

Notice

Notice is hereby given that the 37th Annual General Meeting (AGM) of shareholders of Tasty Bite Eatables Limited will be held on Thursday, 5th day of August 2021, at 12.30 p.m. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for year ended 31 March 2021, and the reports of the Board of Directors and the Auditors thereon.
2. To declare dividend of INR 2 per equity share on 2,566,000 equity shares of INR 10 each for the financial year 2020 - 21.
3. To appoint a director in place of Ms. Dawn Allen, who retires by rotation and being eligible offers herself for re - appointment.

SPECIAL BUSINESS:

4. Regularisation of Additional Director Mr. Sukhdev David Dusangh (DIN 08944427):

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

“**RESOLVED THAT** Mr. Sukhdev David Dusangh (DIN 08944427), who was appointed as an Additional Director under non - executive category with effect from 06 November 2020, on the Board of the Company in terms of Section

161 and 149 of the Companies Act, 2013 (“Act”) read with provisions of Article of Association of the Company and who holds such office up to the date of ensuing Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Act and who is also recommended by the Board of Directors for such appointment, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

5. Material Related Party transaction approval:

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

“**RESOLVED THAT** pursuant to the Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 entities mentioned below in the table amounting not more than INR 5,000 million per entity per financial year over the period of three financial years commencing from financial year 2021 - 22 till financial year 2023 - 24, notwithstanding the fact that the transactions within these financial years may exceed 10% of the turnover of Company as per last audited financial statement or materiality threshold as may be applicable from time to time under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Name of entity	Transaction	INR in Million
Preferred Brands International, Inc. USA (holding company)	Sale / purchase / manufacturing of goods & availing / providing services & business / financial transactions, sharing of know how or any other technical transaction, including reimbursement of expenses.	5,000
Mars, Incorporated (ultimate holding company) or any other Mars Group company (being any direct or indirect subsidiary of the ultimate holding company)	Sale / purchase / manufacturing of goods & availing / providing services & business / financial transactions, sharing of know how or any other technical transaction, including reimbursement of expenses.	5,000
Effem Holdings Limited (holding company)	Sale / purchase / manufacturing of goods & availing / providing services & business / financial transactions, sharing of know how or any other technical transaction, including reimbursement of expenses.	5,000
Mars Food US, LLC (group company of ultimate holding company)	Sale / purchase / manufacturing of goods & availing / providing services & business / financial transactions, sharing of know how or any other technical transaction, including reimbursement of expenses.	5,000
Mars Food UK Limited (group company of ultimate holding company)	Sale / purchase / manufacturing of goods & availing / providing services & business / financial transactions, sharing of know how or any other technical transaction, including reimbursement of expenses.	5,000

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Name of entity	Transaction	INR in Million
Mars GmbH (group company of ultimate holding company)	Sale / purchase / manufacturing of goods & availing / providing services & business / financial transactions, sharing of know how or any other technical transaction, including reimbursement of expenses.	5,000
Mars Petcare & Food France (group company of ultimate holding company)	Sale / purchase / manufacturing of goods & availing / providing services & business / financial transactions, sharing of know how or any other technical transaction, including reimbursement of expenses.	5,000
Mars Australia Pty. Ltd. (group company of ultimate holding company)	Sale / purchase / manufacturing of goods & availing / providing services & business / financial transactions, sharing of know how or any other technical transaction, including reimbursement of expenses.	5,000
Mars Canada, Inc. (group company of ultimate holding company)	Sale / purchase / manufacturing of goods & availing / providing services & business / financial transactions, sharing of know how or any other technical transaction, including reimbursement of expenses.	5,000
Mars LLC (group company of ultimate holding company)	Sale / purchase / manufacturing of goods & availing / providing services & business / financial transactions, sharing of know how or any other technical transaction, including reimbursement of expenses.	5,000

RESOLVED FURTHER THAT any Director of the Company, Chief Financial Officer and / or Company Secretary be and hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution”.

6. Re-appointment of Mr. Abhijit Upadhye (DIN: 02076451) as Managing Director till 31 December 2024:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re - enactment(s) thereof), read with Schedule V to the Act (including any statutory modification(s) or re - enactment(s) thereof), Articles of Association of the Company, and recommendation of the Nomination and Remuneration Committee and the Board, consent of the shareholders be and is hereby accorded to re - appoint Mr. Abhijit Upadhye (DIN: 02076451), as the Managing Director of the Company with effect from 01 January 2022 till 31 December 2024, not liable to retire by rotation, upon such terms and conditions as are set out in the agreement entered into between the Company and Mr. Abhijit Upadhye, briefs of which are mentioned in the explanatory statement annexed herewith.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any Committee of directors with power to further delegate to or any other Officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. Fixation of remuneration of Mr. Abhijit Upadhye as Managing Director till 31 March 2022:

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

“**RESOLVED THAT** pursuant to Sections 196, 197, 203 and such other provisions as may be applicable, if any, of the Companies Act, 2013 (“Act”), which shall include any statutory modification(s) or re - enactment(s) thereof read with Schedule V of the Act, the consent of the Company be and is hereby accorded for remuneration of Mr. Abhijit Upadhye as Managing Director from 01 April 2021 till 31 March 2022 upon such terms and conditions as are set out in the agreement entered into between the Company and Mr. Abhijit Upadhye, the terms of which are mentioned in the statement setting out material facts annexed herewith, be and is hereby specifically approved with an authority to the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include the

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Nomination and Remuneration Committee of the Board of Directors) to add, alter and vary the terms and conditions of the said appointment and / or Agreement subject to the relevant provisions of the Act.

RESOLVED FURTHER THAT subject to other applicable provisions, the aforesaid remuneration be considered as the minimum remuneration, notwithstanding that the Company may make losses or inadequate profits during the tenure of the Agreement for financial year from 01 April 2021 till 31 March 2022.

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

By Order of the Board of Directors
Tasty Bite Eatables Limited

Abhijit Upadhye
Managing Director
DIN: 02076451

Date: 15 May 2021
Place: Pune

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NOTES:

1. In view of the continuing Covid - 19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular nos. 14/2020 and 17/2020 dated 08 April 2020 and 13 April 2020 respectively, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid - 19", circular no. 20/2020 dated 05 May 2020 in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" and Circular no. 02/2021 dated 13 January 2021 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") and Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020 in relation to "Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 - Covid - 19 pandemic" and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15 January 2021 in relation to "Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to the CoVID - 19 pandemic" (collectively referred to as "SEBI Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the AGM of the members of the Company is being held through VC / OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
2. The relevant details, pursuant to Regulation 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meeting issued by the Institute of Company Secretaries of India, in respect of Director seeking re - appointment at this AGM is annexed.
3. 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 the MCA Circulars and SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
4. Corporate Members (i.e. other than individual / HUF, NRI etc.) are requested to send to the Company, a duly certified copy of the Board Resolution authorizing their representative to attend the AGM through VC / OAVM and to vote through remote e - voting. The said resolutions / authorization shall be sent to the Scrutinizer by email through its registered email address to vineet.pareek@pvrcs.com with a copy marked to evoting@kfintech.com.
5. In case of joint holders attending the meeting, 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, 17 July 2021 to Thursday, 05 August 2021 (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 04 September 2021, 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, 16 July 2021. 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, 16 July 2021. The Company has as per SEBI guidelines, issued letters and e - mails to all shareholders for updation of PAN, bank details and e - mail id's.
8. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 01 April 2019, except in case of request received for transmission or transposition of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236 dated 02 December 2020 had fixed 31 March 2021 as the cut - off date for re - lodgement of transfer deeds and the shares that are re - lodged for transfer shall be issued only in demat mode. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrar and Transfer Agent ("RTA"), KFIN Technologies Pvt. Ltd. for assistance in this regard.
9. 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 meeting so that the required information may be made available at the meeting. The Auditors have issued audit report with unmodified opinion (without any qualification).
10. Shareholders / investors may contact the Company on designated e - mail id: secretarial@tastybite.com for speedy action from Company's end.

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11. All the documents referred to in the Notice, if any, and Statutory Registers will be available for electronic inspection by the Members from the date of circulation of this Notice upto the date of AGM i.e. 05 August 2021. Members seeking to inspect such documents can send an e - mail to secretarial@tastybite.com.
12. The Company has paid annual listing fee to BSE Ltd. (BSE), National Stock Exchange of India Limited (NSE), National Securities Depositories Ltd. (NSDL) and Central Depositories Securities Ltd. (CDSL) for financial year 2021 - 22.
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. KFIN Technologies Pvt. Ltd. at Karvy Selenium, Tower B, Plot 31 - 32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032. (Unit - TastyBite)
14. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH - 13. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to the Company's Registrar and Share Transfer Agent (RTA) - M/s KFIN Technologies Pvt. Ltd. in case the shares are held in physical form.
15. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Company's Registrar and Share Transfer Agent (RTA), the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
16. Members who have neither received nor encashed their dividend warrant(s) for the financial years 2013 - 14 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.
17. The amount of the dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to unpaid dividend account of the Company shall be transferred to the Investor Education and Protection Fund (the "Fund") set up by the Government of India.

It may be noted that the dividend for the financial year ended 31 March 2013 (declared on 10 September 2013) which remained unpaid or unclaimed over a period of seven years, was transferred to the Investor Education and Protection Fund as required under Section 124(5) of the Companies Act, 2013 during the year.

Any person / Member who has not claimed the dividend in respect of the financial year ended 31 March 2014, or any year thereafter, is requested to approach the Company / Registrar and Transfer Agent of the Company for claiming the same.

Members are requested to note that no claim shall lie against the Company in respect of any amount of dividend remaining unclaimed / unpaid for a period of seven years from the dates they became first due for payment.

In order to help Members to ascertain the status of Unclaimed Dividends, the Company has uploaded the information in respect of Unclaimed Dividends for the financial year ended 31 March 2021, on the website of the Company: www.tastybite.co.in.

18. 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 are being sent by e - mail to those members whose e - mail addresses have been made available to the Depository Participants / Company / RTA.

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.

Please note that the said documents will be uploaded on the website of the Company viz. www.tastybite.co.in

19. In compliance with the aforesaid MCA Circulars and SEBI Circulars, dated 12 May 2020, Notice of the AGM along with the Annual Report 2020 - 21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report 2020 - 21 will also be available on the Company's website www.tastybite.co.in, website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFin Technologies Pvt. Ltd. at <https://evoting.kfintech.com/public/Downloads.aspx>.
20. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
21. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of shareholders w.e.f. 01 April 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer the Finance Act, 2020

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and amendments thereof. The shareholders are requested to update their PAN with the Company / KFin (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration to the Company in Form No. 15G / 15H, to avail the benefit of non - deduction of tax at source by 11:59 p.m. IST on 29 July 2021. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non - resident shareholders [including Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)] can avail beneficial rates under tax treaty between Indian and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to the Company. The aforesaid declarations and documents need to be submitted by the shareholders by 11:59 p.m. IST on 29 July 2021.

22. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

23. 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, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09 December 2020 in relation to e - Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e - Voting services provided by Kfin Technologies Pvt. Ltd., on all the resolutions set forth in this Notice. The instructions for e - Voting are given herein below.

ii. The Company is providing the e - voting facility to its members to enable them to cast their votes electronically. The Company has engaged the services of M/s. KFin Technologies Private Limited ('KFin') as the authorised agency to provide e - voting facility which is approved by Ministry of Corporate Affairs 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 prescribed under the Companies (Management and Administration) Amendments Rules, 2015.

iii. The notice calling meeting is placed on the website of the Company (www.tastybite.co.in), website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of the 'KFin' (<https://evoting.kfintech.com/public/Downloads.aspx>) 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 through VC / OAVM however, shall not be entitled to cast their vote again.

v. The Board of Directors has appointed M/s Pareek V. R. & Associates, Practicing Company Secretaries, 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 Wednesday, 04 August 2021, 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 the paid up capital of the Company as on the cut - off date i.e. 29 July 2021 (end of day).**

viii. The remote e - voting facility will be available during the following voting period after which the portal will be blocked and shall not be available for e - voting:

Commencement of e - voting	02 August 2021 - from 9.00 am (IST)
End of e - voting	04 August 2021 - upto 5.00 pm (IST)

Those Members, who did not cast 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 during the AGM while attending through VC / OAVM.

ix. Contact details for issues relating to e - voting: M/s. KFin Technologies Pvt Ltd at Karvy Selenium, Tower B, Plot 31 - 32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032; Toll free no. 1800 - 309 - 4001; e - mail - evoting@kfintech.com/rajkumar.kale@kfintech.com. Or visit FAQ's section available at KFin's website <https://evoting.kfintech.com/public/Faq.aspx>.

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- x. Details of Scrutinizer: M/s Pareek V. R. & Associates, Practicing Company Secretaries has been appointed as Scrutinizer to scrutinize the e - voting process in fair and transparent manner. The Scrutinizer shall within a period of not exceeding three working days from conclusion of e - voting period unblock the votes in presence of at least two witnesses not in employment of the Company and present his report of votes cast in favour and against the resolutions to Chairman of the Company or any other person as authorized by him.
- xi. The procedure and instructions for remote e - voting are as under:

Login method for e - Voting : Applicable only for Individual shareholders holding securities in Demat

As per the SEBI circular dated 09 December 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.

NSDL	CDSL
<p>1. User already registered for IDeAS facility:</p> <ul style="list-style-type: none"> I. URL: https://eservices.nsd.com II. Click on the “Beneficial Owner” icon under ‘IDeAS’ section. III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e - Voting” IV. Click on company name or e - Voting service provider and you will be re - directed to e - Voting service provider website for casting the vote during the remote e - Voting period. <p>2. User not registered for IDeAS e - Services</p> <ul style="list-style-type: none"> I. To register click on link: https://eservices.nsd.com II. Select “Register Online for IDeAS” III. Proceed with completing the required fields. <p>3. User not registered for IDeAS e - Services</p> <ul style="list-style-type: none"> I. To register click on link: https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp II. Proceed with completing the required fields. <p>4. By visiting the e - Voting website of NSDL</p> <ul style="list-style-type: none"> I. URL: https://www.evoting.nsd.com/ II. Click on the icon “Login” which is available under ‘Shareholder/ Member’ section. III. Enter User ID (i.e. 16 - digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e - Voting page. V. 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. 	<p>1. Existing user who have opted for Easi / Easiest</p> <ul style="list-style-type: none"> I. URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with user id and password. IV. Option will be made available to reach e - Voting page without any further authentication. V. Click on e - Voting service provider name to cast your vote. <p>2. User not registered for Easi/Easiest</p> <ul style="list-style-type: none"> I. Option to register is available at: https://web.cdslindia.com/myeasi/Registration/EasiRegistration II. Proceed with completing the required fields. <p>3. By visiting the e - Voting website of CDSL</p> <ul style="list-style-type: none"> I. URL: www.cdslindia.com II. Provide demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP where the e - Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants.

Members can also login using the login credentials of their demat account through their Depository Participant registered with NSDL / CDSL for e - Voting facility. Once login, Member will be able to see e - Voting option. Click on e - Voting option and will be redirected to NSDL / CDSL Depository site after successful authentication. Click on company name or e - Voting service provider name and you will be redirected to e - Voting service provider website for casting their vote during the remote e - Voting period.

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Members facing any technical issue - NSDL

Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Members facing any technical issue - CDSL

Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022 - 23058738 or 22 - 23058542 - 43.

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- A. In case a Member receives an email from KFin (for Members whose email IDs are registered with the Company / Depository Participants (s)):
- i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com>.
 - ii. Enter the login credentials (i.e. User ID and password as mentioned in email). In case of physical folio, User ID will be EVEN (E - Voting Event Number) xxxx followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFin for e - voting, you can use your existing User ID and password for casting your vote.
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A - Z), one lower case (a - z), one numeric value (0 - 9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and 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.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the "EVENT" i.e., "Name of the Company".
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the cutoff date under "FOR / AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR / AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option "ABSTAIN". If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat accounts.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the resolution(s).
 - xii. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at vineet.pareek@pvrcs.com with a copy marked to evoting@kfintech.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_Event No".
- Other Instructions:**
- I. In case of any query and / or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and e - voting user manual available at the download section of evoting@kfintech.com (KFin Website) or contact Mr. Rajkumar Kale, (Unit: Tasty Bite Eatables Ltd.) of KFin Technologies Private Limited, Karvy Selenium Tower B, Plot 31 - 32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032 or at evoting@kfintech.com or toll free no. 1800 - 309 - 4001 or call KFin's toll free No. 1800 3094 001 for any further clarifications.
 - II. You can also update your mobile number and e - mail id in the user profile details of the folio which may be used for sending future communication(s).
 - III. In case any person becomes member of the Company after electronic dispatch of Notice of AGM and Annual Report (**cut - off date of BenPo for sending Annual Report is 02 July 2021**), and holds shares as on the cut - off date for e - voting i.e., 29 July 2021, he / she may obtain the User ID and Password in the manner as mentioned below:
 - i. If the mobile number of the member is registered against shares held in demat form, the member may send SMS: MYEPWD DP ID Client ID to 9212993399.

Example for NSDL:
MYEPWD IN12345612345678

Example for CDSL:
MYEPWD 1402345612345678

Example for physical:
MYEPWD XXXX1234567890

Notice (Contd.)

- ii. If e - mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of evoting@kfintech.com, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - iii. Member may call KFin's toll free number 1800-309 - 4001.
 - iv. Member may send an e - mail request to evoting@kfintech.com. However, KFin shall endeavor to send User ID and Password to those new Members whose mail ids are available.
- IV. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to modify it subsequently.
- V. The Members who have casted their vote by remote e - voting prior to the meeting through VC / OAVM may also attend the meeting through VC / OAVM but shall not be entitled to cast their vote again.
- VI. The voting rights of the Members shall be in proportion to the paid - up value of their shares in the equity capital of the Company as on the cut - off date (i.e. the record date), being 29 July 2021. A person who is not a member as on the cut - off date should treat this notice for information purpose only.
- VII. The results shall be declared on or after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company (www.tastybite.co.in).
- VIII. Any person, who acquires the shares of the Company and becomes a members after sending of Notice of AGM (cut - off date of BenPo for sending Annual Report is 02 July 2021, end of business hours) and is holding shares as on the cut - off date i.e. 29 July 2021, may obtain the user id and password by sending a request at KFin's e - mail id evoting@kfintech.com / einward.ris@kfintech.com or at Company's e - mail id secretarial@tastybite.com or by writing to the Company or KFin.
- IX. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e - voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
- X. The Scrutinizers decision on the validity of the vote shall be final and binding.
- XI. The Chairman or person authorised by Chairman shall immediately / forthwith declare the result of the voting.
- XII. The result on the Resolutions shall be declared on or after the meeting of the Company and the Resolutions shall be deemed to be passed on the meeting date subject to receipt of the requisite number of votes in favour of the Resolutions.
- XIII. The results declared alongwith the Scrutinizer's Report shall be placed on the website of the Company (www.tastybite.co.in) and on website of the KFin (evoting@kfintech.com) immediately after result is declared by the Chairman and forwarded to Stock Exchanges where the shares of the Company are listed.

Process for registration of e - mail id for obtaining Annual Report and user id / password for e - voting and updation of bank account mandate for receipt of dividend:

Physical Holding	Send a request to the Registrar and Transfer Agents of the Company, KFin at einward.ris@kfintech.com providing 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) for registering email address. Following additional details need to be provided in case of updating Bank Account Details: <ul style="list-style-type: none"> a) Name and Branch of the Bank in which you wish to receive the dividend, b) The Bank Account type, c) Bank Account Number allotted by their banks after implementation of Core Banking Solutions, d) 9 digit MICR Code Number, e) 11 digit IFSC Code, and f) a scanned copy of the cancelled cheque bearing the name of the first shareholder.
Demat Holding	Please contact your Depository Participant (DP) and register your e - mail address and bank account details in your demat account, as per the process advised by your DP.

Shareholders who have not registered their mail address and in consequence the Annual Report, Notice of e - AGM and e - voting notice could not be serviced, may temporarily get their e - mail address and mobile number provided with the Company's Registrar and

Share Transfer Agent, KFin Technologies Private Limited, by clicking the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> for sending the same. Shareholders are requested to follow the process as guided to capture the email

Notice (Contd.)

address and mobile number for sending the soft copy of the notice and e - voting instructions along with the User ID and Password. In case of any queries, shareholder may write to inward.ris@kfintech.com

Instructions for members for attending the AGM through VC / OAVM are as under:

Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM provided by KFin at evoting@kfintech.com by using their remote e - voting login credentials and selecting the EVENT for Company's AGM. Members who do not have the User ID and Password for e - voting or have forgotten the User ID and Password may retrieve the same by following the remote e - voting instructions mentioned in the Notice. Further Members can also use the OTP based login for logging into the e - voting system of KFin.

Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.

Up to 1,000 members will be able to join on a FIFO basis to the AGM. No restrictions on account of FIFO entry into AGM in respect of 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.

The attendance of the Members (members logins) attending the e - AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

Members who need assistance before or during the AGM, can contact KFin on inward.ris@kfintech.com.

Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by accessing the link <https://emeetings.kfintech.com/> and click on Post your Queries from 31 July 2021 (9:00 a.m. IST) to 01 August 2021 (5:00 p.m. IST) and mentioning their name, DP ID and Client ID / folio number, PAN, mobile number and email address. Only those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

24. Brief resume of the directors proposed to be re - appointed vide item No. 3 as mentioned in the Notice calling AGM, pursuant to the Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Ms. Dawn Allen:

Ms. Dawn Allen, Director of the Company, has been a Non - Executive Director since 14 November 2017. She is proposed to be re - appointed as a Director.

A brief profile of Ms. Dawn Allen is as follows:

Date of Birth & Age	16 September 1968 - 52 years
Date of Appointment	14 November 2017
Qualifications	Ms. Dawn Allen holds BSc in Chemistry degree from Bath University and is also an ACA from the Institute of Chartered Accountants of England and Wales.
Expertise in specific functional areas	Ms. Allen has worked at Mars, Incorporated group of companies for 23 years and during this time has held a number of local, regional and global CFO position. She is currently VP Global Finance Transformation for Mars, Inc. Her expertise lies in all aspects of finance from business planning and strategic insights, acquisitions and divestments; financial operations as well as governance and control.
Directorship in other Companies as on 31 March 2021, (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

Apart from her, no other Director or Key Managerial Personnel or their relatives are interested in the Resolution.

By Order of the Board of Directors
Tasty Bite Eatables Limited

Abhijit Upadhye

Managing Director

DIN: 02076451

Date: 15 May 2021

Place: Pune

Notice (Contd.)

ANNEXURE TO NOTICE

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

Item No 4:

Mr. Sukhdev David Dusangh

Mr. Sukhdev David Dusangh, additional director of the Company, has been a non - executive director since November 2020. He is proposed to be appointed as a director.

A brief profile of Mr. Sukhdev David Dusangh is as follows:

Date of Birth & Age	21 February 1970 — 51 years
Date of Appointment	06 November 2020 as Additional Director
Qualifications	Mr. Dusangh holds Bachelor of Commerce (Marketing) degree
Expertise in specific functional areas	Mr. Dusangh is an experienced executive with 28 years of sales, marketing and general management experiences, shaping strategy and leading commercial operations at Tier CPG companies for North America and International markets.
Directorship in other Companies as on 31 March 2021, (including Private limited companies and excluding foreign companies)	NIL
Chairmanship/ Membership of Committees of above mentioned Companies	NIL
Shareholding in the Company	NIL

Apart from him, no other Director or Key Managerial Personnel or their relatives are interested in the Resolution.

Item No 5:

As per Regulation 23 of the LODR, 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 ("Prescribed Limit").

The Company was indirectly acquired by Effem Holdings Limited (a Mars Group Company) on 02 November 2017. Thus, any transaction with Mars Incorporated or any of its subsidiaries shall be treated as Related Party Transaction. This arrangement is approved by Audit Committee and the Board of Directors as required under the Companies Act, 2013 in their respective meetings held on 11 February 2021.

Management seeks approval of shareholders for Material Related Party Transaction to be entered in financial years from 2021 - 22 till 2023 - 24. Accordingly, consent of the members is being sought for item no. 5 to be passed as a Ordinary Resolution. Ms. Dawn Allen, Mr. Abhijit Upadhye and Mr. Sukhdev David Dusangh being directors / employees of Mars group companies are treated as interested in the Resolution. None of the other directors, Key Managerial Personnel and their relatives is interested in this Resolution.

The above transactions are at arm's length and also in the ordinary course of business and hence exempt from provisions of Section 188 (1) of the Companies Act, 2013.

The Members may please note that in terms of the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the related parties as defined thereunder shall abstain from voting on this agenda item.

Item No 6 & 7:

Mr. Abhijit Upadhye was appointed as Executive Director, designated as Managing Director, of the Company w.e.f. 03 November 2018 till 31 December 2021. Further, the agreement with Mr. Abhijit Upadhye in capacity of Managing Director will expire on 31 December 2021 at the end of his tenure. The Board of Directors and shareholders had given their approval to pay remuneration to Mr. Abhijit Upadhye w.e.f. 01 April 2020 till 31 March 2021.

The Remuneration & Nominations Committee at their meeting held on 14 May 2021, recommended payment of remuneration for period of one financial year i.e. from 01 April 2021 till 31 March 2022 irrespective of adequacy of the profits or loss of the Company. The recommendation was approved by the

Notice (Contd.)

Board of Directors at their meeting held on 15 May 2021. The remuneration is subject to the approval of members by way of special resolution at the General Meeting.

In consideration of the duties and obligations undertaken by the Managing Director herein above, the Company shall pay him the remuneration as per the terms and conditions detailed w.e.f. 01 April 2021 till 31 March 2022 subject to the approval of shareholders.

The proposed remuneration from 01 April 2021 is as follows:

No	Remuneration	Slab (amount in INR) per annum
1	Annual gross salary	INR 20,103,800 (INR Twenty million one hundred three thousand eight hundred only)
2	Perquisites Yearly	<ul style="list-style-type: none"> • Leave Travel allowance for self, spouse and children for travel to any place in India upto INR 27,600 • Books & periodicals upto INR 50,000 • Petrol INR 120,000 • Car allowance & chauffeur reimbursement INR 997,428 • Leave encashment as per Company policy
3	Other Benefits	<ul style="list-style-type: none"> • Contribution to Provident Fund as per applicable rules & Company Policy • Gratuity as per Company Policy • Medical insurance & Group Accident as per Company policy shall not be considered as perquisite.
4	Performance bonus	INR 7,000,000 (INR Seven million only)
5	Cash based long term incentives	Maximum amount of INR 25,000,000 (INR Twenty five million only) as long term incentive payable at end of 3 years, subject to achievement of Company's performance targets for CY 2022 - CY 2024 operating plan and post approval by Board.

- In case of absence or inadequacy of profit in financial year, the aforesaid remuneration and perquisites shall be paid to Mr. Abhijit Upadhye as minimum remuneration.
- The terms and conditions of appointment of Managing Director may be altered and varied from time to time by the Board in such manner as may be mutually agreed, subject to such approvals as may be required.
- The Managing Director shall not be paid any sitting fee for attending the Board or any other Committee meetings.
- The Managing Director is not liable to retire by rotation.
- The above may be treated as an abstract as required under Section 190 of the Act. Draft Agreement proposed to be entered into by the Company and Mr. Abhijit Upadhye is open for inspection by Members at the Registered Office during the working days.

The other information required is given as follows:

I. GENERAL INFORMATION:

- Nature of industry: Prepared food consisting Ready - to - Eat, Formed Frozen Product and specialty Sauces
- Commencement of commercial production: 1987
- In case of new companies expected date of commencement of activities as per project approved by the financial Institutions appearing in the prospectus : Not Applicable
- Financial performance of the Company in previous 2 financial years:

Particulars	(INR in Million)	
	FY 2020 - 21	FY 2019 - 20
Total revenue	4,042.89	4,548.30
Profit before tax	525.75	533.54
Profit after tax	393.42	408.62

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5. Export performance and net foreign collaborations:

(INR in Million)

Particulars	FY 2020 - 21	FY 2019 - 20
F.O.B value of exports	3,127.13	2,818.03

6. Foreign investments or collaborators, if any:

There is no direct foreign equity participation. The shareholding of Non - Resident Investors as on 31 March 2021 is 14,011 shares (0.55%), Foreign Promoter holds 300 shares (0.01%) and Foreign Portfolio Investors hold 93,353 shares (3.64%).

II. INFORMATION ABOUT MR. ABHIJIT UPADHYE:

1. Background & details as per Regulation 36(3) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Date of Birth & Age	13 April 1971 - 50 years
Date of Appointment	03 November 2018 as Managing Director
Qualifications	Mr Abhijit Upadhye is a B.E. (Mech) from VJTI, Mumbai and holds a Master in Management Studies Degree in Marketing from Narsee Monjee Institute of Management Studies.
Expertise in specific functional areas	Mr. Upadhye has 24 plus years of experience spanning e - Commerce, Food Service, Consulting and FMCG with a mix of International as well as within country leadership roles. He has worked with McDonald's Corporation, Flipkart, Infosys, etc to name a few. He has expertise in sales and marketing, business strategy, supply chain management, business development, business process improvement, strategic planning, governance, etc.
Directorship in other listed companies	Mr. Upadhye is not a Director in any other listed company. However, he is a Director in Preferred Brands Foods (India) Private Limited.
Chairmanship/ Membership of Committees of above mentioned Companies	NIL
Shareholding in the Company	NIL
Comparative remuneration profile	Having regard to the type of industry, the trend in the industry, the size of the Company, the growth of the Company, the profile of the Managing Director, his contribution and merits, his responsibilities, the remuneration proposed is at par with the remuneration being paid to the senior executives in both domestic as well as multinational corporate sector in the food processing industry. Companies Act, 2013 has placed enormous responsibilities on the management. In order to compensate with increased responsibility, it is proposed to remunerate the managing director with appropriate remuneration
Pecuniary relationship with the Company and Managerial Personal	Mr. Abhijit Upadhye is not related to any director or Key Managerial Person of the Company. He receives remuneration as Managing Director of the Company.

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No other Director or Key Managerial Personnel is interested in the Resolution. He is not a Promoter / Promoter group member and is appointed under the professional category on the Board

Past Remuneration	Mr. Upadhye has been serving the Company as Managing Director since 03 November 2018. Remuneration mentioned in Annual Report is the remuneration received by him during the financial year 2020 - 21.
Recognitions or awards	Mr. Upadhye has over 24 years of well - rounded experience across various industries including food service, e - commerce, Consulting and FMCG. He joined the Company in July 2018 as Chief Operating officer (COO) from Flipkart India, where he served as Chief Executive Officer of Jeeves Consumer Services and F1 Info Solutions (Flipkart group companies). During his tenure, he was responsible for a turn - around of the Company. Jeeves saw a multifold jump in revenue and profitability whilst improving other metrics like employee and customer satisfaction. He was also responsible for the acquisition of F1 Info Solutions which helped bring new service and category capabilities for Flipkart. While working for McDonald's Corporation, Abhijit was awarded the prestigious "Global Circle of Excellence Award" two times in a row. During his consulting role in Infosys, he received the "Chairman's Award of Excellence" twice for contributing towards development of the multi million dollar Master Data Management Solution. He has also co - authored a case study for Stanford Graduate School of Business on the development of MacFry in India.
Job Profile and Suitability	Mr. Upadhye is a Food Industry veteran having extensive experience at McDonald's Corporation. He worked for 13 years with McDonald's both within India and in Hong Kong for regional as well as global roles. While in India, he was the country head for Supply Chain, QA & Menu Management and held P & L responsibility brand extensions like McDelivery and Desert Kiosks. Successful products like Chicken McNuggets, McSpicy Paneer & Chicken, EVM's and platforms like Breakfast were launched during his tenure. He led some transformational supply chain initiatives and changed several supply models in the farm - to - fork value chain (e.g. lettuce, fries) to provide an edge to McDonald's over its competitors. While in Hong Kong, he led menu strategy and regional product innovation launching platforms like "Dinner" and "Create your Taste". He led the 'Go To Market' project for McDonald's APMEA and helped improve returns for new store openings in emerging markets like China, India and Indonesia. He was part of the core new country opening team that helped open McDonald's Vietnam and was the supply chain relationship partner for McDonald's Japan. As a global category lead for Sauces, Dairy, Beverages and Toys he was responsible for strategic sourcing of a few billion \$ and capability / capacity planning. He has also worked in the Domain Competency Group of Infosys as a Principal Consultant and Group Lead for Retail and CPG Industry. Mr. Upadhye has a proven record of merit as narrated above and has strong knowledge of the food industry within and outside of India. His diversified experience and high performance is an indicator of his capabilities. He has been in turn around situations, has managed multi billion \$ portfolios and has also worked in high growth environments like Flipkart. His experience will be beneficial for overall management of the Company contributing to continuous growth, increased productivity and enhanced quality.



Notice (Contd.)

OTHER INFORMATION:

- a. Reasons for loss or inadequate profits:** The Company has not incurred losses and has had adequate profits over the past many years, however this is an enabling provision in the event the proposed remuneration were to breach the limit set under the Companies Act, 2013 or any other regulation applicable.
- b. Steps taken or proposed to be taken for improvement:** The Company is on a growth path and is expected to make profits in future.
- c. Expected increase in productivity and profits in measurable terms:** Management expects to have higher productivity and profits in line with the estimated budget.

DISCLOSURES: The Board of Directors recommends the resolutions for approval of the members. None of the other

Directors and Key Managerial Personnel of the Company in anyway, concerned or interested in the said resolutions. Above may also be treated as an abstract of the terms and conditions governing the appointment and remuneration of the Managing Director pursuant to Section 196, 197 and 203 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

By Order of the Board of Directors
Tasty Bite Eatables Limited

Abhijit Upadhye
Managing Director
DIN: 02076451

Date: 15 May 2021
Place: Pune