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## NOTICE

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Notice is hereby given that the Thirty-first Annual General Meeting of the Members of Tasty Bite Eatables Limited will be held on Monday, 14th September 2015 at 11.00 a.m. at Hotel Le Meridien Pune, RBM Road, Pune- 411001 to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for year ended March 31, 2015 and the reports of the Board of Directors and the Auditors thereon.
2. To declare dividend on 59,530 1% Non-Cumulative, Non Convertible Redeemable Preference shares of Rs. 100/- each for the financial year 2014-15.
3. To declare dividend of Re. 1 per Equity Share on 25,66,000 Equity shares of Rs. 10 each for the financial year 2014-15.
4. To appoint a Director in place of Mrs. Meera Vasudevan, who retires by rotation and being eligible, offers herself for re-appointment.
5. To appoint Auditors and to fix their remuneration and to pass with or without modification, the following Resolution as an Ordinary Resolution.

**"RESOLVED THAT** M/s Kalyaniwalla & Mistry, Chartered Accountants, Pune (Firm Registration No 104607W) who retire at this Annual General Meeting and being eligible, offer themselves for re-appointment, be and are hereby appointed as Auditors of the Company for holding office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and that the Board of Directors be and is hereby authorised to determine the remuneration payable to the said auditors."

### SPECIAL BUSINESS:

6. Related Party Transactions:

To consider and if thought fit, to pass the following Resolution as **Special Resolution** :

**"RESOLVED THAT** pursuant to Clause 49 of the Listing Agreement and other applicable provisions, if any, including any re-enactment, modification, amendment thereof, consent of the members be and is hereby accorded for ratification of all transactions with Preferred Brands International Inc (PBI), being related party within the meaning of the Listing Agreement, including transactions as disclosed in notes forming part of financial statements, which in the financial year 2014-15 are in aggregate not in excess of Rs. 120 crore.

**RESOLVED FURTHER THAT** pursuant to Clause 49 of the Listing Agreement and other applicable provisions, if any, including any re-enactment, modification, amendment thereof, consent of the members be and is hereby accorded to enter into Related Party Transactions, to be entered into with Preferred Brands International Inc amounting not more than Rs. 500 crore per financial year over the period of next three financial years i.e. 2015-16 till 2017-18, notwithstanding the fact that all transactions within these financial years may exceed 10% of turnover of Company as per Company's last audited financial statement or materiality threshold as may be applicable from time to time under Listing Agreement.

**RESOLVED FURTHER THAT** any Director of the Company, Chief Financial Officer and/or Company Secretary be and are hereby severally authorised to do various acts, deeds and things as may be necessary to give effect to this resolution"

BY ORDER OF THE BOARD OF DIRECTORS OF  
**TASTY BITE EATABLES LIMITED**

Dated : May 13, 2015  
Place : Pune

Ravi Nigam  
**Managing Director**  
DIN: 00024577



**NOTES:**

1. Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013 in respect of the business under item no 6 is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies in order to be effective must be received at the registered office of the Company not less than 48 hours before the meeting duly stamped and signed. Members are requested to note that a person can act as proxy for not more than 50 members and not exceeding 10% of total share capital share capital.**
3. Members / Proxies should bring duly filled Attendance Slips/ Proxy Forms sent herewith to attend the meeting. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Annual General Meeting (AGM).
4. Corporate Members are requested to send to the Company, a duly certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf, at the AGM.
5. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote, provided the votes are not already cast by remote e-voting facility by first holder.
6. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, August 29, 2015 to Monday, September 14, 2015 (both days inclusive) for determining the names of members eligible for dividend on Equity shares, if declared at the meeting.
7. The dividend, upon declaration by the members at the AGM shall be credited / dispatched before October 13, 2015, to those members whose names appear on the Register of Members of the Company after giving effect to all valid share transfers in physical form lodged with the Company or its Registrar & Transfer Agents (RTA) on or before Friday, August 28, 2015. In respect of shares held in dematerialized form, the dividend will be paid on the basis of particulars of beneficial ownership furnished by the Depositories as on the closing hours of business on Friday, August 28, 2015. After dispatch of dividend instruments, any request for change in the Bank Account will not be entertained by the Company or its RTA.
8. Members desirous of obtaining any detailed information concerning the accounts and operations of the Company are requested to address their queries to the Company Secretary so as to reach the Company at least seven days before the date of the AGM so that the required information may be made available at the AGM.
9. Members are requested to bring their own copy of the Annual Report to the meeting. No extra copies of the Annual Report will be distributed at the meeting.
10. All the documents referred to in the Notice and statutory registers are open for inspection at the registered office of the Company on all working days viz. from Monday to Friday between 10:00 am to 1:00 pm up to the date of AGM. Notice and Annual Report will be available on Company's website [www.tastybite.co.in](http://www.tastybite.co.in).
11. Shareholders/investors may contact the Company on designated e-mail id: [secretarial@tastybite.com](mailto:secretarial@tastybite.com) for speedy action from Company's end.
12. The Company has paid the annual listing fee to BSE Ltd for financial year 2015-16.
13. Members are requested to notify changes, if any, in their registered addresses and all correspondences, including dividend matters to the Company's Registrar and Transfer Agent (RTA)- M/s. Karvy Computershare Services Pvt Ltd at Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032. (Unit- TastyBite)
14. Members who have neither received nor encashed their dividend warrant(s) for the financial years 2009-10 onwards, are requested to write to the Company or its RTA, mentioning the relevant folio number(s)/ DP ID and Client ID, for issuance of demand draft.

15. SEBI vide circular dated May 20, 2009 has made it mandatory for transferees requesting for transfer of shares of listed companies in physical form, to furnish a copy of their PAN, duly self attested to the RTA, whilst lodgment of such shares.
16. In support of the "Green Initiative" announced by the Government of India, electronic copies of the Annual Report and this Notice inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent by e-mail to those members whose e-mail addresses have been made available to the Depository Participants/ Company unless the member has specifically requested for a hard copy of the same. For members who have not registered their e-mail addresses, physical copy of this Notice inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form, will be sent to them in the permitted mode.

Members holding shares in physical form are requested to submit their e-mail address to the RTA, duly quoting their Folio number and Members holding shares in electronic form who have not registered their e-mail address with their DP are requested to do so at the earliest so as to enable the Company to send the said documents in electronic form, thereby supporting the green initiative of the MCA. (Ministry of Corporate Affairs)

Please note that the said documents will be uploaded on website of the Company viz. [www.tastybite.co.in](http://www.tastybite.co.in) and made available for inspection at the registered office of the Company during business hours.

**17. Voting through electronic means:**

- i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and any other Rule as may be applicable, including amendments thereof member may exercise right to vote by electronic means (remote e-voting) in respect of the Resolutions contained in this notice.
- ii. The Company is providing e-voting facility to its members to enable them to cast their votes electronically. The Company has engaged services of M/s. Karvy Computershare Private Limited ('Karvy') as the authorised agency to provide e-voting facility which is approved by MCA and has also obtained a Certificate from the Standardisation Testing and Quality Certification Directorate, Department of Information Technology, Ministry of Communications and Information Technology, Government of India, as pre prescribed under the Companies (Management and Administration) Amendments Rules, 2015.
- iii. The notice calling AGM is placed on the website of the Company ([www.tastybite.co.in](http://www.tastybite.co.in)) and of website of 'Karvy' (<https://evoting.karvy.com>) agency appointed for conducting the voting by electronic means.
- iv. The members who opt to cast their votes by remote e-voting prior to the meeting, may attend the meeting however, shall not be entitled to cast their vote again.
- v. The Board of Directors has appointed Mr. Abhishek Jagdale, Practicing Company Secretary, Pune as the Scrutinizer for conducting e-voting process in fair and transparent manner.
- vi. Members are requested to carefully read the instructions for e-voting before casting their vote.
- vii. The e-voting module shall be disabled for voting on September 13, 2015 at 5.00 pm. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently. **The voting right of the shareholders shall be in proportion to their share in paid up capital of the Company as on the cut-off date (record date) i.e. September 7, 2015 (end of day)**
- viii. The remote e-voting facility will be available during following voting period after which the portal will be blocked and shall not be available for e-voting:

<b>Commencement of e-voting</b>	<b>September 11, 2015 - from 9.00 am (IST)</b>
<b>End of e-voting</b>	<b>September 13, 2015 - upto 5.00 pm (IST)</b>

- ix. **Contact details for issues relating to e-voting :** M/s. Karvy Computershare Services Pvt Ltd at Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032; Toll free no. 1800-345-4001; E-mail- [evoting@karvy.com](mailto:evoting@karvy.com)/ [srikrishna.p@karvy.com](mailto:srikrishna.p@karvy.com). Or visit FAQ's section available at Karvy's website <https://evoting.karvy.com>.



- x. **Details of Scrutinizer:** Mr. Abhishek Jagdale, Practicing Company Secretary has been appointed as Scrutinizer to scrutinize the e-voting process in fair and transparent manner.
- xi. The Procedure and instructions for remote e-voting are as under:
- (a) For members who receive Notice of AGM through email i.e. those Members whose Email IDs are registered with the Company/ Depository Participant(s):
1. Launch internet browser and open <https://evoting.karvy.com>
  2. Enter the login credentials (i.e. User ID and password). The Event No.+ Folio No. or DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
  3. After entering the above details click on - Login.
  4. Password change menu will appear. Change the Password with a new Password of your choice. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, \$, etc.) The system will also prompt you to update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential. You need to login again with the new credentials.
  5. On successful login, the system will prompt you to select the E-Voting Event
  6. Select the EVENT of Tasty Bite Eatables Ltd. and click on - Submit.
  7. Now you are ready for e-voting as 'Cast Vote' page opens.
  8. Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'OK' when prompted.
  9. Upon confirmation, the message 'Vote cast successfully' will be displayed.
  10. Once you have voted on the resolution, you will not be allowed to modify your vote.
  11. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter, along with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by an e-mail at [abhishek@csjagdale.com](mailto:abhishek@csjagdale.com). They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_EVENT NO."
  12. Any person, who acquires the shares of the Company and becomes a members after dispatch of Notice of AGM (cut-off date for dispatch Annual Report and Notice is July 31, 2015) and is holding shares as on the cut-off date for voting i.e. September 7, 2015, may obtain the user id and password by sending a request at Karvy's e-mail id [evoting@karvy.com](mailto:evoting@karvy.com)/[srikrishna.p@karvy.com](mailto:srikrishna.p@karvy.com) or at Company's e-mail id [secretarial@tastybite.com](mailto:secretarial@tastybite.com) or by writing to the Company or Karvy. However, if you are already registered with Karvy for remote e-voting, you shall use your existing User Id and password for casting your vote without any need for obtaining any new User Id or Password.
  13. **The Members who have casted their vote electronically shall not be allowed to vote again at the meeting.**
  14. The Srutinizer shall after conclusion of voting at the Annual General Meeting first count the voting at the meeting and then unblock the votes cast through e-voting in presence of atleast two (2) witnesses not in the employment of the Company and he shall forthwith make a Consolidated Scrutinizers Report of the total votes cast in favour or against, if any, to the Chairman of the Company or person authorised by Chairman who shall countersign the same.

15. The Scrutinizer's decision on the validity of the vote shall be final and binding.
  16. The Chairman or person authorised by Chairman shall immediately/forthwith declare the result of the voting.
  17. The result on Resolutions shall be declared on or after the AGM and the Resolutions shall be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of Resolutions.
  18. The results declared along with the Scrutinizer's Report shall be placed on website of the Company ([www.tastybite.co.in](http://www.tastybite.co.in)) and on website of the Karvy (<https://evoting.karvy.com>) immediately after result is declared by the Chairman and forwarded to Stock Exchanges where the shares of the Company are listed.
18. **Brief resume of the director, proposed to be re-appointed vide item No 4 as mentioned in the Notice calling AGM, pursuant to the provisions of Clause 49 of the Listing Agreement:**

Mrs. Meera Vasudevan, wife of Mr. Ashok Vasudevan, Chairman of the Company, has been a Non Executive Director since March 1999. She is proposed to be re-appointed as a Director.

A brief profile of Mrs. Meera Vasudevan is as follows:

Date of Birth & Age	August 26, 1958- 57 years
Date of Appointment	March 31, 1999
Qualifications	Mrs. Vasudevan holds a Bachelor's Degree in English and Post Graduate qualifications in Marketing and Advertising from the University of Madras, India and Advanced Marketing from INSEAD, France.
Expertise in specific functional areas	Mrs. Vasudevan is the co-founder of ASG-Omni LLC, a strategic consulting firm that designs entry strategies for large US corporations looking to do business in India. Prior to this, she co-founded Quantum Market Research, India's first specialist and now largest qualitative research company. She has conducted global brand research for leading consumer companies such as Unilever, Colgate, Cadbury, Mars, Citibank, Pepsi, Estee Lauder, Johnson & Johnson. She has also worked closely with Government departments and UNICEF on social research projects.
Directorship in other Companies as on March 31, 2015 (including Private limited companies and excluding foreign companies)	Preferred Brands Foods (India) Pvt Ltd- Director
Chairmanship/ Membership of Committees of above mentioned Companies	NIL
Shareholding in the Company	NIL

She is a director of Preferred Brands International Inc., USA which in turn is the holding Company with 100% shareholding of Preferred Brands Foods (India) Private Limited, the holding Company of Tasty Bite Eatables Limited. She is also the Director of Preferred Brands Foods (India) Private Limited, Preferred Brands Australia Pty. Ltd. and is a Member of ASG Omni LLC, which is the holding Company of Preferred Brands International Inc. She does not hold any shares of the Company.

Her husband, Mr. Ashok Vasudevan is also a Non-Executive Promoter Director of the Company. He does not hold any shares of the Company. She attended 1 board meeting in FY 2014-15, however, Mr. Sohel Shikari, who acts as Alternate director to her attended 3 other meetings on her behalf.



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**ANNEXURE TO NOTICE**

**STATEMENT SETTING OUT MATERIAL FACTS PURSUANT TO SECTION 102 OF  
THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS**

**Item No 6:**

As per Clause 49, a transaction with a related party shall be considered as material if the transaction/transactions to be entered into individually or taken together with previous transactions during any financial year exceed 10% of the annual consolidated turnover of the company as per the last audited financial statements.

The Company manufactures and exports ready-to-eat food products to Preferred Brands International Inc (PBI) in USA. PBI is a marketing and distribution company which in turn sells products to various customers in US, Canada, etc. This arrangement is approved by Audit Committee and the Board of Directors as required under the Companies Act, 2013. Also, the Company has availed External Commercial Borrowing from PBI of USD 1 Million & USD 1.3 Million in 2011 & 2008 respectively after due approval of Reserve Bank of India. ECB amounting to USD 1.3 Million repaid to PBI as per the schedule.

Management seeks approval of shareholders for Material Related Party Transaction to be entered in financial years from 2015-16 till 2017-18 and also ratification for transactions entered in financial year 2014-15. The transactions in financial years from 2015-16 till 2017-18 (including the transactions so far in this financial year) are expected to exceed the limits mentioned in the Listing Agreement.

The above transactions are at arms' length and also in ordinary course of business and hence exempt from provisions of section 188 (1) of the Companies Act, 2013. The Audit Committee and the Board have granted approval for the transactions proposed to be entered into with PBI for financial year 2015-16.

Accordingly, consent of the members is being sought for item no 6 to be passed as Special Resolution. Mr. Ravi Nigam, Mr. Sohail Shikari, Mr. Ashok Vasudevan & Mrs. Meera Vasudevan being Directors in PBI are interested in the Resolution. None of the other directors, key managerial personnel and their relatives are interested in this Resolution.

The Members may please note that in terms of the provisions of Listing Agreement, the related parties as defined thereunder will need to abstain from voting on Resolution under item no. 6.

BY ORDER OF THE BOARD OF DIRECTORS OF  
**TASTY BITE EATABLES LIMITED**

Dated : May 13, 2015

Place : Pune

Ravi Nigam  
**Managing Director**  
DIN: 00024577