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SHREE TIRUPATI BALAJEE AGRO TRADING COMPANY LIMITED

Our Company was originally incorporated as 'Shree Tirupati Balajee Agro Trading Company Private Limited', as a private limited company under the provisions of Companies Act, 1956, pursuant to certificate of incorporation dated October 23, 2001 issued by the Registrar of Companies ("ROC"), Madhya Pradesh and Chattisgarh. Upon the conversion of our Company into a public limited company, pursuant to the approval accorded by our Shareholders at their Extra-Ordinary General Meeting held on November 20, 2023, the name of our Company was changed to 'Shree Tirupati Balajee Agro Trading Company Limited' and a fresh certificate of incorporation consequent upon change of name upon conversion to public limited company was issued to our Company by the RoC on November 21, 2023. For details relating to the changes in registered office of our Company, see the section titled "History and Certain Corporate Matters" on page 224 of the Red Herring Prospectus dated August 31, 2024 ("RHP" or "Red Herring Prospectus") filed with RoC.

Registered Office: Plot No.192, Sector 1, Pithampur, Dhar - 454 775, Madhya Pradesh, India; Corporate Office: E-34, H.I.G. RaviShankar Nagar, Near LIG Square, Indore - 452 010 Madhya Pradesh, India; Telephone: +91 731-4217400; Contact Person: Rishika Singhai, Company Secretary and Compliance Officer; E-mail: info@tirupatibalajee.net; Website: www.tirupatibalajee.net; Corporate Identity Number: U25204MP2001PLC014855



Please scan this QR code to view the Red Herring Prospectus.

THE PROMOTER OF OUR COMPANY IS BINOD KUMAR AGARWAL

INITIAL PUBLIC OFFER OF UP TO 2,04,40,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF SHREE TIRUPATI BALAJEE AGRO TRADING COMPANY LIMITED ("COMPANY OR "ISSUER") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE) ("OFFER PRICE") AGGREGATING UP TO ₹ [●] LAKHS COMPRISING A FRESH ISSUE OF UP TO 1,47,50,000 EQUITY SHARES AGGREGATING UP TO ₹ [●] LAKHS BY OUR COMPANY ("FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 56,90,000 EQUITY SHARES AGGREGATING UP TO ₹ [●] LAKHS ("OFFER FOR SALE"), COMPRISING OF UP TO 56,90,000 EQUITY SHARES AGGREGATING UP TO ₹ [●] LAKHS BY BINOD KUMAR AGARWAL (THE PROMOTER SELLING SHAREHOLDER") AND SUCH EQUITY SHARES OFFERED BY THE PROMOTER SELLING SHAREHOLDER (THE "OFFERED SHARES"). (SUCH OFFER BY THE PROMOTER SELLING SHAREHOLDER, THE "OFFER FOR SALE" AND TOGETHER WITH THE FRESH ISSUE, THE "OFFER"). THE OFFER SHALL CONSTITUTE UP TO [●]% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

Details of the Offer for Sale by the Selling Shareholder			
Name of Selling Shareholder	Type of Selling Shareholder	No. of Equity Shares Offered	Weighted Average Price Per Equity Share (In ₹)*
Binod Kumar Agarwal	Promoter Selling Shareholder	Up to 56,90,000 Equity Shares of face value ₹10 each aggregating up to ₹ [●] lakhs	0.00

*As certified by M.S. Dahiya & Co., Chartered Accountants by way of their certificate dated August 30, 2024.

We are engaged in the B2B manufacturing and sale of Flexible intermediate Bulk Containers (FIBCs) and other industrial packaging products.

The Offer is being made through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations.

QIB Portion: Not More Than 50% of the Offer | Non-institutional Portion: Not Less Than 15% of the Offer | Retail Portion: Not Less Than 35% of the Offer

PRICE BAND: ₹ 78 TO ₹ 83 PER EQUITY SHARE OF FACE VALUE OF ₹ 10 EACH.

THE FLOOR PRICE IS 7.8 TIMES AND THE CAP PRICE IS 8.3 TIMES OF THE FACE VALUE OF THE EQUITY SHARES
THE PRICE/EARNINGS ("PE") RATIO BASED ON DILUTED EPS FOR FY 2024 FOR THE COMPANY AT THE UPPER END OF
THE PRICE BAND IS 14.46 TIMES AS COMPARED TO THE AVERAGE INDUSTRY PEER GROUP PE RATIO OF 30.74 TIMES
BIDS CAN BE MADE FOR A MINIMUM OF 180 EQUITY SHARES AND IN MULTIPLES OF 180 EQUITY SHARES THEREAFTER.

In accordance with the recommendation of Independent Directors of our Company, pursuant to their resolution dated August 31, 2024, the above provided price band is justified based on quantitative factors/KPIs disclosed in the 'Basis for Offer Price' section on pages 133 to 140 of the RHP vis-a-vis the weighted average cost of acquisition ("WACA") of primary and secondary transaction(s), as applicable, disclosed in 'Basis for Offer Price' section on pages 133 to 140 of the RHP and provided below in the advertisement.

In making investment decision, potential investors must only rely on the information included in the RHP and the terms of the Offer, including the risks involved and should not rely on any media articles/reports in relation to valuation of the company as these are not endorsed, published or confirmed either by the company or by the BRLMs

RISK TO INVESTORS

For details refer to section titled "Risk Factors" on page 36 of the RHP

1. Our Company's name may suggest involvement in the agricultural sector, which could lead to misunderstandings among investors. However, our core business is the manufacturing and selling of Flexible Intermediate Bulk Containers (FIBCs) and other industrial packaging products, not agricultural activities. While we do supply packaging solutions for the agro industry, our focus extends to a wide range of sectors.

2. We operate out of 5 (five) manufacturing facilities which are situated at Pithampur, Madhya Pradesh and any localized social unrest, natural disaster, delay in production at, or shutdown of, or any interruption or unforeseeable events such as natural disasters or pandemics in or around these particular geographical areas could significantly impact our business and financial condition.

3. We have experienced negative cash from operating activities in fiscals 2024 and 2022 of Rs. 2649.84 lakhs and Rs. 2215.72 lakhs respectively. Any negative cash flow in the future would adversely affect our result of operations and financial condition.

4. We have outstanding borrowings amounting to ₹ 24,533.37 lakhs as on May 31, 2024. We may incur additional debt for various reasons, including expansion, working capital needs, and refinancing existing loans. Failure to manage or service this debt could lead to penalties or acceleration of repayments, adversely affecting our business and financial performance.

5. Our business operations are working capital oriented. Our Company's working capital requirements March 31, 2024, March 31, 2023 and March 31, 2022 was ₹ 35,233.40 lakhs, ₹ 26,760.99 lakhs, ₹ 25,679.69 lakhs respectively. If we are unable to raise sufficient working capital, the operations of our Company will be adversely affected.
6. We will not receive any proceeds from the Offer for Sale portion and the same will be received by the Selling Shareholder

7. Polymers are the primary raw materials for our company, constituting a significant portion of our total expenses and the major component of our cost structure. These materials, derived from crude oil, are subject to price fluctuations in the crude oil market and foreign exchange risks during imports.
- (₹ in lakhs, except for percentages)
- | Particulars | Fiscal 2024 | Fiscal 2023 | Fiscal 2022 |
|---|-------------|-------------|-------------|
| Cost of raw material consumed towards FIBC | 21,318.45 | 21,585.06 | 22,411.67 |
| % of revenue from sale of FIBC | 51.47% | 67.89% | 78.30% |
| % of cost of Polymers to cost of Raw Materials Consumed | 59.79% | 72.09% | 96.40% |
- Supply shortages, price changes, and cost overruns in these raw materials can significantly impact our operations.

8. We are dependent on our Raw material suppliers. Our top 1 raw material supplier contributed 42.39%, 51.29% and 68.45% in fiscals 2024, 2023 and 2022 respectively. Any inability to on our part to procure sufficient quantities of raw materials could lead to lower sales volumes and profit margins.

9. Our Company relies heavily on plastic as a primary raw material for products such as FIBCs, woven sacks, and fabrics, all made from polypropylene. For Fiscal 2024 and 2023, FIBC contributed 51.47% and 67.89% of our Company's revenue respectively. In the event if plastic-based packaging products are banned in India or export markets, it could significantly affect our business operations and revenue.

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10. In Fiscals 2024, 2023 and 2022, the revenues generated from sales in western zone represented 93.81%, 90.06% and 73.61%, respectively of our revenue from operations and any adverse developments in this market could adversely affect our business

11. Major portion of our revenue is dependent on exports, particularly to the USA, Germany, Sweden, and other key international markets. In fiscals 2024, 2023, and 2022, export revenue comprised 49.04%, 64.13%, and 84.44% of our net revenue from operations, respectively. This geographic concentration exposes us to regional economic risks, including inflation and economic downturns, which could adversely impact our financial performance. Despite efforts to diversify, failure to expand into new markets may affect our business stability and growth prospects.

12. The Price to Earnings ratio at the Floor Price is 13.59 times and the Cap Price is 14.46 times based on diluted EPS as per Restated Consolidated Financial Statements for the Fiscal 2024.

13. Average cost of acquisition of our Promoter Selling Shareholder as on the date of RHP:

Name	No. of Equity Shares held	Average cost of acquisition (in ₹)*
Promoter Selling Shareholder		
Binod Kumar Agarwal	5,90,57,490	2.78

*As certified by M.S. Dahiya & Co, Chartered Accountants, by way of their certificate dated August 30, 2024.

14. Weighted Average Return on Net Worth of our Company for Fiscals 2024, 2023 and 2022 is 19.16%.

15. The weighted average cost of acquisition of all Equity Shares acquired in last three years, 18 months and one year preceding the date of the RHP by are as follows:

Period	Weighted Average Cost of Acquisition (in ₹)*	Upper end of the Price band (₹ 83/-) is 'x' times the Weighted Average Cost of Acquisition	Range of acquisition price: Lowest Price - Highest Price (in ₹)
Last 1 year	42	1.98	0-42
Last 18 months	4.995	16.62	0-164.75
Last 3 years	4.995	16.62	0-164.75

*As certified by M.S. Dahiya & Co, Chartered Accountants, by way of their certificate dated August 30, 2024.

16. Weighted average cost of acquisition, floor price and cap price:

Type of transactions	Weighted Average Cost of Acquisition (in ₹)*	Floor Price (i.e ₹ 78/-)	Cap Price (i.e ₹ 83/-)
Weighted average cost of acquisition (WACA) of Primary issuances 18 month prior to RHP	42.00	1.86	1.98
Weighted average cost of acquisition (WACA) of secondary transactions 18 month prior to RHP	NA	NA	NA

*As certified by M.S. Dahiya & Co, Chartered Accountants, by way of their certificate dated August 30, 2024.

17. The 2 BRLMs associated with the Offer has handled 9 Main board public issues and 10 SME public issues in the past three Financial years, out of which Nil issue has closed below the issue price on listing date

Name of the BRLMs	Total Issues	Issues closed below IPO Price on listing date
PNB Investment Services Limited	1	0
Unistone Capital Private Limited	18	0
Common Issues handled by the BRLMs	0	0
Total	19	

BID/OFFER SCHEDULE

ANCHOR INVESTOR BID/ OFFER PERIOD WEDNESDAY, SEPTEMBER 04, 2024⁽¹⁾

BID/ OFFER OPENS ON THURSDAY, SEPTEMBER 05, 2024

BID/ OFFER CLOSES ON MONDAY, SEPTEMBER 09, 2024*

(1) Our Company in consultation with the Book Running Lead Managers, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations.
*UPI Mandate end time and date shall be 5.00 p.m on the Bid/Offer Closing Date.

BASIS FOR OFFER PRICE

The Price Band, Floor Price and Offer Price will be determined by our Company in consultation with the BRLMs, on the basis of assessment of market demand for the Equity Shares issued through the Book Building Process and on the basis of quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹ 10 each and the Offer Price is 7.8 times the Floor Price and 8.3 times the Cap Price of the Price Band. The financial information included herein is derived from our Restated Consolidated Financial Information.

Investors should read the below mentioned information along with the sections titled "Our Business", "Risk Factors", "Management Discussion and Analysis of Financial Condition and Results of Operations" and "Financial Information" on pages 179, 36, 342 and 255 respectively, to have an informed view before making an investment decision.

Qualitative Factors

Some of the qualitative factors and our strengths which form the basis for computing the Offer price are as follows:

- Diverse customer base
- Cost-Effectiveness of FIBCs
- Multi- product portfolio
- Integrated Manufacturing Facility
- Quality Standard Certifications & Quality Tests
- Experienced Promoter and senior management team
- Multi-market Company
- Product Development Capabilities
- Growing Demand for Sustainable Packaging Solutions

For further details, please see section titled "Our Business – Our Strengths" on page 179.

Certain information presented in this chapter is derived from the Restated Consolidated Financial Information. For further details, please see the section titled "Restated Consolidated Financial Statements" and "Other Financial Information" on pages 255 and 340, respectively.

Some of the quantitative factors which may form the basis for computing the Offer Price are as follows:

1. Basic and Diluted Earnings per Share:

As derived from the Restated Consolidated Financial Information:

Fiscal / period ended	Basic and Diluted Earnings per Share (₹)	Weight
March 31, 2024	5.74	3
March 31, 2023	3.51	2
March 31, 2022	2.31	1
Weighted Average	4.43	

For further details, please refer RHP.

2. Price/Earning ("P/E") Ratio in relation to the Price Band of ₹ 78 to ₹ 83 per Equity Share:

Particulars	P/E at Floor Price (number of times)	P/E at Cap Price (number of times)
Based on basic EPS of ₹ 5.74 as per the Restated Consolidated Financial Information for the year ended March 31, 2024	13.59	14.46
Based on diluted EPS of ₹ 5.74 as per the Restated Consolidated Financial Information for the year ended March 31, 2024	13.59	14.46

Notes:

1. The price/ earnings (P/E) ratio is computed by dividing the price per share by earning per share.

Industry P/E

Particulars	Industry P/E
Highest	37.13
Lowest	22.07
Average	30.74

For further details, please refer RHP.

3. Average Return on Net Worth ("RoNW")

As derived from the Restated Consolidated Financial Information:

For Financial Year/period ended	RoN (%)	Weight
March 31, 2024	20.84	3
March 31, 2023	18.80	2
March 31, 2022	14.81	1
Weighted Average	19.16	

For further details, please refer RHP.

4. Net Asset Value per Equity Share ("NAV")

Net Asset Value per Equity Share	Amount (in ₹)
As on March 31, 2024	27.54
After the Offer	
-At the Floor Price	35.32
-At the Cap Price	36.22
Offer Price*	●

* Offer Price per Equity Share will be determined on conclusion of the Book Building Process, and this is not derived from Restated Consolidated Financial Information.

For further details, please refer RHP.

5. Comparison of accounting ratios with listed industry peers

Name of the Company	Total Income (₹ in lakhs)	Face value per equity share (₹)	P/E Ratio ⁱⁱⁱ	EPS (Basic) (₹) ⁱⁱ	EPS (Diluted) (₹) ⁱⁱ	RoNW (%) ⁱⁱⁱ	NAV per equity share (₹) ^{iv}
Shree Tirupati Balajee Agro Trading Company Limited*	55,282.11	10	●(7)	5.74	5.74	20.84	27.54
Listed Peers ⁽¹⁾							
Commercial Syn Bags Ltd	26,875.73	10	37.13	1.81	1.81	5.66	32.02
Emmbi Industries Limited	37,759.60	10	22.07	5.62	5.62	5.85	96.17
Rishi Techtex Limited	11,196.16	10	33.01	1.82	1.82	4.23	43.09

6. Key Operational and Financial Performance Indicators:

The KPIs disclosed below have been used historically by our Company to understand and analyze business performance, which as a result, help us in analyzing the growth of various verticals in comparison to our peers.

The KPIs disclosed below have been approved by a resolution of our Audit Committee dated July 31, 2024 and the members of the Audit Committee have verified the details of all KPIs pertaining to our Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years period prior to the date of filing of this RHP. Further, the KPIs herein have been certified by M.S. Dahiya & Co. Chartered Accountants, by their certificate dated July 23, 2024.

The KPIs of our Company have been disclosed in the sections titled "Our Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations– Key Performance Indicators" on beginning pages 179 and 342, respectively. We have described and defined the KPIs, as applicable, in "Definitions and Abbreviations" on page 1.

Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once in a year (or any lesser period as determined by the Board of our Company), for a duration of one year after the date of listing of the Equity Shares on the Stock Exchange or till the complete utilisation of the proceeds of the Fresh Issue as per the disclosure made in the Objects of the Offer Section, whichever is later or for such other duration as may be required under the SEBI ICDR Regulations. Further, the ongoing KPIs will continue to be certified by a member of an expert body as required under the SEBI ICDR Regulations.

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KPI	Explanation
Revenue from Operations	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps assess the overall financial performance of our Company and size of our business.
Total income	Total income is used by the management to track revenue from operations and other income.
EBITDA	EBITDA provides information regarding the operational efficiency of the business.
EBITDA Margin (%)	EBITDA Margin (%) is an indicator of the operational profitability and financial performance of the business.
PAT	Profit after tax provides information regarding the overall profitability of the business.
PAT Margin (%)	PAT Margin (%) is an indicator of the overall profitability and financial performance of the business.
Net Worth	Net worth is used by the management to ascertain the total value created by the entity and provides a snapshot of current financial position of the entity.
Net Debt	Net debt helps the management to determine whether the Group is overleveraged or has too much debt, given its liquid assets.
Debt-equity ratio (times)	The debt-to-equity ratio compares an organization's liabilities to its shareholders' equity and is used to gauge how much debt or leverage the organization is using.
RoE (%)	RoE provides how efficiently the Group generates profits from shareholders' funds.
RoCE (%)	RoCE provides how efficiently the Group generates earnings from the capital employed in the business.

Financial KPIs of our Company

Particulars	Fiscal 2024	Fiscal 2023	Fiscal 2022
Revenue from operations(1)	53,966.08	47,543.33	44,418.05
Total Income(2)	55,282.11	47,813.65	45,378.77
EBITDA(3)	7,507.04	5,074.43	4,051.35
EBITDA margin (%) (4)	13.58	10.61	8.93
PAT(5)	3,607.27	2,071.80	1,365.90
PAT Margin (%) (6)	6.53	4.33	3.01
Net Debt(7)	23,587.02	21,442.26	22,914.70
Total Equity(8)	17,306.50	11,021.19	9,222.97
ROE (%) (9)	20.84	18.80	14.81
ROCE (%) (10)	16.29	13.39	10.02
EPS (Basic & Diluted) (11)	5.74	3.51	2.31

(1) Revenue from operations is the revenue generated by our Company and is comprised of the sale of products and other operating income, as set out in the Restated Consolidated Financial Statements. For further details, see "Restated Consolidated Financial Statements – Notes forming part of the Restated Consolidated Financial Statements – Note 23: Revenue from operations".

(2) Total income comprised of revenue from operations and other income, as set out in the Restated Consolidated Financial Statements. For further details, see "Restated Consolidated Financial Statements – Notes forming part of the Restated Consolidated Financial Statements – Note 23: Revenue from operations and Note 24: Other income".

(3) EBITDA = Profit before tax + depreciation & amortization expense + finance cost.

(4) EBITDA Margin = EBITDA / Total income.

(5) PAT = Profit before tax – current tax – deferred tax – MAT credit entitlement

(6) PAT Margin = PAT / Total income.

(7) Net debt = Non-current borrowing + current borrowing – Cash and cash equivalent, Bank balance, and Investment in Mutual Funds.

(8) Total Equity = Equity share capital + Other equity.

(9) ROE = Net profit after tax / Total equity.

(10) ROCE = Profit before tax and finance cost / Capital employed*

*Capital employed = Total Equity + Non-current borrowing + Current Borrowing + Deferred Tax Liabilities

Intangible Assets. Total equity = Equity share capital + other equity

(11) EPS = Net Profit after tax, as restated, divided by weighted average no. of equity shares outstanding during the year/ period.

There is a notable increase in the PAT margin as of March 31, 2024 due to decrease in raw material prices. The raw material consumption amount reported in the financial statements includes the amount of raw material used for producing goods that have been sold, goods that are currently in process, and goods that are in stock. As of March 31, 2024, there has been an increase in the inventory levels compared to the inventory levels on March 31, 2023. As raw material consumption figures also include raw material consumed for goods in process and goods in stock, the total amount of raw material consumed during the half-year ended March 31, 2024, appears higher or at a similar level as before. However, to accurately assess the impact of the reduction in raw material prices, we need to calculate and analyse, the total Cost of Material Consumed percentage with total revenue. The total Cost of Material consumed percentage, when adjusted for inventory levels, provide a clearer picture of the cost implications for reduction in raw material prices, which resulted into improvement in PAT Margins.

We are providing herewith the table reflecting impact of raw material prices reduction:

Particulars	31.03.2024	31.03.2023	31.03.2022
Revenue from Operation	53,966.08	47,543.33	44,418.05
Other Income	1,316.03	270.32	960.72
Total Revenue (A)	55,282.11	47,813.65	45,378.77
Cost of Materials Consumed	41,422.37	31,794.17	28,622.82
Purchase of Stock in Trade	-	104.45	1,561.68
Changes in inventories of finished goods and work in progress.	(3,932.50)	(1,051.21)	(224.65)
Total Cost of Material consumed (B)	37,489.87	30,847.41	29,959.85
Percentage (%) w.r.t Total Revenue	67.82%	64.52%	66.02%

The data demonstrates consistent raw material consumption over the specified periods, aligning with concurrent increases in work in progress (WIP) and finished goods inventory levels. Consequently, the company's Profit after Tax (PAT) margin has been enhanced due to reduced raw material costs.

Operational KPIs for our Company

Metrics	2024	2023	2022
No. of customers served (B2B segment) (1)	346	353	351
Cost of goods sold as % of revenue from operations (2)	83.30%	84.25%	86.79%
Total metric ton sales done	46398.10	42236.56	35933.10
Sales realization per kg of good sold	116.31	112.56	123.61

(1) No. of customers is the aggregate customers served by the Company.

(2) Cost of goods sold as % of revenue from operations

For further details please see the chapter titled "Basis for Offer Price" beginning on page 133 of the RHP.

THE EQUITY SHARES OF OUR COMPANY WILL GET LISTED ON MAIN BOARD PLATFORM OF BSE AND NSE

In case of revision in the Price Band, the Bid/ Offer Period will be extended by at least three (3) additional Working Days after such revision of the Price Band, subject to the Bid/ Offer Period not exceeding ten (10) Working Days. In cases of force majeure, banking strike or similar unforeseen circumstances, our Company in consultation with the Book Running Lead Manager, may for reasons to be recorded in writing, extend the Bid/ Offer Period for a minimum of one Working Day, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the website of the Book Running Lead Managers ("BRLMs"), and at the terminals of the members of the Syndicate and by intimation to Self Certified Syndicate Banks ("SCSBs"), the Sponsor Bank and other Designated Intermediaries, as applicable.

The Offer is being made in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR") read with Regulation 31 of the SEBI ICDR Regulations. The Offer is being made through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIB Portion"), provided that our Company, in consultation with the Book Running Lead Manager, may allocate up to 60% of the QIB Portion to Anchor Investors and the basis of such allocation will be on a discretionary basis by our Company, in consultation with the BRLMs, in accordance with the SEBI ICDR Regulations (the "Anchor Investor Portion"), of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from the domestic Mutual Funds at or above the price at which allocation is made to Anchor Investors ("Anchor Investor Allocation Price"). In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion (other than the Anchor Investor Portion) (the "Net QIB Portion"). Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Offer shall be available for allocation to Nils ("Non-Institutional Category") of which one-third of the Non-Institutional Category shall be available for allocation to Bidders with an application size of more than ₹ 2 Lakhs and up to ₹ 10 Lakhs and two-thirds of the Non-Institutional Category shall be available for allocation to Bidders with an application size of more than ₹ 10 Lakhs and under-subscription in either of these two sub-categories of Non-Institutional Category may be allocated to Bidders in the other sub-category of Non-Institutional Category in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. Further, not less than 35% of the Offer shall be available for allocation to RIs ("Retail Category"), in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. All Bidders (except Anchor Investors) shall mandatorily participate in this Offer only through the Application Supported by Blocked Amount ("ASBA") process and shall provide details of their respective bank account (including UPI ID (defined hereinafter) in case of UPI Bidders (defined hereinafter) in which the Bid Amount will be blocked by the Self Certified Syndicate Banks ("SCSBs") or the Sponsor Bank(s), as the case may be. Anchor Investors are not permitted to participate in the Anchor Investor Portion through the ASBA process. For details, see "Offer Procedure" on page 407 of the RHP.

Bidders / Applicants should ensure that DP ID, PAN and Client ID and UPI ID (as applicable) are correctly filled in the Bid cum Application Form. The DP ID, PAN and Client ID provided in the Bid cum Application Form should match with the DP ID, PAN and Client ID available in the Depository database, otherwise, the Bid cum Application Form is liable to be rejected. Bidder/Applicants should ensure that the beneficiary account provided in the Bid cum Application Form is active. Bidders/Applicants should note that on the basis of the PAN, DP ID and Client ID as provided in the Bid cum Application Form, the Bidders/Applicants may be deemed to have authorized the Depositories to provide to the Registrar to the Offer, any requested Demographic Details of the Bidder/Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for unblocking of ASBA Account or for other correspondence(s) related to an Offer. Bidders/Applicants are advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Bidders/Applicants' sole risk.

ASBA* Simple, Safe, Smart way of Application!!!!

**Applications supported by blocked amount (ASBA) is a better way of applying to Issues by simply blocking the fund in the bank account. For further details, check section on ASBA below

Mandatory in public issues.
No cheque will be accepted.



UPI-Now available in ASBA for UPI Bidders applying through Registered Brokers, DPs & RTA. Retail Individual Investors ("RIs") and Non-Institutional Investors also have the option to submit the application directly to the ASBA Bank (SCSBs) or to use the facility of linked online trading, demat and bank account Investors are required to ensure that the bank account used for bidding is linked to their PAN. Bidders must ensure that their PAN is linked with Aadhaar and are in compliance with CBDT notification dated February 13, 2020 and press release dated June 25, 2021 read with press release dated September 17, 2021 and CBDT circular no. 7 of 2022, dated March 30, 2022, read with press release dated March 28, 2023 and any subsequent press releases in this regard

*ASBA has to be availed by all the investors except Anchor Investors. UPI may be availed by Retail Individual Investors. For details on the ASBA and UPI process, please refer to the details given in ASBA Form and Abridged Prospectus and also please refer to the section "Offer Procedure" beginning on page 407 of the RHP. The process is also available on the website of AIBI and Stock Exchanges in the General Information Document. ASBA Forms can be downloaded from the website of BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), and together with BSE, the "Stock Exchanges" and can be obtained from the list of banks that is displaying on website of SEBI at www.sebi.gov.in. List of banks supporting UPI is also available on the website of SEBI at www.sebi.gov.in. For the list of UPI Apps and Banks live on IPO, please refer to the link: www.sebi.gov.in. ICICI Bank Limited and Axis Bank Limited has been appointed as Sponsor Bank for the Offer in accordance with the requirements of the SEBI Circular dated November 1, 2018, as amended.

7. Set forth below are the details of comparison of key performance of indicators with our peer companies

(₹ in lakhs, except for percentage)

Particulars	Shree Tirupati Balajee Agro Trading Company Ltd			Commercial Syn Bags Ltd			Emmbi Industries Limited			Rishi Techtext Ltd		
	FY 2024	FY 2023	FY 2022	FY 2024	FY 2023	FY 2022	FY 2024	FY 2023	FY 2022	FY 2024	FY 2023	FY 2022
Revenue from operations	53,966.08	47,543.33	44,418.05	28,555.64	29,016.66	32,259.13	37,743.40	37,108.30	43,562.20	11,173.57	10,663.66	10,085.75
Total Income	55,282.11	47,813.65	45,378.77	28,875.73	29,178.87	32,620.40	37,759.60	37,120.50	43,572.60	11,196.16	10,725.11	10,108.44
EBITDA(1)	7,507.04	5,074.43	4,051.35	2,634.16	2,522.44	3,722.15	3,748.80	3,758.40	4,920.80	761.30	635.86	657.58
EBITDA margin (%) (2)	13.58	10.61	8.93	9.12	8.64	11.41	9.93	10.12	11.29	6.80	5.93	6.51
PAT	3,607.27	2,071.80	1,365.90	724.61	808.67	1,830.79	994.70	826.6	1,903.3	134.83	111.26	131.85
PAT Margin (%)	6.53	4.33	3.01	2.51	2.77	5.61	2.63	2.23	4.37	1.20	1.04	1.30
Net Debt(3)	23,587.02	21,442.26	22,914.70	9,121.74	6,354.60	7,137.32	15,521.30	14,525.10	14,310.70	2,373.72	2,271.34	1,943.95
Total Equity	17,306.50	11,021.19	9,222.97	12,791.80	12,053.31	10,569.68	17,012.50	16,068.40	15,340.00	3,184.51	3,049.68	2,938.42
ROE (%) (4)	20.84	18.80	14.81	5.66	6.71	17.32	5.85	5.14	12.41	4.23	3.65	4.49
ROCE (%) (5)	16.29	13.39	10.02	7.36	8.17	15.04	8.25	9.06	13.76	8.28	6.98	8.54
EPS (Basic) (6)	5.74	3.51	2.31	1.81	2.02	15.48	5.62	4.67	10.76	1.82	1.51	1.78
EPS (Diluted) (6)	5.74	3.51	2.31	1.81	2.02	14.64	5.62	4.67	10.76	1.82	1.51	1.78
No. of customers served (B2B segment)	346	353	351	-	-	-	-	-	-	-	-	-
Cost of goods sold as % of revenue from operations	83.30	84.25	86.79	-	-	-	-	-	-	-	-	-
Total metric ton sales done	46398.10	42236.56	35933.10	-	-	-	-	-	-	-	-	-
Sales realization per kg of good sold	116.31	112.56	123.61	-	-	-	-	-	-	-	-	-

Note:

Source: All the financial information for listed industry peers mentioned above is sourced from the regulatory filings made by aforesaid companies to stock exchanges for the respective years / period to compute the corresponding financial ratios. Except for our Company and Commercial Syn Bags Ltd, the financial information for other peer group companies is on a standalone basis.

(1) EBITDA = Profit before tax + depreciation & amortization expense + finance cost.

(2) EBITDA Margin = EBITDA / Total income.

(3) Net debt = Non-current borrowing + current borrowing – Cash and Cash Equivalent, Bank Balance, and Investment in Mutual Funds.

(4) ROE = Net profit after tax / Total equity.

(5) ROCE = Profit before tax and finance cost / Capital employed*

(6) EPS = Net Profit after tax, as restated, attributable to equity shareholders divided by weighted average number of equity shares outstanding during the financial year/ period.

*Capital employed = Total Equity + Non-current borrowing + current Borrowing + Deferred Tax Liabilities

Intangible Assets

8. Weighted average cost of acquisition

a) The price per share of our Company based on the primary/ new issue of shares (equity / convertible securities)

Price per share of Issuer Company based on primary / new issue of shares (equity/convertible securities), excluding shares issued under ESOP/ESOS and issuance of bonus shares, during the 18 months preceding the date of filing of the DRHP / RHP, where such issuance is equal to or more than 5 per cent of the fully diluted paid-up share capital of the Issuer Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days;

Date of Allotment	No of equity Shares allotted	Face value per equity shares	Issue price per equity share	Nature of Allotment	Total Consideration (Rs. in Lakhs)
September 11, 2023	17,26,191	10.00	42.00	Preferential Allotment	725.00
September 15, 2023	14,04,762	10.00	42.00	Preferential Allotment	590.00
September 22, 2023	21,66,666	10.00	42.00	Preferential Allotment	910.00
Weighted Average cost of Acquisition					42.00

b) There have been no secondary sale / acquisitions of Equity Shares or any convertible securities, where the promoter, members of the promoter group, selling shareholder, or shareholder(s) having the right to nominate director(s) in the board of directors of the Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of this certificate, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of the Company (calculated based on the pre-Offer capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

Weighted average cost of acquisition, floor price and cap price

Types of transaction	Weighted average cost of acquisition (₹ per Equity Share)	Floor price ^A (i.e. ₹ 78)	Cap price ^A (i.e. ₹ 83)
Weighted average cost of acquisition of primary / new issue as per paragraph 8(a) above.	42.00	1.66 times	1.98 times
Weighted average cost of acquisition for secondary sale / acquisition as per paragraph 8(b) above.	NA*	NA	NA

Note:

* There were no secondary sales / acquisition of shares of shares (equity/ convertible securities) transactions in last 18 months from the date of this Red Herring Prospectus.

^A To be updated at Prospectus stage.

Explanation for Offer Price / Cap Price being 1.98 times of weighted average cost of acquisition of primary issuance price / secondary transaction price of Equity Shares along with our Company's key performance indicators and financial ratios for Fiscals 2024, 2023 and 2022.

1. We have global presence across countries including but not limited to over 38 countries and six continents such as Australia, New Zealand, The USA, Canada, Chile, Sweden, France, The UK, Germany, Spain, Malaysia and Singapore for more than 20 years.

2. We own and operates five manufacturing facilities strategically located at Indore, Madhya Pradesh and in proximity to major industrial zones having good connectivity to ports, airports, and highways. Our Company's manufacturing facilities are spread across an area of 21,613 Sq. Mtrs., with an installed extrudious capacity of 2,300 Mt/ month approximately and its utilized capacity of 2,200 Mt/ month approximately.

3. Our Company owns a 52.14% stake in its subsidiary, Shree Tirupati Balajee FIBC Limited, a listed company with a market capitalization exceeding ₹745 crore as on 13th August 2024.

4. Our Company offers a wide range of packaging solutions to its clients since its products are wide range of FIBC bags and woven bags and container liners etc. used in industries such as construction, agriculture, industrial products, chemicals, fertilizers, cement, mining, animal feed, processed food, waste disposable industry etc. Our Company can also customize its products according to the needs of its customers.

5. India is a major exporter of food products. Food-grade FIBCs are used to transport food products to overseas markets. Moreover, the FIBC industry's consumption is likely to reach 69 million units at the end of the 2024. It has been growing at a CAGR of 5% during 2020-2023, owing to the increasing consumption from the chemicals & petrochemicals, food & agriculture, construction & mining sectors.

The Offer Price will be (₹) times of the face value of the Equity Shares. The Offer Price of ₹(₹) has been determined by our Company in consultation with the BRLMs, on the basis of the demand from investors for the Equity Shares through the Book Building Process. Our Company in consultation with the Promoter Selling Shareholder and the BRLMs, is justified of the Offer Price in view of the above qualitative and quantitative parameters. The trading price of the Equity Shares could decline due to the factors mentioned in the section titled "Risk Factors" beginning on page 36 or any other factors that may arise in the future and you may lose all or part of your investments.

BOOK RUNNING LEAD MANAGERS		REGISTRAR TO THE OFFER	COMPANY SECRETARY AND COMPLIANCE OFFICER
PNB INVESTMENT SERVICES LIMITED PNB Pragati Towers, 2nd Floor, Plot No. C-9, G-Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051, Maharashtra, India Tel: +91 8551057370/+91 8087398828; Email: mbd@pnbsil.com Website: www.pnbsil.com; Contact Person: Shivani Tapadia/ Shoab Hossain Investor grievance email: complaints@pnbsil.com SEBI Registration No.: INM000011617	UNISTONE CAPITAL PRIVATE LIMITED A/305, Dynasty Business Park, Andheri-Kurla Road, Andheri East, Mumbai – 400 059; Telephone: +9122 46046494 Email: mb@unistonecapital.com Investor grievance email: compliance@unistonecapital.com Contact Person: Brijesh Parekh; Website: www.unistonecapital.com SEBI registration number: INM000012449	LINK INTIME INDIA PRIVATE LIMITED C-101, 247 Park, L.B.S Marg, Vikhroli West, Mumbai-400083, Maharashtra, India Telephone: +91 8108114949; Email: shreetirupatibalajee ipo@linkintime.co.in Investor grievance email: shreetirupatibalajee ipo@linkintime.co.in Website: www.linkintime.co.in Contact Person: Shanti Gopalkrishnan SEBI Registration No.: INR000004058	Rishika Singhai, E-34, H.I.G. Ravi Shankar Nagar, Near LG Square, Indore – 452010, Madhya Pradesh, India. Telephone: 0731-4217400 Email: info@tirupatibalajee.net Investors can contact the Company Secretary and Compliance Officer, BRLMs or the Registrar to the Offer in case of any pre- Offer or post Offer related problems, such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode.

AVAILABILITY OF RHP: Investors are advised to refer to the RHP and the Risk Factors contained therein before applying in the Offer. Full copy of the RHP is available on the website of the SEBI at www.sebi.gov.in, the website of the BRLMs to the Offer at www.pnbsil.com, www.unistonecapital.com and websites of BSE and NSE i.e. www.bseindia.com and www.nseindia.com, respectively.

AVAILABILITY OF BID-CUM-APPLICATION FORMS: Bid-Cum-Application forms can be obtained from the Registered Office of the Company: Shree Tirupati Balajee Agro Trading Company Limited (Telephone: +91 731-4217400); BRLMs: PNB Investment Services Limited (Telephone: +91 8551057370) Unistone Capital Private Limited (Telephone: +91 8087398828); Syndicate Member: Globalworth Securities Limited (Telephone: 022-69190011), Registered Brokers, RTA and CDPs participating in the Offer. Bid-cum-application Forms will also be available on the websites of BSE (www.bseindia.com), NSE (www.nseindia.com) and the designated branches of SCSBs, the list of which is available at websites of the Stock Exchanges and SEBI.

ESCROW COLLECTION BANK/ REFUND BANK/ SPONSOR BANK: ICICI Bank Limited

PUBLIC OFFER BANK/ SPONSOR BANK: Axis Bank Limited.

UPI: UPI Bidders can also Bid through UPI Mechanism.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the RHP.

Place: Indore, Madhya Pradesh
Date: August 31, 2024

SHREE TIRUPATI BALAJEE AGRO TRADING COMPANY LIMITED is proposing, subject to applicable statutory and regulatory requirements, receipt of requisite approvals, market conditions and other considerations, to undertake an initial public offering of its Equity Shares and has filed the RHP with ROC, Gwalior, Madhya Pradesh. The RHP shall be available on the website of the SEBI at www.sebi.gov.in, the website of the BRLMs to the Offer at www.pnbsil.com, www.unistonecapital.com and websites of BSE and NSE i.e. www.bseindia.com and www.nseindia.com, respectively. Investors should note that investment in equity shares involves a high degree of risk and for details relating to the same, see section titled "Risk Factors" beginning on page 36 of the RHP. Potential bidders may rely on the information disclosed in the RHP as being true and correct.

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act") or any state securities laws in the United States, and unless so registered, may not be offered or sold