

Notice

Notice is hereby given that the 38th Annual General Meeting [AGM] of shareholders of Tasty Bite Eatables Limited will be held on Wednesday, 21st day of September 2022, at 11.00 a.m. IST at Hotel Sheraton Grand Pune, RBM Road, Pune – 411 001 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 2022 and the reports of the Board of Directors and the Auditors thereon.
2. To declare dividend of INR 1 per equity share on 2,566,000 equity shares of INR 10 each for the financial year 2021-22.
3. To appoint a director in place of Mr. Ashok Vasudevan, who retires by rotation and being eligible offers himself for re-appointment [liable to retire by rotation].
4. To appoint Statutory Auditors and fix their remuneration and to pass with or without modification, the following resolution as an Ordinary Resolution.

"RESOLVED THAT pursuant to provisions of Section 139, 141, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies [Audit & Auditors] Rules, 2014, including any statutory enactment or modification thereof, M/s B S R & Co. LLP, Chartered Accountants, Pune [Firm Registration No. 101248W/W-100022] be and is hereby appointed as the Statutory Auditors of the Company who shall hold office from the conclusion of this thirty-eighth Annual General Meeting till the conclusion of forty-third Annual General Meeting of the Company, on such remuneration and other expenses as may be mutually agreed by and between the Board of Directors and the Auditors.

RESOLVED FURTHER THAT any one amongst the Directors or the Company Secretary be and are hereby severally authorized to take all necessary steps and to do all such acts, deeds, matters and things which may be necessary to give effect to this resolution."

SPECIAL BUSINESS:

5. Regularisation of Additional Director Ms. Emmanuelle Orth:

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

"RESOLVED THAT Ms. Emmanuelle Orth [DIN 09686766], who was appointed as an Additional Director under non-executive category with effect from 29 July 2022 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.

RESOLVED FURTHER THAT any one amongst the Directors or the Company Secretary be and are hereby severally authorized to take all necessary steps and to do all such acts, deeds, matters and things which may be necessary to give effect to this resolution."

6. Appointment of Mr. Rajendra Jadhav as Whole Time Director till 31 December 2023:

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

"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 and the Rules made thereunder [including any statutory modifications or re-enactment(s) thereof, for the time being in force] and the Articles of Association of the Company, Mr. Rajendra Jadhav [DIN 09678322], who was appointed as an Additional Director and Whole Time Director of the Company by the Board in their meeting held on 10 August 2022 with effect from 13 August 2022 and who holds office till ensuing annual general meeting, in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying the intention to propose Mr. Rajendra Jadhav as a candidate for the office of a Director of the Company, be and is hereby appointed as a Director of the Company not liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any of the Companies Act, 2013 and the Rules made thereunder and Schedule V of the Act read with SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015 including any statutory modification(s), clarification(s) or re-

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enactment[s] thereof for the time being in force and subject to such approvals, consents, permissions and sanctions as may be required, the Articles of Association of the Company, and recommendation of the Nomination and Remuneration Committee and the Board, the consent of the Members of the Company be and is hereby accorded to appoint Mr. Rajendra Jadhav [DIN: 09678322], as the Whole Time Director of the Company with effect from 13 August 2022 till 31 December 2023 on the terms and conditions detailed in the explanatory statement attached hereto, with the powers to the Board of Directors or a duly constituted Committee thereof to alter, amend, vary and modify the terms and conditions of the said appointment from time to time as it deems fit, in such manner as may be mutually agreed between the Board or such Committee and Mr. Rajendra Jadhav.

RESOLVED FURTHER THAT the Board of Directors or a duly constituted Committee thereof be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. Fixation of remuneration of Mr. Rajendra Jadhav as Whole Time Director till 31 March 2023:

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

"RESOLVED THAT pursuant to Section 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 Members be and is hereby accorded for remuneration of Mr. Rajendra Jadhav as Whole Time Director from 13 August 2022 till 31 March 2023 upon such terms and conditions as are set out in the letter of appointment entered into between the Company and Mr. Rajendra Jadhav, 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 and the Nomination and Remuneration Committee of the Board of Directors to add, alter and vary the terms and conditions of the said appointment and/or letter of appointment, 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 period ended 31 March 2023.

RESOLVED FURTHER THAT the remuneration from 01 April 2023 onwards may be decided, modified, altered by the Nomination and Remuneration Committee and the Board of Directors, within the limits as mentioned in the Companies Act, 2013 and any other Acts, Rules, Regulation or approvals, as may be applicable.

RESOLVED FURTHER THAT the Board of Directors or a duly constituted Committee thereof be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

8. Rectification of past ordinary resolutions regarding appointment of directors:

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

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act 2013 ["Act"], and the rules framed thereunder [including any statutory modification[s], clarification[s], exemption[s] or re-enactment[s] thereof for the time being in force], the provisions of the Memorandum of Association and Articles of Association of the Company:

- the ordinary resolution passed by the shareholders at the Annual General Meeting held on 09 August 2018 for the appointment of Dr. Chengappa Ganapati [DIN: 06771287] as an Independent Director be and is hereby rectified and modified to the extent that the term of his appointment be effective from 17 January 2018 and expire on 16 January 2023; and
- the ordinary resolution passed by the shareholders at the Annual General Meeting held on 09 August 2018 for the appointment of Ms. Rama Kannan [DIN: 08005849] as an Independent Director be and is hereby rectified and modified to the extent that the term of her appointment be effective from 22 December 2017 and expire on 21 December 2022.

RESOLVED FURTHER THAT any one amongst the Directors or the Company Secretary be and are hereby severally authorized to take all necessary steps and to do all such acts, deeds, matters and things which may be necessary to give effect to this resolution."

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9. Re-appointment of Dr. Chengappa Ganapati as an Independent Director:

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152 of the Companies Act, 2013 ["Act"] and other applicable provisions, if any, of the Act, the Rules framed thereunder read with Schedule IV to the Act [including any statutory modification(s), clarification(s), exemption(s) or re-enactment(s) thereof for the time being in force], the provisions of the Memorandum of Association and Articles of Association of the Company, Dr. Chengappa Ganapati [DIN 06771287], Independent Director of the Company, whose term as Independent Director is coming to an end on 16 January 2023 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment be and is hereby re-appointed as Independent Director of the Company for a period of 5 years from 17 January 2023 till 16 January 2028.

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members is also accorded for continuation of Dr. Chengappa Ganapati as Independent Director till his term ends on 16 January 2028 notwithstanding him attaining the age of seventy-five years.

RESOLVED FURTHER THAT any one amongst the Directors or the Company Secretary be and are hereby severally authorized to take all necessary steps and to do all such acts, deeds, matters and things which may be necessary to give effect to this resolution."

10. Re-appointment of Ms. Rama Kannan as an Independent Director:

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152 of the Companies Act 2013 ["Act"] and other applicable provisions, if any, of the Act, the Rules framed thereunder read with Schedule IV to the Act [including any statutory modification(s), clarification(s), exemption(s) or re-enactment(s) thereof for the time being in force], the provisions of the Memorandum of Association and Articles of Association of the Company, Ms. Rama Kannan [DIN 08005849], Independent Director of the Company, whose term as Independent Director is coming to an end on 21 December 2022 and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment be and is hereby re-appointed as Independent Director of the Company for a period of 5 years from 22 December 2022 till 21 December 2027.

RESOLVED FURTHER THAT any one amongst the Directors or the Company Secretary be and are hereby severally authorized to take all necessary steps and to do all such acts, deeds, matters and things which may be necessary to give effect to this resolution."

By Order of the Board of Directors
Tasty Bite Eatables Limited

Ashok Vasudevan
Chairman
DIN: 00575574

Date: 10 August 2022
Place: Pune

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NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) 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.** The instrument appointing the proxy should 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.
2. Members / Proxies should bring duly-filled Attendance Slips/ Proxy Forms sent herewith to attend the meeting. Members who hold shares in dematerialised form are requested to mention their Client ID and DP ID and those who hold shares in physical form are requested to mention their Folio Number in the attendance slip for attending the meeting.
3. Corporate Members are requested to send to the Company, a duly certified copy of the Board Resolution authorising their representative to attend and vote on their behalf, at the meeting. 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.
4. 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.
5. 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.
6. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 27 August 2022 to Wednesday, 21 September 2022 [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 21 October 2022, 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, 26 August 2022. 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, 26 August 2022. 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 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 with Emphasis of Matter.
10. Shareholders / investors may contact the Company on designated e-mail id: secretarial@tastybite.com for speedy action from Company's end.
11. All the documents referred to in the Notice, if any, 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

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am to 1:00 pm up to the date of meeting. Notice calling meeting and Annual Report are available on Company's website www.tastybite.co.in.

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 2022 - 23.
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 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 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 2014 - 15 onwards, are requested to write to the Company or its RTA, mentioning the relevant folio number[s] / DP ID and Client ID, for claiming such dividend.
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 2014 [declared on 10 September 2014] 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 2015, 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 2022, 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 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/ RTA, unless the member has specifically requested for a hard copy of the same.

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 and made available for inspection at the registered office of the Company during business hours.

19. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website www.tastybite.co.in, website of

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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 Ltd. at <https://evoting.kfintech.com/public/Downloads.aspx>.

20. 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 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 14 September 2022. 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 India 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 14 September 2022.

21. Route map for reaching the venue of AGM is given at the end of the annual report.
22. 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, a 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 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 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 AGM is placed 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 Ltd. at <https://evoting.kfintech.com/public/Downloads.aspx>.
- 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 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 Tuesday, 20 September 2022, 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. 14 September 2022 (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:

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Commencement of e - voting	17 September 2022 - from 9.00 am (IST)
End of e - voting	20 September 2022 - 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 during the AGM.

- ix. Contact details for issues relating to e - voting: M/s. KFin Technologies 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>.
- 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 two 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

1. User already registered for IDeAS facility:

- I. URL: <https://eservices.nsdl.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.

2. User not registered for IDeAS e - Services

- I. To register click on link: <https://eservices.nsdl.com>
- II. Select "Register Online for IDeAS" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- III. Proceed with completing the required fields and follow steps given in point 1 above.

CDSL

1. Existing user who have opted for Easi / Easiest

- 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.

2. User not registered for Easi/Easiest

- I. Option to register is available at: <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
- II. Proceed with completing the required fields.

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NSDL

3. By visiting the e - Voting website of NSDL

- URL: <https://www.evoting.nsdl.com/>
- Click on the icon "Login" which is available under 'Shareholder/ Member' section.
- Enter User ID (i.e. 16 - digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e - Voting page.
- Click on company name or e - Voting service provider name and you will be redirected to e - Voting service provider website for casting your vote during the remote e - Voting period.

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 022 - 23058542 - 43

CDSL

3. By visiting the e - Voting website of CDSL

- URL: www.cdslindia.com
- Provide demat Account Number and PAN No.
- System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.
- After successful authentication, user will be provided links for the respective ESP where the e - Voting is in progress

Login method for e-voting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:

A. In case a Member receives an email from KFin (for Members whose email IDs are registered with the Company / Depository Participants [s]):

- Launch internet browser by typing the URL: <https://emeetings.kfintech.com>.
- 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.
- After entering these details appropriately, click on "LOGIN".
- 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

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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 cut-off 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@pvrcl.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".

B. Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-Voting instructions cannot be serviced, will have to follow the following process:

Members who have not registered their email address and in consequence, the Annual Report, Notice of AGM and e-Voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFin, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>. Members are requested to follow the process as guided to capture the email 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, member may write to einward.ris@kfintech.com.

Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-Voting instructions.

After receiving the e-Voting instructions, please follow all steps above to cast your vote by electronic means.

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 Limited, Karvy Selenium Tower B, Plot 31 - 32, Gachibowli, Financial

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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 dispatch of Notice of AGM and Annual Report **[cut - off date of BenPo for sending Annual Report is 19 August 2022]**, and holds shares as on the cut - off date for e - voting i.e., 14 September 2022, 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

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. The Company shall also provide facility for voting through polling at the AGM and members attending the AGM who have not already casted their vote by remote e-voting

shall be able to exercise their right to vote at the AGM. A Member can opt for only single mode of voting i.e. through Remote e-voting or voting at the AGM. If a Member casts votes by both modes then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

V. The Members who have casted their vote by remote e-voting prior to the meeting may also attend the meeting 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 14 September 2022. 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 19 August 2022, end of business hours] and is holding shares as on the cut - off date i.e. 14 September 2022, 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 Scrutiniser shall after the conclusion of the voting at the meeting first count the voting at the meeting and then unblock the votes cast through e-voting in the presence of at least 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.

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.

Notice [Contd..]

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 along with 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:

- 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

23. **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:**

Mr. Ashok Vasudevan:

Mr. Ashok Vasudevan, Chairman of the Company, has been a Non - Executive Director since 31 March 1999. He is proposed to be re - appointed as a Director.

A brief profile of Mr. Ashok Vasudevan is as follows:

Date of Birth & Age	09 March 1955 - 67 years
Date of first appointment	31 March 1999
Qualifications	Mr. Vasudevan holds a Bachelor of Science [Agriculture] degree from Bangalore and a Management degree from Jamnalal Bajaj Institute of Management Studies, Bombay. He also holds Owner President Management [OPM] from the Harvard Business School
Expertise in specific functional areas / Experience / Brief resume	Mr. Vasudeven has wide experience of 39 plus years as an entrepreneur and a corporate executive for large multinationals. He headed the India desk of Pepsi World Trade from New York. He received Pepsi's MVP award in 1991 for his contributions. Before joining Pepsi he spent 10 years with the Unilever group in India in various functions that included Management Development, Sale & Marketing and International Business. He is co-founder of Preferred Brands International, Inc., USA

Notice [Contd..]

Terms and conditions of re-appointment along with details of remuneration sought to be paid	Mr. Vasudevan is a Non-Executive Director & Chairman of the Board of the Company (liable to retire by rotation). No remuneration / sitting fees is drawn by him.
Last drawn remuneration	No remuneration / sitting fees is paid to Mr. Vasudevan
Number of meetings of the board attended during the year	7 out of 7
Relationship with other directors, manager and other key managerial personnel of the Company	Mr. Vasudevan is not related to any Director, manager and other key managerial personnel of the Company
Directorship in other Companies as on 31 March 2022 (including private limited companies and excluding foreign companies)	NIL
Listed entities from which the director has resigned in the past 3 years	NIL
Chairmanship/ Membership of Committees of above mentioned Companies	NIL
Shareholding in the Company	NIL

Apart from himself, 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

Ashok Vasudevan
Chairman
DIN: 00575574

Date: 10 August 2022
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:

Appointment of Statutory Auditor from the conclusion of this thirty-eighth Annual General Meeting till the conclusion of forty-third Annual General Meeting of the Company.

B S R & Associates LLP Chartered Accountants [Firm Registration No: 116231W/W-100024] were appointed as statutory auditors at the 33rd AGM held on 20 September 2017 and holding office of the auditors up to the conclusion of the 38th AGM and hence, would retire at the conclusion of the forthcoming 38th AGM.

The Board of Directors on the recommendation of the Audit Committee has approved the appointment of B S R & Co. LLP, Chartered Accountants [Firm Registration No: 101248W/W-100022] as statutory auditors of the Company, subject to approval of shareholders. Accordingly, as per the said requirements of the Act, B S R & Co. LLP, Chartered Accountants [Firm Registration No: 101248W/W-100022] is proposed to be appointed as statutory auditors of the Company, for a period of five years, commencing from the conclusion of 38th AGM till the conclusion of the 43rd AGM. Both B S R & Co. LLP and B S R & Associates LLP are a part of the BSR & Affiliates,

a network registered with the Institute of Chartered Accountants of India (ICAI).

B S R & Co. LLP, Chartered Accountants have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under the Companies Act, 2013. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act, and the provisions of the Companies [Audit and Auditors] Rules, 2014.

No Director or Key Managerial Personnel or their relatives are interested in the Resolution.

Item No 5:

Regularization of Additional Director, Ms. Emmanuelle Orth (DIN: 09686766) as Director of the Company:

Ms. Emmanuelle Orth, additional director of the Company, has been a non-executive director since 29 July 2022. She is proposed to be appointed as a director.

A brief profile of Ms. Emmanuelle Orth is as follows

Date of Birth & Age	12 January 1974 – 48 years
Date of Appointment	29 July 2022 as additional director
Qualifications	Ms. Orth has a Master's degree in International Management from Strasbourg Business School. She also has certifications from Oxford University and Harvard Business School.
Expertise in specific functional areas	Ms. Orth is an experienced executive with 25 years of finance and general management experiences, shaping strategy and leading commercial operations. She is currently VP finance for Mars Petcare Nutrition Europe
Directorship in other Companies as on 31 March 2022 [including Private limited companies and excluding foreign companies]	NIL
Chairmanship/ Membership of Committees of above mentioned Companies	NIL
Shareholding in the Company	NIL

Notice [Contd..]

Item No 6 & 7:

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company approved the appointment of Mr. Rajendra Jadhav [DIN: 09678322], General Manager – Works of the Company as Additional Director and Whole-time Director with effect from 13 August 2022 till 31 December 2023. Mr. Rajendra Jadhav is not disqualified from holding the office of Whole Time Director.

The appointment of Mr. Rajendra Jadhav as Whole Time Director of the Company is subject to approval of members by way of Ordinary Resolution.

The Nomination and Remuneration Committee at their meeting held on 10 August 2022, recommended payment of remuneration for the period from 13 August 2022 till

31 March 2023 irrespective of adequacy of the profits or loss of the Company. The recommendation was approved by the Board of Directors at their meeting held on 10 August 2022.

The payment of remuneration to Mr. Rajendra Jadhav is subject to the approval of Members by way of a Special Resolution.

In consideration of the duties and obligations undertaken by the Whole Time Director herein above, the Company shall pay him the remuneration as per the terms and conditions detailed w.e.f. 13 August 2022 till 31 March 2023, subject to the approval of shareholders.

The following terms and conditions have been proposed to be applicable to Mr. Rajendra Jadhav as Whole Time Director of the Company:

No	Remuneration	Slab (amount in INR) for the period
1.	Gross Salary	INR 4.78 Million
2.	Perquisites	INR 0.57 Million
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 Leave encashment as per Company policy
4.	Performance Bonus (including performance criteria)	NA
5.	Cash based long term incentives	NA
6.	Other terms of appointment	<ul style="list-style-type: none"> Notice period is of 1 month in case of resignation by Mr. Jadhav Notice period in case of termination of employment by Company is 1 month Age of retirement is 60 years All conditions in Non-Disclosure Agreement entered between the Company and Mr. Jadhav need to be abided with Mr. Jadhav has no stock options or any shares in the Company There is no variable pay component in salary of Mr. Jadhav

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1. In case of absence or inadequacy of profit in financial year, the aforesaid remuneration and perquisites shall be paid to Mr. Rajendra Jadhav as minimum remuneration.
2. The terms and conditions of appointment of Whole Time 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.
3. Mr. Rajendra Jadhav shall not be paid any sitting fee for attending the Board or any other Committee meetings.
4. Mr. Rajendra Jadhav is not liable to retire by rotation.
5. The above may be treated as an abstract as required under Section 190 of the Companies Act, 2013, setting out the terms, conditions and limits of remuneration for managerial personnel and may also be regarded as a disclosure under Secretarial Standard on General Meetings ["SS-2"] of the Institute of Companies Secretaries of India.

The other information required is given as follows:

I. GENERAL INFORMATION:

1. Nature of industry: Prepared food consisting Ready-to-Eat, Formed Frozen Product and Specialty Sauces

II. INFORMATION ABOUT MR. RAJENDRA JADHAV:

1. Background and details as per Schedule V of the Companies Act, 2013, Secretarial Standard II on General Meetings and Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of Birth & Age	12 May 1964 – 58 years
Date of First Appointment	13 August 2022
Qualifications	Mr. Jadhav is a Bachelor of Science [Tech] in Food Technology from UDCT, Mumbai and has also completed Post Graduate Diploma in Foods, Drugs and Cosmetics from VJTI, Mumbai. Mr. Jadhav is a Bachelor of Science [Chem] from Shivaji University, Kolhapur.
Nature of expertise in specific functional areas	Mr. Rajendra Jadhav joined Tasty Bite Eatables Limited in 1991 as Assistant Manager – Manufacturing and was subsequently appointed Manager in 1998, Head of Supply Chain in 2000, Deputy General Manager in 2004 and General Manager – Works in 2013. Over the last 30 years, Mr. Jadhav has performed key roles in production

2. Commencement of commercial production: 1987
3. 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
4. Financial performance of the Company in previous 2 financial years:

(INR in Million)

Particulars	FY 2021-22	FY 2020-21
Total revenue	3,855.60	4,042.89
Profit before tax	144.76	525.75
Profit after tax	103.28	393.42

5. Export performance and net foreign collaborations:

(INR in Million)

Particulars	FY 2021-22	FY 2020-21
F.O.B value of exports	2,455.24	3,127.13

6. Foreign investments or collaborators, if any:

There is no direct foreign equity participation. The shareholding of Non - Resident Investors as on 31 March 2022 is 16,084 shares [0.63%], Foreign Promoter holds 300 shares [0.01%] and Foreign Portfolio Investors hold 94,258 shares [3.67%].

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	planning & execution, business development, product development, supply chain and overlooking the entire national and international market demands with respect to manufacturing.
Disclosure of relationship between directors inter-se	Mr. Rajendra Jadhav is not a director in any other listed company and is not inter-se related with any other Director, Manager or Key Managerial Personnel of the Company.
Directorship in other listed companies	NIL
Chairmanship/ Membership of Committees of above mentioned Companies	NIL
Shareholding in the Company	NIL
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration of Mr. Rajendra Jadhav is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and diverse nature of its business. He has assumed the responsibilities as Whole Time Director by this appointment.
Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any.	Mr. Jadhav receives remuneration as General Manager - Works. He is not related to any Director or Key Managerial Personnel in the Company.
Past Remuneration / Remuneration last drawn	INR 7.68 million in FY 2021-22 as General Manager – Works of the Company
Recognitions or awards	Mr. Jadhav has been awarded as "Best Employee of 2004", "Most Valuable Player of 2007", GEM (Going Extra Miles) award for 2020 by the Company
Job Profile and Suitability	Mr. Jadhav is currently General Manager – Works of Tasty Bite Eatables Ltd. He has completed Bachelor of Science [Tech] in Food Technology from UDCT, Mumbai and has also completed Post Graduate Diploma in Foods, Drugs and Cosmetics from VJTI, Mumbai along with Bachelor of Science [Chem] from Shivaji University, Kolhapur. He has 30+ years of experience spanning in manufacturing industry. He has performed key roles in production planning, supply chain, business development and overlooking national and international market demand.
Number of meetings of the Board of Directors attended during the year	N/A
Listed entities from which Mr.Jadhav has resigned in the past three years	N/A

No other Director [other than Mr. Rajendra Jadhav] or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in this resolution. He is not a Promoter / Promoter group member and is appointed under the professional category on the Board.

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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, in this financial year 2021-22 there is a dip in Consumer Business owing to drop in demand on account of inventory build-up in the US and other markets.

Secondly, due to change in government policies, profit is highly impacted. This is due to discontinuation of Transport and Marketing Assistance Scheme (TMA) and Merchandise Exports from India Scheme (MEIS). A new scheme called Remission of Duties and Taxes over Exported Products (RoDTEP) has been introduced in current year in place of MEIS, however the incentives rate in RoDTEP is much lower than MEIS rate.

- b. **Steps taken or proposed to be taken for improvement:** Our consumer business is on the growth path as most of the inventory is diluted. We are also working to further improve Tasty Bite Food Service (TFS) sales. 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 or their relatives 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 Managerial Personnel 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.

Item No 8:

Rectification of past ordinary resolutions regarding appointment of directors

Ms. Rama Kannan and Dr. Chengappa Ganapati were appointed as additional Independent Directors on the board of the Company on 22 December 2017 and 17 January 2018, respectively. These appointments were regularised by way of ordinary resolutions passed at the

ensuing annual general meeting held on 09 August 2018 for a period of 5 years.

Under Section 149(10) of the Companies Act, 2013, an independent director can only hold office for a term up to five consecutive years on the board of directors of a company. Accordingly, the terms of appointment of Ms. Rama Kannan and Dr. Chengappa Ganapati commenced on 22 December 2017 and 17 January 2018, respectively, and will expire on 21 December 2022 and 16 January 2023, respectively.

However, the resolutions for appointment passed at the annual general meeting held on 09 August 2018 inadvertently and incorrectly mentions 09 August 2018 as the date of commencement of 5 year term of both Ms. Rama Kannan and Dr. Chengappa Ganapati. Accordingly, approval of members is sought to rectify the said error.

There is no inter-se relationship between Dr. Chengappa and Ms. Rama, and any other Director on the board. None of the Directors and Key Managerial Personnel of the Company and their relatives, except Dr. Chengappa and Ms. Rama and their respective relative(s), is in any way concerned or interested [financially or otherwise], in the proposed Ordinary Resolution.

The board accordingly recommends this resolution to be passed as an Ordinary Resolution to the members for their consideration and approval.

Item No 9:

Re-appointment of Dr. Chengappa Ganapati as an Independent Director

Dr. Chengappa, was appointed as an Independent Director not liable to retire by rotation on the Board of the Company by a resolution passed by the Board of Directors of the Company dated 17 January 2018, which was further approved vide ordinary resolution passed by the Members of the Company dated 09 August 2018 and will accordingly hold office up to 16 January 2023. Dr. Chengappa has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and he is eligible for re-appointment i.e. for a second term as Independent Director of the Company.

Securities and Exchange Board of India (SEBI) vide its Notification No. SEBI/LAD-NRO/GN/2018/10 dated 09 May 2018 notified the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations,

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2018 ["**the Amendment Regulations**"] effective from 01 April 2019. One of the amendments requires the listed entities to seek approval of Members, by way of Special Resolution, while appointing or continuing the directorship of any Non-Executive Director who has attained the age of seventy-five years.

Dr. Chengappa, if elected as Independent Director for a second term, will attain the age of seventy-five years during such term and pursuant to the Amendment Regulations, approval of the Members is being sought for continuation of his appointment till 16 January 2028.

Dr. Chengappa is one of the leading Agricultural Economist of India. He brings independent judgement to Board's discussions. His expertise remains in teaching, research, academic administration, economics, agri - business and trade, etc. He has shown exemplary thought leadership during his tenure as a Director. He has been a keen observer of the food industry since decades and his vision in this domain has helped the Company to achieve significant growth in operations and business. He has vast knowledge in agriculture field and has a proactive and futuristic approach towards Risk and Compliance Management. Accordingly, the Nomination and Remuneration Committee at its meeting held on 10 August 2022, formed a view that his expertise and valuable guidance are immensely beneficial to the Company, in its pursuit of growth and hence recommend to the Board to approve his re-appointment as Independent Director and continuation of his directorship on the Board of the Company up to 16 January 2028 notwithstanding him attaining age of seventy-five years.

The Board of Directors in its meeting held on 10 August 2022 and on basis of recommendation of Nomination and Remuneration Committee, approved the re-appointment and such continuation.

The Board further seek the approval of Members, in terms of the provisions of the amendment regulations and such other rules, regulations, provisions as may be applicable, for continuation of directorship of Dr. Chengappa, as an Independent Director, not liable to retire by rotation, till expiry of his term up to 16 January 2028.

Section 149, sub-section [10] of the Companies Act, 2013 provides that an independent director shall hold office for a term up to five consecutive years on the Board of a company, but shall be eligible for re-appointment on passing of a Special Resolution by the Company and disclosure of such appointment in the Board's report. Section 149, sub-section [11] provides that no independent director shall hold office for more than two consecutive terms. Explanation to sub-sections [10] and [11], provide that any tenure of an independent director on the date of commencement of this Act shall not be counted as a term under those sub-sections. The extant term of Dr. Chengappa is his first term as independent director under the Companies Act, 2013, pursuant to the provisions of Section 149 and explanation[s] thereunder. The Board of Directors, is thus, of the opinion that he fulfils the requisite conditions for re-appointment / continuation on the Board of the Company, as an independent director.

His brief profile along with Directorships, membership of Committees of the Board and other interest, if any, is as below:

Date of Birth & Age	11 February 1952; Age: 70 years
Date of first appointment	17 January 2018
Qualifications	M.Sc in Agriculture Economics from University of Agriculture Sciences, Bangalore and PhD from Indian Agricultural Research Institute, New Delhi
Expertise in specific functional areas / Experience	Dr. Chengappa is one of the leading Agricultural Economist of India. He has over three decades of experience in teaching, research, extension and academic administration. He served as the Vice Chancellor of University of Agricultural Sciences, Bangalore. He was the National Professor of the Indian Council of Agricultural Research at the Institute for

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	Social and Economic Change, Bangalore. He is basically a Policy Economist specialised in the area of agri-business and trade. He was the member of the working group on Agricultural Marketing of Planning Commission of India for preparing the 12 th Five Year Plan document. His international experience includes working as a consultant in International Food Policy Research Institute, Washington, International Plant Genetics Resource Institute, Rome, International Rice Research Institute, Manila, DSE Germany and visiting Professor in Universities of Reading and Wales. He was president (Elect), Indian Society of Agricultural Economics 2012 and President, Agricultural Economics Review Association, New Delhi 2013-16.
Terms and conditions of re-appointment along with details of remuneration sought to be paid	Remuneration - Not Applicable.
Last drawn remuneration	Only acts as Independent Director on the Board
Number of meetings of the board attended during the year	Only sitting fees of INR 550,000
Directorship in other Companies as on 31 March 2022 [including private limited companies and excluding foreign companies]	7 out of 7
Listed entities from which the director has resigned in the past 3 years	1. Tata Coffee Ltd 2. SAM Agri Tech Ltd 3. SAM Agri Ventures Ltd 4. Tasty Bite Foundation
Chairmanship/ Membership of Committees of above mentioned Companies (other than TBEL Committees)	NIL
Shareholding in the Company	1. Tata Coffee Ltd - Chairman of Stakeholder Grievance Committee 2. Tata Coffee Ltd - Member of Audit Committee 3. Tata Coffee Ltd - Member of CSR Committee 4. Tata Coffee Ltd - Member of Risk Management Committee
	NIL

His brief profile along with Directorships, membership of Committees of the Board and other interest, if any, forms a part of this Notice. There is no inter-se relationship between Dr. Chengappa and any other Director on the Board or any manager and other key managerial personnel of the Company. None of the Directors and Key Managerial Personnel of the Company and their relatives, except Dr. Chengappa and his relative(s), is in any way concerned or interested (financially or otherwise), in the proposed Special Resolution.

The Board accordingly recommends this resolution to be passed as a Special Resolution to the Members for their consideration and approval.

Item No 10:

Re-appointment of Ms. Rama Kannan as an Independent Director

Ms. Rama was appointed as an Independent Director not liable to retire by rotation on the Board of the Company by a resolution passed by the Board of Director of the Company dated 22 December 2017, which was further approved vide ordinary resolution passed by the Members of the Company dated 09 August 2018 and will accordingly hold office up to 21 December 2022. Ms. Rama has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and she is eligible for re-appointment

Notice [Contd..]

i.e. for a second term as Independent Director of the Company from 22 December 2022 till 21 December 2027.

Ms. Rama works as a coach / mentor / advisor for various senior executives in corporate and social enterprises in India and abroad. She brings independent judgement on the Board's discussions. Her expertise lies in leadership and executive coaching, business planning and social entrepreneurship, general management and leadership, etc. She has shown exemplary thought leadership during the course of her tenure as a Director. She has been a keen observer of the food industry since decades and her vision in this domain has helped the Company to achieve significant growth in operations and business. She has a proactive and futuristic approach towards Risk and Compliance Management. Accordingly, the Nomination and Remuneration Committee at its meeting held on 10 August 2022, formed a view that her expertise and valuable guidance are immensely beneficial to the Company, in its pursuit of growth and hence recommend to the Board to approve her re-appointment as Independent Director and continuation of her directorship on the Board of the Company up to 21 December 2027.

The Board of Directors in their meeting held on 10 August 2022 and on basis of recommendation of Nomination and Remuneration Committee, approved the re-appointment and such continuation.

The Board further seek the approval of Members, in terms of the provisions of amendment regulations and such other rules, regulations, provisions as may be applicable, for continuation of directorship of Ms. Rama, as an Independent Director, not liable to retire by rotation, till expiry of her term up to 21 December 2027.

Section 149, sub-section (10) of the Companies Act 2013, provides that an independent director shall hold office for a term up to five consecutive years on the Board of a company, but shall be eligible for reappointment on passing of a Special Resolution by the Company and disclosure of such appointment in the Board's report. Section 149, sub-section (11) provides that no independent director shall hold office for more than two consecutive terms. Explanation to sub-sections (10) and (11), provide that any tenure of an independent director on the date of commencement of this Act shall not be counted as a term under those sub-sections. The extant term of Ms. Rama is her first term as independent director under the Companies Act, 2013, pursuant to the provisions of Section 149 and explanation(s) thereunder. The Board of Directors, is thus, of the opinion that she fulfils the requisite conditions for re-appointment / continuation on the Board of the Company, as an independent director.

Her brief profile along with Directorships, membership of Committees of the Board and other interest, if any, is as below:

Date of Birth & Age	27 April 1965- 57 years
Date of first appointment	22 December 2017
Qualifications	Ms. Rama is a Commerce and a Law [LLB] graduate from Delhi University. She has a Coaching certification from Neuro leadership group, Australia. She also holds a Master in Business Administration degree from National University of Singapore
Expertise in specific functional areas / Experience	Ms. Rama works as a coach / mentor / advisor for various senior executives in corporate and social enterprises in India and abroad. She also has a wide experience in field of marketing and strategic roles with various companies such as British Petroleum, PepsiCo, etc.
Terms and conditions of re-appointment along with details of remuneration sought to be paid	Remuneration - Not Applicable. Only acts as independent director on the Board

Notice [Contd..]

Last drawn remuneration	Only sitting fees of INR 350,000
Number of meetings of the board attended during the year	5 out of 7
Directorship in other Companies as on 31 March 2022 (including private limited companies and excluding foreign companies)	1. Tasty Bite Foundation
Listed entities from which the director has resigned in the past 3 years	NIL
Chairmanship/ Membership of Committees of above mentioned Companies (other than TBEL Committees)	NIL
Shareholding in the Company	NIL

Her brief profile along with Directorships, membership of Committees of the Board and other interest, if any, forms a part of this Notice. There is no inter-se relationship between Ms. Rama and any other Director on the Board or any manager and other key managerial personnel of the Company. None of the Directors and Key Managerial Personnel of the Company and their relatives, except Ms. Rama and her relative(s), is in any way concerned or interested (financially or otherwise), in the proposed Special Resolution.

The Board accordingly recommends this resolution to be passed as a Special Resolution to the Members for their consideration and approval.

By Order of the Board of Directors
Tasty Bite Eatables Limited

Ashok Vasudevan
Chairman
DIN: 00575574

Date: 10 August 2022
Place: Pune