

TIRUPATI/NSE/2023-24

Date: 11th October, 2023

To,
The Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot no. C/1,
G Block, Bandra Kurla Complex, Bandra (E)
Mumbai 400 051 (M.H.)

NSE Symbol: TIRUPATI

Sub: Submission of the Minutes of the 14th Annual General Meeting held on Friday, 29th September, 2023.

Dear Sir/Madam,

With reference to the Regulation 30 read with Schedule III of SEBI (LODR) Regulation, 2015, we hereby submit the detailed Proceedings/Minutes of the 14th Annual General Meeting of Company held on Friday, 29th September, 2023 through Video Conferencing (VC)/other audio visual means (OAVM) means at 11:30 A.M. and concluded at 11:40 A.M.

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

FOR SHREE TIRUPATI BALAJEE FIBC LIMITED

BINOD
KUMAR
AGARWAL

Digitally signed
by BINOD KUMAR
AGARWAL
Date: 2023.10.11
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BINOD KUMAR AGARWAL
CHAIRMAN & MANAGING DIRECTOR
DIN: 00322536

Encl.: a/a

HELD AT ON TIME

MINUTES OF THE 14TH ANNUAL GENERAL MEETING OF THE MEMBERS OF SHREE TIRUPATI BALAJEE FIBC LIMITED HELD ON FRIDAY, THE 29TH DAY OF SEPTEMBER, 2023, THROUGH VIDEO CONFERENCING (VC)/OTHER AUDIO VISUAL MEANS (OAVM) COMMENCED AT 11:30 A.M. AND CONCLUDED AT 11:40 A.M. AND FOR WHICH PURPOSES REGISTERED OFFICE OF THE COMPANY SITUATED AT PLOT NO. A.P.-14 (APPAREL PARK), SEZ PHASE-II, INDUSTRIAL AREA PITHAMPUR-454774 (M.P.), SHALL BE DEEMED AS THE VENUE FOR THE ANNUAL GENERAL MEETING.

PRESENCE IN THE MEETING THROUGH VC/OAVM

I. DIRECTORS:

- | | | | |
|----|----------------------------|---|------------------------------|
| 1. | Mr. Binod Kumar Agarwal | - | Chairman & Managing Director |
| 2. | Mr. Ranjan Kumar Mohapatra | - | Director |
| 3. | Mr. Sakul Grover | - | Director |
| 4. | Mr. Hatim Badshah | - | Independent Director |
| 5. | Mrs. Priyanka Sengar | - | Independent Director |
| 6. | Mr. Yash Khemchandani | - | Independent Director |

II. OFFICERS IN PRESENCE:

- | | | | |
|----|-------------------|---|--|
| 1. | Mr. Hamza Hussain | - | Chief Financial Officer |
| 2. | Mr. Vipul Goyal | - | Company Secretary & Compliance Officer |

III. SPECIAL INVITEE'S:

- | | |
|----|--|
| 1. | CS Ritesh Gupta, M/s Ritesh Gupta & Co., Practicing Company Secretary, Secretarial Auditor & Scrutinizer for E-Voting, |
| 2. | Mr. Harsh Firoda, M/s MS Dahiya & Co., Statutory Auditors. |

CHAIRMAN OF THE MEETING:

As per Article 102 of the Article of Association of the Company, Mr. Binod Kumar Agarwal, Chairman of the Board occupied the Chair for the meeting and welcomed all the directors and members of the company at 14th AGM of the Company.

NUMBER OF MEMBERS AS ON THE CUT-OFF DATE AND PRESENCE OF QUORUM FOR THE AGM:

Company Secretary informed that as on the cut-off date i.e. 22nd September, 2023 there were only 139 members in the Company and there is requirement to have 5 (five) members personally present at the meeting under Section 103 of the Companies Act, 2013. He further informed that as per Attendance Register provided by CDSL 6 (Six) members were present through video Conferencing, therefore adequate quorum as per requirement of law was present throughout the meeting and the chairman may proceed to call the meeting in order and commence the proceedings of the AGM. The Chairman declared and called the meeting in order as the requisite quorum was present.

BOOKS & STATUTORY REGISTER:

Register of Directors and Key Managerial Personnel and their shareholding and Share Transfer Book, Register of Members, along with other statutory books, as required under other provisions of the Companies Act, 2013 have been available online for inspection of the members throughout the meeting. However, the company has not received any request from any member for the inspection of the same.

PROCEEDING OF THE MEETING:

In continuation of Ministry's Circular No. 14/2020 dated 08th April, 2020, Circular No. 17/2020 dated 13th April, 2020, General Circular No. 20/2020 dated 05th May, 2020, General Circular No. 02/2021 Dt. 13th Jan, 2021, General Circular No. 19/2021 Dt. 8th Dec, 2021 & 21/2021 dated 14th Dec, 2021 and Circular No. 20/2020 dated December 28th, 2022 and Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05th January 2023 issued by Securities and Exchange Board of India ("SEBI") read together with other circulars issued by SEBI in this regard (collectively to be referred to as "SEBI Circulars"), it has been decided to allow companies whose AGMs were due to be held in the year 2023, to conduct their AGMs on or before 30th September, 2023, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 dated 05.05.2020. Therefore, the forthcoming Annual General Meeting will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing Annual General Meeting through VC/OAVM. As per Article 102 of the Article of Association of the Company, Mr. Binod Kumar Agarwal, Chairman and Managing Director of the Company occupied the Chair for the Meeting.

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Mr. Vipul Goyal, Company Secretary & Compliance Officer of the Company welcomed all the members and directors and invitees present in the meeting through VC/OAVM on 14th Annual General Meeting of the Company.

CS then requested Mr. Binod Kumar Agarwal, Chairman of the Company to continue with the proceedings of the meeting. Mr. Binod Kumar Agarwal, Chairman, chaired the Meeting and as the requisite quorum being present, called the meeting to order. Further, the CS gave the welcome speech and called the Chairman to deliver the Chairman’s Speech covering the Overall and segmental financial and operational performance of the Company for the Financial Year ended 31.03.2023.

The Register of Directors and Key Managerial Personnel and their shareholding; Register of Contracts or Agreements in which Directors are interested; Audited Standalone and Consolidated Financial Statements for the financial year ended 31st March, 2023; Independent Auditor Reports on the Audited Standalone and Consolidated Financial Statements of the Company; Secretarial Audit Report; as required by SEBI; and Memorandum and Articles of Association of the Company were open for inspection in electronic mode during the Meeting.

The compliance with the applicable provisions of the Companies Act, 2013 and rules made there under, applicable provisions of the Secretarial Standard on General Meeting (SS-2) issued under Section 118 (10) of the Companies Act, 2013, Ministry of Corporate Affairs (MCA) Circulars dated 5th May, 2020, 8th April, 2020 and 13th April, 2020, with respect to calling, convening and conducting this Annual General Meeting was confirmed. Further, it was also confirmed that all efforts feasible under the circumstances have indeed been made by the Company to enable members to participate and vote on the items being considered in the meeting.

The Chairman then authorized Mr. Vipul Goyal, Company Secretary & Compliance Officer of the Company to carry further proceedings of the AGM.

Thereafter, CS informed the Members that Electronic copies of the Annual Report for financial year 2022-23 have been sent to all the members who’s E-mail Ids were registered with the Company or Depository Participant(s) and further there was no requirement to send the physical copies of the Annual Report to the members of the Company.

With the consent of the Members present, the Notice of 14th Annual General Meeting along with all requisite annexures was taken as read.

Thereafter, the CS requested the Members to consider and approve the Ordinary and Special Businesses as mentioned in the Notice of AGM from Item No. 01 to 03:

AGENDA ITEM NO.	PARTICULARS OF THE RESOLUTIONS	TYPE OF RESOLUTIONS
1.	Consideration, approval and adoption of the Standalone & Consolidated Audited Financial Statements of the Company for the year ended 31 st March, 2023 and the Reports of the Board of Directors and Auditors thereon.	Ordinary
2.	Appointment of a Director in place of Shri Binod Kumar Agarwal (DIN: 00322536) Chairman and Managing Director, who retires by rotation and being eligible offers himself for re-appointment.	Ordinary
3.	Approval for Related Party Transactions.	Ordinary

CS further informed that the Company has provided E-Voting facility to its members whose names appeared in the Register of Members as on cut-off date i.e. 22nd September, 2023; to cast their votes on the resolutions proposed to be passed at this 14th Annual General Meeting through remote e-voting system of CDSL. The e-voting commenced from Tuesday, 26th day of September, 2023 at 09.00 A.M. (IST) and ends on Thursday, 28th day of September, 2023 at 05.00 P.M. (IST). Further, the facility for voting through electronic system is also available for all those members, who are present in this Meeting and did not cast their votes by remote e-voting and otherwise not barred from doing so. Members, who have already cast their votes through remote e-voting are not entitled to vote again and vote, if any, cast at the Meeting shall be treated as invalid.

CS further informed that Mr. Ritesh Gupta, Practicing Company Secretary (ICSI Membership No. FCS-5200; CP No. 3764) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner and to conduct the e-voting process and proceedings of the Annual General Meeting.

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CS informed the members present in the AGM that the results of the remote e-voting and Electronic Voting at AGM along with the report of the scrutinizer will be announced within 48 (Forty-Eight) hours from the conclusion of 14th Annual General Meeting and shall also be placed at the Company's, NSE and CDSL Website.

CS thanked the members for their keen interest and participation in the meeting and declared the meeting concluded at 11:40 A.M. with a vote of thanks to the Chair.

CONCLUSION OF THE MEETING:
Thereafter, the Meeting declared as concluded with the permission of Chairman, Mr. Binod Kumar Agarwal at 11:40 A.M. on 29th September, 2023, with vote of thanks to the Chair given by Chief Financial Officer, Mr. Hamza Hussain.

SCRUTINISERS REPORT:
After receiving the Scrutinizer's Report on remote e-voting and voting through electronic system at the Annual General Meeting, the Chairman declared the following results, on the basis of report submitted by the scrutinizer on 29th September, 2023 for 14th Annual General Meeting and also declared that the date of the passing of the resolutions shall be considered as the date of the declaration of the E-voting results, i.e. 29th September, 2023.

DECLARATION OF RESULTS FOR THE BUSINESSES PROPOSED AT THE 14TH ANNUAL GENERAL MEETING:
With due consideration of the Scrutinizer's Report, the Chairman declared the following results for 14th Annual General Meeting held on Friday, 29th September, 2023 at 11:30 A.M. and concluded at 11:40 A.M.

ORDINARY BUSINESS BY ORDINARY RESOLUTION:

ITEM NO. 1: TO RECEIVE, CONSIDER, APPROVE AND ADOPT THE AUDITED STANDALONE & CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31ST, 2023 AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.

"RESOLVED THAT the Standalone & Consolidated Audited financial statements of the Company for the financial year ended March 31st 2023, and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

The Results of the Voting are as under:

Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes-in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	64,68,040	64,68,040	100.00%	64,68,040	0	100.00%	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	64,68,040	64,68,040	100.00%	64,68,040	0	100.00%	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public-Non	E-Voting	36,62,000	10,63,000	29.03%	10,63,000	0	100.00%	0
	Poll		0	0	0	0	0	0

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Institution s	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	36,62,000	10,63,000	29.03%	10,63,000	0	100.00%	0
Total		1,01,30,040	75,31,040	74.34%	75,31,040	0	100.00%	0

On the basis of above mentioned voting results given by the Scrutinizer, the Chairman declared that the resolution as contained in Item No. 1 of the Notice of the 14th AGM has been passed by Requisite majority consent as an Ordinary Resolution.

ORDINARY BUSINESS BY ORDINARY RESOLUTION:

ITEM NO. 2: TO APPOINT A DIRECTOR IN PLACE OF SHRI BINOD KUMAR AGARWAL (DIN: 00322536) CHAIRMAN AND MANAGING DIRECTOR, WHO IS LIABLE TO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT.

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Shri Binod Kumar Agarwal (DIN: 00322536) Chairman and Managing Director, who retires by rotation at this meeting and being eligible offers himself for reappointment.”

The Results of the Voting are as under:

Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes-in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	64,68,040	64,68,040	100.00%	64,68,040	0	100.00%	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	64,68,040	64,68,040	100.00%	64,68,040	0	100.00%	0
Public-Institution s	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public-Non Institution s	E-Voting	36,62,000	10,63,000	29.03%	10,63,000	0	100.00%	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	36,62,000	10,63,000	29.03%	10,63,000	0	100.00%	0
Total		1,01,30,040	75,31,040	74.34%	75,31,040	0	100.00%	0

On the basis of above mentioned voting results given by the Scrutinizer, the Chairman declared that the resolution as contained in Item No. 2 of the Notice of the 14th AGM has been passed by Requisite Majority as an Ordinary Resolution.

SPECIAL BUSINESS BY ORDINARY RESOLUTION:

ITEM NO. 3: TO APPROVE RELATED PARTY TRANSACTIONS.

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings

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of Board and its Powers) Rules, 2014, as amended till date, as per Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Company's policy on Related Party transaction(s), the approval of members of the company be and are hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with following entities mentioned in table below with respect to sale, purchase or supply of any goods or material and/or for selling or otherwise disposing of or buying property of any kind, on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value as mentioned in table below for the financial year 2023-24, 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."

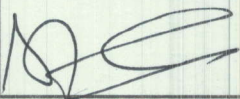
S. No.	Name of related parties	Relationship	Maximum Value Transaction per annum entity
1	Honourable Packaging Private Limited	Common Directors	Upto Rs. 150/- crore
2	Jagannath Plastics Private Limited	Common Directors and Members	Upto Rs. 150/- crore
3	Shree Tirupati Balajee Agro Trading Company Private Limited	Common Directors and Members	Upto Rs. 500/- crore
4	Stable Textile Private Limited	Relatives of Director is Members	Upto Rs. 150/- crore
5	Aon Textiles Private Limited	Relatives of Director is Directors and Members	Upto Rs. 150/- crore
6	Ever bags Packaging Private Limited	Common Director and Relatives of Director is Director and Members	Upto Rs. 150/- crore

The Results of the Voting are as under:

Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes-in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	64,68,040	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	64,68,040	0	0	0	0	0	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public-Non Institutions	E-Voting	36,62,000	10,03,000	27.39%	10,03,000	0	100.00%	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	36,62,000	10,03,000	27.39%	10,03,000	0	100.00%	0
Total		1,01,30,040	10,03,000	9.90%	10,03,000	0	100.00%	0

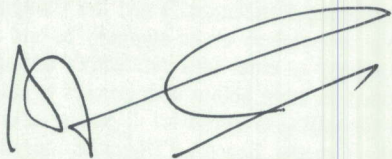
On the basis of above mentioned voting results given by the Scrutinizer, the Chairman declared that the resolution as contained in Item No. 3 of the Notice of the 14th AGM has been passed by Requisite Majority as an Ordinary Resolution.

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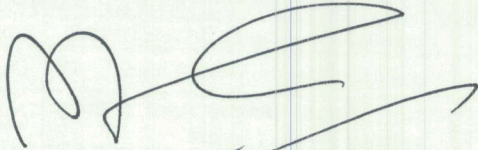
The Chairman further communicated the aforesaid voting results of the 14th Annual General Meeting to the NSE and submitted to the CDSL and hosted on the website of the Company.



PLACE: PITHAMPUR
DATE: 11TH OCTOBER, 2023

BINOD KUMAR AGARWAL
CHAIRMAN OF THE MEETING &
MANAGING DIRECTOR
DIN: 00322536

The aforesaid Minutes were recorded in the Minute Book of the General Meeting on 11TH October, 2023.



PLACE: PITHAMPUR
DATE: 11TH OCTOBER, 2023

BINOD KUMAR AGARWAL
CHAIRMAN OF THE MEETING &
MANAGING DIRECTOR
DIN: 00322536

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