



SHREE TIRUPATI BALAJEE AGRO TRADING CO. LTD.

(Formerly known as Shree Tirupati Balajee Agro Trading Company Private Limited)

**(MANUFACTURER OF HDPE / PP WOVEN SACKS / FIBC / JUMBO BAGS
BOPP / NON WOVEN BAGS / TARPOLINE**

CIN : L25204MP2001PLC014855

Registered Office : Plot No. 192, Sector-1, Pithampur, Dist. Dhar (M.P.) India.

Ph : (07292) 417750-60 (EPBX) Fax : (07292) 417761

E-mail : info@tirupatibalajee.net • Website : www.tirupatibalajee.net



Date: 02nd September, 2025

To,
National Stock Exchange of India Ltd.,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051
NSE Scrip Symbol: BALAJEE

To,
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400001
BSE Scrip Code: 544249

Subject: Filing of Notice of 24th Annual General Meeting to be held on Friday, 26th day of September, 2025.

Dear Sir/Ma'am,

We are pleased to submit a copy of the Notice of 24th Annual General Meeting of the Company scheduled to be held on **Friday, 26th day of September, 2025 at 12:30 P.M.** through Video Conferencing (VC)/Other Audio Visual Means (OAVM) for which purposes registered office of the company situated at **Plot No-192, Sector-1, Pithampur Dhar, MP-454775**, shall be deemed as the venue for the Meeting and the proceedings of the AGM shall be deemed to be made thereat.

You are requested to please take on record the above said document for your reference and further needful.

Thanking You,
Yours Faithfully,

FOR SHREE TIRUPATI BALAJEE AGRO TRADING COMPANY LIMITED

**RISHIKA SINGHAI
COMPANY SECRETARY AND
COMPLIANCE OFFICER
MEMBERSHIP NO.: A72706**

Encl.: Notice of 24th Annual General Meeting.

NOTICE OF 24th ANNUAL GENERAL MEETING

Notice is hereby given that 24th Annual General Meeting (AGM) of the Members of **SHREE TIRUPATI BALAJEE AGRO TRADING COMPANY LIMITED (Formally Known as Shree Tirupati Balajee Agro Trading Company Private Limited)** is scheduled to be held on **Friday, 26th day of September, 2025 at 12:30 P.M.** through Video Conferencing (VC)/Other Audio Visual Means (OAVM) to transact the following businesses:

ORDINARY BUSINESS:

1. Adoption of financial statements:

To consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors ("the Board") and auditors thereon.

2. To appoint a Director in place of Mr. Binod Kumar Agarwal (DIN: 00322536) 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 the consent of members of the Company be and are hereby accorded to reappoint **Mr. Binod Kumar Agarwal (DIN: 00322536)** who retires by rotation at this meeting and being eligible, offers himself for re-appointment."

SPECIAL BUSINESS:

3. To appoint Secretarial Auditor of the Company for a term of 5 (five) Consecutive years and to fix their remuneration:

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 179 (3) and 204 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, the consent of members of the Company be and are hereby accorded for the appointment of M/s. B Maksi Wala & Associates, (COP: 23193 and Membership Number: 41988), Practicing Company Secretaries, as the Secretarial Auditor of the Company for a term of five consecutive years, commencing from Financial Year 2025-26 till Financial Year 2029-30 at such remuneration as may be approved by the Audit Committee and/or the Board of Directors in consultation with the said auditor, plus applicable taxes and reimbursement of travel and out-of-pocket expenses, and to avail any other services, certificates, or reports as may be permissible under applicable laws."

"**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 alter the Main Object Clause of the Memorandum of Association 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 section 4, 13, 15 or other provisions, if any, of the Companies Act, 2013 and rules made there (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the regulation of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, the consent of members of the Company be and are hereby accorded to add a new sub-clause **(3)** in the **Clause 3 (a) of the Memorandum of Association of the Company** by addition in the existing clause in the following main object:

- 3. To set-up facilities for generation of electricity/power for captive consumption of the company whether from conventional sources such as thermal, hydel, nuclear or from non-conventional sources such as tide, wind, solar, geo-thermal etc. including operation/maintenance of facilities for generation and distribution of all forms of energy.**

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, things and matters and to sign such other documents and file such forms as may be necessary and expedient to give effect to the aforesaid resolution."

5. To alter the Article of Association 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 section 5, 14, 15 of the Companies Act, 2013, and other applicable provisions read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof and subject to the regulation of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, the consent of the members of the company be and are hereby accorded for alteration in Articles of Association of the company by insertion of clause mentioned below in the Article No. 92 in the Articles of Association of the Company:

OTHERS

92. The conventional and Non-Conventional (Solar, wind, Hybrid etc.) installed/established/generation of electricity/power by the company shall be used for Captive Generation and Captive Consumption by the company.

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, things and matters and to sign such other documents and file such forms as may be necessary and expedient to give effect to the aforesaid resolution."

6. To approve the Regularization of Mr. Srikanta Barik (DIN: 10896987) as a Non-Executive Director of the Company:

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, 197 and all other applicable provisions of the Companies Act, 2013 read with Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any amendments thereto or re-enactment thereof, for the time being in force) (hereinafter collectively referred to as the "Applicable Laws"), and in accordance with the applicable provisions of the Memorandum and 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, Mr. Srikanta Barik (DIN: 10896987) who was appointed as an Additional Director (Non-Executive, Non-Independent) by the Board w.e.f. February 14, 2025 and in respect of whom the Company has received a notice in writing from a member under section 160 of the Act, proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non- Executive Non-Independent Director of the Company, 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 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. To approve revision in the remuneration of Mr. Binod Kumar Agarwal (DIN: 00322536), 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 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof), regulation 17 (6) (e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in accordance with the applicable provisions of the Memorandum of Association and the Articles of Association of the Company or any other law for the time being in force and on the recommendation of Board of Directors and Nomination and Remuneration Committee, the consent of members of the Company be and are hereby accorded to revise the overall limit of remuneration payable to Mr. Binod Kumar Agarwal (DIN: 00322536), Managing Director of the Company, to an amount not exceeding ₹3,00,00,000 (Rupees Three Crore only) per annum as fixed component, effective from April 01, 2025 till the completion of his existing tenure i.e., December 13, 2028, notwithstanding that the actual remuneration presently payable remains unchanged, upon the terms

and conditions as recommended by the Board of Directors and Nomination and Remuneration Committee, and as set out in the statement annexed to the notice convening this meeting, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his said tenure within the overall limits of Section 197 read with Schedule V to the Act with liberty to the Board of Directors, to alter or vary the terms and conditions and remuneration including minimum remuneration as it may deem fit and in such manner as may be agreed to between the Board and Mr. Binod Kumar Agarwal."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to determine the actual remuneration payable to Mr. Binod Kumar Agarwal from time to time, within the aforesaid approved limit and in accordance with the provisions of the Act, Schedule V thereto, and/or any other applicable guidelines as may be prescribed by the Government or regulatory authorities, without requiring any further approval of the Members of the Company."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in this regard as it may in its sole and absolute discretion deems fit and to delegate all or any of its powers herein conferred to any Committee of Directors and/or director(s) and/or officer(s) of the Company, to give effect to this resolution."

8. To approve revision in the remuneration of Mrs. Anubha Mishra (DIN: 10394874), Executive 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 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof), regulation 17 (6) (e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in accordance with the applicable provisions of the Memorandum of Association and the Articles of Association of the Company or any other law for the time being in force and on the recommendation of Board of Directors and Nomination and Remuneration Committee, the consent of members of the Company be and are hereby accorded to revise the overall limit of remuneration payable to Mrs. Anubha Mishra (DIN: 10394874), Executive Director of the Company, to an amount not exceeding ₹ 30,00,000 (Rupees Thirty Lakhs only) per annum as fixed component, effective from April 01, 2025, upon the terms and conditions as recommended by the Board of Directors and Nomination and Remuneration Committee, and as set out in the statement annexed to the notice convening this meeting, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during her said tenure within the overall limits of Section 197 read with Schedule V to the Act with liberty to the Board of Directors, to alter or vary the terms and conditions and remuneration including minimum remuneration as it may deem fit and in such manner as may be agreed to between the Board and Mrs. Anubha Mishra."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to determine the actual remuneration payable to Mrs. Anubha Mishra from time to time, within the aforesaid approved limit and in accordance with the provisions of the Act, Schedule V thereto, and/or any other applicable guidelines as may be prescribed by the Government or regulatory authorities, without requiring any further approval of the Members of the Company."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in this regard as it may in its sole and absolute discretion deems fit and to delegate all or any of its powers herein conferred to any Committee of Directors and/or director(s) and/or officer(s) of the Company, to give effect to this resolution."

9. To grant approval to keep Company's Register of Members and other statutory documents and records at the Registered Office and/or with Registrar and Share Transfer Agent (RTA) 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 section 94 and other applicable provisions, if any, of the Companies Act, 2013, ("the Act") and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of members of the Company be and are hereby accorded to keep the Company's register of members, the index of members and other statutory registers and documents, copies of all its annual returns together with the copies of certificates and documents required to be annexed thereto under Section 92 of the Companies Act, 2013 and other Statutory documents and records at place other than the Registered office of the Company and to be maintained by Registrar and Share Transfer Agent of the Company time to time."

"RESOLVED FURTHER THAT the Board of Directors or any committee thereof of the Company be and are hereby authorized to take all

such actions and do all such deeds, matters and things as may be required from time to time for giving effect to the proposed resolution and matters related thereto."

10. To approve the expenses for service of documents to members:

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 Section 20 and other applicable provisions, if any, of the Companies Act, 2013, read with the relevant rules made thereunder, the consent of members of the Company be and are hereby accorded to the Board of Directors or any person duly authorized by the Board to charge a fee in advance from the member(s) requesting delivery of any document(s) through a particular mode of service, a sum equivalent to the estimated actual expenses of such delivery, subject to a per-page fee of ₹10/- (Rupees Ten only), provided that such request is made in writing and the requisite fee is received by the Company at least seven days in advance of the proposed dispatch of the document(s)."

"RESOLVED FURTHER THAT the Board of Directors and/or any person authorized by the Board be and is hereby authorized to do all such acts, deeds, matters, and things as may be deemed necessary, proper, or desirable to give effect to this resolution, including resolving any question, difficulty, or doubt that may arise in this regard."

11. To approve Material Related Party Transactions with Shree Tirupati Balajee FIBC Limited for the Financial Year 2025-26:

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 consent 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 FIBC Limited on such terms and conditions as may be mutually agreed between the Company and Shree Tirupati Balajee FIBC 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 FIBC Limited may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time for the financial year 2025-26, 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."

12. To approve Material Related Party Transactions with Jagannath Plastics Private Limited for the Financial Year 2025-26:

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 consent 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 2025-26, 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."

13. To approve Material Related Party Transactions with Ever Bags Packaging Private Limited for the Financial Year 2025-26:

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 consent 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 2025-26, 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."

14. To approve Material Related Party Transactions with Stable Textile Private Limited for the Financial Year 2025-26:

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 consent 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 2025-26, 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: 28th August, 2025

Place: Pithampur (Dhar)

By Orders of the Board of Directors

Shree Tirupati Balajee Agro Trading Company Limited

CIN: L25204MP2001PLC014855

Regd. Office: Plot No-192, Sector-1,

Pithampur, Dhar, (M.P.) 454775

Rishika Singhai

Company Secretary & Compliance Officer

M. No.: A72706

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 09/2024 dated September 19, 2024 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 whose AGMs were due to be held in the year 2024 or 2025, to conduct their AGMs through VC or OAVM on or before 30th September, 2025, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 dated 05.05.2020. Further, Securities and Exchange Board of India ('SEBI'), vide its circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 7, 2023 and October 3, 2024 ('SEBI Circulars') and other applicable circulars issued in this regard, has provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). In compliance with the aforesaid provisions of the Companies Act, 2013 ('the Act'), the Listing Regulations and MCA Circulars, the 24th 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-192, Sector-1, Pithampur, Dhar, Madhya Pradesh, India, 454775.
2. 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.
3. 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.
4. 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.
5. In pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. 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.
7. 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.
8. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto. The relevant details, pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/reappointment at this Annual General Meeting ("AGM") is also annexed.
9. 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.
10. Documents referred to in the Notice and the statement shall be open for inspection by the members at the registered office/corporate office of the Company from Monday to Friday from 10.00 a.m. to 12.30 p.m., except holidays, up to the date of AGM.

11. 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 08th, 2020, April 13th, 2020 and May 05th, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized 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.
12. In line with the MCA Circulars and the SEBI Circulars, the Company is forwarding the soft copies of the Annual Report and Notice to all those members who have registered their e-mail IDs with their respective depository participants or with Purva Shareregistry (India) Private Limited [Registrar & Transfer Agent ('RTA')] of the company. The Annual Report and Notice of AGM are also available on the Company's website www.tirupatibalajee.net, website of the Stock Exchanges at www.nseindia.com and www.bseindia.com and 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.
13. For more details on shareholders' matters, please refer to the chapter on 'General Shareholder Information', included in the Annual Report.
14. The Board of Directors has appointed M/s B Maksi Wala & Associates, Practicing Company Secretary, Indore (ICSI Membership No. 41988 & CP No. 23193) as the Scrutinizer to the e-voting process and voting at the AGM in a fair and transparent manner.
15. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company and make a consolidated Scrutinizers' report of the total votes cast in favour or against, if any, within prescribed timelines and provide the same to the Chairman of the Company, who shall countersign the same and declare the result thereof.
16. 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.net 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, 23rd day of September, 2025 at 09.00 A.M. (IST) and ends on Thursday, 25th day of September, 2025 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, 19th day of September, 2025 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	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The 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	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.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: -
- The shareholders should log on to the e-voting website www.evotingindia.com.
 - Click on "Shareholders" module.
 - Now enter your User ID-
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - Next enter the Image Verification as displayed and Click on Login.
 - 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.
 - 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) <ul style="list-style-type: none"> 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. <ul style="list-style-type: none"> 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 Agro Trading Company 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; info@tirupatibalajee.net, 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 atleast 7 (Seven) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at info@tirupatibalajee.net. 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 info@tirupatibalajee.net. 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 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 Mr. Rakesh Dalvi, Sr. Manager, (CDSL, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911.

**Date: 28th August, 2025
Place: Pithampur (Dhar)**

By Orders of the Board of Directors

**Shree Tirupati Balajee Agro Trading Company Limited
CIN: L25204MP2001PLC014855
Regd. Office: Plot No-192, Sector-1,
Pithampur, Dhar, (M.P.) 454775**

**Rishika Singhai
Company Secretary & Compliance Officer
M. No.: A72706**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.**ITEM NO. 3:****APPOINTMENT OF SECRETARIAL AUDITOR OF THE COMPANY FOR A TERM OF 5 (FIVE) CONSECUTIVE YEARS AND TO FIX THEIR REMUNERATION:**

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), every listed entity and its material unlisted subsidiaries incorporated in India shall undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and shall annex a Secretarial Audit Report in such form as specified, with the annual report of the listed entity. SEBI vide its notification dated December 12, 2024 has now amended the aforesaid Regulation relating to appointment of Secretarial Auditors, the key highlights of which inter-alia are as follows:

- The term of Secretarial Auditors shall be for a period of five years only;
- An individual can be appointed as Secretarial Auditor for not more than one term of five consecutive years;
- A Secretarial Audit firm can be appointed as Secretarial Auditor for not more than two terms of five consecutive years;
- The appointment of Secretarial Auditors must be approved by the shareholders in general meeting on the basis of recommendation of the Board.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on August 28, 2025, has approved the appointment of M /s. B Maksi Wala & Associates, (COP: 23193 and Membership Number: 41988) Practicing Company Secretaries, Indore as Secretarial Auditor of the Company for a term of five consecutive years commencing from FY 2025-26 till FY 2029-30, subject to approval of the Members at the Annual General Meeting.

Furthermore, in terms of the amended regulations, M /s B Maksi Wala & Associates, (COP: 23193 and Membership Number: 41988) has provided a confirmation that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate. M/s. B Maksi Wala & Associates, (COP: 23193 and Membership Number: 41988) has also confirmed that they are not disqualified from being appointed as Secretarial Auditors and that they have no conflict of interest.

M /s. B Maksi Wala & Associates are presently the Secretarial Auditor of the Company and the terms & conditions of their appointment for a period of 5 years including remuneration shall be such as may be approved by the Audit Committee and/or the Board of Directors in consultation with the said auditor, plus applicable taxes and reimbursement of travel and out-of-pocket expenses.

M /s. B Maksi Wala & Associates has provided its consent to act as the Secretarial Auditor of the Company and has confirmed that the proposed appointment, if made, will be in compliance with the provisions of the Act and the SEBI Listing Regulations. Accordingly, approval of the shareholders is sought for appointment of M /s. B Maksi Wala & Associates as the Secretarial Auditor of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding, if any, in the Company.

The Board recommends the **Ordinary Resolution** as set out in **Item No. 3** of this Notice for approval of Members.

ITEM NO. 4:**ALTERATION OF THE MAIN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

The Board of Directors of the Company, at its meeting held on 26th June, 2025, considered a communication received from Madhya Pradesh Power Transmission Company Limited (MPPTCL) vide Letter No. 07-05/SG-11/CPP/338 dated 04th March, 2025. This communication, along with the revised detailed procedure issued pursuant to the Order dated 27th May, 2025 by the Madhya Pradesh Electricity Regulatory Commission (MPERC), outlines certain regulatory requirements concerning the verification of captive status of Captive Generation Plant (CGP) and Captive Users.

As per the stipulations contained in the aforesaid communications, it is mandatory that the enabling provisions for undertaking captive electricity or power generation activities be explicitly included in the Memorandum of Association (MOA) of the Company. Upon review, it was noted that the existing MOA of the Company does not contain any clause specifically authorizing such activities.

Further, the Company has also received a subsequent communication from MPPTCL vide Letter No. 07-05/SG-11/CPP/Tirupati/974 dated 17th June, 2025, reiterating the requirement and advising the Company to carry out the necessary amendment to its MOA to comply with the regulatory framework.

In light of the above, and to ensure full compliance with the directions issued by MPPTCL and MPERC, the Board considers it necessary and in the best interest of the Company to amend the Main Object Clause of its MOA to incorporate suitable enabling provisions. This amendment will align the Company's constitutional documents with its intended activities and support the implementation of captive power generation arrangements.

The proposed amendment requires approval of the members of the Company by way of a Special Resolution under the applicable provisions of the Companies Act, 2013 and rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force.

A copy of the existing MOA together with the proposed changes is available for inspection at the Registered Office of the Company during business hours on all working days up to the date of the Annual General Meeting.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding, if any, in the Company.

The Board recommends the **Special Resolution** as set out in **Item No. 4** of this Notice for approval of Members.

ITEM NO. 5:

ALTERATION OF THE ARTICLE OF ASSOCIATION OF THE COMPANY:

The Board of Directors of the Company, at its meeting held on 26th June, 2025, considered a communication received from Madhya Pradesh Power Transmission Company Limited (MPPTCL) vide Letter No. 07-05/SG-11/PPP/338 dated 04th March, 2025. The said letter was accompanied by a revised detailed procedure issued pursuant to the Order dated 27th May, 2025 by the Madhya Pradesh Electricity Regulatory Commission (MPERC), outlining the process for verification of captive status of Captive Generation Plants (CGPs) and Captive Users.

As per the stipulations contained in the above communication, the Articles of Association (AOA) of the Company must contain an express enabling provision authorizing the Company to undertake activities relating to captive electricity or power generation. Upon review of the existing AOA, it was noted that no such provision currently exists that empowers the Company to engage in such captive generation activities.

To reinforce this compliance requirement, the Company subsequently received another communication from MPPTCL vide Letter No. 07-05/SG-11/PPP/Tirupati/974 dated 17th June, 2025, reiterating the same directive and advising the Company to incorporate appropriate enabling provisions in its AOA to facilitate such operations.

The AOA governs the internal management and affairs of the Company and lays down the scope of powers vested in the Company and its Board. In light of the regulatory communications and to align the Company's internal governance structure with MPPTCL's procedural requirements, the Board considers it necessary and appropriate to amend the Articles of Association of the Company by inserting suitable enabling provisions.

The proposed amendment will enable the Company to undertake captive electricity and power generation activities in accordance with regulatory expectations and further strengthen the Company's operational flexibility in pursuing energy self-reliance and sustainability objectives.

The proposed alteration of the Articles of Association requires the approval of the shareholders by way of a Special Resolution pursuant to the provisions of Section 14 of the Companies Act, 2013 and other applicable provisions, if any, of the said Act and the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

A copy of the existing Articles of Association of the Company together with the proposed changes is available for inspection at the Registered Office of the Company during business hours on all working days up to and including the date of the Annual General Meeting.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding, if any, in the Company.

The Board recommends the **Special Resolution** as set out in **Item No. 5** of this Notice for approval of Members.

ITEM NO. 6:**APPROVING THE REGULARIZATION OF MR. SRIKANTA BARIK (DIN: 10896987) AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY:**

Mr. Srikanta Barik (DIN:10896987), pursuant to the provisions of Section 152, 160 and 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 Additional Director in the capacity of Non-Executive Director (Professional) w.e.f 14th February, 2025 and he holds office up to the date of ensuing Annual General Meeting of the Company.

Considering the knowledge, skills and expertise of Mr. Srikanta Barik (DIN: 10896987) and recommendation received from the aforesaid committee, the board of directors appointed Mr. Srikanta Barik (DIN: 10896987), subject to the approval of the members of the company, 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 Mr. Srikanta Barik (DIN: 10896987), for the office of the Non-Executive Director of the Company under the provisions of Section 161 of the Companies Act, 2013. 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.

Brief profile of Mr. Srikanta Barik (DIN: 10896987) proposed to be appointed as 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.

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

The Board recommends the **Ordinary Resolution** as set out in **Item No. 6** of this Notice for approval of Members.

ITEM NO. 7:**APPROVING REVISION IN THE REMUNERATION OF MR. BINOD KUMAR AGARWAL (DIN: 00322536), MANAGING DIRECTOR OF THE COMPANY:**

The Members of the Company had, at their meeting held on December 19, 2023, approved the appointment of Mr. Binod Kumar Agarwal as the Managing Director for a term of five years commencing from December 14, 2023 to December 13, 2028, along with remuneration as recommended by the Nomination and Remuneration Committee ("NRC") and approved by the Board of Directors, in accordance with Sections 196, 197, 198 and Schedule V of the Companies Act, 2013 ("the Act").

In line with the requirements of Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and with a view to provide flexibility to the Board to align future remuneration with Company performance, market dynamics, and industry benchmarks, the Board of Directors, on the recommendation of the NRC, proposes to revise the overall ceiling of remuneration payable to Mr. Binod Kumar Agarwal to ₹3,00,00,000 (Rupees Three Crore only) per annum as fixed component, with effect from April 01, 2025 until the expiry of his present tenure on December 13, 2028.

It is clarified that there is no change in the remuneration presently being paid to Mr. Binod Kumar Agarwal. The proposed revision merely seeks to enhance the overall limit, enabling the Board to determine and vary the actual remuneration payable from time to time within the approved limit, without requiring further Members' approval, subject to compliance with applicable provisions of the Act, Schedule V thereto, the SEBI Listing Regulations, and other applicable laws.

In the event of loss or inadequacy of profits in any financial year during his tenure, the remuneration payable shall be treated as minimum remuneration and shall remain within the limits prescribed under Section 197 read with Schedule V of the Act, as amended from time to time.

The proposed remuneration structure is in line with the principles of the Company's Nomination and Remuneration Policy, which ensures fairness, competitiveness, and alignment with performance benchmarks, while enabling the Company to attract, retain, and motivate individuals with requisite qualifications and expertise.

Proposed Remuneration Structure:

1. **Salary:** In the pay scale of up to ₹ 3,00,00,000 (Rupees Three Crore only) per annum as fixed component in CTC including allowances such as House Rent Allowance, Leave Travel Allowance, Special Allowance, etc. with such annual increments/increases as may be approved by the Board of Directors from time to time.
2. **Perquisites:** The Company's contribution toward perquisites shall be in addition to the basic salary mentioned under (1) above, and as per the limits prescribed under the applicable laws.
3. **Valuation of perquisites:** Perquisites/allowances shall be valued as per Income Tax rules, wherever applicable, and in the absence of any such rules, shall be valued at actual cost.
4. **Bonus/Stock Options:** Bonus for the financial year, at the discretion of the board.
5. **Minimum remuneration:** In the event of loss or inadequacy of profits in any financial year during the tenure of the appointment, the Managing Director shall be paid remuneration by way of salary and perquisites as set out above, as minimum remuneration, subject to restrictions, if any, set out in Schedule V to the Companies Act, 2013, from time to time.
6. **Computation of ceiling:** The following shall not be included in the computation of perquisites for the purposes of the ceiling, in the manner provided in Schedule V to the Companies Act, 2013: a) Contribution to provident fund b) Gratuity payable c) Encashment of leave.

Approval is also sought in terms of regulation 17(6)(e)(ii) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as Mr. Binod Kumar Agarwal is Promoter and Executive Director and the remuneration proposed to be paid: a. exceeds ₹ 5 crore or 2.5% of the net profits of the Company, whichever is higher; or b. the aggregate annual remuneration of all the promoter executive directors of the Company exceeds 5% of the net profits of the Company. The statement containing required information as required in Section II of Part II of Schedule V of the Companies Act, 2013 are as follows:

Information about Mr. Binod Kumar Agarwal (DIN: 00322536)

- **Background:**
Mr. Binod Kumar Agarwal has over 36 years of experience in the packaging industry. He holds a Bachelor's degree in Science (Engineering) in the Chemical Branch from Regional Engineering College, Rourkela. He is widely respected for his technical expertise and leadership skills in managing large-scale packaging operations.
- **Past Remuneration:**
The total remuneration, including perquisites, paid to Mr. Binod Kumar Agarwal was ₹1,20,00,000 each for the financial years 2023-24 and 2024-25.
- **Recognition/Awards:**
Nil.
- **Job Profile & Suitability:**
Mr. Binod Kumar Agarwal, aged 61 years, is the Promoter, Chairman, and Managing Director of the Company and has been successfully guiding operations for over 23 years. He is responsible for formulating and executing the Company's strategic direction, overseeing all business functions, and leading a team of experienced and qualified professionals. Apart from being the founding promoter, he serves as a Board member in certain subsidiary and group companies. His long-standing industry experience, vision, and leadership make him ideally suited for this role.
- **Proposed Remuneration:**
As stated in Item No. 7 of the Explanatory Statement — revision in the overall ceiling of fixed remuneration to ₹3,00,00,000 per annum, effective from April 1, 2025.
- **Comparative Remuneration Profile:**
Considering the size of the Company, its operations, the industry benchmarks, and the scope of responsibilities, the proposed remuneration is commensurate with the position and profile of Mr. Binod Kumar Agarwal.

- **Pecuniary Interest:**

Mr. Binod Kumar Agarwal is the Promoter of the Company and holds 65.425% of its equity share capital. He is interested in the resolution as a Promoter and Director and to the extent of his shareholding.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Binod Kumar Agarwal, are concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding, if any, in the Company.

The Board recommends the **Special Resolution** as set out in **Item No. 7** of this Notice for approval of the Members.

ITEM NO. 8:

APPROVING REVISION IN THE REMUNERATION OF MRS. ANUBHA MISHRA (DIN: 10394874), EXECUTIVE DIRECTOR OF THE COMPANY:

Mrs. Anubha Mishra was appointed as a Director of the Company in accordance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). Her appointment were duly approved by the Members at their meeting held on November 20, 2023.

In order to provide flexibility to the Board of Directors to align future remuneration with Company performance, market dynamics, and industry benchmarks it is now proposed to approve a limit on the remuneration payable to her. Accordingly, the Board of Directors on the recommendation of the Nomination and Remuneration Committee, proposes to fix the overall ceiling of remuneration payable to Mrs. Anubha Mishra at ₹30,00,000 (Rupees Thirty Lakhs only) per annum as fixed component, effective from April 01, 2025.

The proposed revision merely enhances the ceiling of remuneration payable, thereby authorizing the Board to determine and vary the actual remuneration payable to Mrs. Anubha Mishra, from time to time, within the approved limit, without requiring fresh approval of the Members on each occasion.

In the event of loss or inadequacy of profits in any financial year during her tenure, the remuneration payable shall be treated as minimum remuneration and shall remain within the limits prescribed under Section 197 read with Schedule V of the Act, as may be amended from time to time.

The proposed remuneration structure is aligned with the principles of the Company's Nomination and Remuneration Policy, which aims to ensure that remuneration remains fair, competitive, and sufficient to attract, retain, and motivate individuals with the requisite qualifications and expertise to contribute effectively to the Company's success. The framework also emphasizes a clear linkage between remuneration and performance, with compensation levels designed to reflect appropriate performance benchmarks. The statement containing required information as required in Section II of Part II of Schedule V of the Companies Act, 2013 is not applicable as Mrs. Anubha Mishra is not a Managing Director or Whole-Time Director or Manager of the Company.

Other than Mrs. Anubha Mishra and her relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding, if any, in the Company.

The Board recommends the **Special Resolution** as set out in **Item No. 8** of this Notice for approval of Members.

ITEM NO. 9:

GRANTING APPROVAL TO KEEP COMPANY'S REGISTER OF MEMBERS AND OTHER STATUTORY DOCUMENTS AND RECORDS AT THE REGISTERED OFFICE AND/OR WITH REGISTRAR AND SHARE TRANSFER AGENT (RTA) OF THE COMPANY:

Pursuant to the provisions of Section 94 of the Companies Act, 2013 ("the Act") read with applicable rules made thereunder, the Register of Members, the Index of Members, and copies of Annual Returns prepared under Section 92 of the Act along with the certificates and documents required to be annexed thereto are required to be kept at the Registered Office of the Company. However, such records may also be kept at any other place in India where more than one-tenth of the total number of members entered in the register of members reside, or at any other place, if approved by a special resolution passed by the members of the Company.

In order to facilitate effective and efficient maintenance and updating of records, the Company proposes to keep and maintain the Register of Members, Index of Members, and other related statutory documents at the office of its Registrar and Share Transfer Agent (RTA) of the Company.

This Special Resolution is being proposed in compliance with the requirements of the aforesaid provisions of the Act.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding, if any, in the Company.

The Board recommends the **Special Resolution** as set out in **Item No. 9** of this Notice for approval of Members.

ITEM NO. 10:

APPROVING THE EXPENSES FOR SERVICE OF DOCUMENTS TO MEMBERS:

Pursuant to the provisions of Section 20 of the Companies Act, 2013 ("the Act") read with relevant rules made thereunder, a company may serve documents to its members by post, by hand delivery, by electronic mode, or by any other mode as may be prescribed. The proviso to Section 20(2) of the Act further provides that a member may request the Company to send documents through a particular mode, for which the member shall pay such fees as may be determined by the company in its Annual General Meeting in advance.

Accordingly, the Board of Directors seeks approval of the members to authorize the Company to charge a fee in advance equivalent to the estimated actual expenses for delivery of documents (including financial statements, annual reports, notices, etc.) to any member who requests delivery of such documents in physical form or by any other mode as specified by the member, instead of through electronic means.

The Company proposes to charge a fee of ₹ 10/- (Rupees Ten only) per page or such other amount as may be fixed by the Board from time to time, towards the cost of such delivery.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding, if any, in the Company.

The Board recommends the **Special Resolution** as set out in **Item No. 10** of this Notice for approval of Members.

ITEM NO. 11, 12, 13 & 14:

APPROVING MATERIAL RELATED PARTY TRANSACTIONS WITH SHREE TIRUPATI BALAJEE FIBC LIMITED, JAGANNATH PLASTICS PRIVATE LIMITED, EVER BAGS PACKAGING PRIVATE LIMITED & STABLE TEXTILE PRIVATE LIMITED FOR THE FINANCIAL YEAR 2025-26:

As per Section 188 of the Act, 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') in case of a listed entity which has listed its specified securities, 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 one thousand 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 30, 2025 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 FIBC 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/CFD/PoD2/CIR/P/0155 dated November 11, 2024 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 FIBC LIMITED:-

Sr. No.	Description	Particulars
1.	Name of the Related Party	Shree Tirupati Balajee FIBC Limited
2.	Nature of Relationship [including nature of its interest (financial or otherwise)]	<ul style="list-style-type: none"> ● Shree Tirupati Balajee FIBC Limited is Subsidiary Company of Shree Tirupati Balajee Agro Trading Company Limited. ● Mr. Binod Kumar Agarwal and Mr. Srikanta Barik are common Director and Mr. Binod Kumar Agarwal holds 2.38% of the Paid-up Share Capital of Shree Tirupati Balajee FIBC Limited.
3.	Type, Material Terms and Particulars of the proposed transaction	Sale, Purchase, Job Work, Sale & Purchase of Capital Goods, Expenditure, Loans & Interest to be received in connection with the loan granted or any other such transactions as may be approved by the Audit Committee & Board of Directors of the Company.
4.	Tenure of the proposed transaction	The approval is being taken for the Material Related Party transactions proposed to be entered for the financial year 2025-26.
5.	Value of the proposed transaction	The value of transactions to be entered into is likely to be up to an amount of ₹ 300.00/- Crores
6.	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 51.78% of annual consolidated turnover of the Company for the financial year 2024-25.
7.	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;	From the proceeds raised through the Initial Public Offering (IPO), in line with the objects of the issue as stated in the Prospectus
	ii. where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments, <ul style="list-style-type: none"> ● nature of indebtedness; ● cost of funds; and ● tenure; 	No financial indebtedness has been incurred. The source of funds for the proposed transaction is from the proceeds raised through the IPO, as per the objects stated in the Prospectus
	iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security;	Security: Unsecured; Rate of Interest: 8% p.a.; Moratorium: 6 months from the date of payment of loan to the subsidiary; Period of Loan: 3 years plus the 6-month moratorium; Terms of Repayment: 12 quarterly instalments commencing after the moratorium
	iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	The funds will be utilized by the ultimate beneficiary for repayment of existing loans and for the growth and expansion of the company.
8.	Justification as to why the RPT is in the interest of the listed entity;	<p>The transactions with Shree Tirupati Balajee FIBC Limited, the subsidiary company of Shree Tirupati Balajee Agro Trading Company 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 receivable on such loans or any other such transactions as may be approved by the Audit Committee & Board of Directors of the Company.</p> <p>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.</p>
9.	A copy of the valuation or other external party report, if any such report has been relied upon;	Not Applicable
10.	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.	Nature of Relationship [including nature of its interest (financial or otherwise)]	<ul style="list-style-type: none"> ● Jagannath Plastics Private Limited is Subsidiary Company of Shree Tirupati Balajee Agro Trading Company Limited. ● Mr. Binod Kumar Agarwal, Mr. Srikanta Barik, Mrs. Ruchi Joshi Meratia and Mr. Palash Jain are common Directors and Mr. Binod Kumar Agarwal holds 0.15% of the Paid-up Share Capital of Jagannath Plastics Private Limited.
3.	Type, Material Terms and Particulars of the proposed transaction	Sale, Purchase, Job Work, Sale & Purchase of Capital Goods, Expenditure, Loans & Interest to be received in connection with the loan granted or any other such transactions as may be approved by the Audit Committee & Board of Directors of the Company.
4.	Tenure of the proposed transaction	The approval is being taken for the Material Related Party transactions proposed to be entered for the financial year 2025-26.
5.	Value of the proposed transaction	The value of transactions to be entered into is likely to be up to an amount of ₹ 100.00/- Crores
6.	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 17.26% of annual consolidated turnover of the Company for the financial year 2024-25.
7.	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;	From the proceeds raised through the Initial Public Offering (IPO), in line with the objects of the issue as stated in the Prospectus
	ii. where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments, <ul style="list-style-type: none"> ● nature of indebtedness; ● cost of funds; and ● tenure; 	No financial indebtedness has been incurred. The source of funds for the proposed transaction is from the proceeds raised through the IPO, as per the objects stated in the Prospectus
	iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security;	Security: Unsecured; Rate of Interest: 8% p.a.; Moratorium: 6 months from the date of payment of loan to the subsidiary; Period of Loan: 3 years plus the 6-month moratorium; Terms of Repayment: 12 quarterly instalments commencing after the moratorium
	iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	The funds will be utilized by the ultimate beneficiary for repayment of existing loans and for the growth and expansion of the company
8.	Justification as to why the RPT is in the interest of the listed entity;	<p>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 and purchase of goods, job work arrangements, sale and purchase of capital goods, shared expenditure, and inter-company loans along with the interest receivable on such loans or any other such transactions as may be approved by the Audit Committee & Board of Directors of the Company.</p> <p>Further, both the Companies exchange materials (belts, ties, master batches, ropes), job work charges and share their respective resources with each other to achieve optimum cost targets and economies of scale.</p>
9.	A copy of the valuation or other external party report, if any such report has been relied upon;	Not Applicable
10.	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.	Nature of Relationship [including nature of its interest (financial or otherwise)]	<ul style="list-style-type: none"> ● Mrs. Vinita Agarwal, Daughter of Mr. Binod Kumar Agarwal is Managing Director & member. ● Relatives of Mr. Binod Kumar Agarwal are Members.
3.	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.
4.	Tenure of the proposed transaction	The approval is being taken for the Material Related Party transactions proposed to be entered for the financial year 2025-26.
5.	Value of the proposed transaction	The value of transactions to be entered into is likely to be up to an amount of ₹ 200.00/- Crores
6.	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 34.52% of annual consolidated turnover of the Company for the financial year 2024-25.
7.	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, intercorporate deposits, advances or investments, <ul style="list-style-type: none"> ● 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.	
8.	Justification as to why the RPT is in the interest of the listed entity;	<p>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.</p> <p>Further, both the Companies exchange materials (wastage, fabric, bags, granules, filler cords), job work charges and share their respective resources with each other to achieve optimum cost targets and economies of scale.</p>
9.	A copy of the valuation or other external party report, if any such report has been relied upon;	Not Applicable
10.	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.	Nature of Relationship [including nature of its interest (financial or otherwise)]	Mrs. Vinita Agarwal, Daughter of Mr. Binod Kumar Agarwal and Mr. Anant Agarwal, Son of Mr. Binod Kumar Agarwal are members.
3.	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.
4.	Tenure of the proposed transaction	The approval is being taken for the Material Related Party transactions proposed to be entered for the financial year 2025-26.
5.	Value of the proposed transaction	The value of transactions to be entered into is likely to be up to an amount of ₹ 80.00/- Crores
6.	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 13.81% of annual consolidated turnover of the Company for the financial year 2024-25.
7.	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, intercorporate deposits, advances or investments, <ul style="list-style-type: none"> ● 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.	
8.	Justification as to why the RPT is in the interest of the listed entity;	<p>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.</p> <p>Further, both the Companies exchange materials (wastage, fabric, bags, granules, wooden pallets, capital goods) and share their respective resources with each other to achieve optimum cost targets and economies of scale.</p>
9.	A copy of the valuation or other external party report, if any such report has been relied upon;	Not Applicable
10.	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 of the consideration and approval of the Audit Committee, the Board recommends an **Ordinary Resolution** as set out in **Item No. 11, 12, 13 & 14** of this Notice for approval of Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at **Item No. 11, 12, 13 & 14** of the notice.

Date: 28th August, 2025
Place: Pithampur (Dhar)

By Orders of the Board of Directors

Shree Tirupati Balajee Agro Trading Company Limited
CIN: L25204MP2001PLC014855
Regd. Office: Plot No-192, Sector-1,
Pithampur, Dhar, (M.P.) 454775

Rishika Singhai
Company Secretary & Compliance Officer
M. No.: A72706

ANNEXURE-I

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

Name of Director	BINOD KUMAR AGARWAL
Designation	MANAGING DIRECTOR
Director Identification Number (DIN)	00322536
Date of Birth	04-02-1964
Date of Appointment (previous)	29-10-2001
Expertise Experience in specific functional areas	He is the founder of the Company successfully guiding its operations since inception. He has an experience of more than 37 years in packaging business.
Qualification	Bachelor's degree in Science (Engineering) in the branch of chemical from Regional Engineering College, Rourkela.
No. & % of Equity Shares held	5,33,67,490 (65.425%) Equity Shares. (as on 31 st March, 2025)
List of outside Company's directorship held (upto 31 st March, 2025)	1. Shree Tirupati Balajee FIBC Limited 2. Jagannath Plastics Private Limited 3. Honourable Packaging Private Limited 4. STB International Private Limited 5. BKK Polyproducts Private Limited 6. STB Industrial Development Cluster Association 7. Mass Industrial Development Cluster Association
Chairman / Member of the Committees of the Board of Directors of Shree Tirupati Balajee Agro Trading Company 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 FIBC 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. 6 of the Notice:

Name of Director	SRIKANTA BARIK
Designation	NON-EXECUTIVE DIRECTOR
Director Identification Number (DIN)	10896987
Date of Birth	05-06-1990
Date of Appointment (previous)	14-02-2025
Expertise Experience in specific functional areas	Mr. Srikanta Barik brings over 10 years of experience as a Store Manager, demonstrating expertise in store operations, inventory management, and customer service.
Qualification	A graduate by qualification in extensive industry knowledge and leadership skills which are expected to contribute significantly to the company's strategic growth and operational efficiency.
No. & % of Equity Shares held	NIL
List of outside Company's directorship held (upto 31 st March, 2025)	1. Jagannath Plastics Private Limited 2. Shree Tirupati Balajee FIBC Limited
Chairman / Member of the Committees of the Board of Directors of Shree Tirupati Balajee Agro Trading Company 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

Date: 28th August, 2025

Place: Pithampur (Dhar)

By Orders of the Board of Directors

Shree Tirupati Balajee Agro Trading Company Limited
CIN: L25204MP2001PLC014855
Regd. Office: Plot No-192, Sector-1,
Pithampur, Dhar, (M.P.) 454775

Rishika Singhai
Company Secretary & Compliance Officer
M. No.: A72706