



NOTICE

Notice is hereby given that 17th Annual General Meeting (AGM) of the members of **SHREE TIRUPATI BALAJEE FIBC LIMITED** is scheduled to be held on Friday, September 25, 2026 at 11:30 A.M. through Video Conferencing (VC)/Other Audio Visual Means (OAVM) for which purposes registered office of the company situated at Plot No. A.P.-14 (Apparel Park), SEZ Phase-II, Industrial Area Pithampur-454774 Madhya Pradesh, shall be deemed as the venue for the AGM and the proceedings of the AGM shall be deemed to be made thereat, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt:

- a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026 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 March 31, 2026 and the reports 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:

"RESOLVED THAT in accordance with the provisions of Section 152 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013, Shri Binod Kumar Agarwal (DIN: 00322536) Chairman and Managing Director, who retires by rotation at this meeting and being eligible, offers himself for re-appointment."

SPECIAL BUSINESS:

3. To approve the Regularization of Shri Vinod Verma (DIN: 09331805) as a Non-Executive 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 152, 160, 161 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2015 of the Companies Act, 2013, as per the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), in accordance with the applicable provisions of the Articles of Association of the Company and on the basis of recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company, Shri Vinod Verma (DIN: 09331805), who was appointed by the Board as an Additional Director under the category of Non-Executive Director w.e.f. September 30, 2025, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Non-Executive Director of the Company and he shall be liable to retire by rotation."

"RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, any of the Board of the Directors of the Company be and is hereby authorized to take such steps and to do all such other acts, deeds, matters and things as it may deem fit and to settle any question, difficulty or doubt that may arise in connection with abovementioned resolution and further to do all such acts, deeds, matters and things and to finalize and execute all documents and writings as may be necessary, proper, desirable or expedient, as it may deem fit."

4. To approve the re-appointment of Shri Yash Khemchandani (DIN: 08923669), as the Independent Director for the second term of 5 (five) consecutive years:

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

"RESOLVED THAT pursuant to the provisions of sections 149, 150, 152, 160 read with Schedule IV and Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) and Regulation 16 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Shri Yash Khemchandani (DIN: 08923669), who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from June 10, 2022 upto June 09, 2027 and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five (5) consecutive years commencing from June 10, 2027 to June 09, 2032."



“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, any of the Board of the Directors of the Company be and is hereby authorized to take such steps and to do all such other acts, deeds, matters and things as it may deem fit and to settle any question, difficulty or doubt that may arise in connection with abovementioned resolution and further to do all such acts, deeds, matters and things and to finalize and execute all documents and writings as may be necessary, proper, desirable or expedient, as it may deem fit.”

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

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

“RESOLVED THAT pursuant to the provisions of Sections 2(54), 117, 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules made thereunder read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17(6)(e) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory amendment, modification or re-enactment thereof, for the time being in force), Shri Binod Kumar Agarwal (DIN: 00322536), as recommended by the Nomination and Remuneration Committee, be and is hereby re-appointed as the Managing Director of the Company for a period of five (5) years with effect from July 17, 2027 to July 16, 2032 on the following terms and conditions:”

CATEGORY A:

- (a) Salary and Remuneration- NIL
- (b) Gratuity- NIL

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, any of the Board of the Directors of the Company be and is hereby authorized to take such steps and to do all such other acts, deeds, matters and things as it may deem fit and to settle any question, difficulty or doubt that may arise in connection with abovementioned resolution and further to do all such acts, deeds, matters and things and to finalize and execute all documents and writings as may be necessary, proper, desirable or expedient, as it may deem fit.”

6. Approval for Related Party Transactions with Shree Tirupati Balajee Agro Trading Company Limited:

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, of the Companies Act, 2013 (“Act”) read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date (including any statutory modification(s) or re-enactment thereof, for the time being in force), as per Regulation 23 and any other applicable provisions 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) and all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time and pursuant to the recommendation & consent of the Audit Committee and the Board of Directors of the Company, the approval of members of the company be and are hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to enter into/continue to enter into Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s), whether entered into individually or taken together with previous transactions with Shree Tirupati Balajee Agro Trading Company Limited on such terms and conditions as may be mutually agreed between the Company and Shree Tirupati Balajee Agro Trading Company Limited and more briefly set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of the transaction(s) with Shree Tirupati Balajee Agro Trading Company Limited may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time for the financial year 2026-27, 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.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, any of the Board of the Directors of the Company be and is hereby authorized to take such steps and to do all such other acts, deeds, matters and things and accept any alteration(s) or amendment(s) or correction(s) or modification(s) as it may deem fit and to settle any question, difficulty or doubt that may arise in connection with abovementioned resolution and further to do all such acts, deeds, matters and things and to finalize and execute all documents and writings as may be necessary, proper, desirable or expedient, as it may deem fit.”

7. Approval for Related Party Transactions with Jagannath Plastics Private Limited:

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, of the Companies Act, 2013 (“Act”) read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date (including any statutory modification(s) or re-enactment thereof, for the time being in force), as per Regulation 23 and any other applicable provisions 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) and all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time and pursuant to the recommendation & consent of the Audit Committee and the



Board of Directors of the Company, the approval of members of the company be and are hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to enter into/continue to enter into Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s), whether entered into individually or taken together with previous transactions with Jagannath Plastics Private Limited on such terms and conditions as may be mutually agreed between the Company and Jagannath Plastics Private Limited and more briefly set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of the transaction(s) with Jagannath Plastics Private Limited may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time for the financial year 2026-27, 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."

"RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, any of the Board of the Directors of the Company be and is hereby authorized to take such steps and to do all such other acts, deeds, matters and things and accept any alteration(s) or amendment(s) or correction(s) or modification(s) as it may deem fit and to settle any question, difficulty or doubt that may arise in connection with abovementioned resolution and further to do all such acts, deeds, matters and things and to finalize and execute all documents and writings as may be necessary, proper, desirable or expedient, as it may deem fit."

8. Approval for Related Party Transactions with Ever Bags Packaging Private Limited:

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, of the Companies Act, 2013 ("Act") read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date (including any statutory modification(s) or re-enactment thereof, for the time being in force), as per Regulation 23 and any other applicable provisions 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) and all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time and pursuant to the recommendation & consent of the Audit Committee and the Board of Directors of the Company, the approval of members of the company be and are hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to enter into/continue to enter into Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s), whether entered into individually or taken together with previous transactions with Ever Bags Packaging Private Limited on such terms and conditions as may be mutually agreed between the Company and Ever Bags Packaging Private Limited and more briefly set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of the transaction(s) with Ever Bags Packaging Private Limited may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time for the financial year 2026-27, 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."

"RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, any of the Board of the Directors of the Company be and is hereby authorized to take such steps and to do all such other acts, deeds, matters and things and accept any alteration(s) or amendment(s) or correction(s) or modification(s) as it may deem fit and to settle any question, difficulty or doubt that may arise in connection with abovementioned resolution and further to do all such acts, deeds, matters and things and to finalize and execute all documents and writings as may be necessary, proper, desirable or expedient, as it may deem fit."

9. Approval for Related Party Transactions with Stable Textile Private Limited:

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, of the Companies Act, 2013 ("Act") read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date (including any statutory modification(s) or re-enactment thereof, for the time being in force), as per Regulation 23 and any other applicable provisions 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) and all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time and pursuant to the recommendation & consent of the Audit Committee and the Board of Directors of the Company, the approval of members of the company be and are hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to enter into/continue to enter into Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s), whether entered into individually or taken together with previous transactions with Stable Textile Private Limited on such terms and conditions as may be mutually agreed between the Company and Stable Textile Private Limited and more briefly set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of the transaction(s) with Stable Textile Private Limited may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time for the financial year 2026-27, 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."



“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, any of the Board of the Directors of the Company be and is hereby authorized to take such steps and to do all such other acts, deeds, matters and things and accept any alteration(s) or amendment(s) or correction(s) or modification(s) as it may deem fit and to settle any question, difficulty or doubt that may arise in connection with abovementioned resolution and further to do all such acts, deeds, matters and things and to finalize and execute all documents and writings as may be necessary, proper, desirable or expedient, as it may deem fit.”

Date: August 04, 2026
Place: Pithampur (Dhar)

By Orders of the Board of Directors

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

Vipul Goyal
Company Secretary &
Compliance Officer
FCS 10223

**NOTES:**

1. The Ministry of Corporate Affairs (MCA) vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, General Circular Nos. 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 in relation to “Clarification on holding of Annual General Meeting (‘AGM’) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)”, (collectively referred to as “MCA Circulars”) has permitted companies to conduct their AGMs through VC or OAVM, till further orders, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 dated 05.05.2020.

Therefore, in accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 (“Act”) read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 17th AGM of the Company will 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. The deemed venue for the AGM will be the Registered Office of the Company i.e. Plot No. A.P.-14 (Apparel Park), SEZ Phase-II, Industrial Area Pithampur-454774 Madhya Pradesh.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of the act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. Since this AGM is being held pursuant to MCA Circular No. 14/2020 dated April 08, 2020 and other applicable circulars in this regard, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the proxy form is not annexed to this notice.
6. In pursuance of Section 112 and 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
7. In line with the MCA Circulars and the SEBI Circulars, the Notice of the AGM is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Central Depositories Services (India) Limited (‘CDSL’)/ Bigshare Services Private Limited [Registrar & Transfer Agent (‘RTA’)] of the company. The Notice calling the AGM is available on the website of the Company at www.tirupatibalajee.com. The Notice can also be accessed from the website of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
8. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
9. In continuation to this Ministry's General Circular No. 20/2020 dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022, General Circular No. 10/2022 dated 28.12.2022, General circular No. 09/2023 dated 25.09.2023, General circular No. 09/2024 dated 19.09.2024, the latest being 03/2025 dated September 22, 2025 and after due examination, it has been decided to allow companies to conduct their AGMs through VC or OAVM till further orders, in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.



10. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting and attendance slip is not annexed hereto.
11. 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 ('Secretarial Standard'), in respect of Directors seeking appointment/re-appointment at this Annual General Meeting ("AGM") is also annexed.
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. Requisite declarations have been received from the Directors seeking appointment/re-appointment.
13. The Board of Directors has appointed CS Ritesh Gupta, Practicing Company Secretary (CP: 3764 |FCS: 5200) as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
14. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website at www.tirupatibalajee.com and shall be communicated to the stock exchange as well within two (02) days of passing of the resolutions at the AGM of the Company.

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

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

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

- i. The voting period begins on Tuesday, September 22, 2026 at 09.00 A.M. (IST) and ends on Thursday, September 24, 2026 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 Friday, September 18, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders



holding securities in Demat mode CDSL/NSDL is given below:

TYPE OF SHAREHOLDERS	LOGIN METHOD
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab.
	2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
	3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.
	4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com . Select "Register Online for IDeAS" "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
	3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
	4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate



	OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

LOGIN TYPE	HELPDESK DETAILS
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000.

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

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



	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- vi. After entering these details appropriately, click on “SUBMIT” tab.
- vii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix. Click on the EVSN for the Shree Tirupati Balajee FIBC Limited on which you choose to vote.
- x. On the voting page, you will see “**RESOLUTION DESCRIPTION**” and against the same the option “**YES/NO**” for voting. Select the option **YES** or **NO** as desired. The option **YES** implies that you assent to the Resolution and option **NO** implies that you dissent to the Resolution.
- xi. Click on the “**RESOLUTIONS FILE LINK**” if you wish to view the entire Resolution details.
- xii. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xiii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xiv. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xv. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvi. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xvii. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF and NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.



- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@tirupatibalajee.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

- 1) The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
- 2) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- 3) Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- 4) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- 5) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 6) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- 7) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 (Seven) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@tirupatibalajee.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 (Seven) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@tirupatibalajee.com. These queries will be replied to by the company suitably by email.
- 8) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- 9) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- 10) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

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



If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Shri Rakesh Dalvi, Assistant Vice President, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

Date: August 04, 2026
Place: Pithampur (Dhar)

By Orders of the Board of Directors

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

Vipul Goyal
Company Secretary &
Compliance Officer
FCS 10223

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

Shri Vinod Verma (DIN: 09331805), pursuant to the provisions of Section 161 of the Companies Act, 2013 and based on the recommendation of Nomination and Remuneration Committee, was appointed by the Board of Directors of the Company as an Additional Director in the capacity of Non-Executive Director w.e.f September 30, 2025 and he holds office up to the date of ensuing Annual General Meeting of the Company. Considering the knowledge, skills and expertise of Shri Vinod Verma (DIN: 09331805) and recommendation received from the aforesaid committee, the Board of Directors appointed Shri Vinod Verma (DIN: 09331805), subject to the approval of the members of the company in the ensuing Annual General Meeting, as a Non-Executive Director of the Company whose period of office will be liable to retire by rotation.

The Company has received notice in writing under Section 160 of the Companies Act, 2013 proposing the candidature of Shri Vinod Verma (DIN: 09331805), for the office of the Non-Executive Director of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Non-Executive Director.

Shri Vinod Verma (DIN: 09331805) possesses valuable experience in the field of Logistics, where he has gained expertise in managing operations, coordinating supply chain activities, and ensuring the timely and efficient movement of goods and services. Brief profile of Shri Vinod Verma (DIN: 09331805) proposed to be appointed as the Non-Executive Director including nature of his expertise and shareholding in the Company, etc. is mentioned in “Annexure-I” to the Notice pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.

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

None of the Directors or Key Managerial Personnel of the Company, either directly or through their relatives except Shri Vinod Verma and his relatives, are in any way, concerned or interested, whether financially or otherwise, in the resolution set out at Item no. 3 of this Notice.

ITEM NO. 4

As per the provisions of Section 149 of the Companies Act, 2013 read with the Rules made thereunder, an Independent Director shall hold office for a term of upto five (5) consecutive years on the Board of Directors of the Company and shall be eligible for re-appointment on passing of Special Resolution by the Company.

Shri Yash Khemchandani (DIN: 08923669) was appointed as a Non-Executive Independent Director by the Members of the Company for a first term of 5 (five) consecutive years commencing from June 10, 2022 upto June 09, 2027 and is a member of the Audit Committee, Stakeholders' Relationship Committee and Nomination and Remuneration Committee. He is eligible for re-appointment for a second term on the Board of the Company.

Therefore, after taking into account the performance evaluation during his first term of five years and considering the knowledge, expertise and experience and the contribution made by Shri Yash Khemchandani (DIN: 08923669), the Board of Directors of the Company, on the recommendation of Nomination and Remuneration committee and subject to the approval of the members of the company in the ensuing Annual General Meeting, re-appointed him as a Non-Executive Independent Director for a Second term of 5 (Five) years commencing from June 10, 2027 up to June 09, 2032 and he shall not be liable to retire by rotation.

The Company has in terms of Section 160(1) of the Companies Act, 2013 ('the Act') received a notice from a Member proposing his candidature for the office of Director. The Company has received consent from Shri Yash Khemchandani (DIN: 08923669) for re-appointment and a declaration confirming that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). In terms of Regulation 25(8) of the SEBI Listing Regulations, Shri Yash Khemchandani (DIN: 08923669) has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

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

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

None of the Directors or Key Managerial Personnel of the Company, either directly or through their relatives except Shri Yash



Khemchandani and his relatives, are in any way, concerned or interested, whether financially or otherwise, in the resolution set out at Item no. 4 of this Notice.

ITEM NO. 5

Shri Binod Kumar Agarwal (DIN: 00322536) was re-appointed as the Managing Director of the company for a period of Five years from July 17, 2022 to July 16, 2027. Therefore, present term of Shri Binod Kumar Agarwal (DIN: 00322536), as Managing Director will complete on July 16, 2027. Accordingly, in terms of the provisions of Sections 2(54), 117 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules made thereunder read with Schedule V to the Act and Regulation 17(6)(e) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and considering the knowledge, rich and varied experience of Shri Binod Kumar Agarwal (DIN: 00322536) in packaging industry, the overall performance of the Company during his tenure, the Board of Directors in its meeting held on August 04, 2026, on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the members of the company in the ensuing annual general meeting, has approved the re-appointment of Shri Binod Kumar Agarwal (DIN: 00322536) as Managing Director of the Company for another term of five (5) years with effect from July 17, 2027 to July 16, 2032.

Shri Binod Kumar Agarwal (DIN: 00322536) has given his consent to act as Managing Director of the Company and he is eligible for re-appointment as Managing Director as he fulfills the conditions as specified under Section 196 and Part I of Schedule V to the Act. Further, as per the intimation/declaration received by the Company, Shri Binod Kumar Agarwal (DIN: 00322536) is not disqualified for re-appointment as Director under Section 164 of the Act. The Company has received a notice in writing from a member under Section 160 of the Act, proposing the candidature of Binod Kumar Agarwal (DIN: 00322536) for the office of Managing Director of the Company.

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

The Board recommends passing of the resolution as set out at **Item No. 5** to be passed as an **Ordinary Resolution**.

None of the Directors or Key Managerial Personnel of the Company, either directly or through their relatives except Shri Binod Kumar Agarwal and his relatives, are in any way, concerned or interested, whether financially or otherwise, in the resolution set out at Item no. 5 of this Notice.

ITEM NO. 6, 7, 8 & 9

As per Section 188 of the Companies Act, 2013, Related Party Transactions (RPT) such as sale / purchase of goods or services, disposal or lease of property of any kind, appointment of any agent for purchase or sale of any goods, materials, services or property, appointment to an office of profit and underwriting the subscription of securities / derivatives of the Company, shall require prior approval of members, if transactions exceeded such sums, as prescribed. Further, such transactions are exempt from the requirement of obtaining prior approval of members, if they are in ordinary course of business and at arms’ length.

Further, Pursuant to the provisions of the Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) as amended, a transaction with a related party shall be considered material , if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rupees fifty crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

The Company proposes to enter into related party transaction as mentioned below, in the ordinary course of business of the Company and on an arm’s length basis, on mutually agreed terms and conditions, and the aggregate of such transaction, is expected to cross the applicable materiality limits as mentioned above.

The Audit Committee and the Board of Directors of the Company at their meetings held on May 22, 2026 have considered, reviewed, and approved the below mentioned transaction subject to approval of the Shareholders of the Company. Accordingly, as per the SEBI Listing Regulations, prior approval of the Shareholders is being sought for the below arrangement/transaction proposed to be undertaken by the Company.

Details of the proposed Material Related Party Transactions (‘RPTs’) between the Company and Shree Tirupati Balajee Agro Trading Company Limited, Jagannath Plastics Private Limited, Ever Bags Packaging Private Limited & Stable Textile Private Limited including the information required to be disclosed in the Explanatory Statement pursuant to the Regulation 23 of the SEBI Listing Regulations read with the SEBI Master Circular no. SEBI/HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, as amended, specifying the Industry Standards on “Minimum information to be provided for review of the Audit Committee and Shareholders for approval of a related party transaction” (‘Standards’) and applicable provisions of the Act, are as follows:

**I. SHREE TIRUPATI BALAJEE AGRO TRADING COMPANY LIMITED:-**

Sr. No.	Description	Particulars
1.	Name of the Related Party	Shree Tirupati Balajee Agro Trading Company Limited
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Manufacturing of plastic woven stocks, Polythylene lined gunny bags, lineliums, Plastic bags, thennoplastics, polypropylence and PVC Products, Plastic Polythylene, FIBC (Flexible Intermediate Bulk Containers) and Technical textiles and any plastic article made from them
4.	Nature of Relationship [including nature of its interest (financial or otherwise)]	- Shree Tirupati Balajee Agro Trading Company Limited is Holding Company of Shree Tirupati Balajee FIBC Limited. - Shri Binod Kumar Agarwal is Managing Director and holds 65.42% of the Paid-up Share Capital of Shree Tirupati Balajee Agro Trading Company Limited. - Shri Srikanta Barik is also Non-Executive Director of Shree Tirupati Balajee Agro Trading Company Limited.
5.	Type, Material Terms and Particulars of the proposed transaction	Sale, Purchase, Job Work, Sale & purchase of Capital Goods, Expenditure, Loans & Interest to be Paid in connection with the loan taken or any other such transactions as may be approved by the Audit Committee & Board of Directors of the Company.
6.	Tenure of the proposed transaction	The approval is being taken for the Material Related Party transactions proposed to be entered for the financial year 2026-27.
7.	Value of the proposed transaction	The value of transactions to be entered into is likely to be up to an amount of Rs. 180.00/- Crores.
8.	The percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.	Approximately 88.72% of annual consolidated turnover of the Company for the financial year 2025-26.
9.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
	i. details of the source of funds in connection with the proposed transaction;	Not Applicable
	ii. where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, - nature of indebtedness; - cost of funds; and - tenure;	
	iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security;	
	iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	
10.	Justification as to why the RPT is in the interest of the listed entity;	The transactions with Shree Tirupati Balajee Agro Trading Company Limited, the holding company of Shree Tirupati Balajee FIBC Limited, are in the ordinary course of business and carried out on an arm's length basis. These transactions include sale and purchase of goods, job work arrangements, sale and purchase of capital goods, shared expenditure, and inter-company loans along with the interest payable on such loans or



		any other such transactions as may be approved by the Audit Committee & Board of Directors of the Company. Further, both Shree Tirupati Balajee Agro Trading Company Limited & Shree Tirupati Balajee FIBC Limited are engaged in the business of manufacturing of FIBC bags and both the Companies share their respective resources with each other to achieve optimum cost targets and economies of scale.
11.	A copy of the valuation or other external party report, if any such report has been relied upon;	Not Applicable
12.	Any other information that may be relevant	All relevant/important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

II. JAGANNATH PLASTICS PRIVATE LIMITED:-

Sr. No.	Description	Particulars
1.	Name of the Related Party	Jagannath Plastics Private Limited
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Manufacturing of packaging products made of and other allied fields whether made of plastics, plastic scrap, HPE, PVC, polymers, co-polymers, monomers, elastomers, resins, polyesters, Technical textiles and other allied materials.
4.	Nature of Relationship [including nature of its interest (financial or otherwise)]	- Shri Binod Kumar Agarwal is Director and holds 00.15% of the Paid-up Share Capital of Jagannath Plastics Private Limited. - Shri Srikanta Barik is also Non-Executive Director of Jagannath Plastics Private Limited.
5.	Type, Material Terms and Particulars of the proposed transaction	Sale, Purchase, Job Work, Sale & purchase of Capital Goods, Expenditure or any other such transactions as may be approved by the Audit Committee & Board of Directors of the Company.
6.	Tenure of the proposed transaction	The approval is being taken for the Material Related Party transactions proposed to be entered for the financial year 2026-27.
7.	Value of the proposed transaction	The value of transactions to be entered into is likely to be up to an amount of Rs. 100.00/- Crores.
8.	The percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.	Approximately 49.29% of annual consolidated turnover of the Company for the financial year 2025-26.
9.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
	i. details of the source of funds in connection with the proposed transaction;	Not Applicable
	ii. where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,	
	- nature of indebtedness; - cost of funds; and - tenure;	
	iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security;	
	iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	



10.	Justification as to why the RPT is in the interest of the listed entity;	The transactions with Jagannath Plastics Private Limited are in the ordinary course of business and carried out on an arm's length basis. These transactions include Sale, Purchase, Job Work, Sale & purchase of Capital Goods, Expenditure or any other such transactions as may be approved by the Audit Committee & Board of Directors of the Company. Further, Jagannath Plastics Private Limited supplies Capital Goods, Raw Materials to Shree Tirupati Balajee FIBC Limited and Purchase Store Materials from the Company which is needed for the manufacturing of FIBC bags and both the Companies share their respective resources with each other to achieve optimum cost targets and economies of scale.
11.	A copy of the valuation or other external party report, if any such report has been relied upon;	Not Applicable
12.	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

III. EVER BAGS PACKAGING PRIVATE LIMITED: -

Sr. No.	Description	Particulars
1.	Name of the Related Party	Ever Bags Packaging Private Limited
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	To manufacture, Jumboo Bags, plastics, plastic products, plastic polyethylene, PVC products, woven fabrics, all kind of plastic woven sacks, Polyethylene line gunny bags, yarn, laminating materials, resins, wax, any plastic items and other activities in this relation.
4.	Nature of Relationship [including nature of its interest (financial or otherwise)]	- Smt. Vinita Agarwal, Daughter of Shri Binod Kumar Agarwal is Managing Director & member. - Relatives of Shri Binod Kumar Agarwal are Members.
5.	Type, Material Terms and Particulars of the proposed transaction	Sale, Purchase, Job Work, Sale & purchase of Capital Goods, Expenditure or any other such transactions as may be approved by the Audit Committee & Board of Directors of the Company.
6.	Tenure of the proposed transaction	The approval is being taken for the Material Related Party transactions proposed to be entered for the financial year 2026-27.
7.	Value of the proposed transaction	The value of transactions to be entered into is likely to be up to an amount of Rs. 80.00/- Crores.
8.	The percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.	Approximately 39.43% of annual consolidated turnover of the Company for the financial year 2025-26.
9.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	Not Applicable
	i. details of the source of funds in connection with the proposed transaction;	
	ii. where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, - nature of indebtedness; - cost of funds; and - tenure;	



	iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	
10.	Justification as to why the RPT is in the interest of the listed entity;	The transactions with Ever Bags Packaging Private Limited are in the ordinary course of business and carried out on an arm's length basis. These transactions include Sale, Purchase, Job Work, Sale & purchase of Capital Goods, Expenditure or any other such transactions as may be approved by the Audit Committee & Board of Directors of the Company. Further, Ever Bags Packaging Private Limited supplies Raw Materials to Shree Tirupati Balajee FIBC Limited which is needed for the manufacturing of FIBC bags and both the Companies share their respective resources with each other to achieve optimum cost targets and economies of scale.
11.	A copy of the valuation or other external party report, if any such report has been relied upon;	Not Applicable
12.	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

IV. STABLE TEXTILE PRIVATE LIMITED :-

Sr. No.	Description	Particulars
1.	Name of the Related Party	Stable Textile Private Limited
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	To manufacture, Jumboo Bags, plastics, plastic products, plastic polyethylene, PVC products, woven fabrics, all kind of plastic woven sacks, Polyethylene line gunny bags, yarn, laminating materials, resins, wax, any plastic items and other activities in this relation.
4.	Nature of Relationship [including nature of its interest (financial or otherwise)]	Smt. Vinita Agarwal, Daughter of Shri Binod Kumar Agarwal and Shri Anant Agarwal, Son of Shri Binod Kumar Agarwal are members.
5.	Type, Material Terms and Particulars of the proposed transaction	Sale, Purchase, Job Work, Sale & purchase of Capital Goods, Expenditure or any other such transactions as may be approved by the Audit Committee & Board of Directors of the Company.
6.	Tenure of the proposed transaction	The approval is being taken for the Material Related Party transactions proposed to be entered for the financial year 2026-27.
7.	Value of the proposed transaction	The value of transactions to be entered into is likely to be up to an amount of Rs. 80.00/- Crores.
8.	The percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.	Approximately 39.43% of annual consolidated turnover of the Company for the financial year 2025-26.
	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
9.	i. details of the source of funds in connection with the proposed transaction;	Not Applicable



	ii. where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, • nature of indebtedness; • cost of funds; and • tenure; iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	
10.	Justification as to why the RPT is in the interest of the listed entity;	The transactions with Stable Textile Private Limited are in the ordinary course of business and carried out on an arm's length basis. These transactions include Sale, Purchase, Job Work, Sale & purchase of Capital Goods, Expenditure or any other such transactions as may be approved by the Audit Committee & Board of Directors of the Company. Further, Stable Textile Private Limited supplies Capital Goods, Raw Materials to Shree Tirupati Balajee FIBC Limited and Purchase Store Materials from the Company which is needed for the manufacturing of FIBC bags and both the Companies share their respective resources with each other to achieve optimum cost targets and economies of scale.
11.	A copy of the valuation or other external party report, if any such report has been relied upon;	Not Applicable
12.	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

On the Basis the consideration and approval of the Audit Committee, Your Directors recommend passing of the resolution as set out at **Item no. 6, 7, 8 & 9** of this Notice as an Ordinary Resolution.

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. 6, 7, 8 & 9 of the notice.

Date: August 04, 2026
Place: Pithampur (Dhar)

By Orders of the Board of Directors

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

Vipul Goyal
Company Secretary &
Compliance Officer
FCS 10223

'Annexure-I'**BRIEF PROFILE AND PARTICULARS OF THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT IN THE ENSUING ANNUAL GENERAL MEETING****Annexure to Item No. 2 & 5 of the Notice:**

Name of Director	BINOD KUMAR AGARWAL
Designation	MANAGING DIRECTOR
Director Identification Number (DIN)	00322536
Date of Birth	04/02/1964
Date of Appointment (previous)	17/07/2022
Expertise Experience in specific functional areas	He is the Founder of the Company and has been successfully steering its operations since its inception. He has been instrumental in shaping the Company's strategic vision, driving its growth, and strengthening its market position. His extensive industry knowledge, entrepreneurial acumen, and leadership continue to play a pivotal role in the Company's sustained success and long-term value creation.
Qualification	Bachelor's degree in Science (Engineering) in the branch of chemical from Regional Engineering College, Rourkela
No. & % of Equity Shares held	2,41,504 & 2.38% Equity Shares
List of outside Company's directorship held	1. Jagannath Plastics Private Limited 2. Honourable Packaging Private Limited 3. Shree Tirupati Balajee Agro Trading Company Limited 4. STB International Private Limited 5. BKK Polyproducts Private Limited 6. STB Industrial Development Cluster Association 7. Mass Industrial Development Cluster Association 8. Crimptech Private Limited
Chairman / Member of the Committees of the Board of Directors of Shree Tirupati Balajee FIBC Limited	Corporate Social Responsibility Committee: Chairman
Chairman / Member of the Committees of the Board, Directors of other Companies in which he is director.	Shree Tirupati Balajee Agro Trading Company Limited Corporate Social Responsibility Committee : Chairman
Disclosures of relationships between directors inter-se.	Not related to any Directors of the Company

Annexure to Item No. 3 of the Notice:

Name of Director	VINOD VERMA
Designation	ADDITIONAL NON-EXECUTIVE DIRECTOR
Director Identification Number (DIN)	09331805
Date of Birth	06/06/1984
Date of Appointment (previous)	30/09/2025
Expertise Experience in specific functional areas	Mr. Vinod Verma has significant experience in the logistics sector, with extensive knowledge of supply chain management, transportation, and operational coordination. Over the years, he has developed strong expertise in streamlining logistics processes, ensuring efficient movement of goods, and optimizing operational efficiency. His practical experience, coupled with his sound understanding of logistics and distribution functions, enables him to effectively address operational challenges and contribute to the Company's overall business objectives.
Qualification	Graduate
No. & % of Equity Shares held	NIL
List of outside Company's directorship held	STB International Private Limited
Chairman / Member of the Committees of the Board of Directors of Shree Tirupati Balajee FIBC Limited	NIL
Chairman / Member of the Committees of the Board, Directors of other Companies in which he is director.	NIL
Disclosures of relationships between directors inter-se.	Not related to any Directors of the Company

**'Annexure-I'****Annexure to item no. 4 of the notice:**

Name of Director	YASH KHEMCHANDANI
Designation	INDEPENDENT DIRECTOR
Director Identification Number (DIN)	08923669
Date of Birth	30/03/1997
Date of Appointment (previous)	10/06/2022
Expertise Experience in specific functional areas	He possesses extensive knowledge, expertise, and experience in the areas of Company Law, SEBI regulations, and other corporate laws applicable to companies. His strong understanding of the legal and regulatory framework enables him to effectively oversee corporate governance, ensure statutory and regulatory compliance, and provide strategic guidance on matters relating to corporate and secretarial affairs.
Qualification	He is a qualified Company Secretary by profession and is a member of the Institute of Company Secretaries of India.
No. & % of Equity Shares held	NIL
List of outside Company's directorship held	1. Koyna Enterprises Private Limited 2. Mahaveer Trading Private Limited 3. Morvinandan Proteins Limited
Chairman / Member of the Committees of the Board of Directors of Shree Tirupati Balajee FIBC Limited	1. Audit Committee: Member 2. Nomination & Remuneration Committee: Member 3. Stakeholders Relationship Committee: Member
Chairman / Member of the Committees of the Board, Directors of other Companies in which he is director.	Morvinandan Proteins Limited 1. Audit Committee: Member 2. Nomination & Remuneration Committee: Member 3. Stakeholders Relationship Committee: Chairman
Disclosures of relationships between directors inter-se.	Not related to any Directors of the Company