its carrying cost of assets with value in use (determined based on future earnings) and Net realizable value on an approximate basis. Based on such review, the management is of the view that in the current financial year, Provision for impairment of assets is not considered necessary.		
28	Various items included under the head Current Assets, Loan & Advances, as well as Current Liabilities are subject to confirmation / reconciliation.		
29	In the opinion of the Management, the value on realization of loans and advances, and other current assets will be at least equal to the amounts stated in the books of accounts, if realized in the ordinary course of the business.		
30	Amortization of lease hold land is not being done as the same is on perpetual lease.		
31	Segment Reporting		
a)	<u>Business Segment :</u> The Company is mainly engaged in the business of manufacturing of HDPE/PP Woven Sacks Fabric. All other activities of the Company revolve around the main business and as such there is no separate reportable business segment.		
b)	<u>Geographical Segment:</u> Since all the operations of the Company are conducted within India as such there is no separate reportable geographical segment.		



(Amount in Rupees)

32 Contingent Liabilities & Commitments		As at 31.03.2020	As at 31.03.2019
	Entry Tax (F.Y. 2016-17)	20,560	-
	Sales Tax (F.Y. 2015-16)	556,665	-
	Entry Tax (F.Y. 2015-16)	41,814	-
33 Value of Imports			
	Raw Material	3,294,597	-
	Total	3,294,597	-
34 Expenditure in Foreign Exchange		1,232,074	-
35 Earning in Foreign Exchange			
	Value of Export (F.O.B. Basis)	1,016,613,600	-
36 Deferred Liability :			
	The Deferred Tax Liability of Rs. 64,42,268 (Previous year Deferred Tax Liability Rs. 59,98,213) Consist of timing difference on account of depreciation as per Companies Act, 2013 and as per Income Tax Act, 1961.		
37 Enterprise consolidated as Subsidiary in accordance with Accounting Standard 21-Consolidated Financial statement			
	Name Of Enterprises	Country Of Incorporation	Proportion Of Ownership Interest
	STB INTERNATIONAL PRIVATE LIMITED	India	100.00%
38 Additional Information, as required under Schedule III to the Companies Act, 2013, of enterprises			
Part -A	Name of the Enterprise	As % of Consolidated Net assets	Amount (In Rupees)
	<u>Parent</u>		
	SHREE TIRUPATI BALAJEE FIBC LIMITED	100.01%	429,391,159
	<u>Subsidiaries</u>		
	<u>India</u>		
	STB INTERNATIONAL PRIVATE LIMITED	-0.01%	(26,000)
	Foreign	Nil	Nil
	Minority Interest In All Subsidiaries	Nil	Nil
	<u>Associates (Investment As Per the Equity Method)</u>		
	India	Nil	Nil
	Foreign	Nil	Nil
	<u>Joint ventures (As per Proportionate consolidation/ Investment As per Equity Method)</u>		
	India	Nil	Nil
	Foreign	Nil	Nil
	Total	100.00%	429,365,159



Part -B	Name of the Enterprise	As % of Consolidated Profit & Loss	Amount (In Rupees)
	Parent		
	SHREE TIRUPATI BALAJEE FIBC LIMITED	100.07%	35,795,134
	Subsidiaries		
	India		
	STB INTERNATIONAL PRIVATE LIMITED	-0.07%	(26,000)
	Foreign	Nil	Nil
	Minority Interest In All Subsidiaries	Nil	Nil
	Associates (Investment As Per the Equity Method)		
	India	Nil	Nil
	Foreign	Nil	Nil
	Joint ventures (As per Proportionate consolidation/ Investment As per Equity Method)		
	India	Nil	Nil
	Foreign	Nil	Nil
	Total	100.00%	35,769,134

39 Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures
(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)- AOC-I

Part “A”: Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs)

1. Sl. No.	1	2
2. Name of the subsidiary	STB INTERNATIONAL PRIVATE LIMITED	
3. Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Same	
4. Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.		
5. Share capital	100,000	
6. Reserves & surplus	(26,000)	
7. Total assets	75,000	
8. Total Liabilities	75,000	
9. Investments	-	
10. Turnover	-	
11. Profit before taxation	(26,000)	
12. Provision for taxation	-	
13. Profit After taxation	(26,000)	
14. Proposed Dividend		
15. % of Share Holding	100.00%	
1. Names of subsidiaries which are yet to commence operations	N.A	
2. Names of subsidiaries which have been liquidated or sold during the year	N.A	



Part “B”: Associates and Joint Ventures Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures		
Name of Associates/Joint Ventures		
1. Latest audited Balance Sheet Date	Not Applicable	Not Applicable
2. Shares of Associate/Joint Ventures held by the company on the year end	-	-
No.	-	-
Amount of Investment in Associates/Joint Venture	-	-
Extend of Holding %	-	-
3. Description of how there is significant influence	-	-
4. Reason why the associate/joint venture is not consolidated	-	-
5. Networth attributable to Shareholding as per latest audited Balance Sheet	-	-
6. Profit / Loss for the year		
I. Considered in Consolidation	-	-
ii. Not Considered in Consolidation	-	-
1. Names of associates or joint ventures which are yet to commence operations.	N.A	N.A
2. Names of associates or joint ventures which have been liquidated or sold during the year.	N.A	N.A
40 Corporate Social Responsibility (CSR) :		
	The Company was required to spend Rs. 11,52,187/- towards CSR during the Financial Year 2019-2020 and the Company is carrying the unspent amount of Rs. 9,00,907/- for previous year. Therefore, the Company was required to spend a total aggregate of Rs. 20,53,094/- upto 31st March, 2020. However, Company has incurred expenditure of Rs. 26,800/- towards the CSR activities till 31st March, 2020.	
41	Information with regard to other matters specified in Schedule III to the Companies Act, 2013, is either nil or not applicable to the Company for the year. Previous period figures have been recasted/ restated to confirm to the current period. Figures have been rounded off to the nearest Rupee.	

For and on behalf of
M/s ABN & CO.
Chartered Accountants
FRN : 004447C

B.M. Bhandari
Partner
M.No. 071232

Place: Pithampur (Dhar)
Dated: 30/07/2020

For and on behalf of the Board of Directors

Binod Kumar Agarwal
Managing Director
DIN: 00322536

Sunita Agrawal
Director
DIN: 00322594

Hamza Hussain
Chief Financial Officer

Vipul Goyal
Company Secretary
M. No. - F10223



SHREE TIRUPATI BALAJEE FIBC LTD.

REGISTERED OFFICE

Plot No. A.P.-14 (Apparel Park), SEZ Phase-II,
Industrial Area Pithampur PIN-454774 (Madhya Pradesh)

CIN: L25202MP2009PLC022526

Tel : 91 731- 4217400 Email: cs@tirupatibalajee.com - Website: www.tirupatibalajee.com



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